

ROCKY MOUNTAIN DWARF CAR RACING ASSOCIATION

BYLAWS

Adopted January 16th, 2022

Updated January 12th, 2022

Article I. ORGANIZATION

Section 1.01 The name will be the Rocky Mountain Dwarf Car Racing Association (RMDCRA) (referred to as ‘Association’).

Section 1.02 **Specific Objective and Purpose:** To conduct safe, honest, clean automobile racing worthy of public confidence and support.

Article II. BOARD OF DIRECTORS

Section 2.01 **Powers:** The management of all the affairs, property and interests of the Association shall be vested in the Board of Directors.

- (a) Each board position is elected by the members (except in the case of a mid-term vacancy, see Section 2.07).
- (b) Each position holds equal voting power on the board. However, if the vote results in a tie, the President may cast an additional tie-breaking vote.
- (c) The Board members shall deliver to their successors all materials pertaining to their Offices within 10 days after release from office.
- (d) The Board may appoint committees as necessary for special or regular Association duties. These may include Race Director or other technical committees.
- (e) The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.
- (f) The Board of Directors shall be indemnified by the Association to the fullest extent possible under the laws of Colorado.
- (g) *Note for 2022 only (to be removed after the 2023 Board of Directors election): With the addition of the Communications Director position, there are eight board members. In the event of a 4-4 Board vote tie, the President will cast the tie-breaking vote. After the 2022 season, the Board will be reduced to two Director positions and thus seven total board members again.*

Section 2.02 **Board Meetings:** The President or Vice President shall be responsible for scheduling all Board meetings. Notice of all meetings must be made as fully as possible to all Board members. Scheduled meetings for topics which are not urgent require a minimum of 48 hours’ notice. Matters of urgency, which commonly occur during Association events, shall include all board members present and all board members that are not present must be contacted in good faith and allowed a reasonable amount of time to respond. All votes require a majority of Board members in favor to pass the motion, regardless of board members that participate in the vote. Board members may proxy votes to other Board members for Board meetings only and must make the proxy vote known prior the vote occurring.

Section 2.03 **Nomination:** Candidates for the Board of Directors shall be nominated by current Association members at the first Association meeting for the upcoming race season (generally held in October or November, subject to scheduling as defined in Section 4.02). Only current members may be nominated for board positions. A candidate must be nominated by motion to a specific position, from a current Association member, followed by a second from a current member. The candidate shall not be involved in their own nomination process.

Section 2.04 **Election:** The election of the Board of Directors shall be held during or before the second member meeting (see Section 2.04(a) and Section 2.04(b)). The sitting Board is responsible for clear communication of the election procedure and facilitation of the voting process. The election shall be conducted by secret ballot; a readily available and Association-reviewed election service is strongly recommended (i.e., Election Runner). Payment for the election service is permitted with majority Board approval and shall be conducted at the expense of the Association.

- (a) If an election service is utilized (i.e., Election Runner), the voting window shall remain open for exactly one week (168 hours). In this case, the election must be concluded before the second annual Association meeting begins. Results shall be announced to all current Association members via email.
- (b) If an election service is not utilized, the election shall be held at the second member meeting. Only current members who are present in-person are permitted to vote if not using a secure election service. The sitting Board must provide ballots and clearly communicate the candidates for all Board positions. The Secretary/Treasurer is responsible for counting the ballots and must preserve the ballots until the conclusion of the following meeting, after results have been accepted and the new Board assumes their positions. The members in attendance may request to recount the votes, and must collectively appoint an individual in attendance to conduct the recount.
- (c) Each Participating Member and Lifetime Member is granted one vote per Board position, subject to the following restrictions: the Participating Member must be a car owner or car driver who participated in at least one of the three previous Association seasons, resulting in a maximum of two votes per car (i.e., in the case of multiple car owners, only one is permitted to vote). The President is granted only tie-breaking voting privileges per Section 2.11(e).
- (d) If a candidate is elected to more than one position, they may choose which position to accept. The declined position(s) will then be awarded to the candidate who received the second highest number of votes for that position. If this process causes removes all candidates from a position, the newly elected Board shall appoint a qualified candidate to the position according to Section 2.07.

