

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

ARTICLE I - MEMBERSHIP

SECTION 1 – TYPES AND QUALIFICATION FOR MEMBERSHIP

A. ACTIVE MEMBERSHIPS

1. Any person who has a current membership with the United States Trotting Association, who is not affiliated with any organization whose principles and philosophy are contrary to those of the MHHA and who has not been finally adjudicated to have engaged in any type of race fixing may apply for active membership.
2. All applications for active membership submitted for the 2017 calendar year and thereafter shall be made annually in writing to the Board of Directors.
3. Applications for membership shall be in a form determined by the Board of Directors and may include any questions bearing on the applicant's qualification for membership.
4. Active members shall pay an annual membership fee that is determined by the Board of Directors.

B. LIFE MEMBERSHIPS

Life memberships shall be granted on the request of any individual who is 65 years of age or older and has been an active member of the Association for fifteen (15) years.

C. ASSOCIATE MEMBERSHIPS

Any person may become an associate member by making proper application to the association and payment of the annual membership fee that is determined by the Board of Directors.

Any legal entity (corporation, partnership, joint venture or LLC) that operates under an assumed name recognized by the United States Trotting Association may obtain an Associate Membership.

D. HONORARY MEMBERSHIPS

Honorary memberships may be granted by the unanimous vote of the Board of Directors.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

E. RACING AFFILIATE MEMBERSHIP

Racing Affiliate Memberships may be granted any individuals who support Michigan harness racing, but who do not qualify for membership under any other provisions of Article 1.

Application may be made in writing on a form approved by the board.

A racing affiliate shall not be entitled to any insurance, benefits, or privileges granted to other forms of memberships.

Racing affiliates shall pay an annual membership fee determined by the Board.

A racing affiliate shall fulfill the membership required by the conditions of the Michigan Early Closing Colt Stakes program, but shall serve no other purpose.

SECTION 2 – IMMEDIATE TERMINATION OF MEMBERSHIP

Memberships of individuals who have been finally adjudicated as having engaged in any type of race fixing shall be terminated immediately and shall be permanently barred from membership of any type.

SECTION 3 - REJECTION OF MEMBERSHIP

A. The Executive Committee may reject the application of any applicant whose membership is deemed to be a detriment to harness racing or to the association.

B. Notice of the rejection shall be communicated to the applicant in writing, shall state the reason(s) for the rejection and shall be posted by certified mail or sent by electronic email to the address that appears on the application.

C. The notice of rejection shall include the time and place of the Board of Directors next meeting at which the applicant or his duly authorized representative shall have the opportunity to present reasons why their application should not be rejected.

D. The Board of Directors' shall then either ratify or reject the action of the Executive Committee.

E. A rejected applicant may not re-apply for active membership until five (5) years after the date of the rejection.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

SECTION 4 – REVOCATION OF MEMBERSHIP

- A. The Executive Committee may revoke the current membership of any individual whose action(s) is determined to be a detriment to harness racing or to the association.
- B. The revocation must occur within ninety (90) days after the occurrence of the action that is deemed a detriment.
- C. Notice of the revocation shall be immediately communicated to the member in writing, shall state the reason(s) for the revocation and shall be posted by certified mail or sent by electronic email to the member's legal address.
- D. The notice of revocation shall include the time and place of the Board of Directors next meeting at which the applicant or his duly authorized representative shall have the opportunity to present reasons why their membership should not be revoked.
- E. The Board of Directors' shall then either ratify or reject the action of the Executive Committee.
- F. A revoked member may not re-apply for active membership until five (5) years after the date of the revocation.

SECTION 5 – NORMAL TERMINATION OF MEMBERSHIP

A. ACTIVE MEMBERSHIPS

Active Membership shall be for the calendar year in which payment is received and shall automatically terminate on March 1st of the following year.

B. LIFE MEMBERSHIPS

Life memberships shall terminate upon death.

C. ASSOCIATE MEMBERSHIPS

Associate Memberships shall be for the calendar year in which payment is received and shall automatically terminate on March 1st of the following year.

D. HONORARY MEMBERSHIPS

Honorary memberships shall terminate upon death or by a majority vote of the Board of Directors.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

SECTION 6 -FINANCIAL OBLIGATION OF MEMBERSHIP

There shall be no assessments levied against members of the Association. The only financial obligation of membership shall be the annual membership fee that is determined by the Board of Directors.

SECTION 7 -RIGHTS AND PRIVILEGES OF MEMBERSHIP

All members shall have the right to attend, be recognized, speak, and make motions at meetings; and to serve on association committees.

