

**BY-LAWS**  
**UNITED STATES AUTO RACE MARHALS**  
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## **ARTICLE 1 – PURPOSE AND POLICY**

### **Section 1 – Purpose**

It shall be the purpose of United States Auto Race Marshals, Inc. to engage in the officiating, encouragement, organization, sponsorship and perpetuation of automotive and motorcycle related racing and competition activities as required.

### **Section 2 - Policy**

To facilitate the purpose of United States Auto Race Marshals, 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 United States Auto Race Marshals, Inc., the members and the Lifetime members shall constitute its membership as a non-profit corporation and shall serve without financial compensation.

- A. Directors – United States Auto Race Marshals shall be governed by a Board of Directors consisting of 7 members.
- B. Committee Members – The United States Auto Race Marshals 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.
- 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 service to the organization.

## **ARTICLE III – MEETINGS**

### **Section 1 - Regular Meetings**

Regular meetings of the Board of Directors shall be held monthly and at such other times as the President shall designate, and shall be open to the membership, except for closed items.

### **Section 2 - Election Meetings – Directors**

Meetings to elect officers shall be held annually by the Board of Directors. Election meeting shall be held on the second Tuesday of January.

### **Section 3 - Committee Meetings**

The Board of Directors shall nominate and elect a Chairperson for each Committee. The Chairperson of each Committee may, as situations designate, call for a meeting of their committee to conduct business within the scope of the Committee's responsibility.

### **Section 4 - Additional Meetings**

The Board of Directors and other Committee Officers shall have the right to call meetings in addition to the meetings set forth above. Said right shall be exercised by the submission of a written request signed by a majority of the Board or Committee involved, and delivered to the Secretary.

### **Section 5 - Membership Meetings**

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

### **Section 6 – Quorum**

- A. Regular Meetings – At meetings of the Board of Directors, a quorum shall consist of not less than four (4) members of the Board of Directors.
- B. Committee Meetings – At meetings of a committee, a quorum shall consist of a majority of the committee members.
- C. Membership Meetings -- At meetings of the general membership, a quorum shall consist of not less than ten (10) percent of the current members.

## **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 a written vote to be completed by the end of November of each year.

### **Section 2 - Term of office**

Each Director shall be elected to a two (2) year term.

### **Section 3 - Removal**

- A. If any member of the Board of Directors fails to attend two (2) consecutive meetings without just cause his or her seat may be declared vacant by the Board of Directors. Such declaration must be ratified by the Board of Directors in a manner prescribed under Article IX.
  
- B. If the interest of any Director comes into conflict with the Policies and Purpose of United States Auto Race marshals, Inc., he or she may be removed from the position by a minimum vote of four (4) of the Board of Directors, providing that notice has been given to each member of the Board at least fourteen (14) days prior to the date of the meeting where such action is to be considered. The notice shall contain the time, place and the proposed action to be taken

### **Section 4 - Vacancies**

Should a Director resign his or her position and be vacated before the normal expiration of the term of his or her position, a successor shall be appointed only for the un-expired portion of the term.

## **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 United States Auto Race Marshals, Inc.
- B. Budget - The Board of Directors shall adopt an annual budget and set the policy guidelines.
- C. Committees - Individual members of the Board of Directors, shall serve as the Chair or Assistant Chair of one or more of the Committees specified in these By-Laws.
- D. Special Assignments - The individual members of the Board of Directors, may serve on such other Committees as the President of United States Auto Race Marshals, Inc. may designate in the conduct of United States Auto Race Marshals, Inc. business.
- E. Special Appointments - The Board of Directors shall elect Officers as specified in the Articles of Incorporation and these By-Laws.
- F. Ratify Appointments - The Board of Directors shall ratify appointments proposed by the President of United States Auto Race Marshals, Inc.
- G. Approve Charitable Contributions - The Board of Directors shall approve all charitable contributions as recommended by the Committee.

## **ARTICLE V – OFFICERS**

### **Section 1 – Officers**

The Board of Directors, annually, shall elect from its membership, a President, Vice-President, Treasurer, Secretary, and (if necessary) Sergeant of Arms. The officers shall be elected by majority vote and shall serve a one (1) year term or until their successors are chosen.

### **Section 2 - Duties and Responsibilities**

A. President – The President shall preside at all meetings of the Board of Directors and oversee all committee meetings as deemed necessary. 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, and shall render appointments to committees or assignments as the business of United States Auto Race Marshals may dictate.

2) Voting – The President or other officer presiding at any meeting shall not vote except in case of a tie.

3) Fill Unexpired Terms – The President shall make appointments to any unexpired term of a vacated office of the Board of Directors or a Committee, subject to ratification of the Board of Directors.

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 United States Auto Race Marshals and shall provide monthly and accurate financial statements to each Director and Committee Director.

D – Secretary – The Secretary shall record the proceedings of all meetings of the Board of Directors and 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

- 2) Membership Roster – The Secretary shall maintain an up-to-date roster of all members.
- 3) Notices – The Secretary shall give reasonable notice for all meetings to the appropriate persons at all times specified in these By-Laws.
- 4) Newsletter – The Secretary shall provide the Newsletter Editor with an edited version of the minutes of each meeting within one (1) week following each meeting.

### **E – Other Board Members**

Other Directors shall be assigned as Committee Members as deemed necessary by the President and ratified by the remaining Directors. In the case of a tie vote, the President shall not cast a vote.

### **Section 3 – Terms of Office**

- A. All Officers shall be elected to a one (1) year term.
- B. The President shall not hold office for more than two (2) consecutive terms.
- C. The nominees for President must have served at least one (1) year as an officer of the corporation.

## **ARTICLE VI - Committees**

### **Section 1 – Committees**

The policy and objectives of United States Auto Race Marshals is determined by the Board of Directors in accordance with the Articles of Incorporation and these By-Laws generally shall be carried out by this committee.

- A. Members – The members of a committee shall be nominated and ratified by the Board of Directors. The number of committee members shall be determined by the Committee Chair. Volunteers for the committee shall be considered by the Committee Chair and reviewed with the Board of Directors. Each Committee will have a Board of Director sponsor who holds responsibility for reporting back to the Board.
- B. Authority – The Committee shall have the authority to make strategic decisions to enable the success of the project. 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.
- C. Budget - This committee shall operation within an adopted 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 two-thirds (2/3) vote of the general membership, providing that notice has been given to all members thirty (30) days prior to the date of the meeting. The notice shall contain the time and place of the meeting, and the proposed changes. The action taken at said meeting shall take effect upon the date of adoption.

Anticipated changes to the By-Laws may be printed in the club newsletter 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.

## **ARTICLE VII - Miscellaneous Addendums:**

### **Organizational Chart**

#### **FY 2005**

President – Kati James  
Vice-President – Jerry Huff  
Treasurer – Ron Cowen  
Secretary – Steve Ynzunza  
Directors at Large – Dave Jansen, Jim Short, Ken Berri

### **Committee List**

#### **MOTOGP Committee**

Ted Kuwada—Chairman  
Kati James  
Jerry Huff  
Steve Ynzunza  
Jim Short  
Ken Berri  
Steve Johnson

#### **Banquet Committee**

Steve Johnson-Chairman  
Steve Ynzunza

#### **Election Committee**

Jerry Huff

#### **Training Committee**

Jim Short-Chairman

These By-Laws were adopted by the members of USARM  
on January 8<sup>th</sup> 2005

Respectfully submitted, Kati James, President USARM

