

CORPORATE REGULATIONS AND BYLAWS of

American Holsteiner Horse Association, Inc.

Article 1	Title, Purposes, Locations, Emblems and Corporate Seals _____	2
Article 2	Membership _____	2
Article 3	Dues _____	3
Article 4	Termination, Suspension and Expulsion from Membership _____	3
Article 5	Board of Directors _____	3
Article 6	Meetings of the Board of Directors _____	3
Article 7	Duties of the Board of Directors _____	4
Article 8	Officers _____	4
Article 9	Duties of Officers _____	4
Article 10	Standing Committees _____	5
Article 11	Elections _____	6
Article 12	Annual Membership Meeting _____	6
Article 13	Quorum _____	6
Article 14	Publications _____	6
Article 15	Fiscal Year _____	7
Article 16	Parliamentary Authority _____	7
Article 17	Amendments _____	7
Article 18	Dissolution _____	7
Article 19	Grievance Procedure _____	7

CORPORATE REGULATIONS AND BYLAWS of

American Holsteiner Horse Association, Inc.

ARTICLE 1: TITLES, PURPOSES, LOCATIONS, EMBLEMS AND CORPORATE SEAL

- 1.1. The name of the corporation shall be the American Holsteiner Horse Association, Inc., and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of New York, and as stated in the articles of incorporation.
- 1.2. The purposes of the American Holsteiner Horse Association, Inc. are: "To establish, maintain, and operate a non-profit association, as specified under the laws of the State of New York, of breeders, owners and friends of the Holsteiner horse for its promotion and preservation in North America; to mark or brand with an official branding seal of the Association those horses registered with the Association; to disseminate information to breeders, owners and friends pertaining to the breeding and raising of Holsteiner horses; to maintain a public registry; to promote the performance of the Holsteiner horse in dressage, combined training, hunting, jumping, driving and competitive breeding classes; to assist in marketing the products of its breeding program; and generally to do all things appropriate to encourage a public understanding of the Holsteiner horse, its breeding and performance.
- 1.3. The principal office of the corporation shall be in Kentucky. The corporation may also have offices at such other places in or outside this state as the board may from time to time determine or the business of the corporation may require.
- 1.4. The Secretary of the Association shall be in charge of the corporate seal, and may authorize its use by appropriate individuals. It shall be impressed in the form as follows
- 1.5. The Association Emblem
 - 1.5.1. The Association emblem shall consist of the trademarked heraldic H flanked by the letters N and A for which the exclusive right of use was assigned to the AHHA by the German Holsteiner Verband.
 - 1.5.2. Use of the Association Emblem
 - 1.5.2.1. By the Association - the Association shall use the logo on all official documents, publications, and advertisements.
 - 1.5.2.2. By Members for Private Use - members of the Association may use the emblem to denote membership in the Association. The emblem shall not be used in such a manner as to identify the member solely as the association.
 - 1.5.2.3. By Members and Non-Members - except as permitted in Article 1.5.2.2., use of the Association emblem may be licensed by the Board of Directors to non-members and to members for use in articles offered for sale. Such license shall be in writing, and specify the conditions and scope of the license.
- 1.6. Branding Seal - the official brand of the Association, used for marking and branding of registered horses, shall be the heraldic H flanked by the letters N and A.
- 1.7. The American Holsteiner Horse Association, Inc., shall not buy, sell or lease horses.

