

RESOLUTION 2 – 24

1 **SUBJECT: AHA Bylaw Governance Change (Bylaws 2/3rds vote)**

2

3 (STANDARD)

4 Refer to Chapter 9, RULE 101 & 102 for submission requirements.

5

Committee Action:

6 Committees required to review: *(This section to be completed by the Agenda & Resolutions Committee)*

Approve

Disapprove

AHA Futurity Commission			
AHA Governance Task Force			
AHA National Distance Commission			
Amateur Committee			
Annual Convention Planning Committee			
Arabian Breeders Sweepstakes Commission			
Arabian Breeders Sweepstakes Trustees			
Arabian Horse Foundation			
Awards Committee			
Board of Directors			
Breeding/In-Hand Committee			
Budget & Finance Committee			
Bylaws Committee			
Commissioner’s Review Panel			
Competition Advisory Committee			
Credentials Workforce			
Distance Riding Committee			
Dressage & Western Dressage Committee			
Education/Evaluation Commission			
Equine Welfare Committee			
Equitation/Showmanship Committee			
Ethical Practice Review Board/Probable Cause Panel			
Executive Committee			
Hunter /Jumper Committee			
Internal Audit Committee			
Judges & Stewards Selection Committee			
Judges & Stewards Steering Committee			
Local Level Committee			
Market Development & Promotion Committee			
Membership Committee			
National Shows Directorate			
Nominating Committee			
Professional Horsemen Committee			
Racing Committee			
Registration Commission			
Resolution 5-90 Committee			
Sport Horse Committee			
Sport Horse National Show Commission			
U.S. National Show Commission			
USEF Arabian Division Committee			
Working Western Committee			
Youth Committee			
Youth/Mid-Summer National Show Commission			

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8 CONVENTION ACTION:

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10 _____ Approved

_____ Approved with Modification

_____ Disapproved

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12 _____Withdrawn _____ Referred to Committee_____

13
14 PROPOSED CHANGE: (**Check one**) _____ Add new rule _____ Delete existing rule _____ Change existing text
15 Indicate affected Article/Rule number (AHA/USEF/EC)

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17 RESOLUTION: Use **bold/italic** for new wording, ~~strikethrough~~ to indicate deletion

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19 Whereas, The purpose of the Arabian Horse Association (the Association) is to *Aid, promote and foster the*
20 *preservation and use of purebred Arabian Horses and the Arabian breed; as well as Half-Arabians and*
21 *Anglo-Arabian horses, and*

22 Whereas, The membership of the Association has been in a state of decline for various reasons, and

23 Whereas, The Board of Directors, in 2003 and again in 2007, employed outside consulting firms which identified the
24 structure of the Association as an impediment to operating in a business-like manner or responding to
25 changing circumstances and challenges; one of which was identified as the size of the board as a cause of
26 that circumstance; and recommended a reduction in the size of the Board, and

27 Whereas, In the opinion of the proponent, it is necessary and desirable to modify the corporate structure of the
28 Association in a manner that allows for the implementation of good business practices and provides for
29 participation of the membership at large at an Annual Convention in the selection of management, while
30 at the same time preserving the rights and privileges of the Member Organizations that are components
31 of the Association, and

32 Whereas, The Merger Agreement between IAHA and the Arabian Horse Registry of America will be in conflict if this
33 resolution is adopted until it is ratified by the Purebred Arabian Trust, and

34 Whereas, The AHA Bylaws Article XVI state: *“These Bylaws may be amended by passage of a resolution at the*
35 *Annual Convention, in accordance with Article VI. Notwithstanding the foregoing, any provision in these*
36 *Bylaws relating to a power of the Trustees can be amended only by a three-quarters vote of the Trustees*
37 *and specifically cannot be amended by Arabian Horse Association's Voting Delegates, Executive*
38 *Committee, Board of Directors or otherwise without the consent of the Trustees.”*, and

39 Whereas, In accordance with Article XVI of the Association current Bylaws, The Purebred Arabian Trust has
40 consented to the reduction of Purebred Arabian Trust representation on the AHA Board of Directors as
41 defined in Article VIII. DIRECTORS, Section 2, Paragraph D. of the AHA Bylaws; Therefore, Be It

42 Resolved, That AHA Bylaws Article IV. STRUCTURE, Section 1. Regions, Paragraph C. “Regional Director Duties” be
43 amended by adding a new subparagraph (v) as follows:

