

# **CONSTITUTION AND BY-LAWS OF THE GREATER FAIRBANKS RACING ASSOCIATION**

## **ARTICLE I NAME**

By-Laws: A standing of an organized group, created for the regulation of its internal organization and the governing of its members. The name of this organization shall be The Greater Fairbanks Racing Association, Inc. here-in-after referred to as the Association. Said Association to be incorporated as a nonprofit, public service corporation under the application laws of the State of Alaska.

## **ARTICLE II PURPOSES AND OBJECTIVES**

The nature of business, and the objectives and purposes to be transacted, promoted and carried on by this association shall be, and are, to do any and all things here mentioned as fully and to the same extent and purpose as natural persons might or could do, to-it:

- A. To encourage frequent consultation among its members for the promotion of the common interest of its members; to adopt standards of conduct and operation for circle track racing, and secure compliance therewith by its members and other persons, firms, or corporations engaged in circle track racing in the Greater Fairbanks area.
- B. To keep abreast of and disseminate information to its members on federal, state and local issues which may affect its membership.
- C. To hold membership in other associations or to cooperate with the objects and purposes of said associations which are in the mutual interest of this Association and other such associations.
- D. To foster, study and promote federal, state and local issues beneficial to the members of this Association for the common good and general welfare of the public.
- E. To lease, buy, mortgage and sell real and personal property in the manner provided by law for the purpose of carrying on the objectives of the Association; to act as distributing agent without profit for the members of the Association.
- F. To deal as a body with persons and industries directly affecting the welfare of the Association.
- G. To improve the rapport of the Association and its members with the local and state-wide public; to inform the members and encourage their participation and support in appropriate activities which promote and advance the common good and general welfare of the community and the state; to enhance the awareness and concern of the members for the civic betterment and social improvement of the community and the state.
- H. To contribute to worthy causes and to make donations for the public welfare to charitable, scientific, or educational purposes.
- I. To promote sociability and friendship among its members.
- J. To do any and all such acts and things as may be necessary, proper and advisable to accomplish the objectives for which this Association was created.

### ARTICLE III MEMBERSHIP

Membership shall be open to persons interested in the purposes of this Association as set forth in Article II of the Articles of incorporation.

- A. Classes of Members: The Association will have four classes of members:
  - 1. **Honorary Dignitary Member:** A non-member admitted to the club by a majority vote of the Board of Directors. This honorary membership presented at the annual awards meeting recognizes individuals for their dedication to this Association and the community as a whole. This membership holds no voting privilege.
  - 2. **Honorary Functional Member:** A member chosen by a majority vote of the Board of Directors. This honorary membership presented at the annual awards meeting, recognizes outstanding service of an individual member who has continually dedicated themselves to the goals and purpose of this organization. All voting rights apply.
  - 3. **Lifetime Member:** A member who has purchased a lifetime membership prior to 1996. All voting rights apply.
  - 4. **Annual Member:** A member who pays an annual membership fee. All voting rights apply.
  
- B. Election-of Membership:
  - 1. Persons desiring to become members of this Association shall complete a written application furnished by the Association and submit the application and membership fee to either the secretary or treasurer.
  - 2. The annual dues of all members, except those admitted to honorary functional membership and lifetime membership shall be payable annually in advance. Honorary functional members and lifetime members shall not be assessed dues.
  - 3. All memberships, except those of honorary and lifetime expire December 31<sup>st</sup> of the current year.
  
- C. Termination of Membership: The Board of Directors, by affirmative vote of a majority of all members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, terminate the membership, or may suspend or expel a member who shall be in default in payment of dues for the fixed period.
  
- D. Resignation: Any member may resign by filing a written resignation with the secretary, but such a resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges previously accrued and unpaid.
  
- E. Reinstatement: Upon written request signed by a former member filed with the Board of Directors, the Board of Directors by the affirmative vote of a quorum of the membership of the Board of Directors at any meeting, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. In the event that a quorum is not physically present at the meeting, a vote for this purpose may be held by telephone with the absent Directors.
  
- F. Defined: A member in good standing is one who has paid all his/her dues, fines, or any assessments to the Association.

## **ARTICLE IV**

### **DUES, FEES, AND ASSESSMENTS**

Members of this association shall pay such annual dues and assessments as may be determined by the Board of Directors and duly ratified by a simple majority vote of the regular active Association members at the annual membership meeting, or by written ballot of the entire membership.

