

# ROCKY MOUNTAIN MIDGET RACING ASSOCIATION

## BY-LAWS

### ARTICLE I

#### Membership

**Section 1.** Any person of good moral character shall be eligible for membership subject to approval by the Board of Directors.

**Section 2.** Membership dues and fees are established by the Board of Directors and published annually. **See current addendum for dues schedule.**

**Section 3.** Memberships are divided into two categories as follows:

#### Associate Member

1. Associate memberships are intended for individuals who are interested in, or who wish to support, auto racing and for the RMMRA without actually participating in the races.
2. Such membership entitles the members to all the rights and privileges as granted by the RMMRA excluding the right to vote.
3. Such membership is from year to year and expires at midnight, January 31st of each year unless renewed prior thereto.
4. Such membership shall not be limited by age or sex.
5. Such membership shall be recognized for admission to the pit area provided such member meets qualifications or requirements of track and for insurance.

#### Participating Member

1. Participating membership shall be required for all persons who wish to participate in any race meet sanctioned by the RMMRA.
2. Such membership entitles the member to all the rights and privileges as granted by the RMMRA, including the right to vote.

3. Such membership shall be limited to persons who are 18 years of age or older unless given specific approval for such membership by the Board of Directors.
4. Such membership is from year to year and expires at midnight, January 31st of each year unless renewed prior thereto.

#### **5. Life Member**

Life Membership may be conferred by the Board of Directors upon any person who may be considered as entitled to such an honor by virtue of standing, or service to RMMRA. Such membership does not entail dues, but shall continue to require the payment of registered owner and for registered driver fees and pit fees, while active as such.

Any member may nominate any person for consideration as a Life Member by the Board of Directors, and such membership, if so confirmed, shall be by a four-fifths vote of the outgoing Board as their last official act.

Life membership shall be automatically conferred on all Champion Drivers who, upon retirement, shall become exempt from all dues and assessments.

All Life Members shall be entitled to all of the rights and privileges granted to a Participating Member, including voice and vote at meetings and elections.

Inactive Life Members (living out of state, etc.) shall not be counted in the total of Participating Members for purpose of determining necessary quorums for meetings.

#### **6. Guest Privileges**

The President and Secretary shall have the authority to designate who is to be considered a guest. All non-members will be treated the same for any event. Guest car owner and driver privileges may be extended for a maximum of two races per season.

RMMRA guests shall not be required to be members of the RMMRA, but may be charged a temporary permit fee, and are NOT covered by RMMRA club insurance. Guests will be required to abide by RMMRA rules, including spec. tires, engines, etc. in whole, or as modified by the President to fit circumstances.

RMMRA employees are not considered to be guests and shall be required to be members of RMMRA.

#### **7. Registered Car Owners**

All cars participating in any event sanctioned by the RMMRA shall be registered

by the owner with the RMMRA and such registration is limited to Participating Members in good standing.

Such car registration is from year to year and expires at midnight, January 31st of each year unless renewed prior thereto.

#### **8. Registered Drivers**

All drivers participating in any event sanctioned by the RMMRA shall be registered with the RMMRA and such registration shall be limited to Participating Members in good standing.

Such driver registration is from year to year and expires at midnight, January 31st of each year unless renewed prior thereto.

- Section 4.** New applicants shall submit a standard application form accompanied with the appropriate dues and/ or fees to the Secretary, who will present the application to the Board of Directors for approval. Approval by a majority of the Board of Directors shall be sufficient for granting the membership.
- Section 5.** All dues and/or fees accompanying an application which is not approved shall be returned to the applicant.
- Section 6.** Upon acceptance of renewal, all members shall receive a membership card clearly stating the type of membership granted.
- Section 7.** All types of memberships, including Registered Car Owners and Registered Drivers, shall be nontransferable.
- Section 8.** The Board of Directors shall have the right to terminate any membership upon the receipt of a written petition of five or more members and subject to a hearing at which the aggrieved member may present his or her side of the case. A four-fifths vote of the Board of Directors shall be required to terminate the membership only after the said member is asked to voluntarily terminate membership. The decision of the Board is final.

### **ARTICLE II**

#### **Management**

- Section 1.** The affairs of the RMMRA shall be under the management of the elected Board of Directors and the Officers.

