

1 SUBJECT: AHA Bylaw Governance Change (Bylaws 2/3rds vote)

Amendment 1 (Blue)

2 (EXTRAORDINARY)

3 Refer to Chapter 9, RULE 101 &amp; 102 for submission requirements.

4 Committees required to review: *(This section to be completed by the Agenda & Resolutions Committee)*

Committee Action:

Approve

Disapprove

AHA 2-24 Restructure Resolution Modification Ad Hoc	O		
AHA Futurity Commission	O		
AHA National Distance Commission			
Amateur Committee	O		
Annual Convention Planning Committee			O
Arabian Breeders Sweepstakes Commission	O		
Arabian Breeders Sweepstakes Trustees	O		
Arabian Horse Foundation	O		
Awards Committee	O		
Board of Directors	O		
Breeding/In-Hand Committee	O		
Budget & Finance Committee	O		
Bylaws Committee	NA		
Commissioner's Review Panel	O		
Competition Advisory Committee	1		
Credentials Workforce			O
Distance Riding Committee	O		
Dressage & Western Dressage Committee	O		
Education/Evaluation Commission	O		
Equine Welfare Committee			
Equitation>Showmanship Committee	O		
Ethical Practice Review Board/Probable Cause Panel			O
Executive Committee	O		
Hunter/Jumper Committee	O		
Internal Audit Committee			O
Judges Selection Committee	NA		
Judges & Stewards Steering Committee	NA		
Local Level Committee	O		
Market Development & Promotion Committee	O		
Membership Committee	O		
National Shows Directorate			O
Nominating Committee	O		
Professional Horsemen Committee	O		
Racing Committee			
Registration Commission	O		
Resolution 5-90 Committee	O		
Sport Horse Committee	O		
Sport Horse National Show Commission			O
U.S. National Show Commission	O		
USEF Arabian Division Committee			O
Working Western Committee	O		
Youth Committee	O		
Youth/Mid-Summer National Show Commission			O

7

8 CONVENTION ACTION:

9

10

Approved

Approved with Modification

Disapproved

11         Withdrawn         Referred to Committee \_\_\_\_\_  
 12  
 13

14 PROPOSED CHANGE: **(Check one)**  Add new rule  Delete existing rule  Change existing text  
 15 Indicate affected Article/Rule number (AHA/USEF/EC)

16  
 17 RESOLUTION: Use ***bold/italic*** for new wording, ~~strikethrough~~ to indicate deletion  
 18

19 Whereas,        The purpose of the Arabian Horse Association (the Association) is to *Aid, promote and foster the*  
 20 *preservation and use of purebred Arabian Horses and the Arabian breed; as well as Half-Arabians and*  
 21 *Anglo-Arabian horses, and*

22 Whereas,        The membership of the Association, registrations of Arabian horses, and transfers of Arabian horse  
 23        ownerships has been in a state of continuous decline, and

24 Whereas,        Outside consulting firms engaged by the Association in 2003 and again in 2007 identified the structure of  
 25        the Association as an impediment to operating in a business-like manner or responding to changing  
 26        circumstances and challenges; identified the unwieldy size of the board as a cause of that circumstance;  
 27        and recommended a reduction in the size of the Board, and

28 Whereas,        In the opinion of the proponent, it is necessary and desirable to modify the structure of the Association in  
 29        a manner that allows for the implementation of good business practices and provides for participation of  
 30        the membership at large in the selection of management, while at the same time preserving the rights  
 31        and privileges of the individual organizations that are components of the Association, and

32 Whereas,        In accordance with Article XVI of the Association Bylaws, The Purebred Arabian Trust has consented to the  
 33        adoption of the following Resolution amending the Association Bylaws, and

34 Whereas,        The majority of delegates at the 2024 AHA Convention approved a Reconstruction Resolution and the  
 35        Convention as a whole expressed a desire that some modifications be made to that proposed Resolution  
 36        before approving it by the required 2/3rds majority, and,

