

BYLAWS OF AMERICAN SADDLEBRED HORSE ASSOCIATION, INC.

ARTICLE III. DIRECTORS

Part II. Election of Directors

Section 1. Directors shall be elected annually by mail ballot. The Directors shall be divided into three (3) classes, each of which shall consist of six (6) Directors who shall be elected for a term of three (3) years and until their respective successors are elected and qualify. The terms of the three (3) classes shall be staggered so that only the Directors of one class shall be elected each year.

No Director shall serve more than two (2) consecutive three-year terms without a period of one (1) year intervening before his re-election. This restriction shall not apply to any term of less than three (3) years. However, a person who is serving as an officer at the end of his second consecutive three-year term may be elected as a Director for one additional three-year term.

Notice of the annual election of Directors, together with a ballot containing a slate of candidates recommended by the Nominating Committee, shall be included in a publication of the Association, or sent by direct mail to each member at his or her last known address as it appears in the Association's records.

The ballot shall contain a line for write-in candidates. Marked ballots must be received at the Association office no later than the date set by the Board of Directors for the receipt of marked ballots, which date will be established annually by the Board at the same meeting in which it approves the Nominating Committee's slate of nominees. Such date will be shown on the ballot. The ballots will be tabulated by the Executive Secretary and three (3) directors chosen by lot, excluding those directors standing for election.

Those who received the six (6) highest vote totals shall be elected and shall take office at the annual meeting of the members next after their election.

All issues concerning the validity of a ballot shall be resolved by the Executive Committee. The results of the election will be published.

The Nominating Committee shall select nominees for each vacancy on the Board of Directors from Senior Members of the Association. The Nominating Committee shall present the slate of nominees to the Board for its approval. The Nominating Committee shall consist of five members, two of whom shall be elected by the Membership at the Annual Meeting, two of whom shall be selected by the Association Board of Directors, and the Chairman who shall be appointed by the President. The members of the Nominating Committee shall serve until the next Annual Meeting. Any vacancies in the Nominating Committee shall be filled by the Board of Directors.

The Nominating Committee shall select a slate of six (6) or more candidates for the Board of Directors from Senior Members of the Association who have been members for at least the three years preceding nomination.

The Nominating Committee must consider the following criteria in selecting its recommended slate of nominees:

- (1) The geographical representation on the Board of Directors in relationship to the concentration of members in a given geographical area.
- (2) Membership in horse associations in addition to the Association, such as the U.S. Equestrian Federation, United Professional Horsemen's Association, ASHA Charter Club, or ASHA Futurity.
- (3) The prospective nominee's level of participation in horse activities, such as whether the proposed nominee is an officer or director of a charter club or futurity; activity in Association committees, Grand National, youth clubs or futurities; activity in U.S. Equestrian Federation committees; membership on horse show committees; ownership

or operation of a breeding, training, or riding lesson program; current service as a U.S. Equestrian Federation judge or steward; current owner, breeder, or exhibitor of American Saddlebreds.

(4) The Nominating Committee should give special consideration to the following attributes:

(a) Ten or more years' involvement in Saddlebred activities.

(b) High level of expertise in financial, organizational and communication skills or other areas needed by the Association.

(c) Experience in innovative programs for American Saddlebreds.

(d) The financial ability, availability and desire to attend Board and Committee meetings.

The Nominating Committee shall present its slate of nominees to the Executive Committee, which shall review the process for compliance with the above criteria. If the Executive Committee finds substantial compliance with the nominating criteria, then it will forward the slate of nominees to the Board of Directors for approval. If the Executive Committee does not find substantial compliance with the criteria, it will return the proposed slate of nominees to the Nominating Committee with a written report setting forth the Executive Committee's reasons for finding non-compliance, and the Nominating Committee will then present a new or amended slate of nominees to the Executive Committee, taking into account such written report.

Section 2. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors even if less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.