

# BY-LAWS of the MICHIGAN HARNESS HORSEMEN'S ASSOCIATION

## ARTICLE I - MEMBERSHIP

### SECTION 1

There shall be the following classes of membership:

#### A. ACTIVE MEMBERSHIPS

1. Any person who has a current membership with the United States Trotting Association as an owner, breeder, trainer or driver and who is not affiliated with any organization whose principles and philosophy are contrary to those of this organization and who has not been finally adjudicated to have engaged in any type of race fixing from and after April 14, 1988 may apply for active membership.
2. All applications for active and life membership commencing with applications and life membership extensions for 2000 shall be made annually in writing to the Executive Committee (Article IV, Section 3) and if not designated on a prior years application or a change in category is being requested shall designate which of 3 categories the applicant chooses to cast votes and contain the information referred to by Article 1, Section 1 A. 9. No one shall designate membership as a breeder unless a substantial portion of their involvement in harness racing is, or has been, breeding, raising or selling Standardbred horses. No one shall designate membership as an owner unless a substantial portion of their involvement in harness racing is, or has been, owning Standardbred horses for racing. No one shall designate membership as a driver/trainer unless a substantial portion of their involvement in harness racing is, or has been, training or driving for a public or private stable of Standardbred horses. An applicant who has failed to designate a category by September 30<sup>th</sup> of any year, shall not vote for the election of a director for any category but may vote for director at large that year.
3. The Executive Committee may reject the application of any applicant whose membership would be detrimental to or reflect adversely or unfavorably on harness racing or upon the Association.
4. The Executive Committee may revoke an accepted membership upon determining facts which substantiate that their membership would be detrimental to or reflect adversely or unfavorably on harness racing or upon the Association.
5. Revocations by the Executive Committee shall not be valid unless made within ninety (90) days of occurrence of the actions determined by the Executive Committee to be detrimental to or reflect adversely or unfavorably on harness racing or upon the Association.
6. The Executive Committee's rejection of an application for

membership shall be in writing and mailed by certified mail to the applicant at his or her address appearing on the application within fifteen (15) days or receipt of said application, together with a statement of the reasons for rejection.

7. The Executive Committee's revocation of membership shall be in writing and mailed by certified mail to the applicant at his or her address appearing on the application immediately upon the Executive Committee's action of revocation, together with a statement of the reasons for revocation.
8. The Executive Committee shall, at the next Board of Directors' meeting scheduled twenty-one (21) days or more after mailing the rejection or revocation, furnish all directors a complete copy of the certified mailing to the applicant. The certified mailing shall have included notification of the time and place of such Board of Directors' meeting and the applicant, or his duly authorized representatives, shall be given full opportunity at said meeting to present any evidence why he or she should not have been rejected or revoked. Thereafter the Board of Directors' shall either ratify or reject the action of the Executive Committee. The applicant shall have the right to adjourn these proceedings to a future Board meeting, but shall remain rejected or revoked until such adjourned Board meeting is held.
9. 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.
10. Active members shall pay an annual membership fee as determined by the Board of Directors.
11. Rejected or revoked members may not re-apply for active membership until five (5) years after rejection or revocation.

#### 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 and who has met the requirements of Section 1. A. 2.

#### C. ASSOCIATE MEMBERSHIPS

Any person may become an associate member by making proper application to the Association and payment of a \$35 annual membership fee.

#### D. HONORARY MEMBERSHIPS

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

- E. Any legal entity (corporation, partnership, joint venture, etc.) that has an assumed name recognized by the United States Trotting Association may obtain an associate membership (c) by making proper application to the Association and payment of a \$35.00 annual membership fee.

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- F. Memberships of individuals who have been finally adjudicated as having engaged in any type of race fixing shall terminate immediately upon such adjudication and such individuals shall be permanently barred from membership of any type.

## SECTION 2 -TERMINATION OF MEMBERSHIP

- A. **ACTIVE MEMBERSHIPS** shall be for the calendar year in which payment is received and shall automatically terminate on March 1<sup>st</sup> of the following year.
- B. **LIFE MEMBERSHIPS** shall terminate upon death.
- C. **ASSOCIATE MEMBERSHIPS** shall be for the calendar year in which payment is received and shall automatically terminate on March 1<sup>st</sup> of the following year.
- D. **HONORARY MEMBERSHIPS** shall terminate upon death or by a majority vote of the Board of Directors.