37 Whereas,        The President of AHA formed a special Restructuring Resolution Modification Committee consisting of  
 38        members with various viewpoints, specifically with equal numbers of members that had voted for and  
 39        against the 2024 Resolution, and,

40 Whereas,        The Restructuring Resolution Modification Committee worked diligently for several months through all  
 41        aspects of the 2024 proposed Resolution making improvements through modifications and additions to it,  
 42        and,

43 Whereas,        The Restructuring Resolution Modification Committee unanimously agreed that reworked Restructuring  
 44        Resolution is in the best interest of the Arabian Horse Association and its membership; Therefore, Be It

45 Resolved,        That AHA Article IV., Section 1., paragraph c. "Regional Director Duties" be amended by adding a new  
 46        subparagraph (v) to read as follows:

47        **(v) Each Regional Director as defined in Article IV., Section 1., shall be a member of the National Council established**  
 48        **pursuant to paragraph (f) of this Section 3 of Article IV.** and, Be It Further

49 Resolved,        That AHA Article IV., **Section 1. Regions** be amended by inserting a **new paragraph (f) Section 3** that reads  
 50        as follows:

51        **Section 3. of Article IV Paragraph f. National Council**

52        (i) **A National Council consisting of the eighteen Regional Directors is hereby established for the purposes set forth**  
 53        **herein.**

54        (ii) **The Members of the National Council at its first meeting shall elect a Presiding Officer and Secretary to serve**  
 55        **until a successor is elected. Any vacancy occurring shall be filled at the next meeting of the National Council.**

67 (iii) *The National Council shall meet at least once at the Annual Convention ~~of the membership~~ for the purpose of*  
 68 *electing three (3) members ~~of the National Council~~ to serve as Directors on the Association's Board of Directors;*  
 69 *one each from the Western, Central and Eastern Regions. (All 18 members of the National Council shall vote for*  
 70 *all three directors)*  
 71 a. *Western Region (1,2,3,4,5,7,17)*  
 72 b. *Central Region (6,8,9,10,11)*  
 73 c. *Eastern Region (12,13,14,15,16,18)*  
 74 (iv) *The Secretary of the National Council shall certify the names of each of the elected Directors to the President of*  
 75 *the Association.*  
 76 (v) *The National Council's roles and responsibilities shall be determined by the Board of Directors and included in*  
 77 *the AHA Directors Manual.*  
 78 (vi) *Regional Vice Chairs shall be entitled to attend any National Council meeting and vote and shall count in*  
 79 *determining a quorum of the National Council if, and only if, the Regional Director is absent.* and, Be It Further

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

83 **Section 3. Powers of the Board of Directors**

84 Paragraph a. Annual Budget and Authority.

85 ~~The Board of Directors shall have final authority to approve the annual operating budget and shall have all power to take~~  
 86 ~~any action not inconsistent with law, with the Articles of Incorporation, the Bylaws, the Merger Agreement with any duly~~  
 87 ~~enacted resolution of the Annual Convention. Notwithstanding the foregoing, the Board of Directors shall have no power to~~  
 88 ~~take any action regarding the rules, policies, practices, and procedures applied to the Arabian Horse Registry or the Half-~~  
 89 ~~Arabian/Anglo-Arabian Horse Registry.~~

90  
 91 (i) *The Board of Directors shall have final authority to approve the annual operating budget and shall have all power to*  
 92 *take any action not inconsistent with law, with the Articles of Incorporation, the Bylaws, the Merger Agreement, or*  
 93 *except as provided in subparagraph (ii) herein, with any duly enacted resolution of the Annual Convention.*  
 94 *Notwithstanding the foregoing, the Board of Directors shall have no power to take any action regarding the rules,*  
 95 *policies, practices, and procedures applied to the Arabian Horse Registry or the Half-Arabian/Anglo-Arabian Horse*  
 96 *Registry.*

