

**BYLAWS OF**  
**THE INTERNATIONAL ANDALUSIAN AND LUSITANO HORSE ASSOCIATION**  
**A NON-PROFIT CORPORATION**  
**as amended, March 16, 2019**

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## **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:

22 Inverness Center Parkway, #155

Birmingham, AL 35242

**1.03 Registered Agent**

**1.03.01** The registered agent is:

Ms. Robin McCabe IALHA

22 Inverness Center Parkway, # 155

Birmingham, AL 35242

**ARTICLES 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 Espanola, and/or horses of Portuguese origin known as Cavalo Puro Sangue Lusitano.

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**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 a President, Vice President, Secretary, Treasurer, IALHA Show Committee Chair.

**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 throughout his/her tenure. He/she must be nineteen (19) years of age at the time of his/her nomination. He/she must own an IALHA registered purebred horse at the time of nomination. He/she must have access to the internet to be able to participate in live video meetings.

**3.02.02** Candidates for President and Vice President shall have served at least twelve (12) consecutive months on the Board of Directors within the previous two (2) years prior assuming office.

**3.02.03** The secretary shall have no requirement of prior service on the Board of Directors.

**3.02.04** Candidates for Treasurer shall have served at least twelve (12) consecutive months on the Board of Directors within the previous five (5) years prior to assuming office.

**3.02.05** IALHA Show Committee Chair shall have served at least twelve (12) consecutive months on the Show Committee within the previous five years prior to assuming office. He or she shall have no requirements or prior service on the Board of Directors.

**3.02.05.1** Any past Show Committee Chair may be elected to the position without having served on the Show Committee within the five (5) years previous to he or she assuming office.

**3.02.06** If any individual, while not in good standing, resigned or was removed from his or her position as an officer or director, then the service for the position from which he or she was removed or resigned shall not count toward the service requirements for candidacies.

**3.02.07** 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 (1) elected position within the Association at any time.

### **3.03** **ELECTION**

**3.03.01** All officers shall be elected by a plurality of votes cast by the Full Members.

**3.03.02** Each Full Member may vote for candidates for President, Vice-President, Secretary, Treasurer, the IALHA Show Committee Chair, as they coincide with election for a term of office or special elections.

### **3.04** **TERM LIMITS**

**3.04.01** All elected officers who meet the qualifications for office, except as limited by this section, or other portions of these Bylaws, may run for re-election.



**3.04.02** An individual is not eligible to be a candidate for, or appointed to, any officer position, except as noted in this section, if he or she has served more than six (6) full years in any one or more officer positions without a break in service or twelve (12) consecutive months.

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

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

### **3.05 RESIGNATION OF AN OFFICER**

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

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

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

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

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

### **3.07 VACANCY OF AN OFFICER POSITION**

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

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

**3.07.02.1 ELECTION MORE THAN NINETY (90) DAYS AWAY:**

If the next scheduled election is not an election to fill the seat at the regular expiration of the term of office and is ninety (90) days or more from when the vacancy was created, an election for the vacated seat shall be included in the next election by the membership. The replacement elected by the Board of Directors shall serve until the announcement of the results of the next scheduled election, at which time the individual elected by the membership shall assume the office and serve the remainder of the term.

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

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

**3.08 OFFICERS**

**3.08.01        PRESIDENT**

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

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

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

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

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

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

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

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

**3.08.02        VICE PRESIDENT**

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

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

**3.08.02.2.A** Arrange the logistics of meetings of the Board of Directors and the general membership.

**3.08.02.2.B** The Vice-President shall perform such other duties as may be prescribed from time to time by the Board of Directors and all duties incumbent upon the office of the Vice-President.

**3.08.02.2.C** The Vice-President shall perform such other duties as may be prescribed from time to time by the President.

**3.08.02.3** The Vice-President shall have voting rights on the Executive Committee and the Board of Directors.

**3.08.02.4** The Vice-President shall perform all duties and exercise all the powers of the President when the President is absent or otherwise unable to act. If the Vice-President temporarily assumes the position of the President, as stated herein, he or she, while serving in that capacity, assumes the same voting rights of the President.

**3.08.03**            **SECRETARY**

**3.08.03.1** The Secretary shall be elected as described in this Article and serve a term of one (1) year.

**3.08.03.2** The Secretary shall keep the minutes of all meetings of the Board of Directors, the Executive Committee, and meetings of the membership. The Secretary shall ensure the minutes are published within fourteen (14) days of approval by the body for which the minutes pertains.

**3.08.03.2.A** The Secretary shall forward the draft minutes of Executive Committee meetings to all of the Directors within seven (7) days. Draft minutes shall be sent by email, facsimile, or other electronic means.

**3.08.03.3** The Secretary shall be the custodian of the corporate records, shall ensure all notices are given as required by law or by these bylaws, shall ensure the maintenance of a list of all members in alphabetical order, and generally shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

**3.08.03.4** The Secretary shall ensure that all required notices are sent.

**3.08.03.5** The Secretary shall have full voting rights on the Executive Committee and the Board of Directors.

**3.08.04        TREASURER**

**3.08.04.1** The Treasurer shall be elected as described in this Article and service a term of two (2) years. The term shall be staggered from the term of the President.

**3.08.04.2** The Treasurer shall have charge and custody of all funds of the Association, shall ensure the funds are deposited, as required by the Board of Directors, shall ensure the maintenance of adequate and correct accounts of the association's accounts and business transactions, shall ensure that reports and accounting are delivered to the Board of Directors, and shall perform in general all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by the Bylaws, or as may be assigned from time to time by Board of Directors.

