

**BY-LAWS
OF
DISTRICT 36 - MOTORCYCLE SPORTS COMMITTEE CORPORATION
A California Non-Profit Corporation**

**ARTICLE I
-OFFICES-**

Section I - PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Vacaville, Solano County, State of California.

Section 2 – OTHER OFFICES

The Corporation may also have offices at such other places, within or out of the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

**ARTICLE II
-MEMBERS-**

Section I - CLASSES OF MEMBERSHIP

The Corporation shall have two (2) classes of members as follows: 1) Active Members, and 2) Participating Members, and the voting and other rights, interests and privileges of each class shall be set forth in Section 2 and Section 3 of Article II.

The establishment of other class or classes of members shall be by resolution of the Board of Directors and approved by the written consent of not less than two-thirds (2/3) of the members entitled to vote.

Section 2 - GENERAL PROVISIONS APPLICABLE TO ALL MEMBERS

1. Membership in this organization shall be open to any organization or individual interested in the sport of motorcycling and meeting the entrance requirements for the various classes of membership.

2. No member shall have any interest or property rights in the assets of the Corporation, nor shall any member of this Corporation be personally liable for the debts, liabilities, or obligations of the Corporation. -
3. Memberships shall not be assessable.
4. Membership is non-transferrable and non-assignable.
5. All memberships must be renewed prior to expiration and may be earlier terminated by written resignation of a member or on the death of dissolution of a member.

Section 3 - QUALIFICATIONS AND RIGHTS OF MEMBERSHIP CLASSES

The qualifications and rights for the various classes of membership are as follows:

1. Active Membership

- A. Any American Motorcyclist Association chartered club or promoter located within such Association's District 36 may become an Active Member of this Corporation by applying in writing and being approved by a majority vote of voting members present at a Regular meeting of members. The application must be accompanied by the Annual Fee (which shall not be pro-rated) and shall contained the following information:
 - a) Club or promoter charter member and expiration date;
 - b) Club or promoter meeting place, if any, and mailing address;
 - c) Name and address of Club Referees; and,
 - d) An agreement to abide by the By-Laws, Rules and decisions of this Corporation.
- B. Membership dues shall be set by the Board of Directors.
- C. Each Active Member shall have a maximum of two (2) -Delegates in all official business with each such delegate entitled to one (1) vote.
- D. Each member of the Board of Directors shall be considered an Active Member.
- E. Board Members shall be entitled to vote only as a delegate of an active member club/promoter.
- F. No appointed officer or official shall be considered an Active Member by virtue of such appointment.
- G. Only Active Members may make or second motions, make nominations, vote or otherwise take part in the voting process of this Corporation.
- H. An Active Member organization can be dropped from membership by a two-thirds (2/3) majority vote of those present at a Regular or Annual Meeting or by a majority vote of the Board of Directors; however, before any Active Member can be voted out, he shall receive a written notification containing a Statement of Charges prepared by the Directors stating the reasons. Such statement shall be read at a Regular or Annual Meeting prior to its being sent to the Active Member.

2. Participation Member

- A. Any holder of a current Sportsman Card, or other card or license issued by this Corporation, shall automatically become a Participation Member of this Corporation.

- B. Participation Members shall not have a Direct Vote but may select two (2) delegates to represent them as Active Members. These Delegates, to be known as "Riders Representatives," must be able to show backing of at least 5% of the Participating Members. Thirty (30) days are required for verification and there cannot be more than four (4) Riders Representatives at any one time.
- C. Petitions may be submitted, bearing the signatures of at least 5% of the Participating Members, requesting rule changes or other legislation, and these petitions must be brought before the floor and acted upon at the next Regular Membership meeting; however, thirty (30) days from the submission of such petition are required for verification of signatures. A Participating Member may submit any business through an Active Member at this time.
- D. Any Participating Member may attend a Regular Membership meeting for the purpose of making views known, however, he attends as a visitor and may only speak with the approval of the director of the meeting.
- E. A Participating Member can be dropped or suspended from membership by a majority vote of the Competition Committee or by two-thirds (2/3) majority vote of the Active Members present at a Regular or Special Meeting or by a two-thirds (2/3) vote of the Board of Directors. Before any suspension or revocation can take place, a Statement of Charges must be prepared and the member notified so that he may appeal in his defense.
- F. If conditions or actions so warrant it, any member of the Competition Committee may temporarily suspend a Participating Member by taking his or her Sportsman Competition card, however, the card must be either returned within thirty (30) days of such suspension or formal action taken against the member by the Competition Committee.

**ARTICLE III
-MEETINGS OF MEMBERS-**

Section I - PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Corporation or at such place as determined and announced at the preceding Regular Meeting or at any such other place as may be designated from time to time by resolution of the Board of Directors.