A. Membership Fees:

1. Annual membership dues shall be:
  - i. If paid ON OR BEFORE May 15 of the current membership year, \$30.00.
  - ii. If paid ON OR AFTER May 16 of the current membership year, \$50.00.
2. Dues shall be for one year (January 1 through December 31).
3. New members shall be eligible to vote immediately upon payment of dues.

B. Use of Membership Dues:

1. All membership dues shall be deposited into the General Fund account.
2. Membership dues shall be used to pay for expenses of the Association's normal operations, and the operational fees of specific programs. Special projects, when approved by the Board of Directors, may also be paid for out of the general fund. In case of dispute, the Board of Directors shall be the final arbitrator as to whether any project or program shall be paid for out of the general fund.
3. The SPECIAL ACCOUNT (Games of Chance and Contest of Skill) shall be governed by the Board of Directors in the manner prescribed by regulations set forth in the state statutes on Games of Chance and Contest of Skill permits.

C. Assessments:

1. The Board of Directors shall have the authority to make an assessment against the membership to meet the cost of any program it undertakes.
2. Any member may be suspended or expelled for nonpayment of indebtedness to the Association (other than annual dues) by a vote of two-thirds (2/3) of a quorum of the Board of Directors, or for any other cause by two-thirds (2/3) of all the members of the Association provided that such notice, in writing, stated the grounds of proposed suspensions or expulsion, and shall have been delivered to him or her or mailed to his or her last address carried in the records of the association fifteen (15) days prior to such actions. The Board of Directors, by similar rules, may rescind any such action and reinstate the member with or without conditions at its discretion.

D. Default and Termination of Membership: Should any member default in the payment of dues or assessments (as outlined in Article IV, Sections A and C) for a period of thirty (30) days beyond the due date, membership may be terminated by the Board of Directors in the manner provided in Article III, Section C.

## ARTICLE V

### BOARD OF DIRECTORS

- A. Except as otherwise required by law or provided by the By-Laws, the entire control of the Association and its affairs and property shall be vested in its Board of Directors. The Board of Directors of the Association shall consist of ten (10) members; five (5) Officers and five (5) Directors elected from and by the membership at large of the Association. The Directors shall be elected by ballot to serve for two (2) years or until their successors are elected, and their term by office shall begin at the close of the annual meeting at which they were elected. No member shall hold more than one office at one time. The past president shall succeed to the Board of Directors, as Chairman of the Board, for a period of one (1) year, unless thereafter reelected. On even numbered years the following positions shall be up for election; President, Secretary, Sergeant at Arms, Director #2 and #4 and one Director Alternate. *(Note: If the President is not re-elected and moves to the position of Chairman of the Board then only one Director Position will be filled)*. On odd numbered years the following positions shall be up for election; Vice-President, Treasurer, Director #1, #3 and #5 and one Director (Alternate. Any vacancies created as a result of elections will be filled per Article V A.3. of these By-Laws.
1. The officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary and a Sergeant-at-Arms, all of whom will be members of the Association. They shall be elected by written ballot at the annual meeting of the members.
  2. The officers shall perform the duties which are usually performed by such officers, or such duties as may be assigned to them from time to time by the Board of Directors.
  3. The resignation of any officer or director shall be tendered to the Board of Directors. If any vacancies shall occur in any office or in the Board of Directors by reason of resignation, death, or otherwise, the Board of Directors shall elect a member of the Association to fill such a vacancy for the unexpired term of the person who he/she replaces.
  4. Removal of Directors: Any director may be removed with cause at any time by vote of the members at any special meeting called for that purpose or at the annual meeting. The entire Board of Directors may, by majority vote, recommend the removal of any director for cause. Cause for removal shall be presumed upon any Board member's absence from three (3) consecutive Board meetings. This presumption is not binding upon the Board if, in its discretion, it determines that such absence was justified.
- B. Officers and Duties: The officers of the Association shall be a President, a Vice-President, Treasurer, Secretary and Sergeant-at-Arms. They must be paid up members in good standing at the time of election. The duties and powers of the officers of the Association shall be as follows and shall hereafter be set by resolution of the Board of Directors.
1. President:
    - a. The President shall preside at all meetings of the members, or shall appoint a presiding officer.
    - b. The President shall cause to be called regular and special meetings of the members and directors in accordance with the requirements of these By-Laws.
    - c. The President shall cause all books, reports, statements, and certifications to be properly kept and filed as required by law, and shall turn over such to his/her successor.
    - d. The President shall enforce these By-Laws and perform all duties incident to the office and which are required by law, and, generally promote the needs of the Association in accordance with specific policies determined by the Board of Directors.
    - e. The President shall serve with the Chairman of the Board of Directors and at least two (2) members (appointed by the President) as a nominating committee for officers for the following year.
    - f. The President shall be an ex officio member of all committees.

