

BYLAWS
OF
HORSEPLAYERS ASSOCIATION OF NORTH AMERICA

A Virginia Nonstock Corporation

ARTICLE I
The Corporation

Section 1: Name

The name by which the Corporation shall be known is Horseplayers Association of North America (the Corporation). These Bylaws, the powers of the Corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions as are set forth in the Articles of Incorporation.

Section 2: Purpose

The Corporation is a corporation organized under the Virginia Nonstock Corporation Act for the purposes enumerated in its Articles of Incorporation, as they may be amended from time to time. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Section 13.1-826 and Section 13.1.827 of the Virginia Nonstock Corporation Act and which are not inconsistent with the Corporation's qualification as an organization described in Section 501(c) of the Internal Revenue Code or corresponding section of any future tax code. The specific purpose of the organization is to give horseplayers an influential voice in an effort to improve and increase pari-mutuel wagering, as well as attract new players and stimulate further handle growth among existing horseplayers for the overall improvement of the business of horse racing.

Section 3: Restrictions on Activities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

Section 4: Offices.

The principal office of the Corporation shall be in the Commonwealth of Virginia. It may also have offices at such other places as the Board of Directors may, from time to time, designate.

Section 5: Fiscal Year

The corporation's fiscal year shall be the calendar year.

ARTICLE II

No Members

The corporation shall not have members.

ARTICLE III

Directors

Section 1: Nomination and Size Restrictions

The number of Directors will be as determined by the needs of the corporation, but in any case, there shall be no fewer than three Directors. Nominations are to be voted on by the full Board of Directors at any meeting at which such election is an agenda item.

Section 2: Terms

Each Director shall serve for an initial term of three years. Directors may be re-elected for additional three-year terms. The terms of directors may be staggered.

Section 3: Duties and Responsibilities

The Board of Directors shall be responsible for managing the affairs, property and interests of the corporation and may exercise all powers of the corporation. Each director shall have one vote. The action of the majority of the directors present at any official meeting shall be the act of the board of directors. The Board of Directors of the Horseplayers Association of North America is a working board and as such Directors are expected to regularly attend weekly Board meetings and miss no more than five meetings during the course a year.

Section 4: Nominating Committee

The Nominating Committee shall be an ad hoc committee consisting of two members of the Board of Directors, one of whom will be appointed Chairman of the Nominating Committee, and at least three individuals who are not currently on the Board of Directors. The number of current Board of Directors on the Nominating Committee is explicitly capped at two specifically to encourage outside participation and guidance. Each member of the Nominating Committee shall have one vote and decision shall be made by the majority. The Nominating Committee shall propose a slate of officers and directors to the Board of Directors.

Section 5: Removal

A Director may be removed at any time from the Board and any regularly scheduled or special meeting with a two-thirds majority vote whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6: Resignation

A director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

ARTICLE IV

Officers

Section 1: Definition of Officers

The Officers of the Corporation shall be a President, Vice-President, Treasurer, and Secretary.

The Officers shall be elected from among the Board of Directors, shall serve in the dual capacity of director and officer, and shall be entitled to vote as members of the Board of Directors.

Section 2: Terms of Officers

Each Officer shall serve for two years, and may continue in office for additional terms by vote of the board of directors. The terms of Officers may be staggered.

Section 3: Duties of President

The President shall be the principal executive officer of the Corporation and shall have the general powers and duties of management usually vested in the office of President including, seeing that all orders and resolutions of the Board of Directors are carried out, and having general supervision over the affairs and property of the corporation.

Section 4: Duties of Vice-President

The Vice President shall act in the absence of the President, and shall accept other responsibilities and assignments such as the President or Board of Directors may request.

Section 5: Duties of Treasurer

The Treasurer shall have charge of and supervision over the funds of the Corporation, shall see to the deposit of the Corporation's funds, shall disburse such funds as are necessary to pay the debts of the corporation and such disbursements as are authorized by the President and by resolution of the Board of Directors, and shall see that such financial records are maintained as are necessary for an accurate accounting of the corporation's funds. The Treasurer shall also have charge and supervision of the Corporation's tax compliance.

Section 6: Duties of Secretary

The Secretary shall make an accurate record of all meetings of the Board of Directors, make sure that the minutes are posted or distributed in such a manner as to be available to each Board member, and shall give such notice of meetings as may be necessary or as directed by the President.

ARTICLE V

Conflicts Of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

- The interest of such Director or Officer is fully disclosed to the Board of Directors.
- No interested Director or Officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected only if such transaction is in the best interests of the organization. Such payments shall be reasonable and shall not exceed fair market value.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE VI

Effective Date and Amendments

Section 1: Effective Date.

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon the adoption of the amendment, unless the Board of Directors in adopting the amendment provides that it is to become effective at a later date.

Section 2: Amendments

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a two-thirds (2/3) majority of the Board of Directors. The Articles of Incorporation may be amended by the vote of a two-thirds (2/3) majority of the Board of Directors.

Section 3: Dissolution

The Corporation may be dissolved upon the vote of a two-thirds (2/3) majority of the Board of Directors. Any proposal for dissolution requires a minimum of thirty (30) days notice prior to any vote on the subject.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to another non-profit organization that so qualifies. If Thoroughbred Retirement Foundation (TRF), is still in existence and exempt from Federal Income Tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or its successors, the balance of all money and other property shall be distributed to TRF. If TRF is not in existence or is not exempt from Federal Income Tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or its successors, the balance of all money and other property after payment of all liabilities and obligations of the corporation and return of any property held by the corporation upon condition requiring return, all property of the corporation shall be transferred and conveyed to another such organization or organizations dedicated to the retirement of racehorses and which organization or organizations are exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the board of directors shall determine.