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AMERICAN PAINT HORSE ASSOCIATION

FAQs Concerning the Governance Task Force Recommendations

When was the announcement made that APHA's Governance Structure would be reviewed?

Convention of 2018

When was the APHA Governance Structure last updated?

1970s. We have made small modifications over the years, but the basic governance was put into place in the 1970s.

Why are we making changes to the board structure?

The basic APHA governance structure dates back to the 1970s and has changed very little in that time. At the same time the way people work and interact has rapidly advanced beyond our governance structure. It is hard for all Directors to actively participate in the operations of the Association. Basically we need a more modern structure. A more modern approach to governance suggests a smaller board that is able to be accountable for the day to day business of the Association and officially complete business transactions throughout the year. The proposed recommendations actually make the Association more legally compliant with laws governing Boards of Directors. The recommendations actually expand the group of day-to-day decision makers to a larger pool (the current EC of 7 versus the proposed Board of Directors of 12) and doesn't require seven years of commitment found in our current Executive Committee structure.

This proposal makes our Board of Directors smaller. How can that be more inclusive?

The current Executive Committee (EC of 6 members) manages the day to day operations of the organization with input from the larger Board of Directors (~150 members). In these recommendations, the EC would now be referred to as a Board of Directors. The new proposed Board of Directors' duties would remain the same as the former EC while almost doubling the number to 12 elected members to listen to, address and make the day to day decisions for the organization under their authority. These recommendations actually expand the perspectives and voices of the APHA membership at a higher level of decision making while maintaining the integrity of State Directors (current Board of Directors) to contribute and vote on rule changes as has always been done.

How are changes made to the bylaws?

Any bylaw change(s) requires a vote on and approval by the current Board of Directors

What is meant by a "special election" after the convention?

If the recommendations are well received, even with suggestions and modifications, a new set of bylaws can be drafted. The fastest timeline possible would be a special election (yet to be determined as to the format/process) to approve new bylaws, etc. by the Board of Directors before the next annual meeting.

Our current bylaws provide for special Board of Director meetings. They are rare, but is supported in our bylaws. These can be held electronically or in person. The reference in the Governing Task Force(GTF) document provides that this could happen if we didn't want to wait until next year's convention. Special meetings/votes/elections have always been an option and is supported in our current governance. The specific reference is on page 24 of the 2019 rulebook, section 7.

What will be the procedure if the current Board approves the changes?

If the current Board approves the recommendations or recommendations with revisions, the Governance Task Force will move to the next steps of drafting bylaws reflecting the recommendations.

Will a vote to approve the GTF changes happen at Convention?

If the response is mostly positive, then the BOD may elect to allow the GTF to move forward to draft bylaws. If there is a vote to move the recommendations forward, with any changes or suggestions, the next step would be to draft bylaws reflecting changes from the recommendations. The GTF would review the new draft bylaws and make any edits. Once the GTF agrees on new bylaws, they would be shared with the current Board of Directors for input. A "special vote" would only be conducted if the bylaw process happened in a timely fashion and a vote by the current Board of Directors could be held before the next convention.

How will the current election of directors change?

There will be no changes to the current election of directors. They will be called State Directors as per the recommendations.

Will the proposed new Board of Directors be elected?

Yes, the Board of Directors will be elected by the State Directors each year. The Board will have staggered terms which will allow for approximately three to four Director positions to expire each year. The Board will have three officers which will be the President, President-Elect and the Past President. These positions will be filled by the current EC officers during the implementation of the new governance structure, if approved.

When will the presentation of the Governance Task Force recommendations occur during Convention?

According to the tentative schedule available at <http://apha.com/wp-content/uploads/2019/01/tentative-schedule.pdf> the presentation will occur Saturday morning, March 2 during the 8:00 – 10:00 AM BOD session.

Are the recommendations a straight up and down vote?

Not necessarily. The recommendations from the GTF are just that, recommendations. They are meant to be discussed with input from the current Board of Directors. Suggestions, modifications, and additions can be proposed to the Governance Task Force. There can be a vote to move forward with all

recommendations, certain components of the recommendations, recommendations with adjustments, etc.

Have a new set of bylaws already been created based on the recommendations of the Governance Task Force?

No new bylaws have been drafted. None will be drafted until a complete discussion has occurred with the current Board of Directors at Convention and a vote to move forward passes.

Who are the directors are on the Governance Task Force?

Fred Cole
Melanie Cox-Dayhuff
Ashley Griffin
Mike Holloway
Lisa Maxwell
Jackie Mellon
Amanda Palmer
Carla Perri
Randall Roser
Brandon Severin
Ron Shelly
Michael Short
Kevin Smith
Fred Tabor
Craig Wood