

Medicine Hat Auto Racing Association

(Hereinafter known as MHARA)

REVISED: FEBRUARY 2018

BYLAWS

The MHARA rules shall apply to each and every driver, owner, sponsor, mechanic, crew member, volunteer and/or any other pit personnel (collectively known as participants) participating in MHARA recognized events

Anyone attempting to circumvent the rules or judged to be going against the spirit or intent of these rules of the organization is subject to disqualification or suspension.

Reference book for bylaw interpretation will be

Webster's New World Robert's Rules of Order Simplified and Applied

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ARTICLE 1 MEMBERSHIP

- 1.1 MHARA may allow as a member any individual interested in MHARA racing as long as that individual has completely and truthfully completed a membership application and agreed to abide by MHARA rules and code of conduct and paid the determined fee (s) due for membership.
- 1.2 Any person being the full age of sixteen (16) years may become a member of MHARA.
- 1.3 MHARA membership runs from January 1 to December 31 of the same year and must be renewed on an annual basis.
- 1.4 Members have a forty five (45) day grace period following December 31 to renew memberships, after which time the individual is treated in the same manner as stated for new members.
- 1.5 Membership fee in the MHARA shall be determined annually, by the board of directors.

ARTICLE 2 PROCEDURE FOR ACQUISITION OF NEW/LAPSED MEMBERSHIP

- 2.1 Membership applications and annual dues must be paid to the treasurer/designate.
- 2.2 Membership application will be reviewed/accepted /rejected by the executive.
- 2.3 Should any questions or concerns arise from any membership application, the applicant will be notified by the President and/or designate.

ARTICLE 3 JR. MEMBERSHIP

- 3.1 Junior membership is open to any youth 8 to 15 years of age, who are a part of a race team actively participating at MHARA events.
- 3.2 Jr. Membership fee in the MHARA shall be determined annually, by the Board of Directors.
- 3.3 The junior member has NO voting rights and cannot run for office.
- 3.4 When youth turns 16, he/she has the opportunity to upgrade membership to regular member status for the difference in cost or retain junior membership until next renewal time.

ARTICLE 4 MHARA TRACK VOLUNTEERS

- 4.1 A volunteer is a person who performs a service willingly and without pay.

- 4.2 Track volunteers will receive a membership for participating in a minimum of 50% of race events; however the volunteer must complete the application for membership form and submit same to the executive.
- 4.3 Volunteer members may not run for Board of Directors or sit on any elected committee.
- 4.4 Volunteer members will be charged the specified pit gate admission fee when participating with a race vehicle at the Speedway.
- 4.5 Volunteer membership ceases when the volunteer either notifies the executive they will no longer be available or ceases to-do volunteer work.

ARTICLE 5 WITHDRAWAL OF MEMBERSHIP

- 5.1 Any member wishing to withdraw from membership may do so upon submitting a notice in writing to the Board of Directors through the Secretary or designate.

ARTICLE 6 ELIGIBILITY FOR OFFICE / MEMBER IN GOOD STANDING

- 6.1 In order to be considered to be a member, all fines must be paid, all suspensions must be fully served, all outstanding debts to MHARA must be fully paid (important to note that volunteers are members under this definition).
- 6.2 Any paid member, who has been a member for a minