

BYLAWS OF THE
OHIO HARNESS HORSEMEN'S ASSOCIATION, INC.

As Amended January 8, 1994

ARTICLE I
PURPOSES

The purposes of the Ohio Harness Horsemen's Association, Inc. (the "Association") as stated in its Certificate of Incorporation are:

1. To promote and improve harness racing in the State of Ohio for the benefit of its members and the public, and to protect and promote the welfare of its members.
2. To recommend to public and racing officials, changes in rules and regulations which the Association feels to be in the best interests of harness racing and the public at large.
3. To cooperate with all other associations and Fair Boards conducting harness race meetings and to consult with these groups on all mutual problems which the Association believes to be beneficial to harness racing.

ARTICLE II
MEMBERSHIP

SECTION 1. ELIGIBILITY.

Membership in the Association shall be limited to those persons who are eligible for membership in a Standardbred horsemen's association under the rules and regulations of the United States Trotting Association, the Ohio State Racing Commission, and any applicable laws governing such horsemen's associations.

SECTION 2. CATEGORIES OF MEMBERSHIP.

Members shall consist of:

1. OWNERS who presently own all of or a valid legal interest in at least one horse registered with the United States Trotting Association that is, was or will be used primarily for harness racing purposes, and BREEDERS who presently own all of or a valid legal interest in at least one horse registered with the United States Trotting Association that is, was or will be used primarily for breeding purposes.

In the event such a horse or horses are owned in partnership, each partner who pays the annual dues of the Association shall be eligible for membership. In the event a horse or horses are owned by a corporation, each officer and director of the corporation shall be eligible for membership. However, in no event shall a partnership or corporation be entitled to more memberships than there are partners or officers and directors, as the case may be.

2. TRAINERS and DRIVERS who are qualified to train or drive at any Ohio commercial harness racing meet or at any Ohio fair harness racing program. Trainer/Driver members, Owner members and Breeder members are sometimes collectively referred to hereinafter as "regular members" or holders of "regular membership".
3. ASSOCIATE MEMBERS -- Those persons or organizations interested in the Standardbred industry, but who do not qualify for regular membership under the provisions of paragraphs 1 or 2 of this section, may become Associate members upon proper application therefor approved by a majority of the Board of Directors present at any regular or special meeting of such Directors. Associate members shall have no voting rights.
4. LIFETIME MEMBERS and HONORARY MEMBERS -- The Board of Directors, at any regular or special meeting, may grant lifetime or honorary memberships to those persons who have performed outstanding services to the Association or who have contributed substantially to the Standardbred industry. Such lifetime or honorary memberships shall entitle said persons to all of the privileges of membership and shall not require the payment of yearly dues.

SECTION 3. APPLICATIONS FOR MEMBERSHIP.

All applications for membership shall be made in writing to the Secretary of the Association and signed by the applicant. The applicant shall show that he has the necessary qualifications for membership and will accompany his application with the full amount of the annual dues for the current year, which will be returned to him if the application for membership is not accepted. In his application, the applicant shall also designate which one of the categories of membership (Owner, Breeder, Trainer/Driver or Associate) that he considers himself to be most eligible for. The Board of Directors shall have the right to review that designation from time to time and to designate a different category of member-

ship if the Board determines, in its reasonable discretion, that a different category is more appropriate for the member at that time. A member shall also designate (and may change) his category of membership each time that he renews his membership in the Association.

SECTION 4. ELECTION TO MEMBERSHIP.

The Board of Directors may reject the application for membership of any applicant whose membership in the Association would not be in the best interests of the sport of harness racing or the Association. If the membership of any applicant is opposed by a member in good standing, his application shall be referred to the Executive Committee for determination. Such objection shall be filed in writing with the Secretary of the Association.

SECTION 5. REVOCATION OF MEMBERSHIP.

The Board of Directors may, by a two-thirds vote of those present at any regular or special meeting, revoke or suspend the membership of any member (including regular members, Associate members, lifetime members and honorary members) who has been guilty of conduct prejudicial to the best interests of the sport of harness racing or the Association.

SECTION 6. DUES.

Membership dues for regular and Associate members shall be determined by the Board of Directors prior to the first day of January for any ensuing year. Memberships shall expire on the first day of February of each year.

SECTION 7. VOTING.

Only members who have paid their annual dues as prescribed by Section 6 of Article II hereof, and who shall otherwise be in good standing, shall be eligible to vote in person at any annual or special meeting of the Association.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. NOTICE AND QUORUM.

An annual meeting of all members of the Association shall be held once each calendar year at a time and place designated each year by the Board of Directors. Special meetings of the members of the Association may be called by three-fourths of the members of the Board of Directors. The officers of the Association shall call a special meeting upon request in writing of at least ten per cent of the members who are qualified to vote at such a meeting. The

time and place of such meetings shall be designated by the Board of Directors or the officers, depending upon which is calling the meeting. Written notice of the time and place of such meetings, annual or special, shall be served on all members by mail not less than twenty days nor more than forty days before the meeting. Such notice shall be directed to the active members at their addresses as registered with the Association, and it shall be the duty and responsibility of members to file with the Association their correct addresses or any changes thereof. The purpose of the annual meeting shall be the election of Directors and officers, and the transaction of such other business as may properly come before the meeting. At special meetings the business stated in the notice of the meeting shall be the only business transacted. At least thirty members of the Association must be present in person in order to constitute a quorum for the transaction of business at an annual or special meeting.

SECTION 2. ADJOURNMENT.

Whenever there shall not be a quorum at any meeting of the members, such meeting may be adjourned from time to time by a majority vote of those present in person until a quorum shall be present; provided, however, that no adjournment shall be for a period exceeding six months at any one time. Any meeting at which a quorum exists may be adjourned for such time as may be fixed by the vote of the majority of the members present in person at the meeting. At any adjourned meeting at which a quorum exists, any business may be transacted which might have been transacted at the original meeting.

SECTION 3. ORDER OF BUSINESS

At the annual meeting of the Association, the order of business shall be as follows:

1. Filing the proof of notice of the meeting.
2. Reports of Officers.
3. Reports of Committees, if any.
4. Election of Directors and Officers.
5. Miscellaneous business.

ARTICLE IV DIVISIONS OF THE ASSOCIATION

SECTION 1. DIVISIONS.

For operational purposes, the Association shall have three divisions--the Trainer/Driver Division, the Owner Division and the Breeder Division. In addition to being a member of the entire Association, each member who is not an Associate member shall also be a member of one of said Divisions, based on the last category

of membership designated by that member or determined for him by the Board of Directors. Each such Division shall have its own committees, specifically including a Management Committee, and may call its own meetings, as provided hereinafter.

SECTION 2. COMMITTEES AND RESPONSIBILITY.

The business and affairs of each Division shall generally be governed and administered by its Management Committee, which shall be composed of all members of the Board of Directors of the Association (including Track Directors, local association directors and members of the Advisory Committee who are eligible to vote at Board meetings) who are also members of that Division. Each Division may also form such other committees as its Management Committee deems appropriate. The Board of Directors of the Association may assign to each Division such specific and general matters, programs, projects and problems as the Board deems appropriate. Each Division shall also deal with such matters as may be presented to it by its members or other members of the Association. Each Division shall make periodic reports of its activities to its members, to the Board of Directors and, if required, to all members of the Association.

SECTION 3. DIVISION OFFICERS.

As soon as practical after the annual meeting of the Association, the members of the Management Committee of each of the three Divisions described in Section 1 herèof shall meet and shall elect from the Management Committee a Chairman and Vice Chairman of the Division, both of whom shall hold office for one year and until their successors are elected and qualified. The Management Committee may also transact such other business as may properly come before that meeting.

SECTION 4. MANAGEMENT COMMITTEE MEETINGS AND NOTICE.

The Management Committee of each Division shall meet at least once every three months, and at such other times as each Management Committee may deem necessary. Such meetings may be conducted on the same days as the quarterly meetings of the Board of Directors of the Association. Notices of all meetings of each Management Committee shall be sent to the members of that Management Committee at least seven days prior to the meeting date. Whenever practicable, the date and time of each meeting of the Management Committee of each Division shall also be published in advance in the newsletter (if any) that is sent to the members of the Association. The presence of at least one-third of the members of a Management Committee at such a meeting, in person shall be necessary to constitute a quorum for the transaction of business at that meeting.

SECTION 5. DIVISION MEETINGS AND NOTICE.

Meetings of the members of a Division may be called at any time by the Management Committee of that Division, and shall be called if requested in writing by at least ten per cent of the members of that Division. The time and place of each such meeting shall be designated by the Management Committee of the Division, and written notice thereof shall be mailed to all members of that Division at least twenty days and not more than forty days before the meeting at their addresses as registered with the Association. Whenever practicable, the date and time of each meeting of the members of a Division shall also be published in advance in the newsletter (if any) that is sent to the members of the Association. The purpose of each such meeting shall be stated in the notice of the meeting. At least ten members of the Division must be present at such a meeting in person in order to constitute a quorum for the transaction of business at that meeting.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. DIRECTORS.

The management, direction and control of all policies, business and affairs of the Association as a whole shall be vested in a Board of Directors. Nine of such Directors shall be members of and shall be elected solely by members of the Owner Division, with each such Director representing one of the Districts identified in Section 5 of this Article V. Nine of such Directors shall be members of and shall be elected solely by members of the Trainer/Driver Division, with such Directors elected at large. Nine of such Directors shall be members of and shall be elected solely by members of the Breeder Division, with such Directors also elected at large. The Board of Directors shall also include such Track Directors as may be appointed hereunder, plus such additional Local Association Directors as are qualified and appointed as set forth in Section 8 of this Article V. No member shall be eligible to be a Director or officer of this Association if such member holds a directorship, office or connection with any other organization or corporation connected with the Standardbred industry that would result in such member having a conflict in interest by reason of such directorship, office or connection with such other organization or corporation.

SECTION 2. TRACK DIRECTORS.

The President, with the approval of the Board of Directors, may appoint not more than one qualified member who is actively engaged in racing as an owner, trainer or driver at each pari-mutuel track in Ohio, to be designated as a Track Director at that track. Such Track Directors shall have a vote at all Director's meetings

attended and shall serve at the pleasure of the President with no specific term of office.

SECTION 3. BREEDER DIRECTORS.

The nine Directors representing the Breeder Division shall be elected by the members of the Breeder Division at large and shall not represent particular Districts. However, each Breeder Director must maintain his principal residence in the State of Ohio during his full term. Contemporaneous with the adoption of these Bylaws, the Ohio Harness Horsemen's Association, Inc. as it was formed in 1953 ("OHHA") is merging with the Ohio Standardbred Breeders and Owners Association, Inc. ("OSBOA") to form the Association. Pursuant to the Agreement of Merger between OHHA and OSBOA, OSBOA is entitled to designate the nine initial Breeder Directors of the Association, with the terms of three such Directors to expire at the annual meeting of the Association in 1995, the terms of three such Directors to expire at the annual meeting in 1996, and the terms of the remaining three Breeder Directors to expire at the annual meeting in 1997, all as designated by OSBOA. Beginning with the elections conducted at the annual meeting in 1995 and at each annual meeting thereafter, three Breeder Directors shall be elected to replace the Breeder Directors whose terms are expiring that year for a term of three years each and until their respective successors are elected and qualified.

SECTION 4. TRAINER/DRIVER DIRECTORS.

The nine Directors representing the Trainer/Driver Division shall be elected by the members of the Trainer/Driver Division at large and shall not represent particular Districts. However, each Trainer/Driver Director must maintain his principal residence in the State of Ohio during his full term. Pursuant to the Agreement of Merger between OHHA and OSBOA, OHHA is entitled to designate the nine initial Trainer/Driver Directors of the Association, with the terms of three such Directors to expire at the annual meeting of the Association in 1994, the terms of three such Directors to expire at the annual meeting in 1995, and the terms of the remaining three Trainer/Driver Directors to expire at the annual meeting in 1996, all as designated by OHHA. Beginning with the elections conducted at the annual meeting in 1994 and at each annual meeting thereafter, three Trainer/Driver Directors shall be elected to replace the Trainer/Driver Directors whose terms are expiring that year for a term of three years each and until their respective successors are elected and qualified.

SECTION 5. OWNER DIRECTORS.

For the purpose of electing the nine Directors from each of the Owner Division, the State of Ohio shall be divided into the following nine districts:

The first district shall be composed of the following counties: DISTRICT #1: Ashtabula, Lake, Geauga, Trumbull, Portage, Mahoning, Stark and Columbiana.

The second district shall be composed of the following counties: DISTRICT #2: Carroll, Jefferson, Harrison, Tuscarawas, Holmes, Coshocton, Muskingum, Guernsey, Belmont, Morgan, Noble, Monroe and Washington.

The third district shall be composed of the following counties: DISTRICT #3: Fairfield, Perry, Pickaway, Fayette, Hocking, Ross, Athens, Vinton, Pike, Jackson, Meigs, Gallia, Scioto, and Lawrence.

The fourth district shall be composed of the following counties: DISTRICT #4: Cuyahoga, Lorain, Erie, Huron, Medina, Summit, Wayne, Ashland, and Richland.

The fifth district shall be composed of the following counties: DISTRICT #5: Wyandot, Crawford, Marion, Morrow, Knox, Delaware, Licking and Franklin.

The sixth district shall be composed of the following counties: DISTRICT #6: Hardin, Logan, Union, Champaign, Madison and Clark.

The seventh district shall be composed of the following counties: DISTRICT #7: Williams, Fulton, Lucas, Ottawa, Defiance, Henry, Wood, Sandusky, Seneca, Paulding, Putnam, and Hancock.

The eighth district shall be composed of the following counties: DISTRICT #8: Van Wert, Allen, Mercer, Auglaize, Darke, Shelby and Miami.

The ninth district shall be composed of the following counties: DISTRICT #9: Preble, Montgomery, Greene, Butler, Warren, Clinton, Hamilton, Clermont, Highland, Brown and Adams.

Each District shall be represented by one Owner Director at all times, with each such Director serving a term of three years (subject to the provisions of Section 6 of this Article V). Each such Director must maintain his principal residence in the District that he represents during his full term.

SECTION 6. ELECTION TRANSITION FOR OWNER DIRECTORS.

Directors representing a District as of the date of adoption of these Bylaws shall serve, at a minimum, the remainder of the term for which each one was elected prior to 1994. Some of such Directors have been designated as initial Trainer/Driver Directors

by OHHA, some have been designated as initial Breeder Directors by OSBOA, and the remainder shall be District Directors for the respective Districts from which they were previously elected. Owner Directors for Districts 3, 6 and 9 shall be elected at the annual meeting of the members of the Association in 1994 to serve a three-year term ending in 1997 and until their successors are elected and qualified. Owner Directors for Districts 1, 4 and 7 shall be elected at the annual meeting in 1995 to serve a three-year term ending in 1998 and until their successors are elected and qualified. Owner Directors for Districts 2, 5 and 8 shall be elected at the annual meeting in 1996 to serve a three-year term ending in 1999 and until their successors are elected and qualified. In addition, to the extent that any District Director elected prior to 1994 for any of Districts 1, 2, 4, 5, 7 and 8 is now designated as either a Breeder Director or a Trainer/Driver Director, a new Owner Director for that District shall be elected at the annual meeting of the members of the Association in 1994 to serve a one-year term expiring in 1995 (with respect to Districts 1, 4 and 7) and a two-year term expiring in 1996 (with respect to Districts 2, 5 and 8). All Owner Directors elected at the annual meetings of the members of the Association in 1997 and thereafter shall also serve for terms of three years each and until their successors are elected and qualified. The purpose for this election sequence is to preserve the staggered procedure for the election of Owner Directors by District which, after the initial transition period herein, will result in an Owner Director being elected in three Districts each year with their terms of office being three years each.

SECTION 7. QUALIFICATIONS.

Members of the Board of Directors must be active members of the Association in good standing and must maintain their standing at all times. Failure to do so shall automatically eliminate any member of the Board of Directors from the Board.

SECTION 8. LOCAL ASSOCIATION DIRECTORS.

When a duly organized local harness horsemen's association in Ohio shall have at least fifty currently eligible members in good standing with the local association which are also duly qualified regular members in good standing of this Association, such local association may nominate one of said members so qualified to be eligible to be appointed as a Local Association Director on the Board of Directors of this Association. Such local association member so nominated shall be certified by the secretary of said local association to this Association, and if approved by the vote of at least two-thirds of the Directors of this Association present and voting therefor at any regular or special meeting of said Directors, said local association member so nominated shall thereupon become a Local Association Director of the Board of Directors of this Association, to serve a term throughout the year

of his or her appointment. A Local Association Director appointed as such may serve more than one term, provided the above procedure for appointment is complied with for each term of office. Such Local Association Directors shall have all of the voting privileges of regular Directors of this Association and shall be subject to all rules and regulations of this Association. For purposes of this Section, the term "local harness horsemen's association" shall not include colt stake associations.

SECTION 9. VACANCIES AND QUORUM.

Any vacancy on the Board of Directors through death, resignation, removal or other cause shall be filled by the Board of Directors for the unexpired term. However, this section does not apply to vacancies of Track Directors nor Local Association Directors, or to the election of Owner Directors in 1994 as described in Section 6 of this Article V. The presence of at least one-third of the qualified Directors in person shall be necessary to constitute a quorum for the transaction of business by the Board.

SECTION 10. EXECUTIVE COMMITTEE.

An Executive Committee of nine members shall have charge of the management of the business and affairs of the Association in the interim between the meetings of the Directors with power generally to discharge the duties of the Board of Directors, and shall at all times act under the direction and control of the Board of Directors, and shall make reports to the Board of Directors of their acts, which reports shall form a part of the records of the Association. The Executive Committee shall consist of the President of the Association, the Chairman and Vice Chairman of each of the three Divisions of the Association, and two additional members who are appointed by the President and are also members of the Board of Directors.

SECTION 11. MEETINGS AND NOTICE.

The Board of Directors shall meet at least once every three months, and at such other times as they may deem necessary. Notices of all meetings of the Board shall be sent to each Director at least seven days prior to the meeting date.

SECTION 12. NOMINATING PROCEDURE.

A. Each candidate to be elected as an Owner Director, a Breeder Director and a Trainer/Driver Director must be a member of the Association in good standing and shall be nominated as follows:

- (1) The Board of Directors shall nominate at least one candidate for each Trainer/Driver Director, Owner Director and Breeder Director to be elected and

shall notify the members of such nominations by mail.

- (2) Additional candidates for the office of Owner Director may be nominated by a petition signed by at least ten qualified members of the Owner Division who reside in the District involved. Additional candidates for the office of Breeder Director may be nominated by a petition signed by at least twenty qualified members of the Breeder Division regardless of residency. Additional candidates for the office of Trainer/Driver Director may be nominated by a petition signed by at least twenty qualified members of the Trainer/Driver Division regardless of residency. Such petitions shall be filed with the Secretary of the Association within forty-five days after the date of the mailing of the notice to the members of the Board of Directors' nominations in A(1) above.

B. The names of all candidates nominated pursuant to subparagraphs A(1) and A(2) above shall be listed on printed ballots which shall be mailed by the Secretary of the Association to all members entitled to vote thereon at least twenty days prior to the annual meeting. Members qualified to vote for such Directors shall return to the Secretary the marked ballot in a sealed envelope, bearing on the outside of the envelope the handwritten signature of the member so voting. Such sealed ballots may be returned either by mail prior to the annual meeting, or in person before a stated hour at the annual meeting. All sealed ballots shall be opened and counted by an elections committee at the annual meeting. A candidate or his designated representative shall be entitled to be present and to witness the opening of the sealed ballots and the counting of the votes.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS.

The officers of the Association shall be a President, a Vice President, a Treasurer and a Secretary.

SECTION 2. ELECTION PROCEDURES.

