

AMERICAN SHIRE HORSE ASSOCIATION

BYLAWS

ARTICLE I. PURPOSE

The purpose of the Association is stated in the Articles of Incorporation of the Association as: To form, conduct and operate a non-profit organization composed in whole or in part of persons, firms and/or corporations who have been, or are at the present, or who likely will be, interested in the breeding and improvement of horses, particularly Shire horses; the fostering and preserving of traditions pertaining to the Shire horse; the encouragement of original investigations in determination and development of the best types of horses and the breeding to only purebred sires; the assisting in procuring and making available for breeding suitable stallions and mares; the collection, revision, preservation and publication of the history and pedigrees of purebred horses, particularly Shire stallions and mares, under such regulations as may be prescribed by said organization; and to do all and every other act or thing necessary, suitable and/or proper for the accomplishment of all or any of the purposes or in the furtherance of any of the powers herein set forth and to do every other act or thing incidental to or appurtenant to or connected with said powers.

ARTICLE II. OFFICES

Section 1. Principal Office. The principal office of the Association shall be located at such location, either within or without the State of Washington, as the board of directors may determine. The Association may have such other offices, either within or without the State of Washington, as the board of directors may determine or as the affairs of the Association may require from time to time.

Section 2. Registered Office. The Association shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Nonprofit Association Act. The address of the registered office may be changed from time to time by the board of directors.

ARTICLE III. MEMBERS

Section 1. Classes of Members. The Association shall have three classes of members:

- (a) Regular: eligible individuals;
- (b) Corporate: eligible firms, including corporations, partnerships, trusts, limited liability companies, and other legal entities; and
- (c) Youth: eligible individuals.

Section 2. Eligibility For Regular and Corporate Membership. Membership in the Association shall be open to all persons or entities who have been, or are at the present, or who likely will be, interested in the raising and improvement of horses, particularly Shire horses. Only natural persons shall be eligible for lifetime membership. Legal entities shall not be eligible for lifetime membership, although an individual who is a life member may also serve as the representative of an entity.

Section 3. Eligibility for Youth Membership. Eligibility for youth membership requires that the individual be under eighteen years of age on the postmark date of the application for membership. No life memberships are available for youth members in this category.

Section 4. Application for Membership. Any individual or entity desiring to become a member of the Association shall complete an application for membership and submit it, together with the current lifetime, annual, corporate or youth membership dues, to the Secretary of the Association. An entity shall submit documentation of its status with its application.

Section 5. Voting Rights. Each regular and corporate member shall be entitled to one vote on each matter submitted to a vote of the members. Each corporate member shall designate, in writing, a member, shareholder, or other agent who shall be authorized to exercise such member's vote. Members shall not be entitled to vote, serve as directors, or hold an office in the Association during the first six months of membership. A member who is not a lifetime member shall be considered a member continuously from the date his or her membership first began unless terminated in accordance with Section 7 of this Article. Individuals holding youth membership are not eligible to vote on association business.

Section 6. Expulsion. The members, by affirmative vote of two-thirds of those members voting on the question at any regularly constituted meeting, may expel a member for good cause after notice and an appropriate hearing; good cause shall consist only of willful misrepresentation in regard to any animal owned or bred by the member or any other act derogatory to the standing of the Association, or failure to comply with the articles of incorporation, bylaws or rules and regulations of the Association.

Section 7. Termination. The Secretary shall terminate the membership of any member who shall be in default in the payment of any fee or charge owed to the Association for a period of three months, or the payment of annual dues for a period of one month, after the same shall become due and payable.

Section 8. Reinstatement. Upon written request signed by an expelled member and filed with the secretary, the members, by the affirmative vote of two-thirds of those members voting on the question at any regularly constituted meeting, may reinstate such former member to membership upon such terms as the members may deem appropriate. A former member whose membership has been terminated under Section 7 of this Article may be reinstated by the Secretary upon payment of such amounts as are in default and re-applying in compliance with Section 4 of this Article. Upon reinstatement the membership shall be considered as a continuation of the previous membership for purposes of Section 5 of this Article, as long as reinstatement occurs at least six months prior to any election or other matter submitted to the members.

Section 9. Transfer of Membership. Membership in this Association is not transferable or assignable.

Section 10. Suspension of Membership and Privileges. The board of directors may suspend the membership of any member who, individually or through an entity in which the member holds decision-making authority or a beneficial interest, brings or maintains any court action against the Association, or against an officer, director or employee of the Association acting in an official capacity. Such suspension shall continue for so long as such action remains pending, unless earlier terminated by the board of directors. Members shall not be entitled to vote, serve as directors, hold an office in the Association, or register or transfer horses with the Association (except to transfer horses from their ownership to an unrelated person or entity) during the period of such suspension.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held no later than the last day of October in each year, for the purpose of the transaction of such business as may come before the meeting. The date and time of the annual meeting shall be fixed by the board of directors. No annual meeting shall be held in the months of November or December.

