

## ARTICLE IV

### ELECTIONS AND VOTING

#### Section 1. **Supervision of Elections:**

All Association elections shall be under the supervision of the Board. An Election and Nominating Committee composed of three (3) members shall be appointed by the President of the Association not less than forty-five (45) days prior to the nominating meeting. The members of the Election and Nominating Committee shall, from amongst its members, appoint a chair, and in the event that the Election and Nominating Committee members are unable to do so, then the President shall appoint the chair. No member of the Election and Nominating Committee shall be a candidate in the ensuing election. The three members appointed to the Election and Nominating Committee shall be responsible for seeing that the election is run in accordance with these Bylaws. The Election and Nominating Committee shall attend to the transportation of ballot boxes and the opening and counting of the ballots (including digitized ballots); ballots shall be counted and accounted for by an independent party appointed by the Board (who is not running for office in the then transpiring election and is not employed by or related to any person running for office in the then transpiring election); and no one else shall have the right to attend the counting of ballots.

#### Section 2. **Elections:**

##### (A) Election and Terms of Office:

i. The affairs of the Association shall be managed and supervised by a board of no less than eleven (11) and up to fifteen (15) directors, who shall be divided into three (3) groups of five (5) director seats each, to be known as "Group 1," "Group 2," and "Group 3." The Executive Director shall maintain a list of the seats allocated to each of Group "1," "2," and "3" based upon the provisions of former Article IV Section 2(A)(i) of the Bylaws as they existed on September 2, 2010, and the composition of each such group of director seats shall be based on the historical allocation of seats to each such group. Elections shall be held annually, and the terms of all Directors shall be three (3) years.

ii. Directors shall be elected from the membership of the Association.

iii. Seats for each Group of director candidates for election to the Board in each year shall consist of two (2) seats reserved for horse owners ("Owner Seat"), two (2) seats reserved for

horse trainers ("Trainer Seat") and one (1) seat for a candidate who is either a horse owner or horse trainer ("Open Seat"). In the event of a race for a seat reserved for either a Horse Owner, or Horse Trainer in which there are not at least two (2) Horse Owner or Horse Trainer candidates for such seat, as the case may be, then, in that event, the seat shall be considered an Open Seat for that election only (to be restored to its prior reserved status if possible in the next ensuing election for that seat), and any member who is either a Horse Owner or Horse Trainer may run for election for such seat on the Board.

(B) An election shall be held annually by the membership to elect Directors, who shall hold office during their term and until their successors are elected.

(C) At least thirty (30) days before the general nominating meeting called for the purpose of receiving nominations for Directors, the Election and Nominating Committee shall hold one or more meetings to plan for the upcoming election and coordinate the general nominating meeting. The Election and Nominating Committee shall hold a general nominating meeting ("Nominating Meeting") to receive nominations from the floor, nominating petitions and to announce the nominations, and the date of the general nominating meeting shall be deemed the date of each candidate's nomination. The Election and Nominating Committee shall neither make nor accept any nomination after adjournment of the Nominating Meeting.

The Nominating Meeting shall be at a racetrack designated by the Election and Nominating Committee which is then conducting a racing meeting. There must be at least fifty (50) members of the Association present at the Nominating Meeting to constitute a quorum. Those members present shall sign a list evidencing their presence. A nomination from the floor will be accepted if it receives the endorsement of not fewer 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 seventy-five (75) members of the Association.

Notice of the Nominating Meeting shall be given starting not fewer than thirty (30) days prior to the Nominating Meeting, by one or more of the following means and methods:

- i. Announcement over the racetrack stable area public address system at least once each week for the four (4) weeks preceding the Nominating Meeting.
- ii. Announcement over the race public address system during racing hours at least once each week for the four (4) weeks preceding the Nominating Meeting.
- iii. Advertisement in the *Daily Racing Form* which is a national publication of general circulation amongst participants in the Horse racing industry.
- iv. Notice on the racetrack "overnight" at least once each week for the four (4) weeks preceding the Nominating Meeting.

v. General Notice posted in each office of the Association, at the stable gate/track security office of each operating and/or open racetrack in South Florida, and office where entries are taken at each racetrack in South Florida with a then operating racing meeting in progress.

vi. Publication of notice in the Association newsletter, on the Association Website, in social media used by the Association, the Horsemen's Journal or another publication of general circulation in the equine community in the State of Florida in the issue immediately preceding the general nominating meeting.

Such notice shall inform the members of their right to nominate, the methods of doing so, the date, time and place of the Nominating Meeting and all other information necessary to fully inform each member about the elective process.

