

West Virginia Thoroughbred Breeders Association, Inc.

By-Laws

The Board of Directors of the West Virginia Thoroughbred Breeders Association, Inc. (“the corporation”) hereby adopts the following Bylaws, revised October 9, 2018.

Article 1 – OFFICES

The principal address of the corporation in the State of West Virginia shall be Post Office Box 626, Charles Town, WV. The association may have offices either within or outside the State of incorporation as the Board of Directors may designate or as the business of the corporation may from time to time require.

Article II – PURPOSE

The purposes for which the corporation is organized are to foster and promote the thoroughbred breeding and racing industries in West Virginia and to do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof.

The corporation is a nonprofit corporation and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (5) of the internal revenue code of 1986.

Article III – MEMBERS

1. ELIGIBILITY, APPLICATION

Membership in the corporation shall be open to all persons, partnerships and corporations engaged in the breeding of thoroughbred horses in West Virginia and those persons, partnerships, and corporations interested in the purposes of the corporation. Application for membership shall be made in writing to the Secretary on forms supplied by the corporation. An application for membership shall be administered by the Board of Directors of the corporation.

2. ANNUAL MEETING

The annual meeting of the general membership shall be held in the month of November each year beginning with the year 2017, on such day as shall be fixed by the Board of Directors for the purpose of the transactions of such business as may come before the meeting.

3. SPECIAL MEETINGS

Special meetings of the members for any purpose, unless prescribed by the statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-tenth of the members entitled to vote at the meeting.

4. PLACE OF MEETING

The Board of Directors may designate a place within the State of West Virginia, as the place of meeting for any Annual Meeting or any Special Meeting called by the Board.

5. NOTICE OF MEETING

Written notice stating the place, day, and hour of the meeting and, in case of a Special Meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not fewer less than ten (10) nor more than fifty (50) days before the date of the meeting by mail, or at the direction of the President, the Secretary or such other officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed such notice shall be deemed delivered when deposited in the United States mail, addressed to the member at the address as it appears on the roster of members of the corporation, with postage thereon prepaid.

6. ROSTER OF MEMBERS

The Secretary shall maintain a complete roster of the members of the corporation entitled to vote at each meeting of members with the address of each member. Such roster shall be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole time of the meeting for the purposes thereof. At all other times, the roster may be open to inspection by any member, his agent or attorney, at any reasonable time.

7. QUORUM

Twenty (20) of the members of the corporation entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If less than a quorum is present at a meeting, a majority of the members present may adjourn the meeting without further notice. When such adjourned meeting is reconvened and a quorum is present, any business may be transacted which might have been transacted at the meeting originally noticed.

8. VOTING

Each member of the corporation shall be entitled to one vote upon each matter submitted to a vote at a meeting of members, except as the right to vote might be suspended as hereinafter set forth. Proxy votes shall not be permitted upon any subject. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof and shall be the act of the members.

9. DUES

Each member of the corporation shall pay annual dues to be postmarked prior to January 1 for each calendar year. Annual dues shall be set by the Board of Directors and may be increased or decreased from year to year as the Board of Directors may determine. The Secretary shall keep an accurate record of all membership dues and remit all monies to the Treasurer.

10. SUSPENSION, REVOCATION OF MEMBERSHIP

Membership privileges may be suspended or revoked by the Board of Directors upon findings by the directors of misconduct on the part of any member or if any member be permanently ruled off the Turf in this or any other state or country. The Board of Directors, upon the formal Complaint of a member or non-member, or upon its own motion, shall make investigation of allegations of misconduct by a member of the corporation. Suspension or revocation of membership shall be upon two-thirds (2/3) vote of the Board of Directors present at a regular meeting or special meeting of the Board, with the quorum present. Provided, however, that the accused member shall be given notice of the allegations of misconduct against him and the date, time, and the place of meeting of the Board of Directors at which action upon the allegations is proposed to be considered. Notices shall be delivered to the member by United States mail to the address of the member as it appears on the list of members of the corporation, not later than ten (10) days prior to the date of the meeting. Notices shall be deemed delivered when deposited in the United States mail. The accused member shall be given the opportunity to appear before the Board of Directors to answer the allegations of misconduct. Any member suspended for a definite time shall be reinstated to membership privileges at the expiration of that time.

