

Bylaws  
Uinta County Motorsports Association  
A Wyoming non-profit corporation

#### ARTICLE 1

##### 1.01 Principle Office and Registered Agent

The Uinta County Motorsports Association shall have and continuously maintain in the State of Wyoming a registered office, and a registered agent within Uinta County.

#### ARTICLE 2

##### 2.01 Purpose

The Uinta County Motorsports Association is a Wyoming nonprofit corporation whose purpose is to raise money and other assets in order to provide safe, affordable, family related motorsports programs within our local communities.

##### 2.02 Organization

The Uinta County Motorsports Association is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions of organizations that qualify as exempt organizations under section 501 (c) (4) of the federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to it's members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the document, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Uinta County Motorsports Association, the assets of said organization shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (4) of the federal tax code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common please of the county in which the principal office of the Organization is located.

## ARTICLE 3

### 3.01 General Powers

The affairs of the Association shall be managed by its Board of Directors.

### 3.02 Composition

The number of Directors shall be 5. The duly elected President, Vice-President, Secretary, and Treasurer of the Association, and one Director-at-Large shall compose the board of Directors. The Ex-officio President shall be the primary candidate for the Director-at-Large.

### 3.03 Board of Directors

The board of directors shall be comprised of individual elected officers and act as a board, and the individual officers of each elected position shall have power as such. The act of the majority of the board members present at any meeting at which a quorum is present shall be the act of the entire board. The presiding officer over any meeting shall be entitled to vote at that meeting.

### 3.04 Manner of acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law or by these bylaws.

### 3.05 Vacancies

The Board of Directors shall fill any vacancy occurring in the Board of Directors.

### 3.06 Compensation

Directors shall not receive any compensation for their services as such, but may receive reimbursement for any out of pocket expenditures made for on behalf of the association. Directors who also serve the association in any separate capacity as officers or other employees of the association or as independent contractors with the association may receive such reasonable remuneration and compensation as proper under the law for such other services.

### 3.07 Directors absence from meetings

Any director who is absent from three consecutive regular meetings without excuse satisfactory to the board of directors shall be deemed to have surrendered his or her office as director.

### 3.08 Directors residuary powers

The Board of Directors shall have the powers necessary and appropriate for the administration of the affairs of the Association.

### 3.09 Directors removal from office

A director may be removed from office without cause. Such removal shall be accomplished by not less than a  $\frac{3}{4}$  affirmative vote cast by the remaining Directors at any meeting of the Board of Directors. Notice of such meeting must state that the purpose, or

one of the purposes of the meeting is to remove a director, and be given at least 7 days prior to the meeting.

## ARTICLE 4

### 4.01 Meetings

The Board of Directors shall hold an annual meeting for the purpose of electing new Officers/Directors and conducting any other necessary and appropriate business. Additional meetings, public or private, may be held as deemed necessary by the Board of Directors, and for any purpose requiring the attention of the Board.

### 4.02 Special Meetings

Special meetings of the board of directors may be called by or at the request of the President, and shall be called by the Secretary at the request of any two directors. The authorized person or persons calling a special meeting of the board may fix any place within Uinta County. Special meetings for any purpose may be held by telephone canvas of the Board of Directors. Any Director may object to the telephone canvas, and thereby cause the meeting to be called to a specific location for discussion. Results of telephone canvas meetings and any votes taken therein, shall be included in the minutes for approval at the next regularly scheduled meeting.

### 4.03 Notice of special meeting

Notice of any special meeting of the Board of Directors shall be given to each director by a phone call, email or mailed letter sent to his or her address as shown on the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any special meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

## ARTICLE 5

### 5.01 Officers

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

### 5.02 Election and terms of office

The officers of the Association specified in section 5.01 shall be elected by the general body of members, by mail-in ballot, at the annual meeting for the normal expiration of terms, or at any Board of Directors meeting for the purpose of filling a vacancy. Other offices created, but not specified in section 5.01, may be filled by any person deemed qualified to be elected thereto by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Terms of office shall be no less than 1

year, and no greater than 5 years. Each elected or appointed official shall be informed of the length of their term, and accept the position at the time of their election or appointment. The elected or appointed official may request less time in office to a minimum of 1 year, but may not request a greater amount of time than 5 years. The Board of Directors is required to ensure that not all terms of appointment or election are due for renewal at the same annual meeting, so as to ensure that experienced officials work with the newly elected.

## ARTICLE 6

### 6.01 Memberships

The Uinta County Motorsports Association shall have members.

### 6.02 Types of Membership

Annual memberships may be granted at any time, and shall expire on the last day of the calendar year of issue.

Daily memberships may be granted at any event sponsored by the organization, and shall expire at midnight of the day of issue.

Membership fees shall be determined annually by the Board of Directors.

### 6.03 Benefits of membership

Members in good standing with the Association may:

(a) Participate in any event sponsored by the Association by paying the entry fees, if any, specified for that event, and by filling out any required releases or other entry forms.

(b) Attend public Association meetings, and at any such meeting where there is a quorum of 3 members present, excluding directors, vote with the Board of Directors as a quorum of members. The quorum of members, jointly, shall have one vote to cast with the Board of Directors.

(c) Vote for new directors, by mail-in ballot, at any election of members of the Board of Directors.

### 6.04 Revocation or denial of membership

The Board of Directors shall have the authority to deny membership to any individual that the board feels would undermine the stability, safety, integrity or purpose of the Association. The board may not, however, deny membership to any person based on gender, race, religion, sexual preference or political views.

The Board of Directors shall have the authority to revoke the membership of any individual, without cause, by majority vote of the Board of Directors at any meeting or special meeting of the Board. A refund of the entire membership fee paid by that

individual for the current year will be issued by check, through the United States postal service.

#### 6.05 Restrictions

Members shall have no claim to ownership or use of any of the assets of the Association, including but not limited to funds, properties, leases, tools or equipment, with the exception of events, practices or other sessions sponsored by the Association and supervised by its duly appointed officers.

### ARTICLE 7

#### 7.01 Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

#### 7.02 Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Association.

### ARTICLE 8

#### 8.01 Books and records

The Association shall keep current and complete books of account, and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the Association's directors, officers, and committee members. The Board of Directors may request an audit of the records of the Association to be made by a competent auditor.

#### 8.02 Fiscal year

The fiscal year of the Association shall begin on the first day of January, and end on the last day of December of each year.

### ARTICLE 9

#### 9.01 Repeal or amendment of bylaws

These By-Laws may be repealed or amended by a majority vote of the Board members present at any meeting of the Board of Directors at which a quorum is present. Notice of such meeting must state that the purpose, or one of the purposes of the meeting is to consider a proposed amendment, and include notice of the general nature of the amendment, and be given at least 7 days prior to the meeting.

No amendment may change the purposes of the Association so as to impair its rights and powers under the laws of the State of Wyoming, or to waive any requirement or provision for the safety and security of the funds, or agreements, or contracts of the Association.