**3.08.04.3** The Treasurer shall report in writing a balance sheet, profit-loss statement, and a cash flow statement through the accounting period ending immediately prior to each Board of Directors' meeting. The Treasurer shall present, at the Annual General

Meeting, financial reports, including a balance sheet, profit-loss statement, and cash flow statement, for the first three calendar quarters prior to each Annual General Meeting, and audited financial reports, including a balance sheet, a profit-loss statement, and a cash flow statement, for the previous fiscal year.

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

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

**3.08.05 IALHA SHOW CHAIR**

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

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

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

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

**3.08.06 REGISTRAR**

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

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

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

## **ARTICLE IV DIRECTORS**

### **4.01 NUMBER**

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

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

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

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

**4.01.01.4** In the event that the number of seated directors falls below the minimum prescribed in this section, the Board of Directors shall appoint persons to fill vacant positions until the minimum number prescribed is met. The Board of Directors shall make these appointments at the next meeting of the Board and within thirty (30) days from the time the number of seated directors falls below the required minimum. The Board must achieve the minimum number of directors required before it conducts other business. The Board shall appoint directors to vacant officer position first, then to vacancies created due to resignation or removal, per procedures described in these bylaws. If, after all such vacancies are filled, the required minimum of directors is still not satisfied, the Board may then appoint members to fill vacancies due to non-election, but only enough to satisfy the required minimum. Directors

appointed pursuant to this section shall serve in accordance with the section 4.08.01.1 or 4.08.01.2, as is appropriate.

## **4.02 QUALIFICATIONS**

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

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

**4.02.03** All Directors shall own an IALHA registered Purebred Andalusian or Half-Andalusian Horse at the time of his or her nomination. All persons must be a Full member in good standing at the time of his or her nomination.

**4.02.04** All Directors must have sufficient access to the internet to be able to participate in live streaming video board meetings.

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

**4.02.06** No person may serve on the 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 with the welfare of this Association as determined by the Board of Directors.



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

**4.02.08** 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 (1) elected position within the Association at any time.

#### **4.03 ELECTION**

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

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

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

#### **4.04 TERM OF OFFICE**

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

**4.04.02** The terms of office for Regional Directors shall be staggered within each region such that one (1) term expires in an odd year and the other term expires in an even year.

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

#### **4.05 TERM LIMITS**

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

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

#### **4.06 RESIGNATION OF A REGIONAL OR AT-LARGE DIRECTOR**

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

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

**4.06.02.1** If the Director resigns for the express purpose of accepting an appointment or election to a position as an Officer, Registry Board Member, or Internal Audit Board Member, the resignation shall carry no restrictions as noted herein.

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

#### **4.07 REMOVAL OF A REGIONAL OR AT-LARGE DIRECTOR**

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

**4.07.02** Any Director removed for non-attendance shall be ineligible for election or appointment to any elected position for a period of twelve (12) months. Any director removed because of failure to maintain residency shall be ineligible for election or appointment to any elected position for a period of twelve (12) months. Any Director removed by a vote of the Membership shall be ineligible for election or appointment to an elected position for a period of thirty-six (36) months.

#### **4.08 VACANCY OF A REGIONAL OR AT-LARGE DIRECTOR POSITION**

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

**4.08.01.1** MIDTERM ELECTION: If the next scheduled election is not an election to fill the seat at the regular expiration of the term of office, an election for the vacated seat shall be included in the next election by the membership. The replacement elected by the Board of Directors shall serve until the announcement of the results of the next scheduled election, at which time the individual elected by the Membership shall assume the Directorship and serve the remainder of the term.

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

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

#### **4.09 RESPONSIBILITIES**

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

**4.09.01.1** To set and regulate membership dues.

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

**4.09.01.3** To conduct shows, trials, and competitions.

**4.09.01.4** To make regulations for the classifications of horses.

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

**4.09.01.6** The Board shall approve and cause to be filed all necessary reports with all necessary governmental agencies in order to maintain the Association's non-profit standing and in order to be in compliance with all Federal and state laws.

**4.09.01.7** The Board shall cause the Association to be properly licensed for business. All such documents shall be kept at the Association's principal place of business and all such reports shall be available for inspection.

**4.09.01.8** The Board shall have the power to appoint and employ and supervise a salaried staff and to make all necessary contracts, to purchase insurance of any kind, and to make agreements for independent contractors, accountants, attorneys, and the like. The staff shall report to the President, or the Executive Committee when in session.

**4.09.01.9** The Board of Directors shall provide to the United States Equestrian Federation (USEF) recommendations regarding the composition of the USEF A/L Committee.

#### **4.10 LIABILITY**

**4.10.01** Directors shall in no way encumber personal liability from the actions of the Association and shall be entitled to indemnification according to the provisions of this Association's governing documents and the Alabama Nonprofit Corporation Act and all laws exempting non-profit officials from liability.

#### **4.11 REGULAR MEETING**

**4.11.01** The Board of Directors shall meet quarterly as specified by a resolution of the Board. The resolution establishing the meetings shall be required business in the

first meeting of the term and shall establish the date and location of the next four quarterly meetings. Only the first quarterly meeting is required to be an in-person meeting. All other regular meetings may be in-person or by telephonic or other electronic means. If the resolution in defining the date of meeting does not specify the location (when indicated), the meeting shall be held at the principal office of the Association.

**4.11.02** All members of the Association shall be notified at last thirty (30) days before the beginning of the Board meeting of the meeting, the date, and the city (when indicated). All members of the Association shall be notified of the time and specific location (when indicated) or means of telephonic/electronic access at least fourteen (14) days before the beginning of the Board meeting. If the time is not specified, the meeting shall begin at 9:00 AM Central time. Notice by email, facsimile, or other such written or electronic means shall be sufficient. Mailed notice is deemed mailed when postmarked.

