

Significant Provisions of 2011 Proposed Amendments to the AiM Bylaws

summary prepared by Kaye Phaneuf, AiM Secretary & Bylaws Committee member -- 11 AUG 11

The proposed amendments include many minor and 'housekeeping' changes; only the highlights are summarized here. Members are urged to read the full text of the proposed amendments, available on the club website (www.arabiansinmotion.org). Please submit questions and comments to Ahna Bowman, AhnaBowman@BowmanSportHorses.com, by 26 AUG. A response will be published and further comments solicited until the Board meets to ratify the amendments on 12 SEPT 11.

What we changed...	What we were thinking...
AiM Policies & Procedures Manual	
We pulled the detailed 'how tos' out of the bylaws and move them to a separate <i>Policies & Procedures Manual</i> . Both of these documents will be maintained by the AiM secretary and posted on the club's website.	The PPM can be much more easily supplemented and updated than the bylaws, and in greater detail. It also allows for more flexibility in the conduct of AiM's operations.
Article I. Purpose	
1.1 Nonprofit status changed from 501(c) (3) to 501.	Still a nonprofit; now following the AHA model. Donors will handle donations differently on their tax returns; easier for us to meet requirements.
Article II. Membership	
2.2 Kept but renamed 4 classes of membership: Charter, Regular (formerly 'Full'), Youth and Associate (formerly 'Non-IAHA').	To clarify that Youth may not vote or hold office; Associate members may vote for officers but not delegates and may serve on committees but not hold office.
2.4 Clarified termination of membership; added provision for suspension of membership.	To protect the interests of the club and the individuals.
2.5-2.7 and 3.11-3.14. Meetings	
One annual meeting for general membership. Board will also meet quarterly. Additional special meetings may be called.	To separate business meetings from activities, in hopes that meetings will be more productive and activities better attended.
2.8-2.12 and 3.6. Quorums and Voting; Inspection of Records	
Clarified quorums required to take action; how action may be taken without a meeting; how mail-in balloting will be conducted; provided for inspection of records by members.	To bring us into compliance with Oregon statutes for non-profits.

Article III. Board of Directors and Article IV. Officers

3.2	Number of Directors increased from 8 to 9 (including Immediate Past President).	Odd number to help avoid tie votes.
3.4	Remaining 8 Directors elected by the voting members for staggered two-year terms.	Staggered terms to ensure continuity.
4.1	There shall be four Officers: President, Vice-President, Secretary and Treasurer. Duties to be delineated in the <i>Policies & Procedures Manual</i> .	Cleaner, simpler. Not all Directors will have an office; some duties formerly assigned to officers will now belong to committees. (Example: V-P Activities, Membership Chair and member communication -- newsletter, website -- now rolled into Membership Committee with oversight by remaining Vice-President.)
4.3	Officers elected from and by the Board of Directors, for one-year terms.	Board advises, Officers handle operations. Directors encouraged to each take on an office or a committee.
3.5-3.9	Providing for resignation or removal of a Director, and filling the resulting vacancy.	Just in case.

Article V. Committees

5.1	Standing Committees: Youth, Elections, Shows, Memberships, Delegates & Alternates.	High level definition of duties in bylaws; details in the <i>Policies & Procedures Manual</i> .
5.2-5.9	Provisions for filling vacancies, quorums, rules, term of office, limitations of power, and creation of other committees as needed.	President appoints committee chairs with the Board's approval; in general, chairs choose their committee from the general membership.

Article VI. Director Conduct

	New.	Added by the lawyer.
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Articles VII-X. Indemnification, Limits of Liability

	Major rewrites!	Contributed by the lawyer.
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Article IX. Amendments to Bylaws

9.1 & 9.2	Any three members may propose an amendment to AiM's bylaws; to be approved by a 2/3 vote of the voting members.	To move control over future bylaw amendments from the Board to the general membership -- a major change!
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Articles X-XIV. Offices, Fiscal Year, Parliamentary Procedure, Waiver of Notice, Affiliation

	Removed two Articles: old XIV. Resolutions and Motions, and old XV, Policies.	We didn't see the need for these restrictive Articles -- frankly, none of us understood them -- and they seemed too vague to be enforceable. (i.e., "Decisions...intended to be long-standing shall be considered a <i>resolution</i> " and require a 2/3 vote; "A <i>motion</i> shall be a decision of less importance" and requires a simple majority.)
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