### **ARTICLE III**

#### **Board of Directors**

- Section 1.** **Powers:** The management of all the affairs, property and interests of the

RMMRA shall be vested in the Board of Directors and in addition to the powers and authority conferred on said Board of Directors of the RMMRA and by the laws of the State of Colorado, the Board of Directors shall exercise all powers and do all such lawful things and acts as are not by statute or by the Articles of Incorporation required to be done or performed by the members; provided, however, that all by-laws shall be enforced and respected until and unless the same have been duly amended.

- Section 2.**     **Vacancies:** All vacancies in the Board of Directors, however caused, may be filled by the affirmative vote of the majority of the remaining Directors or the remaining Director, even though less than a quorum, at any meeting held prior to the filling of such a vacancy and the Director or Directors thus elected to fill any vacancy shall hold office for the unexpired term of the predecessor.
- Section 3.**     **Number of Directors:** There will be five members of the Board of Directors, consisting of active car owners, drivers and members who have been Registered Car Owners, Registered Drivers, or Participating Members of RMMRA for the previous two years. The President and Vice President will be two of the five Board Members.
- Section 4.**     **Representation:** The RMMRA Board of Directors shall be limited to one owner or driver or member per owner-group, including multiple car teams.
- Section 5.**     **Election:** Election to the Board of Directors shall be by secret ballot, at the Annual meeting held in the month of October by RMMRA, after election of President and Vice President. The candidates receiving the highest number of votes of the attending Participating Members shall be declared elected to the Board. Board members shall be elected for one-year terms and may be re-elected to subsequent terms without limit. See **Article V., Sec. 6 re quorums necessary.**
- Section 7.**     The RMMRA Board of Directors so elected shall assume office immediately following election. However, the outgoing Board shall be responsible for the Annual Awards Banquet for the year of their term.
- Section 8.**     **Meetings:** Board of Director meetings may be held within or outside the State of Colorado and a majority of the Board of Directors shall be necessary at all meetings to constitute a quorum (except as in Sec. 2, above). There shall be no regular meetings of the Board of Directors, but meetings may be called at any time on 72 hour notice by any duly elected Officer or Board Member of RMMRA.
- Section 9.**     **Tenure:** The Board shall be subject to replacement at any time, for just cause, only by vote of the full majority of the Participating Members at a Special meeting of the Association. Otherwise to hold office from year to year until successors are duly elected.

## ARTICLE IV

### Officers

**Section 1. Election:** The elected Officers of the RMMRA shall consist of the President and Vice President. The President and Vice President shall be voting members of the Board. Officers are elected to one-year terms, and may be re-elected to terms without limit.

The President and Vice President shall be elected by the attending Participating Members at the Annual election meeting. In the event that there are more than two candidates for either office, a primary vote shall be held for that office. The two candidates receiving the most votes will then be placed on the final ballot for voting for each office. **See Art V., Sec 6 re quorums necessary.**

**Section 2. Tenure:** The Officers shall be subject to replacement at any time, for just cause, only by vote of the **full** majority of the Participating Members at a Special meeting of the Association. Otherwise, to hold office from year to year until successors are duly elected.

**Section 3. President:** The President shall serve a term of one year and shall preside at all meetings of the general membership and Board of Directors of the RMMRA; shall countersign all certificates, contracts, and other instruments of the RMMRA; and shall perform all other duties incident to the office as Executive Manager of the business of the RMMRA as follows:

1. The President or authorized representative shall establish all race dates; 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 RMMRA.
2. The President shall appoint all Committees and Race Officials, 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.
3. The President shall keep the Board of Directors fully informed and shall conduct meetings with it concerning the business and activities of the RMMRA. The President shall have full voice and vote at such meetings.
4. The President is entitled to a vote in all matters as a regular

member in good standing. However, when a question arises which affects the Office of the President or the President individually, the President shall relinquish the chair to the next succeeding officer present as long as the issue is under discussion. The President may retire from the meeting area, but shall not be required to do so.

**Section 4. Vice President:** The Vice President shall exercise such powers as are conferred from time to time by the President and/or the Board of Directors of the RMMRA. The Vice President shall have the power to act in the stead of the President in the absence of or the inability of the President to act. The Vice President shall have full voice and vote at meetings of the RMMRA Board of Directors, same as Sec.3, Para.4, above, entirely.