97 (ii) *A Resolution by the Board that amends or replaces a resolution previously adopted by the Delegates at an Annual*  
 98 *Convention (an Amendatory Resolution) shall take effect on the thirtieth (30<sup>th</sup>) day following adoption unless prior to*  
 99 *that date the Secretary of the Association has received either:*

100 (a) *a written certification from the Presiding Officer of the National Council that at a meeting of the National Council*  
 101 *no fewer than a majority of all members of the National Council voted to disapprove the Amendatory Resolution;*  
 102 *or*  
 103 (b) *written objection to the adoption of the Amendatory Resolution from no fewer than a majority of all members of*  
 104 *the National Council.*

105 (iii) *Immediately upon adoption by the Board of an Amendatory Resolution, the Secretary of the Association shall furnish*  
 106 *each member of the National Council by US mail, postage prepaid, by email or by personal service, as well as each Adult*  
 107 *and Life Member (having an email address on file),*

108 (a) *a copy of the Amendatory Resolution adopted by the Board;*  
 109 (b) *a statement from the Board explaining why the Amendatory Resolution is necessary and in the best interests of the*  
 110 *Association;*  
 111 (c) *the date upon which the Amendatory Resolution will become effective unless disapproved in the manner provided*  
 112 *above.* and, Be It Further

113  
 114 Resolved, That AHA Article VI, Section 4. Voting, is amended by inserting new paragraphs f to read as follows:

115

116 **Paragraph f. Eligibility to Vote.**

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

120  
 121 Resolved, That AHA Article VIII. Directors, Section 1. Qualifications is amended by striking out and inserting as follows:

122  
 123 ***Section 1. Qualifications***

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

128  
 129 ***Section 2. Enumeration***

130  
 131 *The Board of Directors of the Arabian Horse Association shall consist of fourteen (14) persons comprised as follows:*

132  
 133 (i) *An Executive Committee numbering seven (7) composed of a President and a Vice President, each elected by the  
 134 membership at large at an Annual Convention; a Treasurer and a Secretary, each appointed by the Board; the  
 135 immediate past President of the Association; and two At-Large Vice Presidents ~~directors~~ appointed to the Executive  
 136 Committee by the Purebred Arabian Trust; and*

137  
 138 (ii) *Seven (7) additional Board members selected as follows: (a) three (3) Directors nominated by the Nominating  
 139 Committee and elected by the Membership of the Association in attendance at an Annual Convention; (b) three (3)  
 140 Directors elected by the National Council established pursuant to these Resolutions, and (c) one (1) Director appointed  
 141 by the Purebred Arabian Trust.*

142  
 143 (iii) *Subject to the provisions of subparagraph (v) hereof, the directors elected by the Credentialed Voting Members shall be  
 144 elected and serve for a term of three (3) years. The Directors appointed by the Purebred Arabian Trust will serve at the  
 145 pleasure of the Trust.*

146  
 147 (iv) *The President and Vice President shall be elected and serve a term of two (2) years and are eligible to serve no more  
 148 than three (3) consecutive terms. The appointed Treasurer and Secretary shall serve a term of two (2) years with no  
 149 term limits.*

150  
 151 (v) ~~*To facilitate continuity necessary and beneficial to the Board's functions, only a portion of the elected Board members  
 152 should stand for election or appointment at any Annual Convention. There is, therefore, hereby created Class A  
 153 Directorships, Class B Directorships and Class C Directorships for the Directors elected by a plurality vote of the  
 154 Membership.*~~

155  
 156 (vi) ~~*(v) 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  
 157 Director for an initial term of two (2) years; and Class C Director for an initial term of one (1) year. At Annual  
 158 Conventions thereafter all Classes of Directors shall be elected to three (3) year terms. The terms of National Council  
 159 Members, appointed by the National Council, to the Board shall correspond with their term on the National Council.*~~

