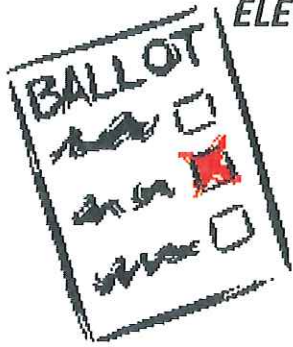


TRAO NOMINATIONS AND ELECTIONS PROCESS



ELECTION COMMITTEE MEMBERS APPOINTED BY THE TRA0 BOARD:

- ◆ BILL ANDERSON
- ◆ KRIS RICHTER
- ◆ DR. JOE ALEXANDER

◆ General Guidelines for the Nominations Process:

◆ **NOMINATIONS CLOSE OCTOBER 20TH, 2018 IN THE TRACK KITCHEN AFTER NOMINATIONS HAVE BEEN TAKEN FROM THE FLOOR.**

Requirements for Membership on the Board.

An Owner must have at least five (5) thoroughbred starts at an OHRC licensed racetrack during the previous twelve (12) months.

A Breeder must be an individual or the managing partner of an entity during the previous twelve (12) months prior to their nomination that; (A) (i) is the breeder of record of at least one (1) accredited Oklahoma-Bred thoroughbred foal (ii) provides sufficient proof to the Board they bred at least five (5) Oklahoma-bred thoroughbred mares in the year prior to their nomination or (B) owns an accredited Oklahoma Stallion or Stallions that covered ten (10) or more mores total in the year prior to their nomination.

ARTICLE VII ELECTIONS AND VOTING

Section 1. Elections of Board of Directors.

Members of the Board of Directors shall be elected as follows:

- (A) Owner members of the Board shall be elected for a three-year term beginning in 2016 through 2018;
- (B) Breeder members of the Board shall be elected for terms beginning in 2016 through 2018; and
- (C) Trainer and Owner/Trainer members of the Board shall be elected for terms beginning in 2017 through 2019;

Section 2. Supervision of Elections.

Each Association election shall be conducted under the supervision of the Board of Directors and an Election Committee consisting of three (3) members of the Association who have been in good standing for at least three (3) years and who are appointed by the President with the approval of the Board of Directors. The Election Committee shall be responsible for conducting the election in accordance with the Bylaws and any rules of the Board of Directors. The members of the Election Committee may be candidates in the election. The Board of Directors shall employ an independent firm or individual, who or which shall be known as the Election Director, to supervise the mailing, opening, and counting of the ballots and certification of the results.

Section 3. Elections.

- (A) The Election Committee shall nominate at least two (2) candidates for each office who are Members in good

TRAO NOMINATIONS AND ELECTIONS PROCESS

standing of the Association.

(B) The Election process shall begin during the fourth quarter of each election year.

(C) The Election Committee shall hold one or more meetings prior to the close of nominations. At each meeting, nominations from the floor will be accepted if a nominee receives the endorsement of not less 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 forty (40) members of the Association who are eligible to vote in elections and are in good standing.

(D) Notice of the nominating process and pending election shall be given, starting not less than thirty (30) calendar days prior to the general election, by all of the following, if available:

1. Announcement over an Oklahoma racetrack's stable area public address system (which is conducting a live thoroughbred race meeting or a mixed-race meeting in which thoroughbreds are competing).

2. General notice posted at each office of the Association, at the stable gate/track security office of each operating and/or open racetrack in Oklahoma, an office where entries are taken at each racetrack in Oklahoma with a thoroughbred race meeting in progress.

3. Publication of notice in the Association newsletter or other industry circulated publication(s).

(E) Such notice shall inform the Members of their right to nominate candidates, the methods of doing so, date of election and all other information necessary to inform each Member about the nomination and election process.

Section 4. Candidates.

(A) The Executive Director or a designee shall notify each candidate of his or her nomination by telephone, facsimile, electronic mail, or certified mail as soon after the nomination as reasonably possible.

(B) Within fifteen (15) calendar days of the mailing to each candidate of notice of nomination for office, said candidate shall complete and mail to the attention of the Executive Director at the Association's Principal Office an affidavit (the "Candidacy Affidavit") on a form furnished by the Association stating that:

1. Candidate is eligible for the position for which nominated;

2. Candidate has read the requirements of these Bylaws respecting elections and candidates, agrees to be bound by them, and will obey any decision of the Board of Directors concerning the election;

3. Candidate will serve if elected, remain qualified for the position during the term of office, and observe and not violate the conflicts of interest provisions in these Bylaws;

4. Candidate (or spouse or immediate family of same) is not a member, officer, director, beneficial owner, employee, representative, agent, or subject to the direction or control of an Organization Licensee, a business operated at a racetrack, the OHRC, any other equine organization(s) that may have a stated purpose in conflict with operation and purposes of this Association, or any other associations of Thoroughbred Horsemen that has a stated purpose in conflict with the operation or purposes of this Association; and

5. If a Candidate is otherwise in any way affiliated with an official breed registry (thoroughbred or non-thoroughbred) or other organization subject to audit or regulation by the OHRC, the Candidate is not an officer, director, committee member, agent, or employee of such official breed registry or other organization that has the ability to establish policy or influence the official position or direction of such official breed registry or other organization. Withstanding the foregoing, a Candidate faced with an apparent conflict may make themselves eligible without first obtaining Board approval by resigning (or, if applicable, having their spouse or immediate relative resign) his or her position with any such organization, association or group prior to the Candidate being placed on the ballot, upon providing satisfactory proof of such resignation to the Board of Directors.

