

1 **INTERNATIONAL ANDALUSIAN AND LUSITANO**
2 **HORSE ASSOCIATION**

3 **as amended October 20, 2013**

4
5 **ARTICLE I NAME**

6 1.01 The name of the Association shall be INTERNATIONAL ANDALUSIAN AND LUSITANO
7 HORSE ASSOCIATION, hereinafter referenced as the “Association,” a not-for-profit corporation
8 chartered in accordance with statutes of the State of Alabama.

9 **ARTICLE II DURATION**

10 2.01 The period of duration for the Association shall be unlimited and perpetual.

11 **ARTICLE III PURPOSES AND OBJECTIVES**

12 3.01 The primary purposes and objectives of the Association shall be:

13 3.01.01 To preserve, improve and maintain the purity of the blood of the Andalusian breed which
14 includes horses of Spanish origin known as Caballo Pura Raza Española, and/or horses
15 of Portuguese origin known as Cavalo Puro Sangue Lusitano. To promote public
16 interest in and the science of breeding of Andalusian horses. To foster, aid and
17 encourage the breeding, exhibition and promotion of the breed.

18 3.01.02 For the advancement of knowledge and education of the public and members about
19 horses of the Andalusian breed and to promote the acquisition and distribution of
20 knowledge of the history, use and standard, medical and other care and treatment, and
21 propagation of horses of the Andalusian breed.

22 3.02 In furtherance of the above purposes, but not otherwise:

23 3.02.01 To obtain and maintain official recognition with government organizations interested in
24 the preservation of the Andalusian Horse. To cooperate with any person, body of
25 persons, firm, partnership, or organization whether incorporated or unincorporated,
26 wherever domiciled throughout the world, in an endeavor to promote uniformity in
27 terminology, definitions and procedures relating to the breed of Andalusian horses.

28 3.02.02 To maintain The International Andalusian and Lusitano Horse Association Registry of
29 Purebred Andalusian horses (hereinafter “The Purebred Registry”). To maintain the
30 International Andalusian and Lusitano Horse Association Registry of Half-Andalusian
31 horses (hereinafter “The Half—Andalusian Registry”). To compile and publish
32 information relating to the horses of the Andalusian breed including Purebred and Half-
33 Andalusian Stud Books to be updated yearly.

34 3.02.03 To print, publish, and make contributions to any and all newspapers and periodicals of
35 any information the Association may think desirable for the promotion of its objectives.

ARTICLES OF INCORPORATION

THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

- 1 3.02.04 To disseminate information concerning breeding methods, stud management practices,
2 feeding and veterinary matters and all or any other matters by means of conferences,
3 lectures, discussions, books, newsletters, correspondence, television or radio broadcast
4 or motion picture films, video tapes, or otherwise and to cooperate in the dissemination
5 of such information with any government, authority, university, college, research
6 institution, charity or other body whatsoever.
- 7 3.02.05 To hold and promote horse shows.
- 8 3.02.06 To maintain a register of persons competent to judge an Andalusian Horse Show. To
9 develop a method for and to license judges and any other officials deemed necessary for
10 the Association sanctioned Andalusian Horse Shows.
- 11 3.02.07 To encourage, support or organize the exchange of judges or horses of the Andalusian
12 breed between all or any countries.
- 13 3.02.08 To receive subscriptions, donations, gifts, whether pecuniary or otherwise, and to
14 undertake to execute any trust or trusts which may be conducive to the objectives of the
15 Association.
- 16 3.02.09 This Association shall not have or issue shares of stock. No dividend shall be paid and
17 no part of the income or profit of the Association shall be distributed to its members,
18 directors or officers. This Association may pay compensation in a reasonable amount to
19 its members, directors, or officers for services rendered, may confer benefits upon its
20 members in conformity with its purposes, and no such payment, benefit or distribution
21 shall be deemed to be a dividend or a distribution of income or profit.
- 22 3.02.10 To do or undertake any other thing or things of a lawful nature as shall further the
23 attainment of any or all of the objectives of the Association.

ARTICLE IV MEMBERSHIP

- 24
- 25 4.01 The Association shall provide opportunity for membership in the Association. There shall be
26 two general classes of membership, namely Full Membership and Associate Membership.
- 27 4.01.01 Full Members may be any person or entity who is a registered owner of an IALHA
28 registered Purebred Andalusian or Half-Andalusian horse and who has paid his/her/their
29 dues and fees and who is in good standing with the Association. Full Members shall
30 possess voting rights of members, as set out in the Bylaws of the Association.
- 31 4.01.02 Associate Members may be any person or entity who has paid his/her/their dues and
32 fees and who is in good standing with the Association. Associate Members shall not
33 possess voting rights as members.
- 34 4.01.03 Requirements for the two general classes of membership shall be as set out in the
35 Bylaws of the Association. Additional distinctions within these general classes may be
36 made in the Bylaws.
- 37 4.01.04 Beyond voting rights, each general class of membership shall be accorded the rights,
38 privileges, and duties described in the Bylaws of the Association.

ARTICLES OF INCORPORATION

THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

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ARTICLE V REMOVAL OF OFFICERS AND DIRECTORS

5.01 Removal of duly elected or appointed Officers or Directors of the Organization shall be as described herein.

5.01.01 Any Director, other than an Officer, shall be removed from office for the following reasons:

5.01.01.1 Failure of a Director, other than an Officer, to maintain his or her membership in good standing while in office;

5.01.01.2 If any Director, other than an Officer, is absent from two regularly scheduled quarterly Board of Directors meetings within a calendar year. Removal is effective at the conclusion of the second meeting for which the said Director is absent.

5.01.01.2.A The Director removed may submit an appeal with written evidence of extenuating circumstances within fourteen (14) days. At the next meeting of the Board of Directors, the first order of new business shall be the hearing of the appeal. The Board of Directors, by a 2/3 majority vote, may nullify the removal and the absence shall be excused and will not count against attendance requirements for qualification for election. The Board of Directors may fill the vacancy after fourteen (14) days if no appeal is filed, or after the hearing of the appeal if the removal is not nullified.

5.01.01.3 If any Director, who is not an Officer, has had his or her removal nullified, as described in this section, is absent from an additional regularly scheduled quarterly Board of Directors meetings within a calendar year shall be removed. Removal is effective at the conclusion of the additional meeting for which the said Director is absent. There shall be no appeal for removal for an additional absence.

5.01.01.4 Failure of a regional director to maintain residency in the region they are elected or appointed to represent, as described in the bylaws. If he/she does not resign, the Board shall refer the matter to the Ethics Committee which shall determine whether non-compliance of this provision is occurring. If the Ethics Committee deems there is non-compliance, they shall render a verdict of removal and the director shall be removed. The Ethics Committee's investigation is not an ethics complaint and hearing process but a determination of facts and whether removal is required by the Articles and Bylaws in light of the facts.

5.01.02 Any Officer or Director of the Association may be removed from his or her office or position as follows:

5.01.02.1 A vote by the Full Members to remove an Officer or Director shall be conducted if any of the following conditions are met:

5.01.02.1.A A referendum to remove said Officer or Director is submitted by a minimum of 15% of the Members eligible to vote for said Officer or Director. Said

ARTICLES OF INCORPORATION

THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

1 referendum shall be delivered to the Board of Directors who shall, upon
2 verification, schedule the vote at their next meeting. The vote for removal by
3 the Members eligible to vote for said Officer or Director shall be conducted
4 within 60 days of the meeting, or;

5 5.01.02.1.B The Board of Directors votes, by a 3/4 majority of Directors present at a Board
6 of Directors meeting, to schedule a vote for removal, by the Members eligible
7 to vote for said Officer or Director, within 60 days of the meeting, or;

8 5.01.02.1.C The Ethics Committee votes, at an Ethics Committee meeting, by a 2/3
9 majority of committee members present, to recommend to the Board of
10 Directors to conduct a vote for removal. The Board of Directors may, at their
11 next meeting, by a simple majority, schedule a vote for removal, by the
12 Members eligible to vote for said Officer or Director. The vote by the
13 membership must be within 60 days of the meeting of the Board of Directors.

14 5.01.02.2 The vote shall be presented to all Full Members of the Association eligible to vote for
15 said Officer or Director. The vote to remove shall require a 2/3 majority of votes cast
16 to remove the Officer or Director. This vote must be conducted by secret ballot, by
17 mail.

18 5.01.02.2.A A minimum of 30% of the membership eligible to vote must cast ballots. If
19 30% is not achieved, the vote to remove shall be considered failed and the
20 Officer or Director shall retain his or her position. The vote for removal shall be
21 conducted with the same protocols for election of the Officer or Director, as
22 described in the Bylaws.

ARTICLE VI DISSOLUTION

24 6.01 Upon the dissolution of this Association, all liabilities and obligations of the corporation shall be
25 paid and discharged, or adequate provision shall be made therefore.

26 6.01.01 Assets held by the corporation upon condition requiring return, transfer or conveyance,
27 which condition occurs by reason of the dissolution, shall be returned, transferred or
28 conveyed in accordance with such requirements.

29 6.01.02 Assets received and held by the corporation subject to limitations permitting their use
30 only for charitable, religious, eleemosynary, benevolent, educational and/or similar
31 purposes, but not held upon a condition requiring return, transfer or conveyance by
32 reason of the dissolution, and all remaining assets not earmarked shall be transferred or
33 conveyed to one or more domestic or foreign corporations, societies or organizations
34 engaged in activities substantially similar to those of the dissolving corporation, pursuant
35 to a plan of distribution adopted as provided in Alabama statutes.

