

**INTERNATIONAL ANDALUSIAN AND LUSITANO
HORSE ASSOCIATION**

As amended March 16, 2019

ARTICLE I NAME

1.1 The name of the Association shall be *International Andalusian and Lusitano Horse Association*, hereinafter referenced as the “Association”, a not-for-profit corporation chartered in accordance with statutes of the State of Alabama.

ARTICLE II DURATION

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

ARTICLE III PURPOSES AND OBJECTIVE

3.1 The primary purposes and objectives of the Association shall be:

3.1.1 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 Espanola, and/or horses of Portuguese origin known as Cavalo Puro Sangue Lusitano. To promote public interest in and the science of breeding of Andalusian horses. To foster, aid and encourage the breeding, exhibition and promotion of the breed.

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

3.2 In furtherance of the above purposes, but not otherwise:

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

3.2.2 To maintain the International Andalusian and Lusitano Horse Association Registry of Purebred Andalusian horses (hereinafter “The Purebred Registry”). To maintain the International Andalusian and Lusitano Horse Association Registry of Half-Andalusian horses (hereinafter “The Half-Andalusian Registry”). To compile and publish information relating to the horses of the Andalusian breed including Purebred and Half-Andalusian Stud Books to be updated yearly.

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

3.2.4 To disseminate information concerning breeding methods, stud management practices, feeding and veterinary matters and all or any other matters by means of conferences, lectures, discussions, books, newsletters, correspondence, television or radio broadcast or motion picture films, video tapes, or otherwise and to cooperate in the dissemination of such information with any government, authority, university, college, research institution, charity or other body whatsoever.

3.2.5 To hold and promote horse shows.

3.2.6 To maintain a register of persons competent to judge an Andalusian Horse Show. To develop a method for and to license judges and any other officials deemed necessary for the Association sanctioned Andalusian Horse Shows.

3.2.7 To encourage, support or organize the exchange of judges or horses of the Andalusian breed between all or any countries.

3.2.8 To receive subscriptions, donations, gifts, whether pecuniary or otherwise, and to undertake to execute any trust or trusts which may be conducive to the objectives of the Association.

3.2.9 This Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income or profit of the Association shall be distributed to its members, directors, or officers. This Association may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and no such payment, benefit or distribution shall be deemed to be dividend or a distribution of income or profit.

3.2.10 To do or undertake any other thing or things of a lawful nature as shall further the attainment of any or all of the objectives of the Association.

ARTICLES IV MEMBERSHIP

4.1 The Association shall provide opportunity for membership in the Association. There shall be two general classes of membership, namely Full Membership and Associate Membership.

4.1.1 Full members may be any person or entity who is a registered owner of an IALHA registered Purebred Andalusian or Half-Andalusian horse and who has paid his/her/their dues and fees and who is in good standing with the Association. Full Members shall possess voting rights of members, as set out in the Bylaws of the Association.

4.1.2 Associate Members may be any person or entity who has paid his/her/their dues and fees and who is in good standing with the Association. Associate Members shall not possess voting rights as members.

4.1.3 Requirements for the two general classes of membership shall be as set out in the Bylaws of the Association. Additional distinctions within these general classes may be made in the Bylaws.

4.1.4 Beyond voting rights, each general class of membership shall be accorded the rights, privileges, and duties described in the Bylaws of the Association.

ARTICLE V REMOVAL OF OFFICERS AND DIRECTORS

5.1 Removal of duly elected or appointed Officials or Directors of the Organization shall be as described herein.

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

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

5.1.1.2 If any Director, other than an Officer, is absent from the first quarter in-person Board of Directors meeting, removal is effective at the conclusion of the first quarter in-person meeting from which the said director is absent.

5.1.1.2.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 of 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.

5.1.1.3 If any Director, who is not an Officer and 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, he/she 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.

5.1.1.4 Failure of a regional Director to maintain residency in the region they are elected or appointed to represent, as described in this 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 a 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.

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

5.1.2.1 A vote by the full members to remove an Officer or Director shall be conducted if any of the following conditions are met:

5.1.2.1.A A referendum to remove said Officer or Director is submitted by minimum of 15% of the Members eligible to vote for said Officer or Director. Said referendum shall be delivered to the Board of Directors who shall, upon verification, schedule the vote at their next meeting. The vote for removal by the Members eligible to vote for said Officer or Director shall be conducted within 60 days of the meeting, or;

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5.1.2.1.B The Board of Directors votes, by a $\frac{3}{4}$ majority of Directors present at a Board of Directors meeting, to schedule a vote for removal by the Members eligible to vote for said Officer or Director within 60 days of the meeting, or;

5.1.2.1.C The Ethics Committee votes, at an Ethics Committee meeting, by a $\frac{2}{3}$ majority of committee members present, to recommend to the Board of Directors to conduct a vote for removal. The Board of Directors may, at their next meeting, by a simple majority, schedule a vote for removal by the Members eligible to vote for said Officer or Director. The vote by the membership must be within 60 days of the meeting of the Board of Directors.

5.1.2.2 The vote shall be presented to all Full Members of the Association eligible to vote for said Officer or Director. The vote to remove shall require a $\frac{2}{3}$ majority of votes cast to remove the Officer or Director. The vote must be conducted by secret ballot, by mail.

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

ARTICLE VI DISSOLUTION

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

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

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

ARTICLE VII AMENDMENTS TO THESE ARTICLES OF INCORPORATION

7.1 Amendments to these Articles of Incorporation shall be effected as follow:

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

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

7.1.3 The purposed amendment shall be adopted upon receiving at least three-quarters of the votes entitled to be cast by members present or represented by proxy at such meeting.

7.1.4 No Amendments to the Articles of Incorporation or Bylaws of the Association shall be made which would:

7.1.4.1 Change the essential purposes or objectives of the Association; or

7.1.4.2 Make any alterations that change the Association's purpose of maintaining the purity of the breed as stated in the Purebred Registry; or

7.1.4.3 In any way offend the legal rules against perpetuity or result in the Association being held not to be for charitable purposes.

ARTICLE VIII REGISTERED AGENT AND OFFICE

8.1 The initial registered agent of the Association shall be:

Ms. Robin McCabe

IALHA

22 Inverness Center Parkway, #155

Birmingham, AL 35242