Section 5. Electioneering; Candidacy Affidavits; and Protests.

(A) No activity commonly referred to as "political activity" or "electioneering" shall be allowed after the last general nominating meeting for an election. No campaign material, other than the biographical and policy statement mailed by the Association, shall be permitted except for oral solicitation of votes by in person-to-person conversation. No candidate may authorize, condone, or knowingly permit any articles, statements, or pictures about him or her to be published which could be construed as campaign material for "electioneering" or "political activity"

TRAO NOMINATIONS AND ELECTIONS PROCESS

in any publication after the last nominating meeting before the election. There shall be no distribution of marked sample ballots, nor any placard or banner endorsing any candidate or slate of candidates. If any political activity, electioneering or distribution of campaign material occurs on behalf of a candidate in violation of this section with the authority or consent of a candidate, said candidate may be disqualified (a) as a candidate for any office in the election, or (b) from taking office if the election has been completed, or (c) that portion of the election in which a violation occurred may be re-conducted. The Board of Directors seated prior to or during said election, who are not candidates for an office involved in a possible violation of this section, shall have full authority to determine the validity of any such violation and the manner in which the election for said office will proceed.

(B) A candidate for office may also send via electronic or certified mail to the attention of the Executive Director at the Association's Principal Office with the candidate's affidavit, a biographical and policy statement of not more than three hundred (300) words within the same time limits required for the Candidacy Affidavit. The candidate expressly authorizes the verification of information, use, and publication of this statement as the candidate's official statement to the Association, but such statement otherwise shall not be issued, disseminated, or used by the Association other than by enclosing a copy with the ballot. The candidate further expressly authorizes the staff of the Association to compile a brief biographical statement for the candidate if the candidate fails to provide one on a timely basis.

(C) The Executive Director or designee shall maintain a list of all persons nominated, and keep all Candidacy Affidavits, biographical and policy statements, and the current membership roll of the Association.

(D) A protest of a candidate or an election must be in writing and sent by certified mail to the attention of the Executive Director at the Association's principal office. No protest of a candidate or an election will be accepted that is postmarked after seven (7) calendar days following the announcement of election results. The burden shall be on the protestant to prove that a protest is timely. Each protest shall contain a complete and definite statement of the facts that constitute the alleged violation. The protestant must be prepared to substantiate the protest by sworn testimony, witnesses, or other relevant evidence. All expenses of any kind whatsoever incurred by the protestant and those persons charged with 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.

(E) The lodging of a protest of an election or of a candidate shall not affect the status of an elected Director until such Director has been removed by a majority vote of the non-contested elected Members of the Board of Directors.

(F) Write-in Candidates are not permitted. If a ballot is cast that includes the name of a person who was not nominated in accordance with these Bylaws, the entire ballot shall be declared null and void.

Section 6. Manner of Voting.

(A) Voting shall be by secret ballot. All voting and election procedures shall be supervised by the Election Committee and the Election Director in accordance with the Bylaws of the Association and written policies of the Board of Directors. The Election Committee and Election Director may be randomly checked by the Association's auditors or by designated independent firms or individuals.

(B) Not less than thirty (30) and not more than sixty (60) calendar days prior to an election, the Election Director shall mail, in an envelope bearing the Election Director's return address, to the last known address of each Owner, Trainer, Owner/Trainer, or Breeder who is determined to be eligible to vote, the following voting material:

1. A ballot;
2. An envelope marked "BALLOT" capable of being sealed;
3. The approved biographical and policy statement of each candidate (if available);
4. A return envelope addressed to the attention of the Election Director, that shall have a space in the upper left-hand corner for the signature and the typed or printed name of the individual member or entity, and that shall have the word "Ballot" and the name of this Association appearing on its face. Said return envelope shall be sent by U.S. mail, postage paid, or shall be marked to indicate that postage will be paid by addressee.

