

**OKLAHOMA HORSEMEN'S BENEVOLENT
AND PROTECTIVE ASSOCIATION**
BYLAWS

As amended April 19, 2022

**ARTICLE I
NAME**

Section 1. Name of the Association.

This not-for-profit corporation shall be known as the Oklahoma Horsemen's Benevolent and Protective Association, Inc., which is organized under the laws of the State of Oklahoma. The corporation may also conduct business and be known as the Thoroughbred Racing Association of Oklahoma or "TRAO."

Section 2. Use of the Association Name.

No one, whether a member of the Association or otherwise, may use the name of the Association for personal benefit, commercially or otherwise, without the express written permission of the Board of Directors of the Association.

**ARTICLE II
DEFINITIONS**

As used in these Bylaws, unless the context requires otherwise:

(A) "Association" means the Oklahoma Horsemen's Benevolent and Protective Association, Inc. ("OKHBPA"), and includes the OKHBPA doing business as the Thoroughbred Racing Association of Oklahoma ("TRAO");

(B) "Board of Directors" or "Board" means the governing body of the Association;

(C) "Breeder" means a person or entity that is the breeder of record; (A) (i) of at least one (1) accredited Oklahoma-bred thoroughbred foal each applicable year, (ii) or provides sufficient proof to the Board that the person or entity bred at least five (5) Oklahoma-bred thoroughbred mares during each applicable year, or (B) owns an accredited Oklahoma-bred thoroughbred stallion or stallions that covered ten (10) or more mares total each applicable year.

(D) "Election Director" means the independent firm or individual designated by the Board to supervise the mailing, opening and counting of ballots, and certification of the results;

(E) "Horseman/Horsemen" means a person(s) or entity that participates in pari-mutuel thoroughbred racing at a licensed OHRC racetrack or participates in the Oklahoma bred program;

(F) "Interstate Horseracing Act" means United States Code Title 15, Chapter 57, ;

(G) "Licensee" means a person or entity licensed by the OHRC;

(H) "Member," means a Breeder, Owner, or Trainer who has met the eligibility requirements and has become a member in good standing of the Association;

- (I) "National Association" means the National Horsemen's Benevolent and Protective Association, Inc. ("NHBPA"), a non-profit corporation organized under the laws of the Commonwealth of Kentucky, or its successor;
- (J) "OHRC" means the Oklahoma Horse Racing Commission or its successor;
- (K) "Organization Licensee" means a facility in Oklahoma licensed by the OHRC to conduct pari-mutuel horse racing or participate in gaming;
- (L) "Owner" means a person or entity who is licensed by the OHRC as an owner and who owns (1) one or more thoroughbred horses that participate in pari-mutuel horse racing in Oklahoma;
- (M) "Owner/Trainer" means a person who is licensed by the OHRC as an Owner/Trainer and owns and trains (1) one or more thoroughbred horses for the purpose of racing in Oklahoma;
- (N) "Racetracks" means racetracks in Oklahoma which conduct pari-mutuel horse racing or gaming activities that are operated by Organization Licensees;
- (O) "Thoroughbred" means a thoroughbred racehorse registered by The Jockey Club;
- (P) "Thoroughbred Horsemen" means Breeders, Owners and Trainers, who participate in thoroughbred racing and/or breeding activities in Oklahoma;
- (Q) "Trainer" means a person who is licensed by the OHRC as a trainer and trains (1) one or more thoroughbred horses for the purpose of racing in Oklahoma.

ARTICLE III OFFICES

The Principal Office of the Association shall be in Oklahoma City, Oklahoma County, Oklahoma, or any other place or places as the Board of Directors may designate. The registered office, as provided in the Certificate of Incorporation, need not be identical with the Principal Office of the Association.

ARTICLE IV BYLAWS

Section 1. Bylaws.

These Bylaws shall govern the affairs of the Association and the conduct of meetings of the Board of Directors, unless otherwise directed by a majority vote of the Board.

Section 2. Amendments.

(A) An amendment to these Bylaws may be proposed by: (1) the President; (2) a Bylaws Review Committee, appointed by the President and approved by the Board, consisting of at least four members of the Board of Directors; or (3) a petition containing the signatures of not less than two hundred-fifty (250) voting members or thirty-three percent (33%) of the Association's voting members, whichever is greater.

(B) Said members may petition to amend these Bylaws if the members are eligible to vote in Association elections and is in good standing with the Association. Such petitions shall be filed with the Executive Director or Secretary.

