

Board meeting of The Ponies Of the Americas Club Inc.

July 2,2025

Big Hat Room Expo Square Tulsa, OK

The meeting was called to at 4:35 pm central time by president Shingleton.

The roll call was taken with the following board members present.

Schaefer, Peaton, Filla, Drish Kata, Rorick, Keen, Zahm, Killion, Tabor, Tomlin.

A small group of members attended (no specific members identified).

Minutes of September 25, 2024, Board meeting were presented by Director Schaefer.

A motion was made by Director Peaton to approve September 25, 2024, meeting minutes with the finale corrections being made as noted. The second was made by Director Drish Kata. Motion passed with one abstention by Tabor.

Minutes of February 21, 2025, Board meeting were presented by Director Schaefer.

A motion was made by Director Peaton to approve the minutes with corrections as noted. The second was made by Director Keen. Motion passed with one abstention by Tabor.

The financial report was presented by Director Schaefer.

Director Zahm gave an update on the progress of the Show Department computer upgrade. She stated at this point everything seems to be running as it should.

A motion was made by Director Tabor to move to Executive session. The second was made by Director Filla. Motion passed.

Moved to Executive session at 5:17 pm central time.

A motion was made by Director Keen to exit Executive session. The second was made by Director Rorick. Motion passed.

Moved out of Executive session at 6:09 pm central time.

The board took a break at 6:10 pm central time.

President Shingleton called the meeting back to order at 6:15pm central time to continue business of the board.

A motion was made by Director Peaton to have the POAC Attorney compose a letter to be sent to a member regarding behavior at National POAC functions. The second was made by Director Tomlin. Motion passed.

A motion was made by Director Rorick to allow a member to be removed from the suspension list after they pay a \$50.00 reinstatement fee and their current years membership. The second was made by Director Zahm. Motion passed.

The Futurity Committee report was given by Director Drish Kata. The report included the need for the board to approve the showbill.

A motion was made by Director Zahm to approve the Futurity showbill as written. The second was made by Director Killion. Motion passed.

The Futurity committee report continued with the presentation of proposals for hosting the event. The proposals were from Gordyville USA, Rantoul, IL and Iowa State Fair Grounds, Des Moines, IA.

Both proposals were reviewed by the board, and a lengthy discussion took place.

A motion was made by Director Killion to accept the bid from Gordyville USA, Rantoul, IL for the 2026, 2027 and 2028 Futurity. The second was made by Director Keen.

Further discussion on the proposals took place.

Director Killion rescinded the motion he had previously made. Director Keen also rescinded her second to the motion previously made.

A motion was made by Director Rorick to accept the bid from Gordyville USA, Rantoul, IL for the 2026 event and to accept the bid from the Iowa State Fair Grounds, Des Moines, IA for the following three years of 2027, 2028, and 2029. The second was made by Director Tomlin. Motion passed with one no Keen and one abstention by Klein.

A short discussion on the Select Sire payment date was held with result being referring this topic to the rules committee.

The Scholarship committee report was given by Michille Payne. She told the board that there were seven applications of which three of them were nonmembers thus being ineligible. The committee recommended that the following four individuals be awarded a \$500.00 scholarship.

The four are: Clara Thompson, Makayla Spray, Kenzie Jenkins, and Katie Meyer.

A motion was made by Director Schaefer to approve the four candidates that the Scholarship committee recommended to receive the \$500.00 scholarships. These four

candidates are Clara Thompson, Makayla Spray, Kenzie Jenkins, and Katie Meyer. The second was made by Director Killion. Motion passed.

The Rules committee report was given by Director Killion. The report included the following rule proposals that will be voted on in September.

Proposal to change the number of points you can earn at the Congress show.

Proposal to add a rule for how the halter grand and reserve are calculated.

The Ranch Riding three-year trial is up and will need to be reviewed by the Board.

(The full proposals can be found on the website for review)

A proposal was presented to the board to hold the East World show at the Henery County Saddle Club in New Castle, IN for the next three years at the same price they charged the club in 2025.

A motion was made by Director Killion to accept the three-year proposal for the East World show in New Castle, IN for the next three years 2026, 2027, 2028. The second was made by Director Keen. Motion passed.

A preliminary West World financial was presented. It was noted by Director Schaefer that this was only preliminary as this report had been handed out just today and had not been reviewed yet.

The Congress report was given by Director Killion. Killion told the board that we were ready to go for Congress. Killion reported that there were 199 ponies registered for the event.

A discussion on sponsorship was held. It was noted that sponsorship for this year's event was very low. Members who attended the meeting indicated a need for a committee to peruse corporate sponsorship.

President Shingleton appointed the follow members to be on the newly formed corporate sponsorship committee. Terri Thorsen, Ryan Cate, Sami Bruns, Angela Kantarius.

The Board received four bids' proposals for locations to hold Congress 2026 and beyond.

The four were as follows: Expo Square, Tulsa, OK, C Bar C, Cloverdale, IN, Gordyville USA, Rantoul, IL, and Cooper Steel Arena, Shelbyville, TN. A lengthy discussion took place comparing each facility.