44 **(v) Each Regional Director as defined in Article IV. STRUCTURE, Section 1. Regions, shall be a member**
45 **of the Regional Council pursuant to Paragraph F. of this section.** And, Be It Further

46 Resolved, That AHA Bylaws Article IV. STRUCTURE, Section 1. Regions be amended by adding a new Paragraph F. as
47 follows:

48 **Paragraph F. The Regional Council**

49 **(i) The eighteen Regional Directors shall serve as The Regional Council.**

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51 **(ii) The Regional Council (at its first meeting to be held after the Annual Convention) shall elect a**
52 **Presiding Officer and Secretary to serve until a successor is elected. Any vacancy occurring shall be**
53 **filled at the next meeting of the Regional Council.**

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55 **(iii) The Regional Council shall meet after the Annual Convention for the purpose of electing three (3)**
56 **members of the Council to serve as Directors on the Association’s Board of Directors. The Secretary**
57 **of the Regional Council, shall certify the names of each of the Regional Directors elected to serve, to**
58 **the President of the Association.** and, Be It Further

59 Resolved, That AHA Bylaws Article V. Corporate Powers, Section 2. Powers of the Annual Convention, Paragraph B.
60 Other Powers be amended by inserting a new subparagraph (i) and sub-subparagraph (a) and adding a
61 new subparagraph (ii) as follows:

62 Paragraph B. Other Powers.

63 The Annual Convention may, by resolution, take any other action not inconsistent with law, with the Articles of
64 Incorporation, the Bylaws, or the Merger Agreement. Notwithstanding the foregoing, the Annual Convention
65 shall have no power to approve or amend Arabian Horse Association's budget or take any action regarding the
66 rules, policies, practices, and procedures applied to the Arabian Horse Registry or the Half-Arabian/Anglo-
67 Arabian Horse Registries.

68 *(i) The Board of Directors may amend or replace a resolution previously adopted by the Delegates at an*
69 *Annual Convention by adopting an Amendatory Resolution that shall take effect on the thirtieth (30th) day*
70 *following its adoption unless prior to that date the Secretary of the Association has received either:*

71 *(a) a written certification from the Presiding Officer of the Regional Council that at a meeting (held in-*
72 *person or by electronic means) of the Regional Council with no fewer than a majority of all members*
73 *of the Regional Council who cast a vote to disapprove the Amendatory Resolution; or*

74 *(ii) An objection to the Amendatory Resolution that is signed by no fewer than a majority of all*
75 *members of the Regional Council is filed with the Secretary of the Association. The use of a digital*
76 *signing method being an acceptable method. and, Be It Further*

77 Resolved, That AHA Bylaws Article V. Corporate Powers, Section 3. Powers of the Board of Directors, Paragraph A.
78 Annual Budget and Authority be amended by inserting as follows:

79 **Section 3. Powers of the Board of Directors**

80 Paragraph A. Annual Budget and Authority.

81 *(i) The Board of Directors shall have final authority to approve the annual operating budget and shall have all*
82 *power to take any action not inconsistent with law, with the Articles of Incorporation, the Bylaws, the Merger*
83 *Agreement, with any duly enacted resolution of the Annual Convention **except as provided in subparagraph***
84 ***(ii) below.** Notwithstanding the foregoing, the Board of Directors shall have no power to take any action*
85 *regarding the rules, policies, practices, and procedures applied to the Arabian Horse Registry or the Half-*
86 *Arabian/Anglo-Arabian Horse Registry.*

87 *(ii) Immediately upon adoption by the Board of an Amendatory Resolution as defined in Section 2., Paragraph*
88 *B above, that amends or replaces a resolution previously adopted by the Delegates at an Annual*
89 *Convention, the Secretary of the Association shall furnish each member of the Regional Council by US mail,*
90 *postage prepaid, by email or by personal service,*

91 *(a) a copy of the Amendatory Resolution adopted by the Board;*

92 *(b) a statement from the Board explaining why the Amendatory Resolution is necessary and in the best*
93 *interests of the Association;*

94 *(c) a statement whether each member of the Board elected by the Regional Council voted in favor of, or*
95 *voted against, or abstained from voting on the adoption of the Amendatory Resolution; and*

