

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

ARTICLE ONE
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".

- 3) The organization may at its pleasure by a majority vote of the membership body change its name.

ARTICLE TWO
PURPOSES:

The following are the purposes for which this organization has been organized:

SECTION 1:

The Southern Tier Harness Horsemen's Association, Inc. is an organization of owners, trainers, drivers and breeders of Standard Bred 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 THREE MEMBERSHIP:

SECTION I:

There shall be two classes of membership as follows:

a) Active Members

(i) Owners and Breeders of Standard Bred Horses holding an active USTA membership 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, only the partner or partners or owner or owners of the stable, or the corporation who pays the annual dues of this association shall be a member.

(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.

b) Associate Non-Voting Members

SECTION II:

APPLICATIONS FOR MEMBERSHIP:

All applications for membership shall be made in writing to the secretary and signed by the applicant. The applicant shall show that he/she has the necessary qualifications for membership and will accompany his 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:

a) Member dues shall be in the amount established from time to time by the Board of Directors.

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 FOUR

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 anyone 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:

There shall be no proxy voting at any meeting of the membership. Election of the Board of Directors shall be conducted by ballot cast personally or by mail. The signature of each member shall be on file with the secretary prior to voting. The failure of any member to cast a vote should not be considered to have cast a vote in any 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. Report of Election Committee
5. Miscellaneous business

SECTION V:

ELECTION COMMITTEE:

a) If there is a contest for directors, the president of the association shall appoint an election committee of three (3) from the qualified membership in good standing to determine the qualifications of the members entitled to vote and to act as inspectors and tellers of such election. The president shall preside and have charge of all elections, unless he or she is a candidate for election as a director, in which event he or she shall appoint another officer or director who shall preside and appoint the election committee.

b) The election committee shall open and maintain a place of registration, at the designated place of meeting, and shall receive personal votes for three hours prior to the meeting.

c) An officer of the corporation shall attend upon the election committee and have available for their use a roster of all members of the association in good standing.

d) All members present in person shall register with the election committee.

e) Each candidate may personally, or by representative appointed by him, watch the vote count and check the report of tellers.

f) The election committee shall have full power and authority to pass on any question raised at such election.

g) The election committee shall report in writing to the president of the association, giving the number of qualified votes cast and the final vote.

h) The three candidates receiving the greatest number of votes shall be declared elected to the vacancies on the board of directors scheduled to be filled at the meeting.

i) In case any question is raised as to the legality of such elections, the president shall take into custody the ballots cast and keep the same safely for a period of at least ninety days.

ARTICLE FIVE

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) Beginning with the election for board of directors to be conducted in 2007, three candidates from above will be entered each year.
- c) 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.

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 may do so by notifying the secretary of the association that he is a candidate by registered letter, return receipt requested mailed at least thirty (30) days before the date of the meeting. At least ten (10) days before the date of the meeting the secretary shall mail to all members of the Association the names of all candidates for membership on the board of directors who have become candidates by announcing their intention to do so by letter to the secretary as above described.

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. Notices of all meetings of the board shall be sent to each director at least fourteen (14) days prior to meetings. Notice shall be 48 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 shall have been absent from three (3) meetings in any calendar year, shall be automatically removed from office as a member of the Board of Directors. This provision may be waived only by a two-thirds (2/3s) vote of the Board of Directors present.

(c) Electronic participation shall be permitted for all board meetings.

ARTICLE SIX

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. He/She 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. He/She shall perform all duties incidental to this office and such other duties as maybe required of him by the Board of Directors. He/She shall preside at all meetings of the membership and all meetings of the Board of Directors. He/She may delegate any of his duties and require the assistance of any of the elected officers of the Association. He/She shall have full parliamentary authority at all meetings, appoint all committees and be an ex officio member of each.

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 the membership roll of the Association and such other 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. Such appointment must be approved by the Board of Directors and the fee shall also be approved by the Board.

ARTICLE SEVEN

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 expend a sum not in excess of five hundred dollars (\$500.00) without further authority

ARTICLE EIGHT

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.