

By-Laws of the American Hackney Horse Society, Inc.

ARTICLE I - NAME AND LOCATION

The name of the Society shall be the American Hackney Horse Society (AHHS). The Society shall be incorporated in the State of New York, but will maintain its headquarters at such location as the Board of Directors may determine.

ARTICLE II - PURPOSE

Section 1. To maintain an accurate and current registry of the Hackney breed. To compile and publish a Stud Book of the Hackney Horse and Hackney Pony. To ensure the prompt and proper transfer of the Certificate of Registration.

Section 2. To promote the breeding of quality Hackney Horses and Hackney Ponies; to further the interest of the Hackney breed; encourage breeders to register their Hackney Horses and Hackney Ponies; encourage exhibitors to support horse shows by showing their Hackney Horses and Hackney Ponies; encourage fair and horse show managers throughout the country to incorporate sufficient Hackney classes to justify the increased showing of Hackneys; to participate in shows of such animals and to offer prizes, and to do all such other lawful acts as may be incidental or conducive to the attainment of the above objectives.

Section 3. To purchase, or otherwise acquire, lease as lessee, invest in, hold, use, lease as lessor, encumber, sell, exchange, transfer, and dispose of property of any description or any interest therein, by authority and action of its Board of Directors. To borrow money, and issue, sell, and pledge its notes, bonds, and other evidences of indebtedness, and to secure any of its obligations by mortgage, pledge, or deed of trust, of all or any of its property, by authority and action of its Board of Directors, and to do any lawful act for which a corporation may be formed.

ARTICLE III - MEMBERS

Section 1. Members of the Society will be admitted, retained, suspended, expelled or readmitted and otherwise regulated in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt.

Section 2. The annual meeting of the members shall be held within one hundred twenty (120) days of the beginning of the fiscal year at a time and place as designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting.

Notice of the annual membership meeting shall be given by written notice stating the time of such meeting to each member's last known address as it appears on the Society's records not less than sixty (60) days prior to the date of such meeting.

Section 3. Special meetings of the members may be held at such time as may be designated in the notice whenever called in writing by direction of the President or majority of the Board of Directors, or by notice signed by not less than twenty per cent (20%) of the members then in good standing.

Notice of each special meeting indicating briefly the objective or objectives thereof shall be given in the same manner as provided with respect to notice of annual meetings.

Section 4. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting, present in person or by mail ballot shall constitute a quorum of the members for all purposes unless the representation of a larger number should be required by law and in that case the representation so required shall constitute a quorum.

Section 5. The President shall act as Chairperson of any meeting of the members, but in his/her absence, at any meeting regularly called pursuant to these Bylaws, any other officer may call the meeting to order and act as Chairperson, precedence being given to the order of officers; Vice President, Treasurer, and Secretary. The Secretary of the Society shall act as Secretary of all meetings of the members, but in the absence of said Secretary, the Directors may appoint any person to act as Secretary of the meeting.

Section 6. Whenever in these Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

ARTICLE IV - ELECTIONS

Section 1. Within forty-five (45) days of the annual meeting, the President shall appoint a Nominating Committee to propose nominees for Directorships for the next year's election. This committee shall consist of at least three (3) persons, any of whom may or may not be Directors. However, no person who would be scheduled to stand for election the next year may serve on this committee.

Section 2. The Nominating Committee shall make its recommendation not later than October 15 of that year. At least two (2) persons will be nominated for each Directorship that is to be filled by votes of the members. To be eligible for nomination a person shall have been a member of the American Hackney Horse Society for at least three (3) consecutive years as of the date of the next annual meeting.

Section 3. The following procedures shall be followed by the Nominating Committee. A prospective nominee shall be contacted to ascertain whether or not that person is willing and able to serve as a Director. The prospective nominee should indicate his/her understanding of the duties of a Director and his/her intention, if elected, to attend the meetings of the Board of Directors. Once the Committee has chosen its nominees, a letter listing the nominees and signed by each member of the Nominating Committee shall be sent to the President, with a copy to the Secretary/Executive Secretary. The Secretary/Executive Secretary will use this list for preparing the ballots to be mailed to the membership.

Section 4. The Directors of the American Hackney Horse Society shall be elected by mailed secret ballot prior to the annual meeting. At least forty-five (45) days prior to the annual meeting, the Executive Secretary shall mail a ballot and voting instructions to each member of eligible to vote.

Section 5. Each member eligible to vote shall clearly mark the ballot for his/her choice of Directors. Voting members may select from the list of nominees proposed by the Nominating Committee, or may write-in, in lieu of one or more such nominees, the name of other members whom he/she believes to be eligible to hold the office of Director. For a ballot to be valid, a member must not vote for a number greater than the total number of Directors to be elected.

