

## **BYLAWS**

### **TEXAS HORSEMEN'S BENEVOLENT AND PROTECTIVE ASSOCIATION**

#### **ARTICLE ONE**

##### **NAME**

- 1.1** The name of the corporation is TEXAS HORSEMEN'S BENEVOLENT AND PROTECTIVE ASSOCIATION.

#### **ARTICLE TWO**

##### **PURPOSES**

- 2.1** The corporation is organized under the provisions of the Texas Non-Profit Corporation Act.
- 2.2** The purposes for which the corporation is organized are:
- (a) to promote the horse racing industry in Texas through education, public relations, research, and charitable and benevolent activities;
  - (b) to engage in and manage charitable and benevolent activities for the benefit of persons in the horse racing industry in Texas; and
  - (c) to represent owners and trainers of horses in the negotiation, performance and enforcement of contracts with racing associations (racetracks) and to represent owners and trainers of horses in regulatory, contractual, and advocacy undertakings before local, state, and federal administrative, legislative, and judicial bodies and tribunals.

#### **ARTICLE THREE**

##### **Offices**

- 3.1** The corporation must maintain a registered office as provided by law and may maintain such other offices as may be prescribed by the board of directors.

## ARTICLE FOUR

### Membership

- 4.1** All persons licensed by the Texas Racing Commission as owners or trainers of horses are eligible for membership in the corporation.
- 4.2** A person becomes a member of the corporation by participating in a race meeting at any licensed racetrack in Texas. A person remains as a member until such person: (a) resigns in writing delivered to corporation's office; (b) is terminated or suspended as a member pursuant to these bylaws; or (c) is not licensed by the commission as an owner or trainer.
- 4.3** There us only one class of members, all of whom have equal rights.
- 4.4** Dues, fees, and assessments, if any may be authorized only by the board of directors.
- 4.5** The members expressly authorize the corporation to represent them for the purposes hereinabove stated,
- 4.6** The board of directors may terminate, suspend, or otherwise sanction the membership of any person for: (a) any ground specified by law or rule for revocation or suspension of a racing license; (b) conduct by the member which violates any bylaw or written policy determination of the corporation or its board of directors; or (c) conduct by the member which is detrimental to the orderly functioning of the corporation or the racing industry in Texas.

The board of directors must give written notice to the member which states the basis for the proposed termination, suspension, or sanction. Within 30 days of the date if the notice, the member may request in writing files at the corporation's office the opportunity to appear before the board of directors to respond to the notice. A final hearing is not required, and the action of the board of directors is final, either upon default or after appearance by the member before the board.

**4.7** The board of directors must call an annual meeting of members at a place within the State of Texas on a date during the fall and must give written notice thereof. The principal purpose of the annual meeting is the election of directors. Other purposes, if any, must be stated in the notice of the meeting.

Special meetings of members may be called by the president, the board of directors, or members having not less than one-tenth of the votes entitled to be cast at such meeting. Each member shall have one vote at any meeting of members; cumulative voting is prohibited.

**4.8** Written or printed notice of meetings of members must be given to members personally, by facsimile transmission, or by mail. In case of a special meeting, the notice must state the purpose or purposes for which the meeting is called. Notice must be given at least 10 days and not more than 60 days prior to the date of meeting

## **ARTICLE FIVE**

### **Directors**

**5.1** The board of directors shall have the control and management of the business, funds, and property of the corporation,

**5.2** The board of directors shall have the sole authority to alter, amend, or restate the bylaws by action of at least two-thirds of the members of the board at a meeting called for that purpose.

**5.3** The board of directors must be composed only of members of the corporation in good standing.

**5.4** The board of directors shall be composed of nine members, 6 of whom shall be owners and 3 of whom shall be trainers, or such other number of members as the board may determine by resolution at a regular meeting. The directors are elected for terms of three years, to be staggered for election at each annual meeting of members.

- 5.5** The regular meeting of the board of directors shall be convened without notice immediately following adjournment of the annual meeting of members for the purpose of election of officers, consideration of financial matters, and such other subjects as may properly come before the meeting. A special meeting of the board of directors may be called by the president or a majority if the members of the board for a purpose or purposes which must be stated in the notice of the meeting. Notice of a special meeting must be given at least 24 hours prior to the meeting by telephone and at least 10 days prior to the meeting is given other than by telephone.
- 5.6** The board of directors shall establish written procedures and standards on the subject of conflicts of interest of members, directors, officers, and employees.
- 5.7** A director shall serve for the term for which the director is elected unless removed from the board for cause. There shall be no removal without written notice to the director of the cause for removal and opportunity to respond at a meeting of the board of directors. A vote of two-thirds of the board of directors is required for removal of a director.
- 5.8** Vacancies on the board of directors or in any office of the corporation may be filled by the board of directors.
- 5.9** The board of directors may by resolution establish standing committees and ad hoc committees as authorized by law. Each committee shall have such authority and duty as may be conferred by the resolution.

## **ARTICLE SIX**

### **Officers**

- 6.1** The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer and such assistant officers as may be appointed by the board of directors. No person shall be eligible for more than one office except as secretary and treasurer.
- 6.2** All officers shall be elected for a term of one year at the regular meeting of the board of directors and unless otherwise provided by contract shall serve at the pleasure of the board of directors. Officers shall serve without compensation

(except for provision for expenses), unless compensation is expressly authorized by vote of two-thirds of the board of directors.

