



**AMERICAN SADDLEBRED HORSE AND BREEDERS ASSOCIATION, INC.**  
**BOARD OF DIRECTORS MEETING MINUTES**  
Monday, February 3, 2025 at 5:00 PM EST Via Zoom

**1. Call to Order – Allen Bosworth**

- a. Roll Call – Board Members Present: Kristen Bagdasarian, Allen Bosworth, Sandy Currier, Jennifer Dixon, Larry Hartsock, Diane Hauslein, Anna Marie Knipp, Smith Lilly, James Nichols, Joe O’Brien, Christy Parker, Clif Paulsen, John Scheidt, Chris Schubert, Rachel Seifert, Joan Todd, Malissa Welke. Absent: Julie Behrends-Jones. ASHBA Staff Present: Katriona Adams, Katie Porter. Guest: Chapman Hopkins, attorney at association law firm, SKO.
- b. Adoption of Agenda – Motion made to adopt agenda with the proposed changes and seconded. All in favor. Motion carried.
- c. Approve January 13, 2025 Board Minutes – There were two amendments made to the provided minutes. The first was to amend the wording of the language around the Journal, and the second regarded the fact that Chris Schubert had abstained from the motion regarding the Joyce Webster grants. With those changes, motion made to approve and seconded. All in favor. Motion carried.
- d. Conflict of Interest and Confidentiality — Hopkins discussed the directors responsibilities regarding these principles and commitments. No conflicts were declared.

**2. Annual Membership Meeting**

- a. Bosworth went through the logistics and approach of the annual membership meeting which will be held in Lexington, KY on Thursday, February 13, 2025 at 2 pm EST. Among the items discussed were the procedures for webcasting, the room setup and how people will be verified and checked in, the procedures for how the vote administrator—Stites & Harbison—will receive and tally votes both before the date of the meeting and at the meeting, and staff that will be on location for checking in and assistance. It was stated that the membership roll as of that time will be available so that everyone who is a member up to the moment of the meeting will have a change to vote.

There was a discussion about whether proxies would be accepted that were not the official Association proxy ballot. After conferring with the vote administrator, they felt that all proxies would be accepted, including the proxy that was on the ASB New Directions web site. There was discussion around how proxies would be handled on site and that people would be able to walk in with proxies in hand and they would be counted.

3. Vote Postponement Motion: A discussion was had about postponing votes on major decisions until the forensic audit is completed and shared. Multiple board members opposed this idea, arguing that hiring an executive director is urgent and unrelated to financial examination results. There was also discussion that being held to an unknown timeline would be a problem for the association if we postponed all major decisions until after the financial examination is complete. The attorney stated that a motion of this sort when the financial examination is not under the control of the board might be problematic.
  1. A motion was made to postpone any voting of substantial board decisions until the forensic audit is finalized and released to the board and the membership. That motion was seconded and a roll call vote occurred. The motion failed to pass by a vote of 15 to 2 with one member absent.
4. Adjourn
  - a. Motion to adjourn to executive session and seconded. All in favor. Motion carries.
  - b. Adjourn at 5:54 pm EST
5. Executive Session Decisions
  - a. Three resolutions passed in Executive Session.
    - i. Hiring of Executive Director - The motion carried.
    - ii. Potential Arrangement with Accounting Firm Dean Dorton. The motion carried.
    - iii. Authorize an Audit Committee. The motion carried.