

RESOLUTION 2 - 20

SUBJECT: Emergency Provisions - Amend Articles V, VI and VIII – Bylaws (2/3rds vote) Amendment 1 - Blue

(EXTRAORDINARY)

Refer to Chapter 9, Rule 101 for submission requirements

Committee Action:

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

Agenda & Resolutions Committee	O		
Annual Convention Planning Committee	1		
Board of Directors	1		
Budget & Finance Committee	1		
Bylaws Committee	1		
Credentials Supervisory Panel	O		
Membership Committee	1		

CONVENTION ACTION:

_____ Approved _____ Approved with Modification _____ Disapproved

_____ Withdrawn _____ Referred to Committee _____

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

RESOLUTION: Use *bold/italic* for new wording, ~~strike through~~ to indicate deletion

Whereas, The Arabian Horse Association is obligated to have an Annual Convention pursuant to Article VI Section 1 of the Bylaws which states, “The Annual Convention of Arabian Horse Association shall be held annually at such time and place as shall be determined by a previous Annual Convention.”, and

Whereas, The Arabian Horse Association Bylaws have no provisions for postponing or canceling the Annual Convention in the event of a national or local crisis such as war, natural disasters, pandemics or other national or local emergencies that may be declared, and

Whereas, Currently the COVID-19 pandemic has been declared a national emergency by the Federal, State and local governments, and

Whereas, The 2020 AHA Convention to be held in Reno, Nevada was/is subject to the cancellation policies of the facility, and

Whereas, There are currently no powers in the Executive Committee to contend with the potential need to postpone or cancel the Annual Convention in the case of a crisis, as the powers of the Executive Committee contained in Article V Corporate Powers, Section 3, Paragraph d. currently read as follows:

Paragraph d. Executive Committee:

The Executive Committee shall be comprised of the President, a Vice President, two (2) At-Large Vice Presidents, Secretary, Treasurer and the Immediate Past President. The Executive Committee is empowered between meetings of the Board of Directors to handle all matters as enumerated in the Arabian Horse Association’s “Policies to Govern the Business Operations of AHA”. The limitations that the Board of Directors places on the authority of the Executive Committee are to be set forth in the policy directives approved by the Board of Directors as same may be modified from time-to-time by the Board of Directors. (Res. 5-14), and

Whereas, There are currently no provisions in the Bylaws to address the potential need to postpone or cancel the Annual Convention in the case of a crisis as Article VI, Section 1 “Time and Place”, currently reads as follows:

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Section 1. Time and Place
The Annual Convention of Arabian Horse Association shall be held annually as such time and place as shall be determined by a previous Annual Convention, and

Whereas, There are currently no provisions in the Bylaws to address the election of the Officers of the Arabian Horse Association and the committee members elected by the Annual Convention in the event that the Annual Convention is postponed or canceled in the case of a crisis, and

Whereas, In the opinion of the proponent, the Arabian Horse Association is in need of a mechanism to contend with a potential need to postpone or cancel the Annual Convention in the event of a crisis, and the effects of the cancellation thereof, Therefore Be It

Resolved, That Bylaws Article V. Corporate Powers, Section 3. Powers of the Board of Directors, Paragraph d. "Executive Committee" be amended by inserting new sub-paragraph headings and a new sub-paragraph as follows:

Paragraph d. Executive Committee

- (i.) Enumeration:** The Executive Committee shall be comprised of the President, a Vice President, two (2) At-Large Vice Presidents, Secretary, Treasurer and the Immediate Past President.
- (ii.) Powers:** The Executive Committee is empowered between meetings of the Board of Directors to handle all matters as enumerated in the Arabian Horse Association's "Policies to Govern the Business Operations of AHA".
- (iii.) Limitations:** The limitations that the Board of Directors places on the authority of the Executive Committee are to be set forth in the policy directives approved by the Board of Directors as same may be modified from time-to-time by the Board of Directors. (Res. 5-14)
- (iv.) Emergency Provisions:** *The Executive Committee will have the authority to postpone or cancel an Annual Convention pursuant to Article VI, Section 1, Paragraph b, subject to those limitations provided in Article VIII Section 6. Paragraph g, sub-paragraphs i) and ii), and* Be It Further

Resolved, That Bylaws Article VI, Section 1 be amended by inserting a new paragraph heading and a new paragraph (b) as follows:

Section 1.

- (a)** Time and Place: The Annual Convention of Arabian Horse Association shall be held annually as such time and place as shall be determined by a previous Annual Convention.
- (b) Emergency Provision.** *If circumstances arise such as a national or local crisis for example war, natural disaster, pandemic or other national or local emergency that prevent the holding of the Annual Convention, the Executive Committee, voting at a meeting, by mail, by electronic communications or by telephone, is authorized to cancel or postpone the Annual Convention, and ~~conduct the necessary business to take such action necessary to effect the cancellation or postponement.~~ In the event of the cancellation of the Annual Convention, the election of the Officers of the Arabian Horse Association (if scheduled for the canceled Convention) and the election of the Annual Convention elected committee members will be as provided by a method deemed appropriate by the Board of Directors. See Article VIII Directors, Paragraph g., Emergency Provision, sub-paragraphs (i) and (ii), and* Be It Further

Resolved, That a new subparagraph "g." be added to Article VIII, Directors, Section 6. Meetings to read as follows:

Paragraph g. Emergency Provision

- (i)** *In the event of a cancellation of the Annual Convention by the Executive Committee pursuant to Article VI, Section 1. b., the Board of Directors will elect the Officers of the Arabian Horse Association (if the election of Officers is scheduled for the cancelled Convention) utilizing the Nominating Committee's slate of officers that was to have been provided to the Delegates at the canceled Annual Convention. The election shall be conducted by written ballot, or by mail, or by electronic means, as determined by the Board of Directors.*
- (ii)** *In the event of a cancellation of the Annual Convention by the Executive Committee pursuant to Article VI, Section 1. b., the Board of Directors will nominate and elect the Annual Convention elected committee members. The method of election shall be determined the Board*

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of Directors. The staff of the Arabian Horse Association shall provide a list of the committee positions that were to have been elected at the cancelled Annual Convention.

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Effective: December 31, 2020

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

RESOLUTION TYPE (**REQUIRED**): Standard _____ Extraordinary X _____ “If indicated as “Extraordinary”, the proponent must list reasons which establish Chapter 9, Rule 101.2 has been met)

The current international COVID-19 pandemic is the largest pandemic to have occurred in the last 100 years. Federal, State and Local governments have, at times, imposed strict limitations upon the travel and gathering of individuals. An attempt to hold an Annual Convention during such limitations is not in the health and safety of the members, and may directly affect the financial wellbeing of AHA. This Resolution needs to be effective December 31, 2020, in order to have procedures in place to contend with any potential crisis requiring the cancellation of the 2021 Annual Convention or any Convention thereafter.

PROPOSERS FINANCIAL IMPACT (**REQUIRED**): Refer to Chapter 9, Rule 101.3.e. for financial requirements

Allows cancellation and may directly affect the financial well-being of AHA.

AHA IMPACT STATEMENT:

Contact Person:

SUBMITTED BY: Bylaws Committee

Region Number:

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

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

Total Number Eligible to Vote: 9 Number of Yes votes: 6 Number of No votes: 0

How vote was taken: mail email phone meeting (*check one*) (*Must have Quorum with majority of yes votes*)

Where documentation of this vote is recorded: At the AHA office (*Must have printed documentation on file*)

Date vote taken: July 21-24, 2020

Contact Person: Charles Bass, Chair (*Has authority to amend, combine or withdraw*)

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