

NAPHA BOARD OF DIRECTORS' MEETING

Phone Conference
November 15, 2009

AGENDA

3PM Pacific Time
4PM Mountain Time
5PM Central Time
6PM Eastern Time

Conference Dial-in Number: (712) 775-7000
Participant Access Code: 1099118#

1. Call to Order – President D. Joy Gould

2. Roll Call

Present: Edie Gandy, D. Joy Gould, Charles Melton, Linda Virgin, Barbara Windom, Alice Wolf, and Executive Director Donna Bearer

Absent: Lucho Dapelo

3. Approval of the Minutes of the August 30, 2009 meeting. Motion by Barbara Windom to approve, seconded by Alice Wolf. Passed unanimously.

4. Financials – Donna Bearer

a. Profit & Loss Statement – 3rd Quarter

b. Balance Sheet – YTD

Motion by Alice Wolf to accept financial reports, seconded by Linda Virgin. Passed unanimously.

5. 2009 National Show Report – Donna Bearer

a. Income/Expense Report

b. Recommendations for 2010

a. Schedule

It was noted that some of the big breeders have expressed dissatisfaction with the National Show Schedule. The Board had asked Barbara Windom to organize a schedule that might appeal to the big breeders. Motion by Linda Virgin to accept schedule put forth by Barbara Windom and post it on the internet for feed back from show participants. Board will accept feedback and finalize the schedule on March 1. Seconded by Edie Gandy. Passed unanimously.

b. Committees – Donna Bearer stressed the fact that the National Show is too big an undertaking for one person. She requested the Board form committees to handle various show functions.

c. Judges – Motion by Charles Melton that Andres del Solar judge both the breeding and performance divisions of the 2010 U.S. National Show. Seconded by Alice Wolf. Passed unanimously.

6. Breeder's Show – Discussed the fact that some breeders want to stage their own show three weeks prior to the U.S. National Show and one week prior to the Camino Real Show. The Board felt this would be extremely

detrimental to the National Show and the Camino Real Show. Linda Virgin will communicate with Terry Ellis to see if NAPHA can arrange a show schedule for the Nationals that will please the breeders involved.

7. Registration Issues – Motion by Alice Wolf that the Board make the recommendation to the Registration Committee that when horses are transferred back to the same owner within 12 months, no photos will be required to facilitate the transfer. Seconded by Barbara Windom. Passed unanimously.

8. Petition

Motion by Alice Wolf that NAPHA accept a petition to change the make up of the NAPHA Board from three elected to five elected and put it out to a vote of the general membership.

Seconded by Barbara Windom

Passed unanimously.

The vote will be sent out as soon as NAPHA has received enough donations to cover the cost of printing and mailing. Alice Wolf committed to donate \$500.

Linda Virgin tendered her resignation effective Dec. 1. Edie moved that the resignation be accepted. Seconded by Alice Wolf. Passed unanimously.

9. Annual Meeting – Planning

USEF – at the annual meeting

StudBook Presentation –

Judges Clinic – Ask Mimi Downy to Head up Judge’s Clinic

10. Adjournment

NAPHA BOARD OF DIRECTORS’ MEETING

Phone Conference

July 6, 2009

MINUTES

4PM Pacific Time

5PM Mountain Time

6PM Central Time

7PM Eastern Time

1. Call to Order
2. Roll Call – Lucho Dapelo, Edie Gandy, D. Joy Gould, Julia Meek, Linda Virgin, Barbara Windom, Alice Wolf, and Executive Director Donna Bearer
3. Approval of the Minutes of the May 30, 2009 meeting. Review and approve electronically all agreed.
4. Financials – Donna Bearer
 - a. [Profit & Loss Statement](#)
 - b. [Balance Sheet](#) - Moved to accept the Treasurer’s report - Approved Unanimously

- c. National Show – there was discussion about trophies expenditure – a committee was established. Donna will work with the committee to reduce cost.
- d. Revenue Streams
 - i. Horses for Sales/Stallions
 - 1. Looking at other horse websites, an on-line sales opportunity for members can be developed at no cost to NAPHA. The average price with a photo is between \$20 & \$25 for two to three months. The recommendation is that we offer our listings with photos at \$30 for 90 days and draft out how this would be accomplished for members.
 - ii. Webcast – Discussion
 - 1. 30 second commercials will be offered at \$25
 - 2. Webcast Sponsorships packages will be developed by Donna and will include the single commercials for small advertisers to make it possible for everyone to participate.
 - 3. Breed Video - The PPHRNA video is now dated and needs updated. Those wishing to be a part of the video may provide a DVD. If the quality is good they may pay \$100 per minute to have their video included in the new NAPHA Peruvian Horse video.
- e. Budget comparison
 - i. Budget Adjustments – see Personnel - Barbara Windom
 - ii. Transparency – see Item #6 a, b, and c - D. Joy Gould

5. International Registry – Donna Bearer
Staff has not had an opportunity to work on it.

6. Discussion Items – D. Joy Gould

- a. Open Meetings – procedure set up by Joy

In our continuing effort to be even more transparent and open, the Board has decided that members may attend face-to-face Board meetings. We are going to follow a structure that is used all over the United States in most city and county meetings. At our face-to-face meetings, which we hold in Texas, we will allow members to speak directly to the Board at the beginning and end of each meeting. Each member will be allowed two minutes. This will be the only time during the meeting that members can actually participate within the meeting. The exception to this will be when the Board has invited a member to address the Board on a specific topic or a member has requested to speak with the Board in advance of the meeting. Members will be allowed to sit through all open portions of the meeting but will not be allowed to speak except during the first part and last part of the meeting. Should the Board have an Executive Session planned, visitors will be asked to leave during that portion of the meeting. NAPHA will post the meeting agenda for these face-to-face meetings on the website two weeks in advance of meetings so that members can plan to attend.

- b. Retreat – for NAPHA Board/RAC Members/Club Presidents – Joy will have conversation with Joline.
- c. Ethical Practice Review Board Members

In our last meeting Edie informed the BOD that associations were being successfully sued over enforcing decisions made by the EPRB. Decided to get the opinion of our attorney. Edie will write a paper on disbanding the EPRB.

Ethical Review BOD Nominations from the RAC

Gladys Freeman nominated Lynn Kinsky
Joline Bell-Hahn nominated Larry Redman

Kim Hall nominated Mike Keim and Michael Carson
Joy Redman nominated Charlotte Becerra
Charlotte Becerra nominated Joy Redman

We are replacing Jesse Leitzke and Leonard Hoffman who are also automatically nominated and are willing to serve. All nominees are current members of NAPHA.

A motion was made to re-nominate Jesse and Leonard which Passed Unanimously –
Disbanding of the EPRB is tabled until Edie completes research and paper.

7. Rules of Conduct – present to attorney as finances allow. Tabled.
 8. Personnel – Barbara Windom and Donna Bearer recommended \$30,000 reduction in payroll expenses. A motion to approve the reduction - Passed Unanimously.
 9. Executive Session
Legal issues
 10. Registration Issues – Donna Bearer
Christopher Shoemaker – he emailed a letter to all of the BOD asking the Board to reverse the decision made unanimously by the Registration Committee. Donna to visit with Terry Jarchow and gather more information.
 11. Hall of Fame ([attached](#)). A motion to approve a NAPHA Hall of Fame for people and horses, Passed Unanimously.
Donna to work with Jeff Marcum to set up committee and forms.
 12. Set Next Meeting Date – will set through email.
 13. Adjourn
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BOARD MEETING MINUTES
NAPHA BOARD OF DIRECTORS' MEETING
La Quinta Inns & Suites,
DFW South #519
Irving, TX
Saturday, May 30, 2009
8:00 AM
MINUTES

1. Call to Order: 8:05 AM by D. Joy Gould
2. Roll Call – Lucho Dapelo, Edie Gandy, D. Joy Gould, Julia Meek, Linda Virgin, Alice Wolf, Barbara Windom and Executive Director Donna Bearer
3. Approval of the Minutes of the April 6, 2009 meeting.

