

NOTE FROM THE EXECUTIVE COMMITTEE

Each year, our Bylaws present the opportunity for revisions. The process starts with suggested changes, which are to be submitted by April; they are reviewed by the bylaws committee; the Executive Committee provides further review; they are published in the July Voice magazine, and appear below; then they are submitted, along with the election of directors later in the year, for an up or down vote by the membership. The suggested revisions appear below. While amendments are sometimes semantic or technical, these are neither; they go to the heart of the affairs of this great association and how it is run.

1. Change in the date of the fiscal year to conform to the calendar year.

Section 3. AUDITING OF ACCOUNTS: This Association shall conduct its affairs on the fiscal year end basis, effective January 1, 2023, same to begin January 1 thru December 31, inclusive.¹

Commentary: While it's not obvious why the fiscal year deviated from the calendar year in the first place, this proposal conforms both, for convenience and clarity. EC recommends without reservation.

2. Changes in the annual meeting date for directors and members.

Section 7. TIMING OF MEETINGS. The regular annual meeting of the Board of Directors shall be held on the first Saturday in December of each year, unless extenuating circumstances make it advisable for the Executive Committee to change the date, but in no case shall the meeting be set later than December 31. At least 45 days' advance notice of the meeting date shall be given to the Directors and the membership. The Board of Directors shall meet at least twice annually, one, on the December date, and again, on the fourth weekend in May. Provided, however, that the second meeting may be at such other

¹ Article VIII, sec. 3.

time as fixed by the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places. ²

Section 2. ANNUAL MEETING OF MEMBERS. The regular annual meeting of the members shall be held on the Friday immediately preceding **the date of the annual meeting of the Directors**, 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 or email ballot in accordance with the provisions hereof. Voting by proxy shall not be allowed. ³

Commentary: The seemingly impossible circumstances of Covid make it clear that extraordinary things happen, and have to be accommodated in some way. The affairs of the Association were subjected to critiques of conformance to its rules; this proposed change acknowledges tradition while making a better adjustment for “extenuating circumstances”. EC recommends.

3. Staggered and extended terms for EC members; president; secretary.

Section 1. COMPOSITION. There is hereby created an Executive Committee consisting of the President, the Senior Vice-President, all of the Vice-Presidents for Operating Divisions, and two (2) Vice Presidents at large elected by and from the Board of Directors at a meeting of the Board held after the annual meeting of the membership, **each for a term of two (2) years**, and until the selection and qualification of his **or her** successor. **Terms shall be staggered, subject to the Corporate Rules, such that one half of the Executive Committee stands for election each year.** The immediate Past President shall also be a member of the Executive Committee **for two years** and is entitled to engage in discussions and deliberations but to vote only in case of a tie. Not more than five (5) of said members

² Article III, section 7.

³ Article II, section 2.

shall come from one state or region, excluding the immediate Past President and the Secretary.⁴

Commentary: Perhaps the most persistent critique of the affairs of the Association relates to the lack of continuity on the Executive Committee. With the present one-year election cycle for leadership, long-term projects and vision sometimes suffer. After much discussion, EC recommends a two year term for its members and staggered terms to prevent a complete turnover in leadership each year. If this provision passes, the Corporate Rules will be amended to direct its implementation. EC recommends.

Section 2. OFFICERS' TERMS; VACANCIES; REMOVAL. Each Officer, including the President, shall be elected by the Board of Directors, and shall serve for a terms of two (2) years and until the election and qualification of his or her successor. All Officers, other than Secretary, shall be elected from the membership of the Board of Directors. The Secretary shall be appointed by the Executive Committee from time to time without a set term.⁵

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The regular election of officers shall be conducted by the Board of Directors in⁶ December following the membership meeting.

Commentary: Consistent with the two year staggered term, this provision makes clear that the President and EC members would retain their positions for that period of time. It also makes clear that the Secretary is an appointed position without term. EC recommends.

⁴ Article V, section 1.

⁵ Article IV, sec. 2.

⁶ Omit "the first weekend in"

4. Redefinition of two separate categories of membership.

Section 1. MEMBERS DEFINED; STATUS; REGULATION. Members of the Association will be admitted, retained, suspended, expelled or re-admitted and otherwise regulated in accordance with such rules and regulations as the Board of Directors through its Executive Committee may, from time to time, adopt. In all matters governed by a vote of the members, each voting member in good standing shall be entitled to one vote. **Voting members are defined in the Corporate Rules.**⁷

Addition to corporate Rule 29:

As of calendar year 2023, a voting member is defined as a member who owns a walking horse in his or her name at the time ballots are mailed. Members in good standing at the conclusion of 2022 who do not own a horse but have had voting privileges shall be granted continued voting privileges provided their membership is kept current on an annual basis. A member prior to 2022 whose voting membership lapses shall lose voting membership privileges.

Commentary: This amendment represents a continuing effort to make sure that voting members of the Association have “skin in the game” via their ownership of a Walking Horse, without disenfranchising members who have voting rights by virtue of the previous rule. The proposed corporate rule is reproduced to make clear what the amendment will implement. EC recommends.

5. Replacement of the terms “Executive Director” with Chief Executive Officer”.

⁷ Article II, section 1.

Section 1. Chief Executive Officer. In addition to other duties, functions and responsibilities set forth herein for the Executive Committee, it shall have the right to appoint a **Chief Executive Officer** of the Association, at will or for a term not to exceed one (1) year, with a provision for termination of said appointment for cause, which appointment may be reviewed by the Executive Committee for successive one (1) year terms. Other provisions of said appointment, such as salary, shall be on such terms as the Executive Committee, at its discretion, may determine. At the first meeting after adoption of these Bylaws, the Executive Committee shall determine the duties, responsibilities, and functions of the **Chief Executive Officer**, who shall maintain his office at the headquarters of the Association, and any contract of employment with said **Chief Executive Officer** shall include these provisions so declared by the Executive Committee. Said provisions shall be prospectively amended from time to time. No contract with the **Chief Executive Officer**, the terms of which shall exceed one year, shall be executed without prior approval of the Executive Committee. ⁸

Commentary: This amendment brings the title of our chief in line with more common usage and his duties. EC recommends.

⁸ Article VIII, sec. 1.