### Section 3. **Candidates and Electioneering:**

The chairperson of the Election and Nominating Committee shall notify each candidate of his/her nomination by hand delivery, overnight courier, email (with read receipt confirmation) or certified mail as soon after the nominating meeting as possible and send to each candidate the Affidavit referred to in the following paragraph:

Within fifteen (15) days of the date that each candidate's notice of his/her nomination for office was sent, each candidate shall complete and deliver to the Association Office (using the then published physical office address or email address of the Association) an Affidavit furnished by the Association that:

(A) The candidate fulfills the eligibility requirements for office provided in these Bylaws, or will fulfill the requirements for eligibility for office provided in these Bylaws on or before, but not later than, December 31 of the year preceding the date of each election, and the failure of any candidate to qualify as of December 31 of the year preceding the date of such election shall automatically result in the removal of each candidate not qualifying by such December 31 date from the ballot in the next ensuing election. The Board may, however, in its sole and absolute discretion, by not less than a three-fourths (3/4) affirmative vote of the Board, waive the candidate eligibility criteria set forth in these Bylaws, and may do so on a case-by-case basis.

(B) The candidate has completely read the Bylaws, including those provisions which pertain to elections and candidates, agrees to be bound by the Bylaws, and any/all decision(s) of the Board with respect thereto, and will not initiate, or participate in, litigation against the Board, the Association or the members of the Association with respect thereto.

(C) The candidate will run for office, serve if elected and remain eligible for the office to which elected.

A candidate for office may also mail or email, to the Association Office with his/her affidavit a biographical and policy statement of not more than four hundred (400) words, and, a statement that such candidate has previously been removed from the Board or expelled from

the Association and reinstated to membership, if that be the case. The statement shall be issued as the candidate's official statement by the Association. In all electioneering activities the privacy rights of members of the Association shall be respected by each candidate and the electioneering process may not be abused nor may it be intrusive.

A protest to a candidate or an election must be in writing and sent by Federal Express or certified mail to the Executive Director of the Association and must be postmarked or have other proof that same was sent not later than the seventh (7th) calendar day after the date that ballots were open and counted. Protests against the continued eligibility of elected Officers or Directors to serve must be in writing and sent to the Executive Director of the Association by Federal Express, certified mail or email (with read receipt confirmation) not later than seven (7) days following the discovery of facts supporting said protest. The burden shall be upon the protestant to prove that his/her protest is timely. Each protest shall contain a complete and definite statement of the acts which constitute the alleged violation, including dates and times. The maker must be prepared to substantiate the protest by personal testimony at a hearing or by sworn testimony, witnesses or other evidence. Upon the timely receipt of a protest, the President of the Association shall appoint a special committee to investigate the protest. The special committee will conduct a hearing within ten (10) days of the date the protest was received by the Executive Director of the Association. The special committee shall report its findings and recommendations to the Board who shall, by majority vote, at the next regular meeting of the Board, resolve the protest, which resolution shall be final and shall not be subject to appeal or further review.

All expenses of any kind whatsoever incurred by protestants or those persons accused of 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.

An elected candidate shall take office seven (7) calendar days after his/her election. The lodging of a protest to an election, a candidate or eligibility of an officer or director, shall not affect the status of an elected Officer or Director until a hearing has been held in accordance with these Bylaws.

(D) A Horse Trainer member who has started a Horse five (5) or more times during the twelve (12) month period immediately preceding the date of the election in which he/she is running for a seat on the Board may only run for a Trainer Seat on the Board. A Horse Owner member who has started a Horse five (5) or more times during the twelve (12) month period immediately preceding the date of the election in which he/she is running for a seat on the Board may only run for an Owner Seat on the Board. A person who is licensed by the Commission as both a Horse Owner and Horse Trainer who has started a Horse five (5) or more times as a Horse Trainer during the twelve (12) month period immediately preceding the date of the election in which he/she is running for a seat on the Board may only run for a Trainer Seat on the Board. Each person elected to a seat on the Board must, during the entire term of

his/her directorship, maintain his/her eligibility as a Horse Trainer or Horse Owner by continuously complying with the requirements and provisions of Article III, Section 6(A) and (B) above.

**Section 4. Manner of Voting:**

(A) Voting shall be by secret ballot. The Board may, in its discretion, engage an independent qualified accountant to oversee balloting and to tabulate the ballots.

(B) The general election of the Association shall be held, and ballots will be counted on the fifteenth (15th) day of March (or if such day falls on a Sunday or State holiday or National holiday on the next business day thereafter) in each year. Each owner and trainer member of the Association shall be entitled to cast one (1) vote in each general election of the Association.

