



# BY-LAWS

August 6, 2022

## **By Law 1**

There shall be one class of membership. Any individual or legal entity is eligible for membership provided the member pays all fees and penalties. Voting privileges of members are accorded to any individual or legal entity and is registered as the breeder of at least 50% of an accredited Louisiana foal for the year in which the foal is registered and one year thereafter. Any individual or legal entity is eligible for membership and voting privileges provided the member pays all fees and penalties, if any, and is listed as currently owning not less than 100% of a stallion that is registered with the Louisiana Thoroughbred Breeders Association and standing in the State of Louisiana. A legal entity shall be allowed to designate only one member with a right to vote and any member designated with a right to vote for a legal entity must sign the Attestation on the back of the membership form for the legal entity. All members of the legal entity must be members of the LTBA. A member can only vote once per election be it as an individual member or as a selected member of a legal entity. All breeders to an accreditation must be members to receive the membership fee rate.

Persons not eligible to be a Member are eligible to be associate members with no voting rights. However all other rights and privileges awarded a regular member are received. *(Revised 04/10/12)*

The Board of Directors may bestow a membership on an individual or legal entity because of their contribution of time, talent and service which has been of great value to the LTBA. The Honorary Lifetime Member shall pay no dues but shall enjoy all the Benefits of Regular Membership without voting rights.

*(Revised 12/13/19)*

A membership may be paid yearly or paid by a one-time fee determined by the Board of Directors that entitles an individual membership rights to the LTBA and allows the member to one vote provided the qualifications of voting membership are met. If such member fails to meet the qualifications of voting membership during a year, such member shall be considered to have no voting rights for that year.

## **By Law 2**

An eligible person and/or entity must apply for membership and, be approved by a majority vote of the Board of Directors. Upon such approval and the Executive Director confirming to the Board that the current membership dues and/or penalties have been paid, membership shall be awarded. The dues shall be refunded if the application is not approved.

## **By Law 3**

Upon the filing of a written complaint about any member on the LTBA complaint form, an investigation will be performed by the LTBA, after which the member complained of shall be given reasonable notice of the complaint and an opportunity to be heard. The Board of Directors,

after the hearing, upon 75% vote of the directors present, may take any action against the member deemed appropriate to protect the interests of this Association, including the sanctions of expulsion from, termination of, or suspension of membership.

#### **By Law 4**

The Board of Directors each year shall establish the yearly dues by which the dues and any accompanying delinquency fees must be paid to be a member.

#### **By Law 5**

All dues and fees must be paid by July 1<sup>st</sup> each year to be a member or within 30 days of eligibility of being a new member.

#### **By Law 6**

The membership year is July 1st through June 30th of the following year. Membership in this Association is not transferable or assignable.

#### **By Law 7**

Any member who is (1) convicted of a criminal offense which would be a felony under the laws of the United States of America or of the State of Louisiana and is not pardoned or has not completed probation or parole supervision, (2) convicted of a criminal offense which would be a misdemeanor under the laws of the State of Louisiana, which offense is related to the sport of racing or to the business of breeding, and is not pardoned or has not completed probation or parole supervision or (3) under a final order of the Louisiana State Racing Commission suspending or terminating any racing privilege or right in this State, the Board of Directors may terminate the membership of a member of this association by a 2/3 majority vote of the Board of Directors. Upon such termination, the member of this Association shall not have initiation or application fees returned or dues returned.

#### **By Law 8**

There shall be an annual meeting of the members held 30 days after written notice by mail or electronic mail of this date, time and place of the meeting, which shall have been determined by the President and the Executive Director.

### **By Law 9**

A special meeting of the Members may be called by the President, by a majority of the Board of Directors, or by 20% of the Members, which meeting shall be held at a designated location selected by the Executive Director. The Members shall be given 14 days written notice by mail or electronic mail of the date, time, place and purpose(s) of the meeting.

