

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. ("STHHA" or the "Association") 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 STHHA 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 Meeting: An Annual Meeting of all members of the STHHA 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 STHHA may be called by the Board of Directors or upon request in writing by twenty percent (20%) of the entire membership of the STHHA 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 is to discuss any emergency business that will affect 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 to all members not less than thirty (30) days before the meeting. Such notice shall be directed to the member at his/her address as recorded with the STHHA and it shall be the duty and responsibility of members to file with the Association his/her correct address or any changes thereof. Meeting Notice may also be provided via e mail to all members of the STHHA at the Board of Directors' discretion. Notice via email must be sent at least seven (7) days prior to the meeting being noticed.¹
- e) Purpose of Meeting: The purpose of the Annual Meeting shall be the election of the Board of Directors and the transaction of such other business as may properly come before such meeting. 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 STHHA 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:

At any Annual or Special Meeting where a quorum of the membership is not present in-person, the meeting may be adjourned 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 Annual or Special 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 said meeting. Any business that was to be transacted at a previously adjourned meeting may be transacted at the future meeting provided that a quorum is present at the future meeting.

SECTION III:

¹ Change to permit email notification approved by the STHHA Board of Directors unanimously at the July 7, 2024 Board Meeting.

VOTING PROCEDURES:

Election procedures will be determined by the Board of Directors on an annual 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 not permitted to cast a vote in tie breaking Board of Director votes, but may vote in the initial election.
4. Should there be a tie amongst the Board of Directors when voting to break an election related tie, the President shall cast the deciding ballot. This provision does not apply should the President be a candidate in the contested election. In the case that the President is a candidate in the contested election, the Vice President shall cast the deciding vote.

SECTION IV:

ORDER OF BUSINESS:

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

1. Filling the proof of notice of meeting
2. Reports of Officers
3. Reports of committees, if any
4. Report of Election Committee
5. Miscellaneous business

ARTICLE 5:

BOARD OF DIRECTORS:

SECTION I:

- a) The management, direction, and control of all policy, business, and affairs of the STHHA shall be vested in a Board of Directors (the "Board") 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 (1) 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 leadership and hold themselves accountable for their actions and words. If any Board Member is abusive or aggressive, verbally or physically, toward

another STHHA member, the Board may remove that Board Member with a 2/3 vote of the Board.

e) Any member who has resigned or been removed from the board of directors becomes ineligible to run for a board position for 3 years.

SECTION II:

Members of the Board of Directors must be active members in good standing at all times. Failure to maintain good standing shall be cause for removal from the Board by a 2/3 vote of the Board.

SECTION III:

Incumbent Board members may run for their same seat in any future election. Any member of the STHHA who desires to become a candidate for the Board of Directors must do so by notifying any Director of such intent and must do so in writing by June 1st of each year.

SECTION IV:

Any vacancy on the Board of Directors through death, resignation, removal or other cause shall be filled by a majority vote of the Board of Directors. The replacement Board Member shall serve for the full unexpired term of the vacant seat.²

SECTION V:

At a meeting of the Board of Directors, two thirds (2/3) of the Board must be present in-person or by electronic participation for the transaction of any business.

SECTION VI:

The Board of Directors at its next meeting following the Annual Meeting of the STHHA shall elect a President; Vice President; Secretary; and, Treasurer, and shall appoint such other officers as it shall deem required for the management of the Association. Officers must be members of the Board of Directors. Officers shall hold office until the Board of Director meeting following the next Annual Meeting/Election or until their successors are elected by the Board of Directors. Should an Officer vacate their position before the end of their term, the Board of Directors shall appoint, by majority vote, the replacement for the remainder of the Officer's term. This provision shall not apply to the President. Should the President vacate the position for any reason, the Vice President shall become President.

SECTION VII:

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

² Change to permit replacement Board Member to serve full unexpired term approved by the STHHA Board of Directors unanimously at the July 21, 2024 Board Meeting.

SECTION VIII:

- a) The Board of Directors shall meet at least once annually. They shall also meet whenever called by the President or on the request of any three (3) members of the Board. Notice shall be twenty-four (24) hours for any 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 by a two-thirds (2/3s) vote of the Board of Directors present.
- c) General Meetings, during Tioga Downs racing season, shall be held once per month and Board of Directors members are required to be physically present at three (3) of the five (5) race season meetings.
- d) Electronic participation shall be permitted for Board meetings during Tioga Downs off season and for two (2) of the five (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 STHHA. They shall be responsible for the general enforcement of the by-laws of the STHHA and the transaction of the business of the STHHA and report to the Board of Directors. They shall perform all duties incidental to this office and such other duties as may be required of them 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 their duties and require the assistance of any of the elected officers of the STHHA. They shall have full parliamentary authority at all meetings, appoint all committees and serve as an ex officio member of each. The President shall not be allowed to vote, at the meetings, unless there is a tie amongst the Board.

SECTION II:

VICE PRESIDENT:

The Vice President shall perform all 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 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 shall become the President of the STHHA, and the new vice-president will require a majority vote of the remaining directors.

SECTION III:

SECRETARY:

The Secretary shall keep the minutes of all meetings of the STHHA and the meetings of the Board of Directors. The Secretary shall attend to the giving and service of all notices of the STHHA. The Secretary 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 or the Association bookkeeper shall have the care and custody of all the funds and securities of the STHHA and shall deposit the same in the name of the STHHA in such bank, banks, or trust company or trust companies as the Board of Directors may elect. They shall cause to be maintained books of account and shall exhibit the same at any reasonable time to any Director or member of the STHHA upon application. They 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 may be necessary. Any pre-approved expenditures need not have Board approval each month, i.e. 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 STHHA shall be signed in the corporate name of the STHHA 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 STHHA 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 more than, 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 (3/4) vote of the entire membership at a called meeting, or by a two-thirds (2/3) 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 at the time of notice.