

**AMENDED BY-LAWS OF  
HARNESS HORSE BREEDERS OF NEW YORK STATE, INC.**

**APPROVED SEPTEMBER 19, 2015**

**ARTICLE I**

**Name and Purposes**

Section 1. The Corporation shall be known as Harness Horse Breeders of New York State, Inc.

Section 2. The purposes of this Corporation shall be as set forth in the Certificate of Incorporation thereof, viz:

To promote and increase the breeding of Standardbred harness racehorses in the State of New York and to improve the breed of same, by the dissemination of knowledge concerning the breeding of trotting and pacing horses among breeders of such horses in this State; to foster good will and friendship between breeders, owners and trainers of trotting and pacing horses, and to encourage the breeding of harness racehorses in the State of New York; to stimulate the interest of owners and trainers and the general public in trotting and pacing horses bred in the State of New York; to assist in coordinating information and knowledge of its members in the breeding of trotting and pacing horses; to encourage the participation of harness racetracks in the State of New York; to aid and assist by the members of this Corporation in enforcement of rules and regulations of the New York State Racing and Wagering Board, the Agriculture and New York State Horse Breeding Development Fund, and the United States Trotting Association, and to cooperate with and to aid and assist said organizations in the operation and conduct of harness horse races; to establish rules and regulations governing the conduct of harness horse breeders in the State of New York; to do everything lawful to promote the best interests of breeders of trotting and pacing horses in the State of New York; and to buy, rent, lease, hold and sell real or personal property necessary or inductive to these purposes and objects.

**ARTICLE II**

**Membership**

Section 1. The members of this Corporation shall be persons who meet one of the following qualifications: (a) Own, lease, or own interest in one or more Standardbred stallions registered with the USTA and enrolled by this Corporation, or, (b) Own, lease, or own interest in one or more Standardbred broodmares registered with the USTA and booked to be bred or having been bred to a stallion enrolled with this Corporation, or, (c) Any person, family or

organization having interest in furthering the purposes of the Corporation.

The word "Persons" above shall include corporations and/or other associations duly licensed to conduct pari-mutuel harness horse races in the State of New York and other corporations, partnerships and syndicates, as well as individuals.

Section 2. Applications for membership shall be made in writing to the office of the Harness Horse Breeders and signed by the applicant. Applicants shall be accepted into membership (1) upon receipt of their application and (2) upon paying dues.

Section 3. Dues: Members shall pay annual dues in an amount determined by the Board of Directors, said annual fee to include any magazine or newsletter published by Harness Horse Breeders of New York State, Inc.

Section 4. Voting Privileges: Members in good standing shall have one vote at the Annual Meeting and special meetings of the members. No person shall be entitled to cast more than one (1) vote.

Section 5. Withdrawals and Expulsions: Any member may withdraw from the Corporation by presenting a statement of resignation to the office of the Harness Horse Breeders.

A member may be expelled for violation of the By-Laws of the Corporation or for other causes prejudicial to the purposes of the Corporation. Any member considered for expulsion must be given due notice and presented proof of transgression and be allowed to represent his case to the full board prior to a final vote of expulsion. Such expulsion may be affected by a two-thirds vote of the attending members of the Board of Directors at a meeting duly called for such purposes.

Any resigning or expelled member shall forfeit all right to cast any vote in the Corporation and all right to any property of the Corporation.

### **ARTICLE III**

#### **Government**

Section 1. The general management of the affairs of the Corporation shall be vested in the directors who shall be elected as provided in the By-Laws.

Section 2. Directors: The Board of Directors shall consist of eleven (11) members of this corporation elected as provided in article IV hereof. All directors shall be legal residents of the State of New York. Corporations, associations, partnerships, syndicates or other organizations shall be limited to a single representative on the board of Directors. The eleven (11) members of the Board of directors shall consist of three (3) representatives from commercial breeders and two (2) representatives from (i.e. who resides in) each of four geographical regions, as hereinafter defined. Additionally one (1) representative shall be included on the board from the Morrisville Equine Program for as long as SUNY Morrisville stands an advertised Standardbred

stallion at stud for each year of said representative's tenure. The Morrisville Equine Program representative shall be a non-elected but fully vested member of the board. For purposes of these By-Laws a commercial breeder shall be defined as a breeder who either breeds fifty (50) or more mares in a single season to stallions standing in New York State or who stands one (1) or more stallions in New York State to whom fifty (50) or more mares are bred in a single season. The four geographical regions shall be defined as follows:

1. The Western Region shall consist of Allegany, Chautauque, Erie, Genesee, Livingston, Monroe, Niagara, Ontario, Orleans, Steuben, Wayne, Wyoming and Yates counties.
2. The Central Region shall consist of Broome, Cayuga, Chemung, Chenango, Cortland, Madison, Oneida, Onondaga, Otsego, Oswego, Schuyler, Seneca, Tioga and Tompkins counties.
3. The Northeast Region shall consist of Albany, Clinton, Essex, Franklin, Fulton, Hamilton, Herkimer, Jefferson, Lewis, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, St. Lawrence, Ulster, Warren and Washington counties.
4. The Southeast Region shall consist of Bronx, Columbus, Delaware, Dutchess, Greene, Kings, Nassau, New York, Orange, Putnam, Queens, Rockland, Suffolk, Sullivan and Westchester counties.

Section 3. Officers: The officers shall consist of a President, Vice President, Treasurer and Secretary.

## **ARTICLE IV**

### **Election of Directors and Officers**

Section 1. Directors shall be elected for a term of three years to succeed the directors whose terms are then expiring, thus continuing the practice of electing approximately one-third of the Directors each year.

Section 2. (a) To become a candidate for the Board of Directors, a member must be nominated in writing by a minimum of five members at least 60 days prior to the annual meeting.

(b) Each member of this Corporation shall be entitled to one vote for each director to be elected as provided in Section 1 of this Article. The 3 Commercial breeders with a representatives who receive the most votes among all commercial breeder representative candidates shall be declared elected. If any commercial breeder does not qualify as such in any given year that board seat will automatically go onto the ballot for the next election year. The 2 candidates from each region who receive the most votes among all candidates from their region shall be declared elected. Election shall be by paper ballot mailed to the membership 30 days prior to the Annual Meeting.

Section 3. (a) To become a candidate to the office of President, Vice President, Treasurer or Secretary, a director must be nominated in writing by two directors, other than the candidate, at least 30 days prior to the scheduled election.

(b) The Board of Directors shall elect the officers of the Corporation at a meeting of the Board to be held on a date at least 30 days following the Annual Meeting of the members, and officers shall hold office for one year or until new officers are elected. Election of officers shall be from candidates previously nominated as outlined above. Written ballots shall be cast in person by directors in attendance.

Section 4. If a vacancy occurs among the officers, or on the Board of Directors, such vacancy shall be filled by the Board of Directors for the interim until the next scheduled election. Any remaining portion of the unexpired term shall be filled, as outlined in Sections 2 and 3 above.

## **ARTICLE V**

### **Duties of Officers**

Section 1. The President shall preside at the meeting of members of the Association and of the Board of Directors and shall appoint such committees as he or the directors shall consider expedient or necessary.

Section 2. In the absence of the President, the Vice President shall perform his duties. In the absence of both President and Vice President, the Secretary shall preside and assume the

duties of the President. The Treasurer shall review the financial records of the Corporation on a semi-annual basis and be the co-signature for all expenditures in excess of \$5,000.00.

## **ARTICLE VI**

### **Duties and Powers of Board of Directors**

Section 1. The Board of Directors shall have control of the property and affairs of the Corporation and shall fix its policies. They shall have power to hold meetings in the State of New York; appoint committees; appoint legal counsel; employ necessary staff and employees; accept new members and suspend, censure or expel members as by these By-Laws provided; authorize proper expenditures and take all necessary and proper steps to carry out the purpose of this Corporation and promote its best interests.

## **ARTICLE VII**

### **Executive Director**

Section 1. The Board of Directors shall be responsible for hiring an Executive Director and any other staff deemed necessary to facilitate the purposes of the Corporation.

Section 2. The Executive Director shall be responsible for the day-to-day operations of the Corporation and shall be in active control of the conduct of business of the Corporation. The Executive Director shall consult with the President on a regular basis and report to the full Board of Directors at each meeting.

## **ARTICLE VIII**

### **Committees**

Section 1. Nominations Committee: Two Directors nominated by the President and approved by the Board of Directors, shall constitute the Nominations Committee. The committee shall review the fitness and qualifications to hold office of the candidates nominated for Directors, as prescribed in Article IV, Section 2 (a). In the event there are additional vacancies, in excess of the number of candidates nominated, the Nominations committee shall nominate additional persons to complete the ballot. The approved list of nominees shall be forwarded to the office of the HHBNYS at least 45 days prior to the annual meeting.