### **By Law 10**

The depositing of written notice, postage prepaid, in the U.S. mail, addressed to the Member at his address as it appears on the records of this Association constitutes written notice.

### **By Law 11**

The location of the principal office of this Association shall be determined by a 2/3 vote of the Board of Directors.

### **By Law 12** *(Revised 03/31/15)*

The affairs of this Association are entrusted to the Board of Directors, which shall have full power to authorize and make contracts, expend funds for the purposes, aims, objectives and operations of this Association. There shall be no more than 13 (thirteen) directors nor less than (9) nine, each of whom must be a Member in good standing. Each board member elected shall serve for three years unless elected to fill a vacancy. The board membership terms are staggered which shall result in approximately 1/3 of the board being subject to election annually.

Each Board Member shall have the right to cast a vote on all matters and issues properly brought before the board. Prior to the vote a simple majority of the total number of directors must be present to establish a quorum.

The right to vote may be restricted by the Conflict of Interest Policy established by this Association. Any Board Member who has a conflicting interest as defined in this Associations Conflict of Interest Policy shall be identified as an interested party and shall not vote on the issue or matter in which he/she has a conflicted position. A conflicted party shall still be counted for the purpose of determining a quorum.

Unless otherwise expressly required by law, the articles of organization, or specific contrary bylaw, the Board of Directors is authorized to act upon the majority vote of the Board of Directors present at the commencement of the meeting. In those circumstances requiring a vote where there is one or more conflicted parties, a majority or higher number as required by law or by-law, of eligible voters shall be sufficient to pass the matter or issue before the board. For purposes of this section eligible voter means a non-conflicted board member.

### **By Law 13**

A Member may run for election to the Board of Directors by submitting their requests in writing and received by the Executive Director on or before August 15<sup>th</sup> of the year of the election. The Executive Director shall supply to the Board on or before August 25<sup>th</sup> the name(s) of the Member(s) seeking election to the Board which will qualify that Member for election to the Board. The voting Members shall be supplied with ballots by mail accompanied by voting instructions on October 1<sup>st</sup> to be completed and returned as instructed and counted no later than the last week day of October of the year of the election.

### **By Law 14**

Vacancies occurring on the Board of Directors remain vacant until the next annual vote of the members.

### **By Law 15**

The Board of Directors shall meet quarterly during the course of the year. The President and Executive Director shall determine the date, time and place of the next quarterly meeting of the Board of Directors and the directors shall be notified in writing or by electronic notification ten (10) days prior to the meeting.

### **By Law 16**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be considered for guidance only by the Board and in which they are not inconsistent with these bylaws, any special rules of order that may be adopted, and any statutes applicable to this organization that do not authorize the provisions of these by-laws to take precedence. *(Revised 02/05/11)*

### **By Law 17**

Special meetings of the Board of Directors may be called upon 10 days electronic notice to the directors of the date, time, place and purpose(s) of the meeting. The President, Executive Director or any four directors may call a special meeting.

### **By Law 18**

Unless otherwise expressly required by law, the Articles of Incorporation or a specific by-law to the contrary, the board is authorized to act upon the majority vote of the directors present if a quorum of the directors was present at the commencement of the meeting. A simple majority of the directors are required for a quorum. *(Revised 04/10/12)*

## **By Law 19**

The Board of Directors shall elect its officers and/or the officers of this Association each year. Any appointment may be rescinded or terminated by a majority vote of the Board. The Board may establish any conditions to an appointment, including but not limited to, the posting of a bond for performance of duties.

## **By Law 20**

The Executive Officers of this Association shall be a President, First Vice-President, Second Vice President and Secretary-Treasurer. The Executive Officers must be directors, except the Secretary Treasurer who may or may not be a director. Election of the President, First Vice-President and Second Vice-President shall be annually at the first meeting of the Board of Directors immediately following the Annual election of the Board. Any vacancy of an Executive Officer during a term may remain vacant until the next annual election.