Section 6. After completing the ballot, the member must place and seal it in the ballot envelope. This ballot envelope together with the signed authentication sheet bearing the member's signature and address shall all be placed in the return envelope. Any ballot in a transmitting envelope postmarked later than 11:59 P.M., twenty-five (25) days preceding the date of the annual meeting, or received later than fifteen (15) days prior to the annual meeting, shall not be opened or counted. Proxy votes are not permitted.

Section 7. An ad hoc Ballot Committee, consisting of a chairman and at least two other members, shall be appointed by the President to open and count all ballots that have been properly executed. This committee shall contain at least two non-directors.

No person who is up for election or reelection as a Director may serve as a member. All members of the committee must be present for the opening and counting of ballots. This committee by unanimous vote may disqualify any ballot that has been improperly executed, for example, one that contains votes for more persons than there are vacancies to be filled. However, if the committee is not unanimous in reaching a decision on a questionable ballot, the matter shall be referred to the Board of Directors for resolution. No person who served on the Nominating Committee for that year may serve as a member of the Ballot Committee.

Section 8. Nominees will be contacted by the President ten (10) days before the annual meet-

ing with the results of the election. Results of the election of Directors shall be announced by the President at the annual meeting of members. The Secretary/Executive Secretary shall maintain a permanent record of the number of votes cast for each nominee for possible use by the Board of Directors in choosing an interim Director. Additionally, any member may ascertain the number of votes cast for any candidate by contacting the Secretary/Executive Secretary.

Section 9: In the event a vacancy occurs on the Board of Directors, at its next meeting the Board may appoint an interim Director to serve through the actual unexpired term. When possible the interim Director shall be that nominee from the last annual election who received the greatest number of votes of all the unsuccessful nominees. Should more than one vacancy occur, the next nominee from the last election will be considered, and so on.

ARTICLE V - DIRECTORS

Section 1. The affairs and business of the Society shall be conducted by a Board of Directors consisting of fifteen (15) in number, who shall be elected in accordance with these Bylaws. Five (5) directors will be elected each year for a three (3) year term.

Section 2. No Director shall serve more than two (2) consecutive three (3) year terms without a period of one (1) year intervening before renomination.

Section 3. The Presence of eight (8) Directors at any meeting of the Board of Directors shall constitute a quorum for conducting business of this Society. A simple majority of Directors present at a meeting shall be sufficient to adopt any measure properly placed before the Board, providing a quorum be present. In the event of a tie vote, the measure will not be adopted. The vote of each Director shall be equal weight with that of any other Director. There shall be no provision for votes by proxy by Directors unable to attend a meeting.

Under extraordinary circumstances, by prior arrangements, and unanimous consent of the executive committee, members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communication equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at said meeting. This type of participation is specifically not allowed at the annual Board of Directors meeting where officers are being elected, or at the designated Board of Directors spring meeting.

Section 4. The Board of Directors shall have the power to make and adopt such rules, regulations and fees so as to conduct the business of the Society as will not be inconsistent with the Certificate of Incorporation, these Bylaws, or the laws of the State of New York.

Section 5. The Board of Directors shall have control of the property and affairs of the Society and shall fix its policies. They shall have power to hold meetings, employ any necessary staff and employees including an Executive Secretary and/or Treasurer, accept new members as in these Bylaws provided, authorize proper expenditures, and take all necessary and proper steps to carry out the purpose of this Society and promote its best interests.

Section 6. If any officer or director of the Society is made a party to any civil or criminal action, suit or proceeding in any matter arising from the performance of his or her duties for or on behalf of the Society, then, to the full extent permitted by law, including applicable provisions of New York's Not-for-Profit Corporation Law as in effect from time to time, the Society shall indemnify the officer or director for all amounts paid by him or her in connection with the action, suit or proceeding including any judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees, or in connection with the appeals. These provisions shall apply to both derivative and non-derivative actions to the extent permissible by law, and shall include an action by or in the right of any other

corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any officer or director of the Society served in any capacity at the request of the Society, by reason of the fact that he or she, his or her testator on intestate, was an officer or director of the Society, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity.

Section 7. The Board of Directors of the American Hackney Horse Society shall meet quarterly, if feasible, and in any case, at least three (3) times annually. The Secretary/Executive Secretary shall give at least fifteen (15) days notice in writing of any meeting of the Board of Directors, stating the time, place and purpose of the meeting. Meetings may be held within or without the State of New York.

