

LQHBA Board of Directors Meeting

Wednesday, September 26, 2018

10:00 A.M.

Evangeline Downs

Opelousas, LA

Event Center Prefunction Room

Minutes (Draft Subject to board approval)

All members of the board were present except for Julien R. Stevens, III. A quorum was established. Also present was attorney Henry Cole Gahagan, Jr., Jenni Peterman & Blaine Hebert with Hebert, Carbo & Crutchfield, CPA, Steven Craig with Heard, McElroy & Vestal, LLC., Joe & Sandy Mapes with Mapes & Mapes.

A large number of LQHBA members were in attendance.

Motion by Stevie Romero, to approve the minutes from the July 18, 2018 board meeting. Motion seconded by JoBaya Foreman. **Motion passed. No oppositions.**

Tony Patterson introduced Steve Craig with Heard, McElroy & Vestal CPA and Jenni Peterman and Blaine Hebert with Carbo, Hebert and Crutchfield the LQHBA CPA firm.

Motion by Kenny Patton, to accept the financial reports. Motion seconded by Timothy Rogers. **Motion passed. No oppositions.**

Steve Craig, CPA HVM presented the 2016 & 2017 LQHBA audit results. To summarize:

- No material weaknesses or significant deficiencies relating to the audit of the financial statements were reported
- No instances of noncompliance were disclosed during the audit
- Findings (Financial Statement Audit) – None
- Findings Prior Year – None
- The LQHBA needs a policy manual to be put in writing

With respect to internal policies and procedures now required by the Louisiana Legislative Auditor, the President tasked the Finance Committee to work with the Association's outside auditors and the Association's management to compile reasonable and prudent policies and procedures.

Cade LeJeune with the FFA spoke to the board about all the involvements they are in. D. Michael Hayes ask him for a business card, so they can work together on something for the LQHBA Youth Program. They host an Expo on June 3-6, 2019 in Alexandria, LA.

Joe Mapes spoke to the board on the legislative session.

Tony Patterson spoke to the LQHBA Board about rumors going around that he is looking for another job. He stated that he had other offers but, he wasn't leaving and hopes to work for the LQHBA until he retires.

Dr. Larry Findley made a motion to go into executive session at 12:50 P.M. Motion seconded by D. Michael Hayes. **Motion passed. No oppositions.**

LQHBA Board of Directors came out of executive session at 1:20 P.M.

Ryan Robicheaux, called meeting back to order at 1:34 P.M.

The President reminded the board and those in attendance that at the July 18, 2018 board meeting, a resolution was adopted approving in principle the election of directors by mail. At that time, Mr. Gahagan reminded the board that this expression of intent would require an amendment to the Association's by-laws. Prior to the September 26, 2018 board meeting, a proposed amendment to the by-laws was drafted and circulated for consideration by the board.

Thereafter, upon motion by Stevie Romero, seconded by Timothy Rogers that the Association's by-laws be amended in the form and substance of that circulated in advance and read during the meeting such that Article IV., "Directors of the Association" be amended to read as follows:

See Exhibit "A" attached hereto and made a part hereof

Ryan Robicheaux ask for a roll call vote. 6 – For 5 – Against. **Motion passed.**

Ryan Robicheaux called for a lunch break at 1:38 P.M.

Ryan Robicheaux called meeting back to order at 2:17 P.M.

Tony Patterson told the LQHBA Board of Directors that the Hip Draw for the 2018 LQHBA Fall Mixed Sale will be on Friday, October 5th.

Tony Patterson stated that the LSRC Meeting for the 2019 Fair Grounds race dates will be on October 24, 2018 at Evangeline Downs.

Motion by Steve Duhon, to accept Dutcher Jumonville's offer to pick up Hip #587 from Robicheaux Ranch, Inc. and return the money that was paid to Jumonville Farms for horse at the 2018 LQHBA Yearling Sale, since the person that signed the ticket didn't pick up the horse, and for the LQHBA Office to treat it as a buy back. Motion seconded, by Dr. Larry Findley. **Motion passed. No oppositions.**

Sale Committee needs to look into videoing the person signing the sale tickets at the sales.

Tony Patterson went over the LQHBA Statistics.

Talmadge Cook donated his salary of \$1,284 for checking the 2018 LQHBA Out of State Mares to the youth scholarship program for a one-time scholarship named the Paul Ryder Memorial and for it to be drawn at Evangeline Downs, at the 2018 Louisiana Million Futurity Finals.

Motion by Dr. Larry Findley, for the LQHBA to add the remaining balance and give a \$2,000 scholarship for Paul Ryder Memorial Scholarship. Motion seconded by D. Michael Hayes. **Motion passed. No oppositions.**

Mr. Gahagan, Jr., left at 3:04 P.M.

Rules Committee needs to get together with Peggy Williams before the next board of directors meeting and figure out something to do about people moving out of state mares and not notifying the LQHBA office of the new location until the time they are being checked.

Lester Colomb's out of state mares still need to be checked.

Kirt Chaisson told the LQHBA personnel committee that 1 or 2 people need to be hired to check out of state mares and stallions standing in state by January 2019.

Agenda Item # 18 2011 Fall Mixed Sale horses CASH FOR JET BLACK and CUTE PATRIOT will have to be deferred to the next board meeting because the LQHBA attorney had already left.

