

BYLAWS OF THE: OREGON MOTORCYCLING ROAD RACING ASSOCIATION

I. The Name of the Association

The Association is called “The Oregon Motorcycle Road Racing Association”, or OMRRA. It will also be referred to as “the Association” in these Bylaws.

II. The Purpose of Organization

The Association is a nonprofit mutual benefit corporation registered in the State of Oregon. It exists to promote amateur and professional motorcycle road racing in Oregon with emphasis on safety, creating and maintaining a positive image of the sport, and encouraging participation by all interested persons.

III. The Membership

A. Definition

OMRRA Membership is open to anyone interested in participating and promoting of motorcycle road racing in the State of Oregon. A Member is any individual who has either paid the annual dues or earned membership by regularly volunteering for OMRRA during the previous racing season.

B. Privileges

Along with the privilege to participate in OMRRA racing activities (if licensed to do so), any Member is eligible to:

1. Nominate other members and be nominated for a Board of Directors position;
2. Make proposals and vote for changes to the Rule Book;
3. Vote on special ballot issues that may arise;
4. Participate and vote at General Meetings; and
5. Attend, offer proposals, observations, or opinions at Board Meetings. However, members who are not also elected to the Board are not eligible to participate in Board votes.

C. Disciplinary Actions

In the event of inappropriate behavior by any Member, the Board may discipline the Member by suspension of some or all privileges of membership for a defined period of time. However, if in the opinion of a majority of the Board expressed in a vote at a Board meeting the Member's behavior is serious enough to warrant termination of membership the Member will be given written notification and reasons for termination by certified mail

at least 15 days prior to a General Membership meeting. The members present at the next General Membership meeting occurring after notice has been given to the Member shall vote on the question of termination of the Member's membership in the Association. At the General Membership meeting the Member shall have the opportunity to be heard before the final vote. If the Member wishes to submit written information regarding his or her proposed termination such information must be received by the Association at its office no less than 5 business days prior to the General Membership meeting.

A Member's membership may only be terminated by a vote of at least 2/3 of the members present at the General Membership meeting. The decision of the Membership will be binding, non-appealable, is not reviewable by any court of law.

IV. The Board of Directors

A. Composition of the Board

The Board of Directors of the Association will consist of seven members: President, Vice President, Secretary, Treasurer, Membership Representative and two Member at Larges. No Board Member may hold more than one Board position. No Board Member will be compensated for his or her services ON THE BOARD other than reimbursement for expenses incurred such as for supplies and services that benefit the Association.

B. List of Officers and Duties

1. President

The President is the principal officer of the Association. The President will discharge all duties of the office which include:

- a. Directing the business of the Association;
- b. Ensuring that the resolutions and directions of the Board are carried out;
- c. Executing for the Association any contracts, deeds, mortgages, bonds or any other instruments which the Board has authorized the President to execute; and
- d. Promoting a positive image of the Association to the Membership and the general public.

If the President is unable to perform the duties of the Office, temporarily or permanently, such duties will be assumed by the next qualified officer available. In such case, the order of succession is: Vice President, Treasurer, Secretary, and Rider Representative.

2. Vice President

The Vice President shall:

- a. Assist the President as he or she requests; and

- b. Act in his or her stead when the President is absent.

3. Secretary

The duties of the Secretary include:

- a. Maintaining the minutes of the General Membership and Board Meetings;
- b. Seeing that all notices or other correspondence required by these By-Laws, the Association's rules or any applicable law or regulation are delivered to the necessary recipient(s) at the time and in the manner required;
- c. Maintaining OMRRA's records. These records will include: official correspondence, minutes of all Board and General Membership Meetings, rules and technical regulations, copies of the newsletter published by the Association and race and season championship results, and
- d. Making available copies of all OMRRA records to any Member at that Member's request and at that Member's expense.

4. Treasurer

The Treasurer will be the principle accounting and financial officer of the Association. The duties of the Treasurer include:

- a. Maintaining the books and bank accounts of the Association;
- b. Holding all funds and securities of the Association;
- c. Providing a financial report of the Association at each Board and General Membership Meeting, and
- d. Submitting a budget proposal to the Board by the first Meeting of the calendar year.

The Association checking account shall be maintained by the Treasurer, who has primary signature authority. However, the President shall also have check signing authority. However, should any proposed expenditure exceed 5% of the current year's total budget, approval must be obtained from the General Membership prior to the funds.

The Association's fiscal year shall end on December 31st of each year.

5. Membership Representative

The Membership Representative will act as liaison between all Riders and the Board in any matters of concern to them, either on or off the track.

6. Members at Large

Members at Large are primarily to fill in any seats required to achieve a seven member Board.

C. Length of term of each office

The length of term for Board Members is a one year period from the month of empowerment or until the incoming board is empowered, except for the Treasurer whose term is from January to December.

D. Electing the Board of Directors

1. Nomination

Nominations open at 8:00 AM on the Saturday of the final July race weekend each race season. Any current member may be nominated by any other current member, in writing, to an elections committee member or via email to elections@omrra.com. Acknowledgement of nomination receipt will be sent to the nominator via email.

Nominees will be notified via elections@omrra.com, and may accept the nomination via email response to elections@omrra.com.

Nomination acceptance deadline is 5:00 PM on Monday immediately following the final August race weekend. Once the nomination is accepted, the nominee is a candidate. If the nomination is not accepted prior to the deadline, the nomination is declined.

2. Election Committee

Annually, the Board appoints a three member committee responsible for administration and oversight of the election process, which includes nomination, campaigning and voting. The committee may include no more than one current Board member. Committee members may be removed at any time by a majority Board vote.

Candidates must resign from the election committee prior to accepting nomination or announcing candidacy. Reassignment of committee positions will be made by majority vote of the current Board members, with tie breaker to the highest ranking remaining Board member (in order: President, VP, Secretary, Treasurer, Membership Rep, MAL).

3. Campaigning

Nominee campaign statements for inclusion in an all-member email must be submitted to elections@omrra.com by 5pm of the Tuesday following the final August race weekend. The campaign statement all-member email will be sent by Thursday following the final August race weekend. Candidates are permitted independent campaign activities (emails, phone calls, meetings).

Candidates may not campaign during any OMRRA event, including but not limited to track days, race weekends, or any meeting or event sponsored in whole, or in part by OMRRA. Further, candidates are encouraged to be respectful of members' interest in the campaign. Members are encouraged to complain to the elections committee if a candidate's communication is seen as intrusive, abusive and/or inappropriate. Candidates must respect any request from an individual member to desist campaign activities towards that individual member.

The Elections Committee is empowered to investigate complaints. If a complaint is substantiated, the elections committee may issue sanctions, proportional with the offense, including private or public written warnings, mandatory public apology or removal of a candidate's ability to run for office in the pending election. The current Board may amend or overturn those decisions by simple majority vote.

4. Voting

Voting will be electronic only, via an online voting system. Electronic voting opens eight days after the final August race weekend. Voting is open for seven days. Write-in candidates are allowed on the electronic ballot. Election results will be posted on the OMRRA website one day after voting closes, and announced during the first September race weekend.

5. Board Transition

The final meeting of the outgoing Board is the next regularly scheduled Board meeting following the last race of the OMRRA season. The last order of business in that meeting is to empower the incoming Board.

E. Removal and Vacancies of Officers

1. Attendance

A Board Member shall not miss more than three Board meetings in a year or two consecutive Board meetings without prior notification to either the Board Chair or President. Members who do not meet their attendance requirements may be dismissed from the Board by a vote of the majority of the Board. If the President must miss a meeting the President will inform the Vice-President. This shall cause the President's absence to be considered "excused".

2. Removal of Board Members

Any Board Member may be removed from his or her position by a two thirds vote of the Membership present at a General Membership Meeting.

3. Replacement of Board Members

In the event that a Board Member is removed from the Board, the Board will appoint a temporary replacement to fill the remainder of that individual's term. This procedure also applies when a Board Member resigns from the Board.

4. Removal or Resignation of the Entire Board

If the entire Board resigns or is removed, an Interim Board must be elected at that Meeting. The Interim Board shall consist of a Chair and four Members.

The Chair shall assume, temporarily, the duties of the President. No monetary transaction may be conducted by this Interim Board.

The General Membership, at the next meeting, must hold a special election for a new Board and Officers to serve the balance of the terms of the removed persons.

Failure to elect a new Board shall constitute an involuntary dissolution of the Association.

F. Bonding

The Board may require that officers responsible for funds be bonded at the Association's expense.

G. Committees

The Board may establish, define the purpose, determine the duration and reporting requirements of any committees it deems necessary.

The Board will select or approve of the Committee Membership.

Each committee will consist of five to seven Members, one of whom shall be Chair, one alternate Chair, one record keeper, and the rest Committee Members.

H. The Advisory Committee

The Advisory Committee is a standing Committee. Its primary duties include:

1. Researching, planning, and recommending long-term goals and policies for the Association,
2. Carefully studying matters to which its attention has been directed, and
3. Making recommendations to the Board.

The Committee will consist of five Members. They shall be the current President and four other Association Members approved by the Board. At least two Committee Members must have had prior on-track racing experience. The President may not be the Chair of this Committee.

The Committee will meet at least semi-annually and the Committee Chair will report to the Board at least annually.

