

**WRITTEN CONSENT IN LIEU OF MEETING  
OF THE BOARD OF DIRECTORS  
OF THE  
AMERICAN SADDLEBRED HORSE AND BREEDERS ASSOCIATION, INC.**

This Written Consent in Lieu of Meeting (“Written Consent”) of the Board of Directors (the “Board”) of the American Saddlebred Horse and Breeders Association, a Kentucky nonprofit corporation (the “Association”) is entered into pursuant to Kentucky Revised Statutes §273.375 and Art. III, Part A., Sec. 9 of the Bylaws (as amended, the “Bylaws”) of the Association. Capitalized terms used herein shall have the meanings set forth in the Bylaws of the Association, unless otherwise specified.

WHEREAS, in reviewing the procedures for the 2026 election of Directors and members of the Nominating Committee for Directors, the Board of Directors has determined that holding a run-off election in the event of a tie is impractical and unduly expensive; and

WHEREAS, the Board of Directors has determined that the bylaws should be amended to provide for the Board of Directors to break any such tie.

NOW, THEREFORE, BE IT

RESOLVED that, AMENDMENT NO. 1 to the Amended And Restated Bylaws of American Saddlebred Horse and Breeders Association, Inc., in the form of Exhibit A attached hereto, be and hereby is approved.

RESOLVED, that, the actions taken by the officers and employees of the Association prior to the effective date of this Written Consent regarding the foregoing matters are hereby ratified and approved as though approved by the Board before such actions were taken.

This Written Consent shall be effective upon the receipt by the Executive Director of the Association of electronic or manual signatures of Directors at least two-thirds (2/3) of the total number of Directors (i.e., at least 12 signatures). This Written Consent, upon receipt of the requisite number of signatures shall have the effect of a vote at a duly called and constituted meeting of the Directors.

  
Kristen Bagdasarian (Dec 16, 2025 15:58:14 EST)

Kristen Bagdasarian

Anna Marie Knipp

  
Julie Behrends-Jones (Dec 26, 2025 12:08:00 EST)

Julie Behrends-Jones

  
Smith Lilly (Dec 17, 2025 19:12:57 EST)

Smith Lilly

  
Allen Bosworth (Dec 15, 2025 21:21:12 EST)

Allen Bosworth

  
Clif Paulsen (Dec 15, 2025 10:32:07 CST)

Dr. Clif Paulsen

  
Sandy Currier (Dec 16, 2025 13:23:05 CST)

Sandra Currier

John Scheidt

*Allison Deardorff*

Allison Deardorff (Dec 15, 2025 20:44:20 GMT-3)

Allison Deardorff

*Chris Schubert*

Chris Schubert (Dec 15, 2025 12:40:56 EST)

Chris Schubert

*Jennifer Dixon*

Jennifer Dixon (Dec 15, 2025 21:00:18 GMT+3)

Jennifer Dixon

*Rachel Seifert*

Rachel Seifert (Dec 15, 2025 12:34:24 EST)

Rachel Seifert

*Sophia Fischer*

Sophia Fischer (Dec 15, 2025 12:40:21 EST)

Sophia Fischer

*Joan Todd*

Joan Todd (Dec 15, 2025 17:32:20 EST)

Joan Todd

*Larry Hartsock*

Larry Hartsock (Jan 19, 2026 12:07:01 EST)

Larry Hartsock

*Malissa Welke*

Malissa Welke (Dec 15, 2025 13:09:46 CST)

Malissa Welke

*Diane Hauslein*

Diane Hauslein

Exhibit A

Form of Amendment No. 1 to the Amended and Restated  
Bylaws of American Saddlebred Horse and Breeders Association, Inc.

**AMENDMENT NO. 1**  
**To the**  
**Amended And Restated**  
**Bylaws of**  
**American Saddlebred Horse and Breeders Association, Inc.**

THIS AMENDMENT NO. 1 dated the 15<sup>th</sup> day of December 2025 (the “Amendment”) to the Amended and Restated Bylaws of American Saddlebred Horse and Breeders Association, Inc., a Kentucky nonprofit corporation (the “Association”), effective as of November 8, 2025 (the “Bylaws”).

WHEREAS, the Board of Directors believes it to be in the best interests of the Association that in the event of a tie in the annual election of Directors or members of the Nominating Committee for Directors, a runoff election is impractical and that such tie shall be resolved by the majority vote of the members of the Board of Directors at its annual meeting held immediately after the annual meeting of Voting Members; and

WHEREAS, by Written Consent of the Board of Directors, the Board of Directors approved the following amendments:

1. **Article III – Board of Directors – Part C. Nominating Committee for Directors. Section 2(d).** The current language is deleted in its entirety and the following is inserted in its place:

(d) The two (2) candidates securing the most votes will be elected. In the event of a tie vote count that prevents the determination of the two (2) elected individuals, the Board of Directors at its annual meeting shall break the tie by majority vote.

2. **Article III – Board of Directors – Part D. Nomination Process for Director Elections; Director Elections. Section 4(b).** The current language is deleted in its entirety and the following is inserted in its place:

(b) In the event of a tie vote count that prevents the determination of the six (6) elected individuals, the Board of Directors at its annual meeting shall break the tie by majority vote.

Except as amended hereby, the Bylaws shall remain in full force and effect.

Adopted by the Board of Directors on December \_\_\_\_, 2025.