- Section 2.05 **Term:** All board members shall be elected for one-year terms and may be re-elected to subsequent terms without limit. The Board of Directors shall assume office immediately following the election, except the Secretary/Treasurer appointment. The Secretary/Treasurer position shall be officially transferred within 60 days of the election to allow for transition time. The outgoing Board shall be responsible for scheduling the second annual member meeting and planning the Annual Awards Banquet for the year of their term. The Board term supersedes the Membership term in the case that the Board Member is not renewing their membership for the following year, to facilitate the completion of Board duties and allow for a smooth transition to the next elected Board Member.
- Section 2.06 **Quorum:** A quorum for board meetings shall consist of at least 50 percent of the current Board of Directors. In-person or virtual meeting attendees count towards quorum.
- Section 2.07 **Vacancies:** All vacancies in the Board of Directors, however caused, may be filled by the affirmative vote of the majority of the remaining Board Member(s). The appointed Board Member shall hold office for the unexpired term of the predecessor.
- Section 2.08 **Resignation:** Any Board Member may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.
- Section 2.09 **Removal:** After notice to the membership and in consideration of membership feedback, any Board Member may be removed for reasonable cause by unanimous vote of the Board with the exception of the person being considered for removal. The Board Member must be notified of the removal in writing within 1 hour of the vote and the removal is effective immediately. Association members must be notified within 24 hours of the removal.
- Section 2.10 **Bank Accounts, Checks and Notes:** The Board is authorized to select the banks or depositories it deems proper for the funds of the Association. The Board shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness. By default, this power is granted to the Secretary/Treasurer as defined in Section 2.13.
- Section 2.11 **Board of Directors: President**
- (a) The President shall preside at all meetings of the general membership and Board of Directors of the Association; shall countersign all certificates, contracts, and other instruments of the Association; and shall perform all other duties incident to the office as Executive Manager of the business of the Association as follows:
 - (b) The Board shall establish all race dates (note: the race schedule requires majority Board approval); conduct all negotiations with track owners, promoters, and other organizations and shall enter into agreements and/or contracts to the benefit of the objects and purposes of the Association.

- (c) The President shall appoint all Committees, advising them of their duties and the nature of their reports and/or conduct; the President shall be an ex-officio member of all committees, may attend their meetings, and is entitled to both voice and vote. Such appointments are subject to the approval of the Board of Directors.
- (d) The President shall keep the Board of Directors fully informed and shall conduct meetings with it concerning the business and activities of the Association. The President shall have full voice and vote at such meetings.
- (e) The President is entitled to a vote in Board meetings (per Section 2.01). The President is not permitted to vote in member meetings or Board elections, except in the case of a tie in which the President may cast the tie-breaking vote, including the election for the President position.

Section 2.12 **Board of Directors: Vice President**

- (a) The Vice President will act in the absence of the President, will counsel the President, and will accept such other responsibilities and assignments as the President or Board may request. In the event of the Secretary's absence, the Vice President shall take minutes, at that meeting. In the event of the permanent inability of the President to serve, the Vice-President will succeed to the office of President for the remainder of the current term.
- (b) The Vice President shall be responsible for confirming accurate race results are provided to the Communications Director within 48 hours of the Association event. The Vice President may appoint member volunteers or other Board members to complete this duty if manual record keeping is required or if the Vice President is unable to attend the event.

Section 2.13 **Board of Directors: Secretary/Treasurer**

- (a) The Secretary/Treasurer shall have charge of the Association records and minutes of all member and board meetings.
- (b) The Secretary/Treasurer shall collect membership fees and registration forms, and maintain a current membership file including member names, member payment status, physical addresses, email addresses, phone numbers, conduct status, and if applicable- car number and pass/fail tech inspection status.
- (c) The Treasurer shall have custody of all monies and securities of the Association and see that proper books are maintained, and shall render to the Board of Directors from time to time as may be required, an account of all transactions and of the financial condition of the Association; shall deposit in and draw checks on the Association account which shall be in a commercial bank to be designated by the Board of Directors; shall issue 1099's to recipients of race pay out annually, and shall balance the Association bank account(s).
- (d) The Secretary/Treasurer shall keep a record of all monies paid and received in the form of event costs, awards, race pay-outs, Association supplies and/or property, etc., and at the appropriate time send such recipients the forms required by the Internal Revenue Service.

- (e) The Secretary/Treasurer is responsible for preparing for board review/approval any IRS tax forms.
- (f) The Secretary/Treasurer is responsible for all non-profit duties required for the Association.
- (g) The Secretary shall perform such acts and duties as are incident to office and as are assigned by the President.
- (h) The Secretary/Treasurer may appoint assistants as needed to help in above duties with President and/or majority Board approval.