96 *(d) the date upon which the Amendatory Resolution will become effective if adopted by the Regional*
97 *Council pursuant to Section 2., Paragraph B., (i) (a) or (ii.) above, and Be It Further*

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99 Resolved, That AHA Bylaws Article VI. ANNUAL CONVENTION, Section 4. Voting, be amended by inserting new Paragraphs
100 F, G, and by adding a new Paragraph H. as follows:

101 **Paragraph F. President, Vice President and Three (3) Directors to be elected by the Membership at large.**

102 *The Secretary shall arrange for an election to be held electronically no sooner than thirty (30) nor later than*
103 *forty-five (45) days following receipt of the list of nominees. If there are no more than two nominees for the*
104 *offices of the President, and the Vice President and for the three (3) Directors, they shall be elected by the*
105 *majority vote of the Membership at Large at an Annual Convention including electronic vote, beginning no later*
106 *than twenty-one (21) days prior to, and concluding on the second to the last day of, an Annual Convention.*

107 **Paragraph G. Eligibility to Vote.**

108 *Only persons who are adult or life members in good standing of the Association on June 30 of the year in which*
109 *an Annual Convention is held shall be entitled to vote for the election of a President and Vice President and the*
110 *election of Directors.*

111 **Paragraph H. Nomination and Election of Three Directors.**

112 **Upon receipt from the Nominating Committee of the names of nominees for election to the Board. the Secretary**
113 **shall distribute to the Membership at Large for each nominee his or her qualifications and biographical**
114 **information as detailed on the standard biographical information form., and Be It Further**

115 Resolved, That AHA Bylaws Article VIII. Directors, Section 1. Qualifications be amended by striking out and inserting as
116 follows:

117 **Section 1. Enumeration**

118 The Board of Directors shall consist of twenty nine (29) persons selected in accordance with this Article. Each
119 Director shall, at all times during his or her continuance in office, be an Adult or Life Member in good standing as
120 determined pursuant to Article III, Section 1. Each elected member of the Board of Directors shall be an Adult or
121 Life Member. Each appointed member of the Board of Directors shall be an Adult or Life Member.

122 **The Board of Directors of the Arabian Horse Association shall consist of no more than fourteen (14) persons**
123 **comprised as follows:**

124 **(i) An Executive Committee numbering seven (7) composed of a President and a Vice President, each elected**
125 **by the membership at large at an Annual Convention; a Treasurer and a Secretary each appointed by the**
126 **Board; the immediate past President of the Association; and two directors appointed to the Executive**
127 **Committee by the Purebred Arabian Trust; and**

128 **(ii) Seven (7) additional Board members selected as follows: (a) three (3) Directors nominated by the**
129 **Nominating Committee and elected by the Membership at Large of the Association at an Annual**
130 **Convention; (b) three (3) Directors elected by the Regional Council and (c) one (1) Director appointed by the**
131 **Purebred Arabian Trust.**

132 **(iii) The President, the Vice President and those Directors elected by the Membership at Large (excepting only**
133 **the Officers and Directors appointed by the Purebred Arabian Trust who serve at the pleasure of the Trust),**
134 **shall be elected and serve for a term of three (3) years.**

135 **(iv) Terms of Office**

136 **Excepting the Director and the two (2) At-Large Vice-Presidents appointed by the Purebred Arabian Trust**
137 **who serve at the pleasure of the Trust, and excepting the succession of a Vice President to the office of**
138 **President, the Secretary, the Treasurer elected by the Board of Directors and the Directors elected by the**
139 **Membership at Large shall be limited to two (2) consecutive three (3) year terms of office; and may not**
140 **again be elected as an Officer or Director until one (1) year following the expiration of their second term of**
141 **office. The three (3) Directors elected by the Regional Council shall serve a two (2) year term for a continuous**
142 **period not in excess of two (2) consecutive terms (four years total). An immediate past President may serve**
143 **as a Director until their successor is elected.**

144 **(v) Vacancies. In the event an office becomes vacant by reason of resignation or otherwise, the Board of**
145 **Directors shall elect a successor to fill the unexpired term of an office appointed by the Board or elected by**
146 **the Membership at Large at an Annual Convention; The Regional Council shall elect a successor to a director**
147 **elected by it; and the Purebred Arabian Trust shall select a successor to an office appointed by it.**

