

PROPOSED BY-LAWS CHANGES

October 15, 2023

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Restructuring Board of Directors

Proposal #1: Eliminate Districts, Simplify Board of Directors

Action	Remove Director-At-Large, Remove District Directors, Replace number of directors, add executive board
Current	<p>Article V, Section 1. Directors The management and control of this corporation is vested in a Board of Directors consisting of three (3) Directors-At-Large, two (2) Directors elected to represent each designated district, executive board, and the Immediate Past President. All directors of this corporation must be voting members in good standing.</p> <p>Article V, Section 2. Election of Directors-At-Large Three (3) Directors-At-Large will be elected by the voting members for a staggered three (3) year term; election to be held at the Annual Meeting or special meeting called for that purpose. As the term of the Director-At-Large expires, Director-At-Large shall be elected to a term of three years, so that one Director-At-Large is elected each year. Directors-At-Large may be elected to succeed themselves with no limitation as to number of terms; vacancies of Directors-At-Large will be filled as hereinafter provided.</p>
Proposed	<p>Article V, Section 1. Directors The management and control of this corporation is vested in a Board of Directors consisting of nine (9) Directors, Executive Board, and the Immediate Past President. All directors of this corporation must be voting members in good standing.</p> <p>Article V, Section 2. Election of Directors Directors will be elected by the voting members for staggered three (3) year terms; election to be held at the Annual Meeting or special meeting called for that purpose. As the term of the Director expires, Directors shall be elected to a term of three years, so that three Directors are elected each year. Directors may elected to succeed themselves with no limitation as to number of terms; vacancies of Directors will be filled as hereinafter provided.</p>

Action	Strike Sections 3 & 4
Current	<p>Section 3. District Directors For the purpose of election of district directors, the state shall be subdivided into four districts approximately equal in membership with two (2) directors being elected by the membership of each district on or before the Annual Meeting of the corporation. Written notice of each election of District Directors must be given to all members within the designated district not less than ten (10) days before the district meeting at which the election will take place.</p> <p>District Directors will be elected for two (2) year terms, one for each. District Directors are eligible to succeed themselves for two (2) consecutive terms, unless no other candidates are available; District Directors are eligible for nomination and election as Directors At Large, and upon such election the created vacancy will be filled as hereinafter provided.</p> <p>Section 4. Designated Districts The four (4) districts shall be comprised of the existing By Law District designation of counties without current change as follows:</p> <p>NORTHWEST DISTRICT: Boone, Buena Vista, Calhoun, Carroll, Cherokee, Clay, Crawford, Dickinson, Emmet, Greene, Humboldt, Ida, Kossuth, Lyon, Monona, O'Brien, Osceola, Palo Alto, Plymouth, Pocahontas, Polk, Sac, Sioux, Story, Webster, and Woodbury counties.</p> <p>NORTHEAST DISTRICT: Alamakee, Black Hawk, Bremer, Buchanan, Butler, Cerro Gordo, Chickasaw, Clayton, Delaware, Dubuque, Fayette, Floyd, Franklin, Grundy, Hamilton, Hancock, Hardin, Howard, Marshall, Mitchell, Tama, Winnebago, Winneshick, Worth, and Wright counties.</p> <p>SOUTHWEST DISTRICT: Adair, Adams, Audubon, Cass, Clarke, Dallas, Decatur, Fremont, Guthrie, Harrison, Lucas, Madison, Mills, Montgomery, Page, Pottawattamie, Ringgold, Shelby, Taylor, Union, Warren, and Wayne counties.</p> <p>SOUTHEAST DISTRICT: Appanoose, Benton, Cedar, Clinton, Davis, Des Moines, Henry, Iowa, Jackson, Jasper, Jefferson, Johnson, Jones, Keokuk, Lee, Linn, Louise, Mahaska, Marion, Monroe, Muscantine, Powershick, Scott, Van Buren, Wappelo, and Washington counties.</p>
Proposed	