Section 2. Membership and Promotion Committee: At least three Directors, nominated by the President and approved by the Board of Directors, shall constitute the Membership and Promotion Committee. The Committee shall develop plans to encourage membership and promote the Sire Stakes and sport of harness racing.

Section 3. Financial Review Committee: The Treasurer and at least one other Director, nominated by the President and approved by the Board of Directors, shall constitute the

Financial Review Committee. The Committee shall review the accounts and business activities of the Corporation on a semi-annual basis and report their findings to the Board of Directors. They shall also review the Independent Auditor's Report each year.

Section 4. Conditions Committee: At least three Directors, nominated by the President and approved by the Board of Directors, shall constitute the Conditions Committee. The Committee shall review existing rules, regulations and conditions for the Sire Stakes, State Fair, and Late Closer racing events and propose changes as deemed necessary. Proposed changes shall be submitted to the Board of Directors for approval and forwarded to the Agriculture and New York State Horse Breeding Development Fund prior to October 15 each year.

Section 5. County Fair Committee: At least three Directors, nominated by the President and approved by the Board of Directors, shall constitute the County Fair Committee. The Committee shall review existing rules, regulations and conditions for the County Fair program. Proposed changes shall be submitted to the Board of Directors for approval and forwarded to the Agriculture and New York State Horse Breeding Development Fund prior to October 15 each year.

Section 6. Other Committees: The President may at any time appoint other committees to address any subject not covered by standing committees, subject to approval by the Board of Directors.

Section 7. Committee Quorum: A majority of any committee shall constitute a quorum for the transaction of business.

Section 8. Committee Vacancy: The President shall have the power to fill vacancies in the membership of any committee.

## **ARTICLE IX**

### **General Membership Meetings**

Section 1. Annual Meetings: There shall be an annual meeting of the members of the Corporation to be held in August of each year, as fixed by the Board of Directors.

Section 2. Special Membership Meetings: Special meetings of the membership of the Corporation may be called by the President or the Directors at their discretion. Upon written request of 12 members of the Corporation, the Directors shall call a special meeting to consider a specific subject. Written notice of any special meeting of members shall state the place, date, and hour of the meeting and the purpose for which the meeting is called, and shall be sent not less than 15 days or more than 50 days before the date of the meeting.

Section 3. Attendance: Attendance shall be defined as present in person only. Teleconferencing or other electronic methods of attendance will not be allowed.

Section 4. Quorum: The presence in person of a minimum of ten (10) members of the

Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business at all membership meetings.

Section 5. Voting: Every member shall be entitled to one vote. Except as otherwise provided by law, all action shall be decided by majority vote of members present in person, except members may vote for election of Directors by mail and need not be present in person to vote for election of Directors.

Section 6. Inspectors of Election: Two inspectors of election shall be chosen by vote of the members at the Annual Meeting. It shall be their duty to act as inspectors of election at annual and special meetings until the next annual election.

## **ARTICLE X**

### **Board of Directors Meetings**

Section 1. Annual Meeting: There shall be an annual meeting of the Board of Directors, to be held at least 30 days after the Annual Membership meeting, but prior to the end of the calendar year, as fixed by the President. The agenda shall include the election of officers, as outlined in Article IV, Section 3 (a) and 3 (b), the adoption of a budget for the upcoming corporate year, and any other business deemed appropriate.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President, or by the written request of a minimum of five Directors sent to the office of the Harness Horse Breeders. The agenda may include any subject requested and any other business deemed appropriate.

Section 3. Quorum: The presence in person of at least one-third of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4. Voting: Every Director present shall be entitled to one vote and all action shall be decided by majority vote of board members present in person.

Section 5. Withdrawals and Expulsions: Any member may withdraw from the Board of Directors by presenting a statement of resignation to the office of the Harness Horse Breeders.

A Director may be expelled for violation of the By-Laws of the Corporation or for other causes prejudicial to the purposes of the Corporation. A Director considered for expulsion must be given due notice and presented proof of transgression and be allowed to represent his case to the full board prior to a final vote of expulsion. Such expulsion may be affected by a two-thirds vote of the attending members of the Board of Directors at a meeting duly called for such purposes.

In addition, any Director absent from three consecutive Board meetings shall be subject to an expulsion vote. Such expulsion may be affected by a majority vote of the Board of Directors at any meeting.



Any resigning or expelled member shall forfeit all right to cast any vote at any Board of Directors meetings.

## **ARTICLE XI**

### **Amendments**

Section 1. These By-Laws may be amended only by a two-thirds vote of the members present at a regular or special meeting of the Corporation, provided notice of the proposed amendment is stated in the notice of the meeting.