148 **(vi) Removal for Cause. The Board of Directors may remove a Director for cause upon the affirmative vote of**
149 **two-thirds (2/3) of the Directors. Removal "for cause" may be determined by the Board of Directors when**
150 **the Director has engaged in inappropriate conduct including, but not limited to, theft, dishonesty, or moral**
151 **turpitude.**

152 **(vii) Each elected member of the Board of Directors shall be an Adult or Life Member. Each appointed member**
153 **of the Board of Directors shall be an Adult or Life Member. and, Be It Further**

154 Resolved, That AHA Bylaws Article VIII. Directors be amended by striking out and renumbering/re-lettering as
155 follows

156 ~~Section 2. Enumeration~~

157 ~~The Board of Directors shall consist of the following persons:~~

158 ~~Paragraph a. Past President~~

159 ~~The Immediate Past President.~~

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~~Paragraph b. Officers~~

~~Each person elected or appointed as an officer pursuant to Article IX hereof, shall serve for the period for which so selected, and until the selection of his or her successor to such office.~~

~~Paragraph c. Regional Directors~~

~~A Director from each of the Regions as defined in Article IV, Section 1.~~

~~Paragraph d. At Large Directors~~

~~There shall be four (4) At Large Directors initially selected by the AHRA prior to the Merger with and into Arabian Horse Association, two (2) of whom will serve for a one (1) year term and two (2) of whom will serve for a two (2) year term. Thereafter, two (2) of the four (4) At Large Directors shall be selected by the Trustees each year at the time of the Annual Convention. Each At Large Director shall represent the interest of purebred Arabian Horses and seek to aid, promote and foster the preservation and use of the purebred Arabian Horses and the Arabian breed and to engage in all activities and undertakings incidental to or designed to further promote these objectives.~~

~~Section 3. Selection of Regional and At Large Directors~~

~~Paragraph a.~~

~~The selection of the Regional Directors will be pursuant to Article IV, Section 1, Paragraph a (ii). (Res. 8-14)~~

~~Paragraph b.~~

~~Election or appointment of Directors shall be completed no later than thirty (30) days before the opening day of the Annual Convention held during the calendar year of the election. (Res. 3-05)~~

~~Section 4. Regional and At Large Directors Term and Limitation~~

~~Paragraph a.~~

~~Each Regional and At Large Director's term of office shall be approximately two (2) years, beginning at the close of the Annual Convention following his or her election or appointment, as appropriate, and lasting until his or her successor is selected and takes office at the close of the Annual Convention following the successor's selection.~~

~~Paragraph b.~~

~~No person shall be eligible to hold the office of Regional or At Large Director for a continuous period in excess of two (2) consecutive terms (four years). (Res. 8-14) The foregoing limitation shall not preclude a person appointed to a term of one year or less by the Trustees or any Director elected to serve the remainder of an unexpired term and thereafter being elected and re-elected to serve two (2) consecutive two-year terms.~~

~~Section 5. Regional and At Large Directors Vacancies~~

~~If the Regional Director position becomes vacant, the Regional Vice Chair shall become the Regional Director and serve out the remainder of the Regional Director's term. If the Regional Vice Chair position becomes vacant the Regional Board of Delegates shall elect a new Vice Chair. Any At Large Director vacancy shall be filled by the Trustees.~~

~~Section 6 2. Meetings~~

~~Paragraph A. Annual Meeting.~~

~~There shall be an annual meeting of the Board of Directors at the Annual Convention. Except as otherwise provided by law, written notice of any meeting of the Board of Directors (i) shall be given in writing to each Director and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given by mail must be given to the last address, telecopy number or electronic mail address of the Director shown on Arabian Horse Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized, and (ii) shall state the date, place and hour of the meeting and the purpose or purposes for which the meeting is called.~~

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Paragraph B. Special Meetings.

Special meetings of the Board may be held at any time and place on the call of the President or of a majority of the Board, in either case upon ten (10) days' notice by first-class prepaid mail, or five (5) days' notice delivered personally or by telephone or electronic mail. Such notice shall state the time and place of the meeting and shall be deemed given at the time when personally delivered, deposited in the mail, sent by electronic mail or orally transmitted to recipient via telephone.

Paragraph C. Quorum.

At any meeting of the Board, the presence of a majority of Directors shall constitute a quorum to transact business.

