

BYLAWS**ARTICLE I: NAME, OPERATING AUTHORITY PURPOSE**

The name of this organization shall be the United States Lipizzan Registry Inc., doing business as the United States Lipizzan Federation, hereinafter referred to as the USLF. It shall be incorporated as a non-profit, tax exempt corporation. The mission of the USLF is to preserve, protect, and promote the Lipizzan Breed. To fulfill that mission, this corporation shall maintain records of purebred Lipizzan and Lipizzan cross pedigrees, issue registration certificates, promote the Lipizzan breed, educate the general public, Lipizzan owners, and breeders as to the historical significance of the breed and encourage adherence to a classical breed standard.

ARTICLE I: SECTION 1 - BUSINESS ADDRESS

An address for the transaction of business shall be maintained by the Secretary with approval of the Board of Directors.

ARTICLE I: SECTION 2 - FISCAL YEAR

The fiscal year of the USLF shall be from November 1st to October 31st.

ARTICLE II: MEMBERSHIP

The membership of the USLF shall be open to any interested individual(s), corporation, business, organization or farm. Individuals must be 18 or older in order to vote and to hold office under the provisions of Article III, Section 1. Regardless of the type or the number of memberships an individual appears in, an individual is only entitled to one vote.

ARTICLE II: SECTION 1 –MEMBERSHIP CATEGORIES FOR LIPIZZAN OWNERS**ARTICLE II: SECTION 1 A - INDIVIDUAL MEMBER**

An individual who is the owner of record of a Lipizzan/Lipizzan cross registered/recorded with the USLF is entitled to one vote if over the age of 18.

ARTICLE II: SECTION 1 B – FAMILY/PARTNERSHIP MEMBERSHIP

When a Lipizzan/Lipizzan cross registered/recorded with the USLF is owned by more than one individual, the owners have the option of either being individual members or choosing a family/partnership membership. Regardless of the number of owners, this membership category is limited to two votes.

ARTICLE II: SECTION 1 C – BUSINESS MEMBERSHIP

A business which is the owner(s) of record of a Lipizzan/Lipizzan cross registered/recorded with the USLF and who pays the prescribed dues is entitled to one vote. A duly selected representative of the business shall be eligible to serve on committees and to hold office under the provisions of Article III, Section 1.

ARTICLE II: SECTION 2 - MEMBERSHIP CATEGORIES FOR NON-OWNERS**ARTICLE II: SECTION 2 A – YOUNG RIDER MEMBERSHIP**

A Young Rider Membership is for anyone:

- who is 21 years of age or younger during the calendar year, and
- who does not personally own a Lipizzan/Lipizzan cross, but
- who is competing a USLF-registered or recorded Lipizzan/Lipizzan cross owned by a USLF member in good standing.

Young Riders qualify for year-end awards if they participate in the USLF's awards programs. This is a non-

voting membership.
ARTICLE II: SECTION 2 B – LIPIZZAN ENTHUSIAST
The Lipizzan Enthusiast Membership is for anyone interested in the Lipizzan breed who does not own a Lipizzan. This is a non-voting membership.
ARTICLE II: SECTION 2 C – LEGACY MEMBERSHIP
At the Board's discretion, an individual or family/partnership who previously, but no longer owns, a Lipizzan/Lipizzan cross registered/recorded with the USLF, may be granted Legacy Membership if he/she has either:
1) maintained an Individual or Family/Partnership membership for at least the previous five (5) years, or
2) has shown exceptional dedication to the Lipizzan breed.
By paying the prescribed dues, Legacy Membership entitles an Individual to one (1) vote or a Family/Partnership to two (2) votes.
ARTICLE II: SECTION 3 - MEMBERSHIP RIGHTS AND RESPONSIBILITIES
Applicants shall be accepted for membership upon payment of dues. The membership shall hold the responsibility for the elections of the government of the USLF which shall consist of officers and Board of Directors. The members have the right to examine the corporation's records by appointment at reasonable times. The members have the right to receive annual reports of the USLF's status and other reports upon written request. Members are responsible for reading, understanding, and following the Bylaws, the Rules and Regulations, the Member Code of Conduct and the Conflict of Interest Policy.
ARTICLE II: SECTION 4 – MEMBERSHIP ANNIVERSARY
The Anniversary date of a membership is the date the membership was initially created or the most recent date the membership is reinstated after a failure to pay dues. Anniversary dates are used to calculate length of continuous service when determining a member's eligibility to serve on the Board of Directors.
ARTICLE II: SECTION 5 - TERMINATION OF MEMBERSHIP
Membership will be terminated automatically by: -Failure to pay dues, or -Written notice of resignation or the death of the member. A unanimous vote of the Board of Directors is needed to terminate a membership for: -Repeated failure to abide by or willful disregard of USLF Bylaws and Rules and Regulations, USLF operations, or USLF Member Code of Conduct and Conflict of Interest policies, -Behavior inconsistent with responsible and caring horse ownership, or -An illegal (local, state, federal, or provincial) or irresponsible act involving horses, their registration, sale, injury, or death.
ARTICLE II: SECTION 6 - SANCTIONS
The USLF reserves the right to refuse to accept registration of any horse, stallion report, or application for registration of any foals submitted by a member/owner who, following an investigation and after being allowed to be heard, either in person or in writing, on their own behalf or represented by a licensed attorney, is determined to have deliberately falsified material information on any application. The USLF also reserves the right, after investigation and hearing, to revoke any membership of said investigated member, based upon deliberate and fraudulent violation of any rule or regulation of said USLF.
ARTICLE II: SECTION 7 - TRANSFER OF MEMBERSHIP
No member may transfer any membership or any right arising there from to any other member or non-member.
ARTICLE II: SECTION 8 - LIMITATION OF LIABILITY

A member or officer of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation or actions of any other member or officer.

ARTICLE III: BOARD OF DIRECTORS AND OFFICERS

The Board of Directors shall be comprised of eight (8) permanent seats. Four seats will be filled by at-large directors and four seats will be filled by officers (the president, vice president, secretary and treasurer). Every effort shall be made to nominate directors and officers from regions based upon member representation or at large after each region has a representative.

It is the responsibility of each Board member to disclose any personal interest in any matter pending before the USLF and to refrain from participation in any decisions on the matter.

Each time a Board member runs for a Board seat, he or she must state in writing to the USLF office that they have read and will abide by the USLF's Conflict of Interest Policy.

No more than 25% (2 out of 8) of the Board of Directors may be related by family, employer/employee, or business relationships.

ARTICLE III: SECTION 1 - NOMINATIONS AND ELECTIONS OF BOARD OF DIRECTORS

A Nominating Committee shall be appointed by the Board of Directors to prepare a slate of officers and directors for the membership to vote on prior to the annual meeting. A Preliminary Slate shall be prepared from a list of eligible members.

Eligible members:

-Hold an Article II, Section 1 Membership Category.

-Have maintained a membership in good standing for the most recent four (4) years.

-Have participated in USLF operations within the last three (3) years as a volunteer, an appointed official, an elected officer, or an attendee at an annual Member Meeting.

The Preliminary Slate will be presented to the Board for conflict of interest review. The Nominating Committee will make every effort to balance membership representation by region with special knowledge or talents to ensure an effective, working Board.

ARTICLE III: SECTION 2 - ELECTIONS

Elections for any purpose or at any time will either be conducted online for members eligible to vote with current email addresses or by paper ballots for those eligible members who contact the USLF office and request printed balloting materials be mailed to them.

ARTICLE III: SECTION 2 A - BALLOTING

Elections that elect the Board of Directors will open to members in good standing at least forty-five (45) days prior to the annual meeting and close five (5) days before the annual meeting. Paper ballots shall be mailed to members requesting paper ballots at least forty-five (45) days prior to the annual meeting, and shall be returned at least ten (10) days before the annual meeting. Candidates that receive a plurality on any ballot in which 25% of all eligible voters respond, shall be elected and installed in that office either at the end of the annual meeting or the end of the fiscal year, whichever is later.

Any office not filled by a majority vote of the membership may be filled at the annual meeting by a 2/3 majority vote of a quorum of the Board (four out of five Board members or six out of eight). The Board, by simple majority vote, may prescribe that a general membership election be held. Otherwise, at the next regular Board meeting at which there is a quorum, the Board will appoint a member in good standing to fill the vacancy for the duration of that office's term. The Board will resolve any conflicts of interest (see Article III) in election results using whatever open and transparent process best preserves the selections of the membership, and will announce the election results and the process to the membership.

ARTICLE III: SECTION 3 A - TERM OF OFFICE

Directors shall be elected for two year terms, four to be elected on the odd years (President and three Directors) and four to be elected on the even years (Vice President and three Directors), to provide continuity to the Board. The currently installed Board shall remain in office until the later of:

(1) The end of the annual meeting when a new Board is elected; or

(2) The end of the fiscal year on October 31 each year.

The annual meeting shall be called within 60 days of the close of the fiscal year.

ARTICLE III: SECTION 3 B – APPOINTMENT AND TERMS OF SECRETARY AND TREASURER

At the first regular Board meeting after the Director's election, the Board shall appoint a Secretary and a Treasurer from among the current Directors. The Secretary and the Treasurer will serve until the next Directors' election. Either may be replaced by a two-thirds vote of a quorum of the Board at any Board meeting and a new Secretary or Treasurer appointed from among the current Directors to serve until the next Directors' election.

ARTICLE III: SECTION 4 - DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall direct the activities and affairs of the USLF as mandated by these bylaws, supervise all officers, and do whatever is requisite to maintain the goals and directions of the USLF.

ARTICLE III: SECTION 4 A - DUTIES OF THE PRESIDENT

The duties of the president are to supervise all officers, agents, and employees of the USLF, preside at all meetings of the board or membership, execute all documents on behalf of the corporation as authorized by the Board, except those expressly provided by law, interview and make hiring recommendations, make committee or work assignments, be an ex-officio member of all committees, act as chief executive officer of the USLF, and do whatever is requisite to maintain the daily operation of the USLF.

ARTICLE III: SECTION 4 B - DUTIES OF THE VICE-PRESIDENT

The duties of the Vice-President are to assume the presidency in the event the president, for any reason, is unable to serve, to organize the annual meeting of the membership, act as parliamentarian at said meeting, and to perform any duties as agreed between said vice president, the president and the Board of Directors.

ARTICLE III: SECTION 4 C - DUTIES OF THE SECRETARY

The duties of the Secretary are to maintain a minute book which contains certified copies from the Board of Directors and membership meetings, the articles of incorporation, the bylaws as amended by the membership, and any rules and regulations as amended; and be custodian of all official records and the corporate seal. The secretary shall see that all meeting notices are duly given as provided by these bylaws and act as corresponding secretary to the USLF unless otherwise provided for by executive or board action.

ARTICLE III: SECTION 4 D - DUTIES OF THE TREASURER

The duties of the Treasurer are to oversee the USLF office duties to: maintain a list of current, paid members, issue receipts for all moneys received, make deposits, account for all funds, securities, inventory and assets of the USLF, disperse the funds of the USLF as authorized by budget or Board of Directors, provide position reports to the Board of Directors as needed to make financial decisions; prepare annual financial statements, and have said financial statements certified when deemed necessary by the Treasurer, Board of Directors, or Finance Committee, unless otherwise provided for by executive or board action.

ARTICLE III SECTION 5 – RESERVED BOARD SEAT

The Board at its complete discretion may appoint an Enthusiast, a Legacy, or a full member (Individual or one member of a Family/Partnership or Business membership) in good standing to fill a temporary ninth seat on the Board of Directors to either:

(1) provide special knowledge and/or skills needed by the Board for a special project or assignment during the year outside the Directors' election, or

(2) if an Enthusiast member, be identified by the Nominating committee as qualified for Board service (Article III Section 5A), be placed on the ballot and elected or confirmed by the membership during the regular Directors' election, and serve a one-year term as a developmental assignment to gain Board experience and to help with ongoing Board business.

The Reserved Board Seat will be entitled to one (1) vote.

ARTICLE III SECTION 5 A – QUALIFICATIONS – Whether the appointment is for a project or as a developmental assignment, any Enthusiast appointed to fill the Reserved Board Seat must meet all the qualifications for an Individual or Family/Partner Membership except for the Lipizzan/Lipizzan cross ownership. (Legacy and full members are presumed to already have met this qualification.)

ARTICLE III SECTION 5 B – DURATION OF APPOINTMENT - This seat may be filled at the discretion of the Board or left vacant, depending on the Board's requirements at any time.

Regardless of how the member filling the Reserved Board Seat was appointed, the Board may at their discretion end this appointment for any reason and after any length of time.

ARTICLE IV: SUBORDINATE OFFICERS

Subordinate officers of the USLF shall be a Registrar and any other officers deemed necessary by the Board. 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 office, without cause, by a two-thirds majority vote of the Board of Directors.

ARTICLE IV: SECTION 1 A - DUTIES OF REGISTRAR

The duties of the Registrar are to:

- Research and produce registration certificates and/or recorded documents
- Maintain statistics of both purebred Lipizzans and Lipizzan crosses
- Release information relative to the USLF's records as directed by the Board and/or the Registration Committee
- Prepare and submit written opinions with recommendations for action to the Registration Committee and the Board of Directors
- Make an annual report to the membership
- Sign and record all transfers or changes in any registered/recorded horse's status

The Registrar also chairs the Registration committee and maintains and publishes a Studbook.

ARTICLE V: MEETINGS

There shall be an annual meeting of the membership of the United States Lipizzan Federation. The annual meeting shall be held within 60 days of the close of the fiscal year on October 31 of each year. The Board of Directors shall meet at least quarterly, either by email, telephone, or in person. Standing and other committees shall meet as deemed necessary by whatever method is most expedient. Other membership meetings may be called as needed or petitioned.

ARTICLE V: SECTION 1 A - NOTICE OF MEMBERSHIP MEETINGS

Membership meetings may be called at the discretion of the Board of Directors or upon petition of 10% of the membership, giving forty-five (45) days notice of date, place, time, and agenda. The annual meeting shall be announced forty-five (45) days in advance, indicating place, time, and agenda. Meeting notice is waived for any meeting conducted by written ballot or email, provided a simple majority of those eligible

respond within the designated time frame.

ARTICLE V: SECTION 1 B - NOTICE OF BOARD OF DIRECTOR MEETINGS

Board of Directors meetings may be called by the President giving ten (10) days prior notice of date, place or method, time and agenda. The President shall call a meeting of the Board upon request of three Directors, within the time-frame requested, for any specific purpose. Meeting notice is waived for any meeting conducted by written ballot or email, provided a simple majority of those eligible respond within the designated time frame. The Board may call an emergency Board meeting without 10 days' notice by giving telephone, email, or fax notice to all Board members in a time frame that is reasonable.

ARTICLE V: SECTION 2 - QUORUMS AT MEETINGS

Five percent (5%) of the voting membership constitutes a quorum for any membership meeting, including the annual meeting. For other meetings ten percent (10%) of the voting membership constitutes a quorum. Five directors constitute a quorum for any regularly called Board of Directors meeting.

ARTICLE V: SECTION 3 - CONDUCT OF MEETINGS

Meetings shall be conducted by Robert's Rules of Order unless waived by a majority vote of the Board. Business shall only be conducted when a quorum is present.

ARTICLE VI: STANDING COMMITTEES

The following standing committees shall be appointed by the Board of Directors: a Breeders Committee, a Registration Committee, a Finance Committee, the Membership Committee, the Lipizzan NEWS Committee, the Breed Promotion and Advertising Committee, the Awards and Show Committee, and the Website Committee.

The Board of Directors may either appoint a committee chairperson or accept a committee's recommendation for a chairperson once the committee has formed or when a chairperson steps down.

ARTICLE VI: SECTION 1 A – BREEDERS COMMITTEE

The Breeders Committee members should be breeders or judges with knowledge of the issues that affect the breeding and judging of horses or others possessing special expertise, such as veterinarians. The Breeders Committee will be responsible for:

- Overseeing and maintaining the established USLF Lipizzan Breed Standard [the Breed Standard established by the Lipizzan International Federation] through evaluations and inspections
- Training and continuing education of judges and breeders
- Compiling results of evaluations and inspections
- Reviewing registrations when requested by the Board of Directors

ARTICLE VI: SECTION 1 B - REGISTRATION COMMITTEE

The Registration Committee shall receive all complaints and questions regarding the registration of horses or their pedigrees. This committee shall research each individual problem and make a recommendation to the Board of Directors as to a course of action. This committee shall document and differentiate between all cases of honest mistake or possible fraud. This committee will also assist the Registrar with processing registrations and transfers to ensure timely accomplishment, data quality, and data security.

ARTICLE VI: SECTION 1 C –ORGANIZATIONAL COMMITTEES

Organizational committees manage and accomplish duties and responsibilities internal to the functioning of the organization itself. The Finance Committee and the Membership Committees will be standing committees. Other temporary committees may be established by the Board as needed. Committees and their membership will be determined by the Board.

ARTICLE VI: SECTION 1 C.a. - FINANCE COMMITTEE

The Finance Committee shall establish a yearly budget and make recommendations to the Board of

Directors on investments and conduct solicitations for gifts and donations to promote the Lipizzan and the USLF.

ARTICLE VI: SECTION 1 C.b. - MEMBERSHIP COMMITTEE

The Membership Committee will be responsible for promptly and accurately processing all additions, updates, and lapses for members, sending out renewal notices, and assisting the Nominations Committee in identifying members who qualify for Board service.

ARTICLE VI: SECTION 1 D – OUTREACH COMMITTEES

Outreach committees act directly to preserve, promote, and protect the Lipizzan breed and to share our passion for the Lipizzan breed with our members and other organizations. Standing Outreach committees will be the Lipizzan NEWS Committee, the Breed Promotion and Advertising Committee, the Awards and Show Committee, and the Website Committee. Their membership will be determined by the Board. Other temporary Outreach committees will be established by the Board as needed.

ARTICLE VI: SECTION 1 D.a – LIPIZZAN NEWS COMMITTEE

The Lipizzan NEWS committee works with the Editor to produce a quarterly newsletter/magazine about the Lipizzan breed as it relates to the interests of the organization’s membership.

ARTICLE VI: SECTION 1.D.b – BREED PROMOTION AND ADVERTISING COMMITTEE

The Breed Promotion and Advertising Committee develops and implements advertising materials and campaigns to further the USLF’s mission and promote the Lipizzan breed, choosing the most effective venues and social media facilities.

ARTICLE VI: SECTION 1 D.c – AWARDS AND SHOW COMMITTEE

The Awards and Show Committee coordinates awards for members participating in competitions, especially to determine year-end awards including the USLF Newhouse Trophy and the Ingun Littorin Driving Award. This committee shall also be responsible for coordination with other organizations with whom the USLF has partnerships or alliances, including but not limited to the U.S. Equestrian Federation (USEF), the U.S. Dressage Federation (USDF), the American Driving Society (ADS), and the Western Dressage Association of America (WDAA).

ARTICLE VI: SECTION 1 D.d – WEBSITE COMMITTEE

The Website Committee develops and maintains a factual, informative, and engaging Internet presence which includes ways for USLF members and other visitors to interact with the organization using the most appropriate social media facilities.

ARTICLE VII - VACANCIES

The Board shall appoint a member in good standing to fill any vacancy on the Board of Directors that occurs between elections. The Board will fill the vacancy at the next regularly scheduled Board meeting by a majority of a quorum of the Board. The appointee shall serve for the duration of the office’s regular term. Vacancies on a committee shall be filled by presidential appointment within ninety (90) days subject to approval of the Board of Directors.

