

BYLAWS OF THE HIGH PLAINS MOTO CROSS ASSOCIATION, **INCORPORATED**

Article I

Name

The name of the organization shall be High Plains Motocross Association, Incorporated (H.P.M.A. Inc). It shall be a nonprofit organization incorporated under the laws of the State of Wyoming.

Article II

Purpose: Mission, Vision, and Values

- Section 1. **Purpose:** High Plains Moto Cross Association, Incorporated is a nonprofit organized for public benefit and exclusively as a sanctioning body to promote safe and fair organized motocross competition.
- Section 2. **Mission:** The mission of the **High Plains Motocross Association** is to create safe, positive, and meaningful recreational riding activities that benefit our club members, their families, friends, and guests. This mission hopes to promote a positive learning experience through positive role-modeling for upcoming and existing motocross enthusiasts and preserve the heritage of racing.

Article III

Members

- Section 1. **Classification:**
- A. Annual Membership:** Annual members will enjoy access to all H.P.M.A. activities and functions offered by the Association. The term of the annual membership shall be yearly beginning on the date that payment for membership dues is received and shall continue for the following 364 days, or 365 days if the term of the membership would include any February 29th. Annual members shall be entitled to participate in H.P.M.A. sanctioned events and to vote on association business. An annual membership may be granted to any individual that:
- i. Completes an H.P.M.A. membership application, including liability release, that the Board has approved;
 - ii. Agrees that they have received a copy of, read, and understood H.P.M.A.'s most current version of Competition Rules and Regulations;
 - iii. Has paid any and all membership dues for their current membership;
 - iv. Supports and promotes the Mission of the Association;
 - v. Agrees that they have read and will abide by the H.P.M.A. Code of Conduct;
 - vi. Abides by these Bylaws and such other policies, rules, and regulations as the Association may adopt.

B. Day Pass: Day pass memberships are only valid for the day of the event and will expire after the event. Day pass memberships must be paid for during event registration. Day pass members shall enjoy the opportunity to participate as a “racer” in the H.P.M.A. sponsored event for which the registration was paid. One-day membership does not entitle the member to vote in association business or participate in any other H.P.M.A. activities or functions. The term of the day pass membership shall be only for the day of the particular event registered for. Day pass memberships may be granted to any individual that:

1. Completes an H.P.M.A. membership application including liability release;
2. Agrees that they have received a copy of, read, and understood H.P.M.A.'s most current version of Competition Rules and Regulations;
3. Supports and promotes the Mission of the Association;
4. Agrees that they have read and will abide by the H.P.M.A. Code of Conduct while in attendance at the event;
5. And abides by policies, rules, and regulations as the Association may adopt.

Section 3. Resignation of a Member: Any member may resign by submitting a written resignation to the elected Secretary via the official email address, certified mail, or in person. Resignation shall not relieve members of unpaid dues or other charges previously accrued.

Section 4. Voting: Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership as part of the Public Agenda. Members are not entitled to vote on issues not listed on the Public Agenda, including disciplinary actions. Board members voting by proxy have additional requirements outlined later in this document.

- A. Voting at the general meeting will be conducted by parliamentary procedure using a show of hands and will be counted by the board members' designated representative.
- B. Email voting is allowed for all Public Agenda items. Votes cast by email must contain the member's full name, the issue to be voted on, and the member's vote. Votes cast by email must be sent, at minimum, to the official email addresses of the President and Secretary of H.P.M.A., at least 30 minutes before the meeting is scheduled to begin. The Secretary will print and read aloud all votes cast by email as part of the voting process.

Section 5. Proxy Voting: Proxy voting is allowed for all public agenda items. Proxy votes must be assigned by email at least 30 minutes before the meeting is scheduled to begin. Emails assigning Proxy voting rights must include the voting member's full name, the full name of the person voting as the member's proxy, and for which issues the proxy may use the member's vote. Parents or Guardians of underage members, as well as legal Spouses of absent members, may submit proxy votes on behalf of the underage or absent members

without submitting an email by declaring to the board the identity of the member they are voting for.

Section 6. Disciplinary Action: A member may be suspended or expelled for a cause including but not limited to: violation of any of the Bylaws or duly adopted rules and regulations of H.P.M.A., conduct prejudicial to the Mission of H.P.M.A., conduct in violation of the H.P.M.A. Code of Conduct, or violation of any local, state, or federal law or regulation. All disciplinary actions must be passed in an official meeting, public or private, where the Board has quorum. All disciplinary actions must be succeed by a simple majority vote of Board members.

- A. Penalties and/or disqualifications from participation in races may still be made independently by race officials as outlined in the H.P.M.A. Competition Rules and Regulations and may or may not affect membership status in H.P.M.A.
- B. The Board may initiate disciplinary action at any step in the following disciplinary plan depending upon the violation's seriousness.
 1. Documented verbal warning from the Board.
 2. Documented written warning from the Board.
 3. The Board may initiate an immediate suspension and/or a probation period of its choice, after which it may decide to dismiss the grievance.
 - a. Should step 3 be initiated, the Board of Directors shall notify the member of the alleged violation and Pending action via Certified 1st Class Mail. This notification will include a statement of facts as the Board knows them, the specific Safety Rules, Regulations, or Bylaws allegedly violated, solutions and possible actions that may be taken along with the date, time, and place of the Board meeting when the issue will be further investigated, and a decision made.
 4. The Board may terminate the offending member's membership, without refund or recompense, in accordance with Wyoming Non-Profit Corporation Law W.S. 17-19-621.
 - a. The offending member will be given a chance to plead their case in a private Hearing in front of a quorum of the Board at least 5 days prior to any vote by the Board to terminate membership. Notice of this chance to plead their case will be provided by Certified 1st Class Mail at least 10 days prior to the Hearing, and will include a statement of facts as the Board knows them, the specific Safety Rules, Regulations, or Bylaws allegedly violated, and the date, time, and place of the Hearing. The offending member is obligated to attend the Hearing, and will be allowed an opportunity to state their case uninterrupted, and answer any questions the Board may have.
- C. The Board is the final authority in enforcing and interpreting H.P.M.A.'s bylaws, Rules, and Regulations.
 - a. Records of all disciplinary actions will be retained and archived by the Secretary.

- Section 7. Termination of Membership: At least 5 days after any disciplinary Hearing outlined in Section 6, Subsection (B)(4)(a), the proceedings for a vote on termination of membership by the Board will take place as follows:
- A. Termination shall be final after a simple majority vote of the Board votes to terminate membership in a private meeting where the Board is in quorum.
 - B. If membership termination results, the terminated member shall be notified by certified mail of the termination.
 - C. A member losing his/her membership through termination shall not be eligible for association membership (annual or day pass) for a period of 3 years and shall not be a guest of an association member at any meeting or H.P.M.A. event for a period of 3 years.
 - D. Any individual that has lost their membership through termination may reapply for membership after 3 years. The previously terminated member may only be admitted by both a unanimous vote in the affirmative by the Board in a public or private meeting AND a 2/3 majority vote in the affirmative by voting members in a public meeting.

Article IV Dues and Finance

- Section 1. Dues. Annual dues shall be an amount set by the Board of Directors with the approval of a 2/3 vote in the affirmative by the Board of Directors in a public meeting. Dues must be paid before participation in any H.P.M.A. sanctioned or co-sponsored event.
- A. Dues payment. Members shall make payments to the association Treasurer via cash, personal check, or by any online payment processor (Venmo, Paypal, etc.) currently endorsed or favored by the Treasurer.
 - B. Membership Year. The membership year shall be from January 1 through December 31.

Section 2. Budget. The Board of Directors shall submit a proposed budget at the first public meeting held during any fiscal year.

Section 3. Fiscal Year. The fiscal year shall be January 1 through December 31.

Article V The Board

Section 1. Office and Duties: There shall be no more than eleven (11) officers that shall make up the Board. All officers of the Board must maintain H.P.M.A membership in good standing throughout their service. Their duties are as follows:

- A. President: The President shall convene regularly scheduled board meetings, preside, or arrange for other Executive Committee members to preside at each meeting in the following order. Vice President, Secretary, and Treasurer. The President shall oversee all business affairs, activities, and duties of the Association. The President shall ensure the rule book is up to date, make any corrections or edits needed, and is officially ready for use before the season's first race.
- B. Vice President: The Vice President shall chair committees on special subjects as designated by the Board. The Vice President shall also oversee meetings and general business in the absence of the President. The Vice President will be responsible for coordinating the yearly promoter meeting in January. The Vice President shall verify the rulebooks contents to ensure it is officially ready for race season.
- C. Board Advisor: The Board Advisor is responsible for maintaining contact with the general membership of H.P.M.A, and best representing their interests and opinions to the Board. The Board Advisor is also responsible for proposing member ideas to the board, and chairing committees as necessary.
- D. Referee: The referee shall attend every race to make sure every racer/spectator follows the rules of the rules in accordance with the updated rules book, which the referee will have a copy with him/her at all times. The referee will also mitigate any disputes during a race day in accordance with the rulebook. The referee will also make sure the rulebook is officially ready for race season.
- E. Treasurer: The Treasurer shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in preparing the budget, help develop fundraising plans, and make financial information available to board membership and the public, including an annual audit. The Treasurer will see that those appropriate signatures of board members are required on each check written on behalf of the Association. The Treasurer shall maintain a cash receipt book and see that when cash is received, both the Treasurer and the person or entity giving the cash to the association signs the receipt. The Treasurer will be responsible for maintaining the “Bad Check” list, per the Bad Check Rule listed in the H.P.M.A. Rule Book. The Treasurer shall be responsible for collecting

membership money and keeping an accurate ledger, which includes the date, the payee's name, and amount.

- F. Secretary: The Secretary shall be responsible for collecting all membership and day pass money and keeping an accurate ledger that includes the date, the payee's name, and amount at the sanctioned event. The Secretary will maintain records of all liability waivers signed by members who compete at events, and will maintain possession of all liability waivers for as long as they remain valid. The Secretary will keep a roll of all current members, when each member's yearly dues were paid, and when each member's yearly membership expires. After each event, Secretary will also be required to give all money and records of membership money to the Treasurer while maintaining a copy for him or herself. The Secretary will create and distribute notice and an agenda for each public and private meeting according to these Bylaws. The Secretary will take minutes of all board meetings and will post them to the website. The Secretary is responsible for all mailers to the membership.

- G. Points Keeper: The Points Keeper is responsible for keeping an accurate ledger of all race series points for all riders. The Points Keeper is responsible for collecting all race entry forms after each event and ensuring that the website displaying race series points is updated no more than three (3) days after a sanctioned event.

- H. Board Advisor: The Board Advisor shall be the most recent previous Board President who shall advise and consult with the current Board President at the President's discretion.

- I. General Member: General Members shall advise the Officers of the Board and vote on all matters presented to or by the Board.

Section 2. Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected.

Section 3. Officer Elections: New officers shall be elected by a simple majority vote by all voting members in attendance at the first meeting in any fiscal year where one or more positions are or will be vacant at the close of the meeting due to the conclusion of a term. New officers may be elected at any public meeting during which there is a vacant officer position due to resignation, relocation, death, disability, or any other reason, by the same method. If a position becomes vacant within three (3) days of the next public meeting, the

election may be delayed for one (1) public meeting, in order to allow enough time to gather nominations for the position.

Section 4. Terms: All board members shall serve two-year terms which shall begin at the close of the meeting where they are elected, and conclude after the first meetings in two separate fiscal years have been concluded. All board members are eligible for re-election for up to ten consecutive terms.

Section 5. Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from members in good standing three (3) days before a public meeting. These nominations shall be sent out to board members with the regular public meeting agenda, to be voted upon at the next public meeting.

Section 6. Resignations, Termination, and Absences: Resignation from the Board must be in writing and received by the Secretary. A board member may be removed for non-performance of duties or any wrongdoing by a three-fourths (3/4) majority vote of the remaining board members, or by a three-fourths (3/4) majority vote by members in good standing at a public meeting where at least sixty percent (60%) of all members in good standing cast a vote in person, via email, or by proxy. A board member whose attendance is less than fifty percent (50%) for a calendar year or who fails to attend in person, five (5) consecutive regularly scheduled public or private meetings shall be terminated unless reinstated by the Board. If a board member is reinstated, the director shall not be given a new term; instead, the director shall continue his or her previous term. Circumstances may arise that prevent a board member from attending the required meetings, including family emergency, illness, injury, or road conditions. Board members must notify another member of the Board if any circumstances prevent the attendance of a public or private meeting.

Article VI Corporate Funds

Section 1. Depository- Depository of corporate funds shall be in such federally insured banking institutions as may be designated by the Board.

Section 2. Disbursements- All corporate funds shall be disbursed only by check signed by the President or Treasurer and shall be made in the payment of only such obligations that have been authorized to be paid by the Board.

Article VII

Meetings

- Section 1. Meetings and Notice: The Board shall make every effort to hold public meetings at least once every other month, at an agreed-upon time and place. An official public meeting requires that publication of written notice containing details of the meeting occurs at least ten days in advance. A public agenda for all public meetings must be published by the same or substantially similar method at least twenty-four (24) hours prior to the scheduled start time of the meeting. All members in good standing, close relations of members in good standing, and prospective members are invited to attend public meetings.
- Section 2. Private Meetings: Private meetings may be called by the President or a majority of the Board of Directors or upon the written request of ten percent (10%) of the voting members in good standing. The purpose of the meeting shall be stated in the call to the meeting, and at least forty-eight (48) hours written notice shall be given. No other business other than that specified shall be conducted. Only current board members and specifically invited members in good standing may attend private meetings.
- Section 3. Quorum: A quorum must be attended by at least fifty percent (50%) of board members for business transactions to take place and motions to pass.
- Section 4. Action Without a Meeting. Any action may be taken without a meeting if consent, in writing, setting forth the action to be taken shall be signed by sixty percent (60%) of all the members entitled to vote concerning the subject matter. Written permission may include communications transmitted or received by electronic means. The written consents must be included in the minutes or filed with the corporate records reflecting the actions. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- Section 5. Provisions for attending meetings remotely. Any action to be taken at a meeting of the Board of Directors, the membership, or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, a notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours before the meeting.
- Section 6. Manner of Acting. The act of a majority or more of the voting members present (either in person or by proxy) at a duly called meeting of the voting members at which a

quorum of the Board is present (either in person or by proxy) shall be the act of the members for all matters voted upon by the voting members unless the act of a greater number is required by these Bylaws.

Section 7. Board Proxies. Board members may assign proxies to vote in their place. A board member wishing to assign a proxy must notify the Board Secretary in writing twenty-four (24) hours before the meeting, or if the Secretary is assigning a proxy, the written notification must be given to the President. Written notification may be in person, by US Postal Service, or by email to the official email address of the relevant board member. The proxy is only in place for the duration stated in the board member's notice. The board member must include the following in the notice: proxy's name, that the proxy is authorized to vote on any issue presented at the meeting that was stated in the meeting notice, the duration of the proxy's obligation, and a signature line for the member and proxy. The Board shall keep proxy notices on behalf of board members on file for three (3) years.

Section 8. Voting. Each member in good standing shall be entitled to one vote. Those eligible to vote shall be identified at the time of voting by various means as per the President's direction. All motions for voting will be decided by a majority vote according to the methods outlined in these Bylaws. The actual vote shall be determined by majority vote according to the methods outlined in these Bylaws. Upon the demand of any member, the vote shall be by ballot.

Section 9. Order of Business. The order of business shall be as follows as to all of the meetings of the Corporation other than private meetings:

1. Roll call
2. Proof of notice of meeting or waiver of notice.
3. Reading of the minutes of the preceding meeting.
4. Reports of officers.
5. Reports of committee chairs.
6. Recognition of new members.
7. Election of officers, when applicable.
8. Unfinished business.
9. New business.

This order of business may be altered or suspended at any meeting by a majority vote of the members in good standing present.

Article VIII Obligations

Association Obligations. No member of the Board of Directors shall incur any indebtedness or borrow any money for H.P.M.A. without the approval of the majority of the Board, except that the above shall not prevent any officer from paying current operating expenses of H.P.M.A.

Article IX Contracts

Contracts. No contracts shall be binding upon H.P.M.A. unless they shall be signed by at least two current board members and ratified by a majority of the board members present and voting at the next regular meeting of the Board.

Article X Competition Rules and Regulations

Competition Rules and Regulations. The Board of Directors is responsible for establishing the H.P.M.A. Rules and Regulations and formulating policy for H.P.M.A. sanctioned and co-sponsored events. These rules shall be maintained in the H.P.M.A. Competition Rules and Regulation rulebook to be reviewed annually and revised as necessary.

Article XI Committees

Committee Formation: The Board may create committees as needed, such as fundraising, promotions, housing, public relations, data collection, Webmaster, pee wee coordinator. The President appoints all committee chairs. Committee chairs may accept or deny volunteers to serve on their committee at their own discretion.

Article XII Authority to Borrow

The Board shall have the authority to borrow money on behalf of the Association by a majority vote of the directors.

Article XIII

Dissolution

In the event of dissolution of the Association, the assets shall be liquidated and distributed in accordance with the Articles of Organization on file with the Wyoming Secretary of State. No funds shall inure to the benefit of individual members.

Article XIV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this Association in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article XV

Amendment

These bylaws may be amended at any public meeting of this Association by a two-thirds majority vote of all present members in good standing, provided that the amendment has been submitted to the Board Secretary in writing at least fourteen (14) days before the meeting and is published in the agenda the meeting.

State of Wyoming

County of _____

The undersigned does hereby certify that the High Plains Motocross Association Inc. duly adopted the above and foregoing Bylaws as the Bylaws of said Association and that the same now constitute the Bylaws of this Association.

President

ATTEST: Treasurer