**Section 5. Secretary/Treasurer:** The offices of Secretary and Treasurer may be combined when it is in the best interests of the RMMRA to do so. The duties of each office shall be defined separately, but shall be combined when both offices are jointly served

1. The Secretary/Treasurer or Secretary and Treasurer shall be appointed by the Board of Directors, and may attend Board meetings, but not be a member of the Board, or vote as such, unless separately elected as a Board of Director member.
2. The Secretary shall have charge of the RMMRA records and minutes of all meetings of the General Membership and the Board of Directors; shall maintain a current membership file; and shall have printed and distributed to the listed members, officers, and race officials, as nearly as is practical, a current list of owners and drivers prior to the first scheduled RMMRA event of the season. The Secretary shall keep the necessary records to determine the point standings of cars and drivers throughout each racing season, shall perform such acts and duties as are incident to office and as are assigned by the President.
3. The Treasurer shall have custody of all monies and securities of the RMMRA 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 RMMRA; shall deposit in and draw checks on the RMMRA account which shall be in a Commercial Bank to be designated by the Board of Directors; shall keep a record of all monies paid out in the form of salaries, gratuities, car awards, etc., and at the appropriate time send such recipients the forms required by the Internal Revenue Service; and shall perform all other such duties and acts as are incident to the office or may be assigned by the President or by the Board of Directors.
4. The Board and/ or President may appoint assistants as needed to

help the Secretary/Treasurer in above duties.

**Section 6.** **Vacancies:** Vacancies in any office from any cause shall be filled by appointment by action of the Board of Directors. Such appointment shall be for the unexpired term of the predecessor.

**Section 7.** The President and Vice President shall assume office immediately upon election. However, the Secretary/Treasurer shall assume office within 60 days following election in order to provide for a transitional period.

## ARTICLE V

### Meetings

**Section 1.** **Call for Meetings:** Notice of all meetings for election or rules making must be made as fully as possible to all Participating Members of RMMRA. **See Sec. 6 re Quorums.**

**Section 2.** **Place:** All meetings of the members shall be held at a place determined by the Board of Directors, which must be unrestricted and generally available and convenient to Participating Members. The place at which the meetings are to be held shall be stated in the call of such meeting.

**Section 3.** **Time:** There shall be a minimum of two meetings of the general membership per year at the times designated by the Board of Directors. One meeting shall be the Annual (election) meeting and shall be held on a regular business day in the month of October. Another meeting shall be the Regular (membership) meeting and shall be held on a regular business day by January 31 of the new season. Notice of the Annual and Regular meetings shall be given at least 15 days in advance of the scheduled date. The hour of such meetings shall be generally convenient to Participating Members.

**Section 4.** **Special Meetings:** Special meetings of the members, and/or groups such as owner/driver, may be called by the President, Vice President, Board of Directors, or not less than 30 percent of the members entitled to vote at the meeting. Notice of special meetings shall be given at least 7 days in advance, and must state purpose of meeting.

**Section 5.** **Voting:** At all meetings of the members, the voting may be by show of hands or via voice, except for elections, which will be conducted by secret ballot. Other rules regarding voting are as follows:

1. During the Annual meeting under the Order of Business, Election of Board of Directors/Officers, only those Participating Members in good standing whose date of membership precedes the date of the last sanctioned race of that calendar year shall be eligible to vote.
2. In matters involving a special group such as owners and/or drivers, the President may limit the right to vote to the group involved.
3. There shall be no proxy votes permitted.

**Section 6. Quorum:** A quorum for any Annual, Regular, or Special meeting of the membership shall consist of 30 percent of the Participating Members in good standing. At a meeting of particular groups called at the discretion of the President, such as drivers and owners, a majority of the group involved shall constitute a quorum. (Round-off fractions to nearest whole number to determine quorums).

**Section 7. Order of Business:** At all meetings of the membership, the order of business shall be as follows:

1. Calling the meeting to order with proof of notice of the meeting.
2. Reading the approval of the minutes of the last meeting.
3. Financial Report.
4. Reports of Officers and the Board of Directors.
5. Reports of Committees.
6. Unfinished business and general orders.
7. Election of the Board of Directors/Officers, when applicable.
8. New business and miscellaneous business.
9. Adjournment.

