

PINTO HORSE ASSOCIATION OF AMERICA
Executive Committee
Minutes of Telephone Conference
February 11, 2008
DRAFT

Call to Order: The meeting was called to order at 7:04pm by President Jim Isley.

Roll Call: The following members of the Executive Committee replied to the roll call: Jim Isley, Mahlon Bauman, Ann Jones-Swofford, Nancy Bredemeier, Carl Cousins, Wendy Davidson, Mark Smith, John Humphrey, Alice Humphrey, Jean Andrews, Chris Theiler, Gerald Milburn, Darrell Bilke. George Martin and Don Greenlee were not available.

Minutes: Nancy Bredemeier reported that part of a sentence was omitted from the minutes of the 2007 workshop meeting of the Executive Committee. In the portion of the minutes referring to proposed changes to Article V, Section 5 of the Constitution, the words in italics below should be added to the sentence dealing with succession within the Executive Committee. The sentence should read: The President elect will automatically become PtHA President; the Senior Committee member will advance to the President-Elect position; the Second Committee member will advance to the Senior Committee member position, *and the Third Committee member will advance to the Second Committee position.*

Motion: J.Andrews/C.Theiler to approve the addition. **Motion passed.**

Proposed By-laws changes: The proposed By-laws changes were considered and the following motions were entertained.

1. **Motion**: J.Andrews/John Humphrey to change the word *and* to *which* in Article VI Section 2 as follows: It is a privilege, not a right, to serve on the Board of Directors, *which* shall consist of elected Directors and Past Presidents. **Motion passed.**
2. **Motion**: G.Milburn/J.Andrews to adopt the following as membership criteria to determine the number of directors from each state or international area.

25 – 400 voting members	1 director
401 – 750 voting	2 directors
751 or more voting members	3 directors
No state or international area shall have more than 3 directors	

- Motion passed.**
3. **Motion:** G.Milburn/A.Jones-Swofford to instruct the IT Department to determine the number of voting memberships in each state and international area as of December 31 annually and to maintain a three-year history of the same. The membership historical data will be used to determine the number of directors to be elected from each state and international area, based on the preceding three-year average. **Motion passed.** Appropriate wording for By-laws Article VI, Section 2. B will be developed using this motion as a basis.
 4. **Motion:** J.Andrews/A.Jones-Swofford to remove District of Columbia from the listing of US and International areas in Article VI, Section 9. **Motion passed.**
 5. **Motion:** G.Milburn/M.Smith to approve the By-laws proposal as modified through the motions 1 – 3 above. **Motion passed.**

The modified By-laws proposal reads as follows:

ARTICLE I. NAME

This organization shall be called THE PINTO HORSE ASSOCIATION OF AMERICA, INC. The official abbreviation shall be PTHA.

ARTICLE II. PURPOSE

Refer to ARTICLE II of the Constitution.

ARTICLE III. THE BUSINESS OFFICE

Refer to ARTICLE VII of the Constitution.

ARTICLE IV. MEMBERSHIP

The membership shall be further defined in the Membership Rules and Regulations appendix to the Bylaws and may be changed or modified from time to time.

ARTICLE V. MEETINGS

Section 1. The Order of Business for all meetings, including the Annual Membership Meeting, shall be as follows:

- a. Call to order by the President
- b. Proof of notice of the meeting
- c. Reading of the minutes of the previous meeting
- d. Reports of officers and committees
- e. Old and unfinished business
- f. New business
- g. Adjournment

Section 2. Special meetings may be called by the Board of Directors through majority vote, or by the Membership through petition of at least one-tenth of the eligible members having voting rights in Association matters. Notice of said meeting will be posted at least thirty (30) days prior and will announce the time, place, and purpose and outline the business to be transacted. No other business may be transacted at such a meeting.

Section 3. Quorums for the Annual or other special meetings of the members shall constitute those members present, with the exception of a meeting called by request of one-tenth of the voting members, which requires a minimum of one-tenth of the eligible voting members of the Association be in attendance at said meeting.

Section 4. Proxies will not be honored by the PINTO HORSE ASSOCIATION in any Association matters.

Section 5. Voting by mail will be permitted for the election of Directors, who are elected by the paid membership of a geographical area. Such ballots will only be mailed to addresses within the confines of the area. Other mail ballots may be required by the Executive Committee or Board of Directors on an as-needed basis.

ARTICLE VI. ELECTED BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be monitored by the full Board of Directors, which shall elect an Executive Committee. The normal intermediate affairs of the Pinto Horse Association are to be duly executed by the Executive Committee.

Section 2. It is a privilege, not a right, to serve on the Board of Directors, which shall consist of elected Directors and Past Presidents.

A. Directors shall be elected from each state or International area, based on the number of national members residing within said state or International area.

B. States or International areas with at least 25 PtHA members but not more than 400 PtHA members shall elect one (1) Director every two (2) years; states or International areas with at least 401 PtHA members but not more than 750 PtHA members shall elect two (2) Directors every two (2) years; and states or International areas with more than 751 PtHA members shall elect three (3) Directors every two (2) years.

C. Past Presidents shall have lifetime tenure on the Board of Directors, and do not replace any elected Directors.

D. Directors will hold office for two (2) years; uncontested Directors will be automatically seated for the successive term.

E. Director elections will be held on the odd numbered calendar years. The number of Directors elected to each state or international area shall be determined by the membership within said state or area as of December 31 annually, based on the average number of voting members for up to three preceding years.

F. Directors are required to attend one (1) Board of Directors meeting every two (2) years. Directors failing to meet the attendance policy will be removed from the Board of Directors and the PtHA President will appoint a replacement.

G. The President will also appoint a replacement Director for the unexpired term of any Director that no longer qualifies as a Director from the particular state or International area for whatever reason, including, but not limited to, death of a director, change of residence of a director outside the state or International area, non-renewal of membership, resignation, etc.

Section 3. Nominations for Director positions are due by October 1 of odd numbered calendar years. Nominations can be made from a Charter Organization, signed by a Charter president, for at least one person, or by petition from five (5) persons who have voting privileges in Association matters and who reside in the state or International area in question. The nominating petition will include name, address & membership number of the person making the nomination, and of each PtHA member signing the petition. Newly elected Directors will be notified by February 1 and seated at the start of the ensuing Annual Spring Board Meeting in the even numbered calendar years

Section 4. All Past Presidents of the Association shall be given the honorary title of Past President, and will be seated as a Director from his/her state or International area after completing his/her obligations of service on the Executive Committee. Past Presidents shall have privilege to the floor of the Executive Committee, and the Board of Directors, and may vote in all Board of Director matters. Past Presidents shall also serve annually on the Selection Committee.

Section 5. The PtHA Executive Committee election shall be held during the annual Spring Board of Directors Meeting each year. The newly elected Third Committee Member and the remainder of the Executive Committee advancing up the chairs shall be seated at the Convention, and shall each serve a one year term. There shall be an annual PtHA Board of Directors meeting, to be held during the annual Spring PtHA Convention. Newly elected Directors shall be seated at the beginning of the annual Board meeting in the even numbered calendar years. There shall be an annual General Membership meeting held in conjunction with the annual Spring PtHA Convention. In addition, there shall be an annual meeting of the PtHA Executive Committee and any other committees with official business to discuss, to be held in the fall of the year following the annual PtHA Convention. The time and place of each meeting is to be determined by the Chief Operating Officer with the approval of the Board or Executive Committee at their previous meeting. The Executive Committee may also conduct meetings via telephone conference as required or needed. Officer attendance at all Executive Committee meetings is encouraged; a member that fails to meet at least 50% meeting attendance will automatically be removed without actions on the part of anyone. In addition, the Board and/or Executive Committee may be required to attend special meetings. The President or the majority of the Board of Directors may call a special meeting to conduct impending business. The time and place will be determined by the Chief Operating Officer; ten days notice is required prior to a special meeting, unless the right to notice is waived. Attendance at said special meeting shall constitute waiver of notice of special meeting except when a person attends a meeting for the express purpose of objecting to a transaction of any business because the meeting was not lawfully called or convened. Business at said special meeting shall be limited to specific items on published agenda.

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Section 6. A Quorum shall be considered to have been established so long as seven (7) members of the Board of Directors have answered the roll call. This minimum must remain in place in order to conduct Board business. A quorum of the Executive Committee shall be considered four (4) members present.

Section 7. Any position being vacated on the Board of Directors shall be filled by the President on an interim basis. All appointments will be for the remainder of the term.

Section 8. Informal actions by Officers and Directors, which are required by law to be taken by a meeting of Directors, or actions taken by Directors, may be taken without a meeting and shall be considered appropriate when consent in writing, setting forth the action so taken, is signed by a majority of the Directors. Each person who serves as an Officer or Director of PtHA shall be indemnified by PtHA against all costs and expenses incurred by or imposed upon them resulting from actions or proceedings taken against them as a result of being, or having been, an Officer or Director of this Association, as a result of legal, approved Association business.

Section 9. Listing of US & International areas:

- Alabama

- Alaska
- Arizona
- Arkansas
- California
- Colorado
- Connecticut
- Delaware
- Florida
- Georgia
- Hawaii
- Idaho
- Illinois
- Indiana
- Iowa
- Kansas
- Kentucky
- Louisiana
- Maine
- Maryland
- Massachusetts
- Michigan
- Minnesota
- Mississippi
- Missouri
- Montana
- Nebraska
- Nevada
- New Hampshire
- New Jersey
- New Mexico
- New York
- North Carolina
- North Dakota
- Ohio
- Oklahoma
- Oregon
- Pennsylvania
- Rhode Island
- South Carolina
- South Dakota
- Tennessee
- Texas
- Utah
- Vermont
- Virginia
- Washington
- West Virginia
- Wisconsin
- Wyoming
- Alberta, Canada
- British Columbia, Canada
- Manitoba, Canada
- Ontario, Canada
- Saskatchewan, Canada
- International
- International
- International

Additional areas may be added to the list as approved by the Executive Committee.

ARTICLE VII. OFFICERS OF THE ASSOCIATION

SECTION 1. The President shall be the Chief Executive Officer and preside over all meetings of the Board and Members of the Association. He/she shall see that all resolutions and orders of the Executive Committee and Board are carried out through the Executive Vice President and Chief Operating Officer position (hereinafter sometimes called the EVP). He/she shall be an ex-officio member of all groups and committees including Charter activities.

He/she will have the general powers and duties normally vested in the office of President of other large corporations.

SECTION 2. The President Elect shall perform duties as assigned by the President or Executive Committee and exercise the powers of the President in the event of his/her absence or inability to perform in a normal manner. He/she shall perform other duties assigned by the President, Executive Committee and Board of Directors.

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SECTION 3. The Executive Committee members and the Immediate Past President shall serve as officers of the Association. Their duties will be as prescribed by the President or Executive Committee.

SECTION 4. The Executive Vice President and Chief Operating Officer shall have the responsibility for management of the Pinto Horse Association business as conducted through the business office on a routine basis, and shall be appointed annually as Executive Secretary to sign all corporate matters pertaining to the Corporate Seal. The Executive Vice President and Chief Operating Officer, under the authority of the Board of Directors, assumes complete responsibility for carrying out their policies and regulations. He/she will be expected to continually seek methods for upgrading and modernizing our rules, regulations, and standards in order to benefit the members of this Association. He/she will be hired as directed by the Board with compensation to be reviewed by a Contract Review Board, appointed by the Executive Committee, per the terms of the contract. The responsibilities may be changed as necessary and expanded where required

SECTION 5. Any member of the Executive Committee or Board of Directors may be removed from office, with or without cause, as herein provided.

A. A recall petition(s) demanding the removal of such officer shall be submitted to the EVP of the Association. Such recall petition(s) shall be signed by a minimum of twenty-five percent (25%) of the current members of the Board of Directors.

B. Petition forms shall be provided to any Director requesting same following the filing of an affidavit by one or more Directors with the EVP stating the name of the Director or officer sought to be removed. The EVP shall record the name of the director to whom petition forms were issued, the date of such issuance and the number of forms issued, certifying on each form the date and the name of the director to whom it was issued.

C. All forms comprising a recall petition shall be assembled and filed with the EVP within forty-five (45) days after the filing of the affidavit required in Section 2 above. The signature of the petitioners shall be properly notarized, and the form properly completed.

D. In the event that the required number of properly verified signatures to said recall petition are not received by the EVP within forty-five (45) days of the affidavit filing required in Section 2, above, the EVP shall notify those directors having filed petitions that the recall petition was insufficient and that said insufficiency does not prejudice the filing of a new affidavit for the same purpose.

E. Not more than five (5) days following determination by the EVP that the petition(s) received are sufficient, he/she shall notify in writing the officer whose removal is sought

by such action. This notice shall be delivered in hand or shall be delivered by certified mail. If said officer does not render his/her resignation within seven (7) days of receipt of such notice, the EVP shall within fifteen (15) days of the aforesaid determination, direct and conduct an election by mail ballot of the Directors of the Association. Said balloting must be completed and returned to the EVP no less than fifteen (15) days after direction of same.

F. The aforesaid ballots shall conform to the following requirements: With respect to each person whose removal is sought, the question shall be submitted, "Shall ____ be removed from the office of ____ by recall?" Immediately following each such question shall be printed in the ballot the two (2) propositions in the order set forth: For the recall of (name of person), and Against the recall of (name of person). Immediately to the left of the proposition shall be placed a square in which the Director by making a cross mark (X), may vote for either of such propositions.

G. Should a majority of votes cast at a recall election be against the removal of the officer named on the ballot, such officer shall continue in office for the remainder of his term, subject to recall as before. However, no recall petition shall be filed against an officer within ninety (90) days after such recall petition has failed to remove him/her. If a majority of the votes cast at a recall election are in favor of the removal, he/she shall be deemed removed from office.

SUPERVISION EXERCISED

The Executive Vice President and Chief Operating Officer exercises executive authority in directing the Corporation and its several functions through a staff of professionals.

FUNCTIONAL RESPONSIBILITIES OF EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER

- 1.** Administers the Corporation to the satisfaction of the Board of Directors.
 - a.** Develops and coordinates an Administrative Organization Plan and maintains staff to carry out the plan.
 - b.** Generates enthusiasm and cooperation of the Board, personnel, and staff through application of sound management techniques.
 - c.** Presides at various meetings of staff personnel and special committees to obtain guidance, provide leadership, and coordinate the activities of these groups to the best interest of the corporation.
 - d.** Delegates authority and responsibility for the execution of the corporation's departments and functions.
- 2.** Institutes a system of controls that enables each area of activity to function without direct supervision from the Executive Vice President and Chief Operating Officer.
 - a.** Recruits and employs a competent staff, hiring and discharging as needed, and determining appropriate salaries, wages and benefits.
 - b.** Develops clear-cut lines of authority and channels of communication within the organization.
 - c.** Establishes operating policies and procedures.
 - d.** Establishes standards of service, performance, and budgetary controls.
 - e.** Designs all forms used in connection with the affairs of the corporation.
- 3.** Represents the Corporation to the industry and community and conducts a public relations program.
 - a.** Serves in various capacities as official Association emissary.
 - b.** Speaks before various groups to present the Association "story."
 - c.** Serves as a professional in setting patterns of horse industry growth and the Association's role in leading this growth.
 - d.** Manages all advertising for the corporation and development of promotional and educational materials.

- 4.** Participates in state and national organizations in developing horse industry programs and policies.
 - a.** Works with organizations responsible for developing and guiding legislation concerning the horse industry.
serving as the principal contact with the firm prior to accepting the position and upon leaving the position.
 - b.** Participates in state and national organizations that help to guide and set policies and procedures.
- 5.** Develops a program for continuous updating of facilities and staff to meet the needs of the public.
 - a.** Anticipates the needs of the membership for service, and plans for alterations and expansion to meet those needs.
 - b.** Provides opportunities for education, research, or other means of professional growth and advancement for personnel at all levels to meet the future needs of the Association.
- 6.** Keeps up to date on trends in the horse industry and passes this knowledge on to the staff and membership through the various media available.
- 7.** Administers the financial operations of the corporation through qualified staff and personnel.
 - a.** Develops accounting and reporting policies and practices which are sound and conform to accepted standards.
 - b.** Conserves and facilitates the growth of financial and capital resources through implementation and interpretation of sound financial, accounting, and management information systems and procedures.
 - c.** Directs adequate systems of internal control to assure integrity of accounting records and proper stewardship of assets.
 - d.** Prepares and reviews a financial report to the Board encompassing the financial operation and status of the corporation.
 - e.** Secures certification of financial results by an independent audit firm by serving as the principal contact with the firm prior to accepting the position and upon leaving the position.
 - f.** Assures continuity of operations through recruitment, training, and motivation of staff personnel.
 - g.** Signs checks and other instruments necessary to the normal and routine operation of the Association.
 - 8.** Plans through the establishment and operation of suitable budgeting procedures and controls.
 - a.** Shapes the corporation's financial affairs to meet current needs and retain flexibility in meeting unknowns.
 - b.** Contributes to the development of corporate growth by providing advice and counsel to the Board and key personnel on the financial impact of their strategic and tactical decisions.
 - c.** Stimulates development of a disciplined planning process by providing ongoing planning systems and procedures and by offering constructive critique to planning efforts completed.
 - d.** Provides timely and effective measurements of operations and analyzes variances from budgets and prior years.
 - 9.** Directs the corporation's purchasing functions.
 - a.** Reviews contracts for goods and services to assume need and cost effectiveness.
 - b.** Maintains a system of purchase order review and approval.
 - c.** Approves invoices for payment and endorses all checks.
 - d.** Authorizes or obtains authorization for all travel and approves reimbursement requests.
 - e.** Submits to the Board an annual travel expense report.
 - 10.** Directs the corporation's risk management systems.

- a. Evaluates insurance needs, vehicles to use, and risks to be assumed so as to minimize costs while assuring maintenance of adequate and suitable corporate insurance.
- b. Makes recommendations for improving insurability of corporate property.
- 11. Administers the Pension Plan and other employee benefits. Designs and implements a comprehensive and cost-effective employee benefit plan which creates a competitive employment environment for the corporation.
- 12. Oversees planning and control of corporate cash assets.
 - a. Analyzes and anticipates needs for capital to insure adequate funds are available when needed.
 - b. Plans for provision of funds and makes recommendations concerning sources of such funds.
 - c. Negotiates procurement of capital under favorable terms.
 - d. Establishes systems and procedures for monitoring the handling of cash receipts and disbursements.
 - e. Optimizes cash receipts and disbursements to the best advantage of the corporation.
 - f. Invests cash by directing the purchase and sale of securities and other investments.
 - g. Establishes and maintains efficient banking arrangements necessary for management of bank balances and other funds and for security short-term credit arrangements.
 - h. Establishes credit policy guidelines to maintain creditworthiness of the customer list and assures the timely collection of notes and accounts receivable.
- 13. Insures the integrity of the annual election of Directors.
 - a. Prepares articles and other notices to members and prospective candidates.
 - b. Oversees production of candidate petitions, ballots, and informational brochures.
 - c. Engages and instructs independent firms for verification of results.
 - d. Makes timely notification of results to candidates and other interested parties.
- 14. Directs the corporation's National events and activities.
 - a. Supervises and manages the World Horse Show at all levels.
 - b. Supervises and manages the International Pinto Futurity and Breeder's Cup at all levels.
 - c. Supervises and manages the Congress Horse Show at all levels

ARTICLE VIII. EXECUTION OF INSTRUMENTS

All checks, drafts, orders, contracts, conveyances, and other necessary data are to be executed by the President, Executive Vice President and Chief Operating Officer, member of the Executive Committee, or Agent of the Corporation as authorized by the President or Executive Committee and where such action is appropriate or required. Executive Committee approval is required for the following contractual arrangements:

- a. Outside services in excess of \$100,000 and exceeding one (1) year.
- b. Contractual purchases of fixed assets in excess of \$100,000.
- c. All contracts for utilization of show and contest facilities for World and Congress Show Events.
- d. Contracts for purchase of real property in excess of \$100,000.
- e. All contracts for the commission of statuary, paintings, logos, and art work (other than promotional literature, forms, etc.) designed to represent the corporation, regardless of size.
- f. All other contracts exceeding one (1) year in duration and/or \$100,000 in value.

ARTICLE IX. POWER TO BORROW MONEY

The Board of Directors shall have full authority to borrow money whenever the exercise of such action is deemed to be in the best interest of the corporation. The standards and requirements for each action shall be determined by the Board. They shall have the

power to mortgage or hold any and all chattel property held or owned by the corporation and shall not be held individually responsible for repayment of said indebtedness.

ARTICLE X. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors at any meeting of same with the stipulation that the amendments must be ratified by majority vote of the Board at their next regularly scheduled meeting. Further, the Membership of the Association shall have the right to amend the Bylaws at any regular or special meeting so long as an intent to present said amendment has been published at least thirty (30) days prior to said meeting. Further, the Membership may repeal any amendment adopted by the Board of Directors by a majority vote of members present at any regular or special meeting of the Membership.

ARTICLE XI. COMMITTEES OF PtHA

Committees shall be appointed by the President, with approval from the Board of Directors.