Article IV – Board of Directors

1. GENERAL POWERS

The business and affairs of the corporation shall be managed by the Board of Directors

2. NUMBER

The number of Directors of the corporation shall be eleven (11).

3. ELIGIBILITY

All members of the corporation, who have been members for two consecutive years preceding the date for the closing of nominations, shall be eligible for nomination and election to the Board of Directors of the corporation. However, no more than three (3) members of the Board shall be non-residents of West Virginia.

4. NOMINATION

A nominating committee, appointed by the President, shall provide a list of nominations for vacancies upon the Board of Directors. The list shall be submitted to the Secretary on or before the 15th day of July of the calendar year. Nominations from general membership may also be received by the Secretary upon forms furnished by the corporation and signed by three (3) members of the corporation, and must be submitted to the Secretary on or before the 16th day of July of the calendar year. The Secretary shall compile from the nominations, a list of eligible nominees which shall constitute a lot for the election of Directors.

5. ELECTION

The Board of Directors shall be elected to by the members of the corporation. Each member shall be entitled to one vote for each vacancy upon the Board. The Secretary shall mail the ballots to each member eligible to vote, by mailing the ballot to the address of each member recorded on the membership list of the corporation. Ballots shall be mailed no later than September 10 or the next business day thereafter. Ballots shall include a sealable envelope marked "FOR YOUR BALLOT" and a returned addressed envelope to the office of a Certified Public Accountant designated by the Board of Directors. The sealed envelope shall be marked with a space for members to sign and print their name so that membership can be verified, however members shall not sign the ballot or indicate in any manner their personal identity.

Ballots shall be postmarked no later than September 20 or the first normal business day thereafter that date.

Directors elected by the members shall serve a term of three years. In the case of a tie, the drawing of lots shall determine the member to serve as Director. The Directors shall hold office until their successors have been elected and hold their first meeting.

Effective November 13, 2017, Directors shall be elected to staggered terms of three years duration, with the initial election only having four directors elected to a three year term, four directors elected to serve a two year term, and three directors elected to serve a one year term, and thereafter, directors to be elected for three year terms of office.

6. REGULAR MEETINGS

The Board of Directors may provide, by resolution, the time and place, within the State of West Virginia, for holding of regular meetings without the notice that such resolution, provided, that the Board of Directors shall meet at least once every three (3) months.

7. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any three (3) Directors who shall make such a request in writing to the Secretary. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within, the State of West Virginia, as the place for holding any special meeting of the Board of Directors called by them.

8. NOTICE OF MEETINGS

Notice of any special meeting shall be given at least five mail delivery days prior thereto by written or oral notice. If written, notice shall be delivered personally or mailed to each Director at his address. If mailed such notice shall be deemed delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Director may waive notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting was not lawfully called to order or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to be specified in notice or waiver of notice of such meeting.

9. QUORUM

A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, the meeting shall be adjourned without further notice. When such adjourned meeting is reconvened and a quorum is present any business may be transacted which might have been transacted at the meeting originally noticed.

10. MANNER OF ACTING

The acts of the majority of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

11. INFORMAL ACTION BY DIRECTORS

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Directors.

12. REMOVAL OF DIRECTORS

Should a member of the Board of Directors be absent from three or more successive meetings, after due notice of such meeting has been given, and unless such absence is due to circumstances beyond his reasonable control, his position may be declared vacant at the discretion of the Board of Directors upon a three-fourths ($\frac{3}{4}$) vote of Directors present at a regular or special meeting of the Board, provided a quorum is present. The Director shall be given an opportunity to appear before the Board to show cause for such absences. Any vacancy shall be filled as provided by these bylaws.

13. VACANCIES

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

14. PRESUMPTION OF ASSENT

A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such a right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V – OFFICERS

1. NUMBER

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Officers shall be members of the Board of Directors and at least two (2) shall be residents of the State of West Virginia.

2. ELECTION AND TERM OF OFFICE

The officers of the CORPORATION to be elected by the Board of Directors shall be elected annually by the Board of Directors. The elections of the officers shall be conducted at the first Board meeting of the Board of Directors subsequent to the election of the Board of Directors.