A motion was made by Director Rorick to accept the proposal from Expo Square, Tulsa, OK for the 2026 Congress. The second was made by Director Tomlin. Motion passed.

President Shingleton gave the 5-year membership information to the board for their review. President Shingleton made note that the number of memberships in each region are in line with the number of Directors each has. He also noted that this review is done in years ending in 0 and 5 per the rule book.

President Shingleton brought to the Boards attention that there was potentially a member nominated to run for the Board of Directors that does not meet the requirements to be eligible.

The board reviewed the requirements to be eligible to be on the ballet for Director elections. A brief discussion took place.

A motion was made by Director Zahm to remove Eric Scott from the eligible candidates in the Mid America Region due to him not meeting the requirements. The second was made by Director Killion. Motion passed.

At this time member Ryan Cate asked to address the board with two items he had prepared for the Board to review. They are as follows:

Pony of the Americas, Inc
BOARD OF DIRECTORS RESOLUTION
Establishing Interim Executive Leadership Committee

Date: July 2, 2025

Location: Board Meeting At POAC Congress Tulsa, OK

RESOLUTION

WHEREAS, the Chief Executive Officer (CEO) position of Pony of the Americas, Inc is currently vacant due to resignation, and

WHEREAS, the Board of Directors recognizes the need for consistent executive leadership and oversight during the transition and search process for a new CEO, and

WHEREAS, the Board of Directors desires to establish a temporary committee to assume the essential executive responsibilities of the CEO and to maintain organizational continuity,

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby establishes the **Interim Executive Leadership Committee (IELC)** effective immediately;

BE IT FURTHER RESOLVED that the purpose of the Interim Executive Leadership Committee is to collectively fulfill the core executive functions of the CEO, including:

- Oversight of daily operations

- Approval of expenditures within the board-approved budget
- Supervision and support of senior staff
- Maintenance of key organizational relationships and obligations
- Regular reporting to the full Board of Directors
- Coordination with the CEO Search Committee to support the executive hiring process

BE IT FURTHER RESOLVED that the Interim Executive Leadership Committee shall consist of the following members:

- Board President
- Finance Committee Appointee
- Director-at-Large
- Legal/HR Advisor or Program Liaison

BE IT FURTHER RESOLVED that the Interim Executive Leadership Committee shall operate until a new Chief Executive Officer is hired and formally onboarded, or until July 31, 2026, whichever occurs first. The Board of Directors may vote to extend the committee's duration if necessary.

BE IT FURTHER RESOLVED that the committee shall meet as needed and shall provide regular updates to the Board of Directors regarding key decisions and organizational matters.

CERTIFICATION

I, the undersigned Secretary of the Board of Directors of Pony of the Americas, Inc., do hereby certify that the foregoing resolution was adopted by the Board of Directors at a meeting duly called and held on the above-stated date, and that said resolution is now in full force and effect.

Proposed Amendment:

Current Wording – Article VIII, Section 1:

Executive Committee. This committee shall consist of the President, Vice President and the Secretary/Treasurer.

A. The President may call a meeting whenever deemed necessary to conduct emergency business, when the total Board of Directors cannot be contacted.

B. This committee shall meet every five years, in years ending in “0” and “5”, to review the membership totals. The number of Directors in an area may be reapportioned as a result of this review. This reapportionment shall be presented to the full Board of Directors and must be approved by the full Board to go into effect.

Proposed Revision – Article VIII, Section 1:

Executive Committee. This committee shall consist of the President, Vice President, Secretary, Treasurer, and Parliamentarian.

A. The President may call a meeting whenever deemed necessary to conduct emergency business, when the total Board of Directors cannot be contacted.

B. This committee shall meet every five years, in years ending in “0” and “5”, to review the membership totals. The number of Directors in an area may be reapportioned as a result of this review. This reapportionment shall be presented to the full Board of Directors and must be approved by the full Board to go into effect.

Rationale:

The purpose of this amendment is to modernize and enhance the structure of the Executive Committee by separating the offices of Secretary and Treasurer and adding the role of Parliamentarian. These changes will:

- **Promote greater transparency and accountability** by distributing duties among more officers.
 - **Enhance procedural integrity** with the inclusion of a Parliamentarian to ensure that actions taken by the Executive Committee and the Board align with the organization’s bylaws and Robert’s Rules of Order.
 - **Reflect standard nonprofit governance practices** that separate financial oversight (Treasurer) from administrative recordkeeping (Secretary), ensuring more robust internal controls.
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Action Requested:

We respectfully request the Bylaws Committee and the Board of Directors to review and approve this amendment for presentation to the general membership at the next duly called meeting, in accordance with Article XIII of the POAC Bylaws governing amendments.

No action taken by Board at this time.

A motion was made by Director Rorick to adjourn the meeting. The second was made by Director Taybor. Motion passed.

Meeting adjourned at 8:48 central time.

