

# TWHBEA Board Of Directors Candidacy Declaration Deadline: August 1, 2008

As per the direction of the TWHBEA<sup>SM</sup> Bylaws, prior to May 1 of each year a determination will be made as to the number of directors to be elected from each state, province, country or region, based on the number of members from each on that date.

With a total of 46 to be elected (in 2008) for three year terms, plus the 64 remaining directors, there will be 110 total directors at the conclusion of the election. Each director shall be a resident of the state or region from which he is elected.

To qualify for election to the Board of Directors, a person must have been a dues paying member of the Association for at least the past five (5) consecutive years and a director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or from any horse industry organization sanctioned by TWHBEA or of which TWHBEA is a part during the director's term or his/her term will be terminated. Each potential director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term. For horses registered in the name of a Corporation, the name of the owner of record on the registration form or on the transfer form will be honored. A horse registered to a married couple will qualify one spouse to run for election. Horses registered to any other partnership will not qualify any of their owners for election.

No person shall be eligible to be a director for more than two (2) full consecutive terms, however, a director may serve more than two (2) nonconsecutive terms.

Persons wishing to declare themselves as a "Candidate for the Board" may send a fax to Stan R. Butt, Executive Director, 931-359-7530, email sbutt@twhbea.com or mail their declaration to:

"Candidate for the Board"  
c/o TWHBEA, P.O. Box 286  
Lewisburg, TN 37091-0286

STATE, PROVINCE, COUNTRY OR REGION	# TO ELECT	STATE, PROVINCE, COUNTRY OR REGION	# TO ELECT	STATE, PROVINCE, COUNTRY OR REGION	# TO ELECT
Alabama	3	Israel	1	Ohio	2
Alberta, Canada <i>William (Bill) Adams</i>	1	Kentucky <i>Leigh Bennett Barney Denney Daniel Lee Starnes Linda Starnes</i>	4	<i>Margaret Ranft Sherrie Szucs</i>	
Arkansas	1	Louisiana	1	Oklahoma	1
California	1	Maryland	1	Pennsylvania	1
Florida <i>Diana McMurtrey</i>	2	Michigan	1	South Carolina	1
Georgia <i>Kathy Zeis</i>	1	Mississippi	2	Tennessee <i>Pat Stout Leah Boyd</i>	8
Germany <i>Denise Bader</i>	1	Missouri	1	Texas <i>Ann King</i>	1
Illinois	1	Montana	1	Virginia	1
Indiana <i>John T. Owens</i>	1	New Mexico	1	Washington <i>Kirk Peters</i>	1
Iowa	1	North Carolina	2	Wyoming	1
				<b>Region 1</b> ( <i>Australia, Austria, Belgium, Denmark, Dominican Republic, Ireland, Netherlands, New Zealand, Norway, Switzerland, U.K.</i> )	1

# TWHBEA Proposed Bylaw Amendments

## PROPOSED BYLAW AMENDMENT #1

The proposed amendment will prohibit voting by proxy for members.

### ARTICLE II, Section 2

#### Current Bylaw with Proposed Changes:

The regular annual meeting of the members shall be held on the first weekend in December in each year at a time and place as designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote but may vote by mail ballot in accordance with the provisions hereof. **Voting by proxy shall not be allowed.**

Notice of the annual meeting shall be given by written notice stating the time of such meeting to each member's last known address as it appears on the Association's records not less than ninety (90) days prior to the date of such meeting.

#### Final Proposed Bylaw:

The regular annual meeting of the members shall be held on the first weekend in December in each year at a time and place as designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote but may vote by mail ballot in accordance with the provisions hereof. **Voting by proxy shall not be allowed.**

Notice of the annual meeting shall be given by written notice stating the time of such meeting to each member's last known address as it appears on the Association's records not less than ninety (90) days prior to the date of such meeting.

#### Bylaws Committee Comments Regarding This Change:

The Bylaws provide for voting by mail ballot. The key voting issues that are put to the general membership are any amendments of the Bylaws and the election of Directors. Both of these are provided for in the Bylaws and effected by mail ballot. There just does not seem to be a justifiable reason to have a procedure for voting by proxy.

This Bylaw Amendment does not affect voting by the Board of Directors. It is our understanding that the Members, by electing a Director, have already delegated their powers to their Director who is their representative. It is not appropriate, and perhaps not even valid from a legal perspective to have any further delegation of this power to a third party over whom the electing members of that Director have no control. As well, there are only two Board of Directors' meetings per year, and Directors are only required to attend one meeting, so it seems inappropriate to have a Director delegate away his/her vote. If Directors have issues or concerns that they would like to raise at a Board meeting, they can certainly arrange to have another Director bring these issues forward at the meeting.

## PROPOSED BYLAW AMENDMENT #2

The proposed amendments would provide that Members must be at least 18 years of age to vote or hold office, including the office of Director.

**The amendments must be voted upon together either affirmatively or negatively.**

### ARTICLE II, Section 7

#### Current Bylaw with Proposed Changes:

Youth Members. Persons under the age of 18 years as of January 1 of the membership year may apply for Youth Membership at a reduced rate. Youth members may participate in functions open exclusively to youth members, but are not eligible to vote or receive other benefits of full dues-paying members (Voice subscription or free foal registration). **Youth members who hold a Life-Time Membership are not allowed to vote on matters pursuant to Article II, or stand for election as a Director, pursuant to Article III hereof.**

**Final Proposed Bylaw:**

Youth Members. Persons under the age of 18 years as of January 1 of the membership year may apply for Youth Membership at a reduced rate. Youth members may participate in functions open exclusively to youth members, but are not eligible to vote or receive other benefits of full dues-paying members (Voice subscription or free foal registration). Youth members who hold a Life-Time Membership are not allowed to vote on matters pursuant to Article II, or stand for election as a Director, pursuant to Article III hereof.