ARTICLE VII AMENDMENTS TO THESE ARTICLES OF INCORPORATION

37 7.01 Amendments to these Articles of Incorporation shall be effected as follows:

ARTICLES OF INCORPORATION

THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

- 1 7.01.01 The Board of Directors shall adopt a resolution setting forth the proposed amendment
2 and directing that it be submitted to a vote at a meeting of members entitled to vote
3 thereupon, which may be either an annual or a special meeting.
- 4 7.01.02 The proposed amendment or a summary of the changes to be effected thereby shall
5 accompany the proxy form for the vote.
- 6 7.01.03 The proposed amendment shall be adopted upon receiving at least three-quarters of the
7 votes entitled to be cast by members present or represented by proxy at such meeting.
- 8 7.01.04 No amendments to the Articles of Incorporation or Bylaws of the Association shall be
9 made which would:
- 10 7.01.04.1 Change the essential purposes or objectives of the Association; or
- 11 7.01.04.2 Make any alterations that change the Association's purpose of maintaining the purity
12 of the breed as stated in the Purebred Registry; or
- 13 7.01.04.3 In any way offend the legal rules against perpetuities or result in the Association
14 being held not to be for charitable purposes

ARTICLE IX REGISTERED AGENT AND OFFICE

- 16 8.01 The initial registered agent of the Association shall be:
- 17 Dr. Henry J. Walker, Jr., Esquire
18 Attorney at Law
19 2330 Highland Avenue
20 Birmingham, AL 35205

BYLAWS
OF
THE INTERNATIONAL ANDALUSIAN AND
LUSITANO HORSE ASSOCIATION
A NON-PROFIT CORPORATION
as amended, October 20, 2013

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BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

ARTICLE I NAME AND OFFICE

1.01 NAME

1.01.01 The name of this corporation is The International Andalusian and Lusitano Horse Association.

1.02 OFFICE

1.02.01 The principal office of this Association is at:
101 Carnoustie N. #200
Birmingham, AL 35242

1.03 REGISTERED AGENT

1.03.01 The registered agent is:
Henry J. Walker, Jr., Esquire
2330 Highland Avenue
Birmingham, AL 35205

ARTICLE II PURPOSES AND POWERS

2.01 PURPOSE

2.01.01 The purposes of this non-profit Association are to conduct all business that is legal and proper for a non-profit corporation and specifically to preserve, improve, and maintain the purity of the blood of the Andalusian Breed which includes horses of Spanish origin known as Caballo Pura Raza Española, and/or horses of Portuguese origin known as Cavallo Puro Sangue Lusitano.

2.01.02 To promote public interest in these horses as well as the science of breeding said horses and to foster, aid and encourage the breeding, exhibition and promotion of the Breed.

2.01.03 The Association will also promote the advancement of knowledge and education about the Breed and will promote the acquisition and distribution of knowledge regarding their use, care and treatment.

2.02 POWERS

2.02.01 This Association has the power to conduct all necessary and proper business not contrary to law in order to carry out its purposes.

ARTICLE III OFFICERS OF THE ASSOCIATION

3.01 LIST OF OFFICERS

3.01.01 Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, IALHA Show Committee Chair, and Registrar.

3.02 QUALIFICATIONS

3.02.01 To hold office, a person must be a Full Member in good standing at the time of his/her nomination and through his/her tenure. He/she must be nineteen (19) years of age at

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

- 1 the time of his/her nomination. He/she must own an IALHA registered purebred horse at
2 the time of nomination.
- 3 3.02.02 Candidates for President and Vice President shall have served at least twelve (12)
4 consecutive months on the Board of Directors within the previous two (2) years prior to
5 assuming office.
- 6 3.02.03 The Secretary shall have no requirement of prior service on the Board of Directors.
- 7 3.02.04 Candidates for Treasurer shall have served at least twelve (12) consecutive months on
8 the Board of Directors within the previous five (5) years prior to assuming office.
- 9 3.02.05 IALHA Show Committee Chair shall have served at least twelve (12) consecutive
10 months on the Show Committee within the previous five years prior to assuming office.
11 He or she shall have no requirement of prior service on the Board of Directors.
- 12 3.02.05.1 Any past Show Committee Chair may be elected to the position without having
13 served on the Show Committee within the five (5) years previous to him or her
14 assuming office.
- 15 3.02.06 The Registrar shall have served on the Registry Board within the previous five (5) years
16 prior to assuming office. He or she shall have no requirement of prior service on the
17 Board of Directors.
- 18 3.02.06.1 Any past Registrar may be elected to the position without having served on the
19 Registry Board within the five (5) years previous to him or her assuming office.
- 20 3.02.07 If any individual, while not in good standing, resigned or was removed from his or her
21 position as an officer or director, then the service for the position for which he or she
22 were removed or resigned shall not count toward the service requirements for
23 candidacy.
- 24 3.02.08 No individual may stand for election for more than one (1) elected position in any one (1)
25 election. No individual may hold more than one (1) elected position within the
26 Association at any time.
- 27 3.03 ELECTION
- 28 3.03.01 All Officers shall be elected by a plurality of votes cast by the Full Members.
- 29 3.03.02 Each Full Member who may vote for candidates for President, Vice-President, Secretary,
30 Treasurer, the IALHA Show Committee Chair, and Registrar, as they coincide with
31 election for term of office or special elections.
- 32 3.04 TERM LIMITS
- 33 3.04.01 All elected officers who meet the qualifications for office, except as limited by this
34 section, or other portions of these Bylaws, may run for re-election.
- 35 3.04.02 An individual is not eligible to be a candidate for, or appointed to, any officer position,
36 except as noted in this section, if he or she has served more than six (6) full years in any
37 one or more officer positions without a break in service of twelve (12) consecutive
38 months.

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

1 3.04.02.1 An individual is not eligible to be a candidate for, or appointed to the office of
2 Registrar if he or she has served more than nine (9) full years as Registrar without a
3 break in service of twelve (12) consecutive months.

4 3.04.02.2 Service in the position of Past President shall not be counted for the purpose of term
5 limits.

6 3.05 RESIGNATION OF AN OFFICER

7 3.05.01 Any officer may resign at any time in writing sent to the President or, if the Officer
8 resigning is the President, to the Secretary.

9 3.05.01.1 If the Officer resigning is the President, he or she does not then succeed the Past
10 President. The Past President will serve until the expiration of his or her term.

11 3.05.02 Any Officer who resigns will not be eligible for appointment or election to any position as
12 an officer or director before the expiration of the term of the position from which he or
13 she has resigned.

14 3.06 REMOVAL OF AN OFFICER: Removal of duly elected or appointed officers of the 15 Organization shall be as described in the Articles of Incorporation.

16 3.06.01 If the Officer removed is the President, he or she shall not then succeed the Past
17 President. The Past President will serve until the expiration of his or her term.

18 3.07 VACANCY OF AN OFFICER POSITION

19 3.07.01 If any vacancy due to removal or resignation of the President is created, the Vice
20 President shall assume the office of President and serve the remainder of the term. The
21 vacancy of the office of Vice President shall then be filled as stated herein.

22 3.07.02 If any vacancy due to removal or resignation of an officer, other than the President, is
23 created, the President, within five (5) days of when the vacancy is created, shall call and
24 notice a special meeting of the Board of Directors for the purpose of filling the vacancy.
25 Said meeting shall be within thirty (30) days of the notice. If a regular meeting is
26 scheduled to take place within 30 days of the creation of the vacancy, a special meeting
27 is not required and the vacancy shall be filled at the regular meeting. At such meeting,
28 the vacancy shall be filled by the Board of Directors electing a replacement via a majority
29 vote. Such replacement must meet the qualification requirements for said office.

30 3.07.02.1 ELECTION MORE THAN NINETY (90) DAYS AWAY: If the next scheduled election
31 is not an election to fill the seat at the regular expiration of the term of office and is
32 ninety (90) days or more from when the vacancy was created, an election for the
33 vacated seat shall be included in the next election by the membership. The
34 replacement elected by the Board of Directors shall serve until the announcement of
35 results of the next scheduled election, at which time the individual elected by the
36 membership shall assume the office and serve the remainder of the term.

37 3.07.02.2 If the next scheduled election is an election to fill the seat at the regular expiration of
38 the term of office, the individual elected by the Board of Directors shall serve until the
39 expiration of the term.

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

1 3.07.03 If an elected officer position is not filled in an election, the President, or the Vice President if
2 the position not filled is the President, within five (5) days of when the vacancy is created,
3 shall call a special meeting of the Board of Directors for the purpose of filling the vacancy.
4 Said meeting shall be within thirty (30) days of the notice. If a regular meeting is scheduled
5 to take place within 30 days of the creation of the vacancy, a special meeting is not required
6 and the vacancy shall be filled at the regular meeting. At such meeting, the Board of
7 Directors shall elect the Officer via a majority vote. Such replacement must meet the
8 qualification requirements for said office.

9 3.08 OFFICERS

10 3.08.01 PRESIDENT

11 3.08.01.1 The President shall serve a term of two (2) years.

12 3.08.01.2 The President is the Chief Executive Officer and Executive Director of this
13 Association and will, subject to the control of the Board of Directors, supervise and
14 control the affairs of the Corporation.

15 3.08.01.3 The President shall sign all contracts and obligations under the approval and
16 supervision of the Board of Directors and perform all other such duties as required by
17 the Board of Directors

18 3.08.01.4 The President shall perform such other duties as may be prescribed from time to
19 time by the Board of Directors and all duties incumbent upon the office of the
20 presidency.

21 3.08.01.5 The President shall have voting rights on the Executive Committee. The President
22 shall vote on the Board of Directors only to make a tie, break a tie, achieve a
23 supermajority, i.e greater than 50% plus one, required for passage of a motion, or in
24 votes cast by secret ballot.

25 3.08.01.6 The President shall be an advisory member, without a vote, of all committees having
26 the authority of the Board, as defined in these bylaws. The Board may also appoint
27 the President as a regular member of a committee, with a vote.

28 3.08.01.7 At the conclusion of the President's term, the President shall take the position of Past
29 President. He or she shall serve in the capacity of Past President for a term of one
30 (1) year.

31 3.08.01.7.A The Past President shall serve as an advisory member of the Executive
32 Committee and the Board of Directors and shall have no voting rights as Past
33 President. The Past President is not an officer.

34 3.08.02 VICE PRESIDENT

35 3.08.02.1 The Vice President shall serve a term of one (1) year.

36 3.08.02.2 The Vice President shall assist the President in the following manner:

37 3.08.02.2.A Arrange the logistics of meetings of the Board of Directors and the General
38 Membership.

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

1 Incorporation, by the Bylaws, or as may be assigned from time to time by the Board
2 of Directors.

3 3.08.04.3 The Treasurer shall report in writing a balance sheet, profit-loss statement, and a
4 cash flow statement through the accounting period ending immediately prior to each
5 Board of Directors' meeting. The Treasurer shall present, at the Annual General
6 Meeting, financial reports, including a balance sheet, profit-loss statement, and cash
7 flow statement, for the first three (3) calendar quarters prior to each Annual General
8 Meeting, and audited financial reports, including a balance sheet, a profit-loss
9 statement, and a cash flow statement, for the previous fiscal year.

10 3.08.04.4 The Treasurer shall sit as the Finance Committee Chairperson.

11 3.08.04.5 The Treasurer shall have full voting rights on the Executive Committee and the
12 Board of Directors.

