



# Michigan Motorsports Racing Association By-Laws

## Article I. **NAME**

The name of this club will be the Michigan Motorsports Racing Association (MMRA), a 501(c)(3) non-profit corporation.

## Article II. **PURPOSE**

The purpose of this club is to create and maintain an interesting, safe activity for children between the ages of 5 and 17 that promotes a close relationship with their family and friends in a healthy outdoor sport which requires skill and practice in the handling of mechanical devices; develop reflexes, alertness, and coordination; and to inspire, in our youth, the ideals of good sportsmanship, generosity, fair play, and a sense of responsibility without envy of others that will be of great value to them in the sport of quarter midget racing and will benefit them throughout the rest of their lives.

## Article III. **BOARD OF DIRECTORS**

- A. The elected officers of the club shall be President, Vice President, Secretary, Treasurer, Publicity Director, Technical Director, Rookie Director, and Safety Director. They shall constitute the Board of Directors of the club.
- B. Term of office is for one (1) year (or in the case of appointment, or special election, until the next regularly scheduled election) with no officer serving more than four (4) successive terms in any single board position (i.e. President). Terms will begin on January 1<sup>st</sup> of each year following the election to office, or upon appointment or special election.
- C. The Board shall appoint a current MMRA member as an election official to preside over the election. He/she shall not be in direct relation with any member on the ballot. Elections shall be held at the November membership meeting of each year.
- D. In the event any elected officer (except for President or Vice President), for any reason, is unable to serve out his/her term in office, The Board of Directors may appoint a replacement.
- E. In the event the President, for any reason, is unable to serve out his/her term in office, the Vice President shall become President and a special election will be held for the Vice President position.
- F. In the event the Vice President, for any reason, is unable to serve out his/her term in office, a special election will be held.
- G. An officer may be removed by majority vote of members entitled to vote at an election of directors. An officer can be suspended from his/her position, by the unanimous vote of the other board members, after which a removal vote will be held by the membership. The removal vote must take place within 15 days of the suspension. If the membership votes not to remove the officer, then he/she will be reinstated immediately.
- H. The President and/or Vice President or their designated delegate shall be representative(s) of MMRA on the Oakland County Sportsmen's Club (OCSC) Board of Directors contingent upon acceptance by the OCSC board of directors.



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- I. All Board of Directors positions are voluntary and no compensation will be awarded.
- J. President and Treasurer will not be from same immediate family.

### Article IV. **DUTIES AND RESPONSIBILITIES OF CLUB OFFICERS**

#### A. President

1. Preside at all meetings of the club attended by the general membership, as well as all meetings of the Board of Directors.
2. Appoint committees, track steward or stewards, and make other special assignments deemed necessary to the proper and efficient operation of the track.
3. Supervise the work of other officers of the club and assign responsibilities to people of his/her choice for caring for the physical assets of the club.
4. Review insurance coverage of the club to be sure its properties, equipment, moneys, and club liability are adequately covered.

#### B. Vice President

1. To assist the President of the club, and to assume his/her duties and responsibilities in case of absence of the President for any reason.
2. If the President should be unable to perform his/her duties for any reason the Vice President shall take over the office during such time, with such powers as those authorized for the President.
3. If the President, for any reason, is unable to serve out his/her term in office, the Vice President shall assume the title and office for the remainder of the term.
4. During the month of November of each year, and prior to the vacation of office, shall initiate an audit of finances and financial records of the club.
5. Arrange for the adequate bonding of the President and Treasurer of the club.

#### C. Secretary

1. Shall maintain adequate records of all club meetings.
2. Coordinate club meeting, event, and race calendar with OCSC office to ensure facility availability.
3. Handle club correspondence, meeting notices, news bulletins, and other miscellaneous duties normally handled by a Secretary.

#### D. Treasurer

1. Keep adequate records of all moneys received, deposited, and paid out by the club.



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2. Be personally responsible for the safe handling of club funds and for prompt banking of all monies not needed for important and immediate operational needs.
3. Give an accounting at each regular meeting of the previous months opening balance, receipts, amounts paid out, and balance on hand.
4. Have the responsibility for filing all tax returns and legal filing notices.
5. Maintain a Property Book showing all equipment owned, borrowed, received as donations, or otherwise acquired by MMRA. Book to show purchase date and cost, and location (user) of the property.

### E. Publicity Director

1. Shall be responsible for educational programs, newsletters, and other forms of publicity for MMRA.
2. Shall be responsible for public relations and promotional programs as aids MMRA and its regional and racing charter affiliations.

