

# **BY-LAWS OF AMA DISTRICT 13 MOTORCYCLIST ASSOCIATION, INC.**

## ARTICLE I

### OFFICES

The principle office of the corporation shall be located within the State of Virginia at such city and place as may be designated from time to time by the Board of Directors. The registered office of the corporation as required by law may be, but need not be, identical to the principal office of the corporation.

## ARTICLE II

### PURPOSE

To support and uphold the goals of the American Motorcyclist Association (AMA). To act in behalf of the AMA to perform the following:

1. To design and administer where necessary a numbering system for various categories of organized motorcycle competition.
2. To establish a participation and advancement points system for riders.
3. To recognize participation and achievement through appropriate awards programs for riders.
4. To assist the AMA in coordination and reporting of a calendar of sanctioned events.
5. To support the AMA's government relation efforts at the state level.

## ARTICLE III

### MEMBERSHIP

Section A. There are two classes of membership, AMA Chartered Clubs & Promoters, and individual AMA Members.

1. Clubs and Promoters
  - a. Any AMA Chartered off road Club and/or Promoter within the geographical boundaries of District 13 who actively promotes events within the State of Virginia may become a member of the association. They must apply to the President or Secretary and pay annual dues of \$25.00 per year or any part thereof and must agree, in writing, to abide by the Charter, by-laws, and Policies and Rules of the Corporation.
  - b. AMA Chartered Clubs or Promoters outside the geographical boundaries of District 13 who promote district events within or outside Virginia, may become a non-voting member by written application to the Board of Directors. Dues for the out of state Clubs or Promoters shall be \$50.00 per year or any part thereof. Membership will be accepted upon approval of a majority of the Board and a signed agreement that such

Club or Promoter will abide by the Charter, by-laws, Policies, and Rules of the Corporation.

- c. Each member organization shall submit to the Corporation Secretary a complete list consisting of all members and officers names and addresses complete with AMA membership numbers and the name of the designated representative/director of the Board who must also be an AMA member.
- d. All Officers of member Clubs and Promoter organizations must be individual members of District 13.
- e. A quorum shall consist of a simple majority of the qualified Directors, with a majority of those present and voting, being able to transact any lawful business of the Corporation.
- f. To recognize the twelve plus years of cooperative participation and the satisfactory promotion of District 13 events, the Elizabeth City Motorcycle Club, even though the facility is located outside the geographical boundaries of District 13, is recognized as a voting member of the Board of Directors and will be accorded the same privileges, rights, and obligations of organizations described in paragraph 1.a.

## 2. Individual AMA Members

- a. Various Divisions may be established within District 13. Any individual AMA member may become a member of one or more such divisions. Each division may require its own dues. The Board of Directors will establish dues as part of Article VIII Supplemental Rules and Regulations.

## ARTICLE IV

### DIRECTORS

Section A. The number of Directors of the Corporation shall be the number of Clubs and Promoters who are members of the Corporation. In addition the Chairperson of each Division Competition Committee and the AMA Off-road Congress Delegates, elected at the annual AMA District 13 Sanction meeting, shall have a vote on all matters to come before the Board. However, these additional Board members shall never make up over 50% of the total Board.

Section B. Subject to the provisions of the Charter, these By-laws, and the laws of the applicable local jurisdiction, the Board of Directors shall manage the business affairs of the corporation including the various accounting procedures between divisions.

Section C. Directors may be removed from office with or without cause by a vote of the majority of the membership entitled to vote whenever in their judgement the best interest of the Corporation would be served thereby.

Section D. A vacancy occurring on the Board of Directors during any given year prior to the annual meeting shall be filled by a representative from that organization whose representative shall cause such a vacancy.

Section E. Directors have the following duties:

1. To insure that all riders at sanctioned events are District members and AMA members.
2. To insure that all membership applications and fees are forward to the Treasurer
3. To insure that the results from sanctioned events are submitted to the proper chairpersons.
4. To insure that AMA and District 13 rules are strictly adhered to.
5. To maintain good communication with all District 13 members.

## ARTICLE V

### OFFICERS

Section A. The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. These officers need not be directors of the corporation.

Section B. The President shall be elected by the Board of Directors and shall serve until his/her successors have been elected and duly qualified, or until removal for any reason. Election for President shall be yearly at the annual meeting with nominations coming from the floor and vote by written ballot.

Section C. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He/She shall appoint, with the approval of the Board, a Vice President, Secretary, and Treasurer, all of which shall be non-voting positions. The President when present, shall preside at all meetings of the membership and of the Board of Directors. He/She shall sign, with the Secretary, any deeds, bonds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing thereof has been expressly delegated by the Board or these By-laws to some other officer or agent of the corporation, or shall by law be required to be otherwise signed or executed. He/She shall act as facilitator for the Board in any dispute pertaining to affairs and/or business of the District. He/She in general shall perform all duties incident to the office of President and any other duties as may be prescribed from time to time by the Board of Directors. The president may vote only to break a tie.

Section D. Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers and be subject to all of the restrictions demanded of the President. Perform any additional duties as may be assigned by the President.

Section E. Secretary. The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose and mail to each member of the Board, within 14 days, copies of each. See that all notices are duly given in accordance with the provisions of these By-laws or as required by law. Be custodian of the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which is on behalf of the corporation under its seal of authority. Keep a register of the post office address of each member, which shall be furnished, to the Secretary by such member. Perform any additional duties as may be assigned by the President.

Section F. Treasurer. The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation. Receive and give receipt for monies due and payable to the Corporation from all sources, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors of the Corporation. He/She shall in general perform all of the duties as from time to time may be assigned by the President or the Board of Directors.

Section G. Any officer may be removed by a majority vote of the Board members whenever in their judgement the best interest of the corporation would be served thereby. Any such removal shall be voted on at a special meeting called for that purpose. Notice shall be sent by registered mail to all board members and follow all other requirements of these By-laws.

## ARTICLE VI

### LIABILITY

All persons or corporations extending credit to, contracting with, or having claim against District 13 or the Board of Directors shall look only to the funds and property of District 13 for payment of such claims or for payment of any debt, damages, judgment, decree, or any other money that may otherwise become due or payable to them from the District 13 or the Board of Directors. So that neither the members of the District 13 or the Board of Directors, past, present, or future, shall be liable personally therefore.

## ARTICLE VII

### MEETINGS

Section A. Regularly scheduled meetings of the Board of Directors shall be held from time to time with a minimum of one each calendar quarter, with one meeting designated as the annual meeting. Other meetings may be called from time to time at such time and at such places as designated by the President.

Section B. The annual meeting shall be in the month of the annual AMA Sanction meeting.

Section C. each Board member who is in good standing shall be entitled to one vote on any matter which shall come before the meeting, subject to the provisions of Article III Section A., 1.

Section D. A quorum shall be at a simple majority of members of the Board of Directors. The act of a majority of the Directors present or represented by proxy shall be the act of the Board of Directors.

Section E. No Directors may vote more than one proxy. Each proxy must contain the following: what club/promoter is for what meeting date, and with the proper notarized signatures. This proxy must be presented to the President at the start of any meeting.

Section F. An emergency or special meeting may be called by the President or, if in the event the President fails to act, any two Directors of the Corporation.

Section G. Written notice of any and all meetings shall be given not less than 10 days nor more than sixty days prior to any such meeting.

## ARTICLE VIII

## DIVISIONS

Section A. The Board shall establish divisions representing Motocross and any other division desired to represent various motorcycling off road activities within the geographical boundaries of District 13.

Section B. Each division shall form a Competition committee. The composition of the committee and the procedure used in the election or appointment of committee members shall be explained in detail in the District 13 Policy Manual. (Addendum A) The Chairperson of each division shall serve on the Board of Directors with full voting privileges.

Section C. The duties of each committee member shall be listed in the District 13 Policy Manual. In addition the Purpose & Goals of the District Organization should be followed at all times. (Addendum A)

## ARTICLE IX

### AMENDMENTS

Section A. These by-laws may be amended and new by-laws adopted by the affirmative vote of a  $\frac{3}{4}$  majority of the Directors at any special meeting called for that purpose or at the annual meeting.

Section B. Notice of all by-law amendments shall be given to all Directors in writing prior to any special meeting called for that purpose or prior to the annual meeting if by-law amendments are to be considered.

## ARTICLE X

## SUPPLEMENTAL RULES AND REGULATIONS

Section A. Further guidelines for the orderly operation of this district shall be contained in such supplemental rules and guidelines as may be adopted by the Board of Director as it deems appropriate. At no time may these rules be in conflict with those published by the American Motorcyclist Association.

Section B. All Competition Committee's supplemental rules and guidelines must be renewed yearly and must contain, at a minimum, the following:

- a. A points system for the orderly advancement of riders from class to class.
- b. A points system for the purpose of selecting district champions in each recognized district class.
- c. A numbering system that reflects the riders' class.