Section 2.14 **Technical Director**

- (a) Propose pre-season tech dates and location to the Board. Board shall approve as part of the race season schedule with majority vote.
- (b) Complete early tech inspection, appoint Board-approved volunteers as necessary to assist in the tech inspection, and supply pass/fail records to the Secretary/Treasurer.
- (c) Association supplies required equipment for technical inspections including purchasing tech stickers for current season (scales, inspection stickers, etc).
- (d) Complete tech at all events or appoint another Board member to complete tech in the case that the Technical Director cannot attend the event.
- (e) Note: The Technical Director cannot inspect his/her own car (either initial technical inspection or during any Association sanctioned event). Selected rules for technical inspection must be approved by another board member in the case that their car is in the teched group and another Board member shall complete the inspection on the Technical Director's car.

Section 2.15 **Communications Director**

- (a) The Communications Director shall update the rulebook per the most recent WSDCA rules, as the Association has voted to follow (acknowledging the limited number of additional Association rules or exceptions from WSDCA), and coordinate with the Board for majority approval. The rulebook shall be maintained on the Association website in a readily accessible location for all members.
- (b) The Communications Director shall maintain the bylaws on the Association website in a readily accessible location for all members.
- (c) The Communications Director shall maintain the Association event points throughout the season, including calculation of the points and pay out, as well as distribution of the updates to the members within 48 hours of race results receipt from the Vice President.
- (d) The Communications Director shall maintain the Association website and social media and may delegate such tasks to assistances as needed with the President and/or Board majority approval.

Section 2.16 **Directors**

- (a) *For the 2022 season, the three Directors will hold their positions as elected by the Association in 2021. For the 2023 Board elections and forward, the Board will include two Director positions to maintain a total of seven board members.*
- (b) The Directors shall attend member and Board meetings and pursue an active role in the leadership and direction of the Association.
- (c) The Directors shall assist with race scheduling, event planning, administrative tasks, race result documentation, and such tasks as requested or agreed upon with the remainder of the Board of Directors.

Article III. MEMBERSHIP

Section 3.01 Duties

- (a) Members will abide by all rules and regulations of the Association as set forth in the bylaws and relevant Association documents.
- (b) Any member desiring to resign from the Association may do so, but no refund of the membership fee will be provided.
- (c) Members are responsible for reporting any change of physical address or email address to the Secretary/Treasurer for purposes of official communication and event payout distribution.

Section 3.02 Participating Member

- (a) Participating membership grants the rights to earn points in Association sanctioned events, vote in member meetings, and receive nominations to Board positions. Participating members must meet the requirements as defined in Section 2.04 to vote for the Board of Directors.
- (b) Participating members shall submit the Membership Application Form to the Secretary/Treasurer with the annual membership dues at an Association Member Meeting or Association Event. If the Secretary/Treasurer is not present, an alternate board member may accept the application.
- (c) Participating membership dues are established by the Board of Directors, currently set at \$75 per member per year, paid to the Association Secretary/Treasurer.

Section 3.03 Lifetime Member

- (a) Lifetime members shall be outstanding members that have been longstanding participants, leaders, or otherwise significant contributors to the Association. Lifetime memberships are reserved for participants that no longer race but wish to be involved in the Association and have voting rights for Board elections.
- (b) Lifetime membership grants the rights to vote in member meetings, vote for Board of Directors, and receive nominations to and be elected to Board positions. If a lifetime

member comes out of retirement to race again, they must become a Participating member to earn Association points.

- (c) Any member may nominate any person to be a Lifetime Member during any Member Meeting. The floor shall be opened for discussion on the merits of the member deserving of a Lifetime Membership. The attending Board shall then vote on approving the nominee, requiring a majority vote. If approved by the attending Board, the Association membership in attendance at the meeting shall vote on approving the Lifetime Membership for the nominee per Section 4.07. Board members may cast a vote in the membership vote as well.
- (d) Lifetime members do not owe annual dues.

Section 3.04 Membership terms begins on November 1st at midnight of the current year and ends on October 31st at 11:59pm of the following year.

Section 3.05 A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association. No member may transfer a membership, or any right arising there from. All rights of membership cease upon the members death.

Section 3.06 **Termination of Membership:** The membership of a member shall terminate upon the occurrences of any of the following events:

- (a) Upon his or her written notice of such termination delivered to the President or Secretary of the Association.
- (b) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of this association.

