

**BYLAWS OF THE  
LIPIZZAN FEDERATION OF AMERICA**

**ARTICLE I**

**Purposes**

**Section 1.1** Purposes and Powers.

The purposes for which the Lipizzan Federation of America [LFA] is organized and shall be operated are:

- A. To preserve and protect the breed of horses known as Lipizzan;
- B. To establish, maintain and publish pedigrees and transfers of ownership of Lipizzan horses;
- C. To promote the breeding, use, and exhibition of Lipizzan horses;
- D. To collect and record data about the origin and development of Lipizzan horses; together with all other matters necessary or convenient to further the interests of the breed;
- E. Subject to the restrictions set forth in the Restated Articles of Incorporation of the LFA to engage in any other lawful activities, none of which shall be for profit, for which corporations may be organized under the Arizona Nonprofit Corporation Law.

**ARTICLE II**

**Members**

**Section 2.1** Classes of Members.

The LFA shall have two classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

A. Regular Members.

A Regular Member shall be any person at least 18 years of age paying one membership fee, whose application for Membership has been approved by the Secretary in accordance with Section 2.1.A.i.a of this Article II and any person recognized as a Life Member.

- i. Any person owning a Lipizzan horse registered with the LFA shall be eligible to apply for “Regular” Membership.
  - a. Confirmation of pedigree and ownership may be requested. This request may be satisfied by Documentation establishing the pedigree and bloodline of the prospective member’s horse as well as documentation of ownership.
  - b. All applicants for regular membership shall file with the Secretary of the LFA a written application in such form as the Board of Directors shall from time to time determine. The Secretary shall pass upon each application and shall approve or reject it in accordance with such rules and regulations as adopted from time to time by the Board of Directors.
- ii. Life Members.
  - a. The Board of Directors may elect to Life Membership any person who for special reasons may be deemed entitled to this privilege. Life Members shall not be required to pay an initiation fee or annual dues. Life Membership continues for the natural life of the person to whom it was awarded, regardless of whether or not that person owns a registered Lipizzan Horse.
  - b. Those individuals currently recognized as Life Members of either LANA, ALBA, or USLR shall continue to be so recognized as Life Members of the LFA. Only such Life Members whose names are submitted to the LFA by the Boards or Officers of the LANA, ALBA, or USLR shall be recognized by the Board of Directors upon the adoption of these By-Laws.

**B. Associate Member.**

Any person interested in or associated with the Lipizzan horse, such as, but not limited to, trainers, exhibitors, suppliers, veterinarians, show managers, farriers, or approved judges, who pays the LFA an Associate Membership fee as determined by the Board of Directors of the LFA shall be eligible to apply for “Associate” Membership.. Associate Members may be invited to events as observers. Associate Members are granted such privileges as determined at the discretion of the Board of Directors.

**Section 2.2 Term of Membership.**

Membership shall have an annual term from October 1 to September 30 of each year. New members joining between the beginning of the year and July 1 of any year shall be considered active Regular Members for the current dues year. New members joining after July 1 of any year shall be considered an active Regular Member for the upcoming Dues year.

### **Section 2.3** Voting Rights.

Each Regular Member in good standing who has been a member for at least sixty (60) days per LFA records and who currently owns a Lipizzan horse registered with the LFA or has, within the last 12 months, owned a Lipizzan horse registered with the LFA shall be entitled to one vote on each matter submitted to a vote of the members except that members shall have the right to nominate candidates and vote in elections of Directors only to the extent authorized by Section 3 of Article IV of these Bylaws.

### **Section 2.4** General Privileges and Obligations of Membership.

- A. Regular Members in good standing shall have equal rights and privileges, except as otherwise limited by these Bylaws. All members shall obey and be bound by these Bylaws, by the rules and regulations adopted from time to time by the Board of Directors and by the decisions and actions of the Board.
- B. Members of the LFA shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt.

### **Section 2.5** Disciplinary Rules.

Members may be disciplined, suspended, or expelled for cause after an appropriate hearing in accordance with such rules and regulations as adopted from time to time by the Board of Directors.

### **Section 2.6** Resignation.

Any member may resign by filing a written resignation with the Secretary of the LFA, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges for which the member became liable prior to resignation.

### **Section 2.7** Reinstatement.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of at least two-thirds of the directors in office, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

### **Section 2.8** Transfer of Membership.

Membership in the LFA shall not be transferable.

### **Section 2.9** Renewal of Membership.

Membership shall be renewed annually. Renewal and dues notices shall be sent by the

Secretary by August 1 of each year. Dues must be paid before October 1 of any year.

**Section 2.10** Lapsed Membership.

A member whose membership has lapsed shall be eligible to be reinstated by the Secretary upon such terms and conditions as determined by the Board of Directors upon payment of any and all unpaid back membership fees, together with a reinstatement fee to be determined and published by the Board of Directors.

**Section 2.11** Suspension/Expulsion from Membership.

- A. Suspension of membership. The Board of Directors, upon its own initiative or upon the request of an Officer or Member may bring expulsion or suspension charges against any member for conduct deemed to be disruptive or detrimental to the welfare or good of the LFA.
- B. The affected member shall be notified in writing with a full statement of the reasons by registered first class mail sent to the Members last known address. Within thirty days of mailing the charges, the member may request a hearing before the Board by mailing such request to the office or address established by the Board of Directors for conducting business. If a request for hearing is not received within 30 days, the Board may decide whether to terminate the membership. If a hearing is requested, it shall be held at a place to be determined by the President or Chairman of the Board. The hearing shall be informal and the rules of evidence shall not apply.
  - i. Following a hearing, the Board shall decide whether to terminate the membership. The Board may, with or without a hearing, take action less than expulsion, including reject the charges, reprimand the member, suspend the member for a specified term or institute any other action as may be appropriate. The decision of the Board is final and cannot be appealed.
  - ii. If membership is terminated, all membership rights, including prepaid dues, shall be forfeited. Any member expelled, or who resigns after expulsion charges have been brought, is barred from any class of membership for life.
- C. The President or the Board or its authorized designee(s) may take immediate action to suspend a member who is involved in disruptive conduct or conduct detrimental to the welfare or good operation of the LFA including, but not limited to, behavior at LFA events or on the LFA website, in those situations which, in the opinion of the LFA, mandate immediate action to prevent disruption or disparagement of the LFA its operations, reputation or public image. Such suspension may continue until further direction from the Board or its authorized designee(s) or until expulsion or other appropriate action is taken by the LFA.

## ARTICLE III

### **Meetings of Members**

#### **Section 3.1** Annual Meeting.

An annual meeting of the members shall be held at a time and date no later than the end of November of each year as determined by the Board of Directors, for the purpose of receiving annual reports relating to the activities of the LFA and for the transaction of such other business as may come before the meeting.

#### **Section 3.2** Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or not less than two-tenths of all members having the right to vote at such meeting.

#### **Section 3.3** Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If a special meeting be otherwise called, the place of meeting shall be as designated in the notice of such meeting.

#### **Section 3.4** Notice of Meetings.

Written notice stating the place, day and hour of any meeting of members shall be delivered either personally or by regular or electronic mail, to all members entitled to vote at such meeting, not less than 30 before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

- A. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the members at the members' address as it appears on the records of the LFA, with postage thereon prepaid.

#### **Section 3.5** Informal Action by Members.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a quorum, as defined in Section 3.6, of Regular Members entitled to vote with respect to the subject matter thereof.

**Section 3.6 Quorum.**

Those Members present at any annual or special meeting of Members together with the personally signed ballots of other Members, all of which amount to at least thirty (30%) percent of all then recognized LFA active members shall constitute a quorum at such meeting.

**Section 3.7 Voting.**

At any special or annual meeting of members, a member entitled to vote may cast one (1) vote, either in person or by signed ballot which was distributed for such purposes by the Secretary or by electronic mail. The nomination and election of directors may be conducted in person, by mail, or electronic mail in accordance with such rules and regulations as adopted from time to time by the Board of Directors.

**Section 3.8 Manner of Acting.**

A majority of the votes entitled to be cast on a matter to be voted upon by the members at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is specifically required by law or by these Bylaws.

**ARTICLE IV**

**Directors**

**Section 4.1**

The business and property of the LFA shall be managed and controlled by the Board of Directors hereinafter created and empowered. The Board of Directors shall be comprised of members of Elected Directors.

A. Elected Directors.

It is a privilege, not a right to serve on the Board of Directors. Throughout his/her tenure, a Director must (1) remain an LFA member in good standing, (2) adhere to LFA rules and regulations pertaining to membership conduct and (3) conduct themselves in an exemplary manner such as to favorably reflect on the Board of Directors and the LFA. A Director's conduct is subject to continual review, and a Director's service on the Board of Directors may be terminated or rejected by the Board of Directors for cause detrimental to the interest of the LFA, its programs, policies, objectives and harmonious relationship of its members.

**Section 4.2 General Powers.**

The Board of Directors may adopt rules and regulations governing the rights, privileges and obligations of members not inconsistent with these Bylaws. The Board of

Directors may affiliate the LFA with LFA Regional Clubs, International Affiliates, and/or other organizations that share the purposes of the LFA upon such terms and conditions and in such manner as determined from time to time by the Board of Directors.

**Section 4.3** Qualifications, Number, Term, Nomination, Election and Member Voting.

- A. To be eligible to serve as an LFA director, a person must be a voting member in good standing of the LFA and have been an active member in good standing of the LFA for at least three (3) consecutive years next preceding the applicable election and elected in accordance with these Bylaws.
  - i. Any member who, as the result of LFA disciplinary action, has been determined guilty of a violation of any LFA Rules and Regulations shall be ineligible to hold the position of director. Any member who has been convicted of a crime punishable by imprisonment in a State or Federal prison, or who has been convicted of a crime involving moral turpitude shall be ineligible to hold the position of director. If a director ceases to be an active member in good standing of the corporation, such director shall thereafter be ineligible to continue to serve as a director and the Board of Directors shall immediately remove such director from the Board of Directors and the vacancy shall be filled in accordance with these Bylaws.
- B. The number of directors shall be nine (9).
- C. To be nominated for election as a director, a member qualified to be a director must submit a petition, on a form approved by the LFA. In a regular election, the petition must be submitted on or before the last day of July in the election year and in a special election the petition must be submitted as required by the LFA Board of Directors. The nominating petition must be signed by at least five (5) LFA members in good standing.
- D. The regular election of directors shall occur in October or November of each year. Only regular LFA members in good standing at least 60 days before the election who have, within the past 12 months, owned a Lipizzan horse registered with the LFA shall be eligible to vote in the regular election that year. The LFA Board of Directors may establish the membership eligibility deadline for special election and other purposes.
- E. Each active member in good standing shall be entitled only to one (1) vote on all matters upon which such member is entitled to vote.
- F. The LFA shall prepare a ballot for each election being held. Ballots must be completed and returned according to LFA election procedures as determined from time to time by the LFA Board of Directors.
- G. The nominee receiving the highest number of votes on the ballot will be named

director. In the event two or more candidates receive the same and highest number of votes in the election of a director, a runoff election shall be held between such candidates.

- H. Directors elected at the regular election of directors shall be elected to serve for a term of three (3) years commencing at the commencement of the regular meeting of the Board of Directors next following the regular election and held in conjunction with the annual meeting of members as required under Section 4 of this Article IV and ending upon the taking of the oath by the successor director at such meeting three (3) years following. The terms of office shall be staggered so that the terms of one-third of the members of the Board of Directors expire each year.

**Section 4.4 Vacancy.**

In case of any vacancy in the Board of Directors by death, resignation, disqualification, increase in number or other cause, the President, with the advice and majority vote of the Board of Directors, may appoint a qualified successor to serve until the next general election of Directors at the Membership Business Meeting.

**Section 4.5 Annual Board Meeting.**

The annual meeting of the Board of Directors ("Annual Board Meeting") shall be held in conjunction with the Annual Membership Meeting. Unless otherwise established by the Board of Directors, the Annual Board Meeting shall consist of two (2) sessions hereinafter referred to as the "General Board Meeting" and the "New Board Meeting".

- A. The General Board Meeting shall be immediately following the Membership General Meeting. The New Board Meeting shall be immediately following the Membership Business Meeting. Notice of the Annual Board Meeting shall be given in the same manner set forth in Section 3.4 of Article III above.

**Section 4.6 Special Meetings of the Board of Directors.**

Special Meetings of the Board of Directors shall be held whenever called by the President with the advice and majority vote of the Board of Directors or by two-thirds of the voting Directors. The President shall give notice of each Special Meeting to each Director by mailing, telephoning, electronically communicating (or by any other means allowed by law) such notice at least 15 days before the meeting, but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a Special Meeting. At any meeting at which every Director may be present, even though without any notice, any business may be transacted.

**Section 4.7 Quorum.**

Two-thirds (2/3) of the number of Directors shall constitute a quorum for the transaction

of business, but if at any meeting of the Board there may be less than a quorum present, two-thirds (2/3) of those present may adjourn the meeting from time to time until a full quorum shall be present. To exercise voting privileges, a Director must be present at a meeting, either physically or by teleconference, which privilege cannot be delegated by proxy.

#### **Section 4.8**

At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine.

#### **Section 4.9**

At the New Board Meeting, the Board shall elect officers of the LFA.

#### **Section 4.10**

Except as otherwise provided herein, the rules and regulations pertaining to the registration of horses shall be subject to change only by the Board of Directors. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Certificate of Incorporation or these Bylaws, as they may deem expedient concerning the conduct, management and activities of the LFA, the admission, classification, qualification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, regulations regarding maintaining the stud book, registration, expenditures of money, auditing of books and records, awarding of championships, conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of the LFA, all, however, subject to announcement to the members at any regular or special meeting of the members, provided written notice of intention of any rule or regulation shall have been mailed to all members at least 30 days in advance of the meeting.

#### **Section 4.11**

The Board of Directors, from time to time, may create and empower other committees, general or special.

#### **Section 4.12** Transition from Interim Board to Elected Board of Directors

For the first three annual elections, three (3) seats on what is now the Interim Board of the LFA shall be vacated by the resignation of one Interim Board member from each of the three unifying organizations (American Lipizzan Breeders Association, Lipizzan Association of North America, United States Lipizzan Registry), those vacated seats to be refilled by Directors elected by the members in accordance with Section 4.3 hereof.

## ARTICLE V

### **Officers**

#### **Section 5.1** Officers.

The officers of the LFA shall be a President, a Vice President, a Secretary and a Treasurer.

- A. The President and the Vice President shall be elected by and from the members of the Board of Directors. The Secretary and the Treasurer shall be appointed by the Board of Directors, but need not be members of the Board. The Board of Directors may elect or appoint such other officers or assistant officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two offices may be held by the same person, except the offices of President and Secretary.

#### **Section 5.2** Election, Appointment and Terms of Office.

The President and Vice President shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The Secretary and the Treasurer shall be appointed by the Board of Directors for terms not exceeding one year. Appointments may be renewed for successive year periods. The terms of such appointments, including salaries, if any, and duties, shall be determined from time to time by the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected or appointed and shall have qualified.

#### **Section 5.3** Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment and best interests of the LFA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

#### **Section 5.4** Vacancies.

A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

#### **Section 5.5** President.

The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the LFA authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, and other instruments which the Board of Directors has authorized to be executed, except

in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws, or by statute to some other officer or agent of the LFA; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5.6 Vice President.**

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 5.7 Secretary.**

The Secretary shall keep full and accurate minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the LFA and see that the seal of the LFA is affixed to all documents, the execution of which on behalf of the LFA under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and in general perform all duties incident to operations of the LFA, the office of Secretary and such other duties as may from time to time be prescribed by the Board of Directors.

**Section 5.8 Treasurer.**

The Treasurer shall keep or cause to be kept, correct and complete records of accounts showing the financial condition and results of operations of the LFA, shall be responsible for the preparation of an annual budget and shall report thereon to the Board of Directors. The Treasurer shall be legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the possession of the LFA. The Treasurer shall deposit all funds of the LFA coming into the Treasurer's hands in depositories, to be designated by the Board of Directors. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 5.9 Subordinate Officers.**

A. Subordinate officers shall be Registrar and any other subordinate officers deemed necessary by the Board of Directors. Subordinate officers shall be appointed by the president with approval of the Board of Directors. A subordinate officer may resign effective upon giving notice to the Board of Directors, president, or secretary unless the notice specifies a later time for the effectiveness of such resignation. No approval is necessary. Any appointee may be removed from their position without cause, by a

two-thirds majority vote of the Board of Directors.