**ARTICLE III, Section 1, paragraph 6****Current Bylaw with Proposed Changes:**

Each Director shall be a resident of the state or region from which he is elected, **and shall be 18 years of age or older at the beginning of the election period.**

**Final Proposed Bylaw:**

Each Director shall be a resident of the state or region from which he is elected, and shall be 18 years of age or older at the beginning of the election period.

**Bylaws Committee Comments Regarding This Change:**

The need for this amendment has arisen as a result of lifetime memberships being purchased by or for minors. TWHBEA procedure currently is for each holder of a membership, other than a youth membership, to receive a ballot for voting. Our Bylaws do not specifically prohibit anyone, except the holder of a youth membership from voting, and is silent with respect to any age requirement for holding office. It is felt that youth should not have voting rights regardless of the type of membership, and clearly it is inappropriate for youth to be Directors. It may well be contrary to law for youth to be Directors, but it is a simple matter to put an age qualification in the Bylaws for Directors and avoid any potential issues in the future.

**PROPOSED BYLAW AMENDMENT #3**

The proposed amendment would ensure that where a married couple owns a horse registered jointly in both spouses' names, either spouse would be eligible to be a Director. However, where a married couple own only one duly registered horse, only one spouse would be eligible to be a Director.

**ARTICLE III, Section 1, paragraph 7****Current Bylaw with Proposed Changes:**

To qualify for election to the Board of Directors, a person must have been a dues paying member of the Association for at least the past five (5) consecutive years and a Director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or from any horse industry organization sanctioned by the TWHBEA or of which TWHBEA is a part during the Director's term or his/her term will be terminated.. Each potential Director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term. For horses registered in the name of a Corporation, the name of the owner of records on the registration form or on the transfer from will be honored. Partnership horses will not qualify any of their owners for election. **A horse owned by a married couple, either jointly or severally, qualifies either spouse for election, but only one spouse may be eligible for election if the married couple only owns one duly registered horse.** To ensure compliance, a monthly audit will be made on all Directors, by the TWHBEA. If any Director is found to be non-compliant there would be allowed a "grace period" of 60 days to comply. At the expiration of sixty (60) days, and if no other horse was registered to that Director, that Director would be removed and replaced with the next alternate from his/her state or region.

**Final Proposed Bylaw:**

To qualify for election to the Board of Directors, a person must have been a dues paying member of the Association for at least the past five (5) consecutive years and a Director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or from any horse industry organization sanctioned by the TWHBEA or of which TWHBEA is a part during the Director's term or his/her term will be terminated.. Each potential Director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term. For horses registered in the name of a Corporation, the name of the owner of records on the registration form or on the transfer from will be honored. Partnership horses will not qualify any of their owners for election. A horse owned by a married couple, either jointly or severally, qualifies either spouse for election, but only one spouse may be eligible for election if the married couple only owns one duly registered horse. To ensure compliance, a monthly audit will be made on all

Directors, by the TWHBEA. If any Director is found to be non-compliant there would be allowed a "grace period" of 60 days to comply. At the expiration of sixty (60) days, and if no other horse was registered to that Director, that Director would be removed and replaced with the next alternate from his/her state or region.

**Bylaws Committee Comments Regarding This Change:**

This issue has arisen because the Bylaws currently state that where persons own horses in a partnership, those persons are not eligible to run for director. This section has been subject to varying interpretations over the years as to whether or not a marriage falls within the meaning of the term "partnership" as contemplated by this Bylaw. In some years, individuals with horses registered jointly with their spouses have been allowed to run for office as a Director, and in other years, they have not been deemed to be qualified to do so. It is believed that marriage should be an exception to the partnership rule. The purpose of this Bylaw is to ensure that people running for Director have a vested interest in the Association, and the ownership of a horse is an indicator of a vested interest. Horses owned by married couples are a valid indicator of vested interest. The proposed Bylaw Amendment does not change any current policy with respect to the ability of both partners to a marriage being eligible to be Directors.

**PROPOSED BYLAW AMENDMENT #4**

The proposed amendment would change the scheduling of the AGM and the December Board of Directors' Meeting so that the regular meeting of the Board of Directors would be held on the 1st Saturday in December, with the Annual General Meeting being held on the Friday immediately preceding the scheduled meeting of the Board of Directors.

**The amendments must be voted upon together either affirmatively or negatively.**

**ARTICLE II, Section 2****Current Bylaw with Proposed Changes:**

The regular annual meeting of the members shall be held on the **first weekend Friday immediately preceding the first Saturday** in December in each year at a time and place as designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote but may vote by mail ballot in accordance with the provisions hereof.

Notice of the annual meeting shall be given by written notice stating the time of such meeting to each member's last known address as it appears on the Association's records not less than ninety (90) days prior to the date of such meeting.

**Final Proposed Bylaw:**

The regular annual meeting of the members shall be held on the Friday immediately preceding the first Saturday in December in each year at a time and place as designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote but may vote by mail ballot in accordance with the provisions hereof.

Notice of the annual meeting shall be given by written notice stating the time of such meeting to each member's last known address as it appears on the Association's records not less than ninety (90) days prior to the date of such meeting.

ARTICLE III, Section 3Current Bylaw with Proposed Changes:

The regular meeting of the Board of Directors shall be held immediately following the annual members' meeting and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually; one, ~~following the regular annual meeting on the first weekend of on the first Saturday~~ in December, and again, on the fourth weekend in May. Provided, however, that the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

Final Proposed Bylaw:

The regular meeting of the Board of Directors shall be held immediately following the annual members' meeting and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually; one, on the first Saturday in December, and again, on the fourth weekend in May. Provided, however, that the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

Bylaws Committee Comments Regarding This Change:

There was a suggestion put forward at the last AGM (December, 2007) that both the AGM and the Board of Directors meetings had become too cumbersome to be held on the same day. This is particularly a problem because the Trainers' Banquet is on the Saturday night and many members and Directors attend. This time restraint is having a severe effect on the ability of both the Members and the Board of Directors to have an opportunity for a complete meeting. This is the one opportunity that members have to face obtain full accountability. To have time restraints does not serve the purpose of the meetings.