Section 8. The official annual meeting of the Board of Directors shall be held immediately after the annual meeting of the membership, provided a quorum of such Directors shall be present, to elect from the elected Directors a President, Vice President, Secretary and/or Treasurer, and such other officers as it deems necessary. The offices of Secretary and Treasurer may be filled separately or combined together at the discretion of the Board of Directors. In case such a meeting is not held due to a lack of a quorum, a meeting of the Board of Directors shall be called by the past President within sixty (60) days of the annual meeting.

Section 9. Special meetings of the Board of Directors shall be called by the Secretary/Executive Secretary at the direction of the President or written direction of one-third (1/3) of the Directors.

Section 10. In order to maintain an active and participating Board of Directors, the following procedures shall be followed to effect removal of non-functioning Directors. Any Director who fails to attend two (2) called meetings of the Board of Directors during the year, shall be considered to have vacated his/her Directorship, and the Board of Directors shall appoint an Interim Director in accordance with these Bylaws. Action to replace non-functioning Directors shall be initiated at the first meeting of the Board of Directors following the period of non-participation.

The following exception to the one (1) year rule referred to in this Article shall be made. Any Director failing to attend two meetings of the Board of Directors for one (1) year due to extraordinary circumstances may petition the Board of Directors in writing to retain his/her Directorship, explaining the reasons for non-participation. The Board of Directors shall judge the situation on its merits and either approve the continuation of that Director in office or appoint a replacement, as it sees fit. However, such Director shall in no case be continued in office in the absence of a specific written request to do so.

Section 11. The Board of Directors may from time to time designate the President and two (2) of its members to be known as the Executive Committee, to implement the general policies determined by the Board of Directors.

ARTICLE VI - OFFICERS

Section 1. No officer of the Society shall serve more than three (3) consecutive years in the same position. However, the same individual may serve consecutive terms in different office, i.e., President for three (3) years and Secretary for three (3) years.

Section 2. President. The President shall preside at all meetings of the members, meetings of the Board of Directors, and by virtue of the office shall be Chairperson of the Board, and sign the records thereof, and perform generally all the duties usually performed by Presidents of like corporations, and such other and further duties as shall from time to time be required by the Board of Directors. Matters of policy and business decisions are to be decided upon by the Board of Directors and executed by the President. The President shall have the power to appoint all committees with the exception of the Executive Committee.

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Section 3. Vice President. The Vice President shall, in the absence or incapacitation of the President, preside at the meeting of the Board of Directors for the Society. The Vice President shall perform all duties of the President in case of absence, death or disability of the latter.

Section 4. Secretary. The Secretary shall keep the minutes of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose and shall sign such minutes. The Secretary shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5. Treasurer. The Treasurer shall in general perform all of the duties incident of the office of Treasurer and other duties as from time to time may be assigned by the President or the Board of Directors.

Section 6. Executive Secretary/Treasurer. The Board shall employ a salaried Executive Secretary/Treasurer whose term and conditions of employment shall be specified by the Board. The Board shall determine the compensation and other financial arrangements of the Executive Secretary/Treasurer. The Executive Secretary/Treasurer shall manage and direct all activities of the Society subject to the policies of the Board of Directors, and through the office of the President. The Executive Secretary/Treasurer shall employ and may terminate the employment of members of staff necessary to carry on the work of the Society and fix their compensation within the approved budget. The Executive Secretary/Treasurer shall define the duties of staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Society. The Executive Secretary/Treasurer shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

ARTICLE VII - MEMBERS AND NONMEMBERS OBLIGATIONS

Any person who applies for membership in the Society and any nonmember who applies for any other privilege, by so applying agrees and binds himself to abide by the Charter, Bylaws, and all other lawful rules and regulations of the Society, so far as they are applicable to him/her.

ARTICLE VIII - DISCIPLINE

Any member of the Society and any nonmember who exercises any of the privileges thereof or engages in any of the activities encompassed thereby, including but not limited to the buying, selling, breeding, registration, exhibiting, or other activities relating to the Hackney breed, may be disciplined for violation of any rule or regulation promulgated and published under the authority of these Bylaws. Discipline shall be administered in accordance with rules, regulations and penalties as specified by the Board of Directors.