~~Paragraph D. Regional Vice-Chair and At-Large Director Alternates.~~ **Participation in Meetings by Conference Telephone.**

~~Elected Regional Vice-Chairs and alternate At-Large Directors appointed by the Trustees may attend any open meeting of Arabian Horse Association's Board of Directors when the Regional Director is present. Regional Vice-Chairs and alternate At-Large Directors shall be entitled to attend any Board of Directors meeting and vote and shall count in determining a quorum of the Board of Directors if, and only if, the Regional Director or At-Large Director is absent.~~

Directors may participate in any regular or special meeting of the Board through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at such meeting.

Paragraph F E. Voting by Mail or Electronic Communication. (Res. 1-09)

- ~~1. The Board of Directors may take action, without a meeting, by mail, e-mail, fax, or similar communication when:~~
 - ~~A notice stating the action to be taken and the time by which a Director must respond is transmitted by mail, e-mail or fax or similar communication to each member of the Board, and, each member of the Board, by the time stated in the notice:~~
 - ~~(a) Votes in writing for such action; or~~
 - ~~(b) (1) Votes in writing against such action, or abstains in writing from voting, or fails to respond, or vote; and~~
 - ~~(2) Fails to demand that action not be taken without a meeting. The response required herein must be by mail, e-mail or fax, and, shall include the director's signature.~~
- ~~2. The notice required by subsection 1 of paragraph f shall state:~~
 - ~~(a) The action to be taken; and~~
 - ~~(b) The time by which a Director must respond; and~~
 - ~~(c) That failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing, by the time stated in the notice, that action not be taken without a meeting; and~~
 - ~~(d) Any other matters the Arabian Horse Association determines to include.~~
- 1. The Board of Directors may take action, without a meeting, by mail, e-mail, fax, or similar communication when a notice stating the action to be taken and the time by which a Director must respond is transmitted by mail, e-mail or fax or similar communication to each member of the Board, and, a majority of the members of the Board, by the time stated in the notice, vote in favor of the action proposed to be taken.**
- 2. The notice required by subsection 1 of paragraph f shall state:**
 - (a) The action to be taken; and**
 - (b) The reason the action must be taken without a meeting; and**
 - (c) The time by which a Director must respond; and**
- ~~3. The number of affirmative votes for such action meets or exceeds the number that would be necessary to take such action at a meeting at which all Directors were present and voting.~~
- 34. All signed written instruments necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the Board of Directors.**

256 Paragraph ~~G~~ **F**. Emergency Provision (Res. 2-20) (Res. 1-22)

257 (i) In the event of a cancellation of an In-Person Annual Convention by the Executive Committee
258 pursuant to Article VI, Section 1. b., and in the absence of a Virtual Convention, the Board of Directors
259 will elect the Officers of the Arabian Horse Association (if the election of Officers is scheduled for the
260 cancelled Convention) utilizing the Nominating Committee’s slate of officers that was to have been
261 provided to the Delegates at the canceled In-Person Annual Convention. The election shall be
262 conducted by written ballot, or by mail, or by electronic means, as determined by the Board of
263 Directors.

264 (ii) In the event of a cancellation of an In-Person Annual Convention by the Executive Committee
265 pursuant to Article VI, Section 1. b., and in the absence of a Virtual Convention, the Board of Directors
266 will nominate and elect the Annual Convention elected committee members. The method of election
267 shall be determined by the Board of Directors. The staff of the Arabian Horse Association shall
268 provide a list of the committee positions that were to have been elected at the cancelled In-Person
269 Annual Convention., and Be It Further

270 Resolved, That AHA Bylaws Article IX. Officers, Section 2. Election, Paragraph A. be amended by striking out and
271 inserting as follows:

272 Paragraph A. **Elections and appointments**

273 The President shall be elected by ballot for a two (2) year term. The President will be eligible for a
274 maximum of two (2) consecutive terms excluding any period of time completing the term of a
275 predecessor. The two (2) At Large Vice Presidents shall be appointed by the Trustees each for a term of
276 one (1) year. All other Officers shall be elected by the Voting Delegates for a term of two (2) years to
277 coincide with the election of the President (Res. 6-14) All Officers shall serve until their successors are
278 elected (or appointed by the Trustees in the case of At Large Vice Presidents) and take office at the close
279 of the Annual Convention following the successor's election or appointment. All elections shall be
280 conducted by a written or electronic ballot; except, that in the event but one person is nominated for an
281 office, that person will be declared elected by the chair. (Res. 1-20)

