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AMHA Annual Meeting of Members Minutes
January 23, 2020 - 10:00 AM Eastern Time
Held at the Marriott Griffin Gate Resort, Lexington, Kentucky

Welcome and Announcements

Executive Director Carrie Mortensen welcomed everyone to the 2020 Annual Meeting of the AMHA, asked all to be sure to sign an attendance record and be courteous of cell phone use.

Call to Order

AMHA President, Mari Sanderson, called the 2020 Annual Meeting of Members to order at 10:00 AM, Eastern Time. President Sanderson stated that several reports will be presented. However, first the procedures required under New York State not-for-profit law regarding our election proceedings must be addressed.

Cindy Mugnier read the meeting notice.

As AMHA is incorporated in the State of New York, President Sanderson described the quorums required by New York law for the positions being elected. Ryan Smith, our official on-site tabulator with Survey and Ballot Systems, confirmed there was a quorum for the elections of Directors in each of the three regions, Eastern, Central, and Western, as well as for any other business to come before the meeting.

President Sanderson introduced the AMHA Board members and Directors Emeriti.

Carol Fletcher moved to approve the minutes of the 2019 Annual Meeting of Members. The motion was seconded by C. A. Lee, III. The minutes were approved by acclamation.

President Sanderson introduced the candidates running for the AMHA Board of Directors. From the Eastern region - Incumbent C.A. "Tony" Lee, III; from the Central region - Incumbent Vicki Bennett and Kelly Kraegel; and from the Western region - Dallas Bolen.

President Sanderson asked three times if anyone held a ballot to be cast in the election. Being no further ballots or proxies to be cast, she declared the election for the Eastern, Central and Western Regional Directors closed, and continued with the Annual Meeting of Members.

Finance Report

Kate Kirsch, Finance Committee Chair, noted that the statement of financial position was distributed. Member Accounts as of December 31, 2019 were 5,732, compared to the end of December 2018 when there were 5,809 accounts. Ms. Kirsch reviewed the fund balances as of January 27, 2020 which were: Registry Trust fund balance (VCF) \$308,072; Epperson Trust Fund balance (VCF) \$103,933; TW Childress CD \$4,195; KHP Exhibit CD \$8,197; Van Schaik Dressage Fund \$9,643; AMHA Rainy Day Fund \$140,535; AMHA Operating Account \$351,735; Medal Scholarship Fund \$9,006; Youth Council Fund \$7,450;

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NMMH Endowment (VCF) \$299,713; DuPont NMMH Exhibit Fund \$2,580; and the NMMH Operating Account \$14,478.

Due to the significantly early date of our 2020 Annual Meeting, the Financial Report to members reflected the financial state of the Association as of November 30, 2019. These numbers did not include revenue or expenses for the month of December 2019, nor did they reflect the typical auditor adjustments such as depreciation expense (which was anticipated to be \$27,000), etc. It was reported that McSoley, McCoy and Company has begun work on the audit. Upon its completion, the members will be notified, and the reports posted on the Members-only side of the AMHA website.

The pre-audit, year-to-date financials ending November 30, 2019 showed revenues totaling \$1,640,621 and expenses totaling \$1,482,877. Change in assets was +\$149,056* (*pre-audit numbers minus approximately \$27,000 depreciation expense, etc.).

Bylaws Report

Carol Fletcher, Bylaws Committee Chair reported that three (3) Bylaw changes were approved and took effect in 2019.