ARTICLE 2: MEMBERSHIP

- 2.1. CLASSIFICATION - the Association recognizes Full, Associate, Junior, Lifetime, Charter Honorary and Distinguished members as defined in this article.
- 2.2. FULL MEMBERS - shall consist of either natural persons or entities (families, fiduciaries, proprietorships, partnerships, unincorporated associations or corporations). They shall receive the Newsletter, Bulletin, Member Handbook, Annual Stallion Roster, annual update to the official Stallion Book and are eligible for the Awards Program. Full members are eligible to hold office, serve on committees and to vote in general elections. An entity must designate one individual to exercise its voting right.
- 2.3. ASSOCIATE MEMBERS - shall consist of natural persons or entities as defined in Rule 2.2. who desire to support the breeding and performance purposes of the Association, but do not wish to participate as active members in the affairs of the Association. They shall receive the Newsletter and Bulletin and are eligible for the Awards Program. Associate Members may attend membership meetings but may not vote.
- 2.4. JUNIOR MEMBERS - shall consist of natural persons age 18 or under. They shall have the same rights and privileges as Associate Members.
- 2.5. LIFETIME MEMBERS - consist of those Full Members of the Association who elect to pay a one-time fee as described in Rule 3.1. Entities are not eligible.
- 2.6. CHARTER MEMBERS - shall consist of those individuals or entities who joined the Association and paid appropriate dues as Full Members during the 1978 fiscal year of the Association.
- 2.7. DISTINGUISHED MEMBERS - shall consist of natural persons who have made extraordinary contributions to the development of the Holsteiner horse and who have been elected as Distinguished Members by not less than two-thirds vote of the membership. Distinguished Members may exercise the same membership privileges accorded Full Members. They pay no membership dues.
- 2.8. HONORARY MEMBERS - shall consist of natural persons who have distinguished themselves by exceptional performance in national and international competition, upon a two-thirds vote by the Board of Directors. They shall have the same rights as Associate Members.
- 2.9. Membership Application.
 - 2.9.1. Application for membership in the Association shall be made in the form prescribed by the Board of Directors and accompanied by the payment of dues for the current year. The Association will issue membership certificates.
 - 2.9.2. Applicants for membership who have been previously expelled from the Association shall be admitted to membership by recommendation of the Membership Committee and approval by a majority of the entire Board of Directors.

- 2.10 Responsibility of a Member – A member that acquires, sells, breeds, and / or raises breeding stock or stands a stallion that falls under the Breeding and Registration Rules is expected to conduct his or her dealings with the AHHA and its present, future, or potential members in a fair and professional manner consistent with and congruent to the high standards of this Association. As such, as the foremost authority of the Holsteiner Horse in North America, the AHHA expects that its members (1) treat each other with the respect and courtesy deserving of another breeder of the horse this Association represents, (2) refrain from disparaging any breeder, judge, horse, the AHHA or its Board on a consistent and/or malicious basis in excess of what could reasonable be considered or otherwise construed as constructive criticism, (3) knowingly or otherwise consistently sell injured or defective stock to his or her customers, (4) enter into or otherwise engage in any fraudulent practices that a reasonable outsider would not consider fair dealing or (5) any other behavior that is improper and prejudicial to the welfare, reputation or best interest of the Association.

ARTICLE 3: DUES

- 3.1. AMOUNT – the dues amount for each classification of member will be set by majority vote of the Board of Directors, except that dues will be waived for Distinguished members. Lifetime members will pay a one-time fee set at ten times the annual rate for Full Members.
- 3.2. ADMINISTRATION
- 3.2.1. Dues are payable on the 12 month anniversary of the last renewal. Members will be billed 45 and 15 days prior to the due date.
- 3.2.2. Members who have been terminated from membership for nonpayment of dues may be reinstated by paying dues for a new membership year.
- 3.2.3. Membership in the Association is not transferable.

ARTICLE 4: TERMINATION, SUSPENSION AND EXPULSION FROM MEMBERSHIP

- 4.1. Failure to pay dues – membership and all privileges in the Association shall be terminated for failure to pay dues as prescribed by Article 3 of the Corporate Regulations and Bylaws.
- 4.2. Loss of good standing – A member is "not in good standing" by not having fulfilled financial obligations to the Association. Membership and all privileges in the Association shall be suspended when a member is not in good standing.
- Failure to pay fees or other debts to the Association are examples of failure to fulfill financial obligations.
- Suspended members are reinstated when they have settled their indebtedness and been returned to good standing.
- 4.3. Discipline of members – the Board of Directors may expel or suspend any member of the Association by two-thirds vote of the entire Board for violation of the corporate Regulations and Bylaws or for any conduct which in the opinion of the Board is improper and prejudicial to the welfare, reputation, or best interest of the Association violates the principals/principles of good member behavior set forth in section 2.10.. No member shall be expelled or suspended without having received two weeks written notice of the charges and the time when said

member can submit to the Board a written answer to such charges. Disciplinary action against a member shall be published in the next issue of the Update and the next issue of the ImpulsionHolsteiner.

