

SUBJECT: AHA Bylaw Governance Change (Bylaws 2/3rds vote) – Version 4.2 7/30/2025

(STANDARD)
Refer to Chapter 9, RULE 101 & 102 for submission requirements.

Committees required to review: <i>(This section to be completed by the Agenda & Resolutions Committee)</i>	Committee Action:		
	Approve		Disapprove

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_____ Withdrawn _____ Referred to Committee _____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 purpose of the Arabian Horse Association (the Association) is to *Aid, promote and foster the preservation and use of purebred Arabian Horses and the Arabian breed; as well as Half-Arabians and Anglo-Arabian horses*, and
- Whereas, The membership of the Association, registrations of Arabian horses, and transfers of Arabian horse ownerships has been in a state of continuous decline, and
- Whereas, Outside consulting firms engaged by the Association in 2003 and again in 2007 identified the structure of the Association as an impediment to operating in a business-like manner or responding to changing circumstances and challenges; identified the unwieldy size of the board as a cause of that circumstance; and recommended a reduction in the size of the Board, and
- Whereas, In the opinion of the proponent, it is necessary and desirable to modify the structure of the Association in a manner that allows for the implementation of good business practices and provides for participation of the membership at large in the selection of management, while at the same time preserving the rights and privileges of the individual organizations that are components of the Association, and
- Whereas, In accordance with Article XVI of the Association Bylaws, The Purebred Arabian Trust has consented to the adoption of the following Resolution amending the Association Bylaws, and
- Whereas, The majority of delegates at the 2024 AHA Convention approved a Reconstruction Resolution and the Convention as a whole expressed a desire that some modifications be made to that proposed Resolution before approving it by the required 2/3rds majority, and,
- Whereas, The President of AHA formed a special Restructuring Resolution Modification Committee consisting of members with various viewpoints, specifically with equal numbers of members that had voted for and against the 2024 Resolution, and,

- Whereas, The Restructuring Resolution Modification Committee worked diligently for several months through all aspects of the 2024 proposed Resolution making improvements through modifications and additions to it, and,
- Whereas, The Restructuring Resolution Modification Committee unanimously agreed that reworked Restructuring Resolution is in the best interest of the Arabian Horse Association and its membership; Therefore, Be It
- Resolved, That AHA Article IV., Section 1., paragraph c. "Regional Director Duties" be amended by adding a new subparagraph (v) to read as follows:

(v) Each Regional Director as defined in Article IV., Section 1., shall be a member of the National Council established pursuant to paragraph (f) of this section. And, Be It Further

- Resolved, That AHA Article IV., Section 1. Regions be amended by inserting a paragraph (f) that reads as follows:

Paragraph f. National Council

- (i) A National Council consisting of the eighteen Regional Directors is hereby established for the purposes set forth herein.***
- (ii) The Members of the National Council at its first meeting shall elect a Presiding Officer and Secretary to serve until a successor is elected. Any vacancy occurring shall be filled at the next meeting of the National Council.***
- (iii) The National Council shall meet at least once at the Annual Convention of the membership for the purpose of electing three (3) members to serve as Directors on the Association's Board of Directors; one each from the Western, Central and Eastern Regions. (All 18 members of the National Council shall vote for all three directors)***
- a. Western Region (1,2,3,4,5,7,17)***
- b. Central Region (6,8,9,10,11)***
- c. Eastern Region (12,13,14,15,16,18)***
- (iv) The Secretary of the National Council shall certify the names of each of the elected Directors to the President of the Association.***
- (v) The National Council's roles and responsibilities shall be determined by the Board of Directors and included in the AHA Directors Manual.***
- (vi) Elected Regional Vice Chairs may attend any meeting of the National Council when the Director is present. Regional Vice Chairs shall be entitled to attend any National Council meeting and vote and shall count in determining a quorum of the National Council if, and only if, the Regional Director is absent. and, Be It Further***

- Resolved, That AHA Article V Corporate Powers, Section 3., Powers of the Board of Directors, be amended by deleting and inserting as follows:

Section 3. Powers of the Board of Directors

Paragraph a. Annual Budget and Authority.