**4.11.03** All members of the Association may attend and/or participate in all Regular Board 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.

#### **4.12 SPECIAL MEETINGS**

**4.12.01** Special meetings may be called as needed by the President or by thirty (30) percent of the regional and At-Large Directors.

**4.12.02 SPECIAL MEETING IN PERSON:** Special meetings in person shall be held at a date and city determined by the President, or if said meeting is called by the Directors, the date and city must be stated in the demand for the meeting. Notice of the meeting, including the date and city, shall be given to all Members of the Association at least thirty (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/ELECTRONIC 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 and the means of access. 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 or other electronic means 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 and the means of access. 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/ELECTRONIC MEETINGS**

**4.13.01** Directors may participate in meetings of the Board of Directors by telephone/electronic means for non in-person regular meetings, 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 person or persons entitled to notice, whether before or after the time stated, is such waiver and will be deemed equivalent to the giving of such notice.

#### **4.15 QUORUM**

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

**4.15.01.1** For Purposes of quorum, telephonic presence is considered presence for quorum only and will not count as physical attendance for attendance requirements at in-person meetings.

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

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

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

#### **4.16 ACTION BY CONSENT**

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

#### **4.17 REQUIRED ATTENDANCE**

**4.17.01** Board members are required to attend Regular Meetings.

**4.17.01.1** Any director who is absent from two (2) or more regular meetings within a calendar year shall be ineligible for election to any elected position in the Association for a period of one year.

**4.17.01.2** Any Director who is absent from two or more regular meetings within a calendar year may also be subject to removal as outlined in the Articles of Incorporation.

**4.17.01.3** Any Director who is absent from the mandatory in-person first quarter meeting may be subject to removal, as outlined in the Articles of Incorporation.

#### **4.18 COMPENSATION**

**4.18.01** No regional or At-Large Director shall receive compensation for their duties as Director.

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**4.18.01.1** The Board of Directors, may by majority vote, authorize reimbursement for expenses incurred on behalf of the Association or payment for services rendered, other than those incumbent upon the Office of Director.

### **ARTICLE V EXECUTIVE COMMITTEE**



**5.01 The Executive Committee shall consist of the following positions:**

**5.01.01** President

**5.01.02** Vice-President

**5.01.03** Treasurer

**5.01.04** Secretary

**5.01.05** Chairperson of the Registry Board

**5.01.06** Past President as an advisory member with no vote.

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

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

**5.02.02** The Board of Directors may, at any meeting within the fourteen (14) day requirement of this section take up a motion for disapproval. Disapproval requires a

majority vote. Vote of disapproval need not be included on notice of meeting to be considered and voted upon at any meeting.

**5.03 MEETINGS:** All Executive Committee meeting shall be open to all members of the Board of Directors.

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

## **ARTICLE VI MEMBERSHIP**

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

**6.01.01** 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. Ownership of the qualifying horse may be either sole or joint ownership. A horse may only count for membership eligibility for one member. If all qualifying horses of a full member are sold or become deceased during the period of membership, the member retains his/her/their membership for the remaining period of his/her/their membership. Real persons applying for full membership must have achieved an age of eighteen (18) years before initial application for membership.

**6.01.01.1** Annual membership shall be those memberships that are renewed annually. Evidence of horse ownership, as defined in this section, shall be presented for verification at initial application and renewal.

**6.01.01.2** Lifetime memberships shall be those memberships that are in effect during the natural lives of the member(s). Evidence of Horse ownership, as defined in this section, shall be presented for verification at time of initial application. Individuals and married

couples are eligible for lifetime memberships. Joint ownership by non-spouses and business entities may not be lifetime members.

**6.01.02** 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.

**6.01.03** The Association may provide subcategories of membership within the Full and Associate Memberships.

**6.01.04 MEMBERSHIP OF BUSINESS ENTITIES:**

**6.01.04.1** If any business entity becomes a Full Member of the Association through the ownership of an IALHA registered Purebred Andalusian or half-Andalusian horse, said entity shall be considered one member. For purposes of membership privileges, the entity may nominate one person to enjoy the rights and exercise the privileges of full membership,

**6.01.04.1.A** For each additional Purebred Andalusian of Half-Andalusian horse owned by the entity, the entity may add an additional full membership. The number of memberships shall not exceed the number of members of the business entity, or five (5) whichever is fewer. To add a full membership the entity must nominate said individual via writing to the President of the IALHA.

**6.01.04.2** If any business entity becomes an Associate Member of the Association the entity may nominate one (1) person to enjoy the rights and exercise the privileges of Association Membership.

**6.01.05 MEMBERSHIP OF JOINT OWNERS**

**6.01.05.1** If two (2) or more persons are joint owners of a single IALHA registered purebred Andalusian or Half-Andalusian horse, for Full Membership purposes, these joint owners shall be considered one (1) owner. For purposes of membership privileges, the joint owners may nominate one (1) person to exercise said privileges.

**6.01.05.1.A** For each additional horse owned by the joint owners, the joint owners may add an additional Full Membership. The number of memberships shall not exceed the number of joint owners, or five (5), whichever is fewer. To add an additional Full Membership the joint owners must nominate said individual via writing to the President of the IALHA.

**6.01.05.2** If any joint ownership becomes an Associate Member of the Association the joint ownership may nominate one person to exercise privileges to Associate Membership.

## **6.02 MEMBERSHIP DUES**

**6.02.01** All membership dues are due on or before January 1 of each year. Membership rights and privileges shall be lost by any individual or entity who has not renewed his/her/their membership by paying his/her/their membership by January 31. Said rights and privileges shall be regained upon payment and said dues.