- g. The President shall appoint temporary officers or directors to fill vacancies until such vacancies have been filled by due process.

2. Vice-President:

- a. The Vice-President shall assume the duties of the President in the President's absence.
- b. The Vice-President shall assist the President in all matters pertaining to the Association.
- c. The Vice-President shall oversee all committees to insure proper functioning and reporting to the Association, and shall be an ex officio member of all committees.

3. Secretary:

- a. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.
- b. The Secretary shall attend to the giving of notice of meetings of the Board of Directors and of all the meetings of the members of the Association.
- c. The Secretary shall be the custodian of the records and corporate seal of the Association and shall affix the seal to corporate papers when required.
- d. The Secretary shall report at general meetings on correspondence.
- e. The Secretary shall assist with production of Association newsletters.
- f. The Secretary will provide administrative assistance and appropriate documents necessary to maintain standing committee functions.
- g. The Secretary will perform all duties incident to the office of the Secretary of the Association, and upon leaving office, shall turn over all records and files in his/her possession to his/her successor.

4. Treasurer:

- a. The Treasurer shall have the care and custody of, and be responsible for, all funds and securities of the Association, and shall deposit such funds and securities in the name of the Association in such banks or safe deposit companies as the Board of Directors may designate.
- b. The Treasurer shall make, sign and endorse the name of the Association with the President, Secretary, or with such co-signer as the Board of Directors shall designate, all check drafts, notes, and orders of payment of money, and payout and dispose of such under the direction of the President or Board of Directors.
- c. The Treasurer shall keep ledger records and render a report of the condition of the finances of the Association at regular meeting of the Board of Directors and regular membership meetings. The Treasurer shall make a full financial report at the annual meeting of the members.
- d. The Treasurer shall send dues notices by December 1 for the following membership year.
- e. The Treasurer shall further perform all duties incident to the office of Treasurer of the Association, inclusive of, but not limited to, reports to the IRS.
- f. The Treasurer shall, upon leaving office turn over all ledgers, financial records, membership information, and other records of the Association in his/her possession to his/her successor.

5. Sergeant-at-Arms:

- a. The Sergeant-at-Arms shall assist in preserving order as the chair may direct.
- b. The Sergeant-at-Arms shall have the duty of serving warrants or notices of fines.

C. Meetings:

- 1. Regular Meetings: The Board of Directors will hold regular meetings monthly or as it may otherwise determine, at such place and at such times and upon notice as it may in its discretion determine.
- 2. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President, or any two (2) members of the Board upon at least two (2) days' notice to each Director, given personally or by mail, telegram or telephone.

3. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.
4. 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 members. Any action taken by the Board of Directors on behalf of the members shall be reported to the membership at the next membership meeting.
5. Notice of any meeting prescribed by the By-Laws may be waived in writing by a Director.

## **ARTICLE VI**

### **MEMBERSHIP MEETINGS**

#### **A. The Annual Membership Meeting:**

1. The annual membership meeting of the Association at which the members of the Board of Directors and Officers shall be elected shall be held during the month of November of each year.
2. The Board of Directors of the Association shall present at the annual meeting a report, verified by the President and the Treasurer or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located and how invested; the amount and nature of the property acquired during the twelve (12) months immediately preceding the date of the report and the manner of acquisition; the amount applied, appropriated or expended during the year immediately preceding the date of the report, and the purpose, objects or persons to or for which said applications, appropriations or expenditures have been admitted to membership during such preceding year. An abstract thereof shall be entered in the proceedings of the minutes of the annual meeting.
3. The Board of Directors shall present the date, time and location of the annual meeting for approval by the general membership at least thirty (30) days prior to the proposed date.
4. The order of business at the annual meeting of the members of the corporation shall be as follows:
  - a. Call to order
  - b. Reading of minutes of the last meeting
  - c. Reading of the Treasurer's report
  - d. Report of the Board of Directors and Officers
  - e. Reports of committees
  - f. Unfinished business
  - g. Communications
  - h. Election and installation of officers
  - i. Racing class committees elections and results
  - j. General business
  - k. Adjournment