### F. Technical Director

1. See to it that all technical inspections are done without bias or favoritism. He/she will be responsible for the interpretation of all charter rules pertaining to the specifications of all cars as to design, general construction, size, weight, fuel, and engines. He/she will oversee inspections of engines for track records at sanctioned events.
2. May conduct tech inspections at each MMRA event at his or her own discretion.

### G. Rookie Director

1. Will verify the successful completion of rookie training for all new drivers. The Rookie Director must confirm each rookie meets criteria to advance into the next racing class per the USAC Rookie Program procedure.
2. Will hold training sessions outside of regular MMRA events to assist in the teaching and development of new drivers.

### H. Safety Director

1. Will be responsible for the enforcement of all rules pertaining to driver equipment, the handling of fuel, gasoline, and all other volatile substances, all safety equipment on all cars, including but not limited to fuel and exhaust systems, roll cages, safety belts, harnesses, arm restraints, helmets, and all other driver equipment as well as the rules and regulations involving the safety of all drivers and of the public in the conduct of qualifying and events as they may concern the Safety Director.
2. Will appoint a pit steward to ensure all drivers enter the racing surface under MMRA's racing charter safety guidelines.



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3. Will see to it that all safety inspections are done without bias or favoritism.
4. Will oversee all safety incidents that occur at the track and ensure that all incident reports are completed and forwarded to the racing charter as required.
5. Be responsible for setting out all fire extinguishers, safety vests, and gloves on race day.

### Article V. **CONFLICT OF INTEREST POLICY**

#### A. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### B. Definitions

##### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section C, Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.



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## C. Procedures

### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.



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- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### D. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### E. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Article VI. **FISCAL YEAR**

The fiscal year of the club shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

## Article VII. **FINANCIAL PROCEDURES**

### A. Statements

1. Monthly financial statement will be distributed electronically to the membership by the 10<sup>th</sup> of the following month and be made available at each membership meeting. It will also note any significant changes in the Property Book.
2. President and Treasurer will have access to online bank account and each will confirm statement before posting.



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### B. Fund Deposit and Access

1. The funds of the Association shall be deposited or kept in a financial institution approved by the Board of Directors.
2. President and Treasurer will have names on required signature cards.
3. The Board of Directors, President, or Treasurer can give final approval for any single expenditure of \$500 or less. Any expenditure above this level requires a membership vote.
4. Any expenditure exceeding \$500 will require documented authorization of both President and Treasurer.
5. No debit cards will be issued against any account. No cash withdrawals will be made from any account except as approved by the President and Treasurer for the purpose of change fund money used in a cash drawer or for the purpose of stocking funds used for concessions.

### C. Income

1. Head-of-Tower will be responsible for submitting sign-in and electrical connection fees to the treasurer on a per-race day basis. Head-of-Tower will be given, and sign for, start-up change fund at the beginning of the season, and can retain that amount of money until the final race of the season.
2. Concession Director will be responsible for submitting concession profits to the treasurer on a per race day basis. This will consist of any income minus replacement cost of items sold. Concession Director will be given, and sign for, start-up change fund money given at the beginning of the season and can retain that amount of money until the final race of the season. Additional stocking funds will be provided by approval of the President and Treasurer, if required, for the purpose maintaining concessions inventory for events at the track.
3. Rookie Director will maintain restrictor plate inventory and submit sales income on a monthly basis. Restrictor plate purchases from MMRA's racing charter will be paid for directly by the treasurer.
4. Income for any special event activities, including t-shirt sales, raffles, auctions, etc., will be the responsibility of a person to be appointed by the Board of Directors. This person will submit the income from the special event to the treasurer upon completion of the event.
5. Treasurer will issue receipts to the responsible person for all income submitted per any of the above.

### D. Expense Reimbursement

1. Only authorized expenses will be reimbursed. For authorized expenses greater than \$500, either a check drawn from the club account will be written directly to the product or service provider, or written authorization from the Treasurer and President is required prior to purchasing goods or services.



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2. Expense Reimbursement Form will be filled out for any reimbursement request. No reimbursement, for any expense, will be given without verifiable receipt or confirmation of expenditure. President and Treasurer will both sign Expense Reimbursement Form before reimbursement is provided.

### Article VIII. **MEETINGS**

- A. Regular scheduled meetings for all members of the club shall be monthly November thru April on the first Thursday of each month. Meetings are to be held at the Oakland County Sportsmen's Club.
- B. Club race day meetings for all members shall be held at the quarter midget track May through October.
- C. Should there, for any reason, be a change from this it will be necessary for the President or Secretary to advise the membership at least one week in advance of the change, giving the place, time, and order of business.
- D. The Board of Directors may, in its sole discretion, determine that the organization may not hold any meeting of the members at a location, but may instead be held solely through remote communication or virtual meeting. Participation in a virtual meeting shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members shall receive at least 24 hours advance notice of the change to a virtual meeting, or as per government mandate, and shall be provided instructions for participation and voting in such a meeting.