It was proposed that it would be more appropriate and effective to have the meetings on separate days. Thus, the AGM would be held on the Friday, and the Board of Directors' Meeting would be held on the Saturday under this proposed amendment. As a consequence of this change, we would see committee meetings move to the Thursday and any sub-committee meetings required would be scheduled for the Wednesday. This could be difficult for some members, but it would allow for a much better opportunity for all members to be heard at the AGM and all matters to be covered at the BOD. This is not happening at present.

*If this proposed amendment is passed, the change would be effective for the 2008 Annual General Meeting and the Board of Directors Meeting.*

**PROPOSED BYLAW AMENDMENT #5**

The proposed amendment will allow for use of electronic mailing to members of the Executive Committee for notice of meetings.

ARTICLE V, Section 2Current Bylaw with Proposed Changes:

The Executive Committee shall meet monthly whenever and wherever called by direction of the President or the majority of the Committee acting jointly of which meeting the Secretary shall give ten (10) days written notice, but such notice may be waived by any member as to himself, unless a majority of the Executive Committee deems a monthly meeting to be unnecessary. ~~Where members of the Executive Committee so elect and verify receipt thereof, notice to those members by electronic mailing shall be deemed to be effective notice.~~

Final Proposed Bylaw:

The Executive Committee shall meet monthly whenever and wherever called by direction of the President or the majority of the Committee acting jointly of which meeting the Secretary shall give ten (10) days written notice, but such notice may be waived by any member as to himself, unless a majority of the Executive Committee deems a monthly meeting to be unnecessary. Where members of the Executive Committee so elect and verify receipt thereof, notice to those members by electronic mailing shall be deemed to be effective notice.

Bylaws Committee Comments Regarding This Change:

Ten days mail notice is required for an Executive Committee meeting. With members being from a diverse number of locations, 10 days notice can be difficult. It would make things much more efficient if the Executive Committee were able to take advantage of the internet to deliver notices and other documents. It is recognized that there are people however who either do not have the internet, or who prefer notice by traditional methods, and that this option should continue to be available by choice.

**PROPOSED BYLAW AMENDMENT #6**

The proposed amendment would remove the position of Treasurer from the elected Officers of the Association.

The amendments must be voted upon together either affirmatively or negatively.

ARTICLE IV, Section 1Current Bylaw with Proposed Changes:

The officers of this Association shall be:

A President, who shall preside over all meetings of the Board of Directors, the Executive Committee, and all membership meetings. A Senior Vice-President, who shall perform the duties of the President in the absence of the President.

A Secretary, who shall record and preserve the minutes of all meetings of the membership, Board of Directors, and Executive Committee.

~~A Treasurer, who shall perform the usual duties of a corporate treasurer.~~

A Vice President for each Operating Division and two vice presidents at large, each of whom shall preside over all meetings of the Committee managing their division.

The officers shall perform such duties as may be required by the Bylaws or by the Board of Directors, or by the Executive Committee acting in its stead.

~~The offices of Secretary and Treasurer may be held by the same person, at the discretion of the Board, and the person holding both offices shall be designated Secretary/Treasurer.~~

Final Proposed Bylaw:

The officers of this Association shall be:

A President, who shall preside over all meetings of the Board of Directors, the Executive Committee, and all membership meetings. A Senior Vice-President, who shall perform the duties of the President in the absence of the President.

A Secretary, who shall record and preserve the minutes of all meetings of the membership, Board of Directors, and Executive Committee.

A Vice President for each Operating Division and two vice presidents at large, each of whom shall preside over all meetings of the Committee managing their division.

The officers shall perform such duties as may be required by the Bylaws or by the Board of Directors, or by the Executive Committee acting in its stead.

ARTICLE IV, Section 2Current Bylaw with Proposed Changes:

All officers shall be elected by the Board of Directors and shall serve for terms of one (1) year and until the election and qualification of his successor. All ~~others; Officers,~~ other than the Secretary ~~and Treasurer (Secretary/Treasurer if both offices are held by the same person),~~ shall be elected from the membership of the Board of Directors. The Secretary ~~and Treasurer; or the Secretary/Treasurer;~~ may or may not be a member of the Board of Directors.

**Final Proposed Bylaw:**

All officers shall be elected by the Board of Directors and shall serve for terms of one (1) year and until the election and qualification of his successor. All others, other than the Secretary, shall be elected from the membership of the Board of Directors. The Secretary may or may not be a member of the Board of Directors.

**ARTICLE VII, Sections 2, 3 and 4****Current Bylaw with Proposed Changes:****EXECUTIVE DIRECTOR AND ~~TREASURER~~ CHIEF FINANCIAL OFFICER**

**Section 2. ~~TREASURER CHIEF FINANCIAL OFFICER:~~** The ~~Treasurer~~ Chief Financial Officer, or where no Chief Financial Officer is employed, the Executive Director, shall be responsible for all money turned over to him from any source. He shall disburse same only upon itemized demands and upon order by the Executive Committee, ~~or by the Executive Director acting in its stead.~~ The Executive Committee by appropriate resolution shall be empowered and authorized to grant to the ~~Treasurer Chief Financial Officer~~ the specific right to expend funds for the routine operation of the affairs of the Association, under such terms and provisions, and limitations as provided therein. He shall account for same by itemized statements in detail to each annual meeting of the members, to the Board of Directors, and to the Executive Committee at each regular meeting or at any special meeting when so demanded. Also, he shall cause to be submitted to the Executive Committee at the first meeting following the annual meeting of the members, a detailed budget of the proposed and anticipated expenditures for the forthcoming fiscal year of the Association. Upon approval of the said budget or its modification, it cannot be exceeded in the total amount set forth by more than five percent (5%) with a majority vote of the Executive Committee.

**Section 3. SURETY BONDS:** The Executive Director ~~and the Treasurer~~ and all other executives, officers or employees of the Association shall give a surety bond at such limits required by the Board of Directors to be furnished at the expense of the Association for the faithful discharge of his or her duties.

**Section 4. AUDITING OF ACCOUNTS:** This Association shall conduct its affairs on the fiscal year basis, same to begin December 1 through November 30, inclusive.

An annual commercial auditing of the accounts of the Executive Director and the ~~Treasurer~~ Chief Financial Officer on such terms as directed by the Board of Directors shall be made by a certified public accountant at the close of each fiscal year and shall be reported to the Executive Committee and to the May meeting of the Board of Directors following the close of each fiscal year. Such accountant shall be a disinterested person and not a member of the Association.

**Final Proposed Bylaw:****EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER**

**Section 2. CHIEF FINANCIAL OFFICER:** The Chief Financial Officer, or where no Chief Financial Officer is employed, the Executive Director, shall be responsible for all money turned over to him from any source. He shall disburse same only upon itemized demands and upon order by the Executive Committee. The Executive Committee by appropriate resolution shall be empowered and authorized to grant to the Chief Financial Officer the specific right to expend funds for the routine operation of the affairs of the Association, under such terms and provisions, and limitations as provided therein. He shall account for same by itemized statements in detail to each annual meeting of the members, to the Board of Directors, and to the Executive Committee at each regular meeting or at any special meeting when so demanded. Also, he shall cause to be submitted to the Executive Committee at the first meeting following the annual meeting of the members, a detailed budget of the proposed and anticipated expenditures for the forthcoming fiscal year of the Association. Upon approval of the said budget or its modification, it cannot be exceeded in the total amount set forth by more than five percent (5%) with a majority vote of the Executive Committee.

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An annual commercial auditing of the accounts of the Executive Director and the Chief Financial Officer on such terms as directed by the Board of Directors shall be made by a certified public accountant at the close of each fiscal year and shall be reported to the Executive Committee and to the May meeting of the Board of Directors following the close of each fiscal year. Such accountant shall be a disinterested person and not a member of the Association.

**Bylaws Committee Comments Regarding This Change:**

The Treasurer is, pursuant to the Bylaws, recognized as the Chief Financial Officer of the Association. Corporations the size of TWHBEA do not normally have CFO's who are elected. Furthermore, CFOs typically must possess some level of financial and accounting education and experience

The job responsibilities of the CFO are such that this position requires that the incumbent be on site at TWHBEA on a very regular basis. A CFO also needs to held accountable on a day to day basis for the performance of his/her duties. They need to be held to a standard that is considerably higher than that which is required of a volunteer.

The responsibility for oversight of the Treasurer role should fall directly under either the Fiscal/Admin VP, or the Senior VP. In the event that this Bylaw amendment is approved by the membership, this is where responsibility for oversight of the day to day financial operations will be placed.

**PROPOSED BYLAW AMENDMENT #7**

The proposed amendment would update Article III to remove sections that no longer have any force or effect, and to make for better ease of reading and management.

**ARTICLE III****Current Bylaw with Proposed Changes:****SECTION III: DIRECTORS**

**Section 1.** The business and property of the Association shall be managed and controlled by the Board of Directors and an Executive Committee hereinafter created and empowered.

**Section 2.** Commencing with the election held immediately prior to November 1, 2001, Each state having twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) additional Director and each state having more than twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) additional Director for every one hundred seventy-five (175) members of this Association over the initial twenty-five (25).

*Insert paragraph break*

States not having as many as twenty-five (25) members will be grouped together in regions for the purpose of electing Directors, said grouping to be done insofar as practicable, to insure that each geographical section shall be represented in proportion to the number of members of this Association residing in the area. Each region shall be entitled to elect the same number of Directors as if it were a state.

~~Directors elected in the election held immediately prior to November 1, 1999, shall serve two (2) year terms and Directors elected in the election held immediately prior to November 1, 2000, shall serve one (1) year terms. One-third of the Directors elected in the election held immediately prior to November 1, 2001, shall serve one (1) year terms, one-third shall serve two (2) year terms, and one-third shall serve three (3) year terms. Thereafter all Directors elected shall serve three (3) year terms. Only three (3) year terms shall be considered full terms for the purpose of determining eligibility for successive terms.~~

The Board of Directors shall, prior to May 1 of each year, group such states as do not have twenty-five (25) members into regions for the purpose of the next election of Directors, and shall otherwise determine the proper number of Directors to be elected.

**Section 3.** Said Directors shall be elected not later than the first day of November of each year. Their term of office shall commence at the annual December meeting of the membership to be held as set out in these Bylaws. The method of election, the number of Directors to be elected, the notice to be given for said election and all other matters relating to same shall be fixed by resolution of the Board of Directors, and the same rules and regulations governing the said election shall be effective in each state or region.

**Section 4.** Each Director shall be elected for a term of three (3) years. No person shall be eligible to be a Director for more than two (2) full consecutive terms; however, a person may serve more than two (2) non consecutive terms as a Director. Each Director shall possess the following qualifications:

- (a) each Director shall be a resident of the state or region from which he is elected,
- (b) ~~To qualify for election to the Board of Directors, a person~~ each Director must have been a dues paying member of the Association for at least the past five (5) consecutive years,  
*Insert paragraph break*
- (c) ~~and~~ a Director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or from any horse industry organization sanctioned by TWHBEA<sup>SM</sup> or of which TWHBEA<sup>SM</sup> is a part during the Director's term or his/her term will be terminated,
- (d) each potential Director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term.

*Insert paragraph break*

For horses registered in the name of a Corporation, the name of the owner of record on the registration form or on the transfer form will be honored. Partnership horses will not qualify any of their owners for election.

To ensure compliance with all required qualifications, a monthly audit will be made on all Directors, by the TWHBEA<sup>SM</sup>. If any Director is found to be non-compliant there would be allowed a "grace period" of 60 days to comply. At the expiration of sixty (60) days, and if no other horse was registered to that Director, that Director would be removed and replaced with the next alternate from his/her state or region.

~~No person shall be eligible to be a Director for more than two (2) full consecutive terms, however, a Director may serve more than two (2) nonconsecutive terms.~~

~~Subject to the conditions stated above, Directors shall serve for terms of three (3) years.~~

**Section 2 5.** Elections will be handled either by the in-house election procedures or by an independent accounting firm (with no conflicts of interest with, or ties to, the Association).

**In-House Election Procedures Plan:** A 12-member Election Committee will be appointed by the Executive Committee. Each Executive Committee member will appoint one Election Committee member; however, no more than four members from any given state will serve on the Committee. A TWHBEA<sup>SM</sup> member who is a candidate in the election may also serve on the Election Committee; however, that member shall not serve as Chairman of the Committee nor be allowed to count votes from his or her own state. The Executive Committee shall appoint the Chairman of the Election Committee from one of the twelve Election Committee appointees. The Election Committee will then be responsible for supervising, preparing and distributing election ballot packets and will be solely responsible for tabulating election results in accordance with the following procedures:

**Step One:** The ballot packet will include an explanation of the election procedure with voter instruction included, a list of all eligible members who have expressed to the Executive Director of TWHBEA<sup>SM</sup> a willingness to serve on the Board of Directors, a ballot card and a postage-paid return envelope which will bear a label with the voter's membership number only. (Membership numbers, and/or a bar code for computer read-out of membership number, not names, shall be used to verify voter's eligibility. If the membership number and/or bar code is not legible on the returned envelope, the envelope shall remain unopened and the ballot will not be counted.) Voting members will be instructed to seal their completed ballot, unsigned, in the envelopes.

Members willing to serve on the Board of Directors shall notify the Executive Director in writing by August 1st. If all eli-

gibility requirements are met, those members' names will be listed in the column in the Voice™ magazine designated for such listings. This name will appear each month of publication between the time of notification through the August issue. There will be no charge to the eligible member for this listing. One notice is sufficient for continued listing in the Voice™ magazine through the August issue of the then current year.

Only those persons who have declared their interest and/or willingness to serve as a Director will be printed on the official ballot, and only official ballots will be accepted. Write-in names will be accepted and tabulated, provided all other eligibility requirements are met.

If any state or region does not have a declared candidate, or has fewer declared candidates than there are open positions and no write-in candidates are submitted, then that state or region will be without representation, or will have less than full representation, until the next election period.

Different colored return envelopes may be provided for larger voting states.

**Step Two:** The return envelope will be addressed to a post office box reserved by TWHBEA<sup>SM</sup> solely for election returns. Ballots shall be required to be in the Election Committee post office box by October 15. All returned ballots will be picked up from the post office box on the first day of results' tabulation (and not before that day), by two designated Election Committee members. The unopened ballots will be taken directly to the Election Committee meeting for tabulation. Any ballots found already open at the Election Committee meeting will be considered ineligible for counting.

**Step Three:** All returned envelopes will be put in numerical order by membership number, and voters' numbers will be cross-checked against the list of eligible voting members. Only one ballot per member will be allowed.

**Step Four:** All envelopes will be opened face-down, ballots removed and envelopes put aside, in order that no one could later match specific ballots to specific voters. After all envelopes are opened and ballots removed, both envelopes and ballots will be counted as final cross-check. (All return envelopes shall be kept to recount the total vote after ballots are counted.) Members of the Election Committee will then tabulate election results. The general membership will be allowed to observe tabulations of results as long as there is no interference or attempted participation in the tabulation process.

**Step Five:** After all results have been tabulated, and prior to meeting adjournment, both returned envelopes and ballots will be securely sealed in separate boxes, to be retained for safe keeping by the Election Committee Chairman. In case of a disputed election, the boxes could be opened only upon the approval of the Executive Committee and opened only in the presence of eight or more Election Committee members.

In case of a tie between two candidates, a run-off election shall be held between those two candidates alone.

~~Note: Any deviation from this detailed plan will be considered in violation of the election process, and the election will be considered null and void.~~

**Section 6:** In case of the death, resignation, or residence change from state or region from which a Director is elected, the term of that Director will be terminated and the position shall be filled by the person who was runner-up in the previous election.

~~In the case of the elected Board Member or his runner-up being- Where a Director or his/her runner up is unable or unwilling to serve, then the vacancy will be filled at the next regular election.~~

~~Note: Any deviation from this detailed plan will be considered in violation of the election process, and the election will be considered null and void.~~

**Section 3 7.** The regular meeting of the Board of Directors shall be held immediately following the annual members' meeting and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually, one, following the regular annual meeting on the first weekend in December, and again, on the fourth weekend in May. Provided, however, that the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

**Section 4 8.** Special meetings of the Board of Directors shall be held whenever called by direction of the President, a majority of the members of the Executive Committee, or by twenty-five percent (25%) of the Directors who would be entitled to vote at said meeting.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each Director at least fifteen (15) days before the meeting; but any Director may waive his own notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5 9. One third of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 6 10. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine.

Section 7 11. The written contracts of the Association which are duly authorized shall be executed on behalf of the Association jointly by the President and Executive Director or any Vice-President and Executive Director and attested by the Secretary and the corporate seal. By appropriate resolution, the Executive Committee may delegate the execution of contracts relating to routine operations of the affairs of the Association to other person or persons.

Section 8 12. At the regular December meeting of the Board of Directors, the Board shall proceed to the election of Officers the Association.