(C) Amendments shall be adopted by an affirmative vote of the members of the Board of Directors at a meeting called for such purpose, written notice of same having been furnished not less than seven (7) calendar days prior to such meeting.

ARTICLE V BOARD OF DIRECTORS

Section 1. Board of Directors; Terms; Meetings; Records; Funds.

(A) The Board of Directors shall consist of thirteen (13) members in good standing. Five (5) members of the Board shall be Owners, Five (5) members shall be Trainers or Owner/Trainers, and three (3) members shall be Breeders. Members of the Board of Directors shall be elected from the membership of the Association for staggered terms of three (3) years each beginning at the first meeting following the first day of the calendar year after his or her election and shall continue until a successor is elected and qualified. Current members of the Board of Directors on the effective date of these Bylaws shall continue to serve in office until their successors are elected and qualified.

(B) A vacancy on the Board is created when a member (1) resigns, is unable to serve because of illness, dies, or becomes ineligible, or (2) is absent from two (2) consecutive regularly-scheduled Board meetings, unless excused by the Board. Vacancies may be filled for the remainder of a term by a member who meets the requirements of the vacated position on the board upon a majority vote of the remaining members of the Board.

(C) Meetings; Quorum. Seven (7) members of the Board shall constitute a quorum for conducting business, but a lesser number may adjourn a meeting. Unless otherwise required by law, the Certificate of Incorporation, or the Bylaws, a vote by a majority of a quorum of the Board shall be binding on the Association.

(D) The Board shall meet at least twice each year at a time and place determined by the President at least seven (7) calendar days' notice, unless waived by a majority vote of the Board. Board meetings may be conducted telephonically with the consent of a majority vote of the Board.

(E) The Board of Directors shall, by appropriate means, maintain close liaison with the Membership of the Association and attempt to keep the Membership informed concerning the objectives, work and accomplishments of the Association, and other matters of interest to the Members.

(F) Financial Records. The Board of Directors shall obtain an audit of the Association's financial operations at the end of each calendar year. The audit shall: (1) be performed by a public accountant or certified public accountant registered with the Oklahoma Accountancy Board, approved by the Board of Directors in advance of employment; and (2) at a minimum, consist of a statement of all revenues and expenditures. The financial records of the Association, including the audit thereof, shall be open for inspection by any Director and, for any proper purpose, by any Member in good standing with two (2) days' notice. Any record subject to the Health Insurance Portability and Accountability Act ("HIPAA") or regulations thereunder shall be kept confidential except as provided therein.

(G) All Association funds shall be deposited in federally-insured accounts or otherwise invested in the manner approved by the Board of Directors.

(H) The Oklahoma Horsemen's Assistance Fund, Inc. is designated to provide benevolence in the manner and for the purposes determined by the Board.

Section 2. Requirements for Membership on the Board.

In order to qualify for membership on the Board of Directors:

(A) An Owner must have at least five (5) thoroughbred starts at an OHRC licensed racetrack during the previous twelve (12) months;

(B) A Trainer or Owner/Trainer must have at least twenty (20) thoroughbred starts at an OHRC licensed racetrack during the previous twelve (12) months; and

(C) A Breeder must be an individual or the managing partner of an entity in the previous year prior to their nomination that; (A) (i) is the breeder of record of at least one (1) accredited Oklahoma-bred thoroughbred foal (ii) provides sufficient proof to the Board that they bred at least five (5) Oklahoma-bred thoroughbred mares in the year prior to their nomination or (B) owns an accredited Oklahoma-bred thoroughbred stallion or stallions that covered ten (10) or more mares total in the year prior to their nomination.

(D) Members of the Board of Directors must meet the eligibility requirements as described in paragraphs (A) (B) (C) of this Section, each year of their elected term.

Section 3. Powers of the Board.

(A) The Board of Directors shall be vested with all of the powers of the Association and shall manage, direct, and control the business affairs, funds, and property of the Association, including the power to amend these Bylaws.

(B) The Board of Directors shall have the power to enter into partnerships or other business associations with other horse racing organizations as deemed appropriate by the Board of Directors.

(C) The Board of Directors shall have the power, subject to these Bylaws, to: (1) censure a member; (2) suspend any or all of a member's privileges or benefits; and (3) remove any member, including any Officer or Director of the Association, for: (a) any ground specified by law or the Rules for revocation or suspension of a license adopted by the OHRC, (b) conduct which violates a Directors Candidacy Affidavit, any Bylaws of the Association, or policy determinations of the Board of Directors, including the Association's exclusive representation rights for Thoroughbred Horsemen, (c) conduct detrimental or disruptive to the orderly functioning of the Association or the thoroughbred horse racing industry in Oklahoma, (d) failure to pay membership fees, expenses, or other outstanding amounts owing to the Association, (e) failure to remain a licensed Owner, Trainer, or Owner/Trainer, (f) failure to qualify as a Breeder under subsection (C) of Section 2 of this Article, or (g) failure to remain qualified for membership; and

(D) The President may appoint committees to advise and assist the Board in matters relating to the Association's affairs and business operations.

