

EXHIBIT H
NEW NYRA BY LAWS

BYLAWS OF
THE NEW YORK RACING ASSOCIATION, INC.

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of
THE NEW YORK RACING ASSOCIATION, INC.

ARTICLE I
NAME, PURPOSES, OFFICE

Section 1.01 Name. The name of the Corporation is "The New York Racing Association, Inc." (the "Corporation").

Section 1.02 Purposes. The Corporation is formed for the purpose and objective of conducting race meetings at one or more thoroughbred racetracks, conducting pari-mutuel wagering and furthering the raising and breeding and improving the breed of horses, with all the general powers of corporations created under the laws of the State of New York.

Section 1.03 Office. The principal office of the Corporation shall be located at 110-00 Rockaway Blvd., Jamaica, New York, in the county of Queens, in the State of New York. The Corporation may change the location of the principal office to any other location at which the Corporation operates a racetrack in the State of New York and maintain additional offices at such other places within the State as the Board of Directors of the Corporation (the "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE II
MEMBERS

Section 2.01 General. The Corporation is a membership organization.

Section 2.02 Membership. The Corporation shall have twenty-five (25) individual members (each, a "Member," and collectively, the "Membership"), divided into two membership classes. One membership class, to be known as Class A, initially shall be the persons listed in Section Fifth of the Certificate of Incorporation of the Corporation (as the same may be amended from time to time in accordance with law, the "Certificate of Incorporation") and who shall be initial directors of the Corporation as provided in Section Seventh of the Certificate of Incorporation. Subsequent Class A Members shall, following vacancy, be elected by majority vote of, or by the unanimous written consent of, the Class A Members, voting as a separate class, in accordance with Not-For-Profit Corporation Law. The second membership class, to be known as Class B, shall be the persons from time to time appointed as directors of the Corporation pursuant to Section 207.1 of the Racing Law (as defined below) and who shall also be directors of the Corporation. Subsequent Class B Members shall be the persons appointed as directors pursuant to Section 207.1 of the New York Racing, Pari-Mutuel Wagering and Breeding Law (L.1982, c. 865, § 1, as amended, Consolidated Laws Chapter 47-A and

Chapter 18 of the Laws of 2008), as amended from time to time (the “Racing Law”). A Member shall not be entitled to transfer his or her membership interests to any person.

Section 2.03 Term of membership service.

(a) Class A Membership. Each Class A Member shall be a Class A Director of the Corporation elected pursuant to subsection (a) of Section Sixth of the Certificate of Incorporation and shall continue to serve as a Class A Director for so long as such person serves as a Class A Member. If at any time a Class A Member ceases to be a Class A Member for any reason, such person shall automatically cease to serve as a Class A Director at such time. If at any time a Class A Member ceases to be a Class A Director for any reason (including, without limitation, such Class A Director’s resignation or removal as a Class A Director), such person shall automatically cease to be a Class A Member. In the event of any vacancy in the Class A Membership, the remaining Class A Members shall fill such vacancy by electing another individual to serve as a replacement Class A Member and any such replacement Class A Member so elected by the Class A Membership shall also be elected by the Class A Membership to serve as a Class A Director of the Corporation pursuant to subsection (a) of Section Sixth of the Certificate of Incorporation.

(b) Class B Membership. Each Class B Director of the Corporation appointed pursuant to Section 207.1 of the Racing Law shall, concurrently with his or her appointment as a director of the Corporation and without further action, become a Class B Member and shall continue to serve as a Class B Member for so long as such person serves as a Class B Director. A Class B Member shall not be entitled to resign from the Class B Membership so long as such person serves as a Class B Director. If at any time a Class B Member ceases to be a Class B Director appointed pursuant to Section 207.1 of the Racing Law for any reason (including, without limitation, such Class B Director’s resignation or removal as a Class B Director), such person shall automatically cease to be a Class B Member and the vacancy in the Class B Membership shall be filled by appointment of another individual to serve as a Class B Director of the Corporation pursuant to Section 207.1 of the Racing Law and such individual shall also become a Class B Member in accordance with this Section 2.03(b).