#### **B. Regular Meetings:**

1. Special meetings of the Association may be called at any time by the President or, upon written request to the President, by fifteen (15) members in good standing.
2. Notice of all meetings of the Association shall be publicized before the date of such meeting and shall state the time, place and purposes thereof.
3. Awards meetings may be held once a year at the conclusion of the racing season at a time and place to be announced by the Board of Directors. This meeting may be a banquet or an awards ceremony.
  - a. End of year awards and money may be awarded to each participant who raced at least half of the scheduled race days (not including rainouts).
  - b. Rookie of the Year - awarded to the rookie driver in each class who receives the most points. Rookie is defined as any driver who has not driven in that class before.
  - c. Sportsmanship-voted on by the drivers: the driver who performed in the most sportsman like manner during the year.
  - d. Most Improved Driver - voted on by the drivers: the one driver the other drivers feel has improved the most during the racing season.
  - e. Most Popular Driver - voted on by the spectators and pit crew.
  - f. Lap counters award - voted on by the lap counters: to include, but not limited to, "Rubber Ducky", "Wall Banger", "Hard Luck", "Attendance", etc.

g. Board of Directors Awards - The Board of Directors may give out special awards as approved by the Board.

C. Quorum:

Ten (10) members at large and at least three (3) Officers of the corporation, whether present in person, or represented by proxy, shall constitute a quorum for all purposes.

D. Conduct of Meetings:

The President shall preside at all meetings unless an alternate presiding officer has been appointed by the President. The membership shall retain the power to overrule the chair and elect their own presiding officer by majority vote of those present.

E. Rules of Procedure:

The rules of procedure at meetings of the members of the Association and the Board of Directors shall be according to Robert's Rules latest book of Parliamentary Procedure, so far as applicable and when not inconsistent with Association By-Laws. The rules of procedure may be suspended by a majority vote of those present and voting at any meeting.

F. All meetings shall generally utilize the following format:

1. Call to Order (time started)
2. Minutes and Communications
3. Treasurer's Report
4. Committee Reports
  - a. Standing Committees
  - b. Special Committees
5. President's Comments
6. Old Business
7. New Business
8. Member Comments
9. Announcements
10. Closing (time ended)



## **ARTICLE VII COMMITTEES**

### **A. Standing Committees; with Authority:**

1. Race Committees by Class; Function - To assure the standards of competition exemplifies the sportsmanship for which circle track racing is intended.
  - a. To establish minimum acceptable requirements and provide for orderly conduct of racing in class events.
  - b. To establish a set of rules for racing or adopt such rules as may be necessary in their class.
    1. Final draft of established or adopted rules must be submitted to the Board of Directors and receive final approval on or before December 31<sup>st</sup> to be instated for the new calendar years racing season. Failure to meet this deadline will require the proceeding years class rules to prevail for the new calendar years racing season. The Board of Directors has the right to reject the rules and send them back to committee if they are not in the best interest of the Association.
    2. Once final approval of the established, adopted or prevailing class rules is complete, the rules will remain in effect for the duration of the new calendar years racing season.
  