ARTICLE 5: BOARD OF DIRECTORS

- 5.1. COMPOSITION – The Corporation shall be managed by the Board of Directors which after 2010 will consist of twelve members. A Director must be at least nineteen years of age and be a member in good standing. No employee of the Association may serve as a Director.
- 5.2. TERM OF OFFICE – Directors shall be elected for a term of three years. A term shall begin and end at the completion of the Annual Membership Meeting. Each year four Directors shall be elected.
- 5.3. DISMISSAL OR REMOVAL – A Director may be removed from office for cause by a majority vote of the membership. Directors who are absent from more than one meeting as defined in Article 6.1., or absent from three telephone conference calls during a three year period, when those absences are not justifiably excused by the Board, this will be cause for dismissal from the Board.
- 5.4. RESIGNATION – a Director may resign by giving written notice to the Executive Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall be effective upon receipt thereof by the Board. Acceptance of the resignation shall not be necessary to make it effective.
- 5.5. In the event a Director seat becomes vacant, the seat will be filled by a majority vote of the entire Board.

ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS

- 6.1. REGULAR MEETINGS – there shall be two Regular Meetings each year. The Annual Board Meeting shall be held immediately preceding and following each Annual Membership Meeting at the place where the Annual Membership Meeting is held. The Interim Board Meeting shall be held approximately halfway through the Association's fiscal year. The Annual Board Meeting and the Interim Board Meeting shall each be one Regular Meeting for the purpose of Article 5.3.
- 6.2. SPECIAL MEETINGS – upon no less than 21 days notice to each Director either in person, by mail or by wire, the President can convene a special meeting at such time and place as he may deem appropriate. Furthermore, he will convene in similar manner a meeting upon the written request of not less than one-third of the members of the Board.
- 6.3. REFERENDUM MEETINGS – by mail, wire or phone, any Board member may refer to the Board questions relating to the affairs of the Association that in his opinion require immediate action. A majority vote is required to take action. The results of such a referendum vote shall be binding on the Board, the Association, its committees, agents and employees.
- 6.4. OPEN MEETINGS
- 6.4.1. Board meetings of the Association are open to members. Members have the privilege of the floor.

- 6.4.2. Any member found to be disruptive to the efforts of the Board of Directors at any such meeting will be asked to leave the meeting.
- 6.4.3. The Board of Directors may declare an Executive Session, which will be closed to members.

ARTICLE 7: DUTIES OF THE BOARD OF DIRECTORS

- 7.1. Transact the general business of the Association in the interim between annual meetings.
- 7.2. Establish major administrative policies governing the affairs of the Association and devise and develop policies for the growth and development of the Association.
- 7.3. Elect the Officers of the Association.
- 7.4. Provide for the maintenance of a national office and for making such office the center of activities of the Association, including such work of the officers and committees as may be deemed expedient.
- 7.5. Provide for the proper care of materials, equipment and funds of the Association, for the payment of legitimate expenses and for a periodic procedural audit.
- 7.6. Appoint standing committees as provided in these regulations.
- 7.7. Appoint special committees as may be needed.
- 7.8. Determine the exact date and place for holding the Annual Membership and Board of Directors Meeting and provide for the payment for the place of such meetings when necessary.
- 7.9. Verify referendum votes of the Board and general membership.
- 7.10. Upon expiration of his term, a Director will promptly surrender all Association property in his possession.
- 7.11. Prepare an annual budget.

ARTICLE 8: OFFICERS

- 8.1. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and the Chairman of the Breeding and Registration Committee.
- 8.2. EXECUTIVE COMMITTEE – shall consist of the Officers of the Association and an at large member of the Board. This at large member on the Executive Committee shall be elected annually by the members of the Board of Directors. The Executive Committee shall act on behalf of the Board of Directors between meetings of the Board. The Board of Directors shall ratify actions taken by the Executive Committee at the next meeting of the Board.

