



NOTICE

Attached to this Notice are amendments and changes with the explanation of the effect of the changes to the Louisiana HBPA Bylaws adopted by the Board of Directors on June 24, 2014 and a “redline version” of those indicating the changes to the bylaws.

The Association shall consist of its members as defined in ARTICLE III hereof, the Board of Directors and President elected by the members, and the other duly elected and appointed Officers of the Association.

Section 2. Bylaws

These Bylaws shall govern the Association. Except as otherwise provided herein, all proceedings of the Association shall be conducted in accordance with the most current version of *Roberts' Rules of Order*, or as otherwise directed by a majority vote of the Board of Directors of the Association.

Section 3. Powers - The Board

- (A) The Board shall be vested with and shall exercise all the powers of the Association and upon it is conferred the management, direction and control of the Association, except as otherwise provided herein;
- (B) The Board shall have the power to censure, suspend or expel any or all of the Officers, Directors, members or employees of the Association for violation of any provision of these Bylaws for illegal, unethical or unsportsmanlike conduct or for failure to remain in good standing in accordance with the laws and regulations pertaining to racing in effect where the member races, after a duly held hearing, in accordance with these Bylaws;
- (C) The Board shall designate the principal location of the Association's Headquarters and such other offices at locations as the Board shall designate; and,
- (D) ~~The President, with the approval of a~~ majority of the ~~board~~Board of Directors, may appoint, employ, suspend and terminate employees of the Association; and ~~the President~~ shall determine the method of appointment and length of employment of and shall supervise the employment and conduct in office of the Executive Director, Secretary-Treasurer, General Counsel, and such other employees as the ~~President~~ Board of Directors deems necessary.

Section 4. Bylaw Amendments

An amendment to or repeal of these Bylaws may be made by a resolution adopted by not less than a two thirds (2/3's) vote of the elected members of the Board. Proposed amendments need only set forth the substance or sense of the amendment, they may be redrafted in proper legal language by the General Counsel after adoption.

Section 5. Obligations of the Association

All notes, checks and other negotiable instruments of the Association shall be signed by any two of the Officers of the Association designated in writing to do so by the President. Notwithstanding anything herein contained to the contrary, the President may designate any Horsemen's Bookkeeper of the Association to sign, alone, checks drawn on a specific

purchased and/or maintained by the Association without notice to the Secretary-Treasurer and with approval by the Board. Withdrawal from or liquidation, or redemption at maturity, or otherwise of any account, certificate of deposit, U. S. Treasury Bill or investment, must bear the signature of the Officers required by Section 5 of ARTICLE II hereof, provided that any two Officers of the Association may sign checks drawn on the Association's accounts when specific written permission has been requested and granted by either the President or the Secretary-Treasurer in writing.

(G) **Bonding**

The President, employees of the Association, and members of the Board as may be specifically designated by the Board, the Executive Director, and the Secretary-Treasurer shall, at the cost of the Association, be bonded in such amounts and in such manner as determined by the Board.

Section 2. The Officers

The Officers of the Association shall be a President, one or more Vice Presidents, a General Counsel, an Executive Director, and a Secretary-Treasurer and a Certified Public Accountant/Auditor.

The Executive Director, the Secretary-Treasurer, the Certified Public Accountant/Auditor and such other employees of the Association, as may be designated by the Board, shall be bonded in such amounts as determined by the Board. A Certified Public Accountant/Auditor shall be appointed as an officer by a two-thirds (2/3) vote of the Board, and removal of the Accountant/Auditor as an officer shall require a two-thirds (2/3) vote of the Board.

Section 3. The President

The President shall be the principal executive officer of the Association.

(A) The President shall call and preside at meetings of the Association and of the Board of Directors and shall determine the agenda for each such meeting.

(B) The President shall designate in writing two (2) officers who shall be therefore authorized to sign checks on behalf of the Association until said authorization is removed in writing by the President. One such officer may be the President.

(C) The President shall report to the Board any irregularities or the derelictions on the part of the Secretary-Treasurer or any member of the Board.

(D) The ~~President- Board of Directors~~ shall appoint members of all standing and special committees, except as otherwise provided herein.

(E) The President shall be an *ex officio* member of all standing, special and other

committees of the Board.

