



The National H.B.P.A., Inc.
NATIONAL HEADQUARTERS

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Chief Executive Officer
Philip Hanrahan

First Vice-President
Robin Richards

Regional Vice Presidents
Leroy Gessmann
Rick Hiles
Ron Maus

Secretary/Treasurer
Bill Walmsley

General Counsel
Douglas L. McSwain

Deputy General Counsel
Peter Ecabert

Veterinary Advisor
Dr. Thomas Tobin

MEMORANDUM

Date: January 15, 2012
To: Executive Committee
From: Bylaw Committee
Re: HBPA Bylaws – Passed by Committee

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1. Affiliate Dues Reduction:

Article II, Section 5 – Temporary Dues Reduction

In the event that an Affiliate is granted an exception for the payment of dues (as provided in Section 3, D. above), and the reduction results in the Affiliate's level of dues placing it in a Tier different than that represented by the Affiliate's required dues level before such exception, then the Affiliate during the term of such reduction will have weighted voting rights and rights to membership on the Executive Committee that corresponds to other Affiliates in the Tier represented by the reduced level of dues. The letter waiver granting such exception will include information concerning the amount of said reduction as well as the change in Affiliate's rights affected by such dues reduction.

Motion to adopt by Lynne Schuller.
2nd by Dr. David Harrington.

2. Election of Regional Vice Presidents and First Regional Vice President:

Article III, Section 2, B. Election

The Chairman/President shall be elected by a majority of votes of the Board of Directors every three (3) years at the National Association's regular summer meeting in accordance with the weighted voting requirements of Section 3 Paragraph E below. In the event that no candidate for Chairman/President receives the majority of votes cast on the first ballot, then the two (2) candidates for such office receiving the highest number of votes on the first ballot shall participate in a run-off election until there is a majority of votes cast for one

candidate. During this summer meeting of the National Association and after the Chairman/President has been elected, elections will be held by region (four regions set forth in attached Schedule B) for each Regional Vice President. The Regional Vice Presidents shall be elected by a majority of votes cast by the Presidents, or other duly authorized representatives (as provided in Article V, Sections 2 and 3 below) of each Affiliate in the assigned region who are present at the meeting. Following the election of the Regional Vice Presidents, a caucus of the four Regional Vice Presidents shall be held to nominate the individual who shall serve as First Regional Vice President. The individual so nominated by the Regional Vice Presidents shall be placed in nomination before the full Board for purpose of the Board's weighted vote and election.

Motion by Lynne Schuller.
2nd by Dr. David Harrington.

3. Weighted Voting:

Tabled without action.

4. Antitrust

Tabled without action.