

**RESOLUTION #1 TO AMEND THE AMERICAN HACKNEY HORSE SOCIETY, INC.**  
**BYLAWS**

**WHEREAS**, the Bylaws Committee has conducted a review of the Society's Bylaws regarding Article IV – Elections and Article V – Directors, to determine whether these provisions should be updated or revised;

**WHEREAS**, the Bylaws Committee provided a verbal report describing the issues it considered and the changes it recommends at the meeting of the Board of Directors on April 13, 2017;

**WHEREAS**, the Board of Directors has considered the Bylaws Committee report and agrees with its recommendations;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors hereby approves the deletion and replacement of Article IV – Elections and Article V – Directors of the Bylaws with the following:

**ARTICLE IV - ELECTIONS**

**Section 1.** Within forty-five (45) days of the annual meeting, the President shall appoint a Nominating Committee to propose nominees for Directorships for the next year's election. This committee shall consist of at least three (3) persons, any of whom may or may not be Directors. However, no person who would be scheduled to stand for election the next year may serve on this committee.

**Section 2.** The Nominating Committee shall make its recommendation not later than October 15 of that year. At least two (2) persons will be nominated for each Directorship that is to be filled by votes of the members. To be eligible for nomination a person shall have been a member of the American Hackney Horse Society for at least three (3) consecutive years as of the date of the next annual meeting.

**Section 3.** The following procedures shall be followed by the Nominating Committee. A prospective nominee shall be contacted to ascertain whether or not that person is willing and able to serve as a Director. The prospective nominee should indicate his/her understanding of the duties of a Director and his/her intention, if elected, to attend the meetings of the Board of Directors. Once the Committee has chosen its nominees, a letter listing the nominees and signed by each member of the Nominating Committee shall be sent to the President, with a copy to the Secretary/Executive Secretary. The Secretary/Executive Secretary will use this list for preparing the ballots to be mailed to the membership.

**Section 4.** The Directors of the American Hackney Horse Society shall be elected by mailed secret ballot prior to the annual meeting. At least forty-five (45) days prior to the annual meeting, the Executive Secretary shall mail a ballot and voting instructions to each member of eligible to vote.

**Section 5.** Each member eligible to vote shall clearly mark the ballot for his/her choice of Directors. Voting members may select from the list of nominees proposed by the Nominating Committee, or may write-in, in lieu of one or more such nominees, the name of other members whom he/she believes to be eligible to hold the office of Director. For a ballot to be valid, a member must not vote for a number greater than the total number of Directors to be elected.

**Section 6.** After completing the ballot, the member must place and seal it in the ballot envelope. This ballot envelope together with the signed authentication sheet bearing the member's signature and address shall all be placed in the return envelope. Any ballot in a transmitting envelope postmarked later than 11:59 P.M., twenty-five (25) days preceding the date of the annual meeting, or received later than fifteen (15) days prior to the annual meeting, shall not be opened or counted. Proxy votes are not permitted.

**Section 7.** An ad hoc Ballot Committee, consisting of a chairman and at least two other members, shall be appointed by the President to open and count all ballots that have been properly executed. This committee shall contain at least two non-directors.

No person who is up for election or reelection as a Director may serve as a member. All members of the committee must be present for the opening and counting of ballots. This committee by unanimous vote may disqualify any ballot that has been improperly executed, for example, one that contains votes for more persons than there are vacancies to be filled. However, if the committee is not unanimous in reaching a decision on a questionable ballot, the matter shall be referred to the Board of Directors for resolution. No person who served on the Nominating Committee for that year may serve as a member of the Ballot Committee.

**Section 8.** Nominees will be contacted by the President ten (10) days before the annual meeting with the results of the election. Results of the election of Directors shall be announced by the President at the annual meeting of members. The Secretary/Executive Secretary shall maintain a permanent record of the number of votes cast for each nominee for possible use by the Board of Directors in choosing an interim Director. Additionally, any member may ascertain the number of votes cast for any candidate by contacting the Secretary/Executive Secretary.

**Section 9:** In the event a vacancy occurs on the Board of Directors, at its next meeting the Board may appoint an interim Director to serve through the actual unexpired term. When possible the interim Director shall be that nominee from the last annual election who received the greatest number of votes of all the unsuccessful nominees. Should more than one vacancy occur, the next nominee from the last election will be considered, and so on.

## **ARTICLE V - DIRECTORS**

**Section 1.** The affairs and business of the Society shall be conducted by a Board of Directors consisting of fifteen (15) in number, who shall be elected in accordance with these Bylaws. Five (5) directors will be elected each year for a three (3) year term.