2. Race committees by Class; Committee Rules - each committee shall consist of a Chairman and Co-Chairman who shall be elected by a majority vote of eligible members of each individual class present at the final racing event of the season.
  - a. The Chairman and Co-Chairman shall serve for one (1) year or until their successors are elected. Their term of office shall begin at the end of the final racing event at which they were elected.
  - b. The voting procedure shall be consistent with the procedures used in electing corporate directors.
  - c. The committee election results must be submitted to the Board before or at the next scheduled Board meeting.
  - d. Eligible voters:
    1. Car must have taken a green flag in the class the current year.
    2. Only one (1) vote per vehicle; shall be owner, driver or proxy.
    3. Vote must be a qualified Association member.
  - e. Quorum: A minimum of 20% of eligible voting members of a class must be present in person (or represented by proxy) to represent a quorum.
  - f. Meetings:
    1. Regular meetings will be scheduled as needed to maintain the purpose and intent of said class.
    2. Special meetings may be called by the Chairman or by written request of three (3) or more eligible voters of said class. Applicable request forms will be provided by the Association.
    3. Annual race rules meeting will be conducted no sooner than the close of the current year season.
  - g. Notification of Meetings:
    1. Regular meetings require four (4) days advance notice given personally or by mail, telegraph or telephone.
    2. Special meetings may be held immediately on location if two-thirds (2/3) of the eligible voters of said class are present or with minimum two (2) days advance notice given personally or by mail, telegram or telephone. When two-thirds (2/3) of the eligible voters of said class are present at a scheduled Association function, race or meeting, it shall constitute a waiver of notice.
  
3. Race Committee by Class; Duties:

Chairman and Co-Chairman will be responsible for all administrative functions of the committee as specified by the Board of Directors for notifying all committee members of meetings.

- B. Standing Committees; no Authority;
  - 1. Standing Committees perform a continuing function and are established by the Board as may be required.
    - a. Each committee will consist of no less than three and no more than five members in good standing.
    - b. Committee members shall be appointed within thirty (30) days of annual membership meeting.
    - c. Written committee reports will be submitted to the Secretary.
  - 2. Standing committees include:
    - a. Finance Committee
    - b. Safety and Tech Committee
    - c. Track Maintenance Committee
    - d. Promotional and Marketing Committee
    - e. Games of Skill and Chance Committee
    - f. By-Laws Committee
    - g. Membership Committee
    - h. Nominating Committee
- C. Special Committee: Special committees are appointed, as the need arises, to carry out a specified task. Special committees automatically cease to exist on presentation of its final report to the Board.

## **ARTICLE VIII NOMINATIONS**

- A. Each member appointed to the committee on nominations shall be notified in writing by the Secretary within seven (7) days after appointment by the Board of Directors. The Secretary shall call a meeting of the committee not less than seven (7) days and not more than fourteen (14) days notice. The chairman of the committee shall be elected by the members of the committee. The committee shall make nominations for Officers and Directors to be elected by the membership at large. A nomination requires a majority vote of the committee and shall be filed with the Secretary not later than ten (10) days before the annual meeting. The Secretary shall mail such nomination to the members of the Association within seven (7) days of filing. Such report shall include a statement containing the name of each retiring officer and the name or names of the person or persons to be his/her successor.
  
- B. Nominations may also be made by members of the Association from the floor on the day of the election meeting. Nominees must be present for official acceptance. Exception may only be made if the member sends a proxy and a letter of intent to run for a specific office.
  
- C. Only nominations made as herein provided in this Article shall be in order except that if there shall be no nominations for any office or to succeed any Director whose term expires or member who is able and willing to serve, nominations to supply such omission may be made from the floor.

## **ARTICLE IX AMENDMENTS**

Alterations or amendments to the By-Laws shall be considered at any meeting of the members and become effective if two-thirds (2/3) of the members at such meeting, either present in person or represented by proxy, vote in favor of such changes in the By-Laws, provided that the notice of the proposed amendment has been mailed by the Secretary to the members at least ten days before the meeting of the members with provisions of voting by proxy.

The above By-Laws, which include some changes made to the original By-Laws were approved at the general membership meeting held on February 10, 1976.

The above By-Laws, which include some changes made to the original By-Laws were approved at the general membership meeting held on April 20, 1983.

The above By-Laws, which include some changes made to the original By-Laws were approved at the general membership meeting held on May 4, 1994.

The above By-Laws, which include some changes made to the original By-Laws were approved at the general membership meeting held on November 12, 1996.

The above By-Laws, which include some changes made to the original By-Laws were approved at the general membership meeting held on March 5, 1998.

The above By-Laws, which include some changes made to the original By-Laws were approved at the general membership meeting held on January 10, 2008.

The above By-Laws, were retyped to address outline and grammatical errors and the corrections were approved by the Board of Directors at the Board meeting held on January 19, 2011.

The above By-Laws, which include some changes made to the original By-Laws were approved at the general membership meeting held on April 5, 2012.

12/12 Constitution and By-Laws