(C) Voting: To be entitled to vote, each member must have a current license issued by the Commission as an owner or trainer of Horses. Elections may be conducted by paper ballot or secure digital voting. The Election and Nominating Committee shall, not less than thirty (30) days nor more than forty-five (45) days prior to each election, in an envelope bearing the return address of the Association, make available to each member of the Association who desires to use a paper ballot (which may be picked up by a member for that member only at the Association office or, upon request, shall be mailed by United States Mail, addressed to any member requesting a ballot by telephone for use by that member only) the following (the Election and Nominating Committee shall maintain a record of each member who has picked up a ballot in person or who has requested that a ballot be mailed to him/her):

- i. A ballot.
- ii. An envelope which shall have a space in the upper left-hand corner for the signature and the typed or printed name of the member and which shall have the word "Ballot" appearing on its face.
- iii. The approved biographical and policy statement of each candidate.
- iv. A return envelope addressed to the Election Committee. Each such return envelope shall be returned by the addressee to the Election and Nominating Committee by United States Mail, postage paid, or, shall be marked to indicate that postage will be paid by the addressee.

(D) A member shall vote only once in an election by marking his/her ballot, enclosing and sealing it in the envelope referred to in Section 4(C)(ii) immediately above, printing and signing his/her name in the upper left hand corner of the envelope and mailing the envelope, together with its contents in the return envelope provided pursuant to Section 4(C)(iv) immediately above, or by voting digitally in the manner set forth in Section 4(B) immediately following. No envelope may contain more than one ballot.

(E) The Association shall establish a secure system for voting over the internet (which shall include a password protected member login unique to each member), with such system (and

any modifications, alterations or enhancements thereof) to be approved by resolution of the Board. Each member of the Association shall be assigned a discreet and unique personal identification number ("PIN"), and that PIN shall be used and recorded when (i) a member requests a ballot in person or by telephone in the manner set forth in Section 4(D) immediately above, or (ii) when a member casts his/her vote via the internet. Each member shall be entitled to vote only once in an election, by either paper ballot as set forth above or via the internet.

(F) All paper Ballots must be postmarked on or before, but not later than, March 10th and received by the Election and Nominating Committee not later than March 15th (or the next business day if March 15th is a Sunday or holiday on which United States Mail is not delivered.) All paper Ballots which are either (i) not postmarked on or before March 10th or (ii) not received by the Election and Nominating Committee by March 15th (or the next business day if March 15th is a Sunday or holiday in which United States Mail is not delivered) shall be void and not counted. All paper ballots shall be mailed to the Election and Nominating Committee c/o the Association post office box or as otherwise directed by the Board. The Election and Nominating Committee shall not open the paper Ballots until after the delivery of the United States Mail on March 15th (or the next business day if March 15th is a Sunday or holiday on which United States Mail is not delivered). All Ballots (paper and digital) shall be counted by the Election and Nominating Committee or as otherwise directed by the Board.

(G) Paper Ballot Envelopes shall be checked against the list of members who either picked up a paper ballot or requested that a paper ballot be mailed to him/her, and digital ballots shall be confirmed as having been cast only by the member to whom a PIN was assigned to assure that no person has cast more than one vote. After being counted, all paper ballot envelopes shall be opened and separated from the envelopes and ballots shall thereupon be counted along with the votes cast via the Internet and the number of votes shall be tallied. All ballots (paper and digital), list of persons who cast a vote, envelopes and tally sheets shall be sealed and retained in the custody of the Association for a period of not less than thirty (30) days or, in the event of a protest, until the final determination of the protest. Thereafter, the Association need only retain the results of each election. In the event of duplicate voting, neither such vote shall be counted. No sealed envelope received by the Association shall contain more than one ballot and if more than one ballot is contained therein, the entire contents of the envelope shall be voided.

(H) The results of each election shall be tabulated, counted and certified as follows:

- i. The seats reserved for a horse owner shall be filled by the two (2) horse owner candidates receiving the two highest number of votes cast for horse owner seats on the Board in the subject election.
- ii. The seats reserved for a horse trainer shall be filled by the two (2) horse trainer candidates receiving the two highest number of votes cast for horse trainer seats on the Board in the subject election.

iii. The open unreserved seat shall be filled by the horse owner or horse trainer candidate who receives the next highest number of votes cast after filling the seats in subsections (H)(i) and (H)(ii) immediately above.

iv. The Chairperson of the Election and Nominating Committee shall promptly report and certify, by letter to the Association, the results of each election and that the election was conducted in conformity with Article IV hereof.