## ARTICLE VI

### Committees

**Section 1.** The President shall establish such committees and shall appoint a Chairperson for each committee as is necessary to conduct the affairs of the RMMRA. The President and the Director of Competition shall be ex-officio members of all committees and shall have both voice and vote therein.

**Section 2. Technical Committee:** Shall be responsible for the examination of and adherence to the RMMRA rules governing the technical and safety specifications as they apply to both car and driver, shall check and examine all cars and drivers for compliance with said rules at the beginning of each season, and throughout the season as deemed necessary for the safety of all participants and spectators.

**Section 3. Membership Committee:** The Board of Directors shall serve as the Membership Committee and shall rule on membership eligibility under the



by-laws governing membership.

**Section 4.**

**Conduct:** All committees shall keep the President/Board of Directors, and Race Officials apprised of their recommendations and decisions; shall, as required, provide a written report of their recommendations for action by the President/Board of Directors and such other officials and members as may be affected by their actions; shall have the right to incur minor, incidental expenses necessary to the discharge of their duties without prior approval by the Board of Directors; but not to incur any major expense or obligation without prior approval by the Board.

**ARTICLE VII**

**Race Rules**

**Section 1.**

The RMMRA shall produce and cause to be distributed, as are the by-laws, an approved rule book. Such rule book shall be approved by the Board of Directors who shall have the right to revise or supplement except as noted in specific rules. The rule book shall be used at all races sanctioned or conducted by the RMMRA.

**Section 2.**

The RMMRA reserves the right, in an emergency, to use and enforce any rule stated in the then current United States Auto Club (USAC) Official Competition Rules not contradictory to or stated in the RMMRA rule book.

**Section 3.**

**Acceptance of Rules:** Every Participating Member, guest, or group of persons who undertakes to organize or participate in an automotive test, event or competition sanctioned or conducted by the RMMRA shall be deemed to be familiar with these rules and their application and attendance shall constitute acceptance of the RMMRA rules.

**ARTICLE VIII**

**Conduct and Appeal**

**Section 1.**

Any by-law violation, rule infraction or conduct reflecting negatively on the objects and purposes of the RMMRA or auto racing in general may result in a fine, and/or a suspension, and/or loss of membership, by action of the Board of Directors.

**Section 2.**

An aggrieved member or members shall have the right of appeal from any action against them by any Officer, Race Official, or Member. They shall submit in writing the purpose or cause for the appeal to the Board of Directors. The aggrieved member shall be allowed a hearing before the next scheduled race whenever possible by the Board of Directors, and

shall have the right to present their issues at that time.

**Section 3.** The Board of Directors **cannot** modify or cancel any action or decision which would change the result of a completed race, such as order of finish or prize money / trophy award.

The Board may change or modify a Race Rule or a disciplinary action or a penalty.

The Board may deduct from an owner's or driver's point totals as a disciplinary action, or to correct a scoring error, but may not add points, except to correct a scoring error.

The Board may direct Officers and Officials regarding future events and judgments and may replace Officials if an appeal or other circumstances so warrant.

## **ARTICLE IX**

### **Salaries**

**Section 1.** The RMMRA, by action and approval of the Board of Directors, shall have the right to pay salaries and give gratuities or awards to the President, Vice President, Secretary/Treasurer, Race Officials, employees and such other persons necessary in the proper conduct of the activities of the RMMRA.

## **ARTICLE X**

### **By-Laws and Adoption**

**Section 1.** The Participating Members shall, from time to time, have full power and authority to make and to subsequently add to, change or amend, such by-laws as they may determine are necessary to regulate and govern the management of the RMMRA, save only as restricted by law or the Articles of Incorporation.

**Section 2.** Amendments to these by-laws shall require a two-thirds majority vote by the attending Participating Members at a general membership meeting. **See Article V, Sec 6 re quorums required.**

**Section 3.** These by-laws were originally adopted by the members and the Board of Directors in 1958. The current revision was done at a meeting held on January 24, 2003 and shall be in full force and effect from that date.