13 3.08.05 IALHA SHOW CHAIR

14 3.08.05.1 The IALHA Show Chair shall be elected as described in this Article and serve a term
15 of one (1) year.

16 3.08.05.2 The IALHA Show Committee Chairperson shall be responsible for all IALHA Show
17 Committee activities.

18 3.08.05.3 The IALHA Show Chair shall personally supervise the planning and administration of
19 the National Show.

20 3.08.05.4 The IALHA Show Chair shall have full voting rights on the Board of Directors.

21 3.08.06 REGISTRAR

22 3.08.06.1 The Registrar shall be elected as described in this Article and serve a term of three
23 (3) years.

24 3.08.06.2 The Registrar shall serve as the Chair of the Registry Board. The Registrar shall be
25 responsible for all Registry processing and documentation. The Registrar shall
26 provide a quarterly summary report of Registry activity to the Board of Directors and
27 he or she, or his/her designee, shall be available for questions during the quarterly
28 Regular Board of Directors' meetings.

29 3.08.06.3 The Registrar shall have full voting rights on the Executive Committee.

30 **ARTICLE IV DIRECTORS**

31 4.01 NUMBER

32 4.01.01 This Association shall be governed by a Board of Directors of not fewer than twelve (12)
33 and not more than twenty-four (24) persons consisting of:

34 4.01.01.1 At least one (1) member but not more than two (2) members representing each of
35 the following geographic regions: Region 1, Region 2, Region 3, Region 4, Region 5,
36 Region 6, Region 7, and any other regions created at any time. If any region is not
37 represented by a director because of non election, removal, or resignation, it shall
38 not constrain the Board from conducting business.

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

1 4.01.01.2 At least one (1) At-Large member but not more than two (2) At-Large members
2 representing the entire membership At-Large. If there is no member representing
3 the At-Large position(s) because of non election, removal, or resignation, it shall not
4 constrain the Board from conducting business.

5 4.01.01.3 The following officers: the President, Vice-President, Secretary, Treasurer, and the
6 IALHA Show Committee Chairperson.

7 4.01.01.4 In the event that the number of seated directors falls below the minimum prescribed
8 in this section, the Board of Directors shall appoint persons to fill vacant positions
9 until the minimum number prescribed is met. The Board of Directors shall make
10 these appointments at the next meeting of the Board and within thirty (30) days from
11 the time the number of seated directors falls below the required minimum. The Board
12 must achieve the minimum number of directors required before it conducts other
13 business. The Board shall appoint directors to vacant officer positions first, then to
14 vacancies created due to resignation or removal, per procedures described in these
15 bylaws. If, after all such vacancies are filled, the required minimum number of
16 directors is still not satisfied, the Board may then appoint members to fill vacancies
17 due to non-election, but only enough to satisfy the required minimum. Directors
18 appointed pursuant to this section shall serve in accordance with section 4.08.01.1 or
19 4.08.01.2, as is appropriate.

20 4.02 QUALIFICATIONS

21 4.02.01 A Director must be a Full Member at the time of his/her nomination and maintain his or
22 her full membership, in good standing, throughout the election cycle and his or her
23 tenure as an elected director. If a Director fails to maintain his or her full membership, in
24 good standing, he or she shall be subject to removal as described in the Articles of
25 Incorporation. The vacancy shall be filled as provided by these Bylaws.

26 4.02.02 Each candidate to the Board of Directors shall have attained the age of nineteen (19)
27 years by the time of his or her nomination.

28 4.02.03 A Director representing a geographic region shall own an IALHA registered Purebred
29 Andalusian horse at the time of his or her nomination.

30 4.02.04 An At-Large Director shall own an IALHA registered Purebred Andalusian or Half-
31 Andalusian at the time of his or her nomination.

32 4.02.05 A Director representing a geographic region must maintain his or her residency, as
33 defined by state law of said director, in the region for which he or she was elected or
34 appointed. At any time that a director representing a geographic region changes his or
35 her residency, as defined by state law of said director, he or she must resign his/her
36 position. If he/she does not resign, he/she shall be subject to removal as described in
37 the Articles of Incorporation. The vacancy shall be filled as provided by these Bylaws.

38 4.02.06 No person may serve on the Board if that person is currently serving, as a voting
39 member, on the board of any other association or organization that has purposes that
40 are in conflict to the welfare of this Association as determined by the Board of Directors.

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1 4.02.07 If any individual, while not in good standing, resigned or was removed from his or her
2 position as an officer or director, then the service for the positions for which he or she
3 were removed or resigned shall not count toward the service requirements for
4 candidacy.

5 4.02.08 No individual may stand for election for more than one (1) elected position in any one (1)
6 election. No individual may hold more than one (1) elected position within the
7 Association at any time.

8 4.03 ELECTION

9 4.03.01 Directors representing geographic regions shall be elected by a plurality of votes cast by
10 the Full Members residing in the respective geographic regions. At-Large Directors shall
11 be elected by a plurality of votes cast by the Full Members of the Association.

12 4.03.02 Each Full Member may vote for candidates running for positions to represent the
13 member's region and the At-Large Director positions as they coincide with election for
14 term of office or special elections.

15 4.03.03 Officers shall be elected as described in Article III of these Bylaws.

16 4.04 TERM OF OFFICE

17 4.04.01 Regional Directors and At-Large Directors shall serve two (2) year terms.

18 4.04.02 The terms of office for Regional Directors shall be staggered within each region such
19 that one term expires in an odd year and the other term expires in an even year.

20 4.04.03 The terms of office for the At-Large Directors shall be staggered so that one term expires
21 in an odd year and the other term expires in an even year.

22 4.05 TERM LIMITS

23 4.05.01 All elected Regional or At-Large Directors who meet the qualifications for office, except
24 as limited by this section, may run for re-election.

25 4.05.02 An individual is not eligible to be a candidate for, or appointed to, any director position if
26 he or she has served more than six full years as an officer or director, or combination
27 thereof, without a break in service of twelve (12) consecutive months.

28 4.06 RESIGNATION OF A REGIONAL OR AT-LARGE DIRECTOR

29 4.06.01 Any Regional or At-Large Director may resign at any time in writing sent to the
30 President.

31 4.06.02 Any regional or At-Large Director who resigns may not assume office for any position as
32 an officer or director, whether by election or appointment, before the expiration of the
33 term of the position from which he or she has resigned.

34 4.06.02.1 If the Director resigns for the express purpose of accepting an appointment or
35 election to a position as an Officer, Registry Board Member, or Audit Board member,
36 the resignation shall carry no restriction as noted herein.

37 4.06.02.2 If a Regional Director resigns because of a change of residency from the region they
38 represent, the resignation shall carry no restriction as noted herein.

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

1 4.07 REMOVAL OF A REGIONAL OR AT-LARGE DIRECTOR

2 4.07.01 Removal of a Regional or At-Large Director shall be in accordance with procedures
3 outlined in the Articles of Incorporation.

4 4.07.02 Any director removed for non-attendance shall be ineligible for election or appointment
5 to any elected position for a period of twelve (12) months. Any director removed
6 because of failure to maintain residency shall be ineligible for election or appointment to
7 any elected position for a period of twelve (12) months. Any director removed by a vote
8 of the membership shall be ineligible for election or appointment to an elected position
9 for a period of thirty-six (36) months.

10 4.08 VACANCY OF A REGIONAL OR AT-LARGE DIRECTOR POSITION

11 4.08.01 ELECTION MORE THAN NINETY (90) DAYS AWAY: If any vacancy due to removal or
12 resignation of a Regional or At-Large Director is created more than ninety (90) days
13 before the next scheduled election, the vacancy may be filled by the Board of Directors
14 electing a replacement via a majority vote.

15 4.08.01.1 MID TERM ELECTION: If the next scheduled election is not an election to fill the
16 seat at the regular expiration of the term of office, an election for the vacated seat
17 shall be included in the next election by the membership. The replacement elected
18 by the Board of Directors shall serve until the announcement of results of the next
19 scheduled election, at which time the individual elected by the membership shall
20 assume the directorship and serve the remainder of the term.

21 4.08.01.2 REGULAR TERM ELECTION: If the next scheduled election is an election to fill the
22 seat at the regular expiration of the term of office, the replacement elected by the
23 Board of Directors shall serve until the expiration of the term.

24 4.08.02 If an elected position is not filled in an election, that seat shall remain vacant until the
25 next scheduled election. An election for the seat shall be included in the next election
26 which does not coincide with cycle of the term of office, but the term shall expire as if
27 filled at the election coinciding with the term's expiration.

28 4.09 RESPONSIBILITIES

29 4.09.01 The Directors shall be trustees of the IALHA and its assets, both real and personal, and
30 shall fulfill functions and duties ascribed them by the Articles of Incorporation, the
31 Bylaws, and all applicable laws. Without limiting the foregoing, the Directors shall have
32 the power to do the following:

33 4.09.01.1 To set and regulate membership dues;

34 4.09.01.2 To make and publish regulations for the administration of the Association's shows,
35 trials, parades, and competitions.

36 4.09.01.3 To conduct shows, trials, and competitions.

37 4.09.01.4 To make regulations for the classification of horses.

38 4.09.01.5 To keep and cause to be kept proper books of accounts and to review those books
39 of accounts.

