

PACIFIC NORTHWEST ENDURANCE RIDES

Board of Directors Meeting Minutes

501(c)(3) Non-Profit Organization

Date:	Sunday, February 22, 2026
Time:	8:00 AM – 9:34 AM PST
Location:	Wildhorse Casino and Resort, Pendleton, Oregon
Meeting Type:	In-Person Board of Directors Meeting (PNER Convention)
Presiding:	Darlene Merlich, President
Minutes Prepared By:	David Lewis, Secretary

I. Call to Order and Attendance

President Darlene Merlich called the meeting to order at 8:00 AM. The following individuals were present:

Voting Board Members Present

- Darlene Merlich – President
- Siri Olson – Vice President
- Tani Bates – Washington Rider Representative and Trails
- Suzy Hayes – Montana Rider Representative
- Nance Worman – Idaho Rider Representative
- Bianca Chavalier – Oregon Rider Representative
- Layne Lewis – Ride Manager Representative, Website and Tech Committee
- Clara Shumway – Junior Board Member
- Roryana Langtat – Junior Board Member

Voting Board Members Absent

- Stevie Delahunt – Oregon Rider Representative

Non-Voting Attendees

- Cindi Sayer – Treasurer
- David Lewis – Secretary, Marketing Committee
- Regina Rose – Membership Secretary
- Lisa Cohen – Finance Review Committee
- Rebecca Langtat – Junior Advisor
- Jody Shumway – Junior Advisor
- Jamathiel Morse – Newsletter/Handbook
- Lois Fox – Awards

- Cassee Terry – Education/Awards Committee

A quorum of voting board members was established.

II. Rules of Order

Siri Olson reviewed the rules of order for the meeting. Robert's Rules of Order will be loosely followed. Key points: discussions require motions, seconds, and votes before moving on. Discussion is limited to board members unless others are invited to speak.

III. Approval of Previous Meeting Minutes

The minutes from the General Assembly meeting held on February 21, 2026, were presented for approval.

MOTION

To approve the minutes from the General Assembly meeting held February 21, 2026.

Moved by: Siri Olson

Seconded by: Suzy Hayes

Discussion: None.

Result: **Motion passed unanimously.**

Minutes will be distributed electronically to all board members.

IV. Treasurer's Report

Cindi Sayer presented the financial report as of January 15, 2026:

Account	Balance
Checking Account	\$9,415.10
Money Market	\$20,613.00
Sales Account	\$5,000.00
Scholarship Account	\$3,000.00
COR Account	\$3,000.00
Net Income (January)	~\$6,711.76

Convention highlights: The silent auction brought in approximately \$3,700. Raffle revenue was not yet counted but felt to be significantly up from previous years. Registration setup was well-received, and raffle ticket sales were strong.

V. Budget Committee

Siri Olson reported that the board is moving toward creating a budget committee. At this time, PNER does not have a board-approved budget. The plan is to wait for Cindi Sayer to finalize convention financials, with February financials targeted for completion by approximately March

5, 2026. The goal is to have a proposed budget ready for the April board meeting. Suzy Hayes was appointed to the budget committee.

VI. Committee Reports

Junior Program

Comprehensive committee reports were given at the General Assembly on February 21. Junior Advisors Rebecca Langtat and Jody Shumway were present with junior members Clara Shumway and Roryona Langtat. No additional report was given at this meeting.

VII. 2027 Convention Planning

Siri Olson presented the proposed venue for the 2027 PNER Convention:

- Venue: Heathman Lodge, Vancouver, Washington
- Proposed Dates: January 22–23, 2027 (alternate: first weekend in February)
- Facility includes all meals; rooms discounted to \$105/night
- A/V equipment discounted by 50%
- Estimated cost: \$10,000 based on 85 attendees (approximately 120 room nights)
- Required deposit: \$1,500
- Vancouver's Visitor Bureau (chamber of commerce equivalent) is granting PNER \$1,250 for shuttle service or other member needs

Suzy Hayes noted a potential date conflict with the MRER convention. The alternate date of the first weekend in February was discussed; however, the Super Bowl is February 14, 2027. Siri will confirm dates and work with the venue to resolve any conflicts.

