

May 9, 2023, Change in Number of Directors to the Board

I proposed changing the number of Directors on the NASS BOD from nine to seven. There are two reasons I suggest this:

Firstly, in recent years the number of our members who are active has diminished. This is true all over the equine world. It has come to the point where it is difficult to find active members who are willing to serve on the BOD.

Secondly, our Regional Director Regions have a big variation of members in each region. As of January 2023, the numbers are as follows:

Eastern 34
Northwest 31
Southwest 20
Midwest 17
Rocky Mt 13

I propose that we consolidate the two regions with the smallest memberships, the Midwest and Rocky Mt., which would then total 30. This would make the regions more equal. It could be named "Central" region.

I proposed that we also remove one "At Large" position so as to keep the number of BOD members an odd number.

This is allowed according to our Bylaws, which read:

Section 2. Directors—Categories. There shall be two (2) categories of Directors, and the two (2) categories will be classified as: 1.) "Regional Directors" and 2.) "Directors at Large", and **the characteristics (as set forth below in this Section) may be modified, updated and adjusted, by a majority of all of the Directors, for either or both categories.** The characteristics of the two (2) categories shall be as follows:

1. (a) **Regional Directors.** There shall be five (5) Regional Directors. Regional Directors will primarily represent the members in the specific region for which they are designated, and said regional director must live in the region they represent. Among the duties and responsibilities set forth in these Bylaws, Regional Directors' specific duties shall include, but not be limited to, maintaining contact with the members in their region, keeping their regional members informed of upcoming events, establishing rapport with existing and potential members in their region to encourage participation in regional events, and making these opportunities available to their regional members.
2. (b) **Directors at Large.** There shall be four (4) Directors at Large. Directors at Large will assist in representing all members of the Corporation and will assist with all aspects of management of the Corporation, in accordance herewith.

Now would be a good time to institute the proposed change because:

- 1) Susan Keil has requested stepping down as Midwest RD
 - 2) Bronwyn, whose term is up this year, has declined running again for Director at Large.
- This way we would not have to ask a serving Director to step down.

If the BOD could meet via conference call or e-mail in the near future and votes to above-suggested action, i.e. combining the MW and Rocky regions into one "Central" region and eliminating the 4th BOD position, the one currently held by Bronwyn, the decision could be implemented prior to sending out the call for nominations for the upcoming BOD election, which is due to go out on June 1st.

We have approved the change in numbers of our Board members as listed below:

The proposal has been approved by: Adele Furby, Elaine Kerrigan, Susan Keil, Melissa Rodewald, Joan Clark and Bronwyn Rutland