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

- 1 4.09.01.6 The Board shall approve and cause to be filed all necessary reports with all
2 necessary governmental agencies in order to maintain the Association's non-profit
3 standing and in order to be in compliance with all Federal and state laws.
- 4 4.09.01.7 The Board shall cause the Association to be properly licensed for business. All such
5 documents shall be kept at the Association's principal place of business and all such
6 reports shall be available for inspection.
- 7 4.09.01.8 The Board shall have the power to appoint and employ and supervise a salaried staff
8 and to make all necessary contracts, to purchase insurance of any kind, and to make
9 agreements for independent contractors, accountants, attorneys, and the like. The
10 staff shall report to the President, or the Executive Committee when in session.
- 11 4.09.01.9 The Board of Directors shall provide to the United States Equestrian Federation
12 (USEF) recommendations regarding the composition of the USEF A/L Committee.
- 13 4.10 LIABILITY
- 14 4.10.01 Directors shall in no way encumber personal liability from the actions of the Association
15 and shall be entitled to indemnification according to the provisions of this Association's
16 governing documents and the Alabama Non-Profit Corporation Act and all laws
17 exempting nonprofit officials from liability.
- 18 4.11 REGULAR MEETINGS
- 19 4.11.01 The Board of Directors shall meet quarterly as specified by a resolution of the Board.
20 The resolution establishing the meetings shall be required business in the first meeting
21 of the term and shall establish the date and city of the next four quarterly meetings. If
22 the resolution defining the date of the meeting does not specify the location, the meeting
23 shall be held at the principal office of the Association.
- 24 4.11.02 All Members of the Association shall be notified at least thirty (30) days before the
25 beginning of the Board meeting of the meeting, the date, and city. All Members of the
26 Association shall be notified of the time and specific location at least fourteen (14) days
27 before the beginning of the Board meeting. If the time is not specified, the meeting shall
28 begin at 8:00 AM local time. Notice by email, facsimile, or other such written or
29 electronic means shall be sufficient. Mailed notice is deemed mailed when postmarked.
- 30 4.11.03 All Members of the Association may attend all Regular Board Meetings. If the Board
31 goes into closed session to discuss or vote upon matters the Board deems to be of a
32 sufficiently confidential nature, persons not on the Board of Directors shall be excluded.
33 At no time may a director be excluded from the meeting.
- 34 4.12 SPECIAL MEETINGS
- 35 4.12.01 Special meetings may be called as needed by the President or by thirty (30) percent of
36 the regional and At-Large Directors.
- 37 4.12.02 SPECIAL MEETINGS IN PERSON: Special meetings in person shall be held at a date
38 and city determined by the President, or if said meeting is called by the Directors, the
39 date and city must be stated in the demand for the meeting. Notice of the meeting,
40 including the date and city, shall be given to all Members of the Association at least thirty

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

(30) days before the beginning of the meeting. All Members of the Association shall be notified of the time and specific location at least fourteen (14) days before the beginning of the Board meeting. Notice by email, facsimile, or other such written or electronic means shall be sufficient. Mailed notice is deemed mailed when postmarked. Notice shall state the topics which will be discussed at the meeting. No business, other than that stated in the notice may be conducted.

4.12.03 SPECIAL TELEPHONIC MEETINGS: Special meetings via telephone shall be held at a date and time determined by the President, or if said meeting is called by the Directors, the date and time must be stated in the demand for the meeting. Notice of the meeting shall be given to all Members of the Association at least fourteen (14) days before the beginning of the meeting. Notice shall be by email, telephone, facsimile or other electronic means. Notice shall state the topics which will be discussed at the meeting. No business, other than that stated in the notice may be conducted.

4.12.04 EMERGENCY SPECIAL MEETINGS: Emergency Special meetings may be called for conditions deemed of such a nature as to require an emergency meeting. They shall be via telephone and shall be held at a date and time determined by the President, or if said meeting is called by the Directors, the date and time must be stated in the demand for the meeting. Notice of the meeting shall be given to all directors at least forty-eight (48) hours before the beginning of the meeting. Notice shall be by email, telephone, facsimile, or other electronic means. Notice shall state the topics which will be discussed at the meeting. Only items of an emergency nature may be included. No business, other than that stated in the notice may be conducted.

4.12.05 All Members of the Association may attend all non-emergency Special Meetings. If the Board goes into closed session to discuss or vote upon matters the Board deems to be of a sufficiently confidential nature, persons not on the Board of Directors shall be excluded. At no time may a director be excluded from the meeting.

4.13 TELEPHONIC MEETINGS

4.13.01 Directors may participate in meetings of the Board of Directors by telephone only for Emergency Special Meetings, Special Telephonic Meetings, or as described herein.

4.13.02 If, at any Regular or Special In-Person meeting of the Board of Directors, quorum is not established, the President, or presiding officer in the absence of the President, shall cause to have all members of the Board of Directors, not in physical attendance, telephoned for invitation to the meeting via telephone. Presence via telephone will be considered presence in person for quorum only.

4.14 WAIVER OF NOTICE

4.14.01 Attendance of a Director at any meeting of the Board of Directors constitutes a waiver of notice of such meeting except where said director attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

4.14.02 Whenever any notice is required to be given under the provision of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice, in writing signed by the

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1 person or persons entitled to notice, whether before or after the time stated, is such
2 waiver and will be deemed equivalent to the giving of such notice.

3 4.15 QUORUM

4 4.15.01 The presence of fifty percent of all directors shall constitute a quorum.

5 4.15.01.1 For purposes of quorum, telephonic presence is considered presence for quorum
6 only and will not count as physical attendance for attendance requirements.

7 4.15.02 A majority vote will be sufficient to carry a vote unless specifically indicated otherwise in
8 the Articles of Incorporation or these Bylaws.

9 4.15.03 If a quorum is present when a meeting is convened but is subsequently lost, the
10 remaining directors may continue meeting and conduct business. Any vote taken at said
11 meeting shall be a valid and binding vote if the vote is confirmed by a vote of a majority
12 of directors required to constitute a quorum.

13 4.15.04 If a quorum is not achieved, said meeting shall be adjourned.

14 4.16 ACTION BY CONSENT

15 4.16.01 Any action by law or under the Articles of Incorporation of this Corporation or these
16 Bylaws, or any action which otherwise may be taken at a meeting of the Board of
17 Directors may be taken without a meeting by a consent in writing, setting forth the action
18 so taken, signed by all the persons entitled to vote with respect to the subject matter of
19 such consent, or all directors in office, and filed with the Secretary of the Corporation.

20 4.17 REQUIRED ATTENDANCE

21 4.17.01 Board Members are required to attend Regular Meetings.

22 4.17.01.1 Any Director who is absent from two (2) or more Regular Meetings within a calendar
23 year shall be ineligible for election to any elected position in the Association for a
24 period of one (1) year.

25 4.17.01.2 Any Director who is absent from two (2) or more Regular Meetings within a calendar
26 year may also be subject to removal, as outlined in the Articles of Incorporation.

27 4.18 COMPENSATION

28 4.18.01 No Regional or At-Large Director shall receive compensation for their duties as director.

29 4.18.01.1 The Board of Directors may, by majority vote, authorize reimbursement for expenses
30 incurred on behalf of the Association or payment for services rendered, other than
31 those incumbent upon the office of director.

32 **ARTICLE V EXECUTIVE COMMITTEE**

33 5.01 The Executive Committee shall consist of the following officers:

34 5.01.01 President

35 5.01.02 Vice President

36 5.01.03 Treasurer

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- 1 5.01.04 Secretary
- 2 5.01.05 Registrar
- 3 5.01.06 Past President as an advisory member with no vote.

4 5.02 POWERS: The Executive Committee of the Board of Directors is empowered to conduct all
5 necessary matters between Board of Directors' Meetings. All actions upon such matters shall
6 be considered ratified by the Board of Directors unless the Board of Directors specifically
7 disapproves such action within fourteen (14) days of delivery of draft minutes describing such
8 actions.

9 5.02.01 Any Director, within ten (10) days after delivery of Executive Committee meeting draft
10 minutes where such action was taken, may call for a vote of disapproval by the Board of
11 Directors for any specific action taken by the Executive Committee. Notice by email,
12 facsimile, or other such electronic means shall be sufficient. If such notice is filed, the
13 members of the Board of Directors have until the expiration of the fourteen (14th) day
14 after delivery of the draft minutes to cast a vote for disapproval via email, facsimile, or
15 other such electronic means sent to the President. A majority of sitting directors is
16 required to overturn any specific action of the Executive Committee. If less than a
17 majority of votes for disapproval have been received by the President by the expiration
18 of the fourteenth (14th) day, the action will be considered ratified, unless other options for
19 disapproval outlined in this section, are taken by the Board of Directors.

20 5.02.02 The Board of Directors may, at any meeting within the fourteen (14) day requirement of
21 this section, take up a motion for disapproval. Disapproval requires a majority vote.
22 Vote of disapproval need not be included on notice of meeting to be considered and
23 voted upon at any meeting.

24 5.03 MEETINGS: All Executive Committee meetings shall be open to all members of the Board of
25 Directors.

26 5.03.01 Members of the Executive Committee and the Board of Directors shall be notified of any
27 Executive Committee meeting at least forty-eight (48) hours prior to the beginning of said
28 meeting. Notice by email, facsimile, or other such electronic means shall be sufficient.

ARTICLE VI MEMBERSHIP

30 6.01 TYPES OF MEMBERSHIP: This Corporation shall have Full Members and Associate Members.
31 No individual may exercise the rights and privileges of more than one (1) full membership.

32 6.01.01 Full Members may be any person or entity who is a registered owner of an IALHA
33 registered Purebred Andalusian or Half-Andalusian horse and who has paid his/her/their
34 dues and fees and who is in good standing with the Association. Ownership of the
35 qualifying horse may be either sole or joint ownership. A horse may only count for
36 membership eligibility for one member. If all qualifying horses of a full member are sold
37 or become deceased during the period of membership, the member retains his/her/their
38 membership for the remaining period of his/her/their membership. Real persons
39 applying for full membership must have achieved an age of eighteen (18) years before
40 initial application for membership.