- 1) Clarification of 4.6(b) Notice of Nominees (Passed at the 2019 Annual Meeting of Members): On or before October 30, the Executive Director shall **provide** to each Board member and person nominated by such petitions a notice stating the names of all persons who have been nominated for Director and the number of Directors to be elected for each region.
- 2) Addition of E-Mail Data to 4.6(d) Membership Lists (Passed at the 2019 Annual Meeting of Members): The Executive Director shall prepare and maintain a list of all members of the Corporation entitled to vote and their addresses **including e-mail** as of December 31 of the previous year...
- 3) Redrafted 4.14 Attendance (Passed December 18, 2019): Regular and consistent attendance is expected from those serving in the role of AMHA Board of Director.
 - a) Live, In-Person Board Meetings: Directors should make every reasonable attempt to attend the regularly scheduled, live, in-person board meetings. Under extraordinary circumstances, as determined by the unanimous agreement of the Executive Committee, members of the Board of Directors may participate in live, in-person board meetings by means of a conference telephone or similar electronic communications equipment which allows all persons participating in the meeting to hear each other at the same time. If these are approved, such participation shall constitute attendance at a meeting.
 - b) Special or Supplemental Videoconference or Teleconference Board Meetings: Directors may participate in a special or supplemental meeting of the Board of Directors by means of a conference telephone or similar electronic communications equipment which allows all persons participating in the meeting to hear each other at the same time.

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- c) Directors failing to attend at least 50% of the live, in-person meetings during their elected term, are ineligible to run for immediate re-election and must wait a minimum of one year before submitting nomination forms for election.

Registry Report

C.A. "Tony" Lee, III, Chair of the Registry Committee reported the 2019 year-end registry numbers which included 1,739 Registrations (-3.23%), 2,820 Transfers (-7.75%), 1,826 DNA Kits (+4.64%) and 241 Coat Color Test (+24.23%). In total, the registry processed 7,998 transactions in 2019 as compared to 8,088 in 2018.

The Morgan Horse Magazine

Stephen Kinney, Editor and Kim Oplotnik, Associate Editor for The Morgan Horse Magazine® were on hand to share important facts and statistics of the official breed journal. With a staff of just 4 people, the magazine sent to press 1,974 total pages with an average advertising ration of 46 percent in 2019. The October and November/December issues (distributed around our Morgan Grand National), each contained more than 400 pages. The decades-old Stallion Issue was rebranded as The Breeding Guide and includes analytical information on Morgan bloodlines; it has proven very popular. TMH correspondents and photographers covered more than 50 events. Sale of the cover pages and ads brought significant revenue to AMHA. Special thanks were given to the community that made the magazine possible: Advertisers, Subscribers, Writers, Photographers, and TMH staff.

Young Adult Alliance Report

YAA Co-Chair, Steven Handy, reviewed the 2019 highlights and events.

Morgan Grand National Video

The 2019 Show Chair Jeff Gove was unable to attend our meeting but C.A. Lee, III shared a wonderful video with the attendees.

US Equestrian Federation (USEF) Report

USEF National Affiliate Breeds/Disciplines Council Member and member of the USEF Board of Directors, Cindy Mugnier, announced the formation of the Joint Leadership Council to work with the National Breeds & Disciplines Council. She also announced that there was a change in the USEF Executive structure which added an additional voice, Terri Dolan (new National Breeds & Non-FEI Disciplines Sport Director). USEF is also working on ways to better communicate with its affiliates. Safe Sport is being reviewed to clear up misunderstandings of what is law and what is not. USEF is working with United Healthcare to provide health, dental, and eye insurance to its members. Ms. Mugnier commented that our position with USEF is stronger than ever. Great progress has been made with more to come. Ms. Mugnier thanked the USEF staff for their excellent work and acknowledged our guests from USEF: Terri Dolan, USEF National Breeds & Non-FEI Disciplines Sport Director; Kelsey Shanley, USEF National Breeds & Disciplines Program Manager; and Nicole Zerbee, USEF National Breeds & Disciplines Program Coordinator.

AMHA Executive Director's Message

Executive Director, Carrie Mortensen, stated that each member should have received the 2019 Annual Report with this year's theme "For the Love of the Morgan Horse." A sneak peek and status update on the relocation project to move the AMHA Office to Kentucky was presented. An update on the National Museum of the Morgan Horse display at Pineland Farms was given. AMHA Membership was reported as slightly down overall from 2018, but there was an increase in Premium memberships. Ms. Mortensen reported on the various AMHA Programs: Champion Title Program continues to exceed projections; Nine (9) Regional Shows were held; 50 Star Rated Shows were held (up 9 shows from 2018); Star Awards Program will continue; Open Competitions Program is being processed timely; Offerings to Distance Riders were expanded in just this 2nd year of the program; Participation continues in the USDF All Breeds Award Program; 22 students took advantage of the Learning Center at Grand National; 19 Youth members participated in the NATIONAL YOTY contest (up 13 from 2018); My Morgan and Me Program is recognizing our Morgan lovers that may not show (trail, grooming, love and fun); Promotion grants were given to 17 groups to market the Morgan horse; Show grants will again be issued; Facebook, Weekly Global E-mails, the AMHA website, and the printed NETWORK newsletter are being used to communicate with our members and keep everyone informed. The Registry was commended for its commitment and for having "one of the fastest processing times" in registries of similar size. The Morgan Horse Magazine[®] was also commended for its miraculous accomplishments. The AMHA Staff was announced and thanked. The Board of Directors, Committee members, and volunteers who give so much to the Morgan horse were also thanked. Finally, President Mari Sanderson was presented with the beautiful outgoing President's award for her past three years of service to AMHA.

President's Message

President Mari Sanderson shared her message themed "For the Love of the Morgan Horse." Ms. Sanderson spoke on the many accomplishments of the Board in 2019. She discussed: the exciting display of Museum items now on view at Pineland Farms in Portland, Maine (special thanks to Rick Lane for his efforts); the relocation of the AMHA Office to Kentucky (special thanks to Terri Sturm and the Relocation Committee); and the lawsuit filed against AMHA by Board member Vicki Bennett. Ms. Sanderson urged everyone to always consider the overall picture we portray to the public as it is crucial. She concluded with "Times are changing. We need to make sure we evolve with them for the love of the Morgan horse." Ms. Sanderson's detailed message is available in the 2019 AMHA Annual Report, a printed version of the which was available at the meeting and can be found online at <https://www.morganhorse.com/about/who-we-are/supporting-documents/>.

Questions and Answers

A member inquired about the possibility of digitizing horse markings on registration papers. It would be referred to the Registry Committee for research.

Several members asked, and expressed frustration, about the Vicki Bennett lawsuit. President Mari Sanderson read the official statement to the membership regarding the Bennett litigation, as listed in the Annual Report. See below.

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“You may have learned that one of our members and directors, Vicki Bennett, has filed a lawsuit against current and former AMHA board members. Her complaints are wide-ranging but focus mostly on the management and operation of the Grand National & World Championship Morgan Horse Show[®] by the American Morgan Horse Educational Charitable Trust (AMHECT), a charitable organization separate and distinct from AMHA. AMHA’s Board, with the exception of Ms. Bennett, firmly disputes the lawsuit’s allegations of mismanagement, and believes Ms. Bennett’s complaint reflects a fundamental misunderstanding of the legal structure and mission of AMHECT.

The AMHA Board supports transparency and open dialogue regarding concerns that members or directors may have concerning AMHA’s governance, finances, and strategic direction. While Ms. Bennett has a right to file whatever lawsuit she believes warranted, it is unfortunate that she chose to raise her complaints in the courts rather than bringing them forward in detail in the course of her service as a member of the AMHA Board, where there would have been opportunity for discussion and evaluation.

The AMHA Board members sued by Ms. Bennett have retained counsel to defend them in the litigation, and strongly believe they will prevail in the end. The lawsuit threatens to impose significant costs on the Association, and, unfortunately, those costs will increase as the litigation continues. The Board will make every attempt to minimize these unbudgeted expenses by working through proper Board governing channels.”