160  
 161 (vii) ~~*Excluding the President, Vice President and the three Directors appointed by the Purebred Arabian Trust, the initial  
 162 Class A Director to be elected by a plurality vote of the membership shall be the first name on an alphabetized list of the  
 163 last names of the Directors elected by the membership; the initial Class B Director shall be the next name; and the Class  
 164 C Director shall be the last name on that alphabetized list. Thereafter all Directors to be elected by a plurality vote of the  
 165 membership shall have a three year term. A successor director shall have the same classification as the director whom  
 166 he or she succeeds regardless of alphabetizing.*~~

167  
168  
169  
170  
171  
172  
173  
174

**(viii) (vi)** 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.

175

176  
177  
178  
179  
180

**(ix) (vii)** Vacancies. In the event an office, appointed by the Board or elected by the Credentialled 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 Credentialled 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.

181

182  
183  
184

**(x) (viii)** 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.

185

186  
187  
188  
189  
190  
191  
192  
193  
194  
195  
196

**\*Proviso - 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 a plurality vote of the Membership. 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. Excluding the President, Vice President and the three Directors appointed by the Purebred Arabian Trust, the initial Class A Director to be elected by a plurality 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 a plurality 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.**

197

198  
199

**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

200

201

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

202

203

**Section 2. Enumeration**

204

The Board of Directors shall consist of the following persons:

205

206

Paragraph a. — Past President

207

The Immediate Past President.

208

209

Paragraph b. — Officers

210

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.

211

212

Paragraph c. Regional Directors

213

A Director from each of the Regions as defined in Article IV, Section 1.

214

215

Paragraph d. — At Large Directors

216

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

220 Annual Convention. Each At Large Director shall represent the interest of purebred Arabian Horses and seek to aid,  
221 promote and foster the preservation and use of the purebred Arabian Horses and the Arabian breed and to engage in  
222 all activities and undertakings incidental to or designed to further promote these objectives.  
223

224 **Section 3. Selection of Regional and At Large Directors**

225 Paragraph a.

226 The selection of the Regional Directors will be pursuant to Article IV, Section 1, Paragraph a (ii). (Res. 8-14)  
227

228 Paragraph b.

229 Election or appointment of Directors shall be completed no later than thirty (30) days before the opening day of the  
230 Annual Convention held during the calendar year of the election. (Res. 3-05)  
231

232 **Section 4. Regional and At Large Directors Term and Limitation**

233 Paragraph a.

234 Each Regional and At Large Director's term of office shall be approximately two (2) years, beginning at the close of the  
235 Annual Convention following his or her election or appointment, as appropriate, and lasting until his or her successor is  
236 selected and takes office at the close of the Annual Convention following the successor's selection.  
237

238 Paragraph b.

239 No person shall be eligible to hold the office of Regional or At Large Director for a continuous period in excess of two  
240 (2) consecutive terms (four years). (Res. 8-14) The foregoing limitation shall not preclude a person appointed to a term  
241 of one year or less by the Trustees or any Director elected to serve the remainder of an unexpired term and thereafter  
242 being elected and re-elected to serve two (2) consecutive two year terms.  
243

244 **Section 5. Regional and At Large Directors Vacancies**

245 If the Regional Director position becomes vacant, the Regional Vice Chair shall become the Regional Director and serve out  
246 the remainder of the Regional Director's term. If the Regional Vice Chair position becomes vacant the Regional Board of  
247 Delegates shall elect a new Vice Chair. Any At Large Director vacancy shall be filled by the Trustees.  
248

249 **Section 3 2 6. Meetings**

250 Paragraph a. Annual Meeting.

251 There shall be an annual meeting of the Board of Directors at the Annual Convention. Except as otherwise provided by  
252 law, written notice of any meeting of the Board of Directors (i) shall be given in writing to each Director and delivered  
253 by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given by mail  
254 must be given to the last address, telecopy number or electronic mail address of the Director shown on Arabian Horse  
255 Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized, and  
256 (ii) shall state the date, place and hour of the meeting and the purpose or purposes for which the meeting is called.  
257