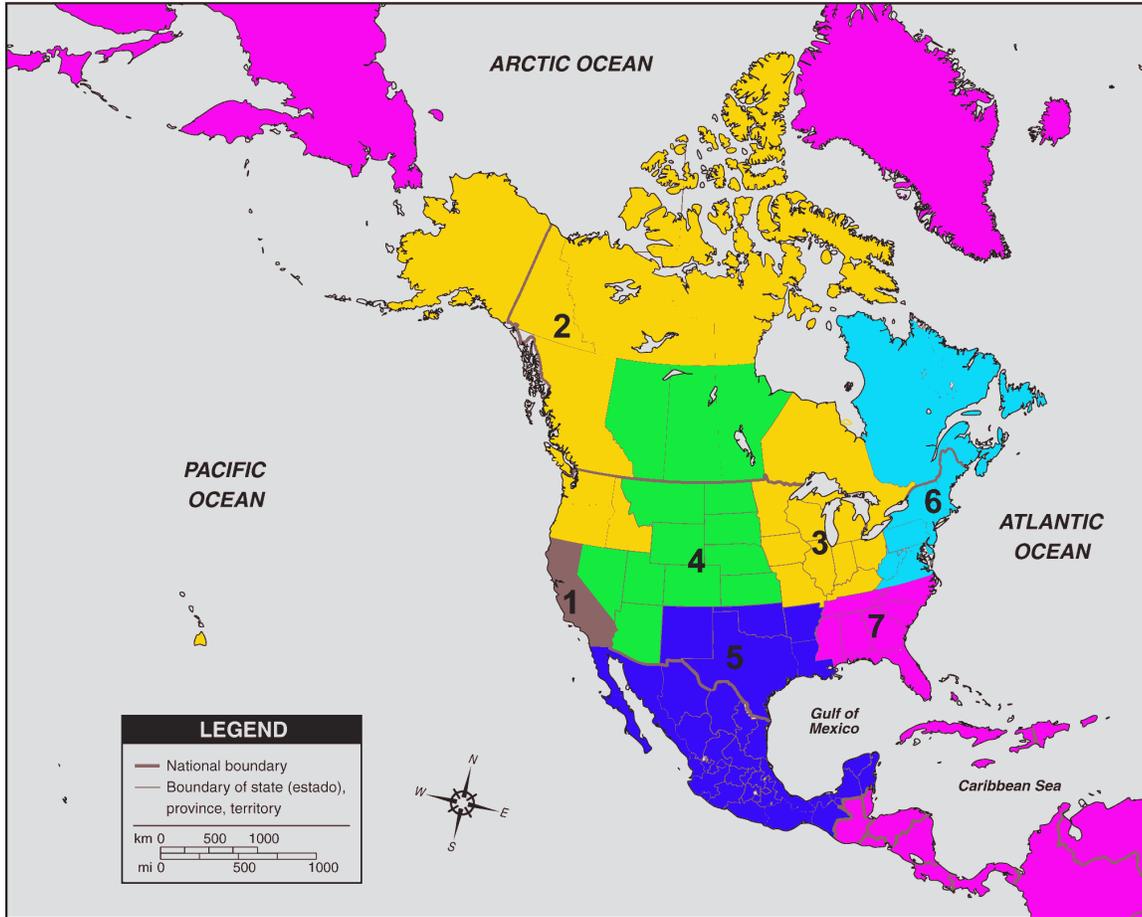
BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

- 1 6.01.01.1 Annual Memberships shall be those memberships that are renewed annually.
2 Evidence of horse ownership, as defined in this section, shall be presented for
3 verification at initial application and renewal.
- 4 6.01.01.2 Lifetime Memberships shall be those memberships that are in effect during the
5 natural lives of the member. Evidence of horse ownership, as defined in this section,
6 shall be presented for verification at time of initial application. Individuals and
7 married couples are eligible for lifetime memberships. Joint ownership by non-
8 spouses and business entities may not be lifetime members.
- 9 6.01.02 Associate Members may be any person or entity who has paid his/her/their dues and
10 fees and who is in good standing with the Association.
- 11 6.01.03 The Association may provide sub-categories of membership within the full and associate
12 memberships.
- 13 6.01.04 MEMBERSHIP OF BUSINESS ENTITIES:
- 14 6.01.04.1 If any business entity becomes a Full Member of the Association through the
15 ownership of an IALHA registered Purebred Andalusian or Half-Andalusian horse,
16 said entity shall be considered one (1) member. For purposes of membership
17 privileges, the entity may nominate one person to enjoy the rights and exercise the
18 privileges of Full Membership.
- 19 6.01.04.1.A For each additional Purebred Andalusian or Half-Andalusian horse owned by
20 the entity, the entity may add an additional full membership. The number of
21 memberships shall not exceed the number of members of the business entity,
22 or five (5), whichever is fewer. To add a full membership the entity must
23 nominate said individual via writing to the President of the IALHA.
- 24 6.01.04.2 If any business entity becomes an Associate Member of the Association the entity
25 may nominate one (1) person to enjoy the rights and exercise the privileges of
26 Associate Membership.
- 27 6.01.05 MEMBERSHIP OF JOINT OWNERS:
- 28 6.01.05.1 If two (2) or more persons are joint owners of a single IALHA registered purebred
29 Andalusian or Half-Andalusian horse, for Full Membership purposes, these joint
30 owners shall be considered one (1) owner. For purposes of membership privileges,
31 the joint owners may nominate one (1) person to exercise said privileges.
- 32 6.01.05.1.A For each additional horse owned by the joint owners, the joint owners may
33 add an additional full membership. The number of memberships shall not
34 exceed the number of joint owners, or five (5), whichever is fewer. To add an
35 additional full membership the joint owners must nominate said individual via
36 writing to the President of the IALHA.
- 37 6.01.05.2 If any joint ownership becomes an Associate Member of the Association the joint
38 ownership may nominate one person to exercise privileges of Associate
39 Membership.
- 40 6.02 MEMBERSHIP DUES

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- 1 6.02.01 All membership dues are due on or before January 1 of each year. Membership rights
2 and privileges shall be lost by any individual or entity who has not renewed his/her/their
3 membership by paying his/her/their membership dues by January 31. Said rights and
4 privileges shall be regained upon payment of said dues.
- 5 6.02.01.1 To retain membership, an Officer or Director must pay his or her membership dues
6 by January 31, or the first Regular Board Meeting, whichever occurs first.
- 7 6.02.02 Dues shall be determined by the Board of Directors. The Board of Directors at its
8 discretion may require greater dues from members outside the United States due to
9 increased administrative expenses.
- 10 6.02.03 If a member loses his/her/their membership, no dues or other fees will be refunded.
- 11 6.03 REGIONAL MEMBERSHIP
- 12 6.03.01 The IALHA shall be structured into distinct geographical groupings to be referenced as
13 Regions. The purpose of Regions is to provide geographically based representation in
14 the governance of the Association.
- 15 6.03.02 Regions shall be designated as described below and in the graphical representation
16 below.
- 17 6.03.02.1 REGION 1 includes the state of California.
- 18 6.03.02.2 REGION 2 includes the states, provinces, and Canadian territories of Alaska, British
19 Columbia, Hawaii, Idaho, Northwest Territory, Nunavut, Oregon, Washington, and
20 Yukon Territory.
- 21 6.03.02.3 REGION 3 includes the states and provinces of Iowa, Illinois, Indiana, Kentucky,
22 Michigan, Minnesota, Missouri, Ohio, Ontario, and Wisconsin.
- 23 6.03.02.4 REGION 4 includes the states and provinces of Alberta, Arizona, Colorado, Kansas,
24 Manitoba, Montana, Nebraska, Nevada, North Dakota, Saskatchewan, South
25 Dakota, Utah, and Wyoming.
- 26 6.03.02.5 REGION 5 includes the states of Arkansas, Louisiana, New Mexico, Oklahoma,
27 Texas, and also includes the nation of Mexico.
- 28 6.03.02.6 REGION 6 includes the states, districts, and provinces of Connecticut, Delaware,
29 District of Columbia, Maine, Maryland, Massachusetts, New Brunswick,
30 Newfoundland and Labrador, New Jersey, New Hampshire, New York, Nova Scotia,
31 Pennsylvania, Prince Edward Island, Quebec, Rhode Island, Vermont, Virginia, and
32 West Virginia.
- 33 6.03.02.7 REGION 7 includes the states of Alabama, Florida, Georgia, Mississippi, North
34 Carolina, South Carolina, Tennessee, and any AFP/APO addresses and any other
35 locations not listed in another region.

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6.04 VOTING RIGHTS

6.04.01 Full members shall have the right to vote for all Officers, Directors, the Audit Board, the Registry Board, and shall have the right to vote on any matter submitted to a vote to the Full Members. The Board of Directors shall have the right to determine the manner of all voting and election rules except as herein described.

6.04.01.1 All votes by the Membership, except for elected offices, must be conducted at Membership Meetings. Votes for electing Officers, Directors, or other elected positions shall be conducted by mail.

6.05 GENERAL MEMBERSHIP RIGHTS AND PRIVILEGES

6.05.01 All members are entitled to receive notice of and attend all Membership and Board of Directors meetings except as stated in these Bylaws.

6.05.02 All members shall have the right to speak at Membership meetings.

6.05.03 Other rights and privileges of membership, not referenced in the Association's Articles of Incorporation or Bylaws, will be determined by the Board of Directors.

6.06 DISCIPLINE AND REMOVAL OF MEMBERS

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1 6.06.01 Any member who acts in a manner detrimental to the interest of the Association may be
2 subject to discipline by the process outlined in these Bylaws. Discipline may include
3 penalties, sanctions, or removal. Sanctions and removal may be for a determined period
4 of time or may be perpetual.

5 6.06.01.1 The Board of Directors or any Member may file a complaint regarding a member's
6 conduct in accordance with Article XI of these Bylaws. The Executive Committee
7 may not file a complaint on behalf of the Board of Directors.

8 6.07 RESIGNATION OF A MEMBER

9 6.07.01 Any member may resign at any time by informing the President or his/her/their Regional
10 Director via writing. The resigned member's dues will not be returned.

11 6.07.02 Resignation of a member shall not absolve him/her/them of responsibility for conduct
12 while a member. The resigned member shall remain subject to discipline, as outlined in
13 these Bylaws, for conduct while a member.

14 6.08 MEMBERSHIP MEETINGS

15 6.08.01 ANNUAL GENERAL MEETING: An Annual General Meeting shall be held at a location
16 selected by the Board of Directors to transact all necessary business. Unless otherwise
17 required by these Bylaws, the Articles of Incorporation or Alabama law, for any matter
18 requiring a vote, a majority of those representing a quorum shall be sufficient to take
19 action on the question under vote.

20 6.08.01.1 Associate Members may attend and participate in discussions at the Annual General
21 Meetings but may not vote.

22 6.08.01.2 Notice of said meetings, identifying the date and city, shall be sent to all members at
23 least thirty (30) days prior to the beginning of the meeting. All Members of the
24 Association shall be notified of the time and specific location at least fourteen (14)
25 days before the beginning of the meeting. Notice by email, facsimile, or other such
26 written or electronic means shall be sufficient. Mailed notice is deemed mailed when
27 postmarked. The notice shall state the general schedule of the meeting.

28 6.08.02 SPECIAL GENERAL MEETINGS: Special General Meetings may be called by the Board
29 of Directors or may be demanded in writing by fifteen (15) percent of the Full Members.
30 Said written request shall be made upon the President who shall call a meeting of the
31 Executive Committee within fourteen (14) days of receiving said request. If the
32 President fails to inform the Executive Committee, the Members may require their
33 Regional Directors to call said meeting. The Executive Committee shall determine the
34 date, time and location of the Special General Meeting.

35 6.08.02.1 The date of the Special General Meeting shall be within forty-five (45) days of the
36 Executive Committee's Meeting, as called by the President.

37 6.08.02.2 A Special General Meeting shall only be called to address a specific matter or
38 matters.