## **By Law 21**

The President is the chief and principal executive officer with general supervision of the business and affairs of this Association. The duties of the president include presiding at all meetings, signing with the Secretary-Treasurer contracts authorized by the board or those incidental to the conduct of the ordinary affairs of the corporation, and discharging duties assigned by the Board of Directors. The President may establish committees and appoint Members to a committee(s). The President is an ex-officio member of all committees.

## **By Law 22**

The First Vice-President shall perform the duties of the President in the absence or disability of the President. Likewise, in the absence or disability of the President and First Vice-President, the Second Vice President shall perform the duties of the President.

## **By Law 23**

The Secretary-Treasurer shall perform the duties incidental to the office, including but not limited to, the maintenance of the minutes and records of this Association, its board and committees, to the giving of notices and other duties assigned to the office. The Secretary-Treasurer shall, subject to the direction and instructions of the Board of Directors, serve as the Executive Director of this Association and manage the daily operations of this Association.

## **By Law 24**

The Board of Directors shall annually appoint three directors to the Executive Committee, one of whom must be the President. The Executive Committee shall exercise the powers conferred upon it by law, by the Articles of Incorporation, By-Laws and by the Board of Directors.

## **By Law 25**

The Executive Director shall verify and submit the Board of Directors a list of association members with full membership rights as of July 31<sup>st</sup> of each year. This submission to the Board will occur on or before August 20<sup>th</sup> of each year.

## **By Law 26**

Each committee shall keep minutes and records and shall report at each regular meeting of the Board of Directors upon request to report on the activity of the committee by the Board and at such other times as required by the Board.

## **By Law 27**

### Finances.

- (A) In the absence of special resolution of the Board of Directors, all negotiable instruments, evidences of indebtedness or other financial obligations shall be signed by the Secretary-Treasurer and/or the President of the Association. *(Revised 10/08/13)*
- (B) The funds of this Association shall only be deposited in federally insured institutions or accounts or invested in government-backed securities, notes or bills.
- (C) The board, on behalf of the LTBA, may accept contributions, gifts, bequests, grants and the like.
- (D) The fiscal year shall begin January 1st and conclude the following December 31st.  
*(Revised 08/05/17)*
- (E) Once a year, the Executive Director, pursuant to Board action, shall publish the amounts and due dates for dues, delinquency fees and charges, application and registration fees, accreditation fees, entry fees and all schedules of payments to be a Member.

## **By Law 28***(Part C Revised 1/01/21)*

- (A) **Foal Accreditation:** In order to have a foal accredited as a Louisiana Bred Horse, the following requirements shall be fulfilled.

- (1) The foal must be born in the State of Louisiana; and
- (2) The foal's dam must meet the appropriate residency requirements based on her designation as a resident or a non-resident mare as defined below. All mares entering the program must be registered with the LTBA upon entry into the State of Louisiana and upon each transfer of ownership thereafter. As set forth by the LTBA rules, failure to register a mare and her domicile in a timely manner shall result in penalties and/or in the mare's foals being denied the status of an Accredited Louisiana Bred. All mares are subject to inspection at any time.

**(a) Resident Mare:**

- a. A broodmare that once entered in the Louisiana Program, must be in residence in Louisiana except that she may leave the state for breeding purposes. The broodmare must return to Louisiana by August 1 in the year of conception and must remain continuously until foaling.
- b. A broodmare which enters Louisiana and registers with the LTBA prior to foaling in the state of Louisiana. The broodmare must remain in residence in Louisiana continuously until foaling except after foaling that she may leave the state for breeding but must return to Louisiana by August 1st. However, a broodmare may exit the program after foaling her second accredited Louisiana Bred foal or after December 31st of the year bred if said mare is not in foal.

**(b) Non-Resident Mare** is a broodmare that arrives in Louisiana in foal and after foaling must be covered by a Louisiana domiciled stallion in that foaling year, and pregnant or not, must remain in Louisiana for a period of ninety (90) days after foaling or until August 1 of the foaling year, whichever is earlier.

