

RESTATED BY-LAWS
OF
MINNESOTA HARNESS RACING, INC.

ARTICLE I – MEMBERSHIP

Minnesota Harness Racing, Inc. was incorporated as a non-profit corporation on September 19, 1951, for the purpose of promotion, encouraging, and improving the sport of harness racing. Any person or corporation, regardless of residence, that is interested in the sport of harness racing, including all people who race in Minnesota, shall be eligible for membership. An applicant shall become a member upon the acceptance by the Board of Directors and payment of the membership fee. The membership fees for Active members shall be set from time to time by resolution of the Board of Directors.

ARTICLE II – ANNUAL MEETING

Section I. The first annual meeting of this corporation shall be held on the second day of March, 1952, at a place designated by the Board of Directors, and subsequent annual meeting shall be held at a time and place to be fixed by resolution of the Board of Directors. The management and control of the corporation shall be vested in and exercised by a Board of Directors, which directors shall be elected by the members at the regular annual membership meeting of the corporation. The Board shall consist of eleven (11) directors who shall be elected and shall have a tenure of office as follows: in 1952 four directors shall be elected and a one-year term and shall serve until their successors are elected and qualified, four directors shall be elected to two-year terms and shall serve until their successors are elected and qualified, and three directors shall be elected to three year terms and shall serve until their successors are elected and qualified; thereafter, directors shall be elected for three-year terms only, with such directors being elected to fill vacancies on the Board created by the expiration of the tenure of office of previously elected directors.

Section II. Written notice of the time and place of such meeting shall be served either personally or by mail not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, upon each member of the record entitled to vote at such meeting, and if mailed, such notice shall be directed to the member at his last known post office address.

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ARTICLE III – ORDER OF BUSINESS

Section 1. At the annual meeting of members of the Corporation, the order of business shall be as follows:

- a. Report of officers.
- b. Report of Committees, if any.
- c. Election of directors.
- d. Miscellaneous business.

ARTICLE IV - SPECIAL MEETINGS

Section 1. Special meetings of the members may be called at any time by a majority of the directors. Written notice of every special meeting shall be given in the same manner as provided for Notice of Annual Meeting. At any special meeting, only the special business stated in the notice of the call of the meeting shall be transacted.

ARTICLE V – QUORUM

Section 1. At all director's meetings, the presence of five (5) directors in person shall be necessary to constitute a quorum for the transaction of business, and at all meetings of the membership, a quorum shall consist of not less than ten (10) percent of the active membership present in person.

ARTICLE VI – ADJOURNMENT OF MEETINGS

Section 1. Whenever, at any meeting of the members, there shall be less than a quorum present in person, such meeting may nevertheless be adjourned from time to time by a majority of those present in person without notice until a quorum shall be present. Provided, however, that no adjournment shall be for a period exceeding thirty (30) days at one time.

Section 2. Any meeting at which a quorum is present may be adjourned in the same manner 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 shall be present, any business may be transacted which may have been transacted in the original meetings.

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ARTICLE VII – MANAGEMENT AND CONTROL

Section 1. The management and control of the Corporation shall be vested in and exercised by the Board of Directors, who has been elected by the members at the regular annual meetings.

Section 2. No person shall be eligible for the office of director who is not also a member, and any director ceasing to be a member of the Corporation shall thereupon cease to be a director. Directors need to be residents of the State of Minnesota with the exception of a maximum of one (1) non-resident of Minnesota per year may be elected as an at large director.

Section 3. Vacancies occurring in the Board of Directors may be filled by the remaining directors at any regular or special meeting, and the person so chosen shall hold office for the remaining duration of the vacated term.

Section 4. The Board of Directors shall meet whenever called together by the President upon due notice given to each director. On the written request of three (3) directors, the Secretary shall call a special meeting of the Board.

ARTICLE VIII – OFFICERS

Section 1. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected annually by the directors; and all such officers and agents as may be deemed necessary for the proper transaction of the business of the Corporation who shall be appointed by the directors at their convenience.

Section 2. Except as hereinafter provided, the elected officers shall hold their respective offices for one year and until their successors shall be elected and have qualified; all other officers and agents shall be removable at the pleasure of the directors.

Section 3. The directors may require of the officers and agents bonds, with such conditions and sureties as they may deem proper and may remove any officer for a cause or when interests of the Corporation shall seem to require such action.

Section 4. The President, subject to the approval of the Board of Directors, shall have the general management of the affairs of the Corporation, and shall appoint and discharge all employees, attest all checks drawn on the corporate funds, and have general supervision over the enforcement of the By-Laws and Rules of the corporation and the transaction of its business. The President may delegate any of his duties to the Vice-President.

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Section 5. In the event of the absence of or inability of the President, the Vice President shall perform all of the duties of the President; also all of the duties delegated by the President and such functions as may be prescribed by the rules.

Section 6. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation, in such bank or banks as the directors may designate, and shall issue and sign all check for the payment of accounts approved by the Board of Directors. The Treasurer shall keep and maintain books of accounts, and shall exhibit the same at any reasonable time to any director or member of the Corporation. The Treasurer shall make an annual report of all receipts and disbursements at the annual meeting of the members of the Corporation.

Section 7. The Secretary shall keep the minutes of the meeting of the Board of Directors and of the members. The Secretary shall attend to the giving and serving of all notices. The Secretary shall have charge of the membership roll of the Corporation and such other books and papers as the board may direct.

Section 8. The office of Secretary Treasurer may be held by one person.

Section 9. In addition to duties usually pertaining to their office, the officers shall perform such other duties as may from time to time be imposed by the Board of Directors.

Section 10. Any duties of officers or board of directors may be delegated to the Executive Director.

ARTICLE IX – REGULATIONS

Section 1. The directors shall make all necessary rules and regulations for the transaction of the Corporation, and methods by which its affairs shall be conducted, provided that the same shall not contravene, these By-Laws.

ARTICLE X

Section 1. No individual officer, director, or member of this Corporation shall seek to establish any rules or regulations for the government of the affairs of this Corporation in any of its members, and shall not obligate the Corporation in any manner without express of written authority from the Board of Directors.

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ARTICLE XI

Section 1. These By-Laws may be altered, amended and repealed at any regular meeting of directors, or at any special meeting of active members called for that purpose, by the vote of a 2/3 majority of directors or members.

ATTEST: _____ DATED: January 22, 2014