Article IV. MEMBER MEETINGS

Section 4.01 **Call for Meetings:** Notice of all meetings for election or rule making must be made as fully as possible to all participating members of the Association, including an announcement via email and preferably on the Association's social media. The notice must be given a minimum of 72 hours prior to the scheduled meeting time.

Section 4.02 **Scheduling:** The member meetings are held during the off-season, once a month, generally starting in October and concluding in March. The exact scheduling and quantity of meetings is determined by the Board of Directors. A minimum of three member meetings must be held per year.

Section 4.03 **Location:** The meetings may be held in-person or via virtual meeting (i.e., Zoom, Skype, etc). It is strongly recommended to offer a virtual option for meetings which are held in-person to encourage member participation. The in-person location shall be determined by the Board of Directors, which must be unrestricted and generally convenient to participating

members. The meeting location and/or virtual meeting information shall be stated in the call of such meeting (via email) or made available upon request (social media).

Section 4.04 **Quorum:** A quorum of membership shall consist of at least 25 percent of the current members in good standing, including Board members. In-person or virtual meeting attendees count towards quorum. The Secretary/Treasurer is responsible for maintaining an updated member list and confirming the quorum status in attendance.

Section 4.05 **Agenda:** Members may submit agenda items to the Secretary/Treasurer up to 24 hours prior to the meeting. The Secretary/Treasurer shall create an agenda and distribute the agenda to all attending members at the meeting. The agenda must also include the meetings from the previous member meeting (except at the first annual member meeting).

Section 4.06 **Order of Business:** At all meetings of the membership, the order of business shall be as follows:

- (a) Calling the meeting to order with proof of notice of the meeting.
- (b) Reading the approval of the minutes of the last meeting.
- (c) Financial Report from the Treasurer.
- (d) Reports of the Board of Directors.
- (e) Reports of Committees (if appointed)
- (f) Unfinished business and general orders.
- (g) Election of the Board of Directors/Officers, when applicable.
- (h) New business and miscellaneous business.
- (i) Adjournment.

Section 4.07 **Voting:** At all member meetings, the voting may be facilitated by show of hands, or via voice; except for the Board of Directors elections, which must be conducted by secret ballot as outlined in Section 2.04. Proxy votes are not permitted in member meetings. The voting members must be present in person or clearly present and visible on the virtual meeting. The Association President shall not vote on general member meeting votes, except in cases of a tie, when the President shall issue the tie-breaking vote, per Section 2.11(e).

Article V. IRS 501(c)(7) TAX EXEMPTION PROVISIONS

Section 5.01 Limitations on Activities

- (a) No substantial part of the activities of this association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate in public office.
- (b) Notwithstanding any other provisions to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code, or b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 5.02 **Prohibition against Private Inurement:** No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes of this association.

Section 5.03 **Distribution of Assets:** Upon the dissolution of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for one of more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the Laws of Colorado.

Section 5.04 **Private Foundation Requirements and Restrictions:** In any taxable year in which this association is private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation; 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any ant of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Article VI. BYLAWS AND ADOPTION

Section 6.01 The Association members shall, from time to time, have full power and authority to make and to subsequently add to, change or amend, such bylaws as they may determine are necessary to regulate and govern the management of the Association. The member must submit an amendment request in writing to the Secretary/Treasurer who will add the request to the next member meeting for discussion and vote per Section 6.02.

Section 6.02 Amendments to these bylaws shall require a two-thirds majority vote by the attending Association at a general member meeting. See Section 4.04, quorum required.

(a) Amendments to the bylaws that do not change the intent or spirit of the bylaws, but provide additional clarification, may be passed by a two-thirds majority vote by the Board of Directors. Within 48 hours of the amendment, the updated bylaws must be provided to all members and posted in a readily available location such as the Association website.

Section 6.03 For all instances that this set of bylaws does not cover with clear and concise direction, the latest edition of *Robert's Rules of Order* shall be consulted and followed. If the debate is not

clearly addressed by *Robert's Rules of Order*, the Board shall decide the matter by majority vote per Section 2.02. If necessary, the bylaws shall be amended to include the clarification to minimize further ambiguity in the future, per Article VI.

These Bylaws are adopted by resolution of the Association's Board of Directors and Membership on this 16th day of January 2022.

Devin Breese - President

John Pipe - Vice President