B. After any annual election of Directors, if the Board of Directors does not contain someone also a Trustee of the Lipizzan Pedigree Trust, the Board will establish a Subordinate Officer seat on the LFA Board and chose a Lipizzan Pedigree Trust Trustee to serve as a non-voting advisor to the LFA Board. This Subordinate Officer will also be responsible for reporting the status of the Lipizzan Pedigree Trust and its pedigree records and will also serve as the point of contact between the Lipizzan Pedigree Trust and the LFA Board. This seat shall exist in perpetuity and no Bylaws changes may delete it.

## **ARTICLE VI**

### **Committees**

#### **Section 6.1** Committees of Directors.

The Board of Directors, by a resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the LFA, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the LFA; amending or restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the LFA; authorizing the voluntary dissolution of the LFA; or revoking proceedings therefore; adopting a plan for the distribution of the assets of the LFA; or amending, altering or repealing any resolutions of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. 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 upon it or the director by law.

#### **Section 6.2** Breeders Committee.

The Breeders Committee will be a permanent committee whose members will be appointed by the Board of Directors in the same manner as all committees are assigned by these Bylaws with the additional qualification that committee members should be breeders or judges with knowledge of the issues that effect the breeding and judging of horses or others possessing special expertise, such as veterinarians. The Breeders Committee will have the following responsibilities:

- A. Overseeing and maintaining the established LFA Lipizzan Breed Standard [the Breed Standard established by the Lipizzan International Federation in 2001]

- through evaluations and inspections,
- B. Training and Continuing Education of Judges and Breeders,
  - C. Compiling performances and show results, as well as evaluations and inspections,
  - D. Maintaining and updating all necessary records for the USDF and USEF awards programs,
  - E. Forwarding performance and show results, evaluation results, and inspection results to the Lipizzan Pedigree Trust, as a final official repository for Official Pedigrees, for inclusion in the Database or to the LFA Registrar or to both, and
  - F. Reviewing LFA-issued registrations when requested by the Board of Directors.

### **Section 6.3** Registration Committee.

The Registration Committee will be a permanent committee whose members will be appointed by the Board of Directors in the same manner as all committees are assigned by these Bylaws with the additional qualification that committee members should possess special expertise and experience in the registration of Lipizzan horses such as breeders or judges or other experts who have extensive knowledge of pedigrees and historic bloodlines. The Registration Committee shall be chaired by the Registrar and be responsible for assisting the Registrar as requested and directed by the Registrar.

#### A. Selection of the Registrar.

The Registrar shall be chosen by the Board of Directors of the LFA to serve a three-year term. The Registrar may be appointed to unlimited subsequent terms. The Registrar shall not be a voting member of the Board of Directors or of any Committees except the Registration Committee. In order to qualify as Registrar, the individual must demonstrate experience and comprehension of the process of registering Lipizzan Horses and the process of conducting appropriate research through the appropriate resources in order to obtain the information necessary to properly register Lipizzan Horses. The Registrar must demonstrate at least thirteen years in the ownership and study of Lipizzan Horses and their pedigrees.

#### B. Duties of Registrar.

The duties of the Registrar are to:

- i. chair the Registration Committee
- ii. research and produce registration certificates and/or recorded documents
- iii. maintain statistics of both purebred and crossbred Lipizzans and release information relative to the Registry's records as directed by the Board of Directors

- iv. prepare and submit written opinions with recommendations for action to the Breeders Committee and the Board of Directors
- v. make an annual report to the membership of registration activities
- vi. sign and record all transfers or changes in any registered horse's status
- vii. transmit all official Pedigrees to the Lipizzan Pedigree Trust as a final official repository of Official Pedigrees.

#### C. Resolution of Pedigree Disputes

In the event that the Lipizzan Pedigree Trust refuses to accept a pedigree for inclusion in the database of the Lipizzan Pedigree Trust, such pedigree shall not be issued nor such registration be issued until the differences with the Lipizzan Pedigree Trust are resolved. Such resolution shall occur in the following manner:

- i. The Lipizzan Pedigree Trust shall set forth its reasons for rejecting the pedigree.
- ii. The LFA shall set forth its reasons why the pedigree should be accepted as part of the Lipizzan Pedigree Trust database.
- iii. If the parties cannot come to an agreement, such dispute shall be submitted for binding arbitration to a panel of three arbitrators chosen from the Lipizzan Horse Industry and experts worldwide, each party choosing one person and then the two people choosing the third. The same information shall be provided to such Arbitrators which was provided by each side to this dispute. The decision of the arbitrators shall be deemed final.

#### D. Lipizzan Pedigree Trust Review of Pedigrees

Before registration paperwork is issued by the Registrar, the Lipizzan Pedigree Trust shall review the pedigrees of Lipizzan Horses whose parents are not both registered with the LFA, LANA, or USLR or whose parents' DNA is not on record. The Lipizzan Pedigree Trust shall act in a commercially reasonable manner to review these pedigrees without delay.

#### E. Lipizzan Pedigree Trust Subordinate Officer Seat

A Trustee of the Lipizzan Pedigree Trust shall be a permanent member of the Board of Directors, either by election or non-voting appointment in accordance with Section 5.9B hereinabove.

### **Section 6.4 Other Committees.**

Other committees not having and exercising the authority of the Board of Directors in the management of the LFA may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each

such committee shall be members of the LFA, and the President shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the LFA shall be served by such removal.

**Section 6.5** Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the members of the LFA and until such member's successor is appointed, unless the committee shall be sooner terminated, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 6.6** Chairman.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**Section 6.7** Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6.8** Quorum.

Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 6.9** Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or the rules adopted by the Board of Directors.

**ARTICLE VII**

**Certificates of Membership**

**Section 7.1.** Certificates of Membership.

The Board of Directors may provide for the issuance of certificates evidencing membership in the LFA, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or the Vice President and by the Secretary and shall be sealed with the seal of the LFA. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of

each member and the date of issuance of the certificate shall be entered on the records of the LFA. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

**Section 7.2** Issuance of Certificates.

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name and delivered to the member by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article IX.

**ARTICLE VIII**

**Books and Records**

The LFA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered principle office a record giving the names and addresses of the members entitled to vote. All books and records of the LFA may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time. An address for the transaction of business shall be maintained by the Secretary with the approval of the Board of Directors.

**ARTICLE IX**

**Fiscal Year**

The fiscal year of the LFA shall begin on the first day of October and end on the last day of September of the next year.

**ARTICLE X**

**Dues**

**Section 10.1** Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the LFA by members of each class.

**Section 10.2** Payment of Dues.

Dues shall be accrued and payable on the dates fixed by the Board of Directors.

**Section 10.3** Default in Payment of Dues.

When any member of any class shall be in default in the payment of dues for a period of 30 days from the date fixed by the Board of Directors for the payment of such dues, the member shall thereupon be deemed an inactive member and shall not be entitled to the privileges and rights of an active member. Such inactive member shall be reinstated as an active member with full privileges and rights immediately upon payment of the full amount due.

**ARTICLE XI**

**Seal**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name Lipizzan Federation of America and the words Incorporated in Arizona.

**ARTICLE XII**

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Law or under the provisions of the Restated Articles of Incorporation or Bylaws of the LFA, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the date stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII**

**Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted in accordance with the procedures and provisions of the Arizona Nonprofit Corporation Law by 1) the Board of Directors or, 2) at a duly constituted annual meeting of members by an affirmative vote of a least two-thirds of a quorum, as defined by Section 3.6, of the members either present at the meeting or represented by official ballot; provided, however, that notice of any proposed change shall have been given under the provisions of the Arizona Nonprofit Corporation Law and, further provided, however, that any proposed change shall thereafter be submitted to the members for approval by means of an official ballot. No more than three changes to the Bylaws

will be allowed each year.

Bylaws of the  
Lipizzan Federation of America

Adopted and approved this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
June Boardman, Director, American Lipizzan Breeders Association

\_\_\_\_\_  
Keith Duly, Director, United States Lipizzan Registry

\_\_\_\_\_  
Timothy Foley, Director, United States Lipizzan Registry

\_\_\_\_\_  
John Nicholas Iannuzzi, Director, Lipizzan Association of North America

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Gary Lashinsky, Director, Lipizzan Association of North America

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Ingun Littorin, Director, American Lipizzan Breeders Association

\_\_\_\_\_  
Rennie Squier, Director, American Lipizzan Breeders Association

\_\_\_\_\_  
Margaret Smith, Director, United States Lipizzan Registry

\_\_\_\_\_  
Delphi Toth, Director, Lipizzan Association of North America