If the election of officers shall not be held at such meetings, such election shall be held as soon as thereafter as possible, and but in any event no later than fourteen (14) days after the annual meeting of members. Each officer shall hold office until his successor shall have been

duly elected and shall have qualified, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL

Any officer or agent may be removed by majority vote of the Board of Directors whenever in its judgement the best interests of the corporation will be served thereby.

4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

5. PRESIDENT

The President shall be the provincial executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall: (a) when present, preside at all meetings of members and the Board of Directors; (b) sign, with the Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates of membership of the corporation, contracts, or other Instruments which the Board of Directors has authorized to execute, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; (c) appoint the members of all standing committees that may be created except where such membership has been designated by the Board of Directors; (d) be ex-officio member of all committees except the nominating committee; (e) make an annual written report to the members of the corporation at the annual meeting and such other reports as required by the Board of Directors; and (f) in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time and (g) have the authority to appoint an Executive Secretary, if such position is created by a majority vote of the Board of Directors.

6. VICE PRESIDENT

In the absence of the President, or in the event of the President's death or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

7. SECRETARY

The Secretary shall: (a) keep the minutes of the proceedings of the membership and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions in these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under the seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member, and a record of dues paid by each member; (e) keep a complete and accurate record of all stallions, and West Virginia bred or horses registered, as well as all mares nominated for the West Virginia Futurity or any special races and all monies received therefrom, and remit said monies to the Treasurer promptly; (f) make such written reports to the membership and the Board of Directors as required by the Board of Directors; and (g) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the Board of Directors. The Secretary shall be ex-officio member of all committees except the nominating committee.

8. TREASURER

The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit such monies within fourteen days of receipt in the name of the corporation in such banks or other depositories, whose deposits are insured by the Federal Deposit Insurance Company or Federal Savings and Loan Insurance Corporation, as designated by the Board of Directors; (c) pay and disburse funds of the corporation in such amounts as and to such person designated and ordered by the Board of Directors; (d) keep the full and accurate account of all receipts and disbursements; (e) make written reports of the financial condition of the corporation to the members of the corporation at the annual meeting and render such accounts and present such statements to the directors and the President as may be required; and (f) shall perform such other duties as may from time to time be assigned by the President of the Board of Directors.

9. INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he, his testator or intestate is or was a Director, officer, employee or agent of the corporation or serves or served any other enterprise at the request of the corporation.

ARTICLE VI – COMMITTEES

The President shall appoint the following standing committees: (a) Membership committee, which shall have the duties of promoting and recruiting membership in the corporation; (b) Nominating committee, which shall have the duties of nominating members for election as Directors as further set forth by these bylaws; (c) Bylaws committee, which shall have the duties of periodically reviewing the bylaws and making recommendations to the membership regarding the same; (e) Education/Seminar committee, which shall have the duties of originating all sponsored seminars and educational programs. The President shall appoint, subject to the approval of the Board of Directors, such other standing special committees as may be deemed necessary of the efficient conduct of the business of the corporation.

ARTICLE VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS

The Directors may authorize any officer, or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. LOANS

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

3. CHECK AND DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by two officers of the corporation and in such a manner as shall be determined by resolution of the Directors.

4. DEPOSITS

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Directors may select.

ARTICLE VIII: – FISCAL YEAR

The fiscal year of the corporation shall begin the 1st day of January in each year.

ARTICLE IX: – WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the corporation under the provisions of these bylaws or under the provision of these articles on incorporation, a waiver thereof in writing, signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X: – EMBLEMS OR, SEALS

The Board of Directors shall have the authority to adopt such emblems or seals as it sees fit and shall certify same to the State Corporation Commission of West Virginia.


ARTICLE XI – AMENDMENTS TO THESE BYLAWS

These bylaws may be amended at any regular meeting of the Board of Directors, by a 2/3 vote of the Directors present, provided a quorum is present, and provided that written notices shall have been given to the Directors and all members not less than ten days prior to such meeting, stating the proposed amendment. Any proposal for amendment shall be given in writing to the Secretary at least thirty days prior to the meeting. Written notice to members shall be via United States mail, email, and/or posting on wvtba.com.

In affixing our signatures below, we hereby certify that on this 9th day of October 2018, at a meeting of the Board of Directors at which a quorum was present and voting, these bylaws of the West Virginia Thoroughbred Breeders Association, Inc. were adopted.

PRESIDENT:

SECRETARY:



John C. Funkhouser



Diana McClure