258 Paragraph b. Special Meetings.

259 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  
260 Board, in either case upon ten (10) days' notice by first-class prepaid mail, or five (5) days' notice delivered personally  
261 or by telephone or electronic mail. Such notice shall state the time and place of the meeting and shall be deemed given  
262 at the time when personally delivered, deposited in the mail, sent by electronic mail or orally transmitted to recipient  
263 via telephone.  
264

265 Paragraph c. Quorum.

266 At any meeting of the Board, the presence of a majority of Directors shall constitute a quorum to transact business.  
267

268 Paragraph d. Regional Vice Chair and At Large Director Alternates.

269 Elected Regional Vice Chairs and alternate At Large Directors appointed by the Trustees may attend any open meeting  
270 of Arabian Horse Association's Board of Directors when the Regional Director is present. Regional Vice Chairs and  
271 alternate At Large Directors shall be entitled to attend any Board of Directors meeting and vote and shall count in  
272 determining a quorum of the Board of Directors if, and only if, the Regional Director or At Large Director is absent.  
273

274 Paragraph d e. Participation in Meetings by Conference Telephone.  
275

276 Directors may participate in any regular or special meeting of the Board through use of conference telephone or similar  
 277 communications equipment, so long as all Directors participating in such meeting can hear one another. Participation  
 278 in a meeting in this manner shall constitute presence in person at such meeting.  
 279

280 Paragraph **e** Voting by Mail or Electronic Communication. (Res. 1-09)

- 281 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:~~
  - 285 (a) ~~Votes in writing for such action; or~~
  - 286 (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.~~
- 290 2. ~~The notice required by subsection 1 of paragraph f shall state:~~
  - 291 (a) ~~The action to be taken; and~~
  - 292 (b) ~~The time by which a Director must respond; and~~
  - 293 (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~~
  - 296 (a) Any other matters the Arabian Horse Association determines to include.
- 298 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.***
- 303 2. ***The notice required by subsection 1 of paragraph e shall state:***
  - 304 (a) ***The action to be taken; and***
  - 305 (b) ***The reason the action must be taken without a meeting; and***
  - 306 (c) ***The time by which a Director must respond; and***
- 308 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.~~
- 311 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.

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

- 315 (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.
- 322 (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

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

332 Paragraph a.

333 The President shall be elected by ballot for a two (2) year term. The President will be eligible for a maximum of two (2)  
 334 consecutive terms excluding any period of time completing the term of a predecessor. The two (2) At Large Vice  
 335 Presidents shall be appointed by the Trustees each for a term of one (1) year. All other Officers shall be elected by the  
 336 Voting Delegates for a term of two (2) years to coincide with the election of the President (Res. 6-14) All Officers shall  
 337 serve until their successors are elected (or appointed by the Trustees in the case of At Large Vice Presidents) and take  
 338 office at the close of the Annual Convention following the successor's election or appointment. All elections shall be  
 339 conducted by a written or electronic ballot; except, that in the event but one person is nominated for an office, that  
 340 person will be declared elected by the chair. (Res. 1-20)

341  
 342 ***The President and Vice President shall be elected by majority vote of the Credentialed Members present at the***  
 343 ***Annual Convention for a period of two (2) years until adjournment of the second Annual Convention following his or***  
 344 ***her election. The two (2) At-Large Vice Presidents shall be appointed by and serve at the pleasure of the Trustees.***

345 Paragraph b.

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

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

351 Paragraph b.

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

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

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

357 Paragraph c.

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

361 (i) ***To develop a standard form to detail the relevant biographical information of each nominee and require each***  
 362 ***nominee to submit the standard biographical information form to the Nominating Committee at least ninety***  
 363 ***(90) days prior to the elections at the Annual Convention,***