Action	Strike -At-Large, Strike District Director
Current	<p><i>Section 5. Vacancies in the Board of Directors</i></p> <p>1. <u>Director-At-Large</u></p> <p>1. Vacancy in the office of Director-At-Large will be filled by the Board of Directors at the next meeting, but only for the period until the next annual meeting at which time the vacancy will be filled by election of the voting members for a record of the unexpired time.</p> <p>2. <u>District Director</u></p> <p>1. Vacancy in the office of a District Director shall be filled by the election of a successor to fill the unexpired term at any regular or special meeting of the district; prior written notice to all voting members must be given to all voting members within the district at least ten (10) days in advance of meeting either by First Class Mail or notice in the official publication of the organization mailed to the last known address will suffice. Persons filling an unexpired term are eligible for election to two (2) succeeding terms.</p>
Proposed	<p><i>Section 3. Vacancies in the Board of Directors</i></p> <p>1. Vacancy in the office of Director will be filled by the Board of Directors at the next meeting, but only for the period until the next annual meeting at which time the vacancy will be filled by election of the voting members for a record of the unexpired time.</p>

Action	Strike District Meetings
Current	<p><i>Section 4. District Meetings</i></p> <p>1. Each District will hold a meeting of all voting Members within the designated District during the first calendar quarter, and as often thereafter as determined by those voting Members. Until there is a formalized District Directors will have the responsibility for planning and conducting meetings within their respective districts.</p> <p>1. <u>Organization</u></p> <p>1. Each District will determine its formal organization, if any. It is recommended that a District Chairman and District Secretary, and such other officers as District may determine; be selected. District Chairman may be other than one of the District Directors.</p> <p>2. <u>Funding</u></p> <p>1. At the beginning of each calendar year, each District will be credited with an amount not to exceed \$200.00 for operational expense of meetings and meeting notices.</p>

District Chairman will submit substantiated vouchers to the Treasurer within each quarter for accounting, record purposes; unused portions of annual allocations remaining at the end of the fiscal year return to the general fund.

3. Projects

1. As many projects as determined by Voting Members of a District may be sponsored; budget committing the expenditure of Organizational funds or guaranteeing a project must be approved by the Board of Directors. This does not preclude the district from sponsoring self-sustaining projects. Glass or B Fun shows will be coordinated with the organizational calendar to avoid conflict of dates. Funds earned by non-guaranteed projects may be retained.

4. District Directors

1. Each District will elect a District Director, in compliance with Article V of these by-laws, prior to the Annual Meeting in October of each year; written notice being given to all Voting Members within the District not less than Ten (10) days before the District meeting at which election will take place. If determined by the Voting Members at an earlier meeting, the election of District Director may be held in conjunction with the Annual Meeting. Notice in the Official Publication or organization starting time and place of election mailed to last known address will suffice.

5. Affiliated Groups

1. In an effort to develop more activities within a district, each district may establish or recognize groups within their designated area for purpose of promoting one or more of the stated Purposed and Objectives of the organization within their immediate geographical area; i.e., Saddle Clubs, Trail Ride Clubs, Chapters, or Youth Clubs. Such affiliated groups can be either on a formal or informal organization basis; however, if on a formal basis which indicates affiliation with the organization, the majority of members 18 or more years old must be members of the organization.
2. Each District may establish requirements for each Affiliated group, providing such requirements are approved by the Board of Directors prior to any final arrangements. In the absence of recommendations from a given district, the proposal for an Affiliated group may be submitted directly to the Board of Directors by one or more District Directors. If the proposal encompasses more than one district, it must be submitted directly to the Board of Directors.
3. No organization funds can be committed by any affiliated group, but this does not preclude submission of proposed projects to the Board of Directors for consideration through

	<p>one or more of the Directors. Organization will support all known projects and activities within a District by publicizing it to all members.</p>
Proposed	

Officers Elected by the General Membership

Proposal #2: All officers and Board of Directors elected by General Membership.

Action	Replace “Board of Directors” with “voting members”
Current	Article 6.1 Election of Officers The officers of this organization shall be elected by the Board of Directors .
Proposed	Article 6.1 Election of Officers The officers of this organization shall be elected by the voting members in good standing .