Section 2.04 Electing Class A Members and Class A Directors. The Class A Members are entitled to (i) fill any vacancy in their membership class in accordance with Section 2.03(a) of these Bylaws and (ii) elect fourteen (14) Class A Directors to the Board in accordance with subsection (a) of Section Sixth of the Certificate of Incorporation and these Bylaws (as the same may be amended from time to time in accordance with law, the “Bylaws”).

ARTICLE III
MEETINGS OF THE MEMBERSHIP

Section 3.01 Annual and Special Meetings.

(a) Annual Meeting. There shall be an annual meeting of the Members (the "Annual Membership Meeting") at such time and place as shall be determined by the Chairperson or by resolution of the Board and in accordance with the Not-For-Profit Corporation Law of the State of New York, as amended from time to time (the "Not-For-Profit Corporation Law"). All business which properly comes before the Annual Membership Meeting shall be transacted, including, without limitation, the following:

(i) in the case of the Class A Members, the election of fourteen Class A Directors to the Board by majority vote of the Class A Members, voting as a separate class, in accordance with subsection (a) of Section Sixth of the Certificate of Incorporation (it being understood, however, that in no event shall the Class B Members participate in the election of any Class A Directors);

(ii) consideration of reports for the closing year; and

(iii) any special business on which the Members may act in accordance with applicable law and as shall be set forth on the agenda for the Annual Membership Meeting, of which due notice has been given in accordance with Section 3.03 of the Bylaws.

(b) Special Meetings. A special meeting of the Members (a "Special Membership Meeting") may be called at any time (i) by the Chairperson, (ii) by resolution of the Board or (iii) upon the written request of such number of Members constituting not less than one-third (1/3) of the then present Membership delivered to the Secretary of the Corporation. If a Special Membership Meeting is called by written request of the Members, upon receiving the written request, the Secretary shall cause prompt notice of the meeting to be given to the Members in accordance with the Bylaws or, if the Secretary fails to do so within five (5) business days, any Member signing the demand may give such notice. Notice of any Special Membership Meeting shall also specify the persons who are calling such meeting and shall contain a specific statement of the purpose or purposes for which such meeting is to be held. Special meetings shall deal only with matters of business which either have been stated in the notice of the meeting or as to which notice of such matter has been waived by all the Members in accordance with Section 606 of the Not-For Profit Corporation Law.

Section 3.02 Voting.

(a) Number of Votes. Each Member shall have one (1) vote at all meetings of the Membership and, in the case of meetings of any Membership class, each Member of such class shall have one (1) vote at all meetings of such Membership class.

(b) Quorum and Action. A quorum at all meetings of the Membership shall consist of a majority of the total number of persons then serving as Members. A quorum at all meetings of any Membership class shall consist of a majority of the total number of persons then serving as Members in such class. A Member shall be considered present in person or by proxy. All actions of the Membership or any Membership class shall become effective upon a majority of the votes cast by the persons present in person or by proxy and entitled to vote thereon.

Section 3.03 Timing of Notice of Membership Meetings. Notice of the date, time and place of any Membership meeting shall be given, in person or by mail, by the Secretary of the Corporation, if given in person or via first-class mail, not less than ten (10) days nor more than fifty (50) days in advance of such meeting to each Member; provided, however, if such notice is mailed by any other class of mail, such notice shall be given not less than thirty (30) days nor more than sixty (60) days before such date. There shall be included with notice of any Membership meeting a suitable form of proxy for use by the Members. Nothing in this Section 3.03 shall prohibit the Membership from holding any Special Membership Meeting on shorter notice, or without any notice at all, in accordance with Section 606 of the Not-For-Profit Corporation Law.

Section 3.04 Action Without a Meeting. Any action required or permitted under these Bylaws to be taken by a vote of the Members at any meeting of the Membership or at any meeting of any Membership class, as applicable, may be taken without a meeting by written consent, setting forth the action to be so taken, signed by all the then Members.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these Bylaws. The Board shall consist of twenty-five (25) directors (the "Directors") as set forth in Section 207.1 of the Racing Law and Section Sixth of the Certificate of Incorporation. The failure to elect or appoint one or more Directors pursuant to Section Sixth of the Certificate of Incorporation shall not impair the ability of the Corporation to take any action which the Corporation has the power or authority to take under applicable law, the Certificate of Incorporation or the Bylaws. The term "Entire Board" shall mean at any time the total number of Directors entitled to vote which the Corporation would have if there were no vacancies.