**6.02.01.1** To retain membership an Officer or Director must pay his or her membership by January 31, or the first regular Board Meeting whichever comes first.

**6.02.02** Dues shall be determined by the Board of Directors. The Board of Directors, at its discretion, may require greater dues from members outside the United States due increased administration expenses.

**6.02.03** If a member loses his/her/their membership, no dues or other fees will be refunded.

## **6.03 REGIONAL MEMBERSHIP**

**6.03.01** The IALHA shall be structured into district geographical grouping to be referenced as regions. The purpose of regions is to provide geographical based representation in the governance of the Association.

**6.03.02** Regions shall be designated as described below in the graphically representation below.

**6.03.02.1 REGION 1** Includes the State of California

**6.03.02.2 REGION 2** Includes the states, provinces, and Canadian territories of Alaska, British Columbia, Hawaii, Idaho, Northwest Territory, Nunavut, Oregon, Washington, and Yukon Territory.

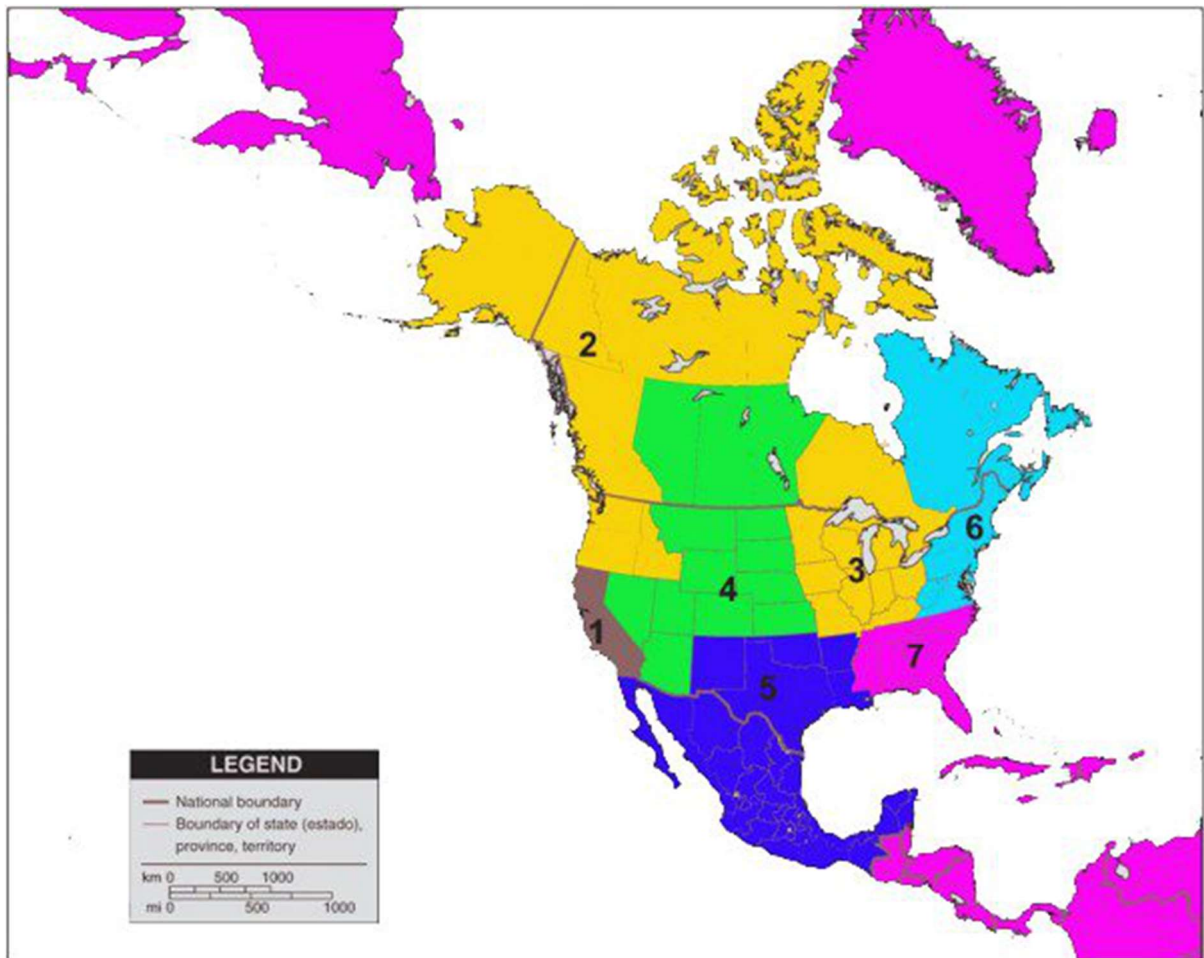
**6.03.02.3 REGION 3** Includes the states and provinces of Iowa, Illinois, Indiana, Kentucky, Michigan, Minnesota, Missouri, Ohio, Ontario, and Wisconsin.

**6.03.02.4 REGION 4** Includes the states and provinces of Alberta, Arizona, Colorado, Kansas, Manitoba, Montana, Nebraska, Nevada, North Dakota, Saskatchewan, South Dakota, Utah, and Wyoming.

**6.03.02.5 REGION 5** Includes the states of Arkansas, Louisiana, New Mexico, Oklahoma, Texas, and also includes the nation of Mexico.

**6.03.02.6 REGION 6** Includes the states, districts, and provinces of Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Brunswick, Newfoundland and Labrador, New Jersey, New Hampshire, New York, Nova Scotia, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, Vermont, Virginia, and West Virginia.

**6.03.02.7 REGION 7** Includes the states of Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, and any AFP/APO addresses and any other locations not listed in another region.



## **6.04 VOTING RIGHTS**

**6.04.01** Full members shall have the right to vote for all Officers, Directors, the Internal 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 MEMBERSHIPS 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**

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

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

## **6.07 RESIGNATION OF A MEMBER**

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

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

## **6.08 MEMBERSHIP MEETINGS**

**6.08.01 ANNUAL GENERAL MEETING:** An Annual General Meeting shall be held at location selected by the Board of Directors to transact all necessary business. Unless otherwise required by these Bylaws, the Articles of Incorporation or Alabama law, for any

matter requiring a vote, a majority of those representing a quorum shall be sufficient to take action on the question under vote.

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

**6.08.01.2** Notice of said meetings, identifying the date and city, shall be sent to all members at least thirty (30) days prior to 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 meeting. Notice by email, facsimile, or other such written or electronic means shall be sufficient. Mailed notice is deemed mailed when postmarked. The notice shall state the general schedule of the meeting.

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

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

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

**6.08.02.3** Unless otherwise required by these Bylaws, the Articles of Incorporation or Alabama law, for any matter requiring a vote, a majority of those representing a quorum shall be sufficient to take action on the question under vote. Issues related to the Registry are excluded from this provision.

**6.08.02.4** Associate Members may attend and participate in discussions at the Special General Meeting but may not vote.



**6.08.02.5** Notice to the Membership identifying the date and city shall be sent at least thirty (30) days prior to 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. The notice shall state the issues to be discussed at said meeting.

**6.08.03            WAIVER OF NOTICE**

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

**6.08.04            QUORUM**

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

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

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

**6.08.05            PROXY VOTING**

**6.08.05.1** Full members may vote at a Membership meeting by written proxy. Proxies shall be in a form approved by the Board of Directors and executed by such person or by his or her attorney-in-fact and filed with the Secretary. All proxies shall state the

date, time and location of the General Meeting, and the nature of the matter(s) subject to the proxy vote. Proxy forms shall accompany notice of meeting.

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

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

**6.08.05.1C** The member filing a proxy may limit the proxy in nature to specific votes and specific to the vote cast.

**6.08.05.1D** The member filing a proxy may give the proxy holder the full discretion to vote on any matter presented at a General Meeting.

**6.08.05.2** Any proxy may be revoked by written notice to the Secretary prior to the date of the General Meeting or by the presence of the Full Member in person at the General Meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless so provided in the proxy.

**6.08.05.3** A Proxy holder shall not be afforded any additional privileges beyond casting the vote of the proxy.

**6.08.05.4** The motion for adjournment shall be conducted by members present and holders of general proxies.

## **6.08.06        ACTION BY CONSENT**

**6.08.06.1** Any action which otherwise may be taken at a meeting of a general membership meeting may be taken without a meeting by consent in writing, setting forth the action so taken, signed by all Full Members.

## **6.09        ELECTIONS**

**6.09.01** Elections for elected positions, as described in these bylaws shall follow the general procedures as defined in this section. Particular details and procedures relevant for each type of position are outlined in the sections describing their positions, especially 3.03, 4.03, 7.5, and 8.03.

**6.09.01.1** When the elections of officers, directors, or other elected positions coincide, the ballot should be combined. In elections, including positions representing regions, the ballots shall only include those candidates representing that region and those elected by the general membership, resulting in unique regional ballots.

**6.09.01.2** In elections for positions where multiple seats are up for election, a member may cast as many votes for that position as seats are available. Votes may not be accumulated to a single candidate.

**6.09.02**            **EXECUTION OF ELECTION**

**6.09.02.1** Elections shall be paper ballot via the mail, by secure web-based voting, or combination thereof.

**6.09.02.1.A** If the election is by paper mail ballot, then the paper ballots shall be delivered to each Full Member by mail. The paper ballots shall state a date by which the voting member must mail the paper ballot to the independent accounting firm whose address is listed on the ballot. Any paper ballot not returned by or on that date shall be void.

**6.09.02.1.B** If the election is by web-based voting or a combination of paper ballot via mail and web-based voting, an independent company specializing in electronic voting shall be employed to conduct the secure web-based voting or a combination of web-based and paper ballot voting. Notice of the opening of the online voting shall be delivered via email or other standard electronic manner, to each Full Member eligible to vote for the positions up for election. The notice shall state a date by which the voting member cast the ballot. If paper ballots are also used, they shall state the date by which the voting member must mail the paper ballot to the independent company conducting the election.

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

**6.09.02.3** When it is an election coinciding with the standard expiration of terms, the tally, and paper ballots of a paper ballot only election, 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. When the election is a special election not coinciding with the standard expiration of terms, the disinterested party designated by the elections committee shall send a copy of the results to the Executive Committee who shall review the final tally to determine the outcome of the election which shall then be announced to the membership through mail, email, facsimile, or other electronic means. For all elections, once the results have been announced, the tally shall be archived at the association offices. If paper ballots only were used, the ballots shall then be sent to the association office and retained for ninety (90) days from the date of the election at which point they shall be destroyed.

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

### **7.1 REGISTRIES**

**7.01.01** The Purebred Registry is the International Andalusian and Lusitano Horse Association register of purebred horses 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 and supporting documents. The Half-Andalusian Registry is the International Andalusian and Lusitano Horse Association register of Half-Andalusian horses and supporting documents.

**7.01.02** These registries are governed and maintained by the Registrar and the Registry Board in accordance with the Articles of Incorporation, the Bylaws and such Rules and

Regulations, as may be recommended by the Registrar and Registry Board and approved by the Board of Directors.

## **7.02 REGISTRAR AND REGISTRY BOARD**

**7.02.01** The Registrar shall be appointed by a majority vote of the Board. The Registrar may be a paid full or part time position.

**7.02.02** The Registrar shall be responsible for all Registry processing and documentation. The Registrar shall provide a quarterly summary report of Registry activity to the Board of Directors and he/she or his/her designee, shall be available for questions during the quarterly Regular Board of Directors' meetings. The Registrar shall work closely with the Registry Board and all proposed registration policy changes and registration rules changes must be brought to the Registry Board for approval before being submitted to the Board of Directors. No Registrar may serve as a director or officer of the Association concurrent with his or her service as Registrar.

## **7.03 REGISTRY BOARD NUMBER**

**7.03.01** The Registry Board consists of four (4) elected members. The Registry Board will appoint a Chairperson at the beginning of each year to represent the Registry Board on the Executive Committee.

## **7.04 QUALIFICATIONS**

**7.04.01** All elected 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.

**7.04.02** All candidates for election to the Registry Board shall have attained the age of nineteen (19) by the date of the election.

**7.04.03** All candidates for election to the Registry Board shall own an IALHA registered Purebred Andalusian at the time of his or her nomination.

**7.04.04** No Registry Board member may serve as a director or officer of the Association Concurrent with his or her service on the Registry Board. An elected Registry Board member may be appointed as Registrar by the Board of Directors but may not also serve as Registry Board Chairperson.

**7.04.05** No person may serve on the Registry Board if that person is currently serving as a voting member, on 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.

**7.04.06** 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.

## **7.05 ELECTION**

**7.05.01** The four (4) registry board members shall be elected by a plurality of votes cast by the Full Members of the Association.

**7.05.02** Each Full Member may vote for Registry Board positions as they coincide with election for a term of office or special elections

**7.05.03** 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.

## **7.06 TERM OF OFFICE**

**7.06.01** The term of service for the Registrar is established by the Board of Directors.

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**7.06.02** Three (3) Registry Board members shall serve three (3) year terms. One Registry Board position will be one (1) year term.

**7.06.03** The terms of the three (3) year Registry Board members shall be staggered such that one (1) term expires in each of three (3) years. The one (1) year Registry Board Member will expire and be elected every year. Any Registry Board member who is also appointed Registrar is subject to the term limits of the Registry Board seat they were elected to but may remain Registrar if so appointed by the Board of Directors.

**7.07 RESIGNATION OF A REGISTRY BOARD MEMBER**

**7.07.01** 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.

**7.08 REMOVAL OF A REGISTRY BOARD MEMBER**

**7.08.01** The Board of Directors may remove a Registry Board member for a good cause with a two-thirds (2/3) majority vote. Removal of the Registrar is by the action of the Board of Directors.

**7.08.02** Failure of a Registry Board member to remain a Full Member in good standing, will result in his or her removal.

**7.09 VACANCY OF A REGISTRY BOARD POSITION**

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

**7.09.02** If an elected position is not filled in an election, the President, within five (5) days of the announcement of the results, shall call a special meeting of the Board

of Directors for the purpose of filling the vacancy. Said meeting shall be within thirty (30) days of the notice of meeting. If a regular meeting is scheduled to take place within thirty (30) days of the creation of the vacancy, a special meeting is not required, and the vacancy shall be filled at the regular meeting. At such meeting, the vacancy shall be filled by the Board of Directors electing a replacement via majority vote. Such replacement must meet the qualification requirements for said office and serve the full term.

## **7.10 RESPONSIBILITIES**

**7.10.01** The responsibilities of the Purebred Registry Board and Registrar are to preserve, protect and manage the Registry of the IALHA and to verify the purity of all horses in The Purebred Registry and the purity of the Purebred Andalusian parent of each Half-Andalusian submitted for inclusion in the Half-Andalusian Registry.

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

**7.10.02.A** In the event of an investigation into a registration matter by the Registry Board and Registrar, original registration papers must be held by the Registry Board pending its decision. The Registry Board will make the final decision on all certification of horses to be included in the Purebred Andalusian or Half-Andalusian Registry.

**7.10.03** All new registrations of Purebred Andalusian horses where one or both of the parents of the horse being registered is/are not an IALHA Registered Purebred Andalusian, the Registry Board and the Registrar, will, upon submittal of the application, trace in an unbroken foreign and domestic horses, to either IALHA registered Purebred Andalusian or horses registered with the Cria Caballar or its designate in Spain as Pura Raza Espanola and/or horses which have registry documents issued by the Associacao Portuguesa de Criadores Do Cavalo Puro Sangue Lusitano of Portugal, or its designate, as Puro Sangue Lusitano. In the case of Half-Andalusians, the Registry Board and the Registrar shall trace the Andalusian parent of



the horse presented for registration in like manner. The Registry board and the Registrar shall be consulted on any other questions that may arise concerning certification of registration.

**7.10.04** All new registrations of Purebred Andalusian horses where both of the parents of the horse being registered are IALHA Registered Purebred Andalusians, or the Andalusian parent of a Half-Andalusian, shall be approved by the Registrar and one member of the Registry Board on a monthly rotating basis.

**7.10.05** Certificates shall be signed by the actual or facsimile signature of the Registrar and the President and issued to the owner(s).

**7.10.06** The Common Seal of the Purebred Registry shall be held by the Registrar and shall not be used except by the authority of a resolution of the Board of Directors.

**7.10.06.A** Every instrument of which the Seal is required to be affixed shall be signed by the President or such other person as the Board of Directors may appoint for this purpose and such attestation shall be sufficient evidence of the authority to affix the Seal.