Action	Strike “by the Board of Directors”, Replace “each district” with “any director”
Current	Article 6.1 Election of Officers Nominations for consideration by the Board of Directors may be made by each district or by petition of any ten (10) or more voting members in good standing
Proposed	Article 6.1 Election of Officers Nominations for consideration may be made by any director or by petition of any ten (10) or more voting members in good standing

Whole Section	<p>Article 6.1 Election of Officers The officers of this organization shall be elected by the voting members. Nominations for consideration may be made by any director or by petition of any ten (10) or more voting members in good standing; all nominations must be made in writing to the Corporate Secretary at least twenty (20) days prior to the Annual Meeting. All officers of the organization must be voting members in good standing.</p> <p>Designated officers of the organization shall be elected at the Annual Meeting of the Board of Directors which shall immediately follow the Annual Meeting of the organization as provided in the Articles of Incorporation, and shall hold office from the date of such election until the election and qualification of their respective successors; exception, Treasurer will hold office on calendar year basis (Section d).</p>
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Proposal #3: Annual Meeting moved to “4th Quarter” rather than “October”

Action	Strike “of the Board of Directors which shall immediately follow the Annual Meeting of the organization as provided in the Articles of Incorporation”
Current	Article 6.1 Election of Officers Designated officers of the organization shall be elected at the Annual Meeting of the Board of Directors which shall immediately follow the Annual Meeting of the organization as provided in the Articles of Incorporation , and shall hold office from the date of such election until the election and qualification of their respective successors; exception, Treasurer will hold office on calendar year basis (Section d).
Proposed	Article 6.1 Election of Officers Designated officers of the organization shall be elected at the Annual Meeting, and shall hold office from the date of such election until the election and qualification of their respective successors; exception, Treasurer will hold office on calendar year basis (Section d).

Action	Strike “in October”
Current	Article 7.2.2.1.2 Selected voting delegates and alternate voting delegates not in attendance at the third quarter Board of Directors meeting will be notified of selection by Corporate Secretary. Complete list of both voting delegates and alternate voting delegates (in order of precedence) will be published in the next organization communication to members, notifying each of them to be in attendance at the Annual Meeting in October ; notice can be included as part of publication of the third quarter board minutes. Selected delegates and alternates will be promptly certified to International.
Proposed	Article 7.2.2.1.2 Selected voting delegates and alternate voting delegates not in attendance at the third quarter Board of Directors meeting will be notified of selection by Corporate Secretary. Complete list of both voting delegates and alternate voting delegates (in order of precedence) will be published in the next organization communication to members, notifying each of them to be in attendance at the Annual Meeting; notice can be included as part of publication of the third quarter board minutes. Selected delegates and alternates will be promptly certified to International.

Action	Replace “month of October” with “fourth quarter”
Current	<p>Article 9.1.1.1 Annual Meeting</p> <p>1. of the Organization will be called by the President during the month of October, as required by the Articles of Incorporation. Exact date of Annual Meeting will be determined no later than July 1 by the Board of Directors. Written notice of Annual Meeting must be given all Voting Members at least Fifteen (15) days prior to meeting. Notice to Time, Place, and Agenda given through the Official Publication of the Organization mailed to last known address will suffice.</p>
Proposed	<p>Article 9.1.1.1 Annual Meeting</p> <p>1. of the Organization will be called by the President during the fourth quarter, as required by the Articles of Incorporation. Exact date of Annual Meeting will be determined no later than July 1 by the Board of Directors. Written notice of Annual Meeting must be given all Voting Members at least Fifteen (15) days prior to meeting. Notice to Time, Place, and Agenda given through the Official Publication of the Organization mailed to last known address will suffice.</p>

Action	Strike “in October”
Current	<p>Article 9.4.1.4 District Meetings</p> <p>4. Each District will elect a District Director, in compliance with Article V of these by-laws, prior to the Annual Meeting in October of each year; written notice being given to all Voting Members within the District not less than Ten (10) days before the District meeting at which election will take place. If determined by the Voting Members at an earlier meeting, the election of District Director may be held in conjunction with the Annual Meeting. Notice in the Official Publication of organization starting time and place of election mailed to last known address will suffice.</p>
Proposed	<p>Article 9.4.1.4 District Meetings</p> <p>4. Each District will elect a District Director, in compliance with Article V of these by-laws, prior to the Annual Meeting of each year; written notice being given to all Voting Members within the District not less than Ten (10) days before the District meeting at which election will take place. If determined by the Voting Members at an earlier meeting, the election of District Director may be held in conjunction with the Annual Meeting. Notice in the Official Publication of organization starting time and place of election mailed to last known address will suffice.</p>