Siri noted that the Washington State Department of Transportation, her employer, holds conferences at the Heathman Lodge and has consistently positive feedback on the facility. Darlene added that the location near the Vancouver Mall provides convenient access to restaurants and commerce for attendees.

MOTION

To approve the \$1,500 deposit for the 2027 Convention venue at the Heathman Lodge in Vancouver, Washington.

Moved by: Layne Lewis

Seconded by: Tani Bates

Discussion: None.

Result: **Motion passed unanimously.**

Siri requested volunteers for the 2027 Convention Committee, encouraging early formation to avoid last-minute planning.

VIII. Policies and Procedures – Bylaws Review

Darlene Merlich reported that she has consulted with Carol Giles, a PNER member with a legal background, regarding the state of the organization's bylaws. Key concerns include: the bylaws are disorganized, contain contradictions in multiple places, and records of some past bylaw votes cannot be located in the minutes.

Darlene clarified that this is not a proposal to change the bylaws, but to review, clarify, and identify inconsistencies in the existing documents. Carol Giles has recommended a comprehensive rewrite. The goal is to present the review at the April board meeting.

Siri Olson asked each board member to read the current bylaws critically and identify areas of inconsistency so that the review is a collaborative effort.

Layne Lewis confirmed that Carol Giles is a current PNER member.

MOTION

To approve Carol Giles to undertake a comprehensive review and rewrite of the PNER bylaws, with a goal of presenting at the April board meeting.

Moved by: Suzy Hayes

Seconded by: Nance Worman

Discussion: None.

Result: **Motion passed unanimously.**

IX. Old Business

A. EDRA/AERC Reciprocity Letter

Darlene Merlich addressed the pending request for PNER to draft a letter of support to AERC endorsing reciprocity for miles counted between EDRA and AERC. While personally supportive of reciprocity, Darlene and Siri Olson expressed concerns: of the nine EDRA board members, only two are PNER members. The board wants to better understand cross-membership numbers before lending PNER's endorsement.

Siri reported a productive conversation with Bonnie, President of EDRA, and Shayne Russell, EDRA Vice President, about this concern. The EDRA conference is March 27–29 in Colfax, Washington, and PNER has been offered a booth. Bianca Chavalier volunteered to help coordinate. David Lewis confirmed that the Marketing Committee has brochures, banners, and trifold materials available for the event.

MOTION

To table the EDRA/AERC reciprocity letter of support pending further information on PNER membership within the EDRA organization.

Moved by: Layne Lewis

Seconded by: Siri Olson

Discussion: None.

Result: **Motion passed unanimously.**

B. Ride Manager PNER Membership Requirement

Darlene raised the issue of the current requirement for PNER ride managers to hold PNER membership, with particular emphasis on access to PNER's marketing budget, social media promotion, and the blood machine. Darlene argued this is problematic because many of these benefits primarily serve riders rather than ride managers.

A wide-ranging discussion followed with the following perspectives:

- Tani Bates initially felt ride managers should be required to be members.
- Suzy Hayes had reconsidered after hearing arguments and changed her position, noting the handbook is a rider advantage, not a ride manager advantage.
- Lois Fox reported that all EDRA ride managers are currently PNER members, but some AERC ride managers (mostly British Columbia-based) are not. She noted that requiring BC ride managers to join PNER is not helpful and that denying marketing and the blood machine penalizes riders, not ride managers. She also described the significant difficulty in chasing down ride managers for membership and ride flyers.
- Bianca Chavalier liked the idea of a reduced membership fee for ride managers.
- Nance Worman asked about the Associate membership fee (\$30 vs. \$45 full membership).
- Layne Lewis posed the key question of what problem the board is trying to solve, and offered to reconnect with all ride managers to gather feedback and report back.
- Regina Rose noted that from her experience as a ride manager since 1971, all other organizations she has been involved with require ride manager membership for points to count.
- David Lewis (Marketing Committee) proposed partnering with ride managers to obtain rider contact information for marketing purposes, and suggested potentially covering associate membership costs from marketing funds.