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

- (i) The Board of Directors shall have final authority to approve the annual operating budget and shall have all power to take any action not inconsistent with law, with the Articles of Incorporation, the Bylaws, the Merger Agreement, or except as provided in subparagraph (ii) herein, with any duly enacted resolution of the Annual Convention. Notwithstanding the foregoing, the Board of Directors shall have no power to take any action regarding the rules, policies, practices, and procedures applied to the Arabian Horse Registry or the Half-Arabian/Anglo-Arabian Horse Registry.***
- (ii) A Resolution by the Board that amends or replaces a resolution previously adopted by the Delegates at an Annual Convention (an Amendatory Resolution) shall take effect on the thirtieth (30th) day following adoption unless prior to that date the Secretary of the Association has received either:***
- (a) a written certification from the Presiding Officer of the National Council that at a meeting of the National Council no fewer than a majority of all members of the National Council voted to disapprove the Amendatory Resolution; or***

- (b) written objection to the adoption of the Amendatory Resolution from no fewer than a majority of all members of the National Council.*
- (iii) Immediately upon adoption by the Board of an Amendatory Resolution, the Secretary of the Association shall furnish each member of the National Council by US mail, postage prepaid, by email or by personal service, as well as each Adult and Life Member (having an email address on file),*
 - (a) a copy of the Amendatory Resolution adopted by the Board;*
 - (b) a statement from the Board explaining why the Amendatory Resolution is necessary and in the best interests of the Association;*
 - (c) the date upon which the Amendatory Resolution will become effective unless disapproved in the manner provided above. And, Be It Further*

Resolved, That AHA Article VI, Section 4. Voting, is amended by inserting new paragraphs f to read as follows:

Paragraph f. Eligibility to Vote.

Only persons who are adult or life members in good standing of the Association on June 30 of the year in which an Annual Convention is held and who have been certified by Credentials and who are in attendance at the Convention shall be entitled to vote for the election of a President, a Vice President and the election of three Directors. And, Be It Further

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

Section 1. Qualifications

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

The Board of Directors of the Arabian Horse Association shall consist of fourteen (14) persons comprised as follows:

- (i) An Executive Committee numbering seven (7) composed of a President and a Vice President, each elected by the membership at large at an Annual Convention; a Treasurer and a Secretary, each appointed by the Board; the immediate past President of the Association; and two directors appointed to the Executive Committee by the Purebred Arabian Trust; and*
- (ii) Seven (7) additional Board members selected as follows: (a) three (3) Directors nominated by the Nominating Committee and elected by the Membership of the Association in attendance at an Annual Convention; (b) three (3) Directors elected by the National Council established pursuant to these Resolutions, and (c) one (1) Director appointed by the Purebred Arabian Trust.*
- (iii) Subject to the provisions of subparagraph (v) hereof, the directors elected by the Credentialed Voting Members shall be elected and serve for a term of three (3) years. The Directors appointed by the Purebred Arabian Trust will serve at the pleasure of the Trust.*
- (iv) The President and Vice President shall be elected and serve a term of two (2) years and are eligible to serve no more than three (3) consecutive terms. The appointed Treasurer and Secretary shall serve a term of two (2) years with no term limits.*
- (v) To facilitate continuity necessary and beneficial to the Board's functions, only a portion of the elected Board members should stand for election or appointment at any Annual Convention. There is, therefore, hereby created Class A Directorships, Class B Directorships and Class C Directorships for the Directors elected by majority vote of the Membership.*

