

MISSISSIPPI QUARTER HORSE ASSOCIATION
BOARD OF DIRECTORS
 MINUTES
 October 13, 2020

P = Present CI = Call-In EX = Excused Absence A= Absent

CI	Brooks Derryberry, Pres.	CI	Suzy McBeath (NE)		
CI	Sandy McBeath, 1st VP	A	Vicki Kinsey (SW)	CI	Tom McBeath, AQHA Dir
CI	Herman Alford, 2 nd VP	CI	Cathy Cook (SW)	CI	Clark Scoggin, AQHA Dir
CI	Cindy Johnson (NW)	CI	Kim Brake (SE)	CI	MB Woodruff, AQHA Dir
CI	Brooke Ware (NW)	CI	Bobby Harrison (SE)	CI	Aprille Watts, Past President
EX	Christy Carwile (NW)	CI	Laura Miller (SE)		Gay McCann

Brooks Derryberry called the meeting to order. Herman Alford led us in an opening prayer.

Mary Bess Woodruff made a motion to accept the minutes, with the correction of Cathy Cook's attendance being changed from absent to excused. Tom McBeath seconded; approved.

Membership and Communications – Laura Miller

We have 156 members. Starting November 1st information will start being posted about the Dixie National. There are notices continuing to be posted on deadlines for scholarship applications.

Youth – Suzy McBeath

There will be four "in-person" meetings per year and the rest will be via conference call. There is increased interest from the youth in wanting to be a director and learning how the association works. There are three seniors that are planning on applying for scholarships. Suzy and Aprille have been promoting the youth association. Youth World Show qualifying will return for next year. The youth are currently working on moving the youth show to April.

Amateur – Laura Miller

Autumn Fest will be held this weekend, October 17th and 18th. Over 115 stalls have been reserved. Amateurs approved revisions to the MAQHA Bylaws, and will submit them to the rules committee for review before presenting them to the open board at next month's meeting.

Finance – Tom McBeath and Brooks Derryberry

The financial report was sent out via email by Gay McCann. There was very little activity for the month, the last horse show should be reflected on next month's report. The tax status change is still progressing after the updated bylaws were sent to Michelle. The information has been sent to the Secretary of State's office, and once their data has been updated, the application can be filed. Brooks sent out the "Conflict of Interest" policy via email. Suzy McBeath made a motion to approve the "Conflict of Interest" policy (see attached). Bobby Harrison seconded; motion approved.

Rules –

Suzy McBeath received an email from Calvin Bowlin requesting Small Fry ranch classes be added to our showbills. There was discussion on the addition, and it was suggested to not add the classes, but to instead clarify the Small Fry rules to make it clear that the Versatility Ranch Horses can show in the Small Fry division, but not the Level 1 AQHA classes. Tom McBeath made a motion that the Rules Committee look into the Small Fry rules to allow Versatility Ranch Horses to show in Small Fry classes (with the appropriate exhibitor). Laura Miller seconded; motion approved. There will be a special called meeting to discuss the Rules Committee's decision on October 27th. The rules on the website need to be updated to reflect the rule referring to adding new classes, which was voted on in April 2019.

Show Approval – Tom McBeath

NWFQHA had rescheduled their canceled show to after our 2020 show season ended, so there is no approval needed.

Dixie National – Tom McBeath, Laura Miller, and Brooks Derryberry

All of the judges have been hired for the 2021 Dixie National. The committee is continuing to meet with the current and potential sponsors. The premium books are scheduled to be mailed in November. Any ideas on how to promote the show are appreciated. Laura is sending out a flyer to the exhibitors from the past Dixie Nationals with the 2021 dates. The Freestyle Reining will not be held at the 2021 Dixie. The Moonlight Madness (that usually follows the Freestyle) will be moved up accordingly, as well as, having rider presentation of horses offered in the sale.

Cutting – no report**Convention –**

Kim Brake is working on decorations for the banquet. Brooks Derryberry is working on following up with Paige Manning on the Farmer's Market.

Awards –

Tom McBeath made a motion to have the rules committee and the awards committee meet to decide on the VRH All Around year end award. Bobby Harrison seconded; motion approved.

Judges Recommendations – Bobby Harrison

Dixie National contracts are being sent out. The judges are as follows:

Special Event Roping: Billy Steele and Allen Walton

NRHA: Terry Thompson and Sandy Jirkovsky

VRH Judges: Brad Gibby, Sandy Jirkovsky and Terry Thompson

AQHA Judges: Pierre Briere, Leonard Berryhill, Brett Clark, David Dennison, Brad Gibby, Sandy Jirkovsky, John Kunkle, and Terry Thompson

Bobby is working on a recommended list for the 2021 weekend horse shows as well.

Nominating Committee – Aprille Watts

Anyone who has a suggestion or would like to serve on the executive committee, contact Aprille Watts. Everyone needs to be thinking of who would be willing to fill the director spots. Those interested in being a director will need to attend the convention, or if an individual is not able to attend, a written letter needs to be provided to be presented at the convention.

New Business –

Brooks Derryberry: It is time to decide on renewing our NRHA Affiliate membership; the fee is \$100. Bobby Harrison made a motion to renew the NRHA Affiliate membership. Cindy Johnson seconded; motion passed

There being no further business, Mary Bess Woodruff moved for adjournment and Cindy Johnson seconded. The motion was approved.

Respectfully submitted,
Brooke Ware

Conflict of Interest Policy

This conflict of interest policy is designed to help directors, officers, and employees of MQHA, Inc. to identify situations that present potential conflicts of interest and to provide MQHA with a procedure that will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control.

Article 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (MQHA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

Annual Statements: Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

Periodic Reviews: To ensure the Organization operates in a manner consistent with charitable purposes, and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

MQHA, Inc.

Name:

Date: