

**BY-LAWS
OF
SOUTHERN TIER HARNESS
HORSEMEN'S ASSOCIATION,
INC.**

ARTICLE 1

ORGANIZATION:

- 1) The name of this organization shall be:
Southern Tier Harness Horsemen's Association, Inc.
- 2) The Southern Tier Harness Horsemen's Association may also be referred to by its acronym, "STHHA".

ARTICLE 2

PURPOSES:

SECTION 1:

The Southern Tier Harness Horsemen's Association, Inc. is an organization of owners, trainers, drivers, grooms and breeders of Standardbred Horses whose purpose is to promote the welfare of Harness Racing in New York, and in so doing promote the welfare of its members. Its objectives are:

- a) To cooperate with all authority charged with the government of harness racing and to render such authority all possible assistance in the discharge of their duties.
- b) To recommend to governing authority changes in rules or regulations, which, after due consideration by the Southern Tier Harness Horsemen's Association, Inc. seem to be in the best interests of the sport of harness racing.
- c) To cooperate with all associations conducting harness race meetings and advise with them on problems affecting the interests of the Standard Bred Horse. To suggest to such

associations possible improvements which after due consideration the said association believes will be beneficial to all concerned.

d) To stand ready to advise with all persons interested in the sport of harness racing concerning their mutual problems.

e) To assist in furthering the objectives of the United States Trotting Association.

ARTICLE 3

MEMBERSHIP:

SECTION I:

To be an active member, one must fall under one of the following categories.

(i) Owners and breeders of Standardbred horses holding an active USTA membership and/or a New York State owners license for the current or preceding year, or having registered a horse or horses with the United States Trotting Association during the preceding year. In the event a horse is owned in partnership, under a stable name, or by a corporation, all persons must be members to receive any STHHA benefits.

(ii) Trainers and Drivers licensed by the United States Trotting Association or by the State of New York during the current or preceding year.

(iii) Vested members of the association pension plan.

(iv) Grooms of trainers that are members.

SECTION II:

APPLICATIONS FOR MEMBERSHIP:

All applications for membership must be submitted annually. The applicant shall prove, upon request, that he/she has the necessary qualifications for membership and will accompany his/her application with the full amount of the annual dues for the current year, which will be returned to him if the application for membership is not accepted.

SECTION III:

MEMBERSHIP DUES:

Member dues shall be in the amount established yearly by the Board of Directors. Membership is good from the time your dues are submitted until April 30th the following year.

SECTION IV:

VOTING PRIVILEGES OF MEMBERS:

All active members, in good standing, and who have paid dues at least thirty [30] days prior to an annual or special meeting of the membership, shall be eligible to vote at such meetings.

SECTION V:

REJECTION OR REVOCATION OF MEMBERSHIP:

The Board of Directors of the Association may reject the application for membership of any applicant whose membership in the Association would not be in the best interest of the sport of harness racing or the Association. If the membership of any applicant is opposed by a member in good standing his application shall be referred to the Board of Directors for determination. Such objection shall be filed in writing with the secretary of the Association: The Board of Directors may, by a two-thirds vote of those present at a regularly called meeting, revoke or suspend the membership of any member who has been guilty of conduct prejudicial to the best interest of the sport of harness racing or the Association. Any rejected applicant, or member who is subject to revocation or suspension of membership shall have the right to be present and be heard at the meeting of the Board of Directors at which rejection or revocation is considered.

SECTION VI:

A membership list for examination shall be available to any member in good standing upon request at the Horsemen's Office upon a showing that such request is made solely for corporate purposes of administration.

ARTICLE 4

MEETINGS:

SECTION I:

ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP:

a) Annual meetings: An annual meeting of all members of the Association shall be held once each calendar year during the month of July, at a time and place designated

by the Board of Directors.

b) Special meetings: A special meeting of the membership of the association may be called by the Board of Directors or upon request in writing by twenty percent (20%) of the entire membership of the association who are qualified to vote at such a meeting.

c) Emergency Meetings: Called by the president with the approval of a 2/3 vote of the Board of Directors. This meeting to discuss any emergency business that will effect racing and/or members interests in the industry or association. (The Membership can be notified by any communications available with time and date.)

d) Notice of Meetings: Written notice of the time and place of such meetings, annual or special, shall be served by mail upon all members not less than thirty (30) days before the meeting. Such notice shall be directed to the member at his address as recorded with the association and it shall be the duty and responsibility of members to file with 'the Association his correct address or any changes thereof.

e) Purpose of Meeting: The purpose of the annual meeting shall be the election of directors and the transaction of such other business as may properly come before such meeting. The first Board of Directors may be elected by the incorporators. At special meetings the business stated in the notice of call of the meeting shall be the only business transacted.

f) Quorum: At least ten percent (10%) of the members of the association must be present in person in order to constitute a quorum for the transaction of business at an annual or special meeting.

SECTION II:

ADJOURNMENT OF ANNUAL OR SPECIAL MEETINGS:

Whenever at any meeting of the membership there shall be less than a quorum present in person such meeting may be adjourned from time to time by a majority vote of those present in person until a quorum shall be present, provided, however, that no adjournment shall be for a period exceeding twenty days at any one time. Any meeting at which a quorum is present may be adjourned for such time as may be fixed by the vote of the majority of the members present in person at the meeting. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the original meeting.

SECTION III:

VOTING PROCEDURES:

Election procedures will be determined by the Board of Directors on a yearly basis.

- (1) There will be no proxy voting in any election or meeting.
- (2) After the closing of an election, if there is a tie, the Board of Directors will vote on who will be the new director.
- (3) Incumbent directors are allowed to vote in tie breaker proceedings as well as the initial election.

SECTION IV:

ORDER OF BUSINESS:

At the annual meeting of the Association, the order of business shall be as follows:

1. Filing the proof of notice of meeting
2. Reports of officers
3. Reports of committees, if any
4. Miscellaneous business

ARTICLE 5:

BOARD OF DIRECTORS:

SECTION I:

- a) The management, direction, and control of all policy, business, and affairs of the Association shall be vested in a board of directors consisting of not more than nine (9) elected members who shall hold office for a term of three (3) years.
- b) Candidates for nomination to the Board of Directors must be a member in good standing for a period of at least one year prior to the election.
- c) Members of the same household, spouses and domestic partners cannot both be on the board.
- d) Members of the Board of Directors will conduct themselves with appropriate behavior of someone in a position of power, and hold themselves accountable for actions and words. If any board member is abusive or aggressive, verbally or physically, toward another STHHA member, the board may vote to have them removed. The Board can only remove someone if 2/3 of the board members vote to remove the board member.

SECTION II:

Members of the Board of Directors must be active members of this association in good standing at all times. Failure to do so shall automatically eliminate any member of the board of directors from the board.

SECTION III:

Incumbent directors may be candidates to succeed themselves. Any member of the Association who desires to become a candidate for membership of the Board of Directors must do so by notifying any director that he/she has intent to run. This must be done in writing by June 1st.

SECTION IV:

Any vacancy on the Board of Directors through death, resignation, removal or other cause shall be filled by the Board of Directors until the next annual meeting when a director shall be elected to fill the unexpired term.

SECTION V:

The presence of two-thirds of the qualified directors in person shall be necessary to constitute a quorum for the transaction of business.

SECTION VI:

The Board of Directors at its next meeting following the annual meeting of the Association shall elect a President, a Vice president, a Secretary and a Treasurer, and shall appoint such other officers as it shall deem required for the management of the Association. Officers must be appointed from the Board of Directors. They shall hold office until the meeting of the Board of Directors next following the annual meeting of the Association or until their successors are elected by the Board of Directors. Vacancies and officers, other than President, shall be filled by majority vote of the Board of Directors.

SECTION VII:

The certificates of membership shall be in such form as may be adopted by the Board of Directors.

SECTION VIII:

(a) The Board of Directors shall meet at least once annually. They shall also meet

whenever called by the President. On the request of any three (3) members of the Board, the President shall call a meeting of the Board. Notice shall be 24 hours for emergency meetings. Board members will be notified by phone, e-mail, and/or by regular mail.

(b) Any member of the Board of Directors who has been absent from three (3) meetings in any calendar year, shall be automatically removed from the Board of Directors. This provision may be waived only by a two-thirds (2/3s) vote of the Board of Directors present.

(c) General meetings, during Tioga Downs racing season, shall be once a month and board of directors are required to be physically present at 3 of the 5 meetings.

(d) Electronic participation shall be permitted for board meetings during Tioga Downs off season and for 2 of the 5 meetings during the racing season.

ARTICLE 6:

OFFICERS:

SECTION I:

PRESIDENT:

The President, subject to the approval of the Board of Directors, shall have general management of the affairs of the Association. They shall be responsible for the general enforcement of the by-laws of the Association and the transaction of the business of the Association and reporting to the Board of Directors. They shall perform all duties incidental to this office and such other duties as maybe required of him by the Board of Directors. They shall preside at all meetings of the membership and all meetings of the Board of Directors. They may delegate any of his duties and require the assistance of any of the elected officers of the Association. They shall have full parliamentary authority at all meetings, appoint all committees and be an ex officio member of each. The president shall not be allowed to vote, at the meetings, unless there is a tie by the 8 board members.

SECTION II:

VICE-PRESIDENT:

The Vice-president shall perform all of the duties of the President in the event of the incapacity or absence of the latter attributable to death, resignation, removal, or other cause, and also shall perform all the duties delegated to him/her by the president and

such other duties as may be directed by the Board of Directors from time to time. In the event of the death of the president, the vice-president will become the president of the association, and the new vice-president will require a majority vote of the remaining directors.

SECTION III:

SECRETARY:

The secretary shall keep the minutes of the meetings of the members of the association and the meetings of the Board of Directors. He/She shall attend to the giving and service of all notices of the association. He/She shall have charge of books and papers as the Board may direct. The Secretary shall prepare such reports as may be required of them by the President or Board of Directors.

SECTION IV:

TREASURER:

The Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank, banks or trust company or trust companies as the Directors may elect. He/She shall cause to be maintained books of account and shall exhibit the same at any reasonable time to any director or member of the Association upon application. He/She shall submit an annual report to the Board of Directors and shall furnish such other reports as may be required of him/her by the Board of Directors from time to time. Two other Board Members, who are approved by the Board of Directors, shall also have access to all funds. The treasurer shall appoint a licensed public accountant to examine the books and records of the STHHA at the end of each fiscal year or at such time as necessary. Any pre-approved expenditures need not have board approval each month, ie. health insurance, stall rent etc.

ARTICLE 7:

FISCAL:

SECTION I:

The fiscal year of the association shall end December 31st of each year.

SECTION II:

All notes, checks, drafts and orders for payments of money, certificates and papers or documents of any kind, requiring the signature of the Association shall be signed in the corporate name of the Association by such officers as the Board of Directors may from time to time designate.

SECTION III:

All proceeds, from whatever source and of whatever nature, received or owned by the Corporation shall be expended or distributed only as directed by the Board of directors. The treasurer, however, shall have the authority to spend a sum, not in excess of, one thousand and one dollars (\$1001.00) with approval from the President and/or Vice President.

ARTICLE 8:

AMENDMENTS:

These by-laws may be amended or repealed by a three-quarters vote of the entire membership at a called meeting, or by a two thirds vote of the entire Board of Directors, provided, however, that the notice of the meeting at which a change in the by-laws is to be acted upon shall contain a statement of the proposed change.