The President shall be elected for a term of one year at the annual meeting, in the manner hereinafter provided. The Vice President shall be elected by the Board of Directors, for a term of one year, from the Board's members. The Vice President may also be the Chairman or Vice Chairman of one of the Divisions of the Association. Any vacancy in the offices of President or Vice President

shall be filled by the Board of Directors for the unexpired term thereof. The President and Vice President must be residents of Ohio. Beginning with the 1994 election, the President shall be elected in the following manner:

- A. Voting shall be by sealed mail ballot or by sealed ballot personally deposited in the ballot box by a member qualified to vote.
- B. Any qualified member, regardless of residency, may vote for the President.
- C. Candidates for the office of President must be members in good standing and shall be nominated as follows:
 - (1) The Board of Directors shall nominate a candidate or candidates for President and by mail shall notify the members of such nominations.
 - (2) Additional candidates for the office of President may be nominated by a petition signed by at least five percent of the regular membership at large, regardless of residency. Such petitions shall be filed with the Secretary of the Association within forty-five days of the date of the mailing of the notice to the members of the Board of Directors' nominations in subparagraph (1) hereof.
- D. All names of candidates nominated pursuant to subparagraphs C(1) and C(2) above shall be listed on a printed ballot which shall be mailed by the Secretary, at least twenty days prior to the annual meeting, to the membership-at-large. Members qualified to vote for President shall return to the Secretary the marked ballot in a sealed envelope, bearing on the outside of the envelope the handwritten signature of the member so voting. Such sealed ballots may be returned to the Secretary either by mail prior to the annual meeting, or in person before a stated hour at the annual meeting. All sealed ballots shall be opened and counted by an elections committee at the annual meeting. A candidate or his designated representative shall be entitled to be present and to witness the opening of the sealed ballots and the counting of the votes.

The Secretary and the Treasurer shall be appointed by the Board of Directors. Except for the offices of Secretary and Treasurer, which may be combined, no person shall hold two offices.

The Board of Directors shall designate one of the above officers to be the Executive Officer, and he shall perform

such duties as are given to him by the Board of Directors, in addition to those otherwise prescribed herein.

SECTION 3. DUTIES OF THE PRESIDENT.

The President shall have general management of the affairs of the Association. He shall be responsible for the general enforcement and observance of the Bylaws of the Association. He shall perform all duties incident to his office, and such other duties as may be required of him by the Board of Directors. He shall preside at all meetings of the members of the Association and all meetings of the Board of Directors and Executive Committee. He may delegate any of his duties and require the assistance of any of the elected officers of the Association. The President shall vote at meetings only in the event of a tie vote.

SECTION 4. DUTIES OF THE VICE PRESIDENT.

The Vice President shall perform all of the duties of the President in the event of the incapacity or absence of the latter, as well as all the duties delegated to him by the President and such other duties as may be directed by the Board of Directors from time to time. The Vice President shall have the right to vote at meetings of the Board of Directors.

SECTION 5. DUTIES OF THE SECRETARY.

The Secretary shall keep the minutes of the meetings of the members of the Association, the meetings of the Board of Directors, the meetings of the Executive Committee, and the meetings of such other committees as may be appointed. He shall attend to the giving and service of all notices of the Association. He shall have charge of the membership roll of the Association and such other books and papers as the Board may direct. He shall prepare such reports as may be required of him by the President or the Board of Directors. He shall be the custodian of the seal of the Association.

SECTION 6. DUTIES OF THE TREASURER.

The Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such banks or trust companies as the Directors may elect. He shall cause to be maintained books of account and shall exhibit the same at any reasonable time to any Director or member of the Association upon request. He shall give and furnish such bonds for the faithful performance of his duties as the Board of Directors may require. He shall report annually a statement of financial condition to the Board of Directors and shall furnish such other reports as may be required of him by the Board from time to time.

SECTION 7. COMPENSATION.

No Director of this Association shall receive compensation for his services, but may be reimbursed for necessary expenses. No officer of this Association shall receive compensation for his services except as specifically established and authorized by the Board of Directors.

SECTION 8. ADVISORY COMMITTEE.