A. PtHA Standing Committees at present are:

- Registration
- Marketing
- Shows & Contest
- Rule Book / Bylaws
- Youth
- Amateur
- Judges
- Queens
- Publication
- International
- Charter/Membership
- Long Range Planning
- PtHA Breed Council

B. Standing Committee Members

All PtHA Standing Committees shall consist of not less than three (3) association members in good standing. In making appointments to the committees, the President shall appoint members for a term of not less than one (1) year, and not more than three (3) years. PtHA members interested in serving on a Committee should submit a written request to the PtHA President annually. The term of the committee member's assignment shall be one year, unless stated otherwise in the appointment. Appointments to fill interim vacancies shall be made by the President, with the advice and consent of the PtHA Executive Committee. The PtHA President shall appoint the Chairperson and Co-Chairperson of each committee annually, and a list of all committee members shall be published in the *Pinto Horse Magazine* and posted on the PtHA web site as soon as possible after the annual meeting. The Committee Chairperson shall vote only in case of a tie. By unanimous vote, at any time during a committee member's tenure, with or without cause, the Executive Committee may terminate an individual's appointment to a Standing Committee. At its unanimous discretion, the Executive Committee may reassign the person to a different Standing Committee. Service on a PtHA Standing Committee is a privilege, not a right; therefore termination or reassignment of tenure may be made without prior notice or right to hearing. To enable a Standing Committee to function properly and with continuity, each member is required to attend all meetings. After two (2) consecutive absences, a Committee member is automatically removed without further action. The vacancy shall be filled by the procedure set forth in the Bylaws.

ARTICLE XII. SPECIAL COMMITTEES

The President shall, with Board approval, be required to appoint special committees for the conduct of Association interests. These committees will serve for the duration of the special issue, or until replaced, or until the committee is disbanded.

ARTICLE XIII. THE OFFICIAL MAGAZINE

The Board of Directors may cause to be published a magazine which will be the official voice of the Pinto Horse Association. The method and place of publication will be determined by the Board of Directors, and supervised and managed by the Chief Operating Officer. This publication will be regulated in that a consistent purpose be followed for the guidelines and ideals spelled out in the constitution of the organization.

ARTICLE XIV. CHARTER ORGANIZATIONS

The Board of Directors may issue to any state or International area a Charter to operate as an official PtHA Club. Applications are available from the PtHA office. The Presidents of these Charters shall meet once each year to form an advisory group to the President of the Association. This meeting will be conducted by the immediate Past President of the Association. This group shall in no way have the power to modify or change rules, policy, or regulations. All Charters shall be subject to the directives and rules set forth by the Pinto Horse Association and will be subject to modification of boundaries or any other conditions deemed necessary by the Board of Directors. Application for Charters must be accompanied by the Articles of Incorporation, Rules and Regulations, a list of the names of Officers and Directors, and a current list of members, an outline of purpose for the Charter and a map of specific boundaries. All Charter Officers and Directors are required to be members in good standing of PtHA. A Charter renewal form must be filed with PtHA each year at the business office prior to January 1 in order to be considered an active Charter. A list of those official Charters out of compliance will be published in the official association publication. After thirty (30) days of noncompliance following publication said Charters will be considered defunct.

ARTICLE XV. SUSPENDED PERSONS

A list of suspended persons shall be published in the official publication of the association and on the PtHA Web site on a continuing basis.

ARTICLE XVI. CHOICE OF LAW

The membership rules and regulations and all contracts entered into by Pinto Horse Association shall be construed under the laws of Oklahoma.

ARTICLE XVII. POSTING OF MINUTES

A draft copy of the minutes from the Board of Directors Meeting and Executive Committee Meetings will be posted on the official PtHA Web Site with the exception of that portion of any minutes of any Board meeting or Executive Sessions concerning member disciplinary matters, contract matters or negotiations, personnel matters, lawsuit or legal matters and other privileged matters which shall not be published.

Sector Director Elections: Kim Hall reported that the tie has been broken in the director election for Sector 1. Dale Smith will represent the sector.

Eligibility for Executive Committee elections: Kim Hall requested clarification of items in the eligibility letter soon to be mailed to board

members. The letter will ask for resumes from those eligible directors who are willing to run for Executive Committee positions.

Adjournment: Business was concluded. **Motion**: J.Andrews/A.Jones-Swofford to adjourn. **Motion passed**.