Section 4.02 Eligibility. No Class A Director elected in accordance with subsection (a) of Section Sixth of the Certificate of Incorporation shall be over the age of seventy-five (75) at the time of his or her election to the Board.

Section 4.03 Term of Service. The initial Directors shall be the persons named in the Certificate of Incorporation. Any Class A Director elected by the Class A

Members in accordance with subsection (a) of Section Sixth of the Certificate of Incorporation shall serve until the next meeting of the Class A Membership at which his or her successor is elected by the Class A Members or until the resignation, removal or death of such Director. Any Class B Director appointed in accordance with subsections (b), (c) or (d) of Section Sixth of the Certificate of Incorporation shall commence service upon written notification from the appointing authority to the Secretary of the Corporation that such appointment has become effective and shall serve until the resignation, removal or death of such Class B Director.

Section 4.04 Chairperson and Vice-Chairperson of the Board. The Board, by resolution adopted by a majority of the Entire Board, shall designate from among the Directors a Chairperson who shall preside at all meetings of the Board. The Chairperson shall be designated annually by the Board. The initial Chairperson shall serve for no more than four years. In addition, the Board, by resolution adopted by a majority of the Entire Board, shall annually designate from among its members a Vice-Chairperson, who, if present, shall preside at all meetings of the Board when the Chairperson is absent from such meetings. In the absence of both the Chairperson and the Vice-Chairperson from a Board meeting, such member of the Board as the Board members present may designate shall preside at the meeting.

Section 4.05 Resignation. Any Director may resign at any time by delivering a resignation in writing to the Chairperson, the President or the Secretary and, in the case of an appointed Director, to their appointing authority. The resignation shall take effect at the time specified therein, and acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.06 Vacancies.

(a) Vacancies Among Elected Class A Directors. If any vacancy arises on the Board from time to time as a result of the resignation, removal or death of any elected Class A Director of the Corporation, the Class A Members shall fill such vacancy in accordance with this Section 4.06. Upon the occurrence of any such vacancy on the Board, the Secretary of the Corporation shall promptly give the Class A Membership and the Nominating Committee of the Board notice in writing of such vacancy. The Nominating Committee shall convene as promptly as practicable thereafter to conduct searches, consider potential candidates and make a recommendation to the Class A Membership on a potential candidate to fill such vacancy. As promptly as practicable following the receipt of the Nominating Committee's recommendation of a person to fill such vacancy, the Secretary shall call a meeting of the Class A Membership to fill such vacancy on the Board or, at the discretion of the Chairperson, in lieu of calling a meeting of the Class A Membership, the Secretary shall prepare a form of unanimous written consent for circulation to the Class A Members to fill such vacancy without a meeting of the Class A Membership. Notwithstanding any recommendation of the Nominating Committee, the Class A Membership shall have complete discretion as to whether or not to elect any director candidate recommended by the Nominating

Committee, and the Class A Membership in its discretion may elect any individual not recommended by the Nominating Committee to fill such vacancy.

(b) Vacancies Among Appointed Class B Directors. If any vacancy arises on the Board from time to time as a result of the resignation, removal or death of any appointed Class B Director of the Corporation, the Secretary of the Corporation shall promptly give notice in writing to the appointing authority that appointed such Class B Director in accordance with subsections (b), (c) or (d) of Section Sixth of the Certificate of Incorporation (i) of such vacancy and (ii) requesting such person to promptly provide the Secretary with the name and address of the individual appointed by such person to fill such vacancy in accordance with subsections (b), (c) or (d) of Section Sixth of the Certificate of Incorporation.

Section 4.07 Removal.

(a) The Class A Members may vote to remove, with or without cause, any Class A Director elected in accordance with subsection (a) of Section Sixth of the Certificate of Incorporation. The Class B Members shall not be entitled to vote with respect to the removal of any Class A Directors.