**Section 2.** No Director shall serve more than two (2) consecutive three (3) year terms without a period of one (1) year intervening before renomination.

**Section 3.** The Presence of eight (8) Directors at any meeting of the Board of Directors shall constitute a quorum for conducting business of this Society. A simple majority of Directors present at a meeting shall be sufficient to adopt any measure properly placed before the Board, providing a quorum be present. In the event of a tie vote, the measure will not be adopted. The vote of each Director shall be equal weight with that of any other Director. There shall be no provision for votes by proxy by Directors unable to attend a meeting.

Under extraordinary circumstances, by prior arrangements, and unanimous consent of the executive committee, members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communication equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at said meeting. This type of participation is specifically not allowed at the annual Board of Directors meeting where officers are being elected, or at the designated Board of Directors spring meeting.

**Section 4.** The Board of Directors shall have the power to make and adopt such rules, regulations and fees so as to conduct the business of the Society as will not be inconsistent with the Certificate of Incorporation, these Bylaws, or the laws of the State of New York.

**Section 5.** The Board of Directors shall have control of the property and affairs of the Society and shall fix its policies. They shall have power to hold meetings, employ any necessary staff and employees including an Executive Secretary and/or Treasurer, accept new members as in these Bylaws provided, authorize proper expenditures, and take all necessary and proper steps to carry out the purpose of this Society and promote its best interests.

**Section 6.** If any officer or director of the Society is made a party to any civil or criminal action, suit or proceeding in any matter arising from the performance of his or her duties for or on behalf of the Society, then, to the full extent permitted by law, including applicable provisions of New York's Not-for-Profit Corporation Law as in effect from time to time, the Society shall indemnify the officer or director for all amounts paid by him or her in connection with the action, suit or proceeding including any judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees, or in connection with the appeals. These provisions shall apply to both derivative and non-derivative actions to the extent permissible by law, and shall include an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any officer or director of the Society served in any capacity at the request of the Society, by reason of the fact that he or she, his or her testator on intestate, was an officer or director of the Society, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity.

**Section 7.** The Board of Directors of the American Hackney Horse Society shall meet quarterly, if feasible, and in any case , at least three (3) times annually. The Secretary/ Executive Secretary shall give at least fifteen (15) days notice in writing of any meeting of the Board of the Directors, stating the time, place and purpose of the meeting. Meetings may be held within or without the State of New York.

**Section 8.** The official annual meeting of the Board of Directors shall be held immediately after the annual meeting of the membership, provided a quorum of such Directors shall be present, to elect from the elected Directors a President, Vice President, Secretary and/or Treasurer, and such other officers as it deems necessary. The offices of Secretary and Treasurer may be filled separately or combined together at the discretion of the Board of Directors. In case such a meeting is not held due to a lack of a quorum, a meeting of the Board of Directors shall be called by the past President within sixty (60) days of the annual meeting.

**Section 9.** Special meetings of the Board of Directors shall be called by the Secretary/ Executive Secretary at the direction of the President or written direction of one-third (1/3) of the Directors.

**Section 10.** In order to maintain an active and participating Board of Directors, the following procedures shall be followed to effect removal of non-functioning Directors. Any Director who fails to attend two (2) called meetings of the Board of Directors during the year, shall be considered to have vacated his/her Directorship, and the Board of Directors shall appoint an Interim Director in accordance with these Bylaws. Action to replace non-functioning Directors shall be initiated at the first meeting of the Board of Directors following the period of non-participation.

The following exception to the one (1) year rule referred to in this Article shall be made. Any Director failing to attend two meetings of the Board of Directors for one (1) year due to extraordinary circumstances may petition the Board of Directors in writing to retain his/her Directorship, explaining the reasons for non-participation. The Board of Directors shall judge the situation on its merits and either approve the continuation of that Director in office or appoint a replacement, as it sees fit. However, such Director shall in no case be continued in office in the absence of a specific written request to do so.

**Section 11.** The Board of Directors may from time to time designate the President and two (2) of its members to be known as the Executive Committee, to implement the general policies determined by the Board of Directors.

and approves the submission of this amendment to the Board Secretary and Executive Secretary, in accordance with Article IX of the Bylaws;

**AND BE IT FUTHER RESOLVED** that the amendment be published and submitted to the Members for their approval, in accordance with Article IX of the Bylaws.

AMERICAN HACKNEY HORSE SOCIETY  
BOARD OF DIRECTORS  
ADOPTED: APRIL 13, 2017