**7.10.07** The Registry Board shall be the custodian for safekeeping for all documents and records of the Purebred Registry and the Half-Andalusian Registry and authority for pedigrees. All documents and records of the Purebred Registry and the Half-Andalusian Registry shall consist of more than one copy secured in separate locations. Access to these documents and records shall be limited to the Registry Board, Registrar and the Board of Directors of IALHA. Original documentation shall not be retained by the Registry Board.

**7.10.08** The Registry Board, in consultation with the Treasurer and Finance Committee, shall recommend to the Board of Directors the fee schedule for the IALHA Registry services. Fees for all services provided by the Registry shall be set by the Board of Directors.

**7.10.09** The Registry Board may deny registration for any horse for which it does not find adequate documentation. The Registry Board shall mail such denial to the applicant. The applicant may appeal the decision of the Registry Board as described herein.

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

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

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## **7.12 LIMIT OF LIABILITY**

**7.12.01** The Registrar, Registry Board, the IALHA and its Directors, Officers, members of committees or boards, employees, representatives and agents will make a good faith effort to obtain true and complete information in connection with the registration of horses transfers of registration certificates, hearings and all other matters relating to Registry activities. Except for intentional misconduct, neither the Registrar, the Registry Board, the IALHA or its officers, Directors, members of committees or boards, employees, representatives or agents will be liable in any way, whether in damages or otherwise, for the issuance of any Certificate of Registration, for the refusal to transfer a Certificate of Registration

, the cancellation of any Certificate of Registration, for any disciplinary proceeding brought against or penalties imposed on any member or other person or for any other activities in, by or on behalf of the IALHA Registry.

## **ARTICLE VIII INTERNAL AUDIT BOARD**

### **8.01 NUMBER**

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

### **8.02 QUALIFICATIONS**

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

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

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

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

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

### **8.03 ELECTION**

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

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

**8.03.03** 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.

**8.04 TERM OF OFFICE**

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

**8.05 RESIGNATION OF AN INTERNAL AUDIT BOARD MEMBER**

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

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

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

**8.06 REMOVAL OF AN INTERNAL AUDIT BOARD MEMBER**

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

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

**8.07 VACANCY OF AN INTERNAL AUDIT BOARD MEMBER**

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

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

## **8.08 RESPONSIBILITIES**

**8.08.01** The internal Audit Board shall select a Chair from amongst themselves. The Chair shall report the finding(s) of the Internal Audit Board to the Board of Directors at least fourteen (14) days prior to the Annual General Meeting.

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

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

## **ARTICLE IX FISCAL YEAR**

**9.01 FISCAL YEAR:** The Fiscal year of the Corporation shall commence on January 1 of each year and end on December 31. The terms of elected positions shall run in concurrence with the fiscal year.

## **ARTICLE X COMMITTEES**

### **10.01 COMMITTEES WITH THE AUTHORITY OF THE BOARD:**

**10.01.01** The Committees listed herein shall consist of two (2) or more directors, and shall have and exercise the authority given herein as well as all the authority of the Board of Directors and all other powers given to them by the Board of Directors, except that

authority precluded by Alabama law found at Alabama Code § 10A-3-2. 12(2009). In addition to the minimum of two (2) directors, the Board of Directors may appoint other members to said committees. All Individuals appointed to a committee must be members of the IALHA and in good standing and remain members in good standing for the duration of their committee service.

## **10.02 ELECTIONS COMMITTEE**

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

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

**10.02.03** This committee shall assist the Board of Directors in conducting elections.

## **10.03 ETHICS COMMITTEE**

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

**10.03.02** This committee shall be responsible for the investigation and resolution of ethics complaints as described in these Bylaws and as outlined in Ethics Policies and Procedures as approved by the Board of Directors from time to time.

**10.04 Executive Committee: See Article V of these Bylaws.**

## **10.05 FINANCE AND FUNDRAISER COMMITTEE**

**10.05.01** The Finance and Fundraising Committee shall be chaired by the Treasurer. The Board of Directors shall appoint any additional members of the Committee.

**10.05.02** This committee shall recommend to the Board of Directors policies and procedures for the financial management of the Association and for the preparation of the annual operating budget and annual fundraising plan.

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#### **10.06 IALHA SHOW COMMITTEE**

**10.06.01** The IALHA Show Committee shall consist of the IALHA Show Committee Chairperson and at least one (1) member for each Region. The Board of Directors, in consultation with the IALHA Show Committee Chair, shall appoint the members of the committee.

**10.06.02** This committee shall organize, promote, and conduct the IALHA National Championship Horse Show and organize and approve and promote local and regional horse shows for the general membership.

**10.06.03** This committee shall act as a liaison between the general membership and the Board of Directors on matters relating to horse shows.

**10.06.04** This committee shall assist the Board of Directors in maintaining a list of qualified judges.

#### **10.07 OTHER COMMITTEES WITH AUTHORITY OF THE BOARD**

**10.07.01** In addition to the committees listed herein, the Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one (1) or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in such resolution, in the Articles of Incorporation or the Bylaws, shall have and exercise all the authority of the Board of Directors, except that no such committee shall have the authority precluded by Alabama Code §10A-3-2.12 (2009). The

designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed by law.

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## **10.08 OTHER COMMITTEES**

**10.08.01** Other committees, such as ad hoc committees, not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director or any responsibility imposed by law. All individuals appointed to a committee must be members of the IALHA and in good standing and remain members in good standing for the duration of their committee service. Such committees shall include, but not limited to, the following committees.

## **10.09 EDUCATION COMMITTEE**

**10.09.01** Board of Directors shall appoint the members of the committee and designate a Chairperson.

**10.09.02** This committee shall organize and promote educational seminars and opportunities for the Association members and the general public.

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

## **10.10 IALHA SHOW RULES COMMITTEE:**



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

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

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

**10.10.02.2** For rules of shows not governed by the United States Equestrian Federation (USEF), the Board of Directors may adopt the rules recommended by the IALHA Show Rules Committee.

**10.10.02.3** To establish and implement procedures for the lodging and resolution of protests made during the conduct of the horse shows not governed by the USEF.

#### **10.11 MEMBERSHIP COMMITTEE:**

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

**10.11.02** This Committee shall recruit new and lapsed members and shall review membership policies and procedures and make recommendations to the Board of Directors regarding same.

#### **10.12 TERM OF COMMITTEE MEMBERS**

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

**10.12.02** Any committee member may resign at any time in writing sent to the President.

**10.12.03** The Board of Directors may, by majority vote, remove committee members before the end of the specified term.

### **10.13 FULL COMPOSITION OF REGIONALLY REPRESENTED COMMITTEES**

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

### **10.14 QUORUM AND MEETING**

**10.14.01** For committees with the authority of the Board, the presence of a majority of seated members of a committee shall constitute a quorum. For other committees, the presence of fifty percent of seated committee members shall constitute a quorum.

**10.14.02** Meetings of committees may be telephonic, or a combination of in-person and telephonic.

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

## **ARTICLE XI ETHICS AND SPORTSMANSHIP**

**11.01 STANDARDS:** The Board of Directors shall have the authority to require directors, officers, and committee members who may be privy to confidential information and communications to sign a Non-Disclosure agreement. The Board of Directors may also set the ethical and sportsmanship standards for the IALHA. If a member has violated the IALHA's

ethical standards or standards for sportsmanship, that member may be disciplined, up to and including removal, as provided in these Bylaws.

**11.02 FILING ETHICS COMPLAINTS:**

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

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

**11.03 PROCEDURE FOR ADJUDICATING ETHICS COMPLAINTS:**

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

**11.03.02** If the complaint raises issues that the committee believes to be of merit, the committee shall inform the member, via certified mail, against whom the complaint was made within fourteen (14) days of the determination that the complaint has enough merit to go forward. The person against whom the complaint was made may make any defense he/she wishes in writing pursuant with section 10.03.01.

**11.03.03** After a full investigation into the alleged misconduct, the Ethics Committee shall call a meeting at which the person against whom the complaint was made, the respondent, has a right to attend and present any evidence and call any witnesses. The meeting shall be telephonic, unless the person against whom the complaint is lodged requests an in-person hearing which shall be held at the Offices of the Association. Any individual that requests an in-person hearing for their defense that elects to not attend said hearing will be responsible for

the costs of such hearing and forfeits their right of hearing and appeal. The Committee shall hear any testimony presented at the meeting.

**11.03.03.1** The Committee shall first send, via certified mail, notice to the respondent of the committee's intent to schedule a hearing. The respondent may, in writing pursuant with section 10.03.01, request an in-person meeting within seven (7) days of the receipt of this notice.

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

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

#### **11.04 APPEAL OF DETERMINATION OF GUILT:**

**11.04.01** If the person against whom a complaint is made is adjudicated guilty of the ethical complaint, then he/she shall have the right to appeal the decision to the Board of Directors within fourteen (14) days of the adjudication. The appeal shall be in writing and delivered to the President via certified mail and signed by the appellant. Upon receipt, the President shall call a Special Meeting of the Board of Directors to hear the appeal. The appellant shall have the right to call any witnesses and present any evidence to support his/her case. The meeting may be telephonic unless the appellant, in his/her/their appeal, requests an in-person hearing in which case the meeting shall coincide with the timing of one of the next two regular meetings of the Board. The regular meeting of the Board may recess to conduct the special meeting. The Board of Directors shall make a determination on the merits of the appeal within

fourteen (14) days of the hearing. If the determination supports the Ethics Committee decision, the matter is closed. If the determination of the Board of Directors supports the appellant, then his or her disciplinary action shall be lifted. The decision of the Board of Directors is final and binding.

## **ARTICLES XII GENERAL PROVISIONS**

### **12.01 IALHA POLICY STATEMENTS**

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

**12.02** Any motion approved may be reconsidered:

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

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

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

**12.02.02.2** Three-quarters ( $\frac{3}{4}$ ) majority if a two thirds ( $\frac{2}{3}$ ) majority was required for the original motion.

**12.02.02.3** Unanimous consent if a three-quarters ( $\frac{3}{4}$ ) majority was required for the original motion.

### **12.03 MEETING MINUTES**

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

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

## **ARTICLE XIII ARBITRATION**

**13.01** All claims brought against the Association or any member acting in his/her official capacity by any member of this Association or by any person or entity registering a horse with the Association shall be adjudicated via arbitration pursuant to the rules and policies of the American Arbitration Association. This arbitration shall be binding. Any non-prevailing party who brings an arbitration claim against the Association shall pay all the Association's legal fees and expenses.

## **ARTICLE XIV INSPECTION OF CORPORATE RECORDS**

**14.01** All books and records of this Association may be inspected by any member, director or officer, or his agent or attorney, for any proper purpose at any reasonable time at the

principal place of business. The procedure for inspection of said records shall be determined by the Board of Directors in accordance with Alabama law.

#### **ARTICLE XV AMENDMENTS TO THESE BYLAWS**

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

**15.01.01** 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 special meeting.

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

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

#### **END OF BY LAWS**