39 6.08.02.3 Unless otherwise required by these Bylaws, the Articles of Incorporation or Alabama
40 law, for any matter requiring a vote, a majority of those representing a quorum shall

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1 be sufficient to take action on the question under vote. Issues related to the Registry
2 are excluded from this provision.

3 6.08.02.4 Associate Members may attend and participate in discussions at the Special General
4 Meetings but may not vote.

5 6.08.02.5 Notice to the Membership identifying the date and city shall be sent at least thirty
6 (30) days prior to the beginning of the meeting. All Members of the Association shall
7 be notified of the time and specific location at least fourteen (14) days before the
8 beginning of the Board meeting. Notice by email, facsimile, or other such written or
9 electronic means shall be sufficient. Mailed notice is deemed mailed when
10 postmarked. The notice shall state the issues to be discussed at said meeting.

11 6.08.03 WAIVER OF NOTICE

12 6.08.03.1 A waiver of notice signed by the person entitled thereto, whether before or after the
13 time stated in said notice, and except as hereinafter provided whether or not the
14 business to be transacted pursuant to said notice shall be stated therein, shall be the
15 equivalent to the giving of such notice. Waiver shall be filed with the Association
16 records and be part of the minutes of the meeting.

17 6.08.04 QUORUM

18 6.08.04.1 At all General Meetings, fifteen (15) percent of the Full Members, either in person or
19 by proxy, shall constitute a quorum. The Secretary shall announce the number of the
20 Full Members and the number of Full Members present, either personally or by
21 proxy. If any matter to be voted on requires a super majority, the Secretary shall so
22 state.

23 6.08.04.2 If a quorum is present when a meeting is convened but is subsequently lost, the
24 remaining members may continue meeting and conduct business. Any vote taken at
25 said meeting shall be a valid and binding vote if the vote is confirmed by a vote of a
26 majority of members required to constitute a quorum.

27 6.08.04.3 If a quorum is not achieved, said meeting shall be adjourned.

28 6.08.05 PROXY VOTING

29 6.08.05.1 Full Members may vote at a Membership meeting by written proxy. Proxies shall be
30 in a form approved by the Board of Directors and executed by such person or by his
31 or her attorney-in-fact, and filed with the Secretary. All proxies shall state the date,
32 time and location of the General Meeting, and the nature of the matter(s) subject to
33 the proxy vote. Proxy forms shall accompany notice of meeting.

34 6.08.05.1.A The member may mail the proxy to the office of the Association. The Board of
35 Directors may designate an independent accounting firm to collect proxies for
36 delivery to the Secretary. Proxies mailed must be received by the IALHA office
37 or the independent accounting firm no later than seven (7) days before the
38 meeting.

39 6.08.05.1.B The member may deliver the proxy to another full member who shall submit
40 the proxy to the Secretary at the beginning of the meeting.

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1 combination of web-based and paper ballot voting Notice of opening of the
2 online voting shall be delivered, via email or other standard electronic manner,
3 to each Full Member eligible to vote for the positions up for election. The
4 notice shall state a date by which the voting member must cast the ballot. If
5 paper ballots are also used, they shall state the date by which the voting
6 member must mail the paper ballot to the independent company conducting
7 the election.

8 6.09.02.2 The independent accounting firm in the case of paper ballots only or the independent
9 company conducting the secure web-based voting in the case of web-based with or
10 without paper ballots will determine the vote tally and send the results to a
11 disinterested party appointed by the Elections Committee for such purpose and the
12 association office. For elections with paper ballots only, the independent accounting
13 firm shall also send the paper ballots to accompany the tally.

14 6.09.02.3 When it is an election coinciding with the standard expiration of terms, the tally, and
15 paper ballots if a paper ballot only election, shall remain safeguarded until taken to
16 the Annual General Meeting where the final tally shall be reviewed to determine the
17 outcome of the election which shall then be announced. When the election is a
18 special election not coinciding with the standard expiration of terms, the disinterested
19 party designated by the Elections Committee shall send a copy of the results to the
20 Executive Committee who shall review the final tally to determine the outcome of the
21 election which shall then be announced to the membership through mail, email,
22 facsimile, or other electronic means. For all elections, once the results have been
23 announced, the tally shall be archived at the association offices. If paper ballots only
24 were used, the ballots shall then be sent to the association office and retained for 90
25 days from the date of the election at which point they shall be destroyed.

26 **ARTICLE VII THE PUREBRED AND HALF-ANDALUSIAN REGISTRIES**

27 7.01 REGISTRIES

28 7.01.01 The Purebred Registry is the International Andalusian and Lusitano Horse Association
29 register of purebred horses of the Andalusian breed, which includes horses of Spanish
30 origin known as Caballo Pura Raza Española and/or horses of Portuguese origin known
31 as Cavallo Puro Sangue Lusitano, and supporting documents. The Half-Andalusian
32 Registry is the International Andalusian and Lusitano Horse Association register of Half-
33 Andalusian horses and supporting documents.

34 7.01.02 These registries are governed and maintained by the Registrar and the Registry Board
35 in accordance with the Articles of Incorporation, the Bylaws and such Rules and
36 Regulations, as may be recommended by the Registrar and Registry Board and
37 approved by the Board of Directors.

38 7.02 REGISTRY BOARD

39 7.02.01 NUMBER

40 7.02.01.1 The Registry Board consists of the Registrar who shall serve as the Chairperson of
41 the Registry Board and three (3) elected members.

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7.02.02 QUALIFICATIONS

- 7.02.02.1 All members of the Registry Board must be Full Members of the Association, in good standing, at the time of his or her election and for the remainder of his or her full term.
- 7.02.02.2 All candidates for election to the Registry Board shall have attained the age of nineteen (19) by the date of election.
- 7.02.02.3 All candidates for election to the Registry Board shall own an IALHA registered Purebred Andalusian at the time of his or her nomination.
- 7.02.02.4 No Registry Board members, except the Registrar as outlined in Article III of these Bylaws, shall serve as a director or officer of the Association concurrent with his or her service on the Registry Board.
- 7.02.02.5 No person may serve on the Registry Board if that person is currently serving, as a voting member, on the board of any other association or organization that has purposes that are in conflict to the welfare of this Association as determined by the Board of Directors.
- 7.02.02.6 No individual may stand for election for more than one (1) elected position in any one (1) election. No individual may hold more than one elected position within the Association at any time.

7.02.03 ELECTION

- 7.02.03.1 The Registrar shall be elected as outlined in section Article III of these Bylaws.
- 7.02.03.2 The three (3) registry board members shall be elected by a plurality of votes cast by the Full Members.
- 7.02.03.3 Each Full Member may vote for Registry Board positions as they coincide with election for term of office or special elections.
- 7.02.03.4 The independent accounting firm will determine the vote tally and send the results along with the original ballots to the principal place of business. The ballots and tally shall remain safeguarded until taken to the Annual General Meeting where the final tally shall be reviewed to determine the outcome of the election which shall then be announced.

7.02.04 TERM OF OFFICE

- 7.02.04.1 The Registrar shall serve a term as defined in Article III of these Bylaws.
- 7.02.04.2 Registry Board members shall serve three (3) year terms.
- 7.02.04.3 The Terms of Registry Board Members shall be staggered such that one (1) term expires in each of three (3) years.

7.02.05 RESIGNATION OF A REGISTRY BOARD MEMBER

- 7.02.05.1 Any Registry Board Member may resign at any time in writing sent to the President. There shall be no penalty for his or her resignation.

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1 7.02.06 REMOVAL OF A REGISTRY BOARD MEMBER

2 7.02.06.1 The Board of Directors may remove a Registry Board Member, except the Registrar,
3 for good cause with a two-thirds (2/3) majority vote. Removal of the Registrar is
4 subject to removal as described in the Articles of Incorporation.

5 7.02.06.2 Failure of a Registry Board Member, except the Registrar, to remain a Full Member,
6 in good standing, will result in his or her removal.

7 7.02.07 VACANCY OF A REGISTRY BOARD POSITION

8 7.02.07.1 If any vacancy due to the removal or resignation of a Registry Board Member is
9 created, the President, within five (5) days of receiving notice of said vacancy, shall
10 call a special meeting of the Board of Directors for the purpose of filling the vacancy.
11 Said meeting shall be within thirty (30) days of the notice of the meeting. If a regular
12 meeting is scheduled to take place within 30 days of the creation of the vacancy, a
13 special meeting is not required and the vacancy shall be filled at the regular meeting.
14 At such meeting, the vacancy shall be filled by the Board of Directors electing a
15 replacement via a majority vote. Such replacement must meet the qualification
16 requirements for said office and serve the remainder of the term.

17 7.02.07.2 If an elected position is not filled in an election, the President, within five (5) days of
18 the announcement of the results, shall call a special meeting of the Board of
19 Directors for the purpose of filling the vacancy. Said meeting shall be within thirty
20 (30) days of the notice of the meeting. If a regular meeting is scheduled to take
21 place within 30 days of the creation of the vacancy, a special meeting is not required
22 and the vacancy shall be filled at the regular meeting. At such meeting, the vacancy
23 shall be filled by the Board of Directors electing a replacement via a majority vote.
24 Such replacement must meet the qualification requirements for said office and serve
25 the full term.

26 7.02.07.3 If the vacancy created is the Registrar, the vacancy shall be filled in accordance with
27 Article III.

28 7.02.08 RESPONSIBILITIES

29 7.02.08.1 The responsibilities of the Purebred Registry Board are to preserve, protect and
30 manage the Registry of the IALHA and to verify the purity of all horses in The
31 Purebred Registry and the purity of the Purebred Andalusian parent of each Half-
32 Andalusian submitted for inclusion in the Half-Andalusian Registry.

33 7.02.08.2 The Registry Board, directly and through the Registry staff, shall be solely
34 responsible for tracing all horse registrations to be included in The Purebred Registry
35 and the Half-Andalusian Registry. The Registry Board will make the final decision on
36 all certification of horses to be included in The Purebred or Half-Andalusian
37 Registries.