282 (i) **The President and Vice President shall be elected by majority vote of the Membership at Large**
283 **at an Annual Convention for a period of three (3) years until adjournment of the third Annual**
284 **Convention following his or her election.**

285 (ii) **The two (2) At-Large Vice Presidents shall be appointed by and serve at the pleasure of the**
286 **Trustees.**

287 (iii) **All other Officers shall be elected for a term of approximately three (3) years, shall take office**
288 **upon adjournment of the annual Convention at which they (or their predecessor in case of a**
289 **replacement officer) were appointed, and shall serve until their successors are elected (or**
290 **appointed by the Trustees in the case of At-Large Vice Presidents).**

291 (iv) **All elections shall be conducted by a written or electronic ballot; except, that in the event but**
292 **one person is nominated for an office, that person will be declared elected by the chair., and be**
293 **it further**

294 Resolved, That AHA Bylaws Article IX. Officers, Section 2. Election, Paragraph B. be amended by striking out and
295 inserting as follows:

296 Paragraph B. **No Run-Off Elections**

297 In the event there are three or more candidates for any office, and no candidate receives a majority of the
298 votes cast, there shall be a run-off between the two candidates receiving the largest number of votes.
299 **In the event there are three or more candidates for any office, and no candidate receives a majority of**
300 **the votes cast, the candidate receiving the plurality vote shall be elected.** And, Be It Further

301 Resolved, That AHA Bylaws Article XI, Committees and Commissions, Section 2. Nominating Committee, Paragraph
302 B., (i) be amended by striking out and inserting as follows:

303 Paragraph B.

304 The members of the Nominating Committee shall be selected as follows: (Res. 1-08)

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308 (i) Each ~~Director of Arabian Horse Association~~ **member of the Regional Council** may place in nomination
309 the name of one nominee to be considered by the Delegates for a position on the Nominating
310 Committee., and Be It Further

311 Resolved, That AHA Bylaws Article XI, Committees and Commissions, Section 2. Nominating Committee, Paragraph
312 C., (i) be amended by striking out and inserting as follows:

313 Paragraph C.

314 The Nominating Committee shall primarily serve as a ~~credentialing~~ **qualifications** committee. At such
315 time, any Adult or Life Member in good standing may nominate him/herself as a candidate for any of
316 Arabian Horse Association Offices other than the two At-Large Vice President positions. It shall be the
317 duty of the Nominating Committee: (Res. 1-08)

318 (i) ~~To develop a standard form to detail the relevant biographical information of each nominee and~~
319 ~~require each nominee to submit the standard biographical information form to the Nominating~~
320 ~~Committee at least ninety (90) days prior to the elections at the Annual Convention,~~
321 **To require each nominee to complete a Candidate Questionnaire promulgated by the Nominating**
322 **Committee addressing, among other matters, the candidate’s experience, knowledge and expertise**
323 **in financial matters, organizational skills, communication skills, and history of involvement and**
324 **activities with the Association, and to submit the same to the Nominating Committee at least**
325 **ninety (90) days prior to the elections at the Annual Convention; and to require each nominee to be**
326 **available for interview by the Nominating Committee in person or electronically, and be it further**

327 Resolved, That AHA Bylaws Article XI, Committees and Commissions, Section 2. Nominating Committee, Paragraph
328 C. be amended by adding a new subparagraph (v) as follows:

329 **(v) The Nominating Committee shall cause the Arabian Horse Association to distribute at least thirty**
330 **(30) days prior to election for each Officer and Director to be elected by the Membership at Large at**
331 **an Annual Convention his or her biographical information as detailed on a standard biographical**
332 **information form to be promulgated by the Committee. and, Be It Further**

333 Resolved, That the following provisos will be used but the words will not be in the Bylaws:

334 1. **To facilitate continuity necessary and beneficial to the Board’s functions, only a portion of the elected**
335 **Board members should stand for election or appointment at any Annual Convention. There is,**
336 **therefore, hereby created Class A Directorships, Class B Directorships and Class C Directorships for the**
337 **Directors elected by majority vote of the Membership at Large at an Annual Convention and separate**
338 **Class A, B and C Directorships for the Directors elected by the Regional Council.**