Section 2. Special Meetings. Special meetings of the members may be called by the president, by resolution of the board of directors, or by petition signed by not less than one-fourth of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the State of Washington, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Association.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by USPS mail or by electronic mail to each member entitled to vote at such meeting, not less than thirty nor more than fifty days before the date of such meeting, by the secretary at the direction of the president, or the board of directors or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the member's address as it appears on the records of the Association, with postage thereon prepaid. Electronic mail will be deemed delivered if no delivery failure notice is received from the server.

Section 5. Action by Members. Any action required to be taken at a meeting of the members, or any action which needs to be taken at a meeting of members, may be taken without a meeting if submitted to, and approved by, the members by election by mail or electronic means. Such action shall be conducted in accordance with Article XVI of these bylaws. Where directors or officers are to be elected by members, such election shall be conducted by mail or electronic means in accordance with Article XVI of these bylaws.

Section 6. Quorum. The members holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may be present and vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. A majority of the votes cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be governed in accordance with the resolutions, policies, rules and regulations adopted by its board of directors. The board of directors shall adopt rules and regulations for the registration of Shire horses in the American Shire Horse Stud Book; provided, however, that the rules and regulations governing grading up, and the breed standard, shall be changed or amended only by a vote of the members in accordance with Article IV.

Section 2. Number, Tenure and Qualifications. The number of directors shall be nine. The directors shall hold office until the beginning of the first quarterly meeting of the board of directors following the election at which their successors shall have been elected and qualified. Directors need not be residents of the State of Washington but must be regular members of the Association. Directors shall be elected for terms of three years, and may not serve more than three consecutive terms. The election of directors shall be staggered so that three directors shall be elected during November of each year, to take office at the beginning of the first quarterly meeting of the board of directors in the following year. A member may serve three consecutive terms as a director but shall be ineligible for re-election or appointment to fill a vacant position as a director for one year following the end of the member's third consecutive term as director. A director may not hold the position of secretary of the Association during their tenure as a director.

Section 3. Removal. A director may be removed from office by the affirmative vote of two-thirds of those members voting on the question at a meeting of the members. The board of directors may remove a director for failure to attend any two of four consecutive regular or special meetings of the board of directors or failure to attend the regular annual meeting unless such absence is excused by a vote of the board of directors during such meetings.

Section 4. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any four directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Washington, as the place for holding any special meeting of the board called by them.

Section 6. Telephonic Meetings. Except as may be otherwise restricted by the articles of incorporation or bylaws, members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Notice. Notice of any special meeting of the board of directors shall be given at least fifteen days previously thereto by written notice delivered personally or sent by mail, facsimile, or email to each director at the director's address or facsimile number as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by facsimile, such notice shall be deemed delivered when transmission to the director's facsimile number is confirmed by the facsimile equipment. Electronic mail shall be deemed delivered if no delivery failure notice is received from the server. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 8. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Proxies shall not be allowed at meetings of the board.

Section 9. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws. Minutes shall be kept of all meetings of the board of directors, recording, at a minimum, all motions and resolutions proposed, and the result of the board's vote thereon.

Section 10. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A director so elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office, and shall be considered to have served a full term, for purposes of Section 2 of this Article, if more than half of the unexpired term is remaining at the time of the successor's election. A member must be eligible for election in accordance with Section 2 of this Article to be eligible for election under this section.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board, or for conducting the business of the Association duly delegated to a director by the board; but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity, except secretary, and receiving compensation therefor.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 13. Meetings Open to Members. All meetings of the board of directors shall be open to members of the Association; however, members shall not have any voting rights at meetings of the board of directors. Notice to the members of special board meetings, telephonic meetings, and informal action by directors shall not be required.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the Association shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this Article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election, Eligibility, and Term of Office. The president, vice president and treasurer shall be elected annually by the board of directors at the first quarterly meeting of the board of directors each year. The secretary shall be appointed annually by the board of directors at the regular annual meeting of the board of directors. Additional offices may be created and filled or terminated at any meeting of the board of directors. The officers shall be elected from among the board of directors, except that the secretary need not be a member and shall not be a director. Assistant secretaries and assistant treasurers shall not be required to be directors or members of the Association. Officers shall hold office until their successors shall have been duly elected and shall have qualified, unless their offices are sooner terminated by the board of directors.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The president shall preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the Association authorized by the board of directors, any registration certificates, deeds, mortgages, bonds, contracts, or other instruments which the bylaws or board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Association; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be required.

Section 7. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws, and shall produce an annual financial report and financial statement; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors.

Section 8. Secretary. The secretary shall keep on file all documents constituting authority for pedigrees and shall hold them subject to inspection by any member of the Association at all reasonable times; maintain the American Shire Horse Stud Book under the immediate control and supervision of the board of directors; keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other

duties as from time to time may be assigned by the president or by the board of directors. The secretary and assistant secretaries shall receive such compensation as determined by the board of directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VII. COMMITTEES

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the Association, except that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Association; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the board of directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

Section 2. Nominating Committee. No later than the last day of March of each year the President shall appoint a nominating committee consisting of five members, who are eligible to vote, three from the members at large and two from the board of directors. The nominating committee shall, by September 30, return a slate of a sufficient number of candidates to fill the board positions to be elected. The nominating committee shall provide a procedure by which a regular member of the Association who desires to be a candidate shall have a reasonable opportunity to be nominated.