Update Membership Types

Proposal #4: Regular Adult Voting Membership to “Adult Membership”

Action	Article 3.2.1 Regular Single Voting Membership Strike “Regular”; Strike “Voting”; Replace “Persons 18 and older” with “An adult meeting the requirements of AHA membership” 1. “Persons 18 years and older will be entitled to one vote. Included membership to AHA.”
Current	Article 3.2.1 Regular Single Voting Membership 3. Regular Single Voting Membership 1. Persons 18 years and older will be entitled to one vote. Included membership to AHA.
Proposed	Article 3.2.1 Single Membership 4. Regular Single Voting Membership 1. An adult meeting the requirements of AHA membership will be entitled to one vote. Included membership to AHA.

Proposal #5: Remove Joint Voting Membership (doesn’t exist anymore with AHA)

Action - no longer exists with AHA	Article 3.2.2 Regular Joint Voting Membership Strike “Regular Joint Voting Membership” 1. Two persons 18 years and older residing in the same household will be entitled to two votes; if more than two persons residing in the same household, additional votes will be allowed for each member paying established dues. Included membership to AHA for each voting member.”
Current	Article 3.2.2 Regular Joint Voting Membership 3. Regular Joint Voting Membership 1. Two persons 18 years and older residing in the same household will be entitled to two votes; if more than two persons residing in the same household, additional votes will be allowed for each member paying established dues. Included membership to AHA for each voting member.
Proposed	Article 3.2.2 Regular Joint Voting Membership 4. Regular Joint Voting Membership 1. Two persons 18 years and older residing in the same household will be entitled to two votes; if more than two persons residing in the same household, additional votes will be allowed for each member paying established dues. Included membership to AHA for each voting member.

Proposal #6: Update Youth Membership to align with AHA

Action	Article 3.2.4.1 Youth Membership Replace “A youth not having reached there 18th birthday by December 1st of previous calendar year ” with “A youth meeting the requirements fo AHA Youth membership”
Current	Article 3.2.4.1 Youth Membership 1. <u>A youth not having reached there 18th birthday by December 1st of previous calendar year</u> is entitled to participate in all youth functions, as well as organization functions, except voting on organization questions.
Proposed	Article 3.2.4.1 Youth Membership 1. <u>A youth meeting the requirements fo AHA Youth membership</u> is entitled to participate in all youth functions, as well as organization functions, except voting on organization questions.

Proposal #7: Adult Affiliate to vote; Add Youth Affiliate Membership

Action	Article 3.2.3.1 Affiliate Membership Add “Adult” Affiliate Membership
Current	Article 3.2.3.1 Affiliate Membership 1. One person, 18 years or older, will be on the Iowa mailing list, <u>cannot vote</u> or hold office, can participate in Iowa programs.
Proposed	Article 3.2.3.1 <u>Adult</u> Affiliate Membership 1. One person, 18 years or older, will be on the Iowa mailing list, <u>may vote on club matters</u> , cannot hold office <u>or be selected to serve as a delegate to at the regional or national level</u> , may participate in Iowa programs.

Action	Article 3.2.3.1 Affiliate Membership Add “Youth Affiliate Membership” Category
Current	[membership type does not exist]
Proposed	<u>Article 3.2.3.1 Youth Affiliate Membership</u> 2. <u>One person, under the age of 18, will be on the Iowa mailing list, cannot vote or hold office, can participate in Iowa programs.</u>