The past Presidents of OHHA and OSBOA shall automatically become members of a committee, which committee shall be designated as the "Advisory Committee," and which committee shall act in the capacity of a committee to offer consultation and advice to the officers and Directors of the Association when requested to do so. The members of the Advisory Committee shall be invited to meetings of the Board of Directors. Those members of the Advisory Committee who shall have attended at least one meeting of the Board of Directors in the past twelve month period shall be entitled to vote on matters coming before the Board, to serve on Standing Committees of the Association, to serve on the Management Committee of the Division of which each is a member, and to be elected the Chairman or Vice Chairman of that Division, and their presence shall be counted in determining whether a quorum exists for the conduct of business by the Board of Directors at a meeting of the Board. Members of the Advisory Committee must maintain residency in Ohio to be eligible to vote and serve under this Section.

SECTION 9. DUAL RESPONSIBILITY.

Nothing herein shall prevent a Director from serving as an officer of this Association provided he fulfills the other requirements provided herein. A Director so elected or appointed as such an officer shall not thereby lose his position as a Director.

SECTION 10. STANDING COMMITTEES.

The Board of Directors shall establish a Finance Committee, an Insurance Committee, an Office/Personnel Committee, a Legislative Committee, and such other Standing Committees as are necessary and useful in the efficient conduct of the activities of the Association. Each of the Finance Committee, Insurance Committee, Office/Personnel Committee and Legislative Committee shall have an equal number of members from each of the three Divisions of the Association. Each of the other Standing Committees must have on that committee at least two members from each of the three Divisions of the Association, but their membership need not be equal from each Division. The President of the Association shall appoint two members of each Standing Committee. The remaining members of the Standing Committees shall be appointed by the President with the advice and consent of the Board of Directors.

**ARTICLE VII
FINANCIAL MATTERS**

The fiscal year of this Association shall end on December 31st of each year. All notes, checks, drafts and orders for payment of money, certificates and papers, and other documents of any kind requiring the signature of the Association or its seal shall be signed in the corporate name of the Association by such officers as the Board of Directors designate may from time to time designate. All proceeds, from whatever source and whatever nature, received or owned by the Association shall be expended or distributed only as directed by the Board of Directors. The Secretary and the Treasurer shall be bonded in an amount to be determined by the Board of Directors.

**ARTICLE VIII
AMENDMENTS**

These Bylaws may only be amended or repealed by either:

- (a) The vote of at least two-thirds of the active regular members present and voting at any meeting of the members at which a quorum is present, provided that the notice of the meeting at which a change of the Bylaws is to be acted upon shall contain a detailed statement of the proposed change; or
- (b) In the alternative, if at least two-thirds of the Directors voting on such issue, at a regular or special meeting of said Directors, shall determine that a proposed amendment or amendments of the Bylaws should be made, said Directors may authorize the Secretary to prepare a written ballot setting forth in detail the proposed amendment or amendments, which written ballot shall be mailed to all active regular members, and said members may then vote on said proposed changes by returning their written ballot in a sealed envelope to the Secretary within the time prescribed by the Directors. Said sealed ballots shall not be opened until presented to the Directors at their next meeting. If at least two-thirds of the membership so voting by written ballot shall be in favor of the proposed amendment or amendments to the Bylaws, said amendment or amendments shall become a part of these Bylaws.

ARTICLE IX
MISCELLANEOUS

Each pronoun that is used in these Bylaws shall be singular or plural and male, female or neuter, as the context or the number and gender of its antecedent may require. Each title (such as "Chairman") that is used herein is intended to be gender-neutral and shall apply to either a male or a female. All other incidental grammatical changes that might be necessary to make the provisions of these Bylaws apply to one or several persons or entities shall be assumed in all cases as though fully and properly expressed, unless the context clearly indicates otherwise. The captions of the various sections of these Bylaws are not part of the context hereof, but are merely labels to assist in locating various provisions.

Proposed sentence to be added to the end of Section 11 of Article V:

The failure of any Director to attend three consecutive meetings of the Board without communicating a valid excuse for his absence to the President shall be deemed to have resigned from the Board at the time of such third consecutive absence, and the resulting vacancy on the Board shall be filled in accordance with Section 9 of this Article V.