

1
2 **SUBJECT: Election of At-Large Directors (Bylaws 2/3 Vote)**

3
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12 _____ Withdrawn _____ Referred to Committee _____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 current Bylaws state that the At-Large Directors are appointed by the 8 Trustees of the Purebred Arabian Trust (PAT); and

18
19
20 Whereas, This rule was incorporated into the originally-accepted Merger Agreement; and

21
22 Whereas, It is the position of the sponsoring club, the At-Large Directors have been useful in bringing the old AHRA (now PAT) together with IAHA (now AHA) in a smooth transition to one new organization; and

23
24
25
26 Whereas, Now that we are one organization it is time to move forward; and

27
28 Whereas, It is the position of the sponsoring club, the next step is to have the At- Large Directors be elected by the general membership of AHA; and

29
30
31 Whereas, It was understood at the time of the delegates’ acceptance of said Merger Agreement that changes would have to be made from time to time to better facilitate the original Merger Agreement and to accommodate the changing times; Therefore, Be It

32
33
34
35
36 Resolved. Article VII. Directors.; Section 1.; Qualifications; be changed to read:

37
38 “The Board of Directors shall consist of twenty-nine (29) persons elected in accordance with this Article. Each Director or At-Large Director shall, at all times during his or her continuance in office, be an Affiliate, Direct or Life Member in good standing as determined pursuant to Article III, Section 2.” Each elected member of the Board of Directors shall be an Affiliate or Life Member. Each elected at-large member of the Board of Directors shall be an Affiliate, Direct or Life Member”; and, Be It Further

39
40
41
42
43
44
45 Resolved. Article VII. Directors; Section 2. Enumeration; Paragraph d. At-Large Directors be changed to read:

46
47 “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-year term and two (2) of whom will serve for a two (2) year term. Thereafter, beginning with the 2005 AHA Convention, as these appointed terms expire, two (2) of the four (4) At-Large Directors shall be elected by the membership (defined as any AHA Affiliate, Life or Direct Member who is in good standing each year at the time of the Annual Convention). Each At-Large-Director shall represent the AHA membership as a whole and be answerable to same.; and, Be It Further

54
55 Resolved. Article VII. Directors; Section 4. Regional and At-Large Directors Term and Limitation.; Paragraph b.
56 be changed to read:

57
58 “No person shall be eligible to hold the office of Director or At-Large Director for a continuous period
59 in excess of two (2) consecutive terms (four years). The foregoing limitation shall not preclude any
60 Director or At-Large Director elected to serve the remainder of an unexpired term and thereafter being
61 elected and re-elected to serve two (2) consecutive two-year terms; and, Be It Further

62
63 Resolved. Article VII. Directors.; Section 5. Regional and At-Large-Directors Vacancies.; last sentence “Any
64 At-Large Director vacancy shall be filled by the candidate receiving the next-highest vote count in the
65 election at the Annual Convention at which the vacating At-Large Director was elected.. If there is no
66 candidate available from that election, the position will remain vacant until the next Annual
67 Convention.”; and, Be It Further

68
69 Resolved. Article IX. Committees and Commissions; Section 3. Nominating Committee. Add Paragraph e.
70
71 e. Beginning with the elections occurring at the Annual Convention in 2005, the Nominating
72 Committee shall primarily serve as a credentialing committee. At such time, any Affiliate, Life or
73 Direct Member who is in good standing may nominate themselves as a candidate for any Arabian
74 Horse Association At-Large-Director position. It shall be the duty of the Nominating Committee to
75 develop a standard form to detail the relevant biographical information of each nominee and require
76 each nominee to submit the standard biographical information form to the Nominating Committee at
77 least 120 days prior to the elections. Members may vote electronically or may request a paper ballot
78 for mailing vote to AHA office (mail-in ballot request information to be published in AHA magazine
79 or equivalent), all ballots of any kind to be in the AHA office no later than the closing date of voting
80 which will be 30 days prior to the Annual Convention. The results of this election are to be announced
81 at the immediately-following Annual Convention where election results of delegate voting are
82 announced. All other duties of the Nominating Committee as described in Article IX, Committees and
83 Commissions; Section 3. Nominating Committee; Paragraph d. shall apply; and, Be It Further