ARTICLE VII: SECTION 1 - REMOVAL FROM OFFICE

The Board may remove any elected Board member if the member has been declared unsound of mind by a final court order, been convicted of a felony, or found guilty of breaching a fiduciary duty to the USLF or of violating the Member Code of Conduct (see Article II Section 4) by a 2/3 (6 of 8) majority vote of the Board. The membership may remove any elected official, with reasonable cause, by the following procedure: (a) a petition by ten percent (10%) of the voting members, or (b) a 2/3 (6 of 8) majority vote of the Board. Vacancies created by removal of an elected official by the membership or the Board will be filled by majority vote of the Board if time in office is less than one year, otherwise by special election by the membership.

ARTICLE VII: SECTION 2 - RESIGNATIONS

Any elected official may resign effective upon giving notice to the president, the secretary, or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No approval is necessary.

ARTICLE VII: SECTION 3 - ATTENDANCE OF BOARD MEMBERS

If a Board member fails to attend three consecutive meetings or four meetings during their term, they are automatically removed from the Board unless the absences are excused by a majority vote of the Board.

ARTICLE VIII: AMENDMENT OF BYLAWS AND RULES AND REGULATIONS

When needed, the Board of Directors will appoint a Bylaws and Rules Committee to review and develop changes to the Bylaws and/or the Rules and Regulations to keep the Bylaws and/or the Rules and Regulations up to date.

The membership must approve changes to the Bylaws and/or Rules and Regulations with full notice, disclosure and approval of the voting membership. These Bylaws and Rules and Regulations may be amended by the membership in the following ways:

(1) By election (Article III: Section 2A) for the express purpose of amending these bylaws or rules and regulations. The Board of Directors will review amendments recommended by the Bylaws and Rules Committee and decide which should be placed on a ballot for approval by the entire membership. This ballot may either:

- (a) accompany the annual election of Directors ballot, or
- (b) be a separate election at another time.

In either case, thirty (30%) of the membership eligible to vote must respond with a 2/3 majority approving the amendments within 30 days after the opening of the election. Returned ballots will be verified by an open and transparent process defined by the Board of Directors.

(2) By Directors' presentation of proposed amendments at the Annual Meeting, and approved by the members attending the Annual Meeting for ratification by the general membership by balloting following the meeting.

(2a) The Board of Directors will review the amendments recommended by the Bylaws and Rules Committee, decide which should be placed on the Annual Meeting agenda, and publish the draft amendments to the membership at least 45 days before the Annual Meeting

(2b) Prior to the Annual Meeting, members may propose changes to the draft amendments by a petition of at least twenty-five percent (25%) of the membership eligible to vote and which are received by the Board of Directors in time for the Annual Meeting.

(2c) At the Annual Meeting, attending members who are eligible to vote may also add amendments to the draft Bylaws by a majority vote.

(2d) The ballot developed at the annual meeting shall be sent to the eligible membership within 30 calendar days following the annual meeting and is due back 30 calendar days after the opening date of the election.

Approved changes will take effect immediately, provided thirty percent (30%) of the membership respond and approve the amendments with two-thirds (2/3) majority vote. An open and transparent process defined by the Board of Directors will verify the ballots.

ARTICLE IX: COMPENSATION & REIMBURSEMENT

No member, director, officer, vice-president, committee member, or registrar may expect compensation for serving the United States Lipizzan Federation. Reimbursement for actual and necessary expenses must be either provided for in the budget, or by recommendation of the Finance Committee, and must be approved

in advance by the Board of Directors.

ARTICLE X: DISSOLUTION

The organization can only be dissolved by a 2/3 majority vote of the Board of Directors (6 of 8) and fifty-one percent (51%) of the total membership eligible to vote, using a special election process in Article VIII. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as have similar goals and are qualified as tax exempt under the Internal Revenue Code.