Section 4. Contract Negotiations.

The Association may represent Thoroughbred Horsemen in contract negotiations including, but not limited to, attempts to reach agreements with respect to purse allocations, purse accounts, purse structure, purse overpayments, purse underpayments, simulcasting, condition books, and other matters affecting Thoroughbred Horsemen's racing and breeding interests.

Section 5. Contracts.

Unless otherwise directed by the Executive Committee or Board of Directors, contracts of the Association shall be in writing and signed by the President with the approval of the Executive Committee or Board of Directors.

**ARTICLE VI
MEMBERSHIP**

Section 1. Eligibility for Membership.

(A) Any Owner, Trainer, or Owner/Trainer who has had at least one (1) thoroughbred racehorse start at an OHRC licensed racetrack in the current or previous calendar year may be a member of the Association.

(B) Any active Breeder or managing partner of a breeder entity in the State of Oklahoma, who currently participates in the Oklahoma Bred Program for thoroughbreds of the OHRC may apply for membership in the Association, and upon payment of an annual membership fee of Two Hundred Dollars (\$200), may vote in elections of members of the Board of Directors, but shall not be eligible for any Benevolence program(s).

(C) Except as otherwise provided, only qualified members of the Association in good standing are eligible for benevolence or to vote in the election of members of the Board of Directors.

Section 2. Membership Privileges, Benefits and Duties.

(A) Except as otherwise provided, members in good standing as identified on the Association's current Membership Roll, shall be entitled to privileges and benefits, as determined by the Board of Directors and to attend meetings of the Membership and Board of Directors.

(B) It shall be the duty of every member of the Association to: (1) abide by the Rules, the Bylaws of the Association, and the written policy determinations of the Board of Directors, (2) conduct themselves at all times in such manner as to merit the respect of the public, (3) act at all times in the best interest of the Association, (4) refrain from any action which is adversarial to the Association's existence and/or the Association's exclusive representation rights for Thoroughbred Horsemen, (5) avoid any conduct which is detrimental or disruptive to the orderly functioning of the Association or the horse racing and breeding industry in Oklahoma; and, (6) pay any membership fees, expenses or other amounts due to the Association.

(C) By accepting membership, each member: (1) authorizes the Association to represent him or her for the purposes stated herein and for the purposes determined by the Board of Directors; (2) authorizes the Association to: (a) form partnerships or business associations with other horse racing organizations for any purpose; and (b) delegate specified administrative and financial

responsibilities to such partnerships or business associations at the discretion of the Board of Directors (3) agrees to abide by the Bylaws of the Association, any order or decision of the Board of Directors, and to accept as final the decision of the Board of Directors; and (4) agrees to hold the Association, its Officers, Directors, Executive Director, employees, and any individual performing duties at the official request of the Association harmless for any action taken or not taken.

Section 3. Termination of Membership.

A member may terminate membership from the Association by: (1) by executing the Association's "opt-out" form. Once an individual or entity opts out, the individual or entity may not opt-in for the remainder of any ongoing race meeting; or (2) by failing or refusing to allow assessments for membership fees or expenses of the Association to be deducted from purse monies by the horsemen's bookkeeper. In any case, the Member remains obligated for such membership fees, expenses, and outstanding amounts due to the Association at the time of resignation.

**ARTICLE VII
ELECTIONS AND VOTING**

Section 1. Elections of Board of Directors.

Members of the Board of Directors shall be elected as follows:

- (A) Owner members of the Board shall be elected for a three-year term beginning in 2016 through 2018;
- (B) Breeder members of the Board shall be elected for terms beginning in 2016 through 2018; and
- (C) Trainer and Owner/Trainer members of the Board shall be elected for terms beginning in 2017 through 2019;

Section 2. Supervision of Elections.

Each Association election shall be conducted under the supervision of the Board of Directors and an Election Committee consisting of three (3) members of the Association who have been in good standing for at least three (3) years and who are appointed by the President with the approval of the Board of Directors. The Election Committee shall be responsible for conducting the election in accordance with the Bylaws and any rules of the Board of Directors. The members of the Election Committee may be candidates in the election. The Board of Directors shall employ an independent firm or individual, who or which shall be known as the Election Director, to supervise the mailing, opening, and counting of the ballots and certification of the results.