VI. Meetings

A. Provisions for Regular Meetings

1. General Membership Meetings

The General Membership shall meet once per year, in February, to approve the annual budget and to discuss the goals, financial and otherwise, for the upcoming season. Time and place of the meetings will be determined by the Board. Fifteen Members or 10% of the active Membership, whichever is less, shall be needed to establish a quorum to conduct business of the Association at these meetings.

If a petition signed by 10 or more current OMRRA members requesting an additional General Membership meeting is presented to the Board at any time during the year, the Board must accept the petition, and a General Membership meeting must be held within 30 days.

At any General Membership Meeting, each Member present shall be entitled to one vote. A simple majority shall be required to pass the motion, resolution or other subject matter of the vote unless these By-Laws specify a different majority. In the event of a tie vote, the presiding officer, usually the President may:

- a. Call for further discussion and a second vote,
- b. Defer, or table, the matter to a later date, or
- c. Make an executive decision to pass or reject the motion, resolution or other subject matter.

2. Board Meetings

Board Meetings shall be held monthly. A quorum for Board Meetings shall be five Members. In the absence of a quorum there will be no official Meeting. In the absence of the Chair, the Board will choose a temporary Chair from among those Members present.

At the commencement of the first Board Meeting of each new Board, the new Board will select a Chair from the Board Membership, other than the President, and assign required duties and responsibilities to each Board Member. See appendix A.

Each Board Member present shall be entitled to one vote. Voting power may not be delegated and no proxy votes are allowed. A simple majority shall be required to pass the motion, resolution, or other subject matter of the vote unless these By-Laws specify a different majority. In the event of a tie vote, the presiding officer, usually the Chair, may:

- a. Call for further discussion and a second vote,
 - b. Defer, or table, the matter to a later date, or
 - c. Make an executive decision to pass or reject the motion, resolution or other subject matter.
3. Provisions for a Special Meeting of the Board and Membership

A Special Meeting may be called only by a Board Member.

The Board Member calling the Special Meeting may fix the place and time for holding that Special Meeting.

The meeting shall be chaired as per regular Board Meeting unless the Chair defers to another Member.

If the Special Meeting is a Special Meeting of the General Membership it may be called with no less than seven days advanced notice to the General Membership.

VII. Board Assigned Positions and Responsibilities

A. Track Marshall / Safety Director

The Track Marshall's / Safety Director's duties include:

- a. Assigning workers to turn stations,
- b. Assuring the readiness of personnel (Workers, Recovery Vehicles, Ambulances, incident assistance teams, etc.),
- c. Assuring a clear track prior to the start of the next race or practice
- d. Maintaining the race log, and
- e. Maintaining the race day schedule while assuring optimum safety.

B. Starter

The Starter's duties include:

- a. Assuring Racers are gridded properly and ready to race,
- b. Starting or, in the event of a stopped race, restarting each race or practice,
- c. Maintaining optimum safety in the starting area and hot pit lane,
- d. Keeping track of laps completed, and

- e. Ending each race or practice.

C. Referee

The Referee's responsibilities and duties include:

- a. Having a thorough knowledge of the OMRRA Rule Book,
- b. Making decisions based on the Rule Book concerning equipment, gear, fuel, proper class placement, or any other aspect of racing that may occur which requires an interpretation of the Rule Book, and
- c. Assessing penalties in cases of infractions.

VIII. Amendment of Bylaws

A proposed amendment must be submitted for consideration at a General Membership Meeting. The proposal is accepted for publication to the Membership if the motion for its acceptance passes by a simple majority vote of the Membership present.

The proposed amendment will then be published in the Association newsletter or by other reasonable correspondences, including but not limited to the Association's web site along with a ballot by which Members may vote on the proposed amendment.

An amendment will be accepted if at least 30% of the current Members vote and 2/3 of those voting approve of the amendment. The voting period shall be open for a period of time set by the Board but shall not be less than 30 days.

Approved amendments will take effect immediately after certification of the vote.

IX. Dissolution of the Association

1. The Association may be voluntarily dissolved by a vote of the General Membership at a Meeting called for that particular purpose. The Meeting must consist of at least fifty Members or 20% of the Membership, whichever is greater. The vote to dissolve the Association requires a two-thirds vote of the Members present.
2. Should the voluntary dissolution resolution pass, or should the Association be involuntarily dissolved as provided in these bylaws, then within the next 90 days all Association assets will be liquidated and the outstanding bills paid.
3. Any outstanding obligations shall likewise be dealt with in the most expeditious and least expensive manner.
4. An outside accounting firm will confirm the results, Articles of Dissolution will be filed with the State of Oregon and, after the deduction of all reasonable fees, the balance of moneys shall be donated to the United Way of the Columbia-Willamette, or to the parent organization, United Way of America, and the Oregon Motorcycle Road Racing Association shall cease to exist.