- (3) Prior to breeding, the LTBA must be notified in writing of any intention to ship a mare out of the State of Louisiana to be bred. The LTBA must also be notified upon the return to Louisiana of same mare. Failure to notify the LTBA shall jeopardize the accreditation of the foal(s) out of that mare.
- (4) The sale of a mare at a public auction prior to her foaling for a second foal, allows her first foal to be eligible for accreditation provided the mare resided in Louisiana for 6 months of her current foaling year.
- (5) If a mare in Louisiana requires emergency invasive surgery at a veterinary facility outside Louisiana, the Louisiana Thoroughbred Breeders Association office must be notified within 72 hours. Upon the mare's release to travel by the attending veterinarian, she must be returned to Louisiana within ten (10) days. It will be the responsibility of the mare's owner to provide documentation relevant to this situation, if requested by the Louisiana Thoroughbred Breeders Association office.



- (6) If a resident mare is entered in an advertised public Thoroughbred sale or sanctioned internet sale and repurchased in that sale, and will remain in the Louisiana Program, she may leave the state only for the interval of that sale, and must return to Louisiana within fifteen (15) days of her repurchase if the foal she is carrying is to maintain eligibility for accreditation.
- (7) If for any reason, besides those above mentioned, a thoroughbred mare is to be removed from the State of Louisiana; the LTBA must be notified in writing prior to said removal. Removal of the mare from the state without LTBA notification shall incur a \$500.00 penalty in connection with the accreditation of her foal(s).

**(B) Breeders Awards:** Breeders Awards shall be paid and disbursed to the breeder who becomes entitled thereto pursuant to the provisions hereof, according to a schedule or formula and within a period which is or shall be established by the Board of Directors of the Louisiana Thoroughbred Breeders Association. (La. R.S.4:165)

- (1) Breeders Awards shall be paid on the following schedule.
  - (a) Foals out of Resident Mares that are sired by Louisiana domiciled stallions shall receive full breeder's awards according to the schedule established by the Board of Directors.
  - (b) Foals out of Resident Mares that are sired by out of state stallions and the mare is bred back to a Louisiana domiciled stallion shall receive awards of 90% of full breeder's awards according to the schedule established by the Board of Directors.
  - (c) Foals out of Resident Mares that are sired by out of state stallions and the mare is bred back to an out of state stallion shall receive one half of full breeder's awards according to the schedule established by the Board of Directors.
  - (d) Foals out of Non-Resident Mares shall receive one half of full breeder's awards according to the schedule established by the Board of Directors.

**(C) Foal Registration:** In addition to the requirements of Part B Section 1 (A) above, a foal eligible for accreditation as a Louisiana-bred to complete its accreditation must also be registered with the LTBA by its breeder. Registration consists of the following:

- (1) Completion of the official Application for Registration of an accredited Louisiana-bred foals by the breeder or by the breeder's authorized representative of the LTBA.
- (2) Payment of the required accreditation fee and/or any penalties.
- (3) Verification by the LTBA and placement of the electronic seal of the LTBA upon the Jockey Club registration papers.

## **By Law 29**

A foal's accreditation must be completed to be eligible for breeder awards and to receive any other benefits which may be available to an accredited Louisiana bred horse.

## **By Law 30** *(Revised 6-6-15)*

Louisiana Stallion Award Eligibility. A stallion standing in Louisiana is defined as a stallion domiciled year-round in Louisiana with the purpose of covering mares in a breeding season. The owner of a stallion standing in Louisiana must register the stallion with the LTBA within 30 days of entry in the state and/or change of ownership.

To be eligible for stallion owner's award as set forth by the LTBA Board of Directors, the stallion must have been enrolled in the Stallion Award program by payment of the required fee during the calendar year in which the foal was conceived.