Section 3. Elections.

- (A) The Election Committee shall nominate at least two (2) candidates for each office who are Members in good standing of the Association.
- (B) The Election process shall begin during the fourth quarter of each election year.

(C) The Election Committee shall hold one or more meetings prior to the close of nominations. At each meeting, nominations from the floor will be accepted if a nominee receives the endorsement of not less than three (3) members present at the meeting, including the nominator and two (2) seconds, or is accompanied by a petition signed by no fewer than forty (40) members of the Association who are eligible to vote in elections and are in good standing.

(D) Notice of the nominating process and pending election shall be given, starting not less than thirty (30) calendar days prior to the general election, by all of the following, if available:

1. Announcement over an Oklahoma racetrack's stable area public address system (which is conducting a live thoroughbred race meeting or a mixed race meeting in which thoroughbreds are competing).

2. General notice posted at each office of the Association, at the stable gate/track security office of each operating and/or open racetrack in Oklahoma, an office where entries are taken at each racetrack in Oklahoma with a thoroughbred race meeting in progress.

3. Publication of notice in the Association newsletter or other industry circulated publication(s).

(E) Such notice shall inform the Members of their right to nominate candidates, the methods of doing so, date of election and all other information necessary to inform each Member about the nomination and election process.

Section 4. Candidates.

(A) The Executive Director or a designee shall notify each candidate of his or her nomination by telephone, facsimile, electronic mail, or certified mail as soon after the nomination as reasonably possible.

(B) Within fifteen (15) calendar days of the mailing to each candidate of notice of nomination for office, said candidate shall complete and mail to the attention of the Executive Director at the Association's Principal Office an affidavit (the "Candidacy Affidavit") on a form furnished by the Association stating that:

1. Candidate is eligible for the position for which nominated;

2. Candidate has read the requirements of these Bylaws respecting elections and candidates, agrees to be bound by them, and will obey any decision of the Board of Directors concerning the election;

3. Candidate will serve if elected, remain qualified for the position during the term of office, and observe and not violate the conflicts of interest provisions in these Bylaws;

4. Candidate (or spouse or immediate family of same) is not a member, officer, director, beneficial owner, employee, representative, agent, or subject to the direction or control of an Organization Licensee, a business operated at a racetrack, the OHRC, any other equine organization(s) that may have a stated purpose in conflict with operation and purposes of this Association, or any other associations of Thoroughbred Horsemen that has a stated purpose in conflict with the operation or purposes of this Association; and

5. If a Candidate is otherwise in any way affiliated with an official breed registry (thoroughbred or non-thoroughbred) or other organization subject to audit or regulation by the OHRC, the Candidate is not an officer, director, committee member, agent, or employee of such

official breed registry or other organization that has the ability to establish policy or influence the official position or direction of such official breed registry or other organization. Withstanding the foregoing, a Candidate faced with an apparent conflict may make themselves eligible without first obtaining Board approval by resigning (or, if applicable, having their spouse or immediate relative resign) his or her position with any such organization, association or group prior to the Candidate being placed on the ballot, upon providing satisfactory proof of such resignation to the Board of Directors.

Section 5. Electioneering; Candidacy Affidavits; and Protests.

(A) No activity commonly referred to as "political activity" or "electioneering" shall be allowed after the last general nominating meeting for an election. No campaign material, other than the biographical and policy statement mailed by the Association, shall be permitted except for oral solicitation of votes by in person-to-person conversation. No candidate may authorize condone, or knowingly permit any articles, statements, or pictures about him or her to be published which could be construed as campaign material for "electioneering" or "political activity" in any publication after the last nominating meeting before the election. There shall be no distribution of marked sample ballots, nor any placard or banner endorsing any candidate or slate of candidates. If any political activity, electioneering or distribution of campaign material occurs on behalf of a candidate in violation of this section with the authority or consent of a candidate, said candidate may be disqualified (a) as a candidate for any office in the election, or (b) from taking office if the election has been completed, or (c) that portion of the election in which a violation occurred may be re-conducted. The Board of Directors seated prior to or during said election, who are not candidates for an office involved in a possible violation of this section, shall have full authority to determine the validity of any such violation and the manner in which the election for said office will proceed.