PROSPECT TO THE TOP, will be treated like the other stallion(s) that have left the state before the breeding season is over. He will not receive any stallion awards for the 2018 breeding season.

Motion by Dr. Larry Findley to have Big Sky Internet Design update the LQHBA Stallion Action starting this year for a one-time fee of \$3,500 and then \$500 for each year following. Motion seconded by Dutcher Jumonville. **Motion passed. No oppositions.**

Motion by Dr. Larry Findley, after a hip number is drawn if you have a medical release on the horse that you will not be responsible for the consignment fee after having a letter submitted the LQHBA Office from your veterinarian. Motion seconded by D. Michael Hayes. **Motion passed. No oppositions.**

Open Forum

Discussion regarding moving a board member from the Northern District to a more populated district or to an "at-large" board position.

Suggestion to have a 30-day open forum in advance of a By Law change and notify the membership of the By Law change and post it on the website that there will be an open forum about the By Law change. It will take two board meetings to change a By Law.

Motion by Dr. Larry Findley to adjourn. Motion seconded by Dutcher Jumonville. **Motion passed. No oppositions.**

President Signature

Date

Secretary/Treasurer Signature

Date



Exhibit "A"

Article IV.
Directors of the Association

Section 1.

- A.** *The affairs of the Association shall be conducted by the Board of Directors, which shall consist of not less than ten (10) nor more than fourteen (14) regular or lifetime members of the Association who shall be elected by the regular and lifetime members in good standing, in the manner determined by the board of directors.*
- B.** *General Powers. The affairs of the Association shall be managed by its Board of Directors, which shall have full power and by its sole discretion to authorize and to make contracts with and grants of funds to any suitable agency, organization, individuals for research experimentation, education, promotion, development and publicity in furtherance of or relevant to, the purpose and objects of this Association.*
- C.** *A majority of the members of the Board of Directors must be in attendance to transact any Association business. Members of the Board of Directors may participate and vote in any regular, special or emergency meeting by phone. No voting by proxy will be allowed. (as amended May 9, 2014, ratified June 14, 2014)*
- D.** *Qualifications for Nomination. Candidates for nomination to the*

Board of Directors must meet the following qualifications:

- 1. The nominee must have been a regular or lifetime member of the Association for at least two (2) years immediately prior to the date upon which the election or appointment to the Board of Directors is conducted;*
- 2. The nominee must be an owner and breeder of Louisiana bred quarter horses, which horses are involved in the racing industry;*
- 3. An out of state member is not eligible for election to the Board of Directors.*
- 4. Directors must be domiciled in the district from which they are elected. Domicile, for the purpose of election, from a district means the maintenance of a principal domestic establishment within the district from which elected. Domicile within a district is present if the director's habitual residence is within the district and two or more of the following facts exists:
 - a. the director, if he owns his residence within the district, claims homestead exemption for residence.*
 - b. the director is a registered voter within the district.*
 - c. the director's address as shown on his Louisiana driver's license is within the district.*
 - d. the director lists his residence within the district as his residence on federal or state income tax returns.*
 - e. the registration for any vehicle owned by the director reflects the residence in the district*
*(formerly Article IV, Section 9 of the Association's By-laws as amended June 26, 2017).**

Section 2. Nomination

- A. The Notice of the annual meeting shall contain a notice that members of the Board of Directors will be elected by the members who are and in good standing.*
- B. Nomination of a member for election to the Board of Directors shall be made, in writing, by certified or registered USPS mail, return receipt requested and deposited for delivery to the Association's office not later than sixty (60) days prior to the annual membership meeting and election of directors.*
- C. Upon receipt of a nomination of a member for election to the Board of Directors, the Executive Director or his designee shall make an initial determination of the nominee's qualifications to serve as a member of the Association's Board of Directors in accordance with Article IV, Section D. of these By-Laws.*
- D. Upon the initial determination of a nominee's eligibility, notice of the names and addresses of record of each such nominee shall be provided by USPS mail, fax, email or any other manner of communication reasonably calculated to provide notice of the nomination to the members of the Association. The notice of the initial determination of a nominee's eligibility shall state that the membership shall have fifteen (15) days from the date of the notice of initial determination within which to object to the qualifications of a nominee, in default of which the nominee's qualification shall become final. (as amended June 26, 2017).*

Section 3. Election. The election of an eligible nominee to the board of directors shall be by a majority of the certified ballots of the members ~~who are personally in attendance~~ at any annual or special meeting of the members called for that purpose, as

hereinafter provided. In the event of a tie vote, the eligible nominees who received the same number of votes shall both be elected to serve until the next **Annual Meeting** of the members at which time a run-off election shall be held for that director's seat. In such event and prior to the run-off election, each such director shall have full powers, duties and responsibility as all other members of the board and shall have an individual right to cast a vote on any issue at any meeting of the board of directors until such time as his or their successor is elected and qualified. This by-law shall become effective as of March 24, 2018. (as adopted March 24, 2018, ratified April 13, 2018). The election of members to serve as directors shall be in a manner as determined by the board of directors to include specifically, but not exclusively, the use of ballots by mail, which election shall otherwise be upon such terms, and provisions which afford reasonable notice of and opportunity to vote by all members of the Association. (as amended July 18, 2018, ratified September 26, 2018).

DRAFT