To remain eligible for the Stallion Awards such stallion(s) shall not depart the state except:

- (1) When the LTBA approves the stallion's departure to the Southern Hemisphere for the Southern Hemispheric breeding season.
- (2) If the stallion in Louisiana requires medical treatment at a veterinary facility outside Louisiana.
- (3) If a stallion has participated in the stallion award program for four consecutive years he is entitled to leave without penalty. If a stallion has not participated in the stallion award program for four consecutive years, the stallion will be awarded according to a schedule established by the executive committee of the LTBA.
- (4) If pensioned

All departures must be reported in writing or electronically to the LTBA office before the stallion leaves the state.

With a medical departure, the LTBA office must be notified in writing or electronically within 72 hours of that departure. Upon the stallion's release to travel by the attending veterinarian and to be in compliance, the stallion must be returned to Louisiana within ten (10) days of the medical release. Written notice of the return shall be given to the LTBA. It is the responsibility of the stallion's owner to provide documentation relevant to this situation if requested by the LTBA office.

The LTBA must also be notified in writing or electronically of a stallion returning from the Southern Hemisphere to continue his domicile in the State of Louisiana. All domicile changes within the State must also be reported to the LTBA in writing or electronically.

### **By Law 31**

Procedure for Disqualification. Upon reason to believe that a thoroughbred has been erroneously registered as an accredited Louisiana-bred, the Board of Directors may, after 10 days written notice to the breeder, disqualify such thoroughbred and declare it ineligible for accreditation if it is found that the thoroughbred should not have been accredited. A breeder aggrieved by a refusal to accredit a foal or by the Board's declaration of disqualification and ineligibility may request a reconsideration of the decision to the Board of Directors in writing within (ten) 10 days of the notification to the breeder of the refusal or declaration, which reconsideration shall be heard at the next regularly scheduled meeting of the Board of Directors, or at such time to be determined by the Board. Written notice shall be given to the aggrieved breeder at least 10 days prior to the reconsideration by the Board.

### **By Law 32**

In the event that any person is found by the Board of Directors to have intentionally or fraudulently misrepresented to the LTBA the eligibility of a thoroughbred for accreditation or registration, such person may be permanently barred from participation in any awards program of the LTBA.

### **By Law 33**

Any person claiming a right to accreditation, registration, awards or any other benefit of the LTBA is subject to the following: In the event that the person institutes legal proceedings against the LTBA and/or its directors, officers, agents or employees and said person does not prevail in the legal proceedings, then the person is obligated to pay all the reasonable costs incurred in the defense of the proceedings, including the legal fees, expenses and court costs of the LTBA and its directors, officers, agents or employees.

### **By Law 34**

(A) This corporation may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the name of the corporation) by reason of the fact that he is or was a director, officer or agent of the corporation or is or was serving at the request of the corporation as a director, officer or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the name of the corporation, the indemnify shall be limited to expenses (including attorney's fees and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or

misconduct in the performance of his duty to the corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(B) To the extent that a director, officer, or agent of this corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) Any indemnification under subsection A of this section (unless ordered by the court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel.

(D) Expenses incurred in defending such an action, suit or proceeding may be paid by the corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in subsection of this section, upon receipt of an undertaking by or on behalf of the director, officer or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(E) A corporation shall have power to procure insurance on behalf of any person who is or was a director, officer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

## **By Law 35**

The By-Laws may be altered, amended or repealed and new By-Laws adopted by a vote of two thirds of the Board of Directors. At least ten days written notice shall be given to the directors of the intention to alter, amend, repeal or adopt new By-Laws at a Regular or Special Meeting. The notice shall identify the specific By-Law and/or By-Laws to be changed and shall specify the changes sought to be made. Such action may then be taken by a vote of two-thirds of the Board of Directors.

### **By Law 36**

To the extent that any person's rights, privileges and obligations need to be determined, after the last amendment to the By-Laws are made, reference may be made to the previous By-Laws in effect prior to the said amendment.