38 7.02.08.2.A In the event of an investigation into a registration matter by the Registry
39 Board, original registration papers must be held by the Registry Board
40 pending its decision. The Registry Board will make the final decision on all

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- 1 certification of horses to be included in The Purebred Andalusian or Half-
2 Andalusian Registry.
- 3 7.02.08.3 All new registrations of Purebred Andalusian horses where one or both of the
4 parents of the horse being registered is/are not an IALHA Registered Purebred
5 Andalusian, the Registry Board, including the Registrar, will, upon application to it,
6 trace in an unbroken line, foreign and domestic horses, to either IALHA registered
7 Purebred Andalusians or horses registered with the Cria Caballar or its designate in
8 Spain as Pura Raza Española and/or horses which have registry documents issued
9 by the Associação Portuguesa de Criadores Do Cavalo Puro Sangue Lusitano of
10 Portugal, or its designate, as Puro Sangue Lusitano. In the case of Half-Andalusians,
11 the Registry Board, including the Registrar, shall trace the Andalusian parent of the
12 horse presented for registration in like manner. The Registry board, including the
13 Registrar shall consult on any other questions that may arise concerning certification
14 of registration.
- 15 7.02.08.4 All new registrations of Purebred Andalusian horses where both of the parents of the
16 horse being registered are IALHA Registered Purebred Andalusians, or the
17 Andalusian parent of a Half-Andalusian, may be approved solely by the Registrar
18 after his or her review.
- 19 7.02.08.5 Certificates shall be signed by the actual or facsimile signature of the Registrar and
20 the President and issued to the owner(s).
- 21 7.02.08.6 The Common Seal of The Purebred Registry shall be held by the Registrar and shall
22 not be used except by the authority of a resolution of the Board of Directors.
- 23 7.02.08.6.A Every instrument of which the Seal is required to be affixed shall be signed by
24 the President or such other person as the Board of Directors may appoint for
25 this purpose and such attestation shall be sufficient evidence of the authority
26 to affix the Seal.
- 27 7.02.08.7 The Registry Board shall be the custodian for safekeeping of all documents and
28 records of the Purebred Registry and the Half-Andalusian Registry and authority for
29 pedigrees. All documents and records of the Purebred Registry and the Half-
30 Andalusian Registry shall consist of more than one copy secured in separate
31 locations. Access to these documents and records shall be limited to the Registry
32 Board, Registrar and the Board of Directors of IALHA. Original documentation shall
33 not be retained by the Registry Board.
- 34 7.02.08.8 The Registry Board, in consultation with the Treasurer and Finance Committee, shall
35 recommend to the Board of Directors the fee schedule for the IALHA Registry
36 services. Fees for all services provided by the Registry shall be set by the Board of
37 Directors.
- 38 7.02.08.9 The Registry Board may deny registration for any horse for which it does not find
39 adequate documentation. The Registry Board shall mail such denial to the applicant.
40 The applicant may appeal the decision of the Registry Board as described herein.

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1 7.02.08.10 Any transfer, pending registration or registered horse and its' foals found to be
2 involved with falsified documents are subject to review, disqualification and possible
3 removal from the Registry by the Registry Board. Additionally, the Registry Board
4 may suspend registration privileges of said applicant, or persons acting on his or her
5 behalf, for a period of time as determined by the Registry Board. The Registry Board
6 may also forward the case to the Board of Directors for further disciplinary action.
7 The applicant may appeal the decision of the Registry Board as described herein.

8 7.02.08.11 APPEAL: Any person subject to action under this section may appeal in writing to the
9 President and may exercise the right to appear before the Board of Directors in
10 explanation of his or her conduct and to call any witness or produce any evidence in
11 his or her support and to question any witnesses who have given evidence in
12 connection with the matter. Such rights may be exercised, with fourteen (14) days
13 prior written notice to the President and Registrar, at any meeting of the Board of
14 Directors held within twelve (12) months of the action. The Board of Directors, upon
15 such appeal no later than fourteen (14) days following the hearing of such appeal,
16 may overturn the decision of the Registry Board by a two-thirds (2/3) majority vote.
17 The decision of the Board of Directors shall be final, conclusive and binding upon
18 such person.

19 7.02.09 LIMITS OF LIABILITY

20 7.02.09.1 The Registrar, Registry Board, the IALHA and its Directors, Officers, members of
21 committees or boards, employees, representatives and agents will make a good faith
22 effort to obtain true and complete information in connection with registration of
23 horses, transfers of registration certificates, hearings and all other matters relating to
24 Registry activities. Except for intentional misconduct, neither the Registrar, the
25 Registry Board, the IALHA or its Officers, Directors, members of committees or
26 boards, employees, representatives or agents will be liable in any way, whether in
27 damages or otherwise, for the issuance of any Certificate of Registration, for the
28 refusal to transfer a Certificate of Registration, the cancellation of any Certificate of
29 Registration, for any disciplinary proceeding brought against or penalties imposed on
30 any member or other person or for any other activities in, by or on behalf of the
31 IALHA Registry.

32 **ARTICLE VIII AUDIT BOARD**

33 8.01 NUMBER

34 8.01.01 The Audit Board consists of three (3) elected members.

35 8.02 QUALIFICATIONS

36 8.02.01 Each member of the Audit Board must be Full Members in good standing of the
37 Association at the time of his or her election and for the remainder of his or her full term.

38 8.02.02 All candidates for election to the Audit Board shall have attained the age of nineteen (19)
39 by the date of election.

40 8.02.03 No Audit Board member may be a director or officer of the Association during his/her
41 term on the Audit Board.

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1 8.02.04 No Audit Board member may have any other financial responsibilities on behalf of the
2 Association during his or her term on the Audit Board.

3 8.02.05 No individual may stand for election for more than one elected position in any one
4 election. No individual may hold more than one elected position within the Association
5 at any time.

6 8.03 ELECTION

7 8.03.01 The three (3) Audit Board members shall be elected by a plurality of votes cast by the
8 Full Members.

9 8.03.02 Each Full Member may vote for Audit Board positions as they coincide with election for
10 term of office or special elections.

11 8.03.03 The independent accounting firm will determine the vote tally and send the results along
12 with the original ballots to the principal place of business. The ballots and tally shall
13 remain safeguarded until taken to the Annual General Meeting where the final tally shall
14 be reviewed to determine the outcome of the election which shall then be announced.

15 8.04 TERM OF OFFICE

16 8.04.01 Audit Board members shall serve one (1) year terms.

17 8.05 RESIGNATION OF AN AUDIT BOARD MEMBER

18 8.05.01 Any Audit Board member may resign at any time in writing sent to the President.

19 8.05.02 Any Audit Board Member who resigns may not assume office for any position as an
20 officer or director, whether by election or appointment, before the expiration of the term
21 of the position from which he or she has resigned.

22 8.05.02.1 If the Audit Board Member resigns for the express purpose of accepting an
23 appointment as Treasurer, the resignation shall carry no restriction as noted herein.

24 8.06 REMOVAL OF AN AUDIT BOARD MEMBER

25 8.06.01 The Board of Directors may remove an Audit Board Member for good cause with a two-
26 thirds (2/3) majority vote.

27 8.06.02 Failure of a Audit Board Member to remain a Full Member, in good standing, will result in
28 his or her removal.

29 8.07 VACANCY OF AN AUDIT BOARD POSITION

30 8.07.01 If any vacancy due to removal or resignation of an Audit Board Member is created, the
31 vacancy may be filled by the Board of Directors electing a replacement via a majority
32 vote. The replacement shall serve until the end of the term.

33 8.07.02 If any Audit Board position is not filled by election of the membership, it may be filled by
34 the Board of Directors via a majority vote. The individual thusly elected shall serve the
35 full term.

36 8.08 RESPONSIBILITIES

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1 8.08.01 The Audit Board shall select a Chair from amongst themselves. The Chair shall report
2 the findings of the Audit Board to the Board of Directors at least fourteen (14) days prior
3 to the Annual General Meeting.

4 8.08.02 The Audit Board shall either directly perform, or oversee the work of an independent
5 auditor who performs, audit duties on the financial statements of the Association.
6 Unless an independent auditor is contracted for the work of the audit, at least one
7 member of the Audit Board will visit the Offices of the Corporation to conduct or oversee
8 the in situ work of the audit.

9 8.08.02.1 The Audit Board may solicit Requests for Proposals from, and recommend to the
10 Board of Directors, an independent auditing firm to perform auditing duties. The
11 Board of Directors may enter into contract for services of such auditing firm by a
12 majority vote of the Board of Directors.

13 **ARTICLE IX FISCAL YEAR**

14 9.01 The Fiscal Year of the Corporation shall commence on January 1 of each year and end on
15 December 31. Terms of elected positions shall run in concurrence with the fiscal year.

16 **ARTICLE X COMMITTEES**

17 10.01 COMMITTEES WITH THE AUTHORITY OF THE BOARD:

18 10.01.01 The committees listed herein shall consist of two (2) or more directors, and shall have
19 and exercise the authority given herein as well as all the authority of the Board of
20 Directors and all other powers given to them by the Board of Directors, except that
21 authority precluded by Alabama law found at Alabama Code §10A-3-2.12 (2009). In
22 addition to the minimum of two (2) directors, the Board of Directors may appoint other
23 members to said committees. All individuals appointed to a committee must be
24 members of the IALHA and in good standing and remain members in good standing for
25 the duration of their committee service.

26 10.01.02 ELECTIONS COMMITTEE:

27 10.01.02.1 The Elections Committee shall have at least one (1) member from each region, who
28 is either a full or associate member of the association, and shall recruit candidates
29 from the Full Membership for all elected positions. All members of the Association
30 may present nominations of Full Members to the Elections Committee. The Board of
31 Directors shall appoint members of the Committee and designate a Chairperson.

32 10.01.02.2 This committee shall provide to the Secretary, or such person designated by the
33 Secretary, in writing a list of all candidates for elected office and a description of
34 each candidate's qualifications as required by Secretary.

35 10.01.02.3 This committee shall assist the Board of Directors in conducting elections.

36 10.01.03 ETHICS COMMITTEE:

37 10.01.03.1 The Ethics Committee shall consist of at least one (1) member from each region. The
38 Board of Directors shall appoint members of the Committee and designate a
39 Chairperson.

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1 must be members of the IALHA and in good standing and remain members in good
2 standing for the duration of their committee service. Such committees shall include, but
3 not be limited to, the following committees.

4 10.03.02 EDUCATION COMMITTEE:

5 10.03.02.1 The Board of Directors shall appoint members of the committee and designate a
6 Chairperson.

7 10.03.02.2 This committee shall organize and promote educational seminars and opportunities
8 for the Association members and the general public.

9 10.03.02.3 This committee, in consultation with the A/L Committee of the United States
10 Equestrian Federation (USEF), shall organize and promote educational seminars
11 and opportunities for those who judge the Association's horse shows.

12 10.03.03 IALHA SHOW RULES COMMITTEE:

13 10.03.03.1 The IALHA Show Rules Committee shall consist of at least five (5) members. The
14 Board of Directors shall appoint members of the Committee and designate a
15 Chairperson.