- (vi) The Class A Director to be elected by vote of the membership shall be for an initial term of three (3) years; the Class B Director for an initial term of two (2) years; and Class C Director for an initial term of one (1) year. At Annual Conventions thereafter all Classes of Directors shall be elected to three (3) year terms. The terms of National Council Members, appointed by the National Council, to the Board shall correspond with their term on the National Council.*
- (vii) Excluding the President, Vice President and the three Directors appointed by the Purebred Arabian Trust, the initial Class A ~~Directors~~ Director to be elected by ~~majority~~ vote of the membership shall be the first name on an alphabetized list of the last names of the Directors elected by the membership; the initial Class B Director shall be the next name; and the Class C Director shall be the last name on that alphabetized list. Thereafter all Directors to be elected by majority vote of the membership shall have a three-year term. A successor director shall have the same classification as the director whom he or she succeeds regardless of alphabetizing.*
- (viii) Excepting Directors and Officers appointed by the Purebred Arabian Trust who serve at the pleasure of the Trust, and excepting the succession of a Vice President to the office of President, the President and Vice President will be limited to three (3) consecutive two (2) year terms. The Directors shall be limited to two (2) consecutive three (3) year terms of office; and may not again be elected as an Officer or Director until one (1) year following the expiration of their second term of office. Provided, however, the initial terms of office for Class B Director or Class C Director, as defined above, shall not count in determining the length of permitted service. Provided, however, no runoff will be required for the initial election of the Class A Director, the Class B Director, or the Class C Director.*
- (ix) Vacancies. In the event an office, appointed by the Board or elected by the Credentialed Voting Members in attendance at an Annual Convention, becomes vacant by reason of resignation or otherwise, the unexpired term of that office will be appointed by the Board and further for those elected by the Credentialed Voting Members in attendance at an Annual Convention will be filled by election at the next Annual Convention; the National Council shall elect a successor to a director elected by it; and the Purebred Arabian Trust shall select a successor to an office appointed by it.*
- (x) Removal for Cause. The Board of Directors may remove a Director for cause upon the affirmative vote of two-thirds (2/3) of the Directors. Removal "for cause" may be determined by the Board of Directors when the Director has engaged in inappropriate conduct including, but not limited to, theft, dishonesty, or moral turpitude.*

Each elected member of the Board of Directors shall be an Adult or Life Member. Each appointed member of the Board of Directors shall be an Adult or Life Member. and, Be It Further

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

Section 2. Enumeration

The Board of Directors shall consist of the following persons:

Paragraph a. — Past President

The Immediate Past President.

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 2 6. 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.

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.

~~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.~~

Paragraph d e. Participation in Meetings by Conference Telephone.

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 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
(a) 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, 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 e 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.~~
- 3 4. 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.**

Paragraph f. Emergency Provision (Res. 2-20) (Res. 1-22)

- (i) In the event of a cancellation of an In-Person Annual Convention by the Executive Committee pursuant to Article VI, Section 1. b., and in the absence of a Virtual Convention, 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 In-Person 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 an In-Person Annual Convention by the Executive Committee pursuant to Article VI, Section 1. b., and in the absence of a Virtual Convention, the Board of Directors will nominate and elect the Annual Convention elected committee members. The method of election shall be determined by the Board 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 In-Person Annual Convention. and, Be It Further

Resolved, That AHA Article IX. Officers Section 2. Election, paragraph a. and b. is amended by striking out and inserting as follows

Paragraph a.

~~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 appointed by the Trustees each for a term of one (1) year. All other Officers shall be elected by the Voting Delegates for a term of two (2) years to coincide with the election of the President (Res. 6-14) All Officers shall~~

~~serve until their successors are elected (or appointed by the Trustees in the case of At-Large Vice Presidents) and take office at the close of the Annual Convention following the successor's election or appointment. All elections shall be conducted by a written or electronic ballot; except, that in the event but one person is nominated for an office, that person will be declared elected by the chair. (Res. 1-20)~~

The President and Vice President shall be elected by majority vote of the Credentialed Members present at the Annual Convention for a period of two (2) years until adjournment of the second Annual Convention following his or her election. The two (2) At-Large Vice Presidents shall be appointed by and serve at the pleasure of the Trustees.

Paragraph b.

In the event there are three or more candidates for any office, and no candidate receives a majority of the votes cast, there shall be a run-off between the two candidates receiving the largest number of votes. (Provide further, however, No runoff will be required to establish the A Director, B Director, and C Director.) And, Be It Further

Resolved, That AHA Article XI., Committees and Commissions, Section 2. Nominating Committee, subparagraph b (1) is amended by striking out and inserting as follows:

Paragraph b.

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

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

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

Paragraph c.

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

- (i) ~~To develop a standard form to detail the relevant biographical information of each nominee and require each nominee to submit the standard biographical information form to the Nominating Committee at least ninety (90) days prior to the elections at the Annual Convention,~~
To require each nominee to complete a Candidate Questionnaire promulgated by the Nominating Committee addressing, among other matters, the candidate's experience, knowledge and expertise in financial matters, organizational skills, communication skills, and a history of involvement with the Arabian Breed, and to submit the same to the Nominating Committee by a date established, annually, by the Nominating Committee which will be published 30 days in advance of the submission date. Each nominee will be required to be available for interview by the Nominating Committee in person or electronically. The Nominating Committee shall also cause the Arabian Horse Association to distribute prior to election for the President, Vice-President and each of the three (3) Directors, to be elected by the Credentialed Members present at the convention, his or her biographical information as detailed on the standard biographical information form for each candidate put forward as determined by a majority vote of the Nominating Committee having determined each nominee meets the above requirements.
- (ii) To verify the credentials of each nominee by assuring that each nominee is an Adult or Life Member in good standing and that each nominee has submitted a standard biographical information form,
- (iii) To cause Arabian Horse Association to distribute each nominee's biographical information as detailed on the standard biographical information form to each Voting Delegate **in the Delegate Convention Packet and to each Non-Delegate voting member in a supplemental voting packet** prior to the elections, and
- (iv) Seek and nominate candidates for election to any office when no member of Arabian Horse Association has nominated him/herself to such position. **In the event there were no Candidates put forward from the Nominating Committee for an open position then and only then Nominations may be accepted from the floor.**

- (v) The Nominating Committee shall also cause the Arabian Horse Association to distribute at least thirty (30) days prior to election for each Director to be elected by the Membership his or her biographical information as detailed on a standard biographical information form to be promulgated by the Committee. And, Be It Further**

Resolved, That AHA Article XI., Committees and Commissions, be amended by creating a new Section 8 as follows:

SECTION 8. Committee and Commission Assignments

All Tier A Committees and Commissions will report to and be accountable to the Board of Directors. All Tier B committees will report to and be accountable to the National Council. The Board of Directors has the authority to change the reporting responsibility of the committees and commissions.

and, Be It Further

Resolved, That upon adoption of the foregoing Resolution by the Delegates at the Annual Convention, the Secretary of the Association shall prepare a single document that incorporates all of the additions to and eliminations from the Bylaws, and shall certify the same to be a true and correct copy of the Bylaws as amended by the 2025 Annual Convention of the Arabian Horse Association.

Effective: Upon Approval at the 2025 Convention

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

RESOLUTION TYPE (REQUIRED): Standard _____ Extraordinary ☒ "If indicated as "Extraordinary", the proponent must list reasons which establish Chapter 9, RULE 101.3.a. has been met) Fundamental Resolution that changes the governance of AHA impacting all areas of the organization. Impacts the future well being of the organization and organizations within AHA , including financially.

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

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

Contact Person:

SUBMITTED BY: AHA Ad Hoc 2-24 Restructure Resolution Modification Committee Region Number:

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

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

Total Number Eligible to Vote: 8 attended out of 8 Number of Yes votes: 8 Number of No votes: 0

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

Where documentation of this vote is recorded: Committee Meeting Minutes of May 22,2025 **(Must have printed documentation on file)**

Date vote taken: May 22,2035

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

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