

Bold Italics = New language

RESOLUTION __-04

SUBJECT: Election of At-Large Directors

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

Committees required to review:

Committee Action:
Approve Disapprove

_____	_____
_____	_____
_____	_____
_____	_____

Convention Action:

Approved Approved as Modified Disapproved Withdrawn Referred to Committee _____

RESOLUTION:

WHEREAS, The current AHA Bylaws state that the At-Large Directors will be appointed by the Purebred Arabian Trust Trustees, and

WHEREAS, this rule was incorporated into the originally-accepted Merger Agreement, and

WHEREAS, the At-Large Directors appointed by the 8 Trustees of the Purebred Arabian Trust (PAT) 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 to the next step of having the At- Large Directors 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, and

WHEREAS, AHA already has the program in place to receive electronic voting, therefore be it

RESOLVED Article VI. Delegates; Section 1. Voting Delegates; Paragraph f. At-Large Directors be changed to read: Each At-Large Director (as defined in Article VII, Section 2, paragraph d) shall serve as a Voting Delegate and shall represent the interests 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.*** " and be it further

RESOLVED Article VII. Directors.; Section 1.; Qualifications; Article VII. Directors.; Section 1.; Qualifications; be changed to read "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 Member. Each appointed member of the Board of Directors shall be an Affiliate, Director or Life Member,~~ " and be it further

RESOLVED Article VII. Directors; Section 2. Enumeration; Paragraph d. At-Large Directors be changed to read "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 AHA membership described as any AHA Affiliate, Life or Direct Member as per Article III, Section 2, Paragraphs a, c, and d and who are 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.*** ~~Each At-Large Director shall represent the interest of the 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.~~ and be it further

RESOVLED Article VII. Directors; Section 4. Regional and At-Large Directors Term and Limitation.;

Paragraph b. to be changed to read "No person shall be eligible to hold the office of Director *or At-Large Director* for a continuous period in excess of two (2) consecutive terms (four years). The foregoing limitation shall not preclude a person appointed to a term of one year or less by the Trustees or any Director *or At-Large 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, and be it further

RESOLVED Article VII. Directors.; Section 5. Regional and At-Large-Directors Vacancies.; last sentence "Any At-Large Director vacancy shall be filled by *the candidate receiving the next-highest vote count in the election at the Annual Convention at which the vacating At-Large Director was elected.. If there is no candidate available from that election, the position will remain vacant until the next Annual Convention.*" and be it further

RESOLVED Article IX. Committees and Commissions; Section 3. Nominating Committee. Add Paragraph e. *Beginning with the elections occurring at the Annual Convention in 2005, the Nominating Committee shall primarily serve as a credentialing committee. At such time, any Affiliate, Life or Direct Member as described in Article III, Section 2, Paragraph a, c, and d and who is in good standing may nominate him/herself as a candidate for any Arabian Horse Association At-Large-Directors. It shall be the duty of the Nominating Committee 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 120 days prior to the elections. Members may vote electronically or may request a paper ballot for mailing vote to AHA office (mail-in ballot request information to be published in AHA magazine or equivalent), all ballots of any kind to be in the AHA office no later than the closing date of voting which will be 30 days prior to the Annual Convention. The results of this election are to be announced at the immediately-following, Annual Convention where election results of delegate voting are announced. All other duties of the Nominating Committee as described in Article IX, Committees and Commissions; Section 3. Nominating Committee; Paragraph d. shall apply,* and be it further

RESOLVED that upon passage of this resolution by the AHA delegates and approval of the Purebred Arabian Trust Trustees, all appropriate changes will be made in all wording contained in all IAHA/AHRA Merger Documents referring to the At-Large Delegates appointed by the Trustees of PAT as necessary to implement this change, including AHA Bylaws.

EFFECTIVE: January 1, 2005 and upon approval of the Purebred Arabian Horse Trustees as per AHA Bylaws Article XIV, Amendments.

PROPONENTS FINANCIAL IMPACT:

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

SUBMITTED BY: Insallah Arabian Horse Club

Total Members: 11 Number of Yes Votes: 10 Number of No Votes & Abstentions: 0

How vote was taken: Regular meeting and electronic vote

Where documentation of this vote is recorded: Insallah electronic files Date: July, 2004

Contract Person: Georgine Ryter Phone: (405) 848-8231

AHA IMPACT STATEMENT: