

IALHA Special Newsbrief Feb. 11, 2019



International Andalusian and Lusitano Horse Association

President: Janita Smith

V. Pres: Jennifer Stewart

Secretary: Kim Pittman

Treasurer: Kaeli Dressler

Registrar: Alexandra Dees

A Special Meeting Has Been Called

When: March 16, 2019 5 p.m.

Where: 3708 FM 2984, Luling, Texas, 78648

Who: All Voting Members of the IALHA – Full Members, Full Business Members, Lifetime Members, Partners

The IALHA Board of Directors and the IALHA President have called a special meeting of the membership to conduct a vote on changes in the Bylaws and Articles of Incorporation.

The Board has been considering these changes for over a year, and feels it is in the best interest of the organization, its members, and our beautiful horses to bring our organization up to date with technology and recognize the status of the horse industry today. Many equine organizations have seen a steep decline in membership and particularly membership participation in the last few years. One factor that hampers many interested members from serving on our Board of Directors is the cost involved in attending four (4) in-person board meetings each year, one (1) each quarter. With the changes introduced in these motions, the Board will be opening the door to greater participation cutting the cost of being on the Board. A second factor that has become apparent is that we have many members that love our breed but do not own a pure Andalusian horse, rather they perhaps own a half-Andalusian. The Board desires to open the Board membership to more individuals by opening all Regional Board

directorships to members who own a full or half Andalusian. Officers will still need to own a full blood Andalusian.

A third objective of the changes being voted upon would allow the Board of Directors to increase our registry board to four members. This broadens the pool of individuals with registry experience in the future. Changes in the Registrar position are also being proposed to help maintain the future integrity of our Registry Board.

While the Board of Directors encourages all members to attend the meeting, they understand this is not possible for many members. In order to insure all members have the opportunity to vote on these important issues, proxy forms will be e-mailed on February 15, along with a copy of the changes posted here. If you do not receive an e-mail copy of the motions and proxy forms, please call the IALHA office at 205-996-8900 or e-mail info@ialha.org and ask for one. Detailed instructions on the proxy forms will be/have been included with the mailing and also will be available online at ialha.org.

We encourage you to read the documents posted. Please feel free to email questions to: president@ialha.org.

Regards,

Janita Smith IALHA President and the Board of Directors

2019 Proposed Changes to the Articles of Incorporation and By-Laws for the IALHA

Overall the Articles of Incorporation (AOI) and Bylaws are functional and serving the IALHA well.

The Board of Directors of the IALHA has however, determined that the needs of the association may be better served by incorporating and updating the bylaws to be more inclusive of our current membership, and to preserve the integrity of our registry board in the future.

We urge our members to consider the following items for approval.

Unless indicated, Articles of Incorporation or AOI, all section references are to the Bylaws. Changes to the bylaws require a 2/3 majority vote, AOI require a ¾ majority vote of members present at or represented by proxy at the special meeting called by the Board of Directors. This meeting on March 16, 2019 will be held at 1 p.m. at 3708 FM 2984, Luling, Texas, 78648

Highlighted areas draw attention to the changed portion of current bylaws.

Motion 1 - * Intent - The IALHA board seeks to add a fourth position to the Registry Board and change up the Registrar position to broaden the number of people who understand the registry and to provide for the continued integrity of our registry

Read the Motion Carefully

It defines the Registry Board and Registrar, increases the number of members on the Registry Board to four (4), and defines the qualifications, election, appointment, responsibilities, and removal of Registrar and members of the Registry Board.

Renumbers the bylaws accordingly

Part 1: Removes the Registrar from the List of Officers.

Current Bylaw:

3.01 LIST OF OFFICERS

3.01.01 Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, IALHA Show Committee Chair, **and Registrar.**

Proposed New Bylaw Language:

3.01 LIST OF OFFICERS

3.01.01 Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and IALHA Show Committee Chair.

Part 2: Removes the Registrar Qualifications from the list of Officer Qualifications, re-numbers remaining items

Current Bylaw:

3.02 QUALIFICATIONS

3.02.01 To hold office, a person must be a Full Member in good standing at the time of his/her nomination and through his/her tenure. He/she must be nineteen (19) years of age at the time of his/her nomination. He/she must own an IALHA registered purebred horse at 1 the time of nomination.

3.02.02 Candidates for President and Vice President shall have served at least twelve (12) consecutive months on the Board of Directors within the previous two (2) years prior to 4 assuming office.

3.02.03 The Secretary shall have no requirement of prior service on the Board of Directors.

3.02.04 Candidates for Treasurer shall have served at least twelve (12) consecutive months on the Board of Directors within the previous five (5) years prior to assuming office.

3.02.05 IALHA Show Committee Chair shall have served at least twelve (12) consecutive months on the Show Committee within the previous five years prior to assuming office. He or she shall have no requirement of prior service on the Board of Directors.

3.02.05.1 Any past Show Committee Chair may be elected to the position without having served on the Show Committee within the five (5) years previous to him or her assuming office.

3.02.06 The Registrar shall have served on the Registry Board within the previous five (5) years prior to assuming office. He or she shall have no requirement of prior service on the Board of Directors.

3.02.06.1 Any past Registrar may be elected to the position without having served on the Registry Board within the five (5) years previous to him or her assuming office.

3.02.07 If any individual, while not in good standing, resigned or was removed from his or her position as an officer or director, then the service for the position for which he or she were removed or resigned shall not count toward the service requirements for candidacy.

3.02.08 No individual may stand for election for more than one (1) elected position in any one (1) election. No individual may hold more than one (1) elected position within the Association at any time.

Proposed New Bylaw Language:

3.02 QUALIFICATIONS

3.02.01 To hold office, a person must be a Full Member in good standing at the time of his/her nomination and through his/her tenure. He/she must be nineteen (19) years of age at the time of his/her nomination. He/she must own an IALHA registered purebred horse at the time of nomination.

3.02.02 Candidates for President and Vice President shall have served at least twelve (12) consecutive months on the Board of Directors within the previous two (2) years prior to assuming office.

3.02.03 The Secretary shall have no requirement of prior service on the Board of Directors.

3.02.04 Candidates for Treasurer shall have served at least twelve (12) consecutive months on the Board of Directors within the previous five (5) years prior to assuming office.

3.02.05 IALHA Show Committee Chair shall have served at least twelve (12) consecutive months on the Show Committee within the previous five years prior to assuming office. He or she shall have no requirement of prior service on the Board of Directors.

3.02.05.1 Any past Show Committee Chair may be elected to the position without having served on the Show Committee within the five (5) years previous to him or her assuming office.

3.02.06 If any individual, while not in good standing, resigned or was removed from his or her position as an officer or director, then the service for the position for which he or she were removed or resigned shall not count toward the service requirements for candidacy.

3.02.07 No individual may stand for election for more than one (1) elected position in any one (1) election. No individual may hold more than one (1) elected position within the Association at any time.

Part 3: Removes Registrar from list of Officers to be elected by Full Members.

3.03 ELECTION

3.03.01 All Officers shall be elected by a plurality of votes cast by the Full Members.

3.03.02 Each Full Member who may vote for candidates for President, Vice-President, Secretary, Treasurer, the IALHA Show Committee Chair, **and Registrar**, as they coincide with election for term of office or special elections.

Proposed New Bylaw Language:

3.03 ELECTION

3.03.01 All Officers shall be elected by a plurality of votes cast by the Full Members.

3.03.02 Each Full Member who may vote for candidates for President, Vice-President, Secretary, Treasurer, and the IALHA Show Committee Chair, as they coincide with election for term of office or special elections.

Part 4: Removes the Registrar from Executive Committee and replaces it with the Chairman of the Registry Board

Current Bylaw:

ARTICLE V EXECUTIVE COMMITTEE

5.01 The Executive Committee shall consist of the following officers:

5.01.01 President

5.01.02 Vice President

5.01.03 Treasurer

5.01.04 Secretary

5.01.05 Registrar

5.01.06 Past President as an advisory member with no vote.

Proposed New Bylaw Language:

ARTICLE V EXECUTIVE COMMITTEE

5.01 The Executive Committee shall consist of the following positions:

5.01.01 President

5.01.02 Vice President

5.01.03 Treasurer

5.01.04 Secretary

5.01.05 Chairperson of the Registry Board

5.01.06 Past President as an advisory member with no vote.

Part 5: Renames the Section from Registry Board to Registrar and Registry Board and defines each position and all requirements.

Current Bylaw:

7.02 REGISTRY BOARD

7.02.01 NUMBER

7.02.01.1 The Registry Board consists of the Registrar who shall serve as the Chairperson of the Registry Board and three (3) elected members.

7.02.02 QUALIFICATIONS

7.02.02.1 All members of the Registry Board must be Full Members of the Association, in good standing, at the time of his or her election and for the remainder of his or her full term.

7.02.02.2 All candidates for election to the Registry Board shall have attained the age of nineteen (19) by the date of election.

7.02.02.3 All candidates for election to the Registry Board shall own an IALHA registered Purebred Andalusian at the time of his or her nomination.

7.02.02.4 No Registry Board members, except the Registrar as outlined in Article III of these Bylaws, shall serve as a director or officer of the Association concurrent with his or her service on the Registry Board.

7.02.02.5 No person may serve on the Registry Board if that person is currently serving, as a voting member, on the board of any other association or organization that has purposes that are in conflict to the welfare of this Association as determined by the Board of Directors.

7.02.02.6 No individual may stand for election for more than one (1) elected position in any one (1) election. No individual may hold more than one elected position within the Association at any time.

7.02.03 ELECTION

7.02.03.1 The Registrar shall be elected as outlined in section Article III of these Bylaws.

7.02.03.2 The three (3) registry board members shall be elected by a plurality of votes cast by the Full Members.

7.02.03.3 Each Full Member may vote for Registry Board positions as they coincide with election for term of office or special elections.

7.02.03.4 The independent accounting firm will determine the vote tally and send the results along with the original ballots to the principal place of business. The ballots and tally shall remain safeguarded until taken to the Annual General Meeting where the final tally shall be reviewed to determine the outcome of the election which shall then be announced.

7.02.04 TERM OF OFFICE

7.02.04.1 The Registrar shall serve a term as defined in Article III of these Bylaws.

7.02.04.2 Registry Board members shall serve three (3) year terms.

7.02.04.3 The Terms of Registry Board Members shall be staggered such that one (1) term expires in each of three (3) years

7.02.06 REMOVAL OF A REGISTRY BOARD MEMBER

7.02.06.1 The Board of Directors may remove a Registry Board Member, except the Registrar, for good cause with a two-thirds (2/3) majority vote. Removal of the Registrar is subject to removal as described in the Articles of Incorporation.

7.02.06.2 Failure of a Registry Board Member, except the Registrar, to remain a Full Member, in good standing, will result in his or her removal.

7.02.07 VACANCY OF A REGISTRY BOARD POSITION

7.02.07.1 If any vacancy due to the removal or resignation of a Registry Board Member is created, the President, within five (5) days of receiving notice of said vacancy, shall call a special meeting of the Board of Directors for the purpose of filling the vacancy. Said meeting shall be within thirty (30) days of the notice of the meeting. If a regular meeting is scheduled to take place within 30 days of the creation of the vacancy, a special meeting is not required and the vacancy shall be filled at the regular meeting. At such meeting, the vacancy shall be filled by the Board of Directors electing a replacement via a majority vote. Such replacement must meet the qualification requirements for said office and serve the remainder of the term.

7.02.07.2 If an elected position is not filled in an election, the President, within five (5) days of the announcement of the results, shall call a special meeting of the Board of Directors for the purpose of filling the vacancy. Said meeting shall be within thirty (30) days of the notice of the meeting. If a regular meeting is scheduled to take place within 30 days of the creation of the vacancy, a special meeting is not required, and the vacancy shall be filled at the regular meeting. At such meeting, the vacancy shall be filled by the Board of Directors electing a replacement via a majority vote. Such replacement must meet the qualification requirements for said office and serve the full term.

7.02.07.3 If the vacancy created is the Registrar, the vacancy shall be filled in accordance with Article III.

7.02.08 RESPONSIBILITIES

7.02.08.1 The responsibilities of the Purebred Registry Board are to preserve, protect and manage the Registry of the IALHA and to verify the purity of all horses in The Purebred Registry and the purity of the Purebred Andalusian parent of each Half-Andalusian submitted for inclusion in the Half-Andalusian Registry.

7.02.08.2 The Registry Board, directly and through the Registry staff, shall be solely responsible for tracing all horse registrations to be included in The Purebred Registry and the Half-Andalusian Registry. The Registry Board will make the final decision on all certification of horses to be included in The Purebred or Half-Andalusian Registries.

7.02.08.2. A In the event of an investigation into a registration matter by the Registry Board, original registration papers must be held by the Registry Board pending its decision. The Registry Board will make the final decision on all certification of horses to be included in The Purebred Andalusian or Half-Andalusian Registry.

7.02.08.3 All new registrations of Purebred Andalusian horses where one or both of the parents of the horse being registered is/are not an IALHA Registered Purebred Andalusian, the Registry Board, including the Registrar, will, upon application to it, trace in an unbroken line, foreign and domestic horses, to either IALHA registered Purebred Andalusians or horses registered with the Cria Caballar or its designate in Spain as Pura Raza Española and/or horses which have registry documents issued by the Associação Portuguesa de Criadores Do Cavalo Puro Sangue Lusitano of Portugal, or its designate, as Puro Sangue Lusitano. In the case of Half-Andalusians, the Registry Board, including the Registrar, shall trace the Andalusian parent of the horse presented for registration in like manner. The Registry board, including the Registrar shall consult on any other questions that may arise concerning certification of registration.

7.02.08.4 All new registrations of Purebred Andalusian horses where both of the parents of the horse being registered are IALHA Registered Purebred Andalusians, or the Andalusian parent of a Half-Andalusian, may be approved solely by the Registrar after his or her review.

Proposed New Bylaw Language:

7.02 Registrar and Registry Board

7.02.01 The Registrar shall be appointed by a majority vote of the board. The Registrar may be a paid full or part time position.

7.02.02 The Registrar shall be responsible for all Registry processing and documentation. The Registrar shall provide a quarterly summary report of Registry activity to the Board of Directors and he or she, or his/her designee, shall be available for questions during the quarterly Regular Board of Directors' meetings. The Registrar shall work closely with the Registry Board and all proposed registration policy changes and registration rules changes must be brought to the Registry Board for approval before being

submitted to the Board of Directors. No Registrar may serve as a director or officer of the Association concurrent with his or her service as Registrar.

7.02.03 Registry Board Number

7.02.03.1 The Registry Board consists of **four (4)** elected members. The Registry Board will appoint a Chairperson at the beginning of each year to represent the Registry Board on the Executive Committee.

7.02.04 QUALIFICATIONS

7.02.04.1 All elected members of the Registry Board must be Full Members of the Association, in good standing, at the time of his or her election and for the remainder of his or her full term.

7.02.04.2 All candidates for election to the Registry Board shall have attained the age of nineteen (19) by the date of election.

7.02.04.3 All candidates for election to the Registry Board shall own an IALHA registered Purebred Andalusian at the time of his or her nomination.

7.02.04.4 No Registry Board member may serve as a director or officer of the Association concurrent with his or her service on the Registry Board. An elected Registry Board member may be appointed as Registrar by the Board of Directors but may not also serve as Registry Board Chairperson. **Removes the Registrar from this portion of the bylaws. "except the Registrar as outlined in Article III of these Bylaws."**

7.02.04.5 No person may serve on the Registry Board if that person is currently serving, as a voting member, on the board of any other association or organization that has purposes that are in conflict to the welfare of this Association as determined by the Board of Directors.

7.02.04.6 No individual may stand for election for more than one (1) elected position in any one (1) election. No individual may hold more than one elected position within the Association at any time.

7.02.05 ELECTION

Deletes the original 7.02.03.1 Removes the Registrar from an elected position

7.02.05.1 The **four (4)** registry board members shall be elected by a plurality of votes cast by the Full Members.

7.02.05.3 Each Full Member may vote for Registry Board positions as they coincide with election for term of office or special elections.

7.02.05.4 The independent accounting firm will determine the vote tally and send the results along with the original ballots to the principal place of business. The ballots and tally shall remain safeguarded until taken to the Annual General Meeting where the final tally shall be reviewed to determine the outcome of the election which shall then be announced.

7.02.06 TERM OF OFFICE

7.02.06.1 **The term of service for the Registrar is established by the Board of Directors.**

7.02.06.2 **Three (3)** Registry Board members shall serve three (3) year terms. **One Registry Board position will be a one (1) year term. Defines the term of the new Registry Board member.**

7.02.06.3 The Terms of the three (3) year Registry Board members shall be staggered such that one (1) term expires in each of three (3) years. **The one (1) year Registry Board Member will expire and be elected every year. Any Registry Board member who is also appointed Registrar is subject to the term limits of the Registry Board seat they were elected to but may remain Registrar if so appointed by the Board of Directors.**

7.02.07 REMOVAL OF A REGISTRY BOARD MEMBER

7.02.07.1 The Board of Directors may remove a Registry Board member for good cause with a two-thirds (2/3) majority vote. **Removal of the Registrar is by the action of the Board of Directors.**

7.02.07.2 Failure of a Registry Board Member to remain a Full Member, in good standing, will result in his or her removal.

7.02.08 VACANCY OF A REGISTRY BOARD POSITION

7.02.08.1 If any vacancy due to the removal or resignation of a Registry Board Member is created, the President, within five (5) days of receiving notice of said vacancy, shall call a special meeting of the Board of Directors for the purpose of filling the vacancy. Said meeting shall be within thirty (30) days of the notice of the meeting. If a regular meeting is scheduled to take place within 30 days of the creation of the vacancy, a special meeting is not required and the vacancy shall be filled at the regular meeting. At such meeting, the vacancy shall be filled by the Board of Directors electing a replacement via a majority vote. Such replacement must meet the qualification requirements for said office and serve the remainder of the term.

7.02.08.2 If an elected position is not filled in an election, the President, within five (5) days of the announcement of the results, shall call a special meeting of the Board of Directors for the purpose of filling the vacancy. Said meeting shall be within thirty (30) days of the notice of the meeting. If a regular meeting is scheduled to take place within 30 days of the creation of the vacancy, a special meeting is not required, and the vacancy shall be filled at the regular meeting. At such meeting, the vacancy shall be filled by the Board of Directors electing a replacement via a majority vote. Such replacement must meet the qualification requirements for said office and serve the full term.

7.02.09 RESPONSIBILITIES **Adding the Registrar to the list of those responsible for these duties**

7.02.09.1 The responsibilities of the Purebred Registry Board **and Registrar** are to preserve, protect and manage the Registry of the IALHA and to verify the purity of all horses in The Purebred Registry and the purity of the Purebred Andalusian parent of each Half-Andalusian submitted for inclusion in the Half-Andalusian Registry.

7.02.09.2 The Registry Board **and Registrar**, directly and through the Registry staff, shall be solely responsible for tracing all horse registrations to be included in The Purebred Registry and the Half-Andalusian Registry. The Registry Board will make the final decision on all certification of horses to be included in The Purebred or Half-Andalusian Registries.

7.02.09.2. A In the event of an investigation into a registration matter by the Registry Board **and Registrar**, original registration papers must be held by the Registry Board pending its decision. The

Registry Board will make the final decision on all certification of horses to be included in The Purebred Andalusian or Half-Andalusian Registry.

7.02.09.3 All new registrations of Purebred Andalusian horses where one or both of the parents of the horse being registered is/are not an IALHA Registered Purebred Andalusian, the Registry Board and the Registrar, will, upon submittal of the application, trace in an unbroken line foreign and domestic horses, to either IALHA registered Purebred Andalusians or horses registered with the Cria Caballar or its designate in Spain as Pura Raza Española and/or horses which have registry documents issued by the Associação Portuguesa de Criadores Do Cavalo Puro Sangue Lusitano of Portugal, or its designate, as Puro Sangue Lusitano. In the case of Half-Andalusians, the Registry Board and the Registrar shall trace the Andalusian parent of the horse presented for registration in like manner. The Registry board and the Registrar shall be consulted on any other questions that may arise concerning certification of registration.

7.02.09.4 All new registrations of Purebred Andalusian horses where both of the parents of the horse being registered are IALHA Registered Purebred Andalusians, or the Andalusian parent of a Half-Andalusian, shall be approved by the Registrar and one member of the Registry Board on a monthly rotating basis.

For _____ Against _____

Motion 2 - *The intent of the Board of Directors is to open the Regional Board of Directors seats to more members and to provide for virtual meetings in all but the first Quarter in-person board meeting, to allow more individuals to participate unrestricted by financial position.

Changes here allow all Regional Directors to own a full or half-Andalusian instead of only Directors-at-Large and provides for three of the four quarterly in-person meetings to be held via electronic means.

Part 1 Adds the need for Directors to have sufficient access to the internet to participate in video board meetings.

Current Bylaw:

3.02 QUALIFICATIONS (Officers)

3.02.01 To hold office, a person must be a Full Member in good standing at the time of his/her nomination and throughout his/her tenure. He/she must be nineteen (19) years of age at the time of his/her nomination. He/she must own an IALHA registered purebred horse at the time of nomination.

Proposed New Bylaw Language:

3.02.01 To hold office, a person must be a Full Member in good standing at the time of his/her nomination and throughout his/her tenure. He/she must be nineteen (19) years of age at the time of his/her nomination. He/she must own an IALHA registered purebred horse at the time of nomination. **He/She must have sufficient access to the internet to be able to participate in live streaming video board meetings.**

Part 2 Provides for Half-Andalusian Owners to be Directors of Regions other than At-Large, adds language regarding full membership in good standing

Current Bylaw:

4.02 Qualifications (Directors)

4.02.03 A Director representing a geographic region shall own an IALHA registered Purebred Andalusian horse at the time of his or her nomination.

4.02.04 An At-Large Director shall own an IALHA registered Purebred Andalusian or Half Andalusian at the time of his or her nomination.

Proposed New Bylaw Language:

4.02.03 All Directors shall own an IALHA registered Purebred Andalusian **or Half Andalusian** at the time of his or her nomination. **All persons must be a Full member in good standing at the time of his or her nomination.**

4.02.04 All Directors must have sufficient access to the internet to be able to participate in live streaming video board meetings.

(Deleting 4.02.04 above in current Bylaw as it is no longer relevant and renumbering.)

Part 3 Provides for the first quarter meeting each year to be in person and all other quarterly meetings to be in person or via telephonic or other electronic means

Current Bylaw:

4.11 REGULAR MEETINGS

4.11.01 The Board of Directors shall meet quarterly as specified by a resolution of the Board. The resolution establishing the meetings shall be required business in the first meeting of the term and shall establish the date and city of the next four quarterly meetings. If the resolution defining the date of the meeting does not specify the location, the meeting shall be held at the principal office of the Association.

4.11.02 All Members of the Association shall be notified at least thirty (30) days before the beginning of the Board meeting of the meeting, the date, and city. All Members of the Association shall be notified of the time and specific location at least fourteen (14) days before the beginning of the Board meeting. If the time is not specified, the meeting shall begin at 8:00 AM local time. Notice by email, facsimile, or

other such written or electronic means shall be sufficient. Mailed notice is deemed mailed when postmarked.

4.11.03 All Members of the Association may attend all Regular Board Meetings. If the Board goes into closed session to discuss or vote upon matters the Board deems to be of a sufficiently confidential nature, persons not on the Board of Directors shall be excluded. At no time may a director be excluded from the meeting.

Proposed New Bylaw Language:

4.11 REGULAR MEETINGS

4.11.01 The Board of Directors shall meet quarterly as specified by a resolution of the Board. The resolution establishing the meetings shall be required business in the first meeting of the term and shall establish the date **and location** of the next four quarterly meetings. **Only the first quarterly meeting is required to be an in-person meeting. All other regular meetings may be held in-person or by telephonic or other electronic means.** If the resolution defining the date of the meeting does not specify the location, the meeting shall be held in-person at the principal office of the Association.

4.11.02 All Members of the Association shall be notified at least thirty (30) days before the beginning of the Board meeting of the meeting, the date, and city (when indicated). All Members of the Association shall be notified of the time, specific location (when indicated) or means of telephonic/electronic access at least fourteen (14) days before the beginning of the Board meeting. If the time is not specified, the meeting will begin at **9:00 AM Central Time**. Notice by email, facsimile, or other such written or electronic means shall be sufficient. Mailed notice is deemed mailed when postmarked.

4.11.03 All Members of the Association may attend **and/or participate** in all Regular Board Meetings. If the Board goes into closed session to discuss or vote upon matters the Board deems to be of a sufficiently confidential nature, persons not on the Board of Directors shall be excluded. At no time may a director be excluded from the meeting.

Part 4 Add the language "or other electronic means"for Special Telephonic Meetings

Current Bylaw:

4.12.03 SPECIAL TELEPHONIC MEETINGS: Special meetings via telephone shall be held at a date and time determined by the President, or if said meeting is called by the Directors, the date and time must be stated in the demand for the meeting. Notice of the meeting shall be given to all Members of the Association at least fourteen (14) days before the beginning of the meeting. Notice shall be by email, telephone, facsimile or other electronic means. Notice shall state the topics which will be discussed at the meeting. No business, other than that stated in the notice may be conducted.

Proposed New Bylaw Language:

4.12.03 SPECIAL TELEPHONIC/ELECTRONIC MEETINGS: Special meetings via telephone **or other electronic means** shall be held at a date and time determined by the President, or if said meeting is

called by the Directors, the date and time must be stated in the demand for the meeting. Notice of the meeting shall be given to all Members of the Association at least fourteen (14) days before the beginning of the meeting. Notice shall be by email, telephone, facsimile or other electronic means. Notice shall state the topics which will be discussed at the meeting and the means of access. No business, other than that stated in the notice may be conducted.

Part 5 Add the language “or other electronic means” for Emergency Special Meetings

Current Bylaw:

4.12.04 EMERGENCY SPECIAL MEETINGS: Emergency Special meetings may be called for conditions deemed of such a nature as to require an emergency meeting. They shall be via telephone and shall be held at a date and time determined by the President, or if said meeting is called by the Directors, the date and time must be stated in the demand for the meeting. Notice of the meeting shall be given to all directors at least forty-eight (48) hours before the beginning of the meeting. Notice shall be by email, telephone, facsimile, or other electronic means. Notice shall state the topics which will be discussed at the meeting. Only items of an emergency nature may be included. No business, other than that stated in the notice may be conducted.

Proposed New Bylaw Language:

4.12.04 EMERGENCY SPECIAL MEETINGS: Emergency Special meetings may be called for conditions deemed of such a nature as to require an immediate meeting. They shall be via telephone **or other electronic means** and shall be held at a date and time determined by the President, or if said meeting is called by the Directors, the date and time must be stated in the demand for the meeting. Notice of the meeting shall be given to all directors at least forty-eight (48) hours before the beginning of the meeting. Notice shall be by email, telephone, facsimile, or other electronic means. Notice shall state the topics which will be discussed at the meeting and the means of access. Only items of an emergency nature may be included. No business, other than that stated in the notice may be conducted.

Part 6 Allows for “other electronic means” for non in-person Regular meetings

Current Bylaw:

4.13 TELEPHONIC MEETINGS

4.13.01 Directors may participate in meetings of the Board of Directors by telephone for Emergency Special Meetings, Special Telephonic Meetings, or as described herein.

4.13.02 If, at any Regular or Special In-Person meeting of the Board of Directors, quorum is not established, the President, or presiding officer in the absence of the President, shall cause to have all members of the Board of Directors, not in physical attendance, telephoned for invitation to the meeting via telephone. Presence via telephone will be considered presence in person for quorum only.

Proposed New Bylaw Language:

4.13 TELEPHONIC/ ELECTRONIC MEETINGS

4.13.01 Directors may participate in meetings of the Board of Directors by telephone/**electronic means for non In-Person Regular meetings**, Emergency Special Meetings, Special Telephonic Meetings, or as described herein.

4.13.02 If, at any Regular In-Person or Special In-Person meeting of the Board of Directors, quorum is not established, the President, or presiding officer in the absence of the President, shall cause to have all members of the Board of Directors, not in physical attendance, telephoned for invitation to the meeting via telephone. Presence via telephone will be considered presence in person for quorum only.

Part 7 Add the language “at in-person meetings” for In-Person Meeting Quorum

Current Bylaw:

4.15 QUORUM

4.15.01 The presence of fifty percent of all directors shall constitute a quorum.

4.15.01.1 For purposes of quorum, telephonic presence is considered presence for quorum only and will not count as physical attendance for attendance requirements.

Proposed New Bylaw Language:

4.15 QUORUM

4.15.01 The presence of fifty percent of all directors shall constitute a quorum.

4.15.01.1 For purposes of quorum, telephonic presence is considered presence for quorum only and will not count as physical attendance for attendance requirements **at In-Person meetings**.

Part 8 Corrects attendance language to match new by-laws requiring attendance at first quarter in-person board of directors meeting.

Current Bylaw:

4.17 REQUIRED ATTENDANCE

4.17.01 Board Members are required to attend Regular Meetings.

4.17.01.1 Any Director who is absent from two (2) or more Regular Meetings within a calendar year shall be ineligible for election to any elected position in the Association for a period of one (1) year.

4.17.01.2 Any Director who is absent from two (2) or more Regular Meetings within a calendar year may also be subject to removal, as outlined in the Articles of Incorporation.

Proposed New Bylaw Language:

4.17 REQUIRED ATTENDANCE

4.17.01 Board Members are required to attend Regular Meetings.

4.17.01.1 Any Director who is absent from two (2) or more Regular Meetings within a calendar year shall be ineligible for election to any elected position in the Association for a period of one (1) year.

4.17.01.2 Any Director who is absent from two (2) or more Regular Meetings within a calendar year may also be subject to removal, as outlined in the Articles of Incorporation.

4.17.01.3 Any Director who is absent from the mandatory In-Person 1st Quarter Meeting may be subject to removal, as outlined in the Articles of Incorporation. (Current Articles do not reflect this and are included to be modified– See Part 9

Change to the Articles of Incorporation: Part 9

Part 9 Change to the Articles of Incorporation – To allow for the removal of a Director, other than an Officer, for absence. So that the Articles will agree with the amendment to the bylaws in Motion 2-Part 8

Current Article:

ARTICLE V REMOVAL OF OFFICERS AND DIRECTORS

5.01 Removal of duly elected or appointed Officers or Directors of the Organization shall be as described herein.

5.01.01 Any Director, other than an Officer, shall be removed from office for the following reasons:

5.01.01.1 Failure of a Director, other than an Officer, to maintain his or her membership in good standing while in office;

5.01.01.2 If any Director, other than an Officer, is absent from two regularly scheduled quarterly Board of Directors meetings within a calendar year. Removal is effective at the conclusion of the second meeting for which the said Director is absent.

5.01.01.2. A The Director removed may submit an appeal with written evidence of extenuating circumstances within fourteen (14) days. At the next meeting of the Board of Directors, the first order of new business shall be the hearing of the appeal. The Board of Directors, by a 2/3 majority vote, may nullify the removal and the absence shall be excused and will not count against attendance requirements for qualification for election. The Board of Directors may fill the vacancy after fourteen (14) days if no appeal is filed, or after the hearing of the appeal if the removal is not nullified.

5.01.01.3 If any Director, who is not an Officer, has had his or her removal nullified, as described in this section, is absent from an additional regularly scheduled quarterly Board of Directors meetings within a calendar year shall be removed. Removal is effective at the conclusion of the additional meeting for which the said Director is absent. There shall be no appeal for removal for an additional absence.

5.01.01.4 Failure of a regional director to maintain residency in the region they are elected or appointed to represent, as described in the bylaws. If he/she does not resign, the Board shall refer the matter to the Ethics Committee which shall determine whether non-compliance of this provision is occurring. If the Ethics Committee deems there is non-compliance, they shall render a verdict of removal and the director shall be removed. The Ethics Committee's investigation is not an ethics complaint and hearing process but a determination of facts and whether removal is required by the Articles and Bylaws in light of the facts.

5.01.02 Any Officer or Director of the Association may be removed from his or her office or position as follows:

5.01.02.1 A vote by the Full Members to remove an Officer or Director shall be conducted if any of the following conditions are met:

5.01.02.1.A A referendum to remove said Officer or Director is submitted by a minimum of 15% of the Members eligible to vote for said Officer or Director. Said referendum shall be delivered to the Board of Directors who shall, upon verification, schedule the vote at their next meeting. The vote for removal by the Members eligible to vote for said Officer or Director shall be conducted within 60 days of the meeting, or;

5.01.02.1.B The Board of Directors votes, by a 3/4 majority of Directors present at a Board of Directors meeting, to schedule a vote for removal, by the Members eligible to vote for said Officer or Director, within 60 days of the meeting, or;

5.01.02.1.C The Ethics Committee votes, at an Ethics Committee meeting, by a 2/3 majority of committee members present, to recommend to the Board of Directors to conduct a vote for removal. The Board of Directors may, at their next meeting, by a simple majority, schedule a vote for removal, by the Members eligible to vote for said Officer or Director. The vote by the membership must be within days of the meeting of the Board of Directors.

