



# **BY-LAWS**

Updated December 13, 2019

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## Part A

### Section 1.

There shall be three (3) classes of membership: Regular, Associate and Honorary Life. The qualifications and voting privileges of each class are as follows:

#### (A) Regular Member

- (1) An individual of majority actively engaged in the breeding of a thoroughbred horse domiciled in Louisiana that he/she owns or whose ownership interest in multiple breeding horses domiciled in Louisiana totals fifty percent (50%). Actively engaged is defined as the mating of a thoroughbred mare with a thoroughbred stallion and/or foaling a thoroughbred mare in each membership year. Ownership of the breeding entity on the membership application shall correspond with the mare's registration and accreditation of said mare's foals or stallion's registration recorded with the Louisiana Thoroughbred Breeders Association. Such members shall have one vote only. *(Revised 12/13/19)*
- (2) A Legal Entity, (Corporation, Partnership, LLC, LLP, Estate, Farm, other than an individual), actively engaged in the breeding of a thoroughbred horse domiciled in Louisiana which owns at least one thoroughbred breeding horse domiciled in Louisiana or whose ownership interest in multiple breeding horses domiciled in Louisiana totals fifty percent (50%). The voting right of the members, partners or shareholder of any such entity is determined as follows:
  - i. Determine the percentage of ownership interest of each qualified breeding horse owned by the legal entity;
  - ii. Combine all such ownership interests of the legal entity to determine a total ownership interest;
  - iii. if the total ownership interest combined equals or exceeds a 50% interest in qualified horse or horses the entity shall be entitled to designate a member, partner or shareholder, with the right to vote;
  - iv. The entity shall be allowed to designate only one member, partner or shareholder with the right to vote;
  - v. any person designated with the right to vote pursuant to this sub-section must be a dues paying regular member and is entitled to only one vote. *(Revised 12/13/19)*

(B) Associate Membership:

Persons not eligible for membership under (A) above or (C) below 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)*

(C) Lifetime Membership:

(1) Honorary Lifetime: A membership bestowed on an individual or legal entity by the Board of Directors or the membership of the LTBA because of their contribution of time, talent and service which has been of great value to the LTBA. The Honorary Life Member shall pay no dues but shall enjoy all the Benefits of Regular Membership

*(Revised 12/13/19)*

(2) Lifetime: A membership paid by a one-time fee determined by the Board of Directors that entitles an individual membership rights to the LTBA. The member is entitled to one vote provided he/she meets the qualifications of Regular Membership. Although the member's fee is fully paid, that member must complete the membership application each year and submit to the LTBA office. If such member fails to meet the qualifications of Regular Membership at any time, such member shall be considered an Associate member with no voting rights. *(Revised 04/10/12)*

**Section 2.**

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

**Section 3.**

Only a Regular Member and Lifetime Member shall be entitled to vote, subject to the voting rules. An Associate Member is not entitled to vote. A voting member is entitled to one vote and one vote only regardless of member classification. *(Revised 04/10/12)*

**Section 4.**

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.

#### **Section 5.**

The Board of Directors shall establish the amount of dues and the dates by which the dues and any accompanying delinquency fees must be paid.

#### **Section 6.**

No person shall be entitled to vote, at any meeting including the Annual Membership Meeting, unless the dues and delinquent fees, if any, have been paid in full not less than sixty (60) days prior to such vote and/or meeting.

#### **Section 7.**

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

#### **Section 8.**

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.

#### **Section 9.**

There shall be an annual meeting of the members held 30 days after written notice by mail of this date, time and place of the meeting, which shall have been determined by a majority vote of the Board of Directors.

#### **Section 10.**

Special meetings of the members may be called by the President, by the Board or Directors, or by 20% of the members in good standing, which meetings shall be held at the offices of this Association (unless the Board of Directors designates otherwise). The members shall be given 30 days written notice by mail of the date, time, place and purpose(s) of the meeting.

**Section 11.**

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.

## **Part B**

### **Section 1.**

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

### **Section 2.** *(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 14 (fourteen) directors nor less than (9) nine, each of whom must be a Regular 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 by-law, 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 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.

### **Section 3.**

The Board of Directors shall appoint a nominating committee from among its members whose duty it will be to nominate a minimum of one person for each position to be filled plus two additional persons. The nominating committee shall also cause the voting Members to be notified of the deadlines for submitting additional nominees. In order to nominate someone not selected by the nominating committee, the name of the nominee must be submitted by the deadline with the signature of five voting Members nominating the person, accompanied by a letter of acceptance signed by the nominee certifying a willingness to serve as a director. The voting Members shall be supplied with the ballots by mail accompanied by voting instructions.

#### **Section 4.**

Vacancies occurring on the Board of Directors may be filled by the Board of Directors until the next annual vote of the members.

#### **Section 5.**

The Board of Directors shall regularly meet during the course of the year. Before adjourning any regular meeting of the Board, it shall determine the date, time and place of the next regular meeting of the Board of Directors and the directors shall be notified in writing of said meeting.

#### **Section 6.**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these by-laws, 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)*

#### **Section 7.**

Special meetings of the Board of Directors may be called upon 10 days written notice to the directors of the date, time, place and purpose(s) of the meeting. Only the President, First Vice-President, or any three directors may call a special meeting.

#### **Section 8.**

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)*

#### **Section 9.**

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

#### **Section 10.**

Officers. 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 Membership Meeting. These executive officers shall remain in office until each successor shall have been elected. Vacancies in offices shall be filled by the Board of Directors for the unexpired portion of the term.

#### **Section 11.**

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. The President is an ex-officio member of all committees.

#### **Section 12.**

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.

#### **Section 13.**

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.

#### **Section 14.**

The Executive Committee. 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.