(l) In the event of a tie in any race for any seat on the Board in an election, the Board, as composed with the newly elected Directors (except those in the tying race), shall resolve the tie by majority vote of a quorum of the Board.

**Section 5. Other Organizations – Conflicts of Interest:**

No person who is or whose spouse is an officer or director of, or employed by a Racing Association, supervisory entity, rival racing or other organization involving a conflict of interest shall be put on the ballot as or be a candidate for Director of the Association, provided that this prohibition may be waived by vote of two-thirds (2/3) vote of the Board and any such waiver is in the best interest of the Association. Notwithstanding the foregoing, such a candidate may make himself eligible without first obtaining the approval of the Board by resigning his/her or having his/her spouse resign his/her position with any such other association prior to being placed on the ballot upon providing satisfactory proof of such resignation to the Board. No person who is elected a Director may become, nor may his/her spouse become, a member of any of the organizations referred to above during the member's term of office without the prior express consent as evidenced by the affirmative vote of two-thirds (2/3) members of the Board. To the extent any such conflict(s) of interest exist and are waived by the Board, then the member affected by the conflict(s) of interest shall not have the right nor be empowered to vote or otherwise take any action in his capacity as a Director with respect to any action or activity relating to the Association which created the conflict of interest.

**Section 6. Election of Directors:**

The Board shall be elected by the Association's members. No person shall be eligible for nomination or to serve as Director unless:

(A) He/She has been a member in compliance with the requirements set forth in Article III, Section 6 above, on the date of his/her nomination, is also eligible to enter horses at Gulfstream Park (and Gulfstream Park West when it is running), and remains eligible as such at all times throughout his/her term of office.

(B) He/She has a physical presence in Florida (meaning that he/she had one or more horses stabled and training at a licensed thoroughbred race track and was racing Horses in Miami-Dade County, Broward County, Palm Beach County, Florida, or adjacent counties as an owner or trainer for at least one-half (1/2) of the year immediately preceding his/her nomination for office.

(C) He/She also fulfills the following eligibility criteria:

- i. Owner Candidates: Shall have started a Horse compliant with the provisions of Article III, Section 6 above at a thoroughbred racetrack licensed by the Commission in Miami-Dade County, Broward County, or Palm Beach County, Florida, or adjacent counties not less than five (5) times during the year preceding his/her nomination.
- ii. Trainer Candidates: Shall have started a Horse compliant with the provisions of Article III, Section 6 above at a thoroughbred racetrack licensed by the Commission in Miami-Dade County, Broward County, or Palm Beach County, Florida, or adjacent counties not less than five (5) times during the year preceding his/her nomination.
- iv. Any Candidate who has resigned as a director from the Board during the two (2) years immediately preceding the date of his/her nomination shall not be eligible.
- v. Any Candidate who was removed as a director by the Board at any time preceding the date of his/her nomination shall not be eligible unless such Candidate's nomination is approved by the majority vote of the Board. In such cases, the President of the Association shall within ten (10) days of the Candidate's nomination, appoint a special committee to investigate the suitability of the Candidate. Thereafter, the special committee shall conduct a hearing within the following ten (10) days. The special committee shall report its findings and recommendations to the Board who shall, by majority vote, at the next regular meeting of the Board, determine Candidate's suitability, which resolution shall be final and shall not be subject to appeal or further review.
- vi. All Candidates shall be in "good standing" with the Florida Department of Business and Professional Regulation. As used hereinabove "good standing" shall mean his/her license has not been suspended or revoked during the year immediately preceding the date of his/her nomination.
- vii. The term "year immediately preceding" shall mean the three hundred sixty-five (365) days immediately preceding the date of his/her nomination.

(D) Vacancies on the Board other than President shall be filled as follows:

- i. The majority of a quorum of directors, as described below in Article IV, Section 6(D)(iii), who are present at the meeting may fill a vacancy on the Board for an Owner Seat by appointing an owner member of the Association to complete the term of any such regularly elected director whose seat is vacant.
- ii. The majority of the Board may fill a vacancy on the Board for a Trainer Seat by appointing a trainer member of the Association to complete the term of any such regularly elected director whose seat is vacant.
- iii. Notwithstanding the provisions of Article V, Section I (B), of these Bylaws, for the purposes of this Article IV, Section 6 (D)(i-ii), only, not fewer than four-fifths (4/5) of the members of the



Board must be present at a meeting of the Board to constitute a quorum at any meeting where filling a vacant director's seat will be considered by the Board.