(b) Any Class B Directors appointed in accordance with subsections (b), (c) or (d) of Section Sixth of the Certificate of Incorporation may be removed, with or without cause, only by the appointing authority that appointed such Class B Director.

Section 4.08 Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as a Director; provided, however, that Directors shall be reimbursed by the Corporation for their actual and necessary out-of-pocket expenses incurred in the performance of their duties to the Corporation, to the extent such expenses are reasonable. Subject to Article XII below (Conflicts of Interest, Contracts and Services of Directors and Officers), provided that there is full disclosure to the Board of the terms of such compensation and, to the extent required by the Bylaws, the arrangement has been approved in accordance with the Bylaws, this Section 4.08 shall not in any way limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director, including, without limitation, in his or her capacity as an officer or employee of the Corporation (in the case of an officer or employee of the Corporation who is also a Director).

ARTICLE V MEETINGS OF DIRECTORS

Section 5.01 Meetings. Meetings of the Board (annual or regular) may be held on any day, and at such time and place, as shall be determined by the Board. Unless the Board by resolution determines otherwise, meetings of the Board shall be held at least four (4) times a year within the State of New York.

Section 5.02 Special Meetings. Special meetings of the Board shall be called at any time by the Secretary, acting upon the request of the Board, the Chairperson, the President or the written request of Directors constituting a majority of the Entire Board. Each special meeting of the Board shall be held on such date and time and at such place as shall be specified in the notice of such meeting.

Section 5.03 Notice or Actual or Constructive Waiver. No notice shall be required for annual or regular meetings for which the date, time and place have been fixed by the Board. Written notice (including by email) of the date, time and place shall be given for special meetings of the Board at least forty-eight (48) hours in advance of such special meeting. The notice of a special meeting of the Board shall contain the specific purpose of the meeting. Business transacted at such a special meeting of the Board shall be limited to such specific purpose. Any requirements of furnishing a notice shall be waived by any Director who signs a waiver of notice before, at its commencement or after the meeting, or who attends the meeting without protesting (either prior to or at its commencement) the lack of notice to such Director. Any annual, regular or special meeting of the Board may be adjourned for any reason; provided, however, that the recommencement of any such adjourned meeting shall occur no later than ten (10) days from the original date of such meeting.

Section 5.04 Quorum and Action. Except as required by law or as hereinafter provided, a majority of the Entire Board shall constitute a quorum at any meeting of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the Not-For-Profit Corporation Law, and except as otherwise provided in the Bylaws, the action of the Board shall be the action taken, at a meeting duly assembled, by vote of a majority of the Directors present at the time of the vote, a quorum being present at such time. Each Director present at a meeting of the Board shall have one (1) vote with respect to each resolution or action voted on by the Board. With the consent of the Chairperson, which consent, if given, shall apply to all Directors, any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5.05 Actions Without a Meeting. Any action required or permitted under these Bylaws to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board referenced in Section 8.01 of these Bylaws. Any such written consent may be in electronic form and may be transmitted through mail, e-mail or other electronic means, telegraph or facsimile transmission (but, if in electronic form, a paper copy thereof shall be filed with the minutes of the proceedings of the Board).

Section 5.06 Delegation of Authority. Except as otherwise imposed under applicable law or provided in these Bylaws, the Board may delegate to one or more of the Corporation's officers, agents or employees, such powers and duties as the Board may deem appropriate. However, delegation of authority to any person shall not relieve any Director of his or her duty to the Corporation under Section 717 of the Not-For-Profit Corporation Law. In no event shall the Board delegate to any person authority with respect to the following matters:

- (a) The submission to Members of any action requiring the Members' approval under the Not-For-Profit Corporation Law;
- (b) The filling of any vacancies in the Board or in any committee of the Board;
- (c) The amendment or repeal of these Bylaws or the adoption of amended and restated Bylaws of the Corporation; and
- (d) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

ARTICLE VI COMMITTEES

Section 6.01 Committees.^{*} The Board, by resolution adopted by a majority of the Entire Board, may from time to time designate from their number one or more committees consisting of three (3) or more Directors to serve at the pleasure of the Board, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board with the exception of any authority the delegation of which is prohibited by Section 712 of the Not-For-Profit Corporation Law. Additionally, the Board may provide for special committees of the Board, which shall have such powers as the Board may lawfully delegate. Special committees shall have the power to recommend action to the Board but shall not have the power to take any official action. The Chairperson shall serve *ex officio* as a member of all committees of the Board. The Chairperson may propose a committee member to serve as chairperson of such committee of the Board, subject to the approval of the Board. Each committee of the Board shall report to the full Board its activities and actions undertaken at the next regular Board meeting.