ARTICLE 9: DUTIES OF OFFICERS, EXECUTIVE SECRETARY AND REGISTRAR

- 9.1. The officers of the Association shall perform the duties usually performed by such officers, together with such duties as hereinafter prescribed. In particular, the President shall serve as an ex-officio member of all committees except the committees for Nominations and Membership.
- 9.2. SPECIFIC PROVISIONS
 - 9.2.1. The PRESIDENT shall preside at the meetings of the Board of Directors and further, shall see that all orders and resolutions of the Board are carried out.

- 9.2.2. The VICE PRESIDENT shall assist the President in his duties and substitute for the President his/her absence.
- 9.2.3. The SECRETARY shall keep the minutes of the Board of Directors and the minutes of the membership meeting; shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors; shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; shall attend to such correspondence as may be assigned and perform all the duties incidental to his office; shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Association, showing their places of residence and the time when they became members.
- 9.2.4. The TREASURER shall supervise the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President; shall prepare and present an annual budget for the Board's consideration; and shall at all reasonable times exhibit his books and accounts to any Director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. The Treasurer may delegate any of these responsibilities to the Executive Secretary/Registrar as needed or required.

9.3 EXECUTIVE DIRECTOR

- The Executive Director personally or by delegation to staff shall be responsible to:
- 9.3.1 Keep the Board of Directors, Executive Committee and officers fully informed on the conditions and operations of the Association and all important factors influencing them.
 - 9.3.2 Attend all meetings of the Board of Directors, the Executive Committee, and be a non-voting member of all standing committees.
 - 9.3.3 Execute all decisions of the Board of Directors.
 - 9.3.4 Carry out such other duties as may be delegated to the Executive Director by the Officers and the Board of Directors.
 - 9.3.5 Execute such contracts and commitments as may be authorized by the Officers, Board of Directors or established policies.
 - 9.3.6 Make recommendations to the Board of Directors of plans, policies and programs which will further the objectives of the Association.
 - 9.3.7 Report to the President.
 - 9.3.8 Maintain effective communications and relations with other organizations and see that the position of the Association is enhanced in accordance with the policies and objectives of the Association. Serve as Chief Staff Liaison to the Federation of North American Sporthorse Registries..
 - 9.3.9 Establish a sound organizational structure for the Central Office.

- 9.3.10 Direct and coordinate all approved programs, projects and major activities of the Central Office staff.
- 9.3.11 Recruit, hire, supervise and train AHHA staff personnel and be responsible for all promotions and terminations. Define staff duties, establish performance standards, conduct performance reviews and recommend competitive salary structures.
- 9.3.12 Provide liaison staff support to committee chairpersons to enable them to properly perform their functions and see that committee decisions and recommendations are submitted to the Board of Directors for their approval.
- 9.3.13 Cooperate with the Finance Committee and the Treasurer to develop and recommend a budget, and after its approval, to operate the Association within that budget.
- 9.3.14 Cooperate with the Membership and Education Committees in conducting research and related projects, prepare reports and publish the results on subjects of importance to the membership.
- 9.3.15 Cooperate with the Membership Committee to promote interest and participation in the Association's activities by the membership, and report activities of the Board and the Association to the membership through Holsteiner and Update.
- 9.3.16 Cooperate with the Membership Committee to plan, organize and direct membership promotion and retention programs; evaluate results and recommend policies, procedures and actions to achieve membership goals.
- 9.3.17 Cooperate with the Marketing/Promotion/Advertising Committee to direct the public relations program to enhance public awareness of the Association and its policies and the Holsteiner Horse as the outstanding sport horse.
- 9.3.18 Direct all communications to the members, including newsletters, general mailing, news releases, as well as its official magazine Holsteiner.
- 9.3.19 Be responsible for the AHHA web site.
- 9.3.20 Be responsible for the planning, promotion and administration of all official meetings of the Association.
- 9.4 REGISTRAR
- 9.4.1 Shall perform the duties contained in the job description of the Registrar and such other duties as are delegated by the Board of Directors, the Officers of the Association or the Chairman of the Breeding and Registration Committee.

term, one member receiving a two year term and one member receiving a one year term. After 2010 three members shall be elected annually. The Committee will elect their Chair and Vice-Chair annually.