Section 2 - REGULAR AND ANNUAL MEETINGS

Members shall meet regularly on the third Wednesday of each month at 7:30 p.m. The Annual Meeting shall be held each calendar year at the time and place designated by the Board of Directors. The Annual Meeting shall be held for the purpose of drawing up a yearly calendar of events and transacting such other business as may come before it.

Section 3 - SPECIAL MEETINGS

Special Meetings shall be called by the President of the Corporation and held at such times and places within or out of the State of California as may be ordered by resolution of the Board of Directors or by Active Members holding not less than ten percent (10%) of the voting power of the Corporation.

Section 4 - NOTICE OF MEETINGS

Notice of the time and place of meetings shall be delivered to each Active Member personally, by electronic means, or by mail at least seven (7) days prior to such meeting, provided, however, that notice of all Regular Meetings, except the Annual Meeting, is hereby dispensed with.

Section 5 - CONTENTS OF NOTICE

Notice of meetings not hereby dispensed with shall specify the place, the day and the hour of the meeting and, in the case of Special Meetings, the general nature of the business to be transacted.

Section 6 - QUORUM

Those Active Members attending a regularly scheduled meeting or a properly called Special Meeting shall constitute a quorum for the transaction of business, and, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws, no business shall be transacted in the absence of a quorum. A majority of the eligible membership voting power shall constitute a quorum for the Annual Meeting.

Section 7 - CUMULATIVE PROXY AND FRACTIONAL VOTES

Neither cumulative voting nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes.

Section 8 - CONDUCT OF MEETINGS

Meetings shall be governed by "Robert's Rules of Order," as such, rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these By- Laws, with the Articles of Incorporation of the Corporation or with law.

ARTICLE IV -BOARD OF DIRECTORS-

Section 1 - POWERS AND DUTIES

The Directors shall exercise the powers of the Corporation, control its property and conduct its affairs, except as otherwise provided by law. The Directors shall, at the Annual Meeting, make a report to the Membership showing the year's operation.

Section 2 - QUALIFICATIONS

To be nominated or elected as a Director of this Corporation, a member shall:

- A. Have held a District Sportsman card from this District or a recognized District for a period of at least two (2) out of the last four (4) years.
- B. Be and remain a resident of the District.
- C. Have served at least two (2) years as either a Club Referee or Club President, Representative to this Corporation or a member of the Board of Directors. A combination of any of these positions will satisfy the requirements of two (2) years.

For purposes of the Section, requirements C may be waived by a two-thirds (2/3) vote of those present at a Regular Meeting.

Section 3 - ELECTION AND TERMS OF OFFICE

Directors named in the Articles of Incorporation, shall be elected at the Annual Meeting per Section 2 of Article III hereof and shall hold office for a term of two (2) years starting on December 1 and going through November 30 two years later, or until their successors are elected and qualified.

Candidates shall be determined from nominations made at the Regular Meeting or the two preceding Regular Meetings. Nominations may be made by a motion duly made by petition duly signed by at least 50% of the Active Member Club/Promoters, or by petition signed by two hundred fifty (250) Participating Members

At the Annual Meeting candidates receiving the highest number of votes up to the number of Directors to be elected are elected. As outlined by the By-Laws of the American Motorcyclist Association District 36, the nine (9) Directors receiving the highest number of votes shall also be seated on that Board.

Section 4- TERM LIMITS

1. Each Board of Director Member can serve in the capacity a maximum of 4 consecutive years. A person that has served on the Board for four consecutive years who desires re-election can do so after they have a minimum 1-year hiatus.

Section 5- REMOVAL OF DIRECTORS

The entire Board of Directors, or any individual Director, may be removed from office for cause at any time by the vote of a majority of the Active Members of the Corporation. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in section 5 hereof.

Section 6- VACANCIES

1. Vacancies in the Board of Directors shall exist: 1) on the death, resignation or removal of any Director; 2) whenever the number of Directors authorized is increased; and 3) on failure of the members in any election to elect the full number of Directors authorized.
2. Declaration of Vacancy: The Board of Directors may declare vacant the office of a Director 1) if he is declared of unsound mind by an order of court or finally convicted of a felony; or 2) if within sixty (60) days after notice of his election he does not accept the office either in writing or by attending a meeting of the Board of Directors.
3. Filling Vacancies by Members: A majority of the voting members of the Corporation may elect a Director at any time to fill any vacancy. The vacancies shall be filled by nomination then a majority vote of the Active Members of the Corporation at the Annual or a Regular or a Special Meeting called for that purpose at which a quorum is present. In the case of a Special Meeting, notice of such meeting shall be in conformity to Article III, Sections Four (4) and Five (5).
4. Term of Office: A person elected Director to fill a vacancy as in this Section provided shall hold office for the unexpired term of his predecessor or until his death, resignation or disability, or until his removal, as in these By-Laws provided.

Section 7- COMPENSATION

Directors shall serve without compensation.