Section C. Supplemental rules & guidelines proposed by Competition Committees must be submitted to the Board of Directors for approval at the Annual Meeting. Those rules and guidelines adopted must be approved by the AMA prior to printing, and must be made available to each individual member of the District.

Section D. All supplemental rules & guidelines must be approved as additions to these by-laws and attached as Addendum B, C, etc., with date of approval, and the date in which they are to be enforced.

Section E. A District 13 Policy Manual adopted by the Board of Directors must be attached as Addendum A. A yearly review must take place. The policy manual must include the following:

- a. Purpose & Goals of the Association.
- b. Duties of the Officers and Directors.
- c. Duties of all Committee positions.
- d. Election and appointment procedure for division committees.
- e. Other standing committees.
- f. Minimum meeting requirements.

- g. Deadlines of required activities.
- h. Any additional policy which may be from to time adopted.

## ARTICLE XI

### NON-PROFIT

District 13 shall be a non-profit corporation with all members, officers, and Directors serving without payment for services rendered. No part of the assets of the District shall insure to the benefit of, or be distributed to, any member, member club, and/or member Promoter Corporation. The president shall authorize the treasurer to reimburse any approval of the Board of Directors. In the event of the dissolution of District 13, all assets remaining after fulfilling payment of all obligations shall be given to the American Motorcycle Heritage Foundation (AMHF) a non-profit corporation located in Ohio.



ADDENDUM A

AMA DISTRICT 13 POLICY MANUAL

## PURPOSE & GOALS OF THE DISTRICT ORGANIZATION

1. To support and uphold the goals of the American Motorcycle Association (AMA). To act on behalf of the AMA in the capacities allowed.
2. To insure fair and consistent competition of all members.
3. To insure that the AMA rules and the District 13 supplemental rules are followed at all times.
4. To assist the Member Clubs & Promoters in developing race programs which have the broadest possible appeal to motorcyclist in our geographical region.
5. To create a schedule of events, which is complete and fair to track owners and riders alike.
6. To create programs that will assist all riders to reach their potential.
7. To create a family oriented sport that will encourage others to participate.
8. To discourage the use of alcohol & drugs and to collectively set a better example for our youth.
9. To be aware that for District 13 to grow and continue to have good facilities at which events are held, those individuals and clubs promoting events must make a profit to survive and to improve.
10. To create ways that veteran racers and veteran families foster relations with newcomers to include them into all activities as soon as possible in order to insure their continued participation.
11. To offer training and other educational instruction to all members.
12. To create an award/reward program that will recognize participation as well as achievement.
13. To always strive to settle dispute & misunderstandings timely, discretely, and fairly.
14. To do all within our power to insure that we never forget the reason we are involved, to have fun.

DISTRICT 13 MOTOCROSS COMMITTEE composition and basic rules of operation:

Chairperson (elected annually by the general membership)

Secretary (elected annually by the general membership)

Treasurer (elected annually by the general membership)

Points Recorder (appointed by the Board of Directors)

Special Events Coordinator (appointed by the Board of Directors)

ATV Congress Delegate (elected by the clubs & promoters)

2 Off Road Congress Delegate (elected by clubs & promoters)

1. Congress Delegates are eligible to hold an elected position on the Motocross Committee but in no instance does anyone have more than one vote on any issue to come before the committee.
2. The Board of Directors reserves the right to replace anyone who will not or who can not fulfill his/her duties.
3. Replacement of any position, which may become vacant between election cycles, shall be filled by appointment by the Board of Directors.
4. No two members of the same family can be members of the Motocross Committee.
5. All members of the Motocross Committee must be members of the AMA and of District 13.

6. At any combined meeting of the Board of Directors and the Motocross Committee the President of the Association will be the presiding officer and shall chair the meeting.
7. One meeting per year must occur in the 6 weeks prior to the District Annual Meeting. Supplemental rules, points paying classes, rider advancement procedure and points systems must be reviewed and any proposed changes or system must be reviewed and any proposed changes or additions submitted to the Board of Directors prior to the annual meeting for consideration and approval.
8. Individual District 13 members should be provided the opportunity to voice concerns, recommendations, and to request action of the MX Committee. For this purpose a reasonable period should be open at every committee meeting for these discussions. Issues can be submitted in writing to the Chairperson or presented in person by the District 13 members.
9. The Chairperson shall preside over and have ultimate authority for the conduct of the committee meetings. In the event the Chairperson can not attend a meeting the appointed Vice-Chairman would preside in his/her absence and would have the same duties & obligations.
10. The committee should schedule a minimum of four meetings annually at the start of each year.
11. All members of the motocross committee should become very familiar with the District 13 Supplemental Rules as well as the AMA Competition Rule Book.
12. At the start of each season or when first notified by AMA of the availability, the most senior Congress Delegate will order AMA rule books in sufficient quantity to supply each member of the Motocross Committee with his/her personal copy, and present the receipt to Treasurer for reimbursement.
13. To encourage participation by families, the Board of Directors encourages the following: with the exception of Chairperson and the AMA Congress Delegates, other elected and/or appointed positions may be husband/wife teams who share the duties of a single position. When this occurs one member will be designated as the spokesperson and will be the only verbal participant at all meetings and only one vote will be recorded. Both team members must hold required memberships.

DUTIES of the MOTOCROSS COMMITTEE CHAIRPERSON:

1. To supply to all committee members a written agenda for meetings.
2. To call all meetings of the committee to order and to adjourn all meetings at the proper times.
3. To recognize motions, seconds, and to count votes on all issues brought before all committee meetings.
4. To vote on issues only when it will break a tie.
5. To oversee rider point system.
6. To interpret all rules and act as mediator in all appeals. Disputes shall be handled in accordance to the AMA guidelines.
7. To oversee and administer funds specifically associated with motocross activity.
8. To see that the duties of all other members of the committee are carried out.
9. To maintain good communications with all District 13 members.
10. Appoint one MX Committee member as Vice Chairperson to fulfill his/her duties in the event the chairperson is unable to attend. This is a non-voting position.

DUTIES of the MOTOCROSS COMMITTEE SECRETARY:

1. To record the minutes of each regular scheduled meeting and special meetings. Minutes are the official record of a meeting and all items of significant interest must be included. Minutes must contain at a minimum all motions in detail, who made the motion, who made a second, was the motion approved or defeated, and if approved the names of those who voted in opposition.
2. To mail copy of minutes to all board members and committee members within 14 days of any meeting, and provide a copy to any individual member requesting.
3. To maintain a record of all minutes and all other correspondence his/her tenure and transfer all records to the duly elected replacement.
4. To create and dispatch all correspondence at the direction of the Chairperson.
5. To assist the treasurer in the sale of memberships at sanctioned events.
6. To have available a supply of current supplemental rules for any member requesting them.
7. To perform any additional duties assigned by the Chairperson.

DUTIES of the MOTOCROSS COMMITTEE TREASURER:

1. To receive funds, issue receipts, and make disbursements authorized by the Chairperson.
2. At the direction of the Board of Directors, establish a checking account and other bank accounts necessary for the orderly transaction of business.
3. To maintain accurate records of all funds received and all funds disbursed, submitting a quarterly report to the member clubs, member promoters, and committee members, and any member requesting a copy.
4. To sell or cause to be sold District 13 memberships at all sanctioned events, and issue membership cards to those members.
5. To present to each new member the current supplemental rules when selling memberships.
6. To maintain a current mailing list of all members.
7. To maintain a current list of assigned riding numbers and assign riding numbers to new members.
8. To assist the points recorder in performing his/her duties.
9. To maintain a record of all transactions and or correspondence during his/her tenure and transfer all records, checkbooks, etc. to the duly appointed replacement.
10. To carry out any additional duties assigned by the Chairperson.

DUTIES of the MOTOCROSS COMMITTEE POINTS KEEPER:

1. To record points of all district members at all district point's races and report it to the membership. Points should be reported weekly, when possible, but always on a timely basis.
2. To supply final points standing to the member clubs, member promoters, motocross committee members and made available to the news media within two weeks after close of season.
3. To coordinate with the treasurer, riders who are qualified to receive points.
4. To assist the treasurer in maintaining a current mailing list.
5. To notify the Chairperson in a timely manner, in writing of any discrepancies that may arise during the recording of points.
6. To maintain records of point standing for all race seasons during his/her tenure and transfer all records, disk, software, and hardware, owned by the District to the duly appointed replacement.
7. To carry out any additional duties assigned by the Chairperson.



DUTIES of the SPECIAL EVENTS COORDINATOR:

1. To devise methods of raising funds for the district. Examples could include benefit races, raffles, 50/50 drawings, selling advertisements, etc.
2. To solicit items from dealers, companies, manufactures and individuals to supplement contingency items given to rider members at the annual awards banquet and at the Virginia State Championship race.
3. To carry out any additional duties assigned by the Chairperson or by the Chairperson of the Banquet Committee.
4. To keep the Chairperson advised in a timely manner as to the status of coordination efforts.
5. To recruit additional individual members when the need arises.