Options discussed included a reduced membership tier for ride managers, reclassifying which rides count for PNER points, and focusing on providing benefits that make membership attractive rather than punitive requirements.

No formal motion was made. The discussion was tabled until the April board meeting. Layne Lewis will reconnect with ride managers and report back.

X. New Business

A. Monthly Board Meetings

Darlene announced that the board will move to monthly meetings to ensure accountability and timely progress on organizational business. After discussion, the board agreed on the second Tuesday of every month at 6:00 PM Pacific / 7:00 PM Mountain time. Key details:

- Meeting duration capped at 1 hour 15 minutes; unfinished agenda items carry to the next month.
- Agendas will be distributed one week prior, with board members invited to provide input.
- If a quorum is not reached, the meeting will proceed as a working session, with any action items placed on a consent agenda for the next meeting.

This is a procedural matter and did not require a formal motion.

B. Attorney on Record

Darlene reported that PNER has not had an attorney on record for an extended period, which puts the organization in a potentially precarious legal position. She has identified Susan Eggum of Susan Eggum LLC (www.eggum.com), a semi-retired attorney in Portland, Oregon, who has agreed to serve as attorney on record on a pro bono basis. Fees would only apply if a matter arose requiring referral to outside legal counsel.

Susan Eggum is a former PNER member and rider who is limited by health issues from currently riding.

Layne Lewis respectfully requested time to review the information before voting. The board agreed this is informational at this time and will be brought to a vote at the next board meeting. Board members are encouraged to research Susan Eggum LLC in the interim.

C. Blood Machine (Camilla) Committee

Darlene announced the formation of a Blood Machine Committee (referred to as the “Camilla Committee”). Jala and Andrea have agreed to co-chair the committee effective January 26, 2026. Their responsibilities include coordinating the schedule of rides where the blood machine will be available, maintaining supplies, and coordinating with Dr. Cassee Terry for rotor procurement and machine servicing.

The Marketing Committee will handle promotion and advertising of blood machine availability at upcoming rides.

Cassee Terry provided a detailed technical report:

- Currently 20 functioning rotors in inventory; 3 non-functioning rotors.
- Rotors require refrigeration but can be used past their printed expiration date as long as the machine reads them correctly; if a rotor fails, the machine returns an error.
- Current markup on tests is only approximately \$15–\$20 above cost, which is insufficient to build reserves.
- Cassee manages rotor procurement through her veterinary clinic's Zoetis account, as the manufacturer will only deal with a licensed veterinarian.
- Cassee will provide updated rotor pricing and maintenance cost estimates for the next meeting.

David Lewis noted that the blood machine's power consumption is relatively low and could be powered by a portable battery unit (e.g., EcoFlow Delta 2, approximately \$350), eliminating the need for a fixed power source at ride locations.

Cindi Sayer reported that current revenue from the blood machine has only been sufficient to replace rotors, with no reserve fund for maintenance or eventual replacement.

MOTION

To create a Blood Machine Reserve account, funded from the proceeds of blood machine sales, designated for the purchase of rotors, maintenance, and eventual replacement of the machine.

Moved by: Tani Bates

Seconded by: Suzy Hayes

Discussion: David Lewis requested clarification on the motion language. Suzy Hayes clarified: “Blood Machine Reserve account is to be funded from the proceeds of the blood machine sales.” Layne Lewis noted the need for proper financial language and data before setting specific pricing.

Result: **Motion passed unanimously.**

Regarding pricing: Darlene suggested not raising fees for PNER members (as the blood machine is a key membership benefit) but increasing fees for non-members. Cassee Terry asked that no pricing decisions be made until she provides updated cost information. Pricing will be on the agenda for the next board meeting.

D. AED (Automated External Defibrillator) Purchase

Suzy Hayes raised the topic of purchasing an AED unit (approximately \$1,500) to accompany the blood machine to rides, citing a recent incident at an endurance ride. Discussion included:

- Jamathiel Morse noted that owning an AED creates liability concerns and the club would need appropriate insurance coverage.
- Lois Fox recommended consulting with Equisure (the ride insurance provider).
- Tani Bates, a retired registered nurse, volunteered to research AED liability and training requirements for non-profit organizations.
- Suzy Hayes suggested potential fundraising through donations to offset the cost.