364 ***To require each nominee to complete a Candidate Questionnaire promulgated by the Nominating Committee***  
 365 ***addressing, among other matters, the candidate's experience, knowledge and expertise in financial matters,***  
 366 ***organizational skills, communication skills, and a history of involvement with the Arabian Breed, and to submit***  
 367 ***the same to the Nominating Committee by a date established, annually, by the Nominating Committee which***  
 368 ***will be published 30 days in advance of the submission date. Each nominee will be required to be available for***  
 369 ***interview by the Nominating Committee in person or electronically. The Nominating Committee shall also cause***  
 370 ***the Arabian Horse Association to distribute prior to election for the President, Vice-President and each of the***  
 371 ***three (3) Directors, to be elected by the Credentialed Members present at the convention, his or her biographical***  
 372 ***information as detailed on the standard biographical information form for each candidate put forward as***  
 373 ***determined by a majority vote of the Nominating Committee having determined each nominee meets the above***  
 374 ***requirements.***

375 ***\*Proviso – The language in paragraph (i) done in advance for the first election***

376 (ii) To verify the credentials of each nominee by assuring that each nominee is an Adult or Life Member in good  
 377 standing and that each nominee has submitted a standard biographical information form,

378 (iii) To cause Arabian Horse Association to distribute each nominee's biographical information as detailed on the  
 379 standard biographical information form to each Voting Delegate ***in the Delegate Convention Packet and to each***  
 380 ***Non-Delegate voting member in a supplemental voting packet*** prior to the elections, and

381 (iv) Seek and nominate candidates for election to any office when no member of Arabian Horse Association has

390 nominated him/herself to such position. ~~Notwithstanding the foregoing, nothing in this paragraph shall restrict~~  
 391 ~~nominations being taken from the floor. In the event there were no Candidates put forward from the Nominating~~  
 392 ~~Committee for an open position then and only then Nominations may be accepted from the floor.~~

393  
 394 (v) ***The Nominating Committee shall also cause the Arabian Horse Association to distribute at least thirty (30) days***  
 395 ***prior to election for each Director to be elected by the Membership his or her biographical information as***  
 396 ***detailed on a standard biographical information form to be promulgated by the Committee.*** and, Be It Further

397  
 398 Resolved, That AHA Article XI., Committees and Commissions, be amended by creating a new Section 8 as follows:

399  
 400 ***SECTION 8. Committee and Commission Assignments***

401 ***All Tier A Committees and Commissions as defined in the Handbook will report to and be accountable to the Board of***  
 402 ***Directors. All Tier B committees as defined in the Handbook will report to and be accountable to the National***  
 403 ***Council. The Board of Directors has the authority to change the reporting responsibility of the committees and***  
 404 ***commissions.*** and, Be It Further

405  
 406 Resolved, That upon adoption of the foregoing Resolution by the Delegates at the Annual Convention, the Secretary  
 407 of the Association shall prepare a single document that incorporates all of the additions to and  
 408 eliminations from the Bylaws and shall certify the same to be a true and correct copy of the Bylaws as  
 409 amended by the 2025 Annual Convention of the Arabian Horse Association.

410  
 411 Effective: Immediately, upon passage at the 2025 convention. Per Executive Committee meeting motion #3-  
 412 8/18/2025 – EC. Approved 4 votes to 3. RULE 101.3.a) iv)

413  
 414 (If a Standard resolution, the effective date will be December 31 of the year after the Convention)

415  
 416 RESOLUTION TYPE (REQUIRED): Standard \_\_\_\_\_ Extraordinary \_\_\_\_\_ X \_\_\_\_\_ "If indicated as "Extraordinary", the  
 417 proponent must list reasons which establish Chapter 9, RULE 101.3.a. has been met)

418  
 419 Fundamental Resolution that changes the governance of AHA impacting all areas of the organization. Impacts the future  
 420 well-being of the organization and organizations within AHA, including financially.

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

423  
 424 Some positive impact due to higher attendance of convention and smaller Board meetings.

425  
 426 AHA IMPACT STATEMENT: (To be completed by AHA Staff)

427  
 428 Contact Person:

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

431  Member Organization  Committee  Commission  Board  Region (check one )

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

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

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

436 Where documentation of this vote is recorded: (Must have printed documentation on file)

437 Date vote taken: May 22, 2025

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

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