339 2. **Class A Directors to be elected by majority vote of the membership at Large at an Annual Convention**
340 **shall be elected for an initial term of three (3) years; the Class B Directors, for an initial term of two (2)**
341 **years; and Class C Directors, for an initial term of one (1) year. At Annual Conventions thereafter all**
342 **Classes of Directors shall be elected to three (3) year terms.**

343 3. **Excluding the President, Vice President and the three Directors appointed by the Purebred Arabian**
344 **Trust, the initial Class A Directors to be elected by majority vote of the membership at Large at an**
345 **Annual Convention shall be the first name on an alphabetized list of the last names of the Directors**
346 **elected by the Membership at Large at an Annual Convention; the initial Class B Director shall be the**
347 **next name; and the Class C Director shall be the last name on that alphabetized list. Thereafter all**
348 **Directors to be elected by majority vote of the membership at Large at an Annual Convention shall**
349 **have a three-year term. A successor director shall have the same classification as the director whom**
350 **he or she succeeds regardless of alphabetizing.**

351 4. **The Regional Council shall designate which Directorship Class is applicable to the Directors it elects.**
352 **The Class A, B and C Directorships shall have initial terms of three (3), two (2) and one (1) year**
353 **respectively. Thereafter all Directors elected by the Regional Council shall have three-year terms. A**
354 **successor director shall have the same classification as the director whom he or she succeeds regardless**
355 **of alphabetizing.**

356 5. **Only persons who are adult or life members in good standing of the Association on June 30 of the year**
357 **in which an Annual Convention is held shall be entitled to vote for the election of a President and Vice**

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358 *President and the election of Directors; provided, such persons may nonetheless vote for the election*
359 *of the three Directors that occurs in the year following adoption of this Resolution.*

360 **6. The Secretary and Treasurer elected at the Annual Convention adopting this Resolution shall serve until**
361 **their successors are chosen by the fully constituted Board of Directors provided for by this Resolution.**

362 **7. The first nominees to be elected by the membership shall submit the relevant information no**
363 **later than January 7th of the year immediately following the effective date of this Resolution,**
364 **and the Nominating Committee shall publish its list of nominees no later than January 15th of**
365 **that year.**

366 **8. The Secretary of the Association shall prepare a single document that incorporates all of the additions**
367 **and eliminations from the current Bylaws and the Bylaws Committee shall certify the same to be a true**
368 **and correct copy of the Bylaws as amended. and, Be It Further**

369 Resolved, That the following proviso will be necessary for the Resolution to become effective, the Purebred Arabian
370 Trust must provide written consent within 30 days after the AHA Convention concludes.

371
372 Effective: December 31, 2025 if written consent is received

373
374 (If a Standard resolution, the effective date will be December 31 of the year after the Convention)
375

376 RESOLUTION TYPE (REQUIRED): Standard Extraordinary _____ "If indicated as "Extraordinary", the
377 proponent must list reasons which establish Chapter 9, RULE 101.3.a. has been met)

378
379 Fundamental Resolution that changes the governance of AHA impacting all areas of the organization. Impacts the future
380 well-being of the organization and organizations within AHA, including financially.
381

382 PROPONENTS FINANCIAL IMPACT (REQUIRED): Refer to Chapter 9, RULE 102.6. & 102.7 for financial requirements

383
384 Election cost of \$19,000 per election as quoted by American Arbitration Association. Some offsets from reduced meeting
385 costs with smaller Board of Directors
386

387 AHA IMPACT STATEMENT: *(To be completed by AHA Staff)*

388
389 Contact Person:
390

391 SUBMITTED BY: Region 12 Region Number: 12

392 Member Organization Committee Commission Board Region *(check one)*

393 Who voted: Members Board Delegates *(check voting body)*

394 Total Number Eligible to Vote: 33 Number of Yes votes: 23 Number of No votes: 0

395 How vote was taken: mail email/other electronic means phone meeting *(check one) (Must have Quorum*
396 *with majority of yes votes)*

397 Where documentation of this vote is recorded: With Laurie Salmi, Region 12 Director *(Must have printed documentation*
398 *on file)*

399 Date vote taken: June 25, 2024

400 Contact Person: Peter Conway *(Has authority to amend, combine or withdraw)*

401 Phone: (352-234-7988 Email: peter@conwayarabians.com