## SECTION 3 -FINANCIAL OBLIGATION OF MEMBERSHIP

There shall be no assessments levied against members of the Association and the only financial obligation of membership shall be the annual membership fee established by these By-Laws.

## SECTION 4 -RIGHTS AND PRIVILEGES OF ALL CLASSES OF MEMBERSHIP

All four classes of membership shall have the right to attend meetings, be recognized and speak at meetings, make motions and serve on committees.

## SECTION 5 -VOTING PRIVILEGES

Only active and life members shall have the right to vote and those so entitled to vote in the annual election of directors shall be determined by the Association's active and life membership rolls as of September 30<sup>th</sup> and those entitled to vote in ballot elections, other than for director, shall be determined by the Association's active and life membership rolls as of the most recent prior December 31<sup>st</sup>, March 31<sup>st</sup>, June 30<sup>th</sup> or September 30<sup>th</sup> which is at least ninety (90) days prior to the date of voting. Voting shall be only by the procedures provided for in Article III of these By-Laws.

## SECTION 6 -NOTICES

It shall be each member's personal responsibility to furnish the Association with his current, proper mailing address and/or electronic mail address to serve as the address to which all issues of the Association's official publication provided for in Article VIII of these By-Laws shall be mailed. In the event that the member has no electronic mail address, and upon written request of that member, the

Association will make a copy of the official publication and forward it to that member, provided said member reimburses the MHHA for reasonable copying and postage costs. Active members shall also furnish their current United States Trotting Association number. All notices required to be served on members, except in the case of disciplinary action as provided for in this Article, shall have been deemed served by mailing or electronic mailing of the Official Publication containing the notice to the addresses of the members on file with the Association; and thereafter no member shall have the right to claim he did not receive notice.

## ARTICLE II

### SECTION 1

The management, control and direction of the property and business of the Association shall be vested in a twelve (12) person Board of Directors (except as provided in subsections (a), (b) and (c) of this section) made up of three (3) active members in good standing of the owner category elected solely by members of the owner category, three (3) active members in good standing who are members of the breeder category elected solely by members of the breeder category, three (3) active members in good standing with the driver/trainer category elected solely by members of the driver/trainer category and three (3) active members in good standing of any category as at large directors elected by the entire membership

- A. For calendar year 2000 the twelve (12) district directors elected under the prior by-laws of this Association whose terms expire 12/31/00, 12/31/01 and 12/31/02.
- B. For calendar year 2001 four (4) district directors whose terms expire December 31, 2001, four (4) District Directors whose terms expire December 31, 2002, one (1) owner, one (1) breeder, one (1) driver/trainer and one (1) at-large director.
- C. For calendar year 2002 four (4) directors whose terms expire December 31, 2002, two (2) owners, two (2) breeders, two (2) driver/trainers, and two (2) at-large directors.
- D. That in the event two or more candidates for director of this Association shall receive the same number of votes creating a tie winning vote there shall be a ballot election between the tied candidates prior to the Association's Board of Directors meeting. In the event the run off election results in a tie winning vote the tied winning candidates shall serve as directors for the term elected equally dividing one vote for each directorship elected so that the total number of directors' votes, including all fractional votes, shall never be more than twelve (12).

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## **SECTION 2- QUALIFICATION AND NOMINATION OF DIRECTORS SHALL BE AS FOLLOWS:**