- (F) The President shall notify the Board of Directors forthwith of any charges brought or anticipated to be brought against any Officer or Director that may involve such Officer's or Director's right to race, or for the violation of these Bylaws.
- (G) The President shall call at least one (1) General Membership Meeting annually and bi-monthly Board meetings, and such additional meetings as the welfare of the Association may require. The President shall, upon written petition of at least a majority of the elected members of the Board, call a meeting of the Board within ten (10) days if a race meeting is in progress and within thirty (30) days if no race meeting is in progress. The President shall, upon written petition of fifty (50) or more members of the Association, call a General Membership Meeting of the Association within fourteen (14) days if a race meeting is in progress and within thirty (30) days if no race meeting is in progress. A petition for a General Membership Meeting must state the primary purpose(s) or issue(s) for which the meeting is called. Such General Membership Meeting shall be held in the vicinity of the racing Association having the most connection with the purpose(s) or issue(s) for which the meeting is called. This requirement shall not prevent the consideration of other issues at the meeting provided notice requirements are met. Decisions, recommendations and resolutions passed at General Membership Meetings shall be advisory only.
- (H) The President shall cooperate with the Board in maintaining liaison with the membership and keeping it informed.
- (I) The President shall not sign any signature cards for any bank accounts or deposits in any financial institutions, or sign any notes, negotiable instruments or obligations of the Association except as specifically allowed by the Bylaws.

~~(J) The President shall appoint all employees of the Association with approval of the majority of the Board.~~

Section 4. The Vice Presidents

A Vice President shall fulfill, in the order of designation if there is more than one Vice President, the duties of the President in the event of temporary absence. In the event of the resignation, expulsion, death, permanent disability or disqualification of the President, a Vice President, in the order of designation, shall succeed to the office of President of the Association.

Section 5. The Secretary-Treasurer

The Secretary-Treasurer and all other employees of the Association shall be appointed by the President with the approval of a majority of the Board. The Secretary-Treasurer shall take

hereof; and

- (L) Perform such other duties as may be directed by the President and/or the Board of Directors.

Section 6: General Counsel

The General Counsel shall act as the legal representative of the Association. The General Counsel shall furnish such legal advice as he may be requested from time to time by the Board and/or the President of the Association.

Section 7: Executive Director

The Executive Director's primary responsibility shall be the management of the administrative activities of the Association, all as specifically designated by the President Board of Directors of the Association.

Section 8. Committees

There shall be standing committees as follows:

- (A) The Board shall choose three (3) of its members to serve as members of a Finance Committee. The Finance Committee shall cooperate with and assist the Secretary-Treasurer to assure that all obligations of the Association are paid on or before their due date. The Finance Committee shall supervise the financial affairs of the Association and the maintenance of proper records relating thereto by the Secretary-Treasurer;
- (B) There shall be an Election Committee as provided in ARTICLE IV, Section 1;
- (C) The President Board of Directors shall appoint a Hearing Committee. The Hearing Committee shall consist of three (3) members of the Association. The Chairperson of the Hearing Committee shall be designated by the President Board of Directors.
- (1) It shall be the duty of the Hearing Committee to hear and decide the following matters:
- (a) election disputes involving the Association;
 - (b) violations of the Bylaws of the Association;
 - (c) illegal, unethical or unsportsmanlike conduct involving a member of the Association; and
 - (a) as it may affect membership in the Association, the failure to remain in good standing in accordance with the *Rules of Racing* in effect promulgated by the Louisiana State Racing Commission.
- (D) A decision of the Hearing Committee with respect to Subparagraphs (a), (b), (c), and (d) shall be final, unless Appealed as hereinafter provided:

notice. Notice of a hearing shall contain a brief statement of the facts constituting and underlying the alleged charge or protest and shall specify the date, time and place of the hearing. The person(s) against whom a charge or protest is filed may attend the hearing, may call witnesses, introduce sworn statements and other relevant evidence.

- (K) Any application for continuance by a member(s) against whom a charge or protest is filed must be made in writing prior to a hearing, shall set forth the reasons therefore, and shall be filed with the Association's Secretary-Treasurer. Notice of such application by mail or otherwise shall be given to all parties and/or their attorneys. An application for any such continuance of a hearing must be received by the Association's Secretary-Treasurer at the address of the Association's Headquarters at least five (5) days (120 hours) to the time and date set for said hearing.
- (L) Upon written request of any party and at the requesting party's cost, the requesting party shall be furnished as soon as reasonably possible copies of any evidence to be offered, the names of witnesses and the substance of their testimony.
- (M) No member, Director, or Officer shall be suspended or expelled from office or from membership in the Association until a final decision is rendered in accordance with these Bylaws.

~~(N) The President may appoint an Advisory Committee. The Advisory Committee shall consist of Owners, Trainers and/or Owner-Trainers who are not members of the Board. Members of the Advisory Committee shall attend meetings of the Board whenever possible. The Advisory Committee shall meet at the call of its Chairperson and/or at the call of the President. It shall furnish to the President and to the Board such advice and assistance as may be requested or as the Advisory Committee may deem appropriate. Members of the Advisory Committee may be designated to sit as nonvoting members of any other committee of the Association designated by the President.~~

~~(O)~~(N) The President may appoint a Backstretch Committee. It shall consist of three (3) members. It shall be responsible for improvements of backstretch conditions.

~~(P)~~(O) The ~~President-Board of Directors~~ shall appoint such additional Standing or Special Committees as the needs of the Association may dictate and the Board may create.

Section 9. General Membership Meetings

There shall be at least one (1) General Membership Meeting of the Association each year, and such additional General Membership Meetings as the President may determine necessary for the welfare of the Association.

Fifty (50) voting members shall constitute a quorum for the conduct of business at General Membership Meetings of the Association, but a lesser number may adjourn a meeting from time to time pending attendance of a quorum.

**Resolution By the Board of Directors of the
Louisiana Horsemen's Benevolent & Protective Association 1993, Inc.**

WHEREAS, The Board of Directors of the Association have deemed it advisable to amend the By-Laws of the Association (the "Bylaws"); and

WHEREAS, the Board of Directors desires to amend the Bylaws to clearly express the powers of the Board of Directors and President and have such powers clearly enumerated; and

WHEREAS, Article 5, Section 1(C), clearly enumerates that the Board of Directors shall supervise all affairs of the Association.

NOW, THEREFORE be it resolved that the Bylaws are hereby amended to read as follows:

FURTHER RESOLVED that Benard Chatters, President, and Edwin Fenasci, Secretary (each and “Agent”), be and they are hereby authorized to draft, execute and deliver for the Association the Bylaws as amended, and to take any and all other actions as the Agent deems appropriate to effectuate the purposes and intents of these Resolutions in the Amendments to the Bylaws contained herein and any acts or things heretofore done to effectuate the purposes of these resolutions are hereby in all respects ratified, confirmed and approved as the act or acts of the Association; and be it

FURTHER RESOLVED that the Secretary of the Association is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary to desirable in the opinion of such Secretary a true copy of the foregoing Resolutions of the Association; and be it

FURTHER RESOLVED that any parties are hereby authorized to rely upon these Resolutions unless and until it receives notice of revocation of these Resolutions.

Motion to adopt number 1 of this document passed 9-1 with Christine Early voting Nay.

Motion to adopt numbers 2 through 8 of this document passed unanimously (10-0)

1. Article 2, Section 3(D) shall be amended to read as follows:

A majority of the Board of Directors, may appoint, employ, suspend and terminate employees of the Association; and shall determine the method of appointment and length of employment of and shall supervise the employment and conduct in office of the executive director, secretary-treasurer, general counsel, and such other employees as the Board of Directors deem necessary.

(This change to the Bylaws provides the Board of Directors with the authority to run the Association pursuant to a majority agreement among the board members rather than the President dictating to the Board.)

2. Article 5, Section 3(D) shall be amended to read as follows:

The Board of Directors shall appoint members of all standing and special committees, except as otherwise provided herein.

(This change to the Bylaws will provide the Board of Directors with the ability to appoint members rather than the President to special committees.)

3. Article 5, Section 3(J) shall be deleted in its entirety.

(This change will allow the majority of the Board to appoint employees as the Board deems necessary, rather than the President and provides consistency with the powers of the Board.)

4. Article 5, Section 7 shall be amended to read as follows:

The Executive Director's primary responsibility shall be the management of the administrative activities of the Association, all as specifically designated by the Board of Directors of the Association.

(This change empowers the Board of Directors to have the authority over the Executive Director in performing duties on behalf of the Association.)

5. Article 5, Section 8(C) shall be amended to read as follows:

The Board of Directors shall appoint a Hearing Committee.
The Hearing Committee shall consist of three (3) members of the Association. The Chairperson of the Hearing Committee shall be designated by the Board of Directors.

(The remaining portion of Article 5, Section 8(C)(1) shall remain the same.)

(This change empowers the Board of Directors to appoint a Hearing Committee as well as the designation of the Hearing Committee rather than the President. This allows the Board of Directors to deal directly with any issues which require a hearing to be held.)

6. Article 5, Section 8(N) shall be deleted.

(This change deals with the removal of a president advisory committee. Rather than the President having an advisory committee, this empowers the Board to have an advisory committee to the best interest of the Association.)

7. Article 5, Section 8(P) shall be amended to read:

The Board of Directors shall appoint such additional standing or special committees as the need of the Association may dictate and the Board may create.

(This change provides the Board with the authority to appoint advisory committees as deemed necessary and is consistent with the change made to No. 6 above.)

8. Except as otherwise amended above, the Bylaws of the Association are and shall remain in full force and effect.