5. The Election Committee may recommend to the Board, and the Board may adopt such other policies and procedures as deemed necessary to ensure that all eligible members, who are in good standing and desiring to vote in the election, are afforded the opportunity to vote including, but not limited to: (a) at least

TRAO NOMINATIONS AND ELECTIONS PROCESS

one posting two weeks after the ballots are mailed and at least three days before ballots are due to the Association and/or horsemen's bookkeeper office operating a thoroughbred race meeting in progress (and such other locations deemed most appropriate) of a current "mail return list" of returned ballots, (b) the forwarding returned ballots with forwarding addresses to the intended recipient, if applicable, and (c) upon request the forwarding of duplicate ballots to recipients who are willing to verify that ballots were not received by them. (Duplicate ballots will be marked as "duplicate" on all envelopes and registered as a duplicate at time of counting by the Election Director)

(C) The Executive Director or a designee shall obtain a current list of names and addresses from the horsemen's bookkeeper at each racetrack in Oklahoma of all Owners and Trainers who started a thoroughbred horse in Oklahoma during a live race meeting that was conducted during the twelve (12) calendar months prior to October 1st of the election year. The Executive Director or a designee may also utilize information available at the OHRC to obtain additional names and addresses of such Owners, Trainers, Owner/Trainers, and Breeders if not provided by the horsemen's bookkeepers. The Election Director shall use said list(s) in compiling the latest available addresses of the Association's owners and trainers, who are members in good standing, and/or who (1) have raced under their individual names, for mailing of ballots, or (2) in case of partnerships, corporations, syndicates or other multiple ownerships, a single ballot shall be mailed to the address of the managing partner of each entity. Each entity shall have only one vote regardless of the number of licensed owners, partners or syndicate members making up such partnership, corporation or syndicate. The person responsible for the day-to-day management of a multiple ownership entity shall have the sole voting authority of the entity; however, any licensed owner or owner/trainer who is a member of a multiple ownership entity, but also starts a horse in his own name, separate from any such entity, shall be entitled to his or her separate vote. The Executive Director or designee shall maintain, on a current basis, the Association's membership roll. Prior to the mailing of ballots, the Executive Director or a designee, or such other duly-authorized Association representative shall use reasonable efforts to confirm the identity and address of each member eligible to vote; however, the responsibility for accurate identification and addresses for members lies with the members. The Executive Director or a designee shall provide the latest list of Association members determined to be eligible to vote along with the latest membership roll to the National Association's secretary upon request of the National Association.

(D) The Executive Director, the Election Director, or other duly-authorized Association representative shall present voting material to any eligible member in good standing, in person, who requests the same in person, on the grounds of not having previously received said voting material by mail. Upon receiving the voting material, the member shall be required to sign a receipt acknowledging said material was not previously received and otherwise has not voted in the subject election.

(E) The Election Director shall alphabetize the return envelopes complying with the ballot instructions upon receipt, and shall segregate any non-complying return envelopes for review by the Election Committee. On or after the deadline for receiving ballots, the Election Committee and the Election Director shall conduct a verification of eligible return envelopes at the premises of the Association or the location the Election Director chooses with the approval of the Board of Directors, prior to transmittal of the return envelopes to the designated independent vote tabulator for opening and tabulation. The purpose of the verification procedure is to ensure, to the maximum extent possible, that only one ballot is cast by each eligible voter/member/entity in good standing since performance of such verification procedure by the independent vote tabulator would be unduly burdensome and expensive. The verification procedure shall be governed by the Bylaws and rules of the Board.

(F) All ballots that are received by the Election Director prior to the close of business on the day named for the election shall be considered timely. NO BALLOT ENVELOPES SHALL BE OPENED BY THE ELECTION COMMITTEE OR ANYONE OTHER THAN THE DESIGNATED ELECTION DIRECTOR. The outside of the return envelopes (and labels) shall be inspected for the member's name and signature, which shall be checked against the Association's current membership list of eligible voters. The Election Director shall have the discretion to accept any return or ballot envelope, which substantially complies with the ballot instructions, the Bylaws and any rules of the Board, and shall have the discretion to reject any return or ballot envelope that does not meet the "substantial compliance" standard and/or is believed to be untrustworthy or fraudulent in any respect.

(G) Upon completion of the verification procedure, the Election Director shall bundle, seal and maintain

TRAO NOMINATIONS AND ELECTIONS PROCESS

custody for a period of not less than thirty (30) calendar days (or until the final determination of any timely protest) any "rejected" return envelope, ballot envelope or ballot. The Election Director shall bundle, seal and maintain the verified ballot envelopes for tabulation with instructions regarding the manner of tabulation of the votes (i.e., the number of votes that the voter is allowed to cast for each position and the voiding of all ballots in a single sealed ballot envelope of more than one ballot is contained therein). The Election Director shall sign a Verification of Eligible Ballots, setting forth the number of "rejected" ballots and/or return envelopes along with the reason(s) for each "rejection", and the number of verified ballot envelopes. Members, Candidates, and Directors shall not attend the counting; however, the Association's Executive Director and necessary Association employees shall be allowed to attend the counting.

ARTICLE VIII OFFICERS

Section 1. Election of Officers.

At the first meeting after an election, the Board shall elect a President from the members of the Board. The Board may elect other Officers of the Association at that time or another time as determined by the Board. The Board may choose to hold the Election of Officers by secret ballot during the meeting.

You can nominate starting October 1, 2018 by contacting one of the election committee members below:

Dr. Joe Alexander (405) 747-4244

Bill Anderson (405) 659-3806

Kris Richter ((405) 743-1518

TRAO Office (405) 427-8753

Nominations end on October 20, 2018