- A. To qualify as a director, except for election as a director-at-large, a candidate must be registered in the class which he seeks to represent for at least two (2) years immediately prior to election. This requirement is waived for elections of 2000 and 2001.
- B. For the purpose of election to the Board of Directors, except for election as a director at-large, the candidate shall qualify only for the category as recorded on his membership card. If a member is eligible in more than one category and has selected one he may, with his next application for membership, request a change in category without showing a change in circumstances. In such cases, the applicant shall not be eligible to seek election to the Board of Directors until he has been registered in that category for a minimum of two (2) years.
- C. Any active member in good standing is eligible to be elected as a director at large.
- D. Incumbent board members shall always be candidates for re-election in the category for which they were elected unless they specifically decline. District directors with terms ending 12/31/00, 12/31/01 and 12/31/02 shall be incumbents in the category of membership as determined by Article 1, Section 1. A. 2.
- E. Candidates for election as an owner, breeder or driver/trainer shall file a written petition signed by at least fifteen (15) voting members of the candidate's category at the main office of the Association at Okemos, Michigan, by November 1<sup>st</sup> of the year prior to the year of the election.
- F. To apply as a candidate for a director at large candidates shall file a written petition signed by at least fifteen (15) voting members at the main office of the Association at Okemos, Michigan by November 1<sup>st</sup> of the year prior to the year of the election.
- G. The Board of Directors shall be the sole authority in determining the validity of any nomination petition.
- H. A member who for the first time selects a category may not petition to be a director representing that category unless the selection was made prior to September 1<sup>st</sup> of the year of election. Category selection dates shall be the earlier of the date received at the association's general office or postmark on the envelope in which the election was received.
- I. A member's failure to select a category prior to September 1<sup>st</sup> of the year of election or a member's failure to select a category at any time shall not prohibit

the member from being a candidate as a director at large.

## **SECTION 3 – VACANCIES**

- A. **VACANCIES BECAUSE OF DEATH, RESIGNATION OR ANY OTHER REASON**, except as provided for in Section B, shall be filled from the roll of the active members of the category of the vacancy by a majority vote of the remaining members of the Board of Directors and the Director so appointed shall serve until the next annual meeting at which time there shall be an election for the balance of the unexpired terms, if any. Appointed directors shall be classified as incumbents for re-election.
- B. **VACANCIES BECAUSE OF RECALL, REJECTION OR REVOCATION OF MEMBERSHIP SHALL BE MADE BY THE FOLLOWING PROCEDURE:**
  1. The General Manager shall have the name of each active member in the category, of the recalled, rejected or revoked Director written on a separate piece of paper.
  2. At the next regularly scheduled Board of Directors' meeting the President shall select, by a blind drawing, five (5) active members.
  3. The five (5) active members drawn by lot shall select an active member of their category to serve in place of the recalled, rejected or revoked director until the Association's next annual election when, if necessary, an election shall be held for the balance of the term of the recalled, rejected or revoked director.

## **SECTION 4 – TERM**

- A. The terms of each directorship shall be for a period of three (3) years or until a successor is elected or appointed.
- B. One (1) Director shall be elected from each category and one (1) at-large director each year.

## **SECTION 5 – EXPENSES**

- A. All Directors shall be paid a per diem allowance for attendance at Board Meetings and committee meetings.
- B. Any expense incurred by a Director in performance of a function sanctioned by the Board of Directors, the

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Executive Committee, the President or General Manager shall be reimbursed.

- C. Directors shall not receive salaries or any other direct compensation for services performed.

## SECTION 6 – RECALL

- A. Upon filing a petition alleging the reasons for recall at the Association's office in Okemos, Michigan signed by fifteen (15%) percent of the voting members of the director's category or five (5%) percent of the Association's membership for a director-at-large and certified by the Board of Directors as valid, requesting recall of an elected Director in that category a recall election shall be held.
- B. The Board of Directors shall be the sole authority in determining the validity of the recall petition.
- C. The recall election shall be by ballot and conducted under Article III, Section 1 A.

## ARTICLE III - GENERAL MEMBERSHIP VOTING

### SECTION 1

#### A. BY BALLOT

1. Voting by ballot shall always be used for the election of Directors and may be used, at the discretion of the Board of Directors, when a full vote of the Membership is deemed desirable.
2. Ballots for general elections and election of at large directors shall be furnished to all active and life members by mail at their address on file with the Association.
3. Ballots may be cast either by return mail or in a manner prescribed by the Board of Directors or deposited to a ballot box at specific time and place determined by the Board of Directors.
4. Ballots for the election of owners, breeders and driver/trainers shall be furnished only to those active and life members eligible to vote for the particular category. Ballots for election of directors-at-large shall be furnished to all active and life members. The Association shall determine active membership status from the current United States Trotting Association information furnished in accordance with the provisions of Article 1, Section 6.
5. All ballot elections, regardless of the number of ballots cast, shall be valid elections and determined by the largest number of votes for a

candidate or, for or against, the proposition presented.