SECTION 8 -VOTING PRIVILEGES

Only active and life members as of January 1st of the election year shall have the right to vote in the annual election of directors; and in general elections other than for director. Voting shall only be done according to the procedures provided for in Article III of these by-laws.

SECTION 9 – NOTICES

It shall be the responsibility of all members to furnish the association with their current mailing address or electronic email address that will serve as their **legal address**. Except for Rejection and Revocation Notices defined in Section 3 and 4 above, all officially posted notices, published information or other communications of the association (as provided for in Article IX, Section 1 of these by-laws) to our membership shall be posted or sent to the member's legal address.

To assure accuracy of our legal address book, all active and lifetime members shall be required to furnish their current United States Trotting Association membership information.

ARTICLE II – BOARD OF DIRECTORS AND COMMITTEES

SECTION 1 – NUMBER AND AUTHORITY OF THE BOARD OF DIRECTORS

Beginning on January 1, 2017, the management, control and direction of the property and business of the association shall be vested in a ten (10) person Board of Directors. If more than ten (10) directors are existing board members on January 1, 2017, the reduction of directors to ten (10) shall be achieved by normal attrition.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

SECTION 2- COMMITTEE APPOINTMENT AND RESPONSIBILITY

The President shall establish by appointment single purpose and special interest committees comprised of one or more association members; and shall selection one of them or a director to act as committee chairperson. The committees may be either ad hoc or permanent at the President's discretion.

Single purpose committees will be established for (but not be limited to) the following: Scholarship; By-laws; Colt Stakes; Fair Racing; Pari-Mutual Racing; Awards; Annual Banquet; and other purposes that may from time to time be required.

The President shall establish four separate committees comprised of association members who will represent the special interests of breeders, drivers, trainers and owners; and shall appoint a board member to act as each committee's chairperson.

All committees through their chairman will report at regularly scheduled board meeting both verbally and/or in writing when appropriate on the progress of their committee's work and will make recommendations directly to the directors.

SECTION 3 - QUALIFICATION AND NOMINATION OF DIRECTORS

The qualification and nomination of directors shall be as follows:

- A. Any active member in good standing is eligible to be elected as a director.
- B. Incumbent board members shall always be candidates for re-election unless they specifically decline.
- C. Candidates for election shall file a written petition signed by at least fifteen (15) voting members at the association office by November 1st prior to the year of the election.
- D. The Board of Directors shall be the sole authority in determining the validity of any nomination petition.

SECTION 4 – VACANCIES

All board vacancies created for any reason shall be filled from the active membership roll by a majority vote of the remaining members of the Board of Directors. The director so elected shall serve until the organization's next annual meeting at which time an election for the balance of the vacated term will occur.

SECTION 5 – TERM OF OFFICE

A director shall serve a three (3) year term of office unless elected to fill the unexpired term of a board vacancy.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

SECTION 6 – PAYMENT OF APPROVED EXPENSES

Expenses incurred by a director in the performance of a task approved in advance by the President, Executive Committee, Board of Directors or Association Manager shall be reimbursed after a receipt indicating payment is presented to the association.

SECTION 7 – RECALL OF DIRECTORS

The recall of an elected director shall occur after completion of the following requirements;

- A. A petition must be delivered to the association office that states the alleged reasons to recall an elected director.
- B. The petition must be signed by five (5%) percent of the active or life membership.
- C. The petition must be certified as valid by the Board of Directors.
- D. The board shall direct that a recall election by membership ballot be conducted as required by Article III, Section 1-A, immediately below.

ARTICLE III – DIRECTOR AND GENERAL MEMBERSHIP VOTING

SECTION 1 – VOTING METHODS: BALLOT AND OTHER METHODS

Voting by ballot:

- A. Voting by ballot shall always be used for the election of directors; and may be used when a general election to determine acceptance or rejection of a proposition by the active and life membership is deemed desirable by the Board of Directors.
- B. Ballots for the election of directors and general elections shall be mailed or sent to all active and life members at their legal addresses.
- C. Ballots may be cast either by return mail or email in a manner prescribed by the Board of Directors; or deposited in a ballot box at a specific time and place determined by the Board of Directors.
- D. Active and life membership status shall be determined by the active and life membership rolls of the association.
- E. All ballot elections results, regardless of the number of ballots cast, shall be deemed valid and be certified by the Board of Directors; and shall be determined by the largest number of votes cast for or against a candidate or a proposition.
- F. In the event that a ballot election of directors produces two or more candidates who receive the same number of votes, there shall be a run-off ballot election between the tied candidates prior to the association's annual Board of Directors meeting in January. In the

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

event the run-off ballot election results in a second tie, both candidates shall serve as directors for their elected term and will equally divide one vote so that the total number of directors' votes, including all fractional votes, shall never be more than ten (10).