(B) A candidate for office may also send via electronic or certified mail to the attention of the Executive Director at the Association's Principal Office with the candidate's affidavit, a biographical and policy statement of not more than three hundred (300) words within the same time limits required for the Candidacy Affidavit. The candidate expressly authorizes the verification of information, use, and publication of this statement as the candidate's official statement to the Association, but such statement otherwise shall not be issued, disseminated, or used by the Association other than by enclosing a copy with the ballot. The candidate further expressly authorizes the staff of the Association to compile a brief biographical statement for the candidate if the candidate fails to provide one on a timely basis.

(C) The Executive Director or designee shall maintain a list of all persons nominated, and keep all Candidacy Affidavits, biographical and policy statements, and the current membership roll of the Association.

(D) A protest of a candidate or an election must be in writing and sent by certified mail to the attention of the Executive Director at the Association's principal office. No protest of a candidate or an election will be accepted that is postmarked after seven (7) calendar days following the announcement of election results. The burden shall be on the protestant to prove that a protest is timely. Each protest shall contain a complete and definite statement of the facts that constitute the

alleged violation. The protestant must be prepared to substantiate the protest by sworn testimony, witnesses, or other relevant evidence.

(E) All expenses of any kind whatsoever incurred by the protestant and those persons charged with violating any election rules shall be assumed and paid personally by said persons. No expenses of any kind will be assumed or paid by the Association on behalf of any candidate for office or protestant.

(F) The lodging of a protest of an election or of a candidate shall not affect the status of an elected Director until such Director has been removed by a majority vote of the non-contested elected Members of the Board of Directors.

(G) Write-in Candidates are not permitted. If a ballot is cast that includes the name of a person who was not nominated in accordance with these Bylaws, the entire ballot shall be declared null and void.

Section 6. Manner of Voting.

(A) Voting shall be by secret ballot. All voting and election procedures shall be supervised by the Election Committee and the Election Director in accordance with the Bylaws of the Association and written policies of the Board of Directors. The Election Committee and Election Director may be randomly checked by the Association's auditors or by designated independent firms or individuals.

(B) Not less than thirty (30) and not more than sixty (60) calendar days prior to an election, the Election Director shall mail, in an envelope bearing the Election Director's return address, to the last known address of each Owner, Trainer, Owner/Trainer, or Breeder who is determined to be eligible to vote, the following voting material:

1. A ballot;
2. An envelope marked "BALLOT" capable of being sealed;
3. The approved biographical and policy statement of each candidate (if available);
4. A return envelope addressed to the attention of the Election Director, that shall have a space in the upper left-hand corner for the printed label of the individual member or entity, and that shall have the word "Ballot" and the name of this Association appearing on its face. Said return envelope shall be sent by U.S. mail, postage paid, or shall be marked to indicate that postage will be paid by addressee.

5. The Election Committee may recommend to the Board, and the Board may adopt such other policies and procedures as deemed necessary to ensure that all eligible members, who are in good standing and desiring to vote in the election, are afforded the opportunity to vote including, but not limited to: (a) at least one posting two weeks after the ballots are mailed and at least three days before ballots are due to the Association and/or horsemen's bookkeeper office operating a thoroughbred race meeting in progress (and such other locations deemed most appropriate) of a current "mail return list" of returned ballots, (b) the forwarding returned ballots with forwarding addresses to the intended recipient, if applicable, and (c) upon request the forwarding of duplicate ballots to recipients who are willing to verify that ballots were not received by them. (Duplicate ballots will be marked as "duplicate" on all envelopes and registered as a duplicate at time of counting by the Election Director)

(C) The Executive Director or a designee shall obtain a current list of names and addresses from the horsemen's bookkeeper at each racetrack in Oklahoma of all Owners and Trainers who started a thoroughbred horse in Oklahoma during a live race meeting that was conducted during the twelve (12) calendar months prior to October 1st of the election year. The Executive Director or a designee may also utilize information available at the OHRC to obtain additional names and addresses of such Owners, Trainers, Owner/Trainers, and Breeders if not provided by the horsemen's bookkeepers. The Election Director shall use said list(s) in compiling the latest available addresses of the Association's owners and trainers, who are members in good standing, and/or who (1) have raced under their individual names, for mailing of ballots, or (2) in case of partnerships, corporations, syndicates or other multiple ownerships, a single ballot shall be mailed to the address of the managing partner of each entity. Each entity shall have only one vote regardless of the number of licensed owners, partners or syndicate members making up such partnership, corporation or syndicate. The person responsible for the day-to-day management of a multiple ownership entity shall have the sole voting authority of the entity; however, any licensed owner or owner/trainer who is a member of a multiple ownership entity, but also starts a horse in his own name, separate from any such entity, shall be entitled to his or her separate vote. The Executive Director or designee shall maintain, on a current basis, the Association's membership roll. Prior to the mailing of ballots, the Executive Director or a designee, or such other duly-authorized Association representative shall use reasonable efforts to confirm the identity and address of each member eligible to vote; however, the responsibility for accurate identification and addresses for members lies with the members. The Executive Director or a designee shall provide the latest list of Association members determined to be eligible to vote along with the latest membership roll to the National Association's secretary upon request of the National Association.

(D) The Executive Director, the Election Director, or other duly-authorized Association representative shall present voting material to any eligible member in good standing, in person, who requests the same in person, on the grounds of not having previously received said voting material by mail. Upon receiving the voting material, the member shall be required to sign a receipt acknowledging said material was not previously received and otherwise has not voted in the subject election.

(E) The Election Director shall alphabetize the return envelopes complying with the ballot instructions upon receipt, and shall segregate any non-complying return envelopes for review by the Election Committee. On or after the deadline for receiving ballots, the Election Committee and the Election Director shall conduct a verification of eligible return envelopes at the premises of the Association or the location the Election Director chooses with the approval of the Board of Directors, prior to transmittal of the return envelopes to the designated independent vote tabulator for opening and tabulation. The purpose of the verification procedure is to ensure, to the maximum extent possible, that only one ballot is cast by each eligible voter/member/entity in good standing since performance of such verification procedure by the independent vote tabulator would be unduly burdensome and expensive. The verification procedure shall be governed by the Bylaws and rules of the Board.

(F) All ballots that are received by the Election Director prior to the close of business on the day named for the election shall be considered timely. NO BALLOT ENVELOPES SHALL BE OPENED BY THE ELECTION COMMITTEE OR ANYONE OTHER THAN THE DESIGNATED ELECTION DIRECTOR. The outside of the return envelope shall be inspected for the member's printed label name, which shall be checked against the Association's current membership list of eligible voters. The Election Director shall have the discretion to accept any return or ballot envelope, which substantially complies with the ballot instructions, the Bylaws and any rules of the Board, and shall have the discretion to reject any return or ballot envelope that does not meet the "substantial compliance" standard and/or is believed to be untrustworthy or fraudulent in any respect.

Upon completion of the verification procedure, the Election Director shall bundle, seal and maintain custody for a period of not less than thirty (30) calendar days (or until the final determination of any timely protest) any "rejected" return envelope, ballot envelope or ballot. The Election Director shall bundle, seal and maintain the verified ballot envelopes for tabulation with instructions regarding the manner of tabulation of the votes (i.e., the number of votes that the voter is allowed to cast for each position and the voiding of all ballots in a single sealed ballot envelope of more than one ballot is contained therein). The Election Director shall sign a Verification of Eligible Ballots, setting forth the number of "rejected" ballots and/or return envelopes along with the reason(s) for each "rejection", and the number of verified ballot envelopes. Members, Candidates, and Directors shall not attend the counting; however, the Association's Executive Director and necessary Association employees shall be allowed to attend the counting.

(H) For any election of a Director should there be no nominations to oppose an incumbent running for re-election, the election committee will verify all eligibility requirements outlined in the bylaws to be presented to the Board President allowing all incumbent candidates be elected by acclamation.

ARTICLE VIII OFFICERS

Section 1. Election of Officers.

At the first meeting after an election, the Board shall elect a President from the members of the Board. The Board may elect other Officers of the Association at that time or another time as determined by the Board. The Board may choose to hold the Election of Officers by secret ballot during the meeting.

Section 2. The President.

The President shall be the principal executive officer of the Association. The President:
(A) Except as otherwise designated in the Bylaws, shall call and preside at meetings of the Association and of the Board of Directors, and shall determine the agenda for each such meeting with the assistance of the Executive Director;