### Article IX. **RULES, BYLAWS, AND POLICY CHANGES**

- A. A majority of the current paid members in attendance at a meeting shall constitute a quorum for the purpose of transacting club business. Any action taken by the majority of members present shall be regarded as action taken by the club.
- B. Any change in the bylaws shall require approval of two-thirds of the current paid members in attendance. A notice shall be given at least ten (10) days in advance of the meeting to be held for the consideration of such changes.

### Article X. **OBJECTIVES AND PURPOSES FOR CLUB MEMBERSHIP**

- A. Any person who supports the objectives and purposes of the club may become a member by submitting a membership application, by paying all club membership dues including charter dues, paying OCSC membership dues and by agreeing to follow all bylaws and club rules. The Board of Directors or a designated membership committee shall approve each application for membership.
- B. Club membership entitles each member in good standing with MMRA's racing charter and OCSC to use any and all club facilities.
- C. Regular Membership in good standing entitles each member family to one vote. Associate Members and Alternate Handlers are not eligible to vote.
- D. Members transferred from another club will not have voting privileges for 1 calendar year unless unanimously approved by the club Board of Directors.





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- E. A member must be paid-up and in good standing with MMRA's racing charter and OCSC to be eligible to enter any car in a race at the club.

### Article XI. **CODE OF CONDUCT**

- A. Members are expected to conduct themselves in a professional and courteous manner at any sanctioned events, MMRA meeting, or any other MMRA event, whether it be at the track or away from the track, and whether participating or as an observer.
- B. Conduct considered unbecoming of a member may subject him or her to suspension or revocation of membership. Conduct considered unbecoming of a member, consists of, but is not limited to, the following:
  - 1. Fighting on the premises of the club.
  - 2. Use of loud and obscene language in the presence of anyone within the grounds of OCSC.
  - 3. Deliberate destruction of property belonging to the club, OCSC, other members, or visitors.
  - 4. Any action intentionally endangering other members and/or visitors.
  - 5. Blatant refusal to abide by racing rules and procedures, charter rules, OCSC rules, or MMRA rules.
  - 6. Use of illegal drugs on any MMRA facilities and/or at any MMRA event.
  - 7. Under the influence of alcohol on the grounds of the Oakland County Sportsmen's Club outside of the clubhouse.
- C. The use of alcoholic beverages or controlled substances will not be permitted within the entire grounds of the MMRA facility. Penalties for violation of this rule may be suspension for any MMRA member, or suspension of a visitor from racing at the OCSC for that event.
- D. Any member may be suspended by a majority vote of the Board of Directors, for violation of any rule that calls for such disciplinary action. The Board of Directors shall determine the duration of the suspension. The member shall be notified in writing of the action taken and the length of the suspension. During this time the member shall be denied the use of any MMRA facility.
  - 1. Any member whose membership is suspended may appeal the suspension to the board of directors.
  - 2. A request for an appeal must be received within 10 days of the member being notified. If no request is received suspension will begin on the 11<sup>th</sup> day.



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- E. A membership may be revoked for any action or violation of any rule calling for such drastic disciplinary action, by a two-thirds vote. In case a membership is revoked, that member may again become a member after a minimum waiting period of thirty (30) days according to the infraction and with the approval of at least two-thirds vote of the membership. In the event a membership is revoked, the sanctioning body and all associate tracks shall be notified of the action.
- F. Published racing charter Code of Conduct procedures must be followed for all conduct matters. Exception: Any conflict between members may be resolved by the club officials at the time of occurrence. The maximum action that may be taken is to remove offending member(s) from the facility for that day only. If all parties involved in the conflict agree, the matter is closed and no further action will be necessary. Any disciplinary action, including probation, which continues beyond the day of occurrence, will require the use of the racing charter Code of Conduct procedure with correct documentation.

### Article XII. **CLUB DUES**

- A. Club dues are payable each year by the first membership meeting. In order to have voting rights and track access, club dues must be paid and OCSC membership must be in effect.
- B. Any new member who joins the Club after September 1<sup>st</sup> shall have a valid paid membership through December 31<sup>st</sup> of the following year.

### Article XIII. **COMMUNICATION**

Per these bylaws, notification of official club business will be made from the official club e-mail to each current member's e-mail address provided.