10.3.1.2. NOMINATING COMMITTEE - shall consist of three members, the chairperson to be appointed by the President, the other members appointed by the Vice President and the Treasurer respectively. Members shall be appointed at or immediately after each annual meeting and will serve until the next annual meeting. At least one member of the Nominating Committee shall not be on the Executive Committee.

10.3.1.3. FINANCE COMMITTEE - shall advise the Treasurer in preparing an annual budget for the Association. The Finance Committee shall consist of the President, the Treasurer and the Chairman of the Breeding and Registration Committee. The Treasurer shall chair the Finance Committee.

10.3.1.4. STRATEGIC PLANNING COMMITTEE - shall consist of five members, including the President, the Chairman of the Breeding and Registration Committee and the Immediate Past President. The other members shall serve three-year terms, and be elected by the Board of Directors. The chair shall be elected by the committee. The Strategic Planning Committee shall advise the Board on Goals and Objectives for the Association, and propose yardsticks for determining progress towards meeting these goals. The Strategic Planning Committee will advise the Board on setting priorities for activities of the Association.

10.3.1.5. OTHER COMMITTEES - the President shall appoint the chairperson of each committee at or immediately after each annual meeting to serve until the next annual meeting. Vacancies which occur will be appointed by the President. Upon acceptance, the chairperson of each committee will appoint committee members, the number being appropriate to the efficient performance of that committee. Chairpersons will convene meetings as required and preside at them.

10.4. COMMITTEE NAMES AND RESPONSIBILITIES - there will be ten standing committees with no less than three members including the chairperson.

10.4.1. BYLAWS - to review as needed the Association's Corporate Regulations and Bylaws and make recommendations to the Board regarding changes, additions and deletions. This Committee shall be responsible for seeing that all members are notified of changes in the Update and Holsteiner and other means; to maintain the Policy Handbook and after adoption by the board update this with each new policy.

10.4.2. NOMINATIONS - shall solicit nominations from the membership; shall supervise the general elections of the Association; shall direct the balloting procedures.

10.4.3. BREEDING AND REGISTRATION - shall be responsible to maintain and interpret the current breeding and registration rules of the Association and to organize and direct all official functions of the Association pertaining to breeding, registration, branding and approval of breeding stock. All decisions of the Committee must be approved by the Board of Directors, except as exempted below: decisions of the Committee on petition mares.

ARTICLE 10. STANDING COMMITTEES

- 10.1. DUTIES - each committee will assume the duties specified in these regulations and any others assigned by the Board of Directors. It shall make appropriate recommendations to the Board for taking action.
- 10.2. MEMBERSHIP IN COMMITTEES - any member of the Association may serve on a committee.
- 10.3. APPOINTMENT OF COMMITTEES
- 10.3.1. COMPOSITION
- 10.3.1.1. BREEDING AND REGISTRATION COMMITTEE - after 2009 shall consist of nine persons elected by the general membership. In 2008 and 2009 two members shall be elected. In 2010 five members will be elected, three members receiving a three year

- 10.4.3.1. ATTENDANCE AT MEETINGS: . Breeding and Registration Committee members who are absent from more than one meeting or absent from three telephone conference calls during a three year period, when those absences are not justifiably excused by the Board, this will be cause for dismissal from the Committee.
- 10.4.4. EDUCATION - shall be responsible to develop and direct a program of clinics and seminars and prepare literature which promotes the Holsteiner horse and serves to educate members and non-members regarding the Holsteiner horse and the Association.
- 10.4.5. PUBLICATIONS - shall be responsible for preparing and distributing the following publications of the Association:
 HOLSTEINER (Newsletter)
 UPDATE (Member Bulletin)
 ANNUAL STALLION ROSTER
 ASSOCIATION WEB SITE
 POLICY HANDBOOK
- 10.4.6. AWARDS - shall be responsible to maintain and direct a program designed to recognize owners of Holsteiner horses for achievements of excellence in the performance disciplines.
- 10.4.7. MARKETING, PROMOTION AND PUBLIC RELATIONS - shall be responsible for making recommendations to the Board regarding all aspects of marketing and promotion of the AHHA and the Holsteiner breed and carry out such duties as prescribed by the Board. It shall be responsible to maintain liaison with equestrian organizations, the press, equine publications and shall promote the Holsteiner horse whenever and wherever possible.
- 10.4.8. MEMBERSHIP - shall review membership applications from previously disciplined members; shall seek to recruit members into the Association.
- 10.4.9. ANNUAL MEETING - shall be responsible for organizing the annual membership meeting of the Association.
- 10.4.10 OMBUDSMAN - a person to receive member complaints and be an advocate for them within the system. This person would be appointed by the Board.

ARTICLE 11: ELECTIONS

- 11.1. NOMINATIONS
 - 11.1.1. Nominations for Directors shall open August 15 and close September 30 (postmarked no later than September 30).
 - 11.1.2. The Nominating Committee shall review the nominees and prepare a ballot with no less than the number of seats to be filled.
 - 11.1.3. Methods of Nomination:
 - 11.1.3.1. By the nominating committee. Those directors up for reelection and wishing to run will automatically be included.
 - 11.1.3.2. By petition - independent nominations may be made by petition signed by at least ten full members in good standing and postmarked before the close of the nominations prescribed in section 11.1.1.
- 11.2. VOTING

- 11.2.1. Balloting will be by mail. Ballots will be mailed to all current full members of record on October 15th and must be returned postmarked no later than November 15th. Ballots postmarked on November 16th or later will not be counted.
- 11.2.2. The nominees receiving the greatest number of votes will be elected. Ties will be resolved by toss of a coin.
- 11.3. INSTALLATION: Directors will be installed at the end of the next Annual Meeting.
- 11.4. ELECTION OF OFFICERS: Election of officers will be by the new Board following the Annual Meeting.
 - 11.4.1. Eligibility: only members of the Board of Directors shall be eligible for election to office in the Association.
 - 11.4.2. Nomination: After the elections for the Board of Directors and before the installation of the new board, the nomination committee will prepare a slate of candidates for office in the Association. Nominations may also be made from the floor.
 - 11.4.3. Election: Election of officers will be the first order of business for the new Board at its first meeting after the Annual Meeting. Once elected, the new President will preside over the meeting. Voting will be by secret ballot. To be elected, a candidate must receive a majority of the votes cast. When there are more than two candidates and no candidate receives a majority of votes cast at the first ballot, the candidate receiving the least number of votes will be dropped from the next ballot.

ARTICLE 12: ANNUAL MEMBERSHIP MEETING

- 12.1. The annual meeting of the membership shall be held at a time and place designated by the Board.
- 12.2. The members of the Association present at the Annual Membership Meeting shall constitute a quorum.

ARTICLE 13: QUORUM

- 13.1. BOARD OF DIRECTORS - Five members of the board shall constitute a quorum at any meeting of the Board.
- 13.2. COMMITTEES - a majority of the members of standing or special committees shall constitute a quorum at any meeting of committees.

ARTICLE 14. PUBLICATIONS

- 14.1. There are five publications of the Association:
 - 14.1.1. Newsletter - shall be called Holsteiner and will be issued on a regular basis.
 - 14.1.2. Member Bulletin - shall be called Update and will be issued as needed to keep members informed on timely issues.
 - 14.1.3. Annual Stallion Roster - will be issued annually as a promotional item as well as a service to the member breeder.
 - 14.1.4. Association Web-Site - the website will be the official electronic means by which the association publishes information to the members and the public. this site will be maintained by a webmaster and under the supervision of the executive director.
 - Policy Handbook - will be maintained by the Bylaws Committee and updated after each meeting at which the Board adopts a new policy. This handbook will be posted on the Association website.

Sunset Provision on Policy: the Bylaws Committee shall review each policy five years after adoption for reaffirmation and recommend to the board whether the policy shall be retained or rescinded. The Board will vote on these recommendations at each Annual Meeting of the Association..

ARTICLE 15: FISCAL YEAR

- 15.1. The fiscal year of the Corporation shall be from April 1 through March 31.

ARTICLE 16: PARLIAMENTARY AUTHORITY

- 16.1. The rules contained in Robert's Rules of Order shall govern meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with these regulations.