## B. OTHER METHODS

1. There shall not be any votes by the General Membership, except by ballot, unless such vote takes place at a properly noticed meeting within the provision of these By-Laws.
2. The casting of votes, other than by ballot, may be either by voice, by rising, or by a show of hands, at the discretion of the Chairman of the meeting.
3. Ballots shall never be distributed at a General Membership meeting.
4. Those in attendance at a properly noticed General Membership meeting shall always constitute a quorum of the General Membership.

## SECTION 2 - BOARD OF DIRECTORS

- A. The Board of Directors shall always vote by roll call vote, except for the election of officers which shall be by secret ballot and except when the vote is unanimous, a report of each vote cast shall be published in the Official Publication provided for in Article VIII of these By-Laws.
- B. Seven (7) Directors in attendance shall constitute a quorum of the Board of Directors.
- C. Any vote cast by the Board of Directors, when a quorum thereof is present, shall be decided by a majority of the votes cast, even if that total should be less than eight.
- D. A tie vote of the Board of Directors shall be recorded as a negative vote.
- E. 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

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

- A. The President shall preside at all meetings of the General Membership, be Chairman of the Board of Directors and the Executive Committee, shall have full parliamentary authority at all meetings, appoint all committees and be an Ex-Officio member of each.
- B. The Vice-President shall, in the absence of the President, exercise the full authority of the President.

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- C. The Secretary shall perform those functions assigned to him by the Board of Directors.
- D. The Treasurer shall perform those functions assigned to him by the Board of Directors.
- E. The election of these officers shall be made by the Board of Directors at the first Board meeting each odd numbered year, commencing in the calendar year 1977.
- F. Officers' terms shall be for a two (2) year period or until the next election or a successor is appointed.
- G. If an elected officer's directorship expires in an even numbered year, and he is re-elected in that year as a Director his officership shall automatically continue. In the event that such an officer should not choose to run for re-election, or should be defeated in an election, his officership shall automatically terminate.
- H. Vacancies in officerships shall be filled by a majority vote of the Board of Directors.
- I. An Officer may be removed if ten (10) Directors so vote in a roll call vote.

## SECTION 2

The Board of Directors may appoint or hire, from outside the Board's membership, officers and employees it deems necessary.

- A. All appointed officers or hired employees shall serve solely at the discretion of the Board of Directors for compensation determined by the Board of Directors. The Board of Directors may enter into written employment contracts with the appointed officers.
- B. All Officers and Employees of the Association appointed or hired under this Section shall serve at the pleasure of the Board of Directors and the Board of Directors may, at any time, discharge any appointed officer or hired employee with or without cause and without further obligation to the discharged appointee or employee.

## SECTION 3

The **EXECUTIVE COMMITTEE** of the Association shall consist of the President, Vice-President and a member of the Board of Directors to be elected by the Board of Directors for this purpose at the same time, and in the same manner, as other Officers are elected by the Board of Directors.

- A. The Executive Committee shall have general supervision of the affairs of the Association between meetings of the Board of Directors.
- B. In the event of an **EMERGENCY SITUATION**, that is, one requiring a decision by the Association before a full

Board meeting can be held, the Executive Committee shall have the authority to act for the Board of Directors provided reasonable effort has been made to poll the other Directors by telephone and e-mail.

- C. At each regularly scheduled Board of Directors meeting, the executive committee shall report the results of any polling of the Board and the resulting action taken since the last Board of Director's meeting. A motion to confirm the action taken shall be made and included in the minutes of the Board of Directors meeting. If necessary, the motion may be subject to executive session privilege.

## ARTICLE V – MEETINGS

### SECTION 1 -GENERAL MEMBERSHIP MEETINGS

- A. Annual Meetings: The Board of Directors shall yearly schedule an Annual Meeting as soon after January 1<sup>st</sup> as is reasonably possible and practical. Notice of the time and place of this meeting and other pertinent matters concerning the meeting, shall be published in the preceding October issue of the Association's Official Publication, such publication shall serve as official notice of the Annual Meeting.
- B. Special Meetings
  - 1. Special General Membership Meetings may be called by the Board of Directors or the Executive Committee at any time.
  - 2. The Board of Directors shall be required to call a Special General Membership meeting upon receipt of a petition signed by at least ten percent (10%) of the Association's Voting Membership at the time the petition is served on the Association at its general office.
  - 3. Regardless of the manner by which a Special General Membership meeting is called NOTICE shall be given in the following manner:  
First, if it is possible to publish Notice of said Meeting in the Association's Official Publication and such publication shall serve as Official Notice. Second, if such publication is not possible mailing of a Notice to all Voting Members seven (7) days prior to the scheduled meeting shall serve as Official Notice. Third, each Notice shall contain a statement of the reason for the Special Meeting and action taken at the Special Meeting shall be limited to that issue.

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## SECTION 2 - BOARD OF DIRECTORS

- A. The Board of Directors in each calendar year shall have at least nine regular monthly meetings in months determined by the Board of Directors.
- B. Meetings in the month of July, August and September may be at times and places determined by the Executive Committee.
- C. The nine (9) regular monthly Meetings shall be at the Association's General Office.
- D. Special Meetings of the Board of Directors may be called at any time by the President or the Executive Committee.
- E. A Special Meeting shall be called if requested by six (6) Directors.
- F. Proper Notice to all Directors for all Meetings shall be the responsibility of the General Manager.
- G. All Directors shall be required to attend all Board Meetings, and in the event any Director shall be absent from more than three (3) meetings in any calendar year, unless such absences have been approved by the Board of Directors, he shall have been considered to have resigned from the Board of Directors and he shall be replaced by the procedure provided for in these By-Laws.

## ARTICLE VI -REQUIRED SIGNATURES

### SECTION 1 - OFFICIAL DOCUMENTS AND MATTERS OF BINDING OBLIGATION

Any type of document required by a governmental authority needing the Association's signature and any and all contracts and other instruments, except checks, obligating the Association shall be signed by the President, or in his absence the Vice-President acting in his stead, 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.

## ARTICLE VII - RECEIPTS AND EXPENDITURES

### SECTION 1

It shall be the responsibility of the General Manager to collect all money due the Association, regardless of source, and deposit same in those accounts and banking institutions designated by the Board of Directors.

## SECTION 2 - EXPENDITURES

- A. Expenditures of the Association shall be made by check only.
- B. No check shall be written until the Association has received a proper invoice and the Board of Directors shall establish a procedure for approving invoices before payment.

## ARTICLE VIII - OFFICIAL PUBLICATION

### SECTION 1

The Board of Directors shall maintain and control a monthly Publication which shall be mailed to the addresses required to be furnished under Article 1, Section 6.

### SECTION 2

If more than one member has furnished the same address only one publication shall be sent to that address.

### SECTION 3

It shall be an irrebuttable presumption that each member of the Association has timely received all issues of the Association's Official Publication mailed to the address furnished by the member in compliance with the requirement of Article 1, Section 6 and that each member has read all notices therein contained.

## ARTICLE IX - FISCAL YEAR

The Fiscal Year of the Association shall be from October 1<sup>st</sup> through September 30<sup>th</sup>.

## ARTICLE X -AMENDMENTS

### SECTION 1

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

### SECTION 2

These By-Laws may be amended by ten (10) Directors voting to do so; provided, however, that amendments under this Section 2 cannot be made that concern the number of Directors, their qualifications, their terms of office or compensation of any type that is paid to them.

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## **SECTION 3**

These By-Laws may be amended by a majority vote at a General Membership meeting provided the Notice for said meeting advised that a vote would be taken and both the existing By-Laws to be changed and the proposed change was contained therein.

## **ARTICLE XI - RACING AFFILIATE MEMBERSHIP**

### **SECTION 1**

Individuals who do not qualify for membership under Article I of these By-Laws may annually make application in writing on a form approved by the Board of Directors for a racing affiliate membership.

### **SECTION 2**

Racing affiliate memberships are not memberships under Article I.

### **SECTION 3**

A racing affiliate membership shall not entitle an individual to any insurance benefits or any other privileges or benefits of membership.

### **SECTION 4**

Racing affiliate members shall pay an annual fee as determined by the Board of Directors.

### **SECTION 5**

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

*CURRENT AND PUBLISHED AS OF NOVEMBER 18, 2009*

*CURRENT AS REVISED AS OF MARCH 26, 2016 by unanimous vote  
Of Board of Directors.*