#### **Section 15.**

Membership Committee. The President shall annually appoint a Membership Committee which shall consist of the President and a minimum of three members of the Board of Directors. The Membership Committee shall periodically review membership applications submitted to the Association for renewal or approval. The management of



the Louisiana Thoroughbred Breeders Association will provide the Committee with a computer generated current list of members, membership type, name of horse owned, percentage owned, dues status and year last foal accredited. This list shall be available to the Committee 120 days and 60 days prior to the election so that the Committee can submit to the entire Board of Directors for approval of the membership list at least 30 days prior to any election. The Membership Committee shall provide a list of persons it feels should be approved as members to the Secretary-Treasurer for approval by the Board of Directors. For a Member to vote his membership shall be approved at least 30 days prior to any election. *(Revised 02/05/11)*

## **Section 16.**

Committees. Any committee, including the Executive Committee, shall keep minutes and records and shall report its activities at each regular meeting of the Board of Directors and at such other times as required by the board.

## **Section 17.**

### 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) From time to time the board shall establish and 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.

## **Part C** *(Part C Revised 12/08/11)*

## **Section 1.**

(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.

(2) The foal's dam must be domiciled in the State of Louisiana and meet the appropriate residency requirements based on her designation as an imported, a resident, sale, departing, in-foal, or barren mare. 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) ***An Imported Thoroughbred Broodmare*** is a broodmare that is having her first Louisiana dropped foal, or resided outside Louisiana after August 1st of the year covered. An imported Thoroughbred broodmare is either:

1. A mare who arrives in Louisiana in foal to an out of state stallion and after foaling, if bred, must be covered by a Louisiana domiciled stallion in that foaling year, and pregnant or not, must remain in Louisiana through December 31st of the foaling year, except that her sale at a public Thoroughbred sale after six (6) months of Louisiana residency of the foaling year, will not affect eligibility of her foal.

2. A mare who has undergone a change of ownership, a maiden mare, and/or a mare that arrives in Louisiana in foal to a Louisiana domiciled stallion, if bred in that foaling year, may go out of state to breed provided she returns to Louisiana by August 1st of the year bred. A departure form before she leaves and arrival form when she returns must be filed with the LTBA office. This mare, pregnant or not, must remain in Louisiana through December 31st of the foaling year, except that her sale at a public Thoroughbred sale after six (6) months of Louisiana residency of the foaling year, will not affect eligibility of her foal.

(b) ***A Resident Louisiana Thoroughbred Broodmare*** is a broodmare that has previously dropped a foal in Louisiana and permanently resides in Louisiana, except that during the breeding season she may leave for breeding purposes, but must return to Louisiana by August 1st of the year bred. She must remain in Louisiana if in foal until that foal drops or through December 31<sup>st</sup> of the year bred if not in foal. Such mare must be bred on alternate years to a Louisiana domiciled stallion. However, if the cover to the non-Louisiana domiciled stallion does not produce a live foal, such mare may be bred to a non-Louisiana domiciled stallion during the following breeding season.

(c) ***Sale Mares.*** If a mare is sold after foaling in Louisiana it will be incumbent on the breeder to verify to the LTBA that the sale is authentic in order to maintain the accreditation of the last live foal produced by the mare provided the mare has domiciled in Louisiana 6 months of that foaling year.

1. If a mare is entered in an advertised public Thoroughbred sale, sold or 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 sale/repurchase if the foal she is carrying is to maintain eligibility for accreditation.

2. An imported mare that has dropped a foal in Louisiana, been bred back to a Louisiana domiciled stallion, and completed 6 months of residency in Louisiana can be sold at an advertised public Thoroughbred sale and depart Louisiana without jeopardizing accreditation of the foal of that year dropped in Louisiana.

3. A resident mare that was bred to a Louisiana domiciled stallion or bred to an out of state stallion and returned by August 1<sup>st</sup> of the year bred can be sold at an advertised public Thoroughbred sale and depart Louisiana without jeopardizing accreditation of the foal of that year dropped in Louisiana.

(d) ***Departing Mares.*** A mare that voluntarily departs the Louisiana Program without meeting sale provision (c) above cannot register in the program for one entire breeding season after departure and will be considered an imported mare on re-entry. The following mares may depart the Louisiana Program without jeopardizing the accreditation of that year's foal out of the departing mare.

1. A resident mare that foaled a Louisiana domiciled sired foal and has completed 18 months of residency in Louisiana.

2. A resident mare that was bred out of state returned to Louisiana by August 1<sup>st</sup> and completed 6 months of residency in the foaling year.

3. An imported mare that dropped her foal in Louisiana was covered by a Louisiana domiciled stallion and completed residency through December 31<sup>st</sup> in the foaling year.

(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) 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.

(5) 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 jeopardize the accreditation of her foal(s).

(6) The breeder of an accredited Louisiana bred is entitled to the breeders award as determined by a schedule established by the Board of Directors of this Association.

**(B) Foal Registration:** In addition to the requirements of Part C 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, if a resident of the State of Louisiana, or by an authorized representative of the LTBA.

(2) Payment of the required accreditation fee.

(3) Verification by the LTBA and placement of the seal of the LTBA upon the Jockey Club registration papers.

## **Section 2.**

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

## **Section 3.** *(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.

#### **Section 4.**

Procedure for Disqualification. Upon reason to believe that a thoroughbred has been erroneously registered as an accredited Louisiana-bred, the Executive Committee or 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 Executive Committee's declaration of disqualification and ineligibility may appeal 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 appeal shall be heard at the next regularly scheduled meeting of the Board of Directors, or at such time to be determined by the Board.

#### **Section 5.**

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.

#### **Section 6.**

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.

## **Part D**

## **Section 1.**

(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, or (3) by the members.

(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.

## **Part E**

### **Section 1.**



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.

**Section 2.**

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.