Section 6.02 Mandatory Committees. The Board shall constitute an executive committee (the "Executive Committee") which shall consist of not less than (3) Directors (in addition to the Chairperson of the Board, who shall serve as a member *ex officio*), all of whom shall be selected and appointed by the Board; provided that (i) at least one (1) such Director shall be a Class B Director appointed to the Board in accordance with subsection (b) of Section Sixth of the Certificate of Incorporation (to the extent any such Director is serving on the Board) and the Governor shall be entitled to designate such Class B Director to serve on the Executive Committee, (ii) at least one (1) such Director

shall be a Class B Director appointed to the Board in accordance with subsection (c) of Section Sixth of the Certificate of Incorporation (to the extent any such Director is serving on the Board) and (iii) at least one (1) such Director shall be a Class B Director appointed to the Board in accordance with subsection (d) of Section Sixth of the Certificate of Incorporation (to the extent any such Director is serving on the Board). In the event that the Governor fails to designate the Class B Director referred to in clause (i) of the immediately preceding sentence to serve on the Executive Committee, such failure shall result in a vacancy on such committee until such time as the Governor designates, and the Board appoints, such Class B Director to serve on such committee, and such vacancy shall not impair or hinder the ability of such committee to take any action. The Executive Committee may exercise, when the Board is not in session, all the powers of the Board that may be lawfully delegated to a committee by the Board. In addition, the Board shall constitute each of the committees listed in subsections (a) through (c) below and each such committee shall consist of not less than three (3) Directors (in addition to the Chairperson of the Board, who shall serve as a member ex officio), at least one (1) of which shall be a Class B Director appointed to the Board in accordance with subsection (b) of Section Sixth of the Certificate of Incorporation (to the extent any such Director is serving on the Board). The Governor shall be entitled to designate the Class B Director to serve on any such committee of the Board. In the event that the Governor fails to designate the Class B Director to serve on any such committee, such failure shall result in a vacancy on such committee until such time as the Governor designates, and the Board appoints, the Class B Director to serve on such committee, and such vacancy shall not impair or hinder the ability of such committee to take any action.

- (a) Compensation Committee. The Compensation Committee shall assist the Board in setting executive compensation guidelines and to review and make recommendations regarding compensation plans, policies and programs of the Corporation, such guidelines and recommendations to be consistent with the operation of other first class thoroughbred racing operations in the United States.
- (b) Finance Committee. The Finance Committee shall review annual operating and capital budgets for the Corporation for each of the racetracks operated by the Corporation and assist the Board with respect to its oversight responsibilities relating to fiscal management of the Corporation's financial assets.
- (c) Nominating Committee. The Nominating Committee shall present to the Membership its recommendations for nominating director candidates for election from time to time in accordance with subsection (a) of Section Sixth of the Certificate of Incorporation.

Section 6.03 Term. With the exception of the Chairperson who serves ex officio as a member of all committees of the Board and subject to Section 6.02 hereof, each member of any committee of the Board shall serve on such committee at the pleasure of the Board.

Section 6.04 Vacancies. Subject to Section 6.02 hereof, if any vacancy shall occur in any committee of the Board for any reason, including an increase in the number of Directors thereon, the vacancy shall be filled by resolution adopted by the Entire Board in a manner consistent with the Bylaws.