Section 9 13. Any Director who shall fail to attend two (2) consecutive meetings of the Board shall be automatically removed from the Board of Directors except that, upon written request of the Director who has failed to attend two (2) consecutive regular meetings, the Executive Committee may provide a procedure authorizing a waiver of such automatic removal under circumstances sufficient to excuse such absence. The position shall be filled in accordance with this article. Any Director who shall miss more than 50% of the Board Meetings, excused or unexcused, shall not be eligible for re-election.

Section 10 14. Directors may take any action which they are required or permitted to take without a meeting on written consent in accordance with Tennessee Code Annotated Section 48-1-1402.

Section 11 15. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, (not contrary to law, or the corporate charter, or these Bylaws) as they may deem necessary concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension, expulsion, and/or discipline of members including the right to levy fines, removal of Directors and/or officers, and any other applicable or appropriate subject relating to the purposes of the Association. Any increase in dues and/or fees must have the prior approval of the National Board of Directors.

Said rules and regulations shall be promulgated and published at least thirty (30) days prior to their effective date. Specific authority for the promulgation and approval of said rules and regulations is hereby vested in the Executive Committee which shall act in behalf of the full Board of Directors, subject only to review and/or disapproval on the part of the Board of Directors, however, shall not act to suspend the effect of any rule or regulation promulgated and published by the Executive Committee prior to such review and/or disapproval. Thereafter, the Executive Committee shall have no power to supercede any disapproval by the Board of Directors until a specific grant thereof is given by said Board. Enforcement of said rules and regulations, and any and all matters relating to discipline may be delegated by the Executive Committee to regular or ad hoc committees designated for that purpose, and the procedures for said enforcement set forth in said rules and regulations shall fully determine the rights, privileges, responsibilities and duties of every member or non-member subject to the discipline of this Association.

Section 12 16. Anyone who has been convicted of a felony may not serve as a director. Should a serving Director be convicted of a felony, that person's service will be terminated and the remainder of that term will be filled by the person who was runner-up in the previous election.

Section 13 17. A Director placed on a USDA Horse Protection Act suspension for any time period during their three-year-old director term shall immediately be removed from office and replaced by the alternate from that director's state or the next runner-up from the previous election. If no alternate or runner-up exists, the position shall remain open until the next election.

Section 14 18. The Corporation shall indemnify and advance expenses to each present and future Director or Officer, or

the Executor, Administrator, or other legal representative of any such Director or Officer, to the fullest extent allowed by the laws of the State of Tennessee, as now in effect and as hereafter adopted. The Corporation may indemnify and advance expenses to any employee or agent of the corporation who is not a Director or Officer, or his Executor, Administrator or other legal representative, to the same extent as to a Director or Officer if the Board of Directors determines that it is in the best interest of the Corporation. The Corporation shall also have the power to contract with any individual Director, Officer, employee, or agent for whatever additional indemnification of the Board of Directors shall deem appropriate, as long as it is consistent with public policy. The foregoing right of indemnification and advancement of expenses shall not be exclusive of any other rights to which the Director or Officer may be entitled as a matter of law, or which may be lawfully granted to him. The indemnification and advancement of expenses hereby granted by the Corporation shall be in addition to, and not in restriction or limitation of, any other privilege or powers the Corporation may lawfully exercise with respect to indemnification, advancements, or reimbursement of Directors, Officers, or employees.

#### Final Proposed Bylaw:

### SECTION III: DIRECTORS

**Section 1.** The business and property of the Association shall be managed and controlled by the Board of Directors and an Executive Committee hereinafter created and empowered.

**Section 2.** Commencing with the election held immediately prior to November 1, 2001, Each state having twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) additional Director and each state having more than twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) additional Director for every one hundred seventy-five (175) members of this Association over the initial twenty-five (25).

States not having as many as twenty-five (25) members will be grouped together in regions for the purpose of electing Directors, said grouping to be done insofar as practicable, to insure that each geographical section shall be represented in proportion to the number of members of this Association residing in the area. Each region shall be entitled to elect the same number of Directors as if it were a state.

The Board of Directors shall, prior to May 1 of each year, group such states as do not have twenty-five (25) members into regions for the purpose of the next election of Directors, and shall otherwise determine the proper number of Directors to be elected.

**Section 3.** Directors shall be elected not later than the first day of November of each year. Their term of office shall commence at the annual December meeting of the membership to be held as set out in these Bylaws. The method of election, the number of Directors to be elected, the notice to be given for said election and all other matters relating to same shall be fixed by resolution of the Board of Directors, and the same rules and regulations governing the said election shall be effective in each state or region.

**Section 4.** Each Director shall be elected for a term of three (3) years. No person shall be eligible to be a Director for more than two (2) full consecutive terms; however, a person may serve more than two (2) non consecutive terms as a Director. Each Director shall possess the following qualifications:

- (a) each Director shall be a resident of the state or region from which he is elected,
- (b) each Director must have been a dues paying member of the Association for at least the past five (5) consecutive years,
- (c) a Director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or\ from any horse industry organization sanctioned by TWHBEA<sup>SM</sup> or of which TWHBEA<sup>SM</sup> is a part during the Director's term or his/her term will be terminated,
- (d) each potential Director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term.

For horses registered in the name of a Corporation, the name of the owner of record on the registration form or on the transfer form will be honored. Partnership horses will not qualify any of their owners for election.

To ensure compliance with all required qualifications, a monthly audit will be made on all Directors, by the TWHBEA<sup>SM</sup>. If any Director is found to be non-compliant there would be allowed a “grace period” of 60 days to comply. At the expiration of sixty (60) days, and if no other horse was registered to that Director, that Director would be removed and replaced with the next alternate from his/her state or region.

**Section 5.** Elections will be handled either by the in-house election procedures or by an independent accounting firm (with no conflicts of interest with, or ties to, the Association).