16 10.03.03.2 This committee shall formulate and recommend to the Board of Directors rules and
17 modifications for existing rules by which horse shows are governed.

18 10.03.03.2.A For rules of shows governed by the United States Equestrian Federation
19 (USEF), the Board of Directors may forward, via majority vote, the
20 recommendations of the IALHA Show Rules Committee to the USEF A/L
21 Committee for recommendation to the USEF for adoption.

22 10.03.03.2.B For rules of shows not governed by the United States Equestrian Federation
23 (USEF), the Board of Directors may adopt the rules recommended by the
24 IALHA Show Rules Committee.

25 10.03.03.2.C To establish and implement procedures for the lodging and resolution of
26 protests made during the conduct of horse shows not governed by the USEF.

27 10.03.04 MEMBERSHIP COMMITTEE:

28 10.03.04.1 The Membership Committee shall have at least one (1) member from each region.
29 The Board of Directors shall appoint members of the Committee and designate a
30 Chairperson.

31 10.03.04.2 This committee shall recruit new and lapsed members and shall review membership
32 policies and procedures and make recommendations to the Board of Directors
33 regarding same.

34 10.04 TERM OF COMMITTEE MEMBERS

35 10.04.01 Unless stated otherwise in these Bylaws or in the resolution appointing member(s) to a
36 committee, the term of service shall be two (2) years.

37 10.04.01.1 Any committee member may resign at any time in writing sent to the President.

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1 10.04.01.2 The Board of Directors may, by majority vote, remove committee members before
2 the end of the specified term.

3 10.05 FULL COMPOSITION OF REGIONALLY REPRESENTED COMMITTEES

4 10.05.01 For committees in which there is a regional representation requirement the Board of
5 Directors shall make reasonable efforts to ensure all regions are represented. In the
6 event that the Board is unable to find qualified persons willing to serve on such a
7 committee, the committee shall be able to conduct business provided that at least four
8 (4) regions are represented on the committee.

9 10.06 QUORUM AND MEETINGS

10 10.06.01 For committees with the authority of the Board, the presence of a majority of seated
11 members of a committee shall constitute a quorum. For other committees, the presence
12 of fifty percent of seated committee members shall constitute a quorum.

13 10.06.02 Meetings of committees may be telephonic, or a combination of in person and
14 telephonic.

15 10.06.03 Minutes of meetings of committees must be kept and approved minutes must be
16 provided to the Secretary of the Association in a timely manner as the Board shall
17 determine.

18 ARTICLE XI ETHICS AND SPORTSMANSHIP

19 11.01 STANDARDS: The Board of Directors shall have the authority to require directors, officers, and
20 committee members who may be privy to confidential information and communications to sign a
21 Non-Disclosure agreement. The Board of Directors may also set the ethical and sportsmanship
22 standards for the IALHA. If a member has violated the IALHA's ethical standards or standards
23 for sportsmanship, that member may be disciplined, up to and including removal, as provided in
24 these Bylaws.

25 11.02 FILING ETHICS COMPLAINTS:

26 11.02.01 The Board of Directors, or any member may file an Ethics Complaint against any other
27 member for the violation of the Association's requirement that all members act ethically
28 and refrain from taking any action that is contrary to the interests of the IALHA. The
29 Executive Committee may not file a complaint on behalf of the Board of Directors.

30 11.02.02 All ethics complaints must be filed with the Chair of the Ethics Committee.

31 11.03 PROCEDURE FOR ADJUDICATING ETHICS COMPLAINTS:

32 11.03.01 Upon receiving the Ethics Complaint, the Chair of the Ethics Committee shall send
33 copies of said complaint to the other members of the committee within seven (7) days of
34 the receipt. Within twenty-one (21) days of the Chair receiving said complaint, the
35 committee shall meet and determine if the complaint has any merits on its face. If not,
36 the committee shall dismiss the complaint and inform the complaining member of this
37 dismissal within five (5) days of its actions.

38 11.03.02 If the complaint raises issues that the committee believes to be of merit, the committee
39 shall inform the member, via certified mail, against whom the complaint was made within

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1 fourteen (14) days of the determination that the complaint has enough merit to go
2 forward. The person against whom the complaint was made may make any defense
3 he/she wishes in writing pursuant with section 10.01.03.2.

4 11.03.03 After a full investigation into the alleged misconduct, the Ethics Committee shall call a
5 meeting at which the person against whom the complaint was made, the respondent,
6 has a right to attend and present any evidence and call any witnesses. The meeting
7 shall be telephonic, unless the person against whom the complaint is lodged requests an
8 in-person hearing which shall be held at the Offices of the Association. Any individual
9 that requests an in-person hearing for their defense that elects to not attend said hearing
10 will be responsible for the costs of such hearing and forfeits their right of hearing and
11 appeal. The Committee shall hear any testimony presented at the meeting.

12 11.03.03.1 The Committee shall first send, via certified mail, notice to the respondent of the
13 committee's intent to schedule a hearing. The respondent may, in writing pursuant
14 with section 10.01.03.2, request an in person meeting within seven (7) days of the
15 receipt of this notice.

16 11.03.03.2 After the Committee receives a request for an in-person hearing, or if one is not
17 received after fourteen (14) days of the respondent's receipt of the notice of intent to
18 schedule a hearing, the Committee shall schedule and send notice of the hearing.
19 The person against whom the complaint was made shall be given at least fourteen
20 (14) days notice of the hearing.

21 11.03.03.3 Within fourteen (14) days after the hearing, the Ethics Committee shall convene
22 another closed meeting and shall then determine if the accused is guilty of a violation
23 of the Association's ethical standards. If so, the Committee shall determine an
24 appropriate disciplinary action. The Committee shall notify the complainant,
25 respondent, and the Board of Directors of their decision and judgment it determines
26 within fourteen (14) days of reaching their determination.

27 11.04 APPEAL OF DETERMINATION OF GUILT:

28 11.04.01 If the person against whom a complaint is made is adjudicated guilty of the ethical
29 complaint, then he/she shall have the right to appeal the decision to the Board of
30 Directors within fourteen (14) days of the adjudication. The appeal shall be in writing and
31 delivered to the President via certified mail and signed by appellant. Upon receipt, the
32 President shall call a Special Meeting of the Board of Directors to hear the appeal. The
33 appellant shall have the right to call any witnesses and present any evidence to support
34 his/her case. The meeting may be telephonic unless the appellant, in his/her/their
35 appeal, requests an in-person hearing in which case the meeting shall coincide with the
36 timing of one of the next two regular meetings of the Board. The regular meeting of the
37 Board may recess to conduct the special meeting. The Board of Directors shall make a
38 determination on the merits of the appeal within fourteen (14) days of the hearing. If the
39 determination supports the Ethics Committee decision, the matter is closed. If the
40 determination of the Board of Directors supports the appellant, then his or her
41 disciplinary action shall be lifted. The decision of the Board of Directors is final and
42 binding.

BYLAWS OF THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION

1 **ARTICLE XII GENERAL PROVISIONS**

2 12.01 IALHA Policy Statements

3 12.01.01 The following policy statement of the IALHA shall be published in every issue of any
4 official publication of the IALHA: "Only issues, statements, declarations and decisions
5 discussed and agreed upon by vote of the Board of Directors or the membership shall be
6 considered official Association Policy. Any and all other issues, statements, declarations
7 and decisions expressed in any publication, letter, video, speech, discussion or any
8 other communication displaying or not displaying the name of the IALHA or expressed
9 by any Officer, Director, employee or member shall be considered personal opinion and
10 shall not be deemed in any way to be policy of this Association or its members, Officers,
11 Directors or employees. The use of the Association name, letterhead and or logo or any
12 other representation of the IALHA in any media shall not constitute recognition and/or
13 agreement with the contents of such."

14 12.02 Any motion approved may be reconsidered:

15 12.02.01 If the motion to reconsider is included in the notice of meeting, the vote to overturn the
16 original motion shall require the same required majority as the original motion required.

17 12.02.02 If the motion to reconsider is not included in the notice of meeting, the vote to overturn
18 the original motion shall require:

19 12.02.02.1 Two-thirds (2/3) majority if a simple majority was required for the original motion.

20 12.02.02.2 Three-quarters (3/4) majority if a two-thirds (2/3) majority was required for the
21 original motion.

22 12.02.02.3 Unanimous consent if a three-quarters (3/4) majority was required for the original
23 motion.

24 12.03 MEETING MINUTES

25 12.03.01 Meeting minutes shall be kept in accordance with these bylaws and as the Board of
26 Directors may establish. All minutes of the Board of Directors, the Executive Committee,
27 and committees with the authority of the Board must be made available to members
28 within a timely period, as may be established by the Board of Directors and in
29 accordance with State and Federal laws where they may apply.

30 12.03.01.1 If the Board of Directors, the Executive Committee, or a committee with the authority
31 of the board address matters at a meeting which are confidential in nature, these
32 matters shall be recorded in a Confidential Proceedings of the meeting and filed at
33 the association offices. Confidential Proceedings shall not be made available to the
34 general membership.

35 **ARTICLE XIII ARBITRATION**

36 13.01 All claims brought against the Association or any member acting in his/her official capacity by
37 any member of this Association or by any person or entity registering a horse with the
38 Association shall be adjudicated via arbitration pursuant to the rules and policies of the
39 American Arbitration Association. This arbitration shall be binding. Any non-prevailing party

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1 who brings an arbitration claim against the Association shall pay all the Association's legal fees
2 and expenses.

3 **ARTICLE XIV INSPECTION OF CORPORATE RECORDS**

4 14.01 All books and records of this Association may be inspected by any member, director or officer,
5 or his agent or attorney, for any proper purpose at any reasonable time at the principal place of
6 business. The procedure for inspection of said records shall be determined by the Board of
7 Directors in accordance with Alabama law.

8 **ARTICLE XV AMENDMENTS TO THESE BYLAWS**

9 15.01 Amendments to these Bylaws shall be effected as follows:

10 15.01.01 The Board of Directors shall adopt a resolution setting forth the proposed amendment
11 and directing that it be submitted to a vote at a meeting of members entitled to vote
12 thereupon, which may be either an annual or a special meeting.

13 15.01.02 The proposed amendment or a summary of the changes to be effected thereby shall
14 accompany the proxy form for the vote.

15 15.01.03 The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of
16 the votes entitled to be cast by members present or represented by proxy at such
17 meeting.