Proposal #8: Remove Membership Dues Deadline

Action	Article 3.4 Membership Dues Strike “Dues are payable to Iowa Arabian Horse Association on October 31 preceding the beginning of the membership year and become delinquent on January 1 of the membership year.”
Current	Article 3.4 Membership Dues The dues for all classes of memberships in the organization shall be established by the Board of Directors after the Arabian Horse Association Annual Convention; provided however, if there is no AHA dues resolution pending the amount of dues for each class of membership will be recommended by the Board of Directors for consideration at the Annual Meeting of the Corporation and subject to the voting approval thereof. Dues are payable to Iowa Arabian Horse Association on October 31 preceding the beginning of the membership year and become delinquent on January 1 of the membership year. Full annual dues shall be payable for any portion of a membership year.
Proposed	Article 3.4 Membership Dues The dues for all classes of memberships in the organization shall be established by the Board of Directors after the Arabian Horse Association Annual Convention; provided however, if there is no AHA dues resolution pending the amount of dues for each class of membership will be recommended by the Board of Directors for consideration at the Annual Meeting of the Corporation and subject to the voting approval thereof. Full annual dues shall be payable for any portion of a membership year.

Update Communication Mediums

Proposal #9: Allow notice of meetings to be made via US Mail or email depending on what information is on file with the membership secretary.

Action	Article V, Section 7 Add “or emailing” following mailing Add “or email address” following address Add “or email” following First Class Mail
Current	Mailing of notice to last known address as shown on the Membership Secretary’s official membership roll by First Class Mail constitutes notice requirement.
Proposed	Mailing <u>or emailing</u> of notice to last known address <u>or email address</u> as shown on the Membership Secretary’s official membership roll by First Class Mail <u>or email</u> constitutes notice requirement.

Action	Article IX, Section 1 Strike “Notice to Time Place and Agenda given through the Official Publication of the Organization mailed to last known address will suffice.”
Current	1. <u>Annual Meeting</u> 3. of the Organization will be called by the President during the month of October, as required by the Articles of Incorporation. Exact date of Annual Meeting will be determined no later than July 1 by the Board of Directors. Written notice of Annual Meeting must be given all Voting Members at least Fifteen (15) days prior to meeting. Notice to Time Place and Agenda given through the Official Publication of the Organization mailed to last known address will suffice.
Proposed	2. <u>Annual Meeting</u> 3. of the Organization will be called by the President during the month of October, as required by the Articles of Incorporation. Exact date of Annual Meeting will be determined no later than July 1 by the Board of Directors. Written notice of Annual Meeting must be given all Voting Members at least Fifteen (15) days prior to meeting.

Action	Article IX, Section 2 Strike "Notice to Time Place and Agenda given through the Official Publication of the Organization mailed to last known address will suffice."
Current	<u>2. Special Meetings</u> 3. Written notice of Special meetings must be given to all Voting Members at least Fifteen (15) days prior meeting; notice of Time and Place and Agenda given through the Official Publication of the organization mailed to last known address will suffice.
Proposed	<u>2. Special Meetings</u> 3. Written notice of Special meetings must be given to all Voting Members at least Fifteen (15) days prior meeting.

Update Meeting Options

Proposal #10: Allow conference calls/video calls for scheduled meeting, not just in event of bad weather

Action	<p>Article V, Section 6</p> <p>Replace “bad weather” with “unforeseen circumstances”</p> <p>Replace “conference call” with “alternate methods”</p> <p>Replace “conference call will take place, phone number, and access code of the conference call” with “meeting with take place all and all login information”</p> <p>Add “All changes must be communicated within 24 hours of the original meeting time on the “membership only site”.”</p>
Current	<p>In the event of bad weather forcing the meeting to cancel, the President will have the right to decide to hold a Board of Directors meeting via conference call. The cancellation of the meeting will be posted on Association website. The time the conference call will take place, phone number, and access code of the conference call will be posted under the “membership only site”.</p>
Proposed	<p>In the event of unforeseen circumstances forcing the meeting to cancel, the President will have the right to decide to hold a Board of Directors meeting via alternate methods. The cancellation of the meeting will be posted on Association website. The time the meeting will take place and all login information will be posted under the “membership only site”. All changes must be communicated within 24 hours of the original meeting time on the “membership only site”.</p>

Action	<p>Article IX</p> <p>Add Section regarding mediums to hold meetings</p>
Current	N/A
Proposed	<p><u>Meetings may be scheduled to be in person or alternate method including but not limited to video conference with call in accessibility, etc. The time the meeting will take place and all login information will be posted under the “membership only site” within the same timeline as the notice requirements for any meeting of the organization. The Annual Meeting must be held in person.</u></p>