

SUBJECT: Amend AHA Bylaws Articles VI & VIII (Bylaws – 2/3rds vote) Amendment 1 (Blue)

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

Committee Action:
Approve Disapprove

Table with 4 columns: Committee Name, Approve, Disapprove, and an empty column. Rows include Annual Convention Planning, Board of Directors, Budget & Finance Committee, Bylaws Committee, and Executive Committee.

CONVENTION ACTION:

Approved X 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Withdrawn Referred to Committee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, strikethrough to indicate deletion

- Whereas, The 2021 AHA Annual Convention adopted a motion that the 2023 AHA Annual Convention place to be virtual, and
Whereas, The AHA Bylaws do not specifically authorize the AHA Annual Convention to be held in a virtual place, and
Whereas, As the AHA Bylaws Article VI Annual Convention, Section 1., Paragraph (a) currently reads: (a) "Time and Place: 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, It's been AHA's history to interpret the word "place" to mean a hotel in a city with spaces large enough to accommodate the delegates assembled for the meetings, and
Whereas, The 2020 and 2021 AHA Annual Conventions' places of Reno, Nevada and Niagara Falls, Canada were cancelled by the AHA Board of Directors due to the declared National emergency because of the Covid-19 pandemic and were held in a virtual place, and
Whereas, AHA and other organizations were able to have virtual meetings because of State Statutes allowing such because of the declared Covid-19 pandemic National emergency, and
Whereas, The 2020 AHA Convention adopted Resolution 2-20 (which amended AHA Bylaws Article VI, Section 1) to insert a new Paragraph (b) currently reads: (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 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 cancelled Convention) and the election of the Annual Convention elected committee members will be as provided by a method deemed

50 appropriate by the Board of Directors. See Article VIII Directors, Paragraph g, Emergency Provision,  
51 sub-paragraphs (i) and (ii)." (Res. 2-20), and

52  
53 Whereas, Resolution 2-20 also amended AHA Bylaws Article VIII Directors, by inserting a new Paragraph g.  
54 which reads: "Paragraph g. Emergency Provision

55 (i) In the event of a cancellation of the Annual Convention by the Executive Committee pursuant to  
56 Article VI, Section 1. b., the Board of Directors will elect the Officers of the Arabian Horse  
57 Association (if the election of Officers is scheduled for the cancelled Convention) utilizing the  
58 Nominating Committee’s slate of officers that was to have been provided to the Delegates at the  
59 canceled Annual Convention. The election shall be conducted by written ballot, or by mail, or by  
60 electronic means, as determined by the Board of Directors.

61 (ii) In the event of a cancellation of the Annual Convention by the Executive Committee pursuant to  
62 Article VI, Section 1. b., the Board of Directors will nominate and elect the Annual Convention  
63 elected committee members. The method of election shall be determined the Board of Directors.  
64 The staff of the Arabian Horse Association shall provide a list of the committee positions that  
65 were to have been elected at the cancelled Annual Convention.", and

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67 Whereas, These new paragraphs and sub-paragraphs only allow the AHA Board of Directors to cancel conventions  
68 due to National emergencies and do not include language allowing virtual conventions, and

69  
70 Whereas, Since the Covid-19 National emergency and travel restrictions have been lifted or cancelled,the allowing  
71 the use of a virtual place to meet are now in question, and

72  
73 Whereas, the 12<sup>th</sup> Edition of Robert's Rules of Order, Newly Revised: 9:30 specifically states: "*Except as authorized*  
74 *in the bylaws, the business of an organization or board can be validly transacted only at a regular or*  
75 *properly called meeting that is as defined in 8:2(1), a single official gathering in one room or area - of the*  
76 *assembly of its members at which a quorum is present.*", and

77  
78 Whereas, Virtual platforms such as Zoom allows members to meet in multiple "places" and allows members to leave  
79 (or separate) from the proceedings without being noticed, and

80  
81 Whereas. The need to include a provision for virtual conventions in the AHA Bylaws is now imperative; Therefore,  
82 Be It

83  
84 Resolved, That AHA Bylaws ARTICLE VI ANNUAL CONVENTION, Section 1. be amended by inserting a new  
85 title for Section 1 called: ***Conventions***, and be it further

86  
87 Resolved, That AHA Bylaws ARTICLE VI ANNUAL CONVENTION, Section 1. Paragraph (a) be amended by  
88 inserting the following words in the last sentence of the paragraph: ***For the purposes of defining a place***  
89 ***see (i) or (ii) below.*** and be it further

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91 Resolved, That AHA Bylaws ARTICLE VI ANNUAL CONVENTION, Section 1. Paragraph (a) be amended by  
92 inserting a new sub-paragraph (i) as follows:  
93 ***(i) an In-person Convention is defined as a convention held in a city, in a single room large***  
94 ***enough to adequately seat the delegates assembled for the session.,*** and be it further

95  
96 Resolved, That AHA Bylaws ARTICLE VI ANNUAL CONVENTION, Section 1. Paragraph (a) be amended by  
97 inserting a new sub-paragraph (ii) as follows:  
98 ***(ii) a Virtual Convention is defined as a convention where the delegates (in various places) are***  
99 ***electronically assembled using an internet connected platform.,*** and be it further

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101 Resolved, That AHA Bylaws ARTICLE VI ANNUAL CONVENTION, Section 1. Paragraph (b) be amended by  
102 striking out the existing language (shown in 7<sup>th</sup> Whereas) and inserting the following new language:  
103 ***"Emergency Provision: If circumstances arise such as a national or local crisis for example war,***  
104 ***natural disaster, pandemic or other national or local emergency that prevent the holding of an In-***  
105 ***Person Annual Convention, the Executive Committee, voting at a meeting, by mail, by electronic***

communications or by telephone, is authorized to cancel, postpone or convert to a Virtual Convention, the In-Person Annual Convention, and to take such action necessary to effect the cancellation ~~or conversion or postponement~~. In the event of the cancellation of the In-Person Annual Convention, the election of the Officers of the Arabian Horse Association (if scheduled for the cancelled 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 if adopted, AHA Bylaws ARTICLE VI ANNUAL CONVENTION, Section 1. will read as follows:  
Section 1. Conventions

- (a) Time and Place: 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. For the purposes of defining a "place" see (i) or (ii) below.
  - (i) An In-person Convention is defined as a convention held in a city, in a single room large enough to adequately seat the delegates assembled for the session.
  - (ii) A Virtual Convention is defined as a convention where the delegates (in various places) are electronically assembled using an internet connected platform.
- (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 an In-Person Annual Convention, the Executive Committee, voting at a meeting, by mail, by electronic communications or by telephone, is authorized to cancel, postpone or convert to a Virtual Convention, the In-Person Annual Convention, and to take such action necessary to effect the cancellation ~~or conversion or~~ postponement. In the event of the cancellation of the In-Person Annual Convention, the election of the Officers of the Arabian Horse Association (if scheduled for the cancelled 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, Section 6, Paragraph g, Emergency Provision, sub-paragraphs (i) and (ii)., and be it further

Resolved,

That AHA Bylaws Article VIII Directors, Section 6, Paragraph g. be amended by striking out and inserting as follows: "Paragraph g. Emergency Provision

- (i) In the event of a cancellation of the ~~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 the ~~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 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.

Effective: December 31, 2022

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

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RESOLUTION TYPE (REQUIRED): Standard \_\_\_\_\_ Extraordinary  X  "If indicated as "Extraordinary", the proponent must list reasons which establish Chapter 9, RULE 101.3.a. has been met)

Per (4) of RULE 101.3.a, the Resolution involves other compelling circumstances as clearly specified in the whereases and

Per (5) of RULE 101.3.a, the Resolution contains additional descriptions outlining the basis upon which the resolution involves the need to have Virtual Conventions inserted in the AHA Bylaws because of one or more future AHA Annual

162 Conventions are scheduled to be held through virtual platforms therefore there are “extraordinary circumstances” meriting the  
163 Resolutions to be consideration as an “Extraordinary Resolution”.

164

165 PROPOSERS FINANCIAL IMPACT (**REQUIRED**): Refer to Chapter 9, RULE 102.6. & 102.7 for financial  
166 requirements

167  
168 Positive, provides an option to hold a convention virtually without declared emergencies.  
169

170 AHA IMPACT STATEMENT:

171  
172 Contact Person:  
173

174 SUBMITTED BY: Bylaws Committee Region Number:

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

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

177 Total Number Eligible to Vote: 7 Number of Yes votes: 6 Number of No votes: 0

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

180 Where documentation of this vote is recorded: In the minutes (*Must have printed documentation on file*)

181 Date vote taken: July 13, 2022

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

183 Phone: (214) 673-7788 cell Email: rebelcrb@yahoo.com