Section 3. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the Association may be appointed in such manner as may be designated by the president or by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the president of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.

Section 5. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Proxies shall not be allowed at meetings of committees.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors. Any such rules adopted will be made generally available to the membership.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE IX. CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such forms for life members and annual members as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the Association. The name and address of the member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the board of directors determines.

Section 2. Issuance of Certificates. When a member has applied for membership and has paid any dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article IX.

ARTICLE X. BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, its board of directors, and committees having any of the authority of the board of directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected at the principal office of the Association by any member, or a member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII. DUES AND FEES

Section 1. Dues. The board of directors shall determine from time to time the amount of initiation fee, if any, and lifetime and annual dues payable to the Association by members of each class.

Section 2. Payment of dues. Annual dues shall be paid no later than the first day of January in each fiscal year. The board of directors may provide that the annual dues of new members may be prorated from the first day of the quarter in which such new members apply for membership, for the remainder of the fiscal year of the Association.

Section 3. Fees. The board of directors shall determine from time to time the nature and amount of fees payable to the Association for the registration and transfer of Shire horses, and other services provided by the Association. The board of directors may provide that the fees paid by persons who are not members of the Association shall be greater than the fees paid by members.

ARTICLE XIII. SEAL

The Association shall use a corporate seal, which shall be in the form impressed below.

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Washington Nonprofit Association Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV. AMENDMENTS TO BYLAWS

Section 1. General. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present in person or by proxy at any regular meeting or at any special meeting of the members at which a quorum is present, or by the affirmative vote of a majority of those members returning their ballots in an election held in accordance with Article XVI of these bylaws.

Section 2. Notice. At least thirty days written notice shall be given to all members of intention to alter, amend or repeal or to adopt new bylaws at any such meeting of the members.

Section 3. Amendment of Purpose. Article I of these bylaws may not be amended except by amendment of the Articles of Incorporation of the Association; however, said Article I may be deleted from these bylaws in accordance with Sections 1 and 2 of this Article XV.

ARTICLE XVI. VOTING

Section 1. General. Whenever a vote or an election is required or permitted by these bylaws to be conducted, it shall be conducted in accordance with this Article.

Section 2 Electronic Voting. Each member shall provide to the ASHA office a valid email address or notification that they do not have access to computers or other electronic means. The Secretary shall set up the election or vote through a company specializing in electronic voting that has been approved by the board.

Section 3. Voting Notices.

a. Electronic Notices - Each member eligible to vote will receive, from the company administering the voting, a copy of the notice of the election with instructions as how to proceed to the electronic ballot. The notice shall contain full text of any matter to be voted upon or, in the case of election of members of the board of directors in accordance with Article V of these bylaws, the names of all members who have been duly nominated for the office of director. Such notice shall state the deadline for the return of the electronic ballots, which shall not be less than thirty days after the date of emailing the notice, and shall inform the members of the majority required for action on the matter or matters to be voted upon or other manner of acting required. The notice of election and ballot shall be deemed to be delivered when sent via email to the member's email address as it appears on the records of the Association.

b. Surface mail notices - Eligible members not having access to computers or other electronic means, shall be mailed the election materials described in Section 3.a. by the Secretary via the United States Postal Service. The notice of election and ballot shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the member's address as it appears on the records of the Association, with first class postage thereon prepaid.

Section 4. Voting and Return of Ballots. Each member eligible and desiring to vote upon the matter to be voted upon, shall mark and verify the electronic ballot or paper ballot as instructed in the respective notices. All voting must be completed or postmarked by the deadline stated in the notices.

Section 5. Counting of Ballots. One week after the deadline stated in the notices, the company conducting the electronic vote will report the results to the Secretary. On the same date, paper ballots returned by members will be opened and counted by the election clerk designated in the notice. The election clerk shall be designated by the person or persons calling the election or, in the absence of such designation, shall be the Secretary of the Association. The Secretary shall combine the results from any paper ballot count with the electronic count and obtain a notarized statement of the results. The secretary will then forward the final results to the Nominating Committee Chair. The reports shall also be placed in the permanent electronic records of the Association and shall be available for inspection by the members at reasonable times.

APPROVED BY THE BOARD OF DIRECTORS FEBRUARY 4, 1996.

APPROVED BY THE MEMBERSHIP JUNE 17, 1996.

AMENDED BY THE MEMBERSHIP SEPTEMBER 23, 2003

AMENDED BY THE MEMBERSHIP DECEMBER 2, 2006

AMENDED BY THE MEMBERSHIP DECEMBER 13, 2008

AMENDED BY THE MEMBERSHIP DECEMBER 7, 2012

AMENDED BY THE MEMBERSHIP DECEMBER 7, 2016

AMENDED BY THE MEMBERSHIP DECEMBER 7, 2018

AMENDED BY THE MEMBERSHIP MAY 23, 2020