- a. Motion to Approve minutes as written: Approved unanimously
4. Financials – Donna Bearer
- a. Profit & Loss Statement : Net Income as of April \$1,059.65
 - b. Balance Sheet was reviewed
 - c. Budget comparison:
 - i. Monthly projections of income/expense on track with expectations
 - ii. Motion to approve financial report: Approved unanimously
 - d. New Financial Streams through the website
 - i. Horse Sales:
 - 1. Similar to other websites a template would be filled out by seller
 - 2. Fee/Rate schedule to be determined and approved by the Board
 - ii. Stud Service: similar service made available to members
 - iii. Website Links – give members the opportunity to have a link to their website.
 - iv. Concepts approved unanimously and Donna was asked to prepare information on pricing to be discussed for next meeting.
 - e. Webcast Sponsorship:
 - i. Goal is to sell ranch sponsorships. Perhaps for each day. 30 second advertising spots will be sold to fill the down time between classes. Donna to design packages ranging from large to small.
5. Board Actions – D. Joy Gould
- a. There was discussion regarding the merger discussions and development of NAPHA organization and how the by-laws were set up with 4 appointed and 3 elected Directors. While there was discussion of changing the balance over time, it was never agreed to and was never written into the by-laws.
 - b. Member Satisfaction Survey. Should be sent out as a means to better “listen” to members. The Survey should be sent out in the next 30 days.
6. Board Positions:
- a. Treasurer: Barbara Windom elected unanimously:
7. Personnel & Policies
- a. Personnel:
 - i. Website Construction Issue
 - 1. The NAPHA attorney has rendered an opinion that there is no legal liability.
 - 2. Letter of Admonishment from the BOD: To go in Donna’s file in the office – action approved by BOD
 - ii. Arlynda’s request for a salary increase:
 - 1. Recognition that Arlynda’s work is excellent and that she is an asset to the registration process.
 - 2. Revisit the idea of moving Arlynda to Texas. Consolidate the offices and keep all registration activities in the TX office.
 - 3. NAPHA cannot afford to raise her salary at this time. BOD recognizes and values Arlynda’s contributions.

- b. Finalize Personnel Manual:
Employee handbook approved with changes
8. Report on Peru's National Show – Lucho Dapelo:
- a. Lucho represented NAPHA at meeting of Presidents of all of the National Associations of Peruvian Horses throughout the world.
 - b. Board noted that only the President of NAPHA has the authority to sign an agreement with other associations or registries on the behalf of NAPHA and then only with Board approval.
9. Review First Amended By-Laws – D. Joy Gould
- a. Bylaw changes have been approved in previous meetings. Review is to make certain the Board is in agreement on the presentation. Motion to approve: Unanimous
 - b. Amended By-Laws will be posted on the NAPHA website.
10. Committee Descriptions – D. Joy Gould ([attached](#))
- a. Ethical practices review committee:
 - i. Problems in other associations have been costly and role may be too broad.
 - ii. Attorney says it should be eliminated
 - iii. Ask RAC for their opinion, Edie will prepare rationale for disbanding this committee, to discuss at the meeting.
 - b. Change timing for notification:
 - i. Notification for meeting and request for submission of agenda items
 - ii. Final agenda to members
 - c. Finance Committee:
 - i. It was agreed that the Board will form a Finance Committee.
 - ii. The Committee will be comprised of Donna, Barbara, and an outside member
 - iii. Alice recommended approaching Dick Sisson to be on this committee
 - d. RAC:
 - i. Recommend adding a directive to RAC members to verify any information sent to members with subject of the information and/or Donna
 - e. Rules Committee:
 - i. May be a movement to establish an international standard for breeding classes
 - f. Junior Scholarship:
 - i. Definition of meeting electronically also defines telephone conversation
 - ii. Raise awareness of Junior Scholarship committee and activities
 - g. Judges Accreditation Committee:
 - i. Recommend approved continuing education units – hands on, webinars, etc.
 - ii. Develop a process to handle judge or steward, complaints or infractions
 - iii. Rules for judge conduct in the arena (cell phones, smoking, etc).
 - h. JOR: Coordinator doesn't need to be a Regional volunteer
 - i. Distribution of Committee Descriptions:
 - i. Sent to RAC for comment
 - ii. To be sent to Chairs of respective committees
- Motion to approve Committee Descriptions, Approved unanimously