Recognition and Awards

President Sanderson recognized Jeff Gove with a Certificate of Appreciation for his service as Show Chairman of the 2019 Grand National & World Championship Morgan Horse Show[®]. Due to the early timing of the Annual Meeting this year, the Club Awards will be announced later. The remainder of the AMHA Awards will be presented at the Saturday AMHA Awards Luncheon which will include a special “thank you” award to outgoing Director, Carol Fletcher, for her outstanding service to AMHA from 2006 through 2019. The membership was encouraged to attend. US Equestrian Morgan Judges Milestones • 25 Years – John Bennett • 25 Years – Phillip Fountain • 25 Years – John McDonald • 25 Years – Todd Trushel • 30 Years – Cindy Mugnier • 40 Years – Peggy Alderman • 40 Years – Gayle Lampe.

Election Results

President Sanderson called upon Ryan Smith with Survey and Ballot Systems to announce the results of the election. Mr. Smith confirmed that a quorum had been met in the Eastern Region and announced that C.A. “Tony” Lee, III was elected from the Eastern Region. Mr. Smith confirmed that a quorum had been met in the Central Region and announced that Kelly Kraegel was elected from the Central Region. Mr. Smith confirmed that a quorum had been met in the Western Region and announced that Dallas Bolen was elected from the Western Region. These newly elected Directors will serve a 3-year term. President Sanderson welcomed the directors elected to the AMHA Board of Directors and thanked them for their willingness to serve.

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Closing and Adjournment

President Mari Sanderson thanked the members and guests for attending our 2020 Annual Meeting of Members and encouraged them enjoy the remainder of the Convention. The newly elected Board was instructed to report to their brief Reorganizational Meeting. Having no further business, Terri Sturm made a motion to adjourn the meeting; Steven Handy provided the second. The motion carried by acclamation. Meeting adjourned at 11:08 AM Eastern Time.

Annual Meeting of the Members 01/23/2020 Attendance Record

Eastern Region Members:

Daisy Beisler
Larry Bolen
Karen Homer-Brown
Kristen Cater
Amy Champion
Adriana Day
Barbara Dunham
Mike Goebig
Steven Handy
Amanda Hill
Kristen Kelly
Stephen Kinney
Kate Kirsch
Elizabeth Koller
Dwayne Knowles
Karen Lassell
C.A. Lee, III
Dianne Lents
Carrie Mortensen
Kathie Morrow
John Morrow
Cindy Mugnier
Alicia Owens
Lynn Peeples
David Rand
Olivia Rush
Luman Wadhams
Glenn T. Werry
Christy Womack

Central Region Members:

Tom Bombolis

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Sheri Brandl
Ashley Cook-Fletcher
Nancy Flower
Shanna Gish
Harlan Grunden
Kurt Hufferd
Krista Johnson
Kelly Kraegel
Fay Lowry
Kelly McFaul
Shirley O’Gorman
Kim Oplotnik
Lori Sargeant
Linda Stewart
Kent Swalla
Stacey Swalla
Jenny Taylor
Jim Taylor
Margaret Van Meter
Nan Wille
Ling Fu Wylie
Firman Yoder
Steven J. Yoder
Shea Zepke

Western Region Members:

Mary Cockriel
Dallas Bolen
Sharon Boyce-Bender
Carol Fletcher
Iann Fu Longenecker
Greg Lyons
Kathy Lyons
Mari Sanderson
Terri Sturm
Tom Tornatore
Betsy Viets-Wallen
Rob Wallen

Guests:

Alex Gravett (Eastern Region)
Julie Kaufman (Eastern Region)

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Kevin Maynard (Eastern Region)

Rick Womack (Eastern Region)

Kathleen Flower (Central Region)

Michael Flower (Central Region)

Terri Dolan, USEF National Breeds & Non-FEI Disciplines Sport Director

Kelsey Shanley, USEF National Breeds & Disciplines Program Manager

Nicole Zerbee, USEF National Breeds & Disciplines Program Coordinator

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