ARTICLE IX - AMENDMENTS

By-Laws may be adopted, amended, or repealed by the members, by a majority of those voting on the question in person or by mail ballot. In order for an amendment to be considered, it is mandatory that it be submitted to the Secretary/Executive Secretary in writing more than sixty (60) days prior to the next Board of Directors meeting. If the amendment is approved by the Board of Directors the Secretary/Executive Secretary shall no less than forty-five (45) days prior to the annual or special meeting mail the proposed amendment to the members along with a ballot. Proposed amendments to the By-Laws may be presented to the membership without the approval of the Board provided twenty percent (20%) of the active members sign a petition requesting such. Ballots are to be post-marked no later than 11:59 P.M., twenty-five (25) days prior to the annual or special meeting to be considered valid. No ballot received less than fifteen (15) days prior to the meeting will be counted. The President will appoint an ad hoc Ballot Committee containing three (3) members. This committee shall contain at least two non directors. The ad hoc committee will open and count all ballots that have been properly executed. Any dispute over a properly executed ballot will be referred to the Board of Directors for resolution.

ARTICLE X - REGISTRATION OF HACKNEY HORSES AND HACKNEY PONIES

Section 1. Conditions of Registry

1. A Stallion shall be recorded only in the full registry class, and must be by a full registered sire and out of a full registered dam.

2. A Mare shall be recorded in the full registry class, when she is by a full registered sire and out of a full registered dam.

3. A Gelding may be recorded when he is by a full registered sire and is out of a full registered dam.

4. Animals recorded in Canada and duly certified by the Canadian National Live Stock Records to the American Hackney Horse Society will be recorded in the American Hackney Horse Society registry, when eligible under these rules.

5. No animal foaled in the United States shall be registered unless the Breeder is the Owner of Record of the Dam and the signer of the service certificate is the Owner or Lessee of Record of the Sire in the American Hackney Horse Society registry. If the Dam's owner furnishes an Assignment of Breeder designation, that person so designated will be treated in all respects as the breeder of the foal and will be shown as such on the foal's Certificate of Registration. This person will also sign his/her name in place of the owner of the dam at time of service on the foals registration application.

6. A Hackney produced by Embryo Transfer or Artificial Insemination through Transported Semen can be registered in the American Hackney Horse Society registry providing compliance of the rules of the Society.

7. Imported mares bred to native stallions must be registered in the American Hackney Horse Society registry before foals can be registered.

8. Any imported semen or embryo must be of pure Hackney parentage as verified by the Secretary/Executive Secretary of the Breed Association of the country of registry.

9. Membership in the American Hackney Horse Society is required on all registrations. All co-owners whose names are to appear on the registration papers must be members of the Society before a Hackney may be registered.

10. A Certificate of Registration is a certification of information contained in the records of the Society. It should not be interpreted as "title" to an animal.

11. Primary responsibility for obtaining and submitting any paperwork required to complete a business transaction with the Society rests with the owner of the animal.

12. To insure breed integrity the American Hackney Horse Society shall conduct a DNA Parentage Verification Program.

RULES AND REGULATIONS

Section 1. Transfers

1. All validated transfers of registered Hackneys must be published in the American Hackney Stud Book.

2. The seller or buyer of a Hackney, as mutually agreed, shall pay the transfer fee and forward the Application for Transfer, together with the Certificate of Registration to the Society, before any change of ownership can be recorded or recognized by the Society.

3. The Society cannot legally intervene in ownership or other disputes between a buyer and a seller of a registered Hackney horse or pony. When properly completed, signed documents and appropriate fees are presented the Society office must process the transaction. When a buyer and a seller cannot resolve an ownership or other type of dispute between themselves, they are advised to seek legal counsel.

Section 2. Names

1. In naming horses and ponies, the adoption of a distinctive prefix or affix is advised. Any member of the Society can register, subject to the approval of the Board of Directors, the ex-

clusive right to use a distinctive word as a prefix or affix on the payment of a fee. No names likely to prove misleading, or in the opinion of the Directors inappropriate, shall be accepted. No name containing a word which has been registered as a prefix or affix with this Society or with the Canadian Hackney Horse Society will be accepted without the written consent of the registered owner, except in the case of horses registered in Canada, which will be accepted as registered there when eligible under the rules of this Society. Names are limited to thirty (30) letters and spaces.

2. All rights to the use of a registered prefix or affix of a deceased member shall remain with the Executors and there will be no reassignment of prefix or affix. The request for a registered prefix must be submitted to the Society with the appropriate fee.

3. No stallion or mare foaled in the United States after 1908 shall be registered with a name which has already appeared in the Stud Book, or with 2nd or 3rd affixed, except those registered in a foreign country which will be accepted as registered there, when eligible under the rules of the Society.

4. The name of a registered Hackney may be changed upon application to the Registry and payment of the appropriate fee.

5. Imported animals must be registered with the same names as those registered in the country from which they were imported, provided said names do not conflict with the rules of the Society.

