

BY-LAWS - USARM, INC
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ARTICLE 1 – PURPOSE AND POLICY

Section 1 – Purpose

The purpose of USARM is provide Organization, Officiating and Training of Course Marshals to sustain a safe racing environment for car and motorcycle racing and other competition activities as required.

Section 2 - Policy

To facilitate the purpose of USARM, the Board of Directors shall annually institute and direct an operating policy. Such policy shall be executed in writing and shall describe the goals for the fiscal year of operation, tentative schedule of activities and events, the functions of each Committee, and other such responsibilities and duties as may be deemed advisable by the Board of Directors. Said policy shall be amendable from time to time by a majority vote at any meeting of the Board of Directors.

ARTICLE II - MEMBERSHIP

Section 1 – Membership

The Directors of USARM, the members and the Lifetime members shall constitute its membership as a non-profit corporation and shall serve without financial compensation.

- A. Directors – USARM shall be governed by a Board of Directors consisting of 7 members.
- B. Committee Members – The USARM Board of Directors may appoint active members to participate as part of a committee.
- C. Regular Members – Those persons who have applied for membership, paid the required fee, and have been accepted as a member by the designated head of the Membership Committee.
 - A. Trained Member – Those members who have completed a USARM training course.
 - B. Untrained Member – Those members who have been accepted by USARM but have not gone through a USARM training session.
- D. Lifetime Members – Those persons who have been nominated and voted as eligible for a lifetime membership by the Board of Directors as recognition for exceptional service to the organization.
 - 1. Requires full agreement of all 7 of the Board of Directors
 - 2. To be eligible for a lifetime membership the nominee must have been an active member for a minimum of 10 years.
 - 3. Lifetime memberships shall cease upon the death of the lifetime member.
- E. Membership limitations
 - 1. Memberships are not transferrable to any other person.
 - 2. Memberships are not willable to any family or friend upon the death of a member.

ARTICLE III – MEETINGS

Section 1 - Regular Meetings

Regular meetings of the Board of Directors shall be held monthly and scheduled at the discretion of the Board. All regular meetings are open to the membership, except for closed agenda items.

Section 2 - Membership Meetings

A membership meeting shall be held annually with notice to the membership a minimum of 30 days in advance.

Section 3 – Additional Meetings

Additional meetings may be called due to an urgent matter and will be scheduled at the discretion of the Board.

Section 4 – Corporate Compliance

Corporate Compliance meetings will be held at the discretion of the board.

Section 5 – Quorum

- A. Regular Meetings – At meetings of the Board of Directors, a quorum shall consist of 4 members of the Board of Directors either present or by proxy.
- B. Committee Meetings – At meetings of a committee, a quorum shall consist of a majority of the committee members present or by proxy.
- C. Membership Meetings -- At meetings of the general membership, a quorum shall consist of not less than fifty-one (51) percent of the membership.

Section 6 – Voting Rights

- A. All current members will be allowed to vote. A current member is a member who has paid their yearly club dues or is a lifetime member.

ARTICLE IV – DIRECTORS

Section 1 – Directors Election

There shall be a Directors election each year to replace or re-elect Directors who have ended their term of office. On Even numbered years four (4) Directors shall be elected. On Odd Numbered years three (3) Directors shall be elected. The election shall be by written or electronic vote to be completed by the end of November of each year with a 30 day notice to the membership to complete their voting.

All current members are eligible to vote in each election. A current member is any member in good-standing who has paid their annual dues or is a lifetime member.

Section 2 - Term of office

Each Director shall be elected to a two (2) year term. Each Director may re-run and be re-elected to serve the club

Section 3 – Removal from office

- A. If any member of the Board of Directors fails to attend two (2) consecutive meetings without just cause or notification his or her seat may be declared vacant by the Board of Directors. Such declaration must be ratified by a majority vote of the Board of Directors..
- B. If the interest of any Director comes into conflict with the Policies and Purpose of USARM, Inc., he or she may be removed from the position by a minimum vote of four (4) of the Board of Directors. Notice of the meeting to consider this action to remove a Director must be given to each member of the Board at least fourteen (14) days prior to the date of the meeting. The notice shall contain the time, place and the proposed action to be taken. (Refer to Conflict of Interest Policy)
 - 1. When appropriate, corrective action may be in the form of a censure (formal reprimand) issued to the individual. Notice of the censure of a director will be posted in the minutes of the meeting.
 - 2. Depending on the severity of the director's actions the result of the corrective could result in removal from the Board. Notice of the removal of a director will be posted in the minutes of the meeting.

Section 4 - Vacancies

If a vacancy arises on the Board due to resignation, removal, suspension, or death prior to the end of their term a successor shall be appointed for the un-expired portion of the term at the discretion of the President and with board approval by a majority vote.