No formal motion was made. Information gathering on purchase cost, liability, insurance implications, and training requirements will proceed, with a report at the April meeting. Tani Bates and Darlene Merlich will lead this research.

E. QuickBooks Subscription

Siri Olson raised a concern regarding the PNER QuickBooks subscription. The current account lists Kristen Grace as the owner, with Darcy Bean as a previous administrator. Cindi Sayer has been unable to get the account ownership transferred due to QuickBooks’ strict transfer requirements (requiring chain-of-custody letters from each previous owner/administrator).

After discussion, the board determined the most practical solution is to close the current account and open a new one, with a full data export and import to preserve historical records. Layne Lewis confirmed this is technically feasible.

The new account structure will be:

- Cindi Sayer – Primary Owner/Administrator (write access)
- Siri Olson – Secondary Administrator (for continuity)
- Other users (Finance Committee, etc.) – Read-only access for auditing purposes

MOTION

To close the current QuickBooks subscription account and open a new account, with a full export/import of historical data, and to establish a policy and procedure for future account transitions.

Moved by: Bianca Chavalier

Seconded by: Nance Worman

Discussion: Cindi noted the need to restructure the chart of accounts in conjunction with the budget and finance committees. Siri emphasized the importance of documenting the changeover process in approved minutes.

Result: **Motion passed unanimously.**

XI. Finance Committee Comments

Lisa Cohen of the Finance Review Committee addressed the board with two points:

- The finance committee was not previously aware that blood machine revenue was intended to be reinvested into the blood machine program. She emphasized the importance of clearly communicating the intent behind revenue streams to all committees.
- She thanked the board for the thorough and thoughtful discussion on all topics, noting the efficiency of the meeting as a positive sign for the new leadership.

XII. Additional Bylaws Item

Regina Rose raised a concern regarding the bylaws: there is no specification for when membership counts are taken to determine the number of state representatives (e.g., if a state exceeds or drops below 100 members, which would affect the number of representatives). Currently, Oregon is the highest with approximately 80 members, and no state reaches 100.

Layne Lewis suggested this be included in the bylaws review being conducted by Carol Giles. Darlene and Siri noted that membership counts are always lowest at the beginning of the ride season and suggested using end-of-year numbers for representation purposes. This will be addressed in the bylaws review.

XIII. Action Items for April Board Meeting

#	Action Item	Responsible Party
1	Bylaws comprehensive review and rewrite	Carol Giles, with board collaboration
2	AED research: cost, liability, insurance, training	Tani Bates, Darlene Merlich
3	Susan Eggum LLC – Attorney on record decision	Board (informational review)
4	QuickBooks account closure/new account setup	Cindi Sayer, Siri Olson, Layne Lewis
5	Blood Machine Reserve account setup and pricing	Camilla Committee, Cassee Terry, Cindi Sayer
6	Blood Machine ride schedule for 2026 season	Jala & Andrea (Camilla Cmte), Marketing Cmte
7	Ride manager outreach and feedback	Layne Lewis
8	EDRA/AERC reciprocity letter – gather membership data	Siri Olson, Darlene Merlich
9	EDRA Conference PNER presence (March 27–29)	Siri Olson, Bianca Chavalier, David Lewis
10	2027 Convention – confirm dates with venue	Siri Olson
11	Budget proposal for April meeting	Budget Committee, Cindi Sayer
12	Marketing plan development	Tiffany Paulin (Chair), David Lewis

XIV. Next Meeting

The next regular board meeting will be held on the second Tuesday of April 2026 (April 14, 2026) at 6:00 PM Pacific / 7:00 PM Mountain time, via teleconference. Agendas will be distributed one week prior.

XV. Adjournment

President Darlene Merlich adjourned the meeting at 9:34 AM.

David Lewis, Secretary

Pacific Northwest Endurance Rides (PNER)

Darlene Merlich, President

Pacific Northwest Endurance Rides (PNER)

— End of Minutes —