Section 6.05 Meetings and Notice. Each committee of the Board may hold meetings at such time or times and at such place or places as it shall determine from time to time. No notice shall be required for meetings of any committee of the Board for which the date, time and place have been fixed by such committee. Written notice (including by email) of the date, time and place shall be given for meetings of each committee of the Board in sufficient time for the convenient assembly of the committee members unless the lapse of such time has been waived. The notice of any meeting of any committee of the Board shall specify the specific purpose of the meeting. Business transacted at such a meeting shall be limited to such specific purpose. Any requirements of furnishing a notice shall be waived by any committee member who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such committee member. With the consent of the chairperson of any committee, which consent, if given, shall apply to all Directors serving on such committee, any one or more Directors serving on any committee of the Board may participate in a meeting of a committee of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Each committee of the Board shall keep a record of its proceedings.

Section 6.06 Quorum and Vote. Except as required by law or as hereinafter provided, at all meetings of any committee of the Board, the presence in person, or by telephone or similar communications equipment, when permitted by the chairperson of the meeting, of committee members constituting a majority of the entire committee, shall be necessary and sufficient to constitute a quorum, and the act of a majority of the committee members present, a quorum being present, shall be the act of such committee.

Section 6.07 Actions Without a Meeting. Any action required or permitted under these Bylaws to be taken by any committee of the Board may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of the proceedings of the committee referenced in Section 8.01 of these Bylaws. Any such written consent may be in electronic form and may be transmitted through mail, e-mail or other electronic means, telegraph or facsimile transmission (but, if in electronic form, a paper copy thereof shall be filed with the minutes of the proceedings of the committee).

ARTICLE VII OFFICERS

Section 7.01 Election and Term of Office. The officers of the Corporation shall include a President, a Secretary, and any other officers (including one or more Vice-Presidents) as the Board may deem necessary or appropriate, each of whom shall be elected by the Board from time to time. Any two or more offices may be held by the same person except the offices of the President and Secretary. Each officer shall hold office until the next annual meeting of the Board and the election of his or her successor, or until his or her earlier death, resignation or removal. The officers of the Corporation shall each have such powers and duties as are set forth herein and as generally pertain to their respective offices and such powers and duties as from time to time may be conferred upon them by the Board.

Section 7.02 Removal and Vacancies. Any officer may be removed with or without cause by the Board. A vacancy in any office may be filled by the Board for the unexpired term of the vacant office.

Section 7.03 Other Agents and Advisors. The Board may from time to time appoint such agents and advisors as it shall deem necessary, each of whom shall hold its position at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine.

Section 7.04 President. The President shall have general supervision and authority over the affairs of the Corporation including such duties and powers as customarily pertain to such office, subject, however, to the control and oversight of the Board and the Executive Committee. The President shall keep the Board and the Executive Committee fully informed about the affairs of the Corporation.

Section 7.05 Vice-President. The most senior Vice-President, if any, shall, in the absence or disability of the President, act in the place of the President, or, if there shall be no Vice-President, the President's duties shall be performed by a Director designated by the Board. Each Vice-President, if any, shall also perform such other duties as from time to time may be assigned to him or her by the Board, the President or the Executive Committee, which duties may include powers elsewhere assigned or delegated to other officers.

Section 7.06 Secretary. The Secretary shall keep the minute books and, if there be one, the seal of the Corporation, serve or cause to be served all notices on behalf of the Corporation including notices of meetings of the Membership, the Board and committees of the Board (provided that, if notice is otherwise properly given, the absence or failure of the Secretary to give notice shall not affect the validity of the notice or meeting). Furthermore, the Secretary shall maintain the minutes of the meetings of the Membership, the Board, the committees of the Board and actions by written consent in lieu of a meeting, and in general perform all duties incident to the office of Secretary

under the Bylaws and have such duties and powers as customarily pertain to such office, and such other duties as from time to time may be assigned to him or her by the Board, the President or the Executive Committee, which duties may include powers elsewhere assigned or delegated to other officers.

Section 7.07 Compensation. Any officer of the Corporation is authorized to receive a reasonable salary and other reasonable compensation (including, without limitation, benefits, incentives and retirement programs) for services rendered to the Corporation. The compensation of the President, the Chief Financial Officer, the General Counsel, and each Executive Vice-President of the Corporation shall be determined by the Board following the receipt by the Board of the recommendation of the Compensation Committee. The compensation of the other officers of the Corporation shall be determined by the Chairperson or, with the written consent of the Chairperson, by the President of the Corporation.