84
85 Resolved. That upon passage of this resolution by the AHA delegates and approval of the Purebred Arabian Trust
86 Trustees, all appropriate changes will be made in all wording contained in all appropriate
87 IAHA/AHRA Merger Documents referring to the At-Large Directors appointed by the Trustees of
88 PAT as necessary to implement this change, including AHA Bylaws; and, Be It Further

89
90 Resolved. That all other membership rights and privileges not modified herein shall remain unchanged.

91
92
93 Effective: January 1, 2005 and upon approval of the Purebred Arabian Horse Trustees as per AHA Bylaws
94 Article XIV, Amendments.
95

96 PROPONENT'S FINANCIAL IMPACT:
97 (Refer to Article 901.2.e. for financial requirements.)
98

99 Cost of including candidate information and mail-in ballot request in the AHA magazine and staff costs for conducting
100 electronic voting and counting of e-votes and paper ballots.
101

102 AHA IMPACT STATEMENT:
103 There are several fundamental errors in this resolution:
104

- 105 a) The resolution states that *“the At-Large Directors have been useful in bringing the old AHRA (now PAT)*
106 *together with IAHA (now AHA) in a smooth transition to one new organization...”*

107 This statement is incorrect. At the time of merger, both business operations of the AHRA and the IAHA equally
108 became the Arabian Horse Association (AHA). The PAT is not the old AHRA, but rather is a separate organization
109 formulated for a specific purpose outside of AHA.

110 b) The resolution suggests that *“the next step (following the merger) is to have the At-Large Directors be elected*
111 *by the general membership of AHA.”*

112 It goes on to say that these *“At-Large Directors shall be elected by the membership (defined as any AHA Affiliate,*
113 *Life or Direct Member...)...Each At-Large Director shall represent the AHA membership as a whole and be*
114 *answerable to same...”*

115 The Associates (former members of the AHRA) are AHA members in good standing and composed of our breeders,
116 and recreational and amateur owner population. These members make up 45% of AHA’s current membership and
117 currently have no representation in the governance of AHA. The other membership categories, i.e., Affiliate, Life
118 and Direct members, are currently represented by the 18 Regional Directors.

119 The fact is that the general AHA membership consists of approximately 45,000 members, 5,000 of which are youth
120 members, 20,000 are Affiliate, Life and Direct members and 20,000 consist of Associate members. This resolution
121 does not accommodate any opportunity for the election of the At-Large Directors by the Associate membership. The
122 omission of 45% of our membership contradicts the resolution’s stated purpose of having the At-Large Directors
123 elected by the general membership of AHA.

124 c) The statement contradicts itself in the resolution by stating that *“Any At-Large Director vacancy shall be filled*
125 *by the candidate receiving the next-highest vote count in the election at the Annual Convention at which the*
126 *vacating At-Large Director was elected.”*

127 The proposed future elections of At-Large Directors based on a general membership vote, via electronically or by
128 ballot, would not take place at the Annual Convention, but prior to that event. Therefore, there would be no one that
129 would have received a vote at the Annual Convention to replace a vacancy in the office of any At-Large Director.

130
131 Contact Person: Barbara Burck, AHA Executive Vice President – (303) 696-4551
132

133 SUBMITTED BY:

134 Name: Insallah Arabian Horse Club

135 Member Organization Committee Commission Board Region (check one)

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

137 Total Number Eligible to Vote: 11 Number of Yes votes: 9 Number of No votes: 0

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

139 Where documentation of this vote is recorded: Insallah electronic files

140 Date vote taken: July 2004

141 Contact Person: Georgine Ryter (Has authority to amend, combine or withdraw)

142 Phone: 405-848-8231 Email: georginer@msn.com Fax:

144
145
146