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Part II. Election of Directors.

Section 1. Directors shall be elected annually by electronic ballot; provided, that a member of the ASHA may vote by mail paper ballot if such member submits a written request to the ASHA for a paper ballot at least thirty (30) days prior to the date established as the deadline for voting. 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. Each current Director shall submit at least one (1) nomination for election to the Board of Directors.

No Director shall serve more than two (2) consecutive three-year terms without a period of one (1) year intervening before his or her re-election. This restriction shall not apply to any term of less than three (3) years. Notice of the annual election of Directors, together with a ballot containing a slate of candidates recommended by the Board of Directors, shall be included in an electronic publication of the Association, or sent by direct mail to each member who has submitted a written request as described above 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 (either by mail or electronically) 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 for Directors' slate of nominees. Such date will be shown on the ballot. The ballots will be tabulated by the Executive Director and the Controller of the ASHA, and shall be confirmed by an independent accounting firm designated by the ASHA. 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 Board of Directors. The names of the new Directors who are elected will be published by the ASHA.

The Nominating Committee shall consist of five members, two of whom shall be elected by the members of the ASHA at the annual meeting of the ASHA, two of whom shall be selected by the Board of Directors at its board meeting immediately following the annual meeting of the ASHA, and the remaining member who shall be appointed by the President as the Chair of the Nominating Committee. The members of the Nominating Committee for Directors shall serve until the next annual meeting. Any vacancies in the Nominating Committee shall be filled by the Board of Directors.

The Nominating Committee for Directors shall select a slate of nine (9) candidates and one (1) alternate for the Board of Directors from Lifetime Members, Contributing Members, and

Senior Members of the Association who are current members in good standing of the Association, and for whom a nomination form has been submitted for the current year (nomination forms that have been submitted in prior years must be updated and resubmitted to be eligible). The Nominating Committee will include consideration of the following criteria in reviewing and 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) Representation on the Board of Directors of both amateur and professional horsemen and horsewomen.

(3) Membership in horse associations in addition to the Association, such as the United States Equestrian Federation, United Professional Horsemen's Association, ASHA Charter Club, or ASHA Futurity.

(4) 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 USEF committees; membership on horse show committees; ownership or operation of a breeding, training, or riding lesson program; current service as a USEF judge or steward; and current owner, breeder, or exhibitor of American Saddlebreds.

(5) The Nominating Committee for Directors 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, taking into consideration the skills and experience of current Directors.

(c) Experience in innovative programs for American Saddlebreds.

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

(e) Significant volunteer experience (in both Saddlebred and non-Saddlebred areas).

The Nominating Committee for Directors shall present its slate of nominees to the Board of Directors for consideration. The Board of Directors shall either vote on the entire proposed slate of Directors, or if any one or more Directors so requests, the Board of Directors shall vote on the slate on a position-by-position basis, and any Director shall have the right to propose an alternative person(s) for a position on the slate of Directors, provided that a nomination form for such alternative person(s) has been submitted and such alternative person(s) is in good standing with the ASHA.

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 or her predecessor in office.