ARTICLE 17: AMENDMENTS

- 17.1. Bylaws, rules and regulations may be adopted, amended, repealed or waived by a two-thirds vote of the entire Board of Directors. Proposed amendments must be submitted to the Board at least 45 days prior to a vote upon the change.

ARTICLE 18: DISSOLUTION

- 18.1. In the event it becomes necessary for the Association to dissolve itself, the Board, with the approval of the membership will organize that procedure so that all assets of the Corporation will be contributed to a properly constituted tax-exempt equine and/or breed organization.

ARTICLE 19: GRIEVANCE PROCEDURE

- 19.1. JUDGES - the Board of Directors shall constitute a panel of judges, five of whom shall serve, upon designation by the Board of Directors, as the Review Board.
- 19.2. GRIEVANCE PROCEDURE
- 19.2.1. SUBMISSION OF GRIEVANCE, APPOINTMENT OF REVIEW BOARD - any person alleging that he or she has been aggrieved by violation of any of the rights enumerated in Articles TWO or FOUR or has been aggrieved in any other way in any matter within the jurisdiction of the Association may submit to the President of the Association a written statement specifying the person responsible for the alleged grievance, the nature of the grievance and the relief desired. The President shall appoint a Review Board to which, immediately following such appointment, the matter shall be referred.
- 19.2.2. ACTIONS BY REVIEW BOARD
- 19.2.2.1. DENIAL OF GRIEVANCE - if the Review Board shall determine that no reasonable grounds for a grievance exist, it shall make its determination in writing giving the grounds for such determination and shall deliver a copy of such determination to the person alleging the grievance.
- 19.2.2.2. ACCEPTANCE OF GRIEVANCE - if the Review Board determines that there are reasonable grounds for such a grievance, it shall deliver a copy of the statement to the person or organization who is allegedly responsible for such grievance. Such other person or organization shall be given 30 days in which to respond. Any response that may be made shall be in writing and shall be delivered to the Review Board at the address specified by it and to the person who alleged the grievance.

The Review Board shall thereupon attempt to settle the grievance by mediation. If such an attempt is unsuccessful, the Review Board shall set a place, date and time for a hearing that is reasonably convenient for all parties and the Review Board shall then conduct a hearing on such grievance. At the hearing, each party shall be entitled to call witnesses, whose testimony shall be taken under oath; to produce evidence and submit memoranda supporting his or her position; and shall be entitled to be represented by counsel. Stenographic minutes shall be taken, the cost of which, unless otherwise assessed by the Review Board, shall be borne in equal shares by the person or persons alleging the grievance and the person or persons or organization or organizations alleged to have committed the grievance. The Review Board shall make written findings of fact that shall be final. The decision of the Review Board shall be in writing and shall state the grounds for the decision.

- 19.3. ARTICLE FOUR PROCEEDINGS - the Board of Directors may institute proceedings about matters arising under Article Four, or arising from disciplinary action taken by USA Equestrian or any other organization sanctioning or holding competitive events for horses against any member or members of the Association, or arising from conviction in any court of offenses against humane laws or criminal laws by members of the Association, any disciplinary matter or any such other matter as they may deem proper. Any such matter may be referred by the Board to the Review Board, which shall have jurisdiction over such matter and continue such proceedings with notice to all parties involved. The proceedings shall be in agreement with the procedures set forth in Section 2 of Article Nineteen. The Review Committee shall make written findings of fact that shall be final and a determination on what penalties, if any, shall be imposed.

- 19.4. APPEAL FROM REVIEW BOARD - any determination by the Review Board described in sections 19.2.2. and 19.3. herein above may, within 30 days of receipt of such determination or decision, be appealed in writing to the Board of Directors, which writing shall state the grounds for the appeal and shall have attached to it a copy of the statement and the response thereto, the stenographic minutes of any hearings that may have been held and the determination or decision of the Review Board, and such written notice delivered to the President of the Association and a copy thereof to the other party or parties. The Board shall review the entire record on the matter and shall render its decision that shall contain the grounds for such decision. It may (a) dismiss the appeal, (b) amend or reverse the decision of the Review Board, (c) or remand the matter to the Review Board for further proceedings.

- 19.5. DECISION OF THE BOARD OF DIRECTORS - the decision of the Board of Directors shall be final on its own terms.