A vacancy can be filled in one of two ways.

- 1.) The vacancy can be filled by being appointed by the President with a majority vote by the directors.
- 2.) The vacancy can be filled by the person receiving the next highest number of votes from the last election.

Section 5 - Powers and Duties

- A. Policy and Objectives - The Board of Directors in accordance with the Articles of Incorporation and these By-Laws shall establish and determine the policy and objectives of USARM, Inc.
- B. Budget - The Board of Directors shall adopt an annual budget and set the policy guidelines.
- C. Resolutions – The Board of Directors shall determine resolutions needed to effectively manage the club. Resolutions may be accepted with a majority vote of the Board of Directors and shall detail the issue, the responsible parties, limitations and budgetary requirements. Resolutions shall have a pre-determined start and end date and copies will be provided to the Board of Directors, all committee members affected, any members affected, by request of any member and to necessary third parties.

ARTICLE V – OFFICERS

Section 1 – Officers

The Board of Directors, annually, shall elect from its membership, a President, Vice-President, Treasurer, and Secretary. The officers shall be elected by majority vote and shall serve a one (1) year term in that position.

Section 2 - Duties and Responsibilities

A. **President** – The President shall preside over the Board Meetings and shall serve as the Chairman of the Board. The President shall designate the time and place of such meetings as specified in these By-Laws.

1) Appointments – The President shall render appointments to establish the committees upon taking office and at such further times during his or her term as is necessary. The President shall render appointments to committees or assignments as the business of USARM, Inc. shall dictate.

2) Voting – All Board members shall be able to cast a vote. In the instance where there is a tie the President will cast the deciding vote.

B - Vice-President – The Vice-President shall conduct the duties of the President in his absence and shall serve in any capacity as delegated by the President and/or the Board of Directors.

C – Treasurer – The Treasurer shall maintain up-to-date records of finance of USARM and shall provide monthly and accurate financial statements to each Director and any Committee Director upon request.

D – Secretary – The Secretary shall record the proceedings of all meetings of the Board of Directors and will collect minutes of all Committee Meetings. A synopsis of such record shall be made available to each Director and Committee Director within one (1) week following each meeting.

1) Roster – The Secretary shall maintain an up-to-date roster of the Directors and their terms. The updated roster shall be issued by February 1st each year.

2) Notices – The Secretary shall give reasonable notice for all meetings to the appropriate persons at all times specified in these By-Laws.

3) Newsletter – The Secretary shall provide the Newsletter Editor with the minutes of each meeting within one (1) week following each meeting.

Section 3 – Terms of Office

A. All Officers shall be elected to a one (1) year term.

B. The President may hold office for up to 4 consecutive terms.

C. The nominees for President must have served at least one (1) year as an officer of the corporation.

Section 4 – Running for the Board

- A. Any member in good-standing may run for the Board after their first year of USARM Membership.
- B. The member will submit a candidate's statement to the Secretary to be included in the Grid in the month prior to the election.

ARTICLE VI - Committees

Section 1 – Committees

The policy and objectives of USARM, Inc. is determined by the Board of Directors in accordance with the Articles of Incorporation and these By-Laws generally shall be carried out by committees determined by the Board.

Section 2 – Committee Duties and Responsibilities

- A. Committee Chairperson – shall preside at all committee meetings. The Committee Chairperson shall designate the time and place for such meetings as needed.
- B. Committee Vice Chairperson – Shall preside over the committee meetings in the absence of the Chairperson
- C. Members – The members of a committee shall be determined by the Committee Chairperson. Volunteers for the committee shall be considered by the Committee. Each Committee will have a Board of Director liaison that holds responsibility for reporting back to the Board.
- D. Authority – The Committee shall have the authority to make strategic decisions. Decisions surpassing the established budget or Committee objectives shall be reviewed with the Board of Directors and/or President prior to taking making any written agreements.
- E. Budget - This committee shall operate within an approved budget and the policy guidelines enacted by the Board of Directors.

ARTICLE VII - Amendment of By-Laws

These By-Laws may be revoked, revised or amended by a vote providing that notice has been given to all members thirty (30) days prior to the date of the vote. The notice shall contain the voting method and the proposed changes. The changes approved by the vote will take effect upon the date of adoption.

Anticipated changes to the By-Laws shall be published in the club newsletter (The Grid) to gather input from the membership prior to a vote. All recommendations will be reviewed and discussed with the Board of Directors prior to taking a vote.

These By-laws were adopted by the members of USARM on (Enter Date)

Respectfully submitted,

Ron Vlastelica
2010 President - USARM