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SUBJECT: Election of At-Large Vice Presidents (Bylaws 2/3 Vote)

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

Committees required to review:

Committee Action:

Approve Disapprove

Board of Directors
Bylaws Committee
Governance Committee

CONVENTION ACTION:

_____ Approved _____ Approved with Modification _____ Disapproved
_____ Withdrawn _____ Referred to Committee _____

RESOLUTION:

(Refer to Article 901 for submission requirements.)

Whereas, The current Bylaws state that the At-Large Vice Presidents are appointed by the 8 Trustees of the Purebred Arabian Trust (PAT); and

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

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

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

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

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

Resolved, Article VIII. Officers, Section 2. Election., Paragraph a. be changed to read:

“The President shall be elected by ballot for a two (2)-year term. The President will be eligible for a maximum of two (2) consecutive terms excluding any period of time completing the term of a predecessor. The two (2) At-Large Vice Presidents 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 for a term of one (1) year. All other Officers shall be elected by the Voting Delegates for a term of one (1) year. All Officers shall serve until their successors are elected and take office at the close of the Annual Convention following the successor’s election. All elections shall be conducted by a written ballot at the Annual Convention in the case of Delegate-elected officers, and written or electronic ballot in the case of the At-Large Vice Presidents; provided, however, in the event that one person is nominated for an office the election may be by voice vote in the case of those officers elected by the Delegates at the Annual Convention.”; and, Be It Further

49 Resolved, Article VIII. Officers, Section 3. Qualifications. Be changed to read :

50

51 “Each Officer elected by the Annual Convention shall at all times during his or her continuance in

52 office, be an Affiliate Member in good standing as determined pursuant to Article III, Section 2.

53 Paragraph 1. Individuals elected by the membership as At-Large Vice Presidents at all times during

54 their continuance in office shall be an Affiliate, Direct or Life Member in good standing .”; and, Be It

55 Further

56

57 Resolved, Article VIII., Officers, Section 4. Vacancy., be changed to read:

58

59 “In the case of a vacancy in the office of President, the Vice President shall become President. A

60 vacancy in the office of either At-Large Vice President positions shall be filled by the candidate

61 receiving the next-highest vote count in the election at the Annual Convention at which the vacating

62 At-Large Vice President was elected. If there is no candidate available from that election, the position

63 will remain vacant until the next Annual Convention.”; and, Be It Further

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65 Resolved, Article VIII, Officers, Section 9. Officer Disability Policy., be changed to read:

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67 “The Board of Directors may remove from office an Officer elected in accordance with Article VIII of

68 the Bylaws for reason of disability.....”; and, Be It Further

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70 Resolved, Article VIII, Officers, Section 10. Officer for Cause Policy., be change to read:

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72 “The Board of Directors may remove from office, “for cause,” an Officer elected in accordance with

73 Article VII of the Bylaws”; and, Be It Further

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75 Resolved, Article IX. Committees and Commissions; Section 3. Nominating Committee. Add Paragraph e:

76

77 “e. Beginning with the elections occurring at the Annual Convention in 2005, the Nominating

78 Committee shall primarily serve as a credentialing committee. At such time, any Affiliate,

79 Life or Direct Member who is in good standing may nominate themselves as a candidate for

80 any Arabian Horse Association At-Large Vice President. It shall be the duty of the

81 Nominating Committee to develop a standard form to detail the relevant biographical

82 information of each nominee and require each nominee to submit the standard biographical

83 information form to the Nominating Committee at least 120 days prior to the elections.

84 Members may vote electronically or may request a paper ballot for mailing vote to AHA

85 office (mail-in ballot request information to be published in AHA magazine or equivalent), all

86 ballots of any kind to be in the AHA office no later than the closing date of voting which will

87 be 30 days prior to the Annual Convention. The results of this election are to be announced at

88 the immediately-following Annual Convention where election results of delegate voting are

89 announced. All other duties of the Nominating Committee as described in Article IX,

90 Committees and Commissions; Section 3. Nominating Committee; Paragraph d. shall apply,”

91 and, Be It Further

92

93 Resolved, That upon passage of this resolution by the AHA delegates and approval of the Purebred Arabian Trust

94 Trustees, all appropriate changes will be made in all wording contained in all IAHA/AHRA Merger

95 Documents referring to the At-Large Vice Presidents appointed by the Trustees of PAT as necessary to

96 implement this change, including AHA Bylaws; and, Be it Further

97

98 Resolved, That all other membership rights and privileges not modified herein shall remain unchanged.

99

100 Effective: January 1, 2005 and upon approval of the Purebred Arabian Horse Trustees as per AHA Bylaws

101 Article XIV, Amendments.

102

103

104
 105 **PROPONENT'S FINANCIAL IMPACT:**
 106 (Refer to Article 901.2.e. for financial requirements.)
 107
 108 Cost of including candidate information and mail-in ballot request in the AHA magazine and staff costs for conducting
 109 electronic voting and counting of e-votes and paper ballots.
 110

111 **AHA IMPACT STATEMENT:**
 112 There are several fundamental errors in this resolution.

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

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

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

120 It goes on to say that these ***“At-Large Vice Presidents shall be elected by the membership (defined as any AHA***
 121 ***Affiliate, Life or Direct Member...”***

122 The Associates (former members of the AHRA) are AHA members in good standing and composed of our breeders,
 123 and recreational and amateur owner population. These members make up 45% of AHA’s current membership and
 124 currently have no representation in the governance of AHA. The other membership categories, i.e., Affiliate, Life and
 125 Direct members, are currently represented by the President, Vice-President, Treasurer and other officers.

126 The fact is that the AHA membership consists of approximately 45,000 members, 5,000 of which are Youth
 127 members, 20,000 are Affiliate, Life and Direct members and 20,000 consist of Associate members. This resolution
 128 does not accommodate any opportunity for election of the two (2) At-Large Vice Presidents by the Associate
 129 membership as they are not mentioned as one of the membership categories. The omission of 45% of our membership
 130 contradicts both the resolution’s stated purpose of having the At-Large Vice Presidents elected by the general
 131 membership of AHA.

132 c) The resolution states that ***“a vacancy in the office of either At-Large Vice President positions shall be filled by***
 133 ***the candidate receiving the next-highest vote count in the election at the Annual Convention at which the***
 134 ***vacating At-Large Vice President was elected.”***

135 The proposed future elections of At-Large Vice Presidents based on a general membership vote, via electronically or
 136 by ballot, would not take place at the Annual Convention, but prior to that event. Therefore, there would be no one
 137 that would have received a vote at the Annual Convention to replace a vacancy in the office of any At-Large Vice
 138 President.

139 Contact Person: Barbara Burck, AHA Executive Vice President – (303) 696-4551
 140

141 **SUBMITTED BY:**

142 Name: Insallah Arabian Horse Club

143 Member Organization Committee Commission Board Region (check one)

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

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

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

147 Where documentation of this vote is recorded: Onsallah electronic files

148 Date vote taken: June 2004

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

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

151