**In-House Election Procedures Plan:** A 12-member Election Committee will be appointed by the Executive Committee. Each Executive Committee member will appoint one Election Committee member; however, no more than four members from any given state will serve on the Committee. A TWHBEA<sup>SM</sup> member who is a candidate in the election may also serve on the Election Committee; however, that member shall not serve as Chairman of the Committee nor be allowed to count votes from his or her own state. The Executive Committee shall appoint the Chairman of the Election Committee from one of the twelve Election Committee appointees. The Election Committee will then be responsible for supervising, preparing and distributing election ballot packets and will be solely responsible for tabulating election results in accordance with the following procedures:

**Step One:** The ballot packet will include an explanation of the election procedure with voter instruction included, a list of all eligible members who have expressed to the Executive Director of TWHBEA<sup>SM</sup> a willingness to serve on the Board of Directors, a ballot card and a postage-paid return envelope which will bear a label with the voter’s membership number only. (Membership numbers, and/or a bar code for computer read-out of membership number, not names, shall be used to verify voter’s eligibility. If the membership number and/or bar code is not legible on the returned envelope, the envelope shall remain unopened and the ballot will not be counted.) Voting members will be instructed to seal their completed ballot, unsigned, in the envelopes.

Members willing to serve on the Board of Directors shall notify the Executive Director in writing by August 1st. If all eligibility requirements are met, those members’ names will be listed in the column in the Voice<sup>TM</sup> magazine designated for such listings. This name will appear each month of publication between the time of notification through the August issue. There will be no charge to the eligible member for this listing. One notice is sufficient for continued listing in the Voice<sup>TM</sup> magazine through the August issue of the then current year.

Only those persons who have declared their interest and/or willingness to serve as a Director will be printed on the official ballot, and only official ballots will be accepted. Write-in names will be accepted and tabulated, provided all other eligibility requirements are met.

If any state or region does not have a declared candidate, or has fewer declared candidates than there are open positions and no write-in candidates are submitted, then that state or region will be without representation, or will have less than full representation, until the next election period.

Different colored return envelopes may be provided for larger voting states.

**Step Two:** The return envelope will be addressed to a post office box reserved by TWHBEA<sup>SM</sup> solely for election returns. Ballots shall be required to be in the Election Committee post office box by October 15. All returned ballots will be picked up from the post office box on the first day of results’ tabulation (and not before that day), by two designated Election Committee members. The unopened ballots will be taken directly to the Election Committee meeting for tabulation. Any ballots found already open at the Election Committee meeting will be considered ineligible for counting.

**Step Three:** All returned envelopes will be put in numerical order by membership number, and voters’ numbers will be cross-checked against the list of eligible voting members. Only one ballot per member will be allowed.

**Step Four:** All envelopes will be opened face-down, ballots removed and envelopes put aside, in order that no one could later match specific ballots to specific voters. After all envelopes are opened and ballots removed, both envelopes and ballots will be counted as final cross-check. (All return envelopes shall be kept to recount the total vote after ballots are counted.) Members of the Election Committee will then tabulate election results. The general membership will be allowed to observe tabulations of results as long as there is no interference or attempted participation in the tabulation process.

**Step Five:** After all results have been tabulated, and prior to meeting adjournment, both returned envelopes and ballots will be securely sealed in separate boxes, to be retained for safe keeping by the Election Committee Chairman. In case of a

disputed election, the boxes could be opened only upon the approval of the Executive Committee and opened only in the presence of eight or more Election Committee members.

In case of a tie between two candidates, a run-off election shall be held between those two candidates alone.

**Note:** Any deviation from this detailed plan will be considered in violation of the election process, and the election will be considered null and void.

**Section 6.** In case of the death, resignation, or residence change from state or region from which a Director is elected, the term of that Director will be terminated and the position shall be filled by the person who was runner-up in the previous election.

Where a Director or his/her runner up is unable or unwilling to serve, then the vacancy will be filled at the next regular election.

**Section 7.** The regular meeting of the Board of Directors shall be held immediately following the annual members’ meeting and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually, one, following the regular annual meeting on the first weekend in December, and again, on the fourth weekend in May. Provided, however, that the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

**Section 8.** Special meetings of the Board of Directors shall be held whenever called by direction of the President, a majority of the members of the Executive Committee, or by twenty-five percent (25%) of the Directors who would be entitled to vote at said meeting.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each Director at least fifteen (15) days before the meeting; but any Director may waive his own notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

**Section 9.** One third of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

**Section 10.** At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine.

**Section 11.** The written contracts of the Association which are duly authorized shall be executed on behalf of the Association jointly by the President and Executive Director or any Vice-President and Executive Director and attested by the Secretary and the corporate seal. By appropriate resolution, the Executive Committee may delegate the execution of contracts relating to routine operations of the affairs of the Association to other person or persons.

**Section 12.** At the regular December meeting of the Board of Directors, the Board shall proceed to the election of Officers of the Association.

**Section 13.** Any Director who shall fail to attend two (2) consecutive meetings of the Board shall be automatically removed from the Board of Directors except that, upon written request of the Director who has failed to attend two (2) consecutive regular meetings, the Executive Committee may provide a procedure authorizing a waiver of such automatic removal under circumstances sufficient to excuse such absence. The position shall be filled in accordance with this article. Any Director who shall miss more than 50% of the Board Meetings, excused or unexcused, shall not be eligible for re-election.

**Section 14.** Directors may take any action which they are required or permitted to take without a meeting on written consent in accordance with Tennessee Code Annotated Section 48-1-1402.

**Section 15.** The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, (not contrary to law, or the corporate charter, or these Bylaws) as they may deem necessary concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension, expulsion, and/or discipline of members including the right to levy fines, removal of Directors and/or officers, and any other applicable or appropriate subject relating to the purposes of the Association. Any increase in dues and/or fees must have the prior approval of the National Board of Directors.