5.01.02.2 The vote shall be presented to all Full Members of the Association eligible to vote for said Officer or Director. The vote to remove shall require a 2/3 majority of votes cast to remove the Officer or Director. This vote must be conducted by secret ballot, by mail.

5.01.02.2.A A minimum of 30% of the membership eligible to vote must cast ballots. If 30% is not achieved, the vote to remove shall be considered failed and the Officer or Director shall retain his or her position. The vote for removal shall be conducted with the same protocols for election of the Officer or Director, as described in the Bylaws.

Proposed New Language in the Articles of Incorporation in Support of the change in the Bylaws

ARTICLE V REMOVAL OF OFFICERS AND DIRECTORS

5.01 Removal of duly elected or appointed Officers or Directors of the Organization shall be as described herein.

5.01.01 Any Director, other than an Officer, shall be removed from office for the following reasons:

5.01.01.1 Failure of a Director, other than an Officer, to maintain his or her membership in good standing while in office;

5.01.01.2 If any Director, other than an Officer, is absent from the first quarter in-person meeting Board of Directors meeting. Removal is effective at the conclusion of the first quarter in-person meeting for which the said Director is absent.

5.01.01.2. A The Director removed may submit an appeal with written evidence of extenuating circumstances within fourteen (14) days. At the next meeting of the Board of Directors, the first order of new business shall be the hearing of the appeal. The Board of Directors, by a 2/3 majority vote, may nullify the removal and the absence shall be excused and will not count against attendance requirements for qualification for election. The Board of Directors may fill the vacancy after fourteen (14) days if no appeal is filed, or after the hearing of the appeal if the removal is not nullified.

5.01.01.3 If any Director, who is not an Officer, has had his or her removal nullified, as described in this section, is absent from an additional regularly scheduled quarterly Board of Directors meeting within a calendar year. Removal is effective at the conclusion of the additional meeting for which the said Director is absent. There shall be no appeal for removal for an additional absence.

5.01.01.4 Failure of a regional director to maintain residency in the region they are elected or appointed to represent, as described in the bylaws. If he/she does not resign, the Board shall refer the matter to the Ethics Committee which shall determine whether non-compliance of this provision is occurring. If the Ethics Committee deems there is non-compliance, they shall render a verdict of removal and the director shall be removed. The Ethics Committee's investigation is not an ethics complaint and hearing process but a determination of facts and whether removal is required by the Articles and Bylaws in light of the facts.

5.01.02 Any Officer or Director of the Association may be removed from his or her office or position as follows:

5.01.02.1 A vote by the Full Members to remove an Officer or Director shall be conducted if any of the following conditions are met:

5.01.02.1.A A referendum to remove said Officer or Director is submitted by a minimum of 15% of the Members eligible to vote for said Officer or Director. Said referendum shall be delivered to the Board of Directors who shall, upon verification, schedule the vote at their next meeting. The vote for removal by the Members eligible to vote for said Officer or Director shall be conducted within 60 days of the meeting, or;

5.01.02.1.B The Board of Directors votes, by a 3/4 majority of Directors present at a Board of Directors meeting, to schedule a vote for removal, by the Members eligible to vote for said Officer or Director, within 60 days of the meeting, or;

5.01.02.1.C The Ethics Committee votes, at an Ethics Committee meeting, by a 2/3 majority of committee members present, to recommend to the Board of Directors to conduct a vote for removal. The Board of Directors may, at their next meeting, by a simple majority, schedule a vote for removal, by the Members eligible to vote for said Officer or Director. The vote by the membership must be within days of the meeting of the Board of Directors.

5.01.02.2 The vote shall be presented to all Full Members of the Association eligible to vote for said Officer or Director. The vote to remove shall require a 2/3 majority of votes cast to remove the Officer or Director. This vote must be conducted by secret ballot, by mail.

5.01.02.2.A A minimum of 30% of the membership eligible to vote must cast ballots. If 30% is not achieved, the vote to remove shall be considered failed and the Officer or Director shall retain his or her position. The vote for removal shall be conducted with the same protocols for election of the Officer or Director, as described in the Bylaws.

For _____

Against _____

Motion 3 Amends current Audit Board language to Internal Audit Board to Lend clarity to the fact that the Audit required is an Internal check and balance and does not require an Audit as understood by a CPA.

Current Bylaw:

Article VIII Audit Board

Proposed New Bylaw Language: Internal Audit Board

In all instances where the term Audit Board is used – change to Internal Audit Board.

For _____

Against _____