11. Fund Raising – D. Joy Gould

- a. Covered in general information description #9 in Committee handout
12. Rules of Conduct – D. Joy Gould
- a. Cannot suspend services, can suspend membership
 - b. Should get opinion of attorney and rework document
13. Junior Scholarship Committee Proposals – Donna Bearer ([attached](#))
- a. Motion to approve: Approved unanimously
14. Use Horse Studbook to determine Annual High Point Junior – Donna Bearer
- a. Motion to Approve: Approved unanimously
15. National Show
- i. Schedule - Donna Bearer
 - ii. Alice will work on revisions and send to Donna and others by the end of the week
 - b. Western Pleasure Class – Alice Wolf
 - i. NAPHA Western Pleasure Award
 - ii. Delete: #10, delete curb chain information
 - c. Reining class, change name to Freestyle Musical Performance – Include in Versatility Award
 - d. Merial Sponsorship – Alice Wolf
 - i. Unable to acquire funds this year
 - ii. BOD agreed to feature National show winners on website: All Ch of Ch, Best of, Junior Champions, High Points
 - e. Fund Raiser – Raffle
 - i. Cruise for raffle item. Donna will investigate various options and prices
 - ii. Trip to Peru National Show
16. Georges Smits Proposal – D. Joy Gould
- a. Designed to encourage exportation of horses from US to EU
 - b. Costs for membership in export cartel (6K) and grant proposal (2.5K+out of pocket costs), must be submitted yearly
 - c. This particular promotion should fall under Foundation purview
17. Recommendations from Registration Committee:
- a. Lucho's letter from Peruvian Association will be translated and evaluated.
 - b. NAPHA International Registry – discussion on international registry
 - c. Motion: Remove Registration rule that prohibits NAPHA from registering horses in other countries that do not maintain a purebred Peruvian Horse registry. Moved by: Julia, second: Barbara. Approved unanimously.
18. Procedure for submission of Petition – Donna Bearer
- a. RAC request for criteria and process to submit a petition.
 - b. [See attached document](#)
 - i. Motion to accept petition procedure: Motion approved
Voted for: Joy Gould, Barbara Windom, Lucho Dapelo, Linda Virgin, Alice Wolf. Voted against: Julia Meek and Edie Gandy

- ii. Send to RAC with a copy of the procedure with explanation
- c. Letter from Alan Grosbard:
 - i. Written on behalf of Manny Brito who is not a member, he is a member of an entity that is a member
 - ii. Return for rewrite of proposal on the basis of NAPHA bylaws. It must be done so with a valid owner/member signature
 - iii. Approved unanimously

19. RAC – D. Joy Gould

- a. Called RAC meeting June 9, all but one voting member will attend
- b. Proposal for Agenda:
 - i. Use Yahoo site to get to know each other
 - ii. Job tasks: Establish a goal that is beneficial for the NAPHA, NAPHA members, and the Peruvian Horse
 - 1. RAC members should submit 3 ideas for this goal and post on Yahoo site

20. Annual Hall of Fame Award – Julia Meek – See Attachment

- a. Need more specific criteria for selection for HOF members, both humans and horses
- b. Ask Jeff Marcum for more input on developing more specific selection criteria

21. Next meeting: Monday, July 6 - Evening

22. Adjourn@ 4:25 PM

NAPHA BOARD OF DIRECTORS' MEETING

CONFERENCE CALL

Monday, April 6, 2009

MINUTES

4PM Pacific Time

5PM Mountain Time

6PM Central Time

7PM Eastern Time

1. Call to Order
2. Roll Call –Edie Gandy, D. Joy Gould, Julia Meek, Linda Virgin, Alice Wolf. Lucho Dapelo joined the call at 7:00PM
Executive Director Donna Bearer
3. Approval of the Minutes of the January 26, 2009 meeting. Alice motion, Julia 2nd. Unanimous
4. Financials – Donna Bearer
[1st Qtr Balance Sheet](#)
[1st QTR P&L](#)
Motion to accept by Julia, 2nd Alice – approved unanimously

5. Foundation Board Appointments

Motion to appoint Carolyn Mittrick, Alice Wolf and D. Joy Gould to serve on the Foundation Board, by Linda Virgin, 2nd Julia Meek. – passed unanimously

6. NAPHA Board Appointment

Linda Virgin made the motion to move Lucho Dapelo into the seat vacated by Don Taylor. 2nd by Alice Wolf. Passed unanimously

Motion by Linda Virgin to appoint Barbara Windom to the elected position previously held by Lucho Dapelo. 2nd by Julia. Passed unanimously

Board agreed to handle replacement of Registration Committee and Rules Committee members via email. Through email, the Board approved Terry Jarchow as the chairman of the Registration Committee and Eleanor Palmisano to fill Rich Ovenberg's seat on the Rules Committee.

7. Roberts Rules of Order Clarifications – Board agreed to accept opinions of Professional

Parliamentarian Kirk Overbey ([attached](#))

Approved Unanimously

8. RAC –

Edie Gandy pointed out that what is happening in the RAC now is not productive and that NAPHA should come up with some ground rules for operation of the RAC.

- a. It was discussed that all BOD members are ex-officio members of the RAC and that the Board should sit in on the RAC meetings. It was also discussed that the President of NAPHA is the Co-Chair of the RAC and that Joy should work with the RAC Chair to facilitate more productive meetings. Joy agreed to do this.

9. Items from the RAC Meeting

- a. The RAC moves: A Special or Regular Meeting of the Governing Council may be called at any time by the Chairperson or Co-Chairperson of the Governing Council of NAPHA or by a majority of the voting Members of the Governing Council. Notice of such Special or Regular Meeting shall be given to all Council Members in writing either by email or by U.S. Postal Service, emailed or postmarked at least (14) days before the announced date, unless written waiver is granted by all voting Council Members.

Previously approved by Board

- b. The RAC moves: That the RAC recommend to the BOD that minor children (17 years of age or less) of adult JOR enrollees get a gratis JOR enrollment and be eligible for hourly rewards like any other enrollee. For purposes of the JOR Program, the minor child would be exempt from NAPHA Junior membership fees.

Not approved, unanimous vote

- c. The RAC moves: That the RAC recommend to the BOD that any committee instituted by the BOD receive a task description and task direction from the

BOD. *Approved unanimously*

d. Any committee raising their own funds, which are held by NAPHA, would receive a quarterly accounting of those funds from NAPHA.

Board will draft a policy regarding the raising of funds and how they will be handled so that there is clarity about committee, staff, and Board responsibilities about the raising of funds and reporting mechanisms.

e. January, 2009: The RAC moves: That Members of the general membership in good standing with NAPHA may hold committee and/or Chair positions of a RAC Sub-committee. *Previously Approved by Board.*

f. The RAC moves: The BOD provide a written procedural clarification to Articles 17.2 & 17.5 of the NAPHA By-Laws for the purpose of providing sound advice regarding the proper initiation and execution of member proposed amendments, including but not limited to:

1. Exact procedure, cost and timeline for obtaining a current membership list
2. Record date that will be used for determining members' signatures that will count towards 25% petition quota.
3. Part of California code that is relevant to this article (with copies of the code supplied)
4. Any other relevant information that would assist a member in exercising his/her right to initiate and vote on a By-Law change.

Board agreed to have staff research this fully and will formulate a legal procedure. NAPHA's attorney will be asked to review the procedure and then make it public as a part of NAPHA's Practices and Procedures.

Approved unanimously

g. The RAC moves: That the RAC and General meetings held in Las Vegas are for business only and clinics are in the evening only. *Board will take this under consideration as we look to next year's meeting.*

h. The RAC moves: That Member comments/discussion be included in the General meeting for the general membership after lunch. *Board has always invited questions from the floor after every presentation. We will certainly want to incorporate enough time for discussion as possible. We will gladly keep this in mind as we plan for next year.*

i. The RAC moves: That NAPHA needs to give notice to the General Membership as soon as possible regarding detailed information and fees for the clinics and meeting.

Board felt we had adequately notified the membership about the meeting and the activities of the weekend, but if the perception is that we did not then we will make sure that this occurs in the future

j. February, 2009: It was unclear if the BOD ever voted on this originally. In the December 1, 2007 minutes, it says the BOD would address this issue at their December 12, 2007 meeting. There is no record that a meeting took place on December 12. It was not addressed at any subsequent meeting. The BOD only need address the motion below if they originally acted on it in the past.

Board had difficulty following this item because the dates actually seem to coincide with RAC meeting dates and not Board Meetings dates. So please clarify for the Board what is being referred to here and what the question is. No action taken by the Board

k. The RAC moves: The BOD issue a clarification on who can and cannot attend the BOD meetings.