- 6.3** Except for the president, officers need not be members of the corporation or its board of directors.
- 6.4** The president shall preside at all meetings of members and directors and shall be an ex official member of all committees. The president shall perform all duties usually incident to the office and such other duties as may be provided by the board of directors.
- 6.5** There shall be at least one vice president who shall perform the duties of the president in the absence or disability of the president. Duties of each vice president are as specified by the board of directors.
- 6.6** The secretary shall be the custodian of the records of the corporation and shall attend all meetings of the board of directors and keep accurate minutes thereof.
- 6.7** The treasurer shall, subject to requirements of the board of directors, keep and manage the funds in action of the corporation. The treasurer shall report the financial condition of the corporation at annual meetings of members, regular meetings of directors, and upon request of the president or the board of directors.
- 6.8** The board of directors may appoint an executive director for the general and active management of the business of the corporation, subject to the direction of the president and board of directors. The executive director may not be a member or officer of the corporation. The compensation of the executive director shall be fixed by the board of directors.

## **ARTICLE SEVEN**

### **ELECTION AND VOTING**

#### **7.1 Supervision of Elections**

All Associations elections shall be under the supervision of the Board of Directors. An election committee of three (3) members shall be appointed by the President of the Association. The three (3) members appointed to the election committee shall be neither members of the Board or candidates for any office in the Association at the time of their appointment. The election committee shall be responsible for seeing that the election for which it is appointed is run in accordance with the Bylaws of the Association.

#### **7.2. Elections**

The President shall appoint a nominating committee consisting of not less than three (3) members of the Board for the purpose of making nominations and receiving nominations from the members of the Association at an annual membership meeting held for the purposes of nominations.

All nominees must be members of the Association. The nominating committee shall neither make or accept any nomination after the adjournment of the general nominating meeting, except that for a period of fifteen (15) days thereafter, additional members may be nominated by petition duly signed by at least fifteen (15) members of the Association in good standing, provided that said petition is filed with the Secretary/Treasurer of the Association during said fifteen (15) day period.

There shall be at least one general nominating meeting at a track within the jurisdiction of the Association. Nominations by the nominating committee shall not require seconds. A nomination from the floor at such meeting must be accepted if it receives the endorsement of the nominator and two (2) members of the Association.

#### **7.3 Candidates**

The Secretary/Treasurer of the Association shall notify each candidate of his nomination by certified mail as soon after the nominating meeting as possible.

Within fifteen (15) days of the mailing to each candidate of notice of his nomination for office, said candidate shall complete and mail to the Secretary/Treasurer at the Association's headquarters an affidavit on a form furnished by that Association that:

- (A) He fulfills all of the requirements for eligibility for office;
- (B) He will run for office, serve if elected and remain eligible during the term of office to which he is elected;
- (C) He has no other relationship which involves a conflict of interest.

Write-in candidates are not permitted and no ballot shall provide a space for a write-in candidate.

Voting shall be by secret ballot. All voting and election procedures shall be supervised by the Secretary/Treasurer of the Association.

Not less than 30 and not more than 45 days prior to the Association election, the Secretary/Treasurer of the Association shall mail in an envelope bearing the Association's return address the following:

- (A) A ballot;
- (B) An unmarked envelope capable of being sealed;
- (C) The approved biographical statement of not more than 200 words of each candidate; and
- (D) A return envelope addressed to the Secretary/Treasurer of the Association. The said envelope shall be sent by U.S. mail, postage prepaid, or shall be marked to indicate that postage will be paid by addressee.

The Secretary/Treasurer shall use the current membership roster of the Association for mailing ballots.

All ballots that are received at the designated address prior to the closed of business on the day named for the election shall have the date of receipt marked on them. Ballots shall be checked against the list of eligible voters of the Association as listed on its current membership roster.

After being counted under the supervision of the Election Committee, all ballots, envelopes and tally sheets shall be sealed and retained in the custody of the Secretary/Treasurer for a period of not less than thirty (30) days.

**7.4** Unless and until amended or repealed, the above proposed amendments to the Bylaws of the Association shall be in force and effect on and after the date of its adoption by a vote of not less than two-thirds (2/3rds) affirmative vote of the elected members of the board.

**ARTICLE EIGHT**  
**Other Organizations**

- 8.1 The corporation may affiliate by contract, partnership, or otherwise with other state or national organizations whose purposes are consist with those of the corporation.
- 8.2 The Board of Directors shall establish written procedures and standards on the subject of conflicts of interest of Members, Directors, Officers and employees of the Association. At a minimum, no person shall be put on the ballot as or be a candidate for either an Officer or Director position of the Association (1) who (or whose spouse or immediate relative) is a member, an officer, director, beneficial owner, employee, representative, agent, or subject to the control of, a Racing Association, a business operated at a Racetrack, the Commission, any Other Equine Organizations that may have a stated purpose in conflict with the operation and purposes of this Association, and/or any other associations of horsemen that has a stated purpose in conflict with the operations and purposes of this Association; or (2) who, if otherwise is in any way affiliated with an Official Breed Registry or other organization subject to audit or regulation by the Commission, is an officer, voting director, or voting committee member, or other person authorized to establish policy or influence the official position or direction of such Official Breed Registry or such other organization.
- 8.3 Notwithstanding the foregoing, such a candidate faced with an apparent conflict may make himself eligible without first obtaining Board approval by resigning (or, if applicable\_having his spouse or immediate relative resign) his or her position with any such organization, Other Equine Organization, Official Breed Registry, or other organization or association prior to the Member being placed on the ballot upon providing satisfactory proof of such resignation to the Board of Directors.

These bylaws were adopted at the organization meeting of the Board of Directors on October 12, 1996 and revised by unanimous vote of the Board of Directors on May 1, 1997.

Amendments were adopted by the Board of Directors on September 5, 1997 and January 11, 2003.

**APPROVED AND ADOPTED BY THE TEXAS HORSEMEN'S BENEVOLENT & PROTECTIVE ASSOCIATION BOARD OF DIRECTORS ON JANUARY 11, 2003.**