Section 8 – BOARD MEETINGS

1. Directors shall meet regularly before or after each Regular Meeting of members at 7:30 p.m. Special Meetings may be called by the President or any two Directors, and such meetings shall be held at the time, place and hour designated by the person or persons calling the meeting.
2. Notice of the time and place of meetings shall be delivered to each Director personally, mail or electronic mail at least seven (7) days prior to any such meeting.
3. Electronic meetings and voting are authorized. A properly called meeting can take place by teleconference or videoconference if all Board Members unanimously agree to such meeting (see #2 above) and have the ability for equal participation. Voting is allowed. Notice of the time and place of meetings shall be delivered to each Director personally, by mail or electronic mail at least three (3) days prior to any such meeting.
4. Five (5) Directors shall constitute a quorum for the transaction of business.
5. In the absence of a quorum, the Board shall transact no business, except as otherwise expressly provided in these By-Laws, in the Articles of Incorporation or by law, and the only motion the Chair shall entertain is a motion to adjourn.
6. Meetings of Directors shall be governed by "Robert's Rules of Order," as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these By-Laws, with the Articles of Incorporation or with law.
7. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorized the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 9 - NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

ARTICLE V -OFFICERS-

Section 1 – NUMBER AND TITLES

The Corporation shall have a President, a Vice President, a Secretary and a Treasurer.

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Section 2 - QUALIFICATION, ELECTION, TERM OF OFFICE

Officers of the Corporation shall be elected by the Board of Directors at its first Regular Meeting following their election. Officers shall be members in good standing of an Active Member Club/Promoter and a resident of the District. Terms of office shall be two years from December 1 through November 30 two years later. The Board may appoint such other officers as it shall deem necessary.

Section 3 – REMOVAL AND RESIGNATION

Any officer appointed at the discretion of the Board may be removed, either with or without cause, by a majority of the Directors at the time in office. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of the resignation by the Board shall not be necessary to make it effective.

Section 4 – VACANCIES

Any vacancy caused by the death, resignation or otherwise of any officer, other than those appointed at the discretion of the Board, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5 – DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation. He shall perform all duties incident to his office and such other duties as provided in these By-Laws or as may be prescribed from time to time by the Board of Directors. He shall preside at all meetings of the Members and meetings of the Board of Directors.

Section 6 – DUTIES OF VICE PRESIDENT

The Vice President shall perform all duties, and exercise all powers, of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7 - DUTIES OF SECRETARY

The Secretary shall keep minutes of all meetings of Members and of the Directors, shall be the custodian of the Corporate records, shall give all notices as are required by law or by these By-Laws, and generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these By-Laws, or which may be assigned to him/her from time to time by the Board of Directors.

Section 8 - DUTIES OF TREASURER

The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings to the Directors and to the members as required by the Board of Directors or Members, shall be bondable to at least two hundred fifty thousand (\$250,000) and

shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these By- Laws, or which may be assigned to him/her from time to time by the Board of Directors.

Section 9 – COMPENSATION

Officers of the Corporation shall serve with Compensation at the approval of Board of Directors.

Section 10 - NONLIABILITY OF OFFICERS

The Officers shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

ARTICLE VI
-COMPETITION COMMITTEE-

Section 1 - STANDING COMMITTEE

The Corporation shall have a Standing Committee which shall be chaired by a the Director of Competition appointed by the Board of Directors.

Section 2 - AD HOC COMMITTEE

The Board of Directors, by resolution, may from time to time, designate Ad Hoc Committees for specific purposes. The resolution designating the Committee shall provide for the appointment of its members and Chairman, state its purposes, and provide for its termination.

ARTICLE VII
-MISCELLANEOUS PROVISIONS-

Section 1 - FISCAL YEAR

The fiscal year of the Corporation shall be from December 1 to November 30.

Section 2 - CORPORATE SEAL

The corporation shall have a seal which shall be in such form and contain such matter as shall be specified by resolution of the Board of Directors. The seal shall be affixed to all Corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Section 3 - EXECUTION OF CHECKS. NOTES. CONTRACTS

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation shall be signed by the Treasurer. Any contract, lease or other instrument executed in the name of and on

behalf of the Corporation shall be signed by the Secretary and countersigned by the President and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary authorizing its execution.

Section 4– CONSTRUCTION

As used in these By-Laws:

- A. The present tense includes the past and the future tenses, and the future tense includes the present.
- B. The masculine gender includes the feminine and neuter.
- C. The singular number includes the plural, and the plural number includes the singular.
- D. The word "shall" is mandatory and the word "may" is permissive.
- E. The words "Directors" and "Board" as used in the Articles of Incorporation or in these By-Laws in relation to any power or duty requiring collection action, mean the Board of Directors.

Section 5- ADMINISTRATIVE OPERATIONS

An Administrative Manual and Operations Manual shall be established/maintained to detail the various operations of the Corporation.