- (B) Shall report to the Board any irregularities or derelictions on the part of any Officer or any Member of the Board of Directors;
- (C) Shall appoint Members of committees, except as otherwise provided herein;
- (D) Shall be an ex-officio Member of all standing, special and other committees of the Board;
- (E) Shall call at least one (1) general membership meeting for the racing and breeding industries, and such additional meetings as the welfare of the Association may require;
- (F) Shall, upon written petition of seven (7) or more Members of the Board, call a special meeting of the Board within ten (10) days if a thoroughbred race meeting is in progress in the state and within thirty (30) days if no thoroughbred race meeting is in progress in the state;
- (G) Shall, upon written petition containing signatures of not less than two-hundred-fifty (250) eligible voting members or thirty three (33%) of eligible voting members of the Association, whichever is less,, call a general meeting of the Association within fourteen (14) calendar days if a thoroughbred race meeting is in progress in the state and within thirty (30) days if no thoroughbred race meeting is in progress in the state. A petition for a general meeting must state the primary purposes or issues for which the meeting is called. If the purpose of the general meeting is to address issues related to a particular race meeting or organization licensee, the meeting must be held in the vicinity of the race meeting or organization licensee. This requirement shall not prevent the consideration of other issues at the general meeting. Decisions, recommendations and resolutions passed at general meetings shall be advisory only; and
- (H) May recommend appointment and employment, and shall supervise the Association's legal counsel, accountants, consultants, and employees, subject to the approval of the Board of Directors.

Section 3. Term of President.

The President shall be elected for a two (2) year term with no limit on the number of terms that may be served, so long as the President is in good standing in the Association and a member of the Board of Directors. It shall be preferred that the President have a minimum of one (1) term experience as a Director prior to serving as President of the Association. Vacancies in the office of President shall be filled by a majority vote of the Board of Directors for the remainder of the unexpired term at a meeting called by the Secretary, for that purpose.

Section 4. The Secretary.

The duties of Secretary may be performed by the Association's Executive Director or a designee. The duties of the Secretary shall include, but not be limited to:

- (A) Maintaining an accurate record of all transactions of the Membership and Board of Directors;
- (B) Providing all notices required by law and all notices specified by the Bylaws of the Association;
- (C) Maintaining a proper Secretary's book and promptly recording all minutes of Membership and Board of Directors meetings and such other matters as shall be proper and necessary; and
- (D) Issuing and attesting all certificates of Membership, and generally performing such duties as may be required by the Board of Directors.

Section 6. Treasurer.

The Treasurer or a designee (which may be the Executive Director), if approved by the Board of Directors, shall receive and safely keep all monies belonging to the Association, which shall be deposited and disbursed under the direction of the Board of Directors. It shall be the duty of the Treasurer or designee to keep an accurate account of the finances of the Association. All books shall be open for inspection and examination by the Board of Directors. The Treasurer or designee shall render an account of the finances of the Association at the annual meeting of the members and at such other times as the Board of Directors may require. The Treasurer or a designee shall perform all such other and further duties, as may be required by the President or the Board of Directors. At the expiration of the Treasurer's term of office, all monies and property of the Association shall be delivered to the control of the successor Treasurer. In the absence of an elected Treasurer, the President, the Secretary, the Executive Director or a designee approved by the Board of Directors, may perform the duties of the Treasurer.

Section 7. Executive Director.

The Board of Directors may appoint an Executive Director who shall (1) have general and active management of the affairs and business of the Association subject to the direction of the Board, (2) implement all orders and resolutions of the Board, (3) provide assistance to the Officers and Board in connection with the formulation of agendas for Board meetings, (4) act as a liaison between (a) the Officially-Recognized Horsemen's Organization, if any, (b) the Officers and the Directors of the Association, (c) the members of the Board of Directors, and (d) the Association's Members and Officers, (5) keep the Board informed of negotiations and discussions affecting thoroughbred horse racing and breeding interests, and (6) act as a spokesman for the Association, subject to the direction of the Board, (7) assist the Treasurer in maintaining records of revenue and expenses, and (8) perform other official duties as may be required by the President or the Board. The salary of the Executive Director shall be determined by the Board of Directors.

Section 8. Committees.

(A) The President may appoint Standing Committees as follows:

1. Executive Committee, to consist of three (3) members of the Board of Directors, which shall approve all payroll and expenditures exceeding \$1,000 and all expenditures not in the ordinary course of business or which are not included in the approved budget of the Association. It shall supervise the financial affairs of the Association and must approve all contracts exceeding \$5,000; and

2. Election Committee, as provided by these Bylaws.

(B) The President may appoint one or more Advisory Committees. An Advisory Committee may consist of Owners, Trainers, and/or Breeders who are members of the Association, but not necessarily members of the Board. An Advisory Committee shall meet at the call of the President. It shall furnish to the President and to the Board such advice and assistance as may be requested.

(C) The President may appoint a Track Committee at each racetrack. It shall be responsible for recommending various improvements of conditions and facilities at the racetrack.

Section 7. Limitations on this Association, its Directors and Members.

(A) The Association may not incur legal or attorney's fees without the prior approval of the Board of Directors.

(B) No Litigation shall be instituted by this Association without prior approval of the Board of Directors.

