

AMERICAN SADDLEBRED REGISTRY, INC.
SPECIAL MEETING
VIA TELECONFERENCE
MONDAY, JUNE 10, 2019
4PM, EST

MINUTES

Board Members Present: Susan Aschenbrenner, Todd Graham, Missy Hughes Smith, Emily Lee, Scott Matton, Donna Pettry-Smith, Karen Richardson, Matt Shiflet, Owen Weaver, Sandra Currier, Jenny Taylor, Kim Skipton, Elisabeth Goth and Brian Curran as ex officio.

Notice of a Special Meeting was sent and delivered to all directors and officers, current and ex officio, in accordance with the Bylaws Article III, Sections 4 and 5. A copy of the notice is included with these minutes. A copy of the Agenda is also provided with these minutes.

1. Call to Order/Roll Call

The Special Meeting was called to order by Sandra Currier, President, at 4:02 EST. Ms. Currier also took roll, and all members, officers, and ex officio members were present.

2. Adoption of the Standard Code Of Parliamentary Procedure-Alice Sturgis.

Elisabeth Goth motioned and Susan Aschenbrenner seconded the motion to adopt Sturgis, 2012 per our by-laws. The motion was unanimous,

3. Adoption of the Agenda

Donna Smith motioned and Karen Richardson seconded the motion to accept the amended agenda, dropping items 9 and 10. The motion carried unanimously.

4. Declare Conflict of Interest

President Currier asked if anyone had a conflict of interest with any Agenda items. None were declared.

5. Update from Organizational Task Force

The members of the Joint Task Force summarized the most recent discussions between the ASR and the ASHA to the ASR Board, after which much discussion occurred. Nearly all of the members of the Board spoke. Many questioned the status of the Task Force, or expressed their thoughts, opinions, their frustrations, and hopes for resolution. A few additional issues that are germane to the Organizational Task Force were discussed, including a draft Services Agreement created by former Presidents Curran and Pettry-Smith, which will be circulated, and questions about USEF and how USEF affects ASR and vice versa were ASR to cede from all organizations.

6. Monthly ASR Board Meetings

The idea of monthly Board Meetings was wholeheartedly embraced and will become an agenda item at our next regular meeting when it can be enacted by decree.

7. Conflict of Interest Concerns

The Kentucky Statute 273.219, enclosed with this draft, more clearly defines who, and under what circumstances, has a conflict of interest. In the case of any option presented by the Task Force, a member who sits on both boards would not be able to vote on either board.

8. Letter to ASHA Non-Members

The letter referred to in this agenda item is being withdrawn, so there was no discussion.

9. Adjourn

Scott Matton made the motion and Kim Skipton seconded the motion to adjourn. The meeting concluded at approximately 5:11 p.m..

Respectfully Submitted,



Elisabeth Goth

AGENDA
American Saddlebred Registry
Special Meeting

Monday, June 10, 2019 – 3 pm CDT/4 pm EDT
Dial in number: 1-847-469-1106
Conference Code: 642195

1. Call to Order/Roll Call
2. Adoption of The Standard Code of Parliamentary Procedure- Alice Sturgis
3. Adoption of Agenda
4. Declare Conflict of Interest
5. Update from Organizational Task Force
6. Monthly ASR Board Meetings
7. Conflict of In Interest Concerns
8. Letter to ASHA non-members (not recording CH points)
9. Unfinished business
10. New Business
11. Adjourn

273.219 Conflict-of-interest transaction.

- (1) A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict-of-interest transaction shall not be the subject of equitable relief on the ground of the director's interest in the transaction if:
 - (a) The material facts of the transaction and the director's interest were disclosed or known to the board of directors, or a committee of the board duly constituted under KRS 273.221, and the board of directors or the committee authorized, approved, or ratified the transaction; or
 - (b) The transaction was fair to the corporation.
- (2) For purposes of this section, a director of the corporation has an indirect interest in a transaction if:
 - (a) Another entity in which he or she has a material financial interest is a party to the transaction; or
 - (b) Another entity of which he or she is a director, officer, general partner, manager, trustee, or person in a similar position is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.
- (3) For purposes of subsections (1)(a) and (2)(b) of this section, director authorization, approval, or ratification is effective if done by a majority vote of the directors who do not have a direct or indirect interest in the transaction within the meaning of this section, even if the majority is less than a quorum, but a transaction may not be authorized, approved, or ratified by a single director. Director authorization may be delegated to a committee under KRS 273.221, provided that no director appointed to the committee has a direct or indirect interest within the meaning of this section. Director action under this section shall be done by a higher number than a majority, if the articles of incorporation or bylaws so provide.
- (4) For purposes of subsection (1) of this section, a director who has a direct or indirect interest in a transaction with the corporation shall bear the burden of proving that the transaction was fair to the corporation.

Effective: July 14, 2018

History: Repealed and reenacted 2018 Ky. Acts ch. 193, sec. 5, effective July 14, 2018.

-- Created 1988 Ky. Acts ch. 224, sec. 13, effective July 15, 1988.

From: Donna Pettry Smith Skylineasb@aol.com
Subject: American Saddlebred Registry Special Meeting Notice
Date: May 30, 2019 at 8:28:13 PM
To: Donna Pettry-Smith skylineasb@aol.com, Elisabeth Goth emg76382@aol.com, prospectlane.el@gmail.com, jennytaylor@zoominternet.net, Karen Richardson asbjrt@aol.com, Kim Skipton kimasb@aol.com, Matt Shiflet mattshifletstables@yahoo.com, mhughes89@aol.com, sunforest1@cox.net, gotrot@bluebonnetfarm.com, wsmatton@gmail.com, Susan Aschenbrenner susanaschenbrenner@hotmail.com, tgroyalwindsfarm@aol.com, Brian Curran bdcurren12@gmail.com

Pursuant to Article 3, Part 1, Section 4 of the American Saddlebred Registry bylaws, the following ASR Directors have called a Special Meeting (meeting): Susan Aschenbrenner, Todd Graham, Emily Lee, Scott Matton, Donna Pettry-Smith, Karen Richardson and Kim Skipton. The meeting will be held telephonically on Monday, June 10, 2019 at 3:00 pm CDT/4:00 pm EDT.

The purpose of the meeting is to address the following issues:

- Complete progress update from "Organization Task Force", explanation of AMHA Registry model.
 - Scheduling monthly ASR Board meetings
 - Ongoing Conflict of Interest Concerns
 - Letter sent to ASHA non-members- not recording "CH" points
 - Recording of World's Championship Horse Show points
-

Call in information and formal agenda to follow. NOTE: You will need to supply the phone number you will be calling in from in order that we can register you to access the conference call service.