- G. A tie vote result of a general election regarding a proposition shall be certified by the Board of Directors as a failure of the proposition.
- H. At the conclusion of any election by ballot, all ballots will be destroyed.

Voting by other methods:

- A. Voting at a properly noticed general membership meeting may be cast by voice or show of hands at the discretion of the meeting chairman.
- C. Those in attendance at a properly noticed general membership meeting shall always constitute a quorum of the general membership.
- B. Ballots shall never be distributed at a general membership meeting.

SECTION 2 – VOTING BY THE BOARD OF DIRECTORS

- A. The Board of Directors shall always vote by roll call, except for the election of officers which shall be by secret ballot.
- B. Except when a vote is unanimous, a report of each vote cast shall be published in the meeting's minutes.
- C. Six (6) directors in attendance shall constitute a quorum for voting purposes.
- D. Any motion voted on when a quorum of directors is present shall be decided by a majority of the votes cast.
- E. A tie vote of the Board of Directors shall be recorded as a negative vote.
- F. The Chairman of the Board of Directors shall cast his vote in the same manner as any other director, but only after the votes of the other directors have been tabulated.

ARTICLE IV - OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1 – OFFICER ELECTIONS AND DUTIES

The Board of Directors shall, by majority vote, elect from its own membership a President, Vice-President, Secretary and Treasurer.

- A. The President shall:
 - a. Serve as Chairman of the Board of Directors;
 - b. Preside at all meetings of the Board of Directors, the General Membership and the Executive Committee;
 - c. Exercise full parliamentary authority at all meetings;
 - d. Appoint all committees and serve as an ex-officio member of each.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

- B. The Vice-President shall exercise the full authority of the President in the absence of the President; and shall perform other functions that may be assigned from time to time by the directors.
- C. The Secretary shall record and report in minutes the business conducted at all board meetings including, but not limited to attendance records, motions made and vote results; shall, when directed by the board, act as the association's correspondent; and perform other functions that may be assigned by the Directors.
- D. The Treasurer shall monitor the financial budgets, transactions and policies of the association on a monthly, quarterly or annual basis; provide financial information and analysis to the board; report the overall financial condition of the association; oversee government filings; and perform other functions that may be assigned by the Board of Directors.
- E. The officers are elected by the Board of Directors.
- F. An officer shall serve a three (3) year term of office.
- G. In the event that an officer should not choose to run for re-election as a director, or should be defeated in an election, his term of office shall automatically terminate.
- H. An officer vacancy shall be filled by a majority vote of the board of directors.
- I. An officer may be removed from office if eight (8) directors vote in favor of removal in a roll call vote.

SECTION 2 – EXECUTIVE COMMITTEE RESPONSIBILITIES

The Executive Committee shall consist of the President, Vice-President and a member of the Board of Directors appointed by the President.

- A. The Executive Committee will act in the event of an emergency -- that is, a situation that requires a decision by the association before a full board meeting can be held provided that a reasonable effort is made to poll the other Directors by telephone and e-mail.
- B. In an emergency situation, the Executive Committee shall have the authority to act for the Board of Directors
- C. At the next regularly scheduled Board of Directors meeting, the Executive Committee shall report the result any action taken by them on behalf of the board.
- D. A motion to confirm the action taken by the Executive Committee shall be made and voted on; and the action and results of the vote shall be included in the meeting's minutes.
- E. When legally appropriate, the motion may be subject to executive session privilege provided by the Open Meetings Act.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

ARTICLE V: ASSOCIATION MANAGER, APPOINTED OFFICERS, HIRED EMPLOYEES: EMPLOYMENT-AT-WILL

SECTION 1 – ASSOCIATION MANAGER

- A. The board of directors may appoint, hire or contract with an individual or firm to act as Association Manager.
- B. The Association Manager shall be responsible for the general supervision of the affairs of the association.

SECTION 2 – APPOINTED OFFICERS AND HIRED EMPLOYEES

The Board of Directors may appoint officers or hire employees that are necessary to execute the duties and responsibilities of the association.

- A. The board may enter into written employment contracts with appointed officers or hired employees.
- B. All appointed officers or hired employees shall serve at the discretion of the board of directors; and shall receive such compensation as is determined by the board.