ARTICLE VIII BOOKS, RECORDS AND FINANCIAL AUTHORITY

Section 8.01 Books and Records. There shall be kept at the principal office of the Corporation accurate books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of the Bylaws, the Corporate Governance Code of Conduct and the Competitive Purchasing Bidding Policy, and all minutes of meetings and actions by written consent without a meeting of the Members, the Board and each committee of the Board.

Section 8.02 Execution of Instruments. The Board or, if delegated to the Executive Committee, the Executive Committee is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board or, if delegated to the Executive Committee, the Executive Committee, shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptance, notes or other evidences or indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 8.03 Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more Directors or officers are directors or officers or hold a substantial financial interest. A loan made in violation of this Section 8.03 shall be a violation of the duty to the Corporation of the Directors or officers authorizing it or participating in it; provided, however, that the obligation of the borrower with respect to any such loan shall not be affected thereby.

Section 8.04 Exemption from Personal Liability. The directors of the Corporation, and any person or persons acting on their behalf, while acting within the scope of their authority, shall be exempt from any personal liability resulting from carrying out any of the powers expressly given in Chapter 18 of the Laws of 2008, except for acts of malfeasance or gross negligence.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.01 Indemnification. The Corporation shall indemnify each of its current and former Directors and officers from time to time (and their heirs, executors and administrators) to the fullest extent permitted by law who is made, or threatened to be made, a party to an action or proceeding (a "Proceeding") by reason of the fact that such person (or his or her testator or intestate) was a Director or officer of the Corporation or served in any capacity another corporation or a partnership, joint venture, trust, employee benefit plan or other enterprise at the Corporation's request. With respect to each person who serves as a Director or officer at any time while the foregoing provisions of this Article IX are in effect, such provisions are intended to and shall constitute a contract between the Corporation and, severally, each such person in consideration of such person's services as a Director or officer and no repeal or modification of any of such provisions shall adversely affect any rights of such person or obligations of the Corporation to such person under such provisions with respect to any action or omission of such person occurring, or any state of facts existing, before such repeal or modification, regardless of whether a claim arising out of such action, omission or state of facts is asserted before or after such repeal or modification. To the fullest extent permitted by law, expenses incurred by a current or former Director or officer (or an heir, executor or administrator thereof) in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced in case, and to the extent, it shall ultimately be found in the manner provided by law that such person is not entitled to be indemnified by the Corporation against such expenses as authorized by this Section 9.01. The Corporation may indemnify and advance expenses to employees and agents of the Corporation to the same extent that it may do so in the case of a Director or officer of the Corporation.

Section 9.02 Insurance. The Corporation shall have the power to purchase and maintain such insurance as is permitted by law and as the Board may from time to time determine is prudent to protect the Corporation against losses caused by the acts of any Director, officer, or employee, to reimburse the Corporation for any obligation to indemnify a Director, officer, employee or agent incurred by the Corporation and to indemnify Directors, officers, employees and agents under circumstances where indemnity by the Corporation is not permitted but insurance coverage is permitted by applicable law.

**ARTICLE X
CORPORATE SEAL**

The Corporation need not have a corporate seal. If the Corporation determines to have a corporate seal, such seal shall be in such form as the Board shall prescribe.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board.

**ARTICLE XII
CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF
DIRECTORS AND OFFICERS**

Section 12.01 Disclosure.

(a) Prior to election to the Board or appointment to an office, as applicable, and thereafter on an annual basis, each Director and officer shall disclose in writing, to the Board, in the case of a Director, or the Chairperson, in the case of an officer, to the best of his or her knowledge, any Interest (as defined below) such Director or officer may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director or officer may have with any person or entity with which the Corporation has any business relationship (collectively, a "Conflict of Interest"). A copy of each disclosure statement shall be made available to any Director, to any officer of the Corporation upon request, and to the Corporation's independent business integrity counsel.

(b) If at any time during his or her term of service, a Director or officer acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest and/or Conflict of Interest shall be promptly disclosed in writing to the Board, in the case of a Director, or the Chairperson, in the case of an officer.