Section 3. Stallion Breeding Reports

1. Starting on January 1, 2004, it will no longer be necessary to file a Stallion Breeding Report.

Section 4. Parentage Verification Program

1. DNA testing is accepted as the type of Parentage Verification. The method of implementation states all stallions servicing mares in 1997 and thereafter must be DNA typed and recorded in the office of the Society. All mares producing foals in 1998 and thereafter must be DNA typed and recorded in the office. All animals foaled after January 1, 1999, must be DNA parentage verified and recorded in the office when: placed in competition, placed into breeding production, or upon transfer of ownership. After January 10, 1997, no registration of any animal registered prior to this date shall be corrected without the consent of all parties concerned.

2. Starting on January 1, 2003, all foals will be required to have DNA parent verification recorded in the Society office before a certificate of registration will be issued.

3. Frozen semen and embryo transplants were adopted in 1988.

4. Beginning in 2006, the storage time and use of frozen semen is three years from the date of a stallions death or gelding, for resulting offspring to be eligible for registry.

5. Beginning in 2006, the maximum number of foals registered from one given mare in a calendar year is five.

Section 5.-Gelded Horse or Pony

1. The Certificate of Registration for a Stallion changed to a gelding should be returned to the Society within sixty (60) days for correction. No fee will be charged for the correction.

Section 6. - Discipline

1. With respect to enforcing the proper registration of animals, the following procedures shall apply: Should there be reasonable doubt on the part of any official or member of the Society as to the proper registration of an animal, all pertinent information shall be made available to the Board of Directors. Based on this information, the Board of Directors shall make a determination as to the propriety or impropriety of the registration in question. Should the Board of Directors determine that a falsification of registration has taken place, membership of the person submitting the papers shall be suspended for one year, the Registration Certificate shall be canceled and the animal shall be ineligible

to be registered. If there should be any prize money provided by the Society at state, such as in a Futurity class, the prize money, trophies and ribbons will be reclaimed by the Society.

2. If conviction results from the drug testing program, both the trainer and owner shall have their memberships suspended for one (1) year and shall forfeit all prize money, trophies and ribbons received in the class in which the offense occurred. This will apply to owners whether or not they are aware of the use of drugs by the trainer. Neither the trainer nor the owner nor the animal involved shall be eligible to show in any class sponsored by the Society during the next calendar year. These penalties will automatically be imposed upon receipt of official notice of positive tests, with no vote of the Board of Directors being desired or necessary to implement penalties.

Section 7. - Membership

1. The American Hackney Horse Society shall offer the following types of memberships: Life, Individual, Joint/Family, Junior and Associate.

2. Life membership can be obtained with a one time payment. The membership carries all the rights and privileges as any yearly member. No yearly assessment will be made.

3. Individual membership includes all rights and privileges. Individual membership is entitled to one vote.

4. Joint/Family membership includes the rights and privileges for husband and wife. Children under 18 years of age carry all rights or privileges except voting. Joint memberships are entitled to two votes.

5. Junior memberships are for individuals under 18 years of age as of January 1 of the membership year. Junior members may participate in functions open exclusively to junior members, but are not eligible to vote or receive other benefits of full dues paying members.

6. Associates membership is designated for friends of the American Hackney Horse Society. Associate members are not eligible to vote or to receive other benefits of full dues paying members. The Board of Directors will determine the benefits of the Associate members.

7. Any person desirous of becoming a member of the Society may do so by filing with the Secretary/Executive Secretary an Application of Membership (Available from the Society office on request), duly signed, giving name. Legal place of residence and post office address. Memberships are accepted in responsible individual's names only (Mr. and Mrs. or family names are not permitted) or Farm/Business memberships. When an animal is registered in a farm, stable, business, corporation or partnership name rather than the name of an individual, a Letter of Authority must be filed with the Society office stating the name(s) of all persons who are authorized to sign business transactions for the entity. A sample of each person's signature must be shown on the Letter of Authority. Authority to sign transactions may be granted retroactively, but cannot be canceled retroactively.

8. Annual dues are on a basis February 1 to January 31.

Section 8. - Audits

1. An annual audit of the Treasurer's books and of the Society's financial records shall be conducted by an Audit Committee to be chosen by the Board of Directors. This committee shall consist of three members, who may be either Directors or other members of the Society. This audit shall be conducted as soon as possible after the end of the fiscal year.

2. The fiscal year of the American Hackney Horse Society shall begin on January 1 and end on December 31.

3. The Board of Directors may at its discretion require an official audit by a Certified Public Accounting firm. The Treasurer shall produce upon request any financial records maintained by the Society.

(January 1, 2007 Revised)