Said rules and regulations shall be promulgated and published at least thirty (30) days prior to their effective date. Specific authority for the promulgation and approval of said rules and regulations is hereby vested in the Executive Committee which shall act in behalf of the full Board of Directors, subject only to review and/or disapproval on the part of the Board of Directors, however, shall not act to suspend the effect of any rule or regulation promulgated and published by the Executive Committee prior to such review and/or disapproval. Thereafter, the Executive Committee shall have no power to supercede any disapproval by the Board of Directors until a specific grant thereof is given by said Board. Enforcement of said rules and regulations, and any and all matters relating to discipline may be delegated by the Executive Committee to regular or ad hoc committees designated for that purpose, and the procedures for said enforcement set forth in said rules and regulations shall fully determine the rights, privileges, responsibilities and duties of every member or non-member subject to the discipline of this Association.

**Section 16.** Anyone who has been convicted of a felony may not serve as a director. Should a serving Director be convicted of a felony, that person's service will be terminated and the remainder of that term will be filled by the person who was runner-up in the previous election.

**Section 17.** A Director placed on a USDA Horse Protection Act suspension for any time period during their three-year-old director term shall immediately be removed from office and replaced by the alternate from that director's state or the next runner-up from the previous election. If no alternate or runner-up exists, the position shall remain open until the next election.

**Section 18.** The Corporation shall indemnify and advance expenses to each present and future Director or Officer, or the Executor, Administrator, or other legal representative of any such Director or Officer, to the fullest extent allowed by the laws of the State of Tennessee, as now in effect and as hereafter adopted. The Corporation may indemnify and advance expenses to any employee or agent of the corporation who is not a Director or Officer, or his Executor, Administrator or other legal representative, to the same extent as to a Director or Officer if the Board of Directors determines that it is in the best interest of the Corporation. The Corporation shall also have the power to contract with any individual Director, Officer, employee, or agent for whatever additional indemnification of the Board of Directors shall deem appropriate, as long as it is consistent with public policy. The foregoing right of indemnification and advancement of expenses shall not be exclusive of any other rights to which the Director or Officer may be entitled as a matter of law, or which may be lawfully granted to him. The indemnification and advancement of expenses hereby granted by the Corporation shall be in addition to, and not in restriction or limitation of, any other privilege or powers the Corporation may lawfully exercise with respect to indemnification, advancements, or reimbursement of Directors, Officers, or employees.

#### Final Proposed Bylaw Including Proposed Bylaw Amendment #2:

Where proposed bylaw amendment #2 is approved, then the Final Proposed Bylaw, Article III, Section 4 would be as follows:

**Section 4.** Each Director shall be elected for a term of three (3) years. No person shall be eligible to be a Director for more than two (2) full consecutive terms; however, a person may serve more than two (2) non consecutive terms as a Director. Each Director shall possess the following qualifications:

- (a) each Director shall be a resident of the state or region from which he is elected,
- (b) each Director shall be 18 years of age or older at the beginning of the election period.
- (c) each Director must have been a dues paying member of the Association for at least the past five (5) consecutive years,
- (d) a Director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or from any horse industry organization sanctioned by TWHBEA<sup>SM</sup> or of which TWHBEA<sup>SM</sup> is a part during the director's term or his/her term will be terminated,
- (e) each potential Director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term.

For horses registered in the name of a Corporation, the name of the owner of record on the registration form or on the transfer form will be honored. Partnership horses will not qualify any of their owners for election.

To ensure compliance with all required qualifications, a monthly audit will be made on all Directors, by the TWHBEASM. If any Director is found to be non-compliant there would be allowed a "grace period" of 60 days to comply. At the expiration of sixty (60) days, and if no other horse was registered to that Director, that Director would be removed and replaced with the next alternate from his/her state or region.

#### Final Proposed Bylaw Including Proposed Bylaw Amendment #3:

Where proposed bylaw amendment #3 is approved, then the Final Proposed Bylaw, Article III, Section 4 would be as follows:

**Section 4.** Each Director shall be elected for a term of three (3) years. No person shall be eligible to be a Director for more than two (2) full consecutive terms; however, a person may serve more than two (2) non consecutive terms as a Director. Each Director shall possess the following qualifications:

- (a) each Director shall be a resident of the state or region from which he is elected,
- (b) each Director must have been a dues paying member of the Association for at least the past five (5) consecutive years,
- (c) a Director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or from any horse industry organization sanctioned by TWHBEA<sup>SM</sup> or of which TWHBEA<sup>SM</sup> is a part during the director's term or his/her term will be terminated,
- (e) each potential Director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term.

A horse owned by a married couple, either jointly or severally, qualifies either spouse for election, but only one spouse may be eligible for election if the married couple only owns one duly registered horse

For horses registered in the name of a Corporation, the name of the owner of record on the registration form or on the transfer form will be honored. Partnership horses will not qualify any of their owners for election.

To ensure compliance with all required qualifications, a monthly audit will be made on all Directors, by the TWHBEASM. If any Director is found to be non-compliant there would be allowed a "grace period" of 60 days to comply. At the expiration of sixty (60) days, and if no other horse was registered to that Director, that Director would be removed and replaced with the next alternate from his/her state or region.

#### Final Proposed Bylaw Including Proposed Bylaw Amendment #3:

Where proposed bylaw amendment #4 is approved, then the Final Proposed Bylaw, Article III, Section 7 would be as follows:

**Section 7.** The regular meeting of the Board of Directors shall be held on the first Saturday of December of each year, and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually, one, on the first Saturday in December, and again, on the fourth weekend in May. Provided, however, that the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

#### Bylaws Committee Comments Regarding This Change:

Article III has been amended several times over the years. Some of the information contained in dealt with a transitional time and is no longer relevant. Also, some of the paragraphs have had additions made so that they have become quite unmanageable and difficult to follow. The purpose of this amendment is to eliminate unnecessary information and to reorganize and separate long paragraphs so that everyone can easily follow the provisions of Article III.