SECTION 3 – EMPLOYMENT-AT-WILL

- A. The Michigan Harness Horsemen's Association is an Employment-at-Will organization.
- B. The Association Manager, appointed officers or hired employees shall serve at the pleasure of the board of directors; and the board may, at any time, discharge the association manager, appointed officer or hired employee without cause and without further obligation to them.

ARTICLE VI – ANNUAL, GENERAL MEMBERSHIP AND DIRECTORS MEETINGS

SECTION 1 – ANNUAL MEETINGS

The Board of Directors shall schedule an annual meeting of the association in the month of January. The time, place, agenda and other annual meeting information shall be published on the association's website and Facebook page and shall serve as the official annual meeting notice to the association. In addition, the meeting notice and information shall be posted or sent to the legal address of each member.

SECTION 2 – GENERAL MEMBERSHIP MEETINGS

- A. General membership meetings may be called by the Board of Directors at any time.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

- B. The board shall be required to call a general membership meeting upon receipt of a petition that is signed by ten percent (10%) or more of the association's active and lifetime members.
- C. Notice of the meeting shall be published on the association's website and Facebook page seven (7) days prior to the date when the meeting is scheduled.
- D. The notice shall state the time, place, purpose, agenda and other information about the meeting. The business to be transacted at the general membership meeting shall be limited to the issues identified in the notice.

SECTION 3 - BOARD OF DIRECTORS MEETINGS

- A. The Board of Directors shall hold at least nine regular meetings per calendar year at times and places determined by the President.
- B. Special board meetings may be called at any time by the President; or at the requested of six (6) Directors.
- C. It is the responsibility of the Association Manager to post notice of all meetings to the directors and association members.
- D. All directors shall be required to attend all board meetings.
- E. Unless excused or approved in advance, any director who is absent for four (4) meetings or more in any calendar year shall be considered to have resigned and shall be replaced.
- F. A director may join a meeting electronically and will be considered present at the meeting.

ARTICLE VII -REQUIRED SIGNATURES

SECTION 1 – OFFICIAL DOCUMENTS AND LEGAL INSTRUMENTS

Any type of document required by a governmental authority and contracts or other legal instruments (except checks) that obligate the Association shall be signed by the President, or, if unavailable, the Vice-President and one other elected officer.

SECTION 2 – CHECKS

Checks for payment of the Association's obligations shall be signed in the name of the Association by the person or persons designated by the Board of Directors.

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

ARTICLE VIII - REVENUE AND EXPENDITURES

SECTION 1 – REVENUE

It shall be the responsibility of the Association Manager to collect all revenue due to the Association, regardless of the source, and to deposit it in the accounts and banking institutions approved by the Board of Directors.

SECTION 2 – EXPENDITURES

It shall be the responsibility of the Association Manager to pay all association expenditures by check (only) after reception of a proper invoice and prior approval of the payment by the Board of Directors and/or the Treasurer.

ARTICLE IX - OFFICIAL ASSOCIATION NOTICES AND COMMUNICATIONS

SECTION 1 – EMAIL ADDRESS BOOK, WEBSITE AND FACEBOOK PAGE

The Association Manager shall maintain and control the association's email address book, website and Facebook page; and to use them for officially posting notices, publishing information and communicating with our membership (as described in Article 1, Section 9) on a timely basis.

SECTION 2 – SEPARATE PUBLICATION OF NOTICES AND COMMUNICATIONS

If more than one member has furnished the same mail or email address, each shall separately receive any officially published notices, information and communications from the association.

ARTICLE X - FISCAL YEAR

The Fiscal Year of the association shall be from October 1st through September 30th.

ARTICLE XI –AMENDMENT OF BY-LAWS

SECTION 1 – AMENDMENT BY BALLOT ELECTION

These by-laws may be amended by a majority vote in a ballot election as provided for in these by-laws.

SECTION 2 – AMENDMENT BY BOARD OF DIRECTORS

These by-laws may be amended by eight (8) directors voting for amendments;

BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

provided, however, that amendments made under this section cannot change the number of directors, their qualifications or their term of office.

SECTION 3 – AMENDMENT BY GENERAL MEMBERSHIP

These by-laws may be amended by a majority vote at a general membership meeting provided that notice for said meeting advises the membership that a vote will be taken; and that both the existing by-laws and the proposed by-laws changes are contained in the notice for membership review.

REVISED AND PUBLISHED ON NOVEMBER 18, 2009

REVISED AND PUBLISHED ON MARCH 26, 2016.

REVISED AND PUBLISHED ON NOVEMBER 16, 2016

REVISED ON JANUARY 21, 2017 – MEMBERSHIP APPROVAL PENDING

DRAFT