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2 **SUBJECT: EVP Duties & Responsibilities (Bylaws 2/3 Vote)**

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4 *(This section to be completed by the Agenda and Resolutions Committee.)*

5 Committees required to review:

Committee Action:

Approve                      Disapprove

6  
Board of Directors  
Bylaws Committee  
Governance Committee

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7  
8 **CONVENTION ACTION:**

9  
10 \_\_\_\_\_ Approved                      \_\_\_\_\_ Approved with Modification                      \_\_\_\_\_ Disapproved  
11  
12 \_\_\_\_\_ Withdrawn                      \_\_\_\_\_ Referred to Committee \_\_\_\_\_  
13

14 **RESOLUTION:**  
15 *(Refer to Article 901 for submission requirements.)*

- 16
- 17 Whereas,                      The existing Bylaws provide that the Executive Vice President shall perform such duties as are
- 18                                      assigned to him or her by the President, the Executive Committee and the Board of Directors; and
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- 20 Whereas,                      The Governance Committee and consultants have recommended that there be one clear line of
- 21                                      accountability, authority and direction for the Executive Vice President; and
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- 23 Whereas,                      The Governance Committee and consultants have recommended that the Executive Vice President
- 24                                      shall perform such duties as are assigned to the Executive Vice President by the President; and
- 25
- 26 Whereas,                      The President has the authority and ability to convey the directives of the Executive Committee or the
- 27                                      Board of Directors to the Executive Vice President; and
- 28
- 29 Whereas,                      The Executive Vice President’s duties and responsibility are limited by the Articles of Incorporation,
- 30                                      the Bylaws, the Merger Agreement and by action of the delegates at the Annual Convention;
- 31                                      Therefore, Be It

32  
33 Resolved.                      That the AHA Bylaws Article IV, Section 5 be amended as follows:

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35                      “Section 5 Duties of the Executive Vice President  
36                      The Executive Vice President shall perform such duties as are assigned to **the Executive Vice**  
37                      **President** by the President **not inconsistent with law, the Articles of Incorporation, the Bylaws, the**  
38                      **Merger Agreement, or with any other duly enacted resolution of the Annual Convention.** The  
39                      Executive Vice President shall also make recommendations for approval by the Trustees relating to the  
40                      staff providing (i) market development and promotion services, (ii) purebred registration services, and  
41                      (iii) racing services. To the extent that such recommendations affect the staff who would perform the  
42                      foregoing services as they relate to purebred horses, the Executive Vice President shall obtain the  
43                      approval of the Trustees before implementing such recommendations, which approval shall not be  
44                      unreasonably withheld. In determining the responsibilities of withholding such approval, among other  
45                      things, the Trustees may consider the effect of the recommendations on the quality, information, speed  
46                      and integrity of the market development services, registry services, and services relating to the Arabian  
47                      Jockey Club as such services were carried out by AHRA prior to the Merger. All employees shall be  
48                      subject to the personnel policies and procedures applied uniformly to employees or classifications of  
49                      employees of Arabian Horse Association and subject to discipline, including discharge, should they  
50                      fail to conduct themselves in accordance with such policies and procedures as the same may be  
51                      modified from time to time.”

52  
53 Effective:                      Immediately