(C) The rights to vote, hold office, and receive benefits of the Association are exclusively bestowed upon eligible members in good standing. The provision of benefits shall not be afforded to non-members except at the discretion of the Association upon a majority vote of the Members of the Board of Directors. Providing or offering to provide any privilege or benefit to a non-member of the Association shall not obligate the Association to provide similar or additional benefits in any way.

**ARTICLE IX
INDEMNIFICATION**

Section 1. Required Indemnification of Officers and Directors.

The Association shall indemnify any Director, Officer, former Director or Officer, or employee, against expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such Director, Officer, or employee, except for gross negligence, fraud or misconduct in the performance of duties for the Association.

Section 2. Expenses for Which Indemnification Provided.

Indemnification shall be against judgments, penalties, fines, reasonable settlements and reasonable expenses (including attorney's fees) actually incurred by the person entitled to indemnification in connection with the action, suit or proceeding. No indemnification shall be provided for any person with respect to any matter unless written notice thereof is given to the President of the Association promptly after receipt of notice of the claim.

**ARTICLE X
NATIONAL ORGANIZATION**

The Board of Directors is authorized to appoint a representative who may represent the Association at the National Association in accordance with the requirements of the National Association. The Board of Directors is expressly authorized to affiliate the Association with the National Association.

**ARTICLE XI
FUNDS OF THE ASSOCIATION**

Section 1. Deposits of Funds.

(A) Funds of the Association not otherwise invested shall be maintained by the Association in one or more federally insured accounts. The Association shall not encumber, assign, or pledge any asset of the Association or be a party to any note, mortgage, pledge, or other indebtedness, without the prior approval of the Board of Directors.

(B) The Association shall not provide funds for pari-mutuel racing purses without the prior approval of the Board of Directors.

(C) The funds of the Association shall be deposited in such federally-insured accounts as the Board of Directors shall designate, and shall be withdrawn only as provided in Section 2 of this Article.

Section 2. Payment of funds.

All checks, drafts, and other instruments of the Association shall be signed by the Executive Director and a designee of the Board of Directors. The Board of Directors may, by resolution, provide for the payment of funds for all purposes consistent with the Certificate of Incorporation or these Bylaws.

Section 3. Investments.

All investments of the Association shall be in securities selected by the Board of Directors which are appropriate for nonprofit corporations in Oklahoma. The Board of Directors may obtain advice of one or more financial advisers.

Section 4. Indebtedness.

Except for current expenses, the Association shall not become indebted for any reason without the prior consent of the Board of Directors.

Section 5. Contributions to the Association.

The Board of Directors may accept on behalf of the Association, any lawful contribution, gift, bequest, or devise for any lawful purpose of the Association.

**ARTICLE XII
PROXIES**

Proxies may be approved by a majority of the Board of Directors present and voting at a meeting of the Board.

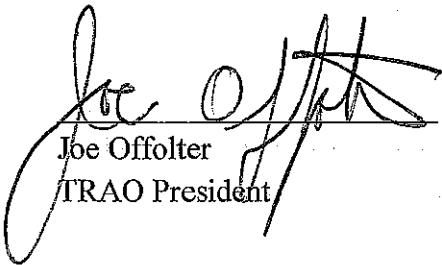
**ARTICLE XIII
BOOKS AND RECORDS OF THE ASSOCIATION**

The Association shall keep complete books, records, accounts, and minutes of meetings of the Board of Directors. Minutes of Board meetings shall be made available at the times and in the manner provided by the Board. The Association shall also keep at its Principal Office, a membership roll, consisting of a list of names and addresses of the members of the Association entitled to vote in Association elections.

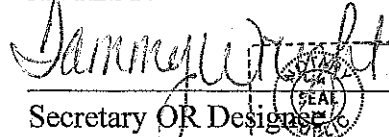
**ARTICLE XIV
DISSOLUTION**


No capital stock shall ever be issued and no dividends, rebates or other allowances shall be paid to the members of the Association from any income which it may realize, or from any other source. In the event of the dissolution of the Association, any assets remaining after all of the liabilities and obligations of the Association shall have been paid, or other adequate provision made therefore, shall be distributed to such organization or organizations which themselves are exempt from the payment of federal income taxes, as the Board of Directors may determine.

APPROVED AND ADOPTED BY THE OKLAHOMA HBPA, INC. BOARD OF DIRECTORS ON APRIL 19, 2022.


Joe Offolter
TRAO President

ATTEST:


Secretary OR Designate


TAMMY WRIGHT
Notary Public
State of Oklahoma
Commission #09008282 Exp: 09/30/25