BANQUET COMMITTEE composition and basic rules:

1. This Committee shall consist of the Motocross Committee Chairperson, the Special Events Coordinator, the Treasurer, the President of the Board or an individual appointed by the President, and the Banquet Committee Chairperson.
2. The Banquet Committee Chairperson shall be elected by the committee. It is not a prerequisite prior to voting that the Chairperson elected be a member of this committee, the Motocross committee, or of the Board of Directors.
3. The Chairperson of the Banquet Committee shall have authority to select additional members and establish sub-committees as required for the successful completion of this project.
4. The Chairperson should work closely with the Special Events Coordinator to insure that funding will be sufficient to carry out the committee's plan of action.
5. The organizational Banquet Committee meeting and the selection of its Chairperson shall occur within the first quarter of each year. The goals and the annual budget of the banquet committee should be determined at this time.
6. After payment of normal operating expenses the Motocross Committee will obligate 90% of funds raised for the purposes of the annual banquet.
7. The Banquet Committee chairperson has oversight for the spending of available funds for the purpose of the annual banquet, subject to budget approval by the Board of Directors.
8. All purchases of \$500.00 or more must be submitted to a bid process of two or more suppliers, and awarded with the approval of the Banquet Committee.

## GUIDELINES FOR THE BOARD OF DIRECTORS:

1. The annual District 13 Board meeting shall occur in the month of the AMA sanctioned meeting.
  - A. Approval of supplemental rules, number of point's races, schedule of races, appointments to committees, and other items dealing with the coming year will be items on the agenda.
  - B. Dates and times will be established for the annual meeting & pre-sanction meeting and the AMA sanction meeting for the following year.
  - C. Dates and times for all meetings for the first quarter of the following year must be established, one of which should be in conjunction with the banquet in mid-January.
  - D. The election of officers for the Board of Directors for the coming year will be the last order of business at the annual meeting with nominations being made from the floor and votes by secret ballot.
2. The board of directors will insure that the motocross point races begin no earlier than the first Sunday in January and extend no later than the last Sunday in November. Point's races will be allowed only on Sundays and the maximum number of point's races to be used for end of year District 13 awards will be capped at 30. This rule may not be modified or deleted in further revisions of these rules without the consensus of the Motocross Committee and the Board of Directors.
3. Only after special consideration and agreement between the Motocross Committee and the Board of Directors may two points' races be run within the geographical boundaries of District 13 on the same Sunday.
4. At no time shall a double point's race be allowed.
5. The Board should endeavor to hold no less than 4 meetings per year.
6. Only Directors of the Corporation shall have a vote on matters that come before the Board.

## ELECTION PROCEDURE for the MOTOCROSS COMMITTEE:

1. Elections shall take place during the month of September. Elected officers will serve a two (2) year term.
2. Any AMA District 13 member may present nominations in writing. The Board of Directors to determine eligibility will review the nominations. Eligibility shall be based on willingness of the individual to serve and of the verification that they will abide by the Bylaws of the corporation, its supplemental rules and the District 13 Policy manual. Nominations must be in the hands of the President by the second Sunday in August.
3. Elections will be by printed ballots and will be available to those members of record as of September 1 of the current year. Ballots will be numbered and a system must be in place to assure that no one receives more than one ballot.
4. Ballots shall be deposited into a locked Ballot Box (ballot box to be furnished for the purpose by the Board). The senior Congress Delegate will be responsible to maintain control of ballot box and to have it available at each race during the month of September. The key to the ballot box shall remain in the possession counted in public at the first race in October and results announced.
5. New committee members shall assume office Jan. 1 of the year following election or appointment but will be required to attend all scheduled meetings during the fourth quarter to become familiar with the process prior to assuming their committee positions.

## DEADLINES:

District Supplemental Rules will be approved at the annual meeting and made available to the general membership at the banquet in January.

The Secretary of the motocross Committee will notify riders being promoted by mail within 14 days after the annual meeting.

Race schedule for the new season will be available as soon as possible but no later than the awards banquet.

The award banquet will be held on the second or third Saturday night of January each year. The location to be selected by the Banquet Committee.

Organizational Banquet Committee meeting for the New Year must occur within first four months of each year.

Motocross Committee member nominations must be in by the second Sunday in August and the election must occur in the month of September.

Board of Director Appointments to the Motocross Committee must be made no later than the annual meeting.

One meeting of the Motocross Committee must occur in the six weeks prior to the Annual District 13 Board of Directors meeting.