Board noted that the answer to this question can be found in Question #1, on Page 1, from the written response of Mr. Kirk Overbey, professional parliamentarian. It states that "...Board or committee meetings are generally held in Executive Session."

l. The RAC moves: Whether the BOD is going to call an Executive or Public Session that they need to post the meeting in advance and state the private agenda.

Board noted the answer to this question is similar to the one referenced above and also please read Question #2 from Mr. Overbey.

m. The RAC moves: The BOD allow for Sidesaddle as approved tack in all bit classes and that the BOD recommend the Rules committee make changes to the rules.

Rather than take up individual items in regards to the rule changes, the Board will forward this to the Rules Committee. The Board will also work together with the Rules Committee to move forward on a comprehensive package for the rules rather than incremental or piecemeal change.

n. The RAC moves: To amend the current motion which was already sent to the BOD (that requested the current 4 appointed/3 elected members be changed to 3 appointed/4 elected) to instead read 5 elected and 2 appointed.

1. Motion by Lucho Dapelo to rescind the following motion that was approved in the Board's December 5, 2008 motion. The motion was: Send question of change from 3 to 4 elected directors to the membership for a vote. 2nd by Linda Virgin.
Passed Unanimously.

2. Motion by Edie Gandy that the board send out a bylaw change to change the elected Board of Directors from 3 to 5. Seconded Julia Meek.
Motion failed.

o. The RAC moves: The RAC requests that the BOD get the By-Law amendment vote mailed to the general membership no later than 90 days from March 1, 2009.

There was not a motion made to send a by law change to the membership at this time.

10. By-laws Change

The RAC has been concerned about the language in the NAPHA bylaws and feels it is misleading as they actually function in an advisory capacity and do not have the same authority as the Board of Directors. At the Annual Meeting in Las Vegas, Jim Alexander made the suggestion that we make the following Bylaw change to clarify the position of the RAC.

ARTICLE 5
GOVERNING STRUCTURE

5.1 Structure. NAPHA shall be governed by a Board of Directors. ~~and Governing Council.~~

Motion by Alice Wolf moved that the above change be made, 2nd Lucho Dapleo Unanimously approved.

11. National Show

Senior Horse Classes – Alice Wolf recommended that we leave it as last year – with Sr. horse qualifying for Sr. High Point Award approved unanimously

Clarification for Regional Eligibility

Approved unanimously

Specifically state that Returning U.S. National Champion and Champion of Champions cannot compete in the Regional Championships

Approved unanimously

12. Junior Scholarship Committee Proposals

Table until next meeting.

15. Next BOD Meeting – May 30, 2009

16. Adjourn

NAPHA BOARD OF DIRECTORS' MEETING

CONFERENCE CALL

Monday, January 26, 2009

MINUTES

3PM Pacific Time

4PM Mountain Time

5PM Central Time

6PM Eastern Time

1. Call to Order
2. Roll Call – Lucho Dapelo, Edie Gandy, D. Joy Gould, Julia Meek, Don Taylor, Linda Virgin, Alice Wolf, and Executive Director Donna Bearer
3. Approval of the Minutes of the November 10, 2008 meeting
Approved unanimously
4. Approval of the Minutes of the December 5, 2008. Approved unanimously
5. Budget – Don Taylor
Don Taylor presented a budget. Motion to approve the budget failed to pass.
President Gould asked the executive director to present the budget that was initially sent to the BOD.
Motion to approve the 2009 Operating Budget presented by executive director. Seconded.
Approved.
6. Workman's Compensation – Donna Bearer

It was agreed that workman's compensation insurance is not required in Texas. NAPHA does carry workman's compensation in California.

7. Proposals put forth by the JAC.

Motion: NAPHA Judges and Show Stewards must be NAPHA members in order to be carded by NAPHA. Seconded. Passed unanimously.

NAPHA Carded Judges and Stewards officiating any Purebred Peruvian Horse show in North America that is not NAPHA or PHAC approved. Recommendation that Judges and Show Stewards who officiate at such shows have their NAPHA cards suspended for two years. Tabled.

8. Chairs of RAC committees - In view of his past work and experience, the board recommends that the RAC chair re-appoint Jim Alexander as chairman of the committee to write the the Practice & Procedures Manual for RAC members.

It was noted that the committee expires with the completion of the manual

9. Set dates for 2009 face to face meetings

It was agreed that BOD members would set dates via email

10. Adjourn