(c) When any matter for decision or approval comes before the Board or any committee of the Board in which a Director or officer has an Interest or Conflict of Interest, that Interest or Conflict of Interest shall be immediately disclosed to the Board or relevant committee of the Board by that Director or officer.

Section 12.02 Definition of "Interest". Whether a Director or officer has an Interest in an entity shall be determined by whether such Director or officer would derive an individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the

Board or a committee of the Board, other than from being an owner or a breeder of a horse that runs at the racetracks operated by the Corporation.

Section 12.03 Voting. No Director shall vote on any matter in which he or she has a Conflict of Interest.

Section 12.04 Non-Participation. Any Director or officer who has a Conflict of Interest in a matter shall leave the room in which any discussions regarding such matter are carried on, if so requested by the Board or the relevant committee of the Board; provided, however, that such Director or officer may participate in any discussions regarding his or her Conflict of Interest.

Section 12.05 Attempts to Influence. Directors and officers shall not attempt to influence other Directors and officers regarding matters in which they have a Conflict of Interest, without first disclosing any such Conflict of Interest.

Section 12.06 Other Activities. Directors, except as otherwise provided by law, may engage in private employment, or in a profession or business; provided, however, no Director shall have any direct or indirect economic interests in any video lottery gaming facility, excluding incidental benefits based on purses or awards won in the ordinary conduct of racing operations, or any direct or indirect interest in any development undertaken at the racetracks of the New York State racing franchise.

ARTICLE XIII AMENDMENTS TO BYLAWS

Section 13.01 Amendments at Meetings of the Board. The Bylaws may be amended at any duly convened meeting of the Board by resolution adopted by a majority of the Entire Board and provided that notice of the proposed resolution and amendment, including a copy of the proposed amendment, has been given to all Directors in the manner provided by the Bylaws for the giving of notice of a special meeting of the Board or the giving of such notice has been waived in the manner provided by the Bylaws; provided, however, that any amendment of Sections 2.03(b), 4.06(b), 4.07(b) or 6.02 of the Bylaws (in each case, to the extent such amendment adversely affects the rights of the Class B Directors or any appointing authority of Class B Directors) shall, in addition to the approvals described above, also require the approval of a majority of the Class B Directors, voting separately on such matter at any meeting of Directors.

Section 13.02 Amendments by Written Consent. The Bylaws may also be amended by unanimous written consent of all the Directors without a meeting of the Board given in the manner provided by the Bylaws, provided that such amendment shall be included in the consent or notice of the proposed amendment and such notice shall have been given to each Director or waived in accordance with Section 13.01 hereof.

ARTICLE XIV
AMENDMENT OF CERTIFICATE OF INCORPORATION

Amendments of the Certificate of Incorporation shall be approved by the Members at any duly convened meeting of the Membership by resolution adopted by a majority of the entire Membership (assuming no vacancies) provided that notice of the proposed resolution and amendment, including a copy of the proposed amendment, has been given to all Members in the manner provided by the Bylaws for the giving of notice of any meeting of the Membership or the giving of such notice has been waived in the manner provided by the Bylaws. Alternatively, amendments of the Certificate of Incorporation may be approved by unanimous written consent of all the Members without a meeting of the Membership given in the manner provided by the Bylaws, provided that such amendment shall be included in the consent or notice of the proposed amendment and such notice shall have been given in the manner provided in the Bylaws for the giving of notice of any meeting of the Membership or the giving of such notice has been waived in the manner provided by the Bylaws. Upon approval of any such amendment by the Membership, the Secretary shall submit the amendment to the Certificate of Incorporation to the New York State Racing and Wagering Board (the "Racing Board") for its review, consideration and approval in accordance Racing Law §201.b. Any such approval shall (i) be indorsed or annexed to any such amendment to the Certificate of Incorporation and (ii) state that, in the Racing Board's opinion, the purposes of Article II of the Racing Law and the public interest will be promoted by such amendment, and that such amendment will be conducive to the interests of legitimate racing. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof, as approved and indorsed or annexed by the Racing Board, unless specifically excepted by law. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.