

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 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 on and after April 14, 1988 may apply for active membership.
2. All applications for active membership submitted for calendar year 2017 and thereafter shall be made annually in writing to the Executive Committee
3. (Article IV, Section 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 of 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.

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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 by making proper application to the Association and payment of a \$35.00 annual membership fee.
- 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

Active Memberships 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.

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 MEMBERSHIP

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

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SECTION 5 -VOTING PRIVILEGES

Only active and life members as of January 1st of the election year shall have the right to vote (1) in the annual election of directors and (2) in ballot elections, other than for director. Voting shall only be done according to the procedures provided for in Article III of these By-Laws.

SECTION 6 - NOTICES

It shall be the responsibility of all members to furnish the association with their current mailing address or electronic email address to serve as their legal address to which all officially published notices of the association as provided for in Article VIII of these by-laws or any other communications shall be mailed or sent. 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 – BOARD OF DIRECTORS

SECTION 1 – NUMBER AND AUTHORITY OF THE BOARD OF DIRECTORS

Beginning on January 1, 2017 and thereafter 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 board members on January 1, 2017, the reduction of directors to ten (10) shall be achieved by normal attrition.

In the event that two or more candidates for association director receive the same number of votes creating a tie, there shall be a ballot election between the tied candidates prior to the Association's annual Board of Directors meeting in January. In the event the run-off election results in a tie vote, 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).

SECTION 2- 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 main office of the association by November 1st of the year prior to the year of the election.

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- D. The Board of Directors shall be the sole authority in determining the validity of any nomination petition.

SECTION 3 – VACANCIES

- A. **VACANCIES BECAUSE OF DEATH, RESIGNATION, RECALL, REJECTION OR REVOCATION OF MEMBERSHIP OR ANY OTHER REASON**, except as provided for in Section B immediately below, shall be filled from the roll of the active members by a majority vote of the remaining members of the Board of Directors. 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 term, if any. Appointed directors shall be classified as incumbents for re-election.

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. A committee and committee chair will be appointed to represent the special interests of breeders, owners and drivers/trainers

SECTION 5 – EXPENSES

- A. Any expense incurred by a Director in the performance of a function sanctioned by the Board of Directors, the Executive Committee, the President or General Manager shall be reimbursed.

SECTION 6 – RECALL

- A. Upon filing a petition alleging the reasons for recall at the Association's office I signed by five (5%) percent of the Association's membership and certified by the Board of Directors as valid, requesting recall of an elected Director 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**

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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 directors shall be mailed or sent to all active and life members at their mail or email addresses 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 a specific time and place determined by the Board of Directors.
4. Ballots for the election 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 cast for a candidate; and for or against the proposition being voted upon.

B. OTHER METHODS

1. There shall not be any votes by the voting 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 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, except for the election of officers which shall be by secret ballot. Except when a 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. Six (6) Directors in attendance shall constitute a quorum of the Board of Directors.
- C. Any motion voted on by the Board of Directors when a quorum is present shall be decided by a majority of the votes cast.
- 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.

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- 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.
- C. The Secretary shall perform those functions assigned by the Board of Directors.
- D. The Treasurer shall perform those functions assigned by the Board of Directors.
- E. The election of these officers shall be made by the Board of Directors.
- F. Officers' terms shall be for a three (3) year period or until the next election or a successor is appointed.
- 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 officer ship shall automatically terminate.
- H. Vacancies in officer ships shall be filled by a majority vote of the Board of Directors.
- I. An Officer may be removed if eight (8) 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 and hired employees.
- 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 without cause and without further obligation to the discharged appointee or employee.
- C. The Michigan Harness Horsemen's Association is an Employee-at-Will organization.

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.

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- 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.
- D. A motion to confirm the action taken by the Executive Committee 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 1st 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 on the associations website and Facebook page and 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 official notice of the meeting shall be published on the association's website and on its Facebook page seven (7) days prior to the scheduled meeting. The official notice shall state the reason for the Special General Membership meeting and business transacted at the Special General Membership meeting shall be limited to that issue.

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 unless otherwise determined.
- D. Special Meetings of the Board of Directors may be called at any time by the President or the Executive Committee.

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- 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 association Manager.
- G. All directors shall be required to attend all board meetings. In the event that any Director is absent from more than three (3) meetings in any calendar year, unless such absences have been approved or excused by the Board of Directors, the absent director shall be considered to have resigned from the Board of Directors and shall be replaced by the procedure provided for in these By-Laws.
- H. A director may join the meeting electronically and be considered present at the meeting.

ARTICLE VI -REQUIRED SIGNATURES

SECTION 1 - OFFICIAL DOCUMENTS AND MATTERS OF BINDING OBLIGATION

Any type of document required by a governmental authority requiring the Association's signature and any contracts or other legal instruments, except checks, that obligate 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 Association 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 paid by check only.
- B. No check shall be written until the association has received a proper invoice and the Board of Directors has approved the invoice before payment.

ARTICLE VIII - OFFICIAL PUBLICATION OF NOTICES AND COMMUNICATIONS

SECTION 1 – EMAIL ADDRESSE BOOK, WEBSITE AND FACEBOOK PAGE

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The Board of Directors shall maintain and control an email address book, a website and a Facebook page for the purpose of officially publishing information and communicating with the membership on a timely basis as described in Article 1, Section 6.

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 and communications from the association.

ARTICLE IX - FISCAL YEAR

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

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 eight (8) directors voting to do so; provided, however, that amendments made under this section cannot change the number of Directors, their qualifications or their terms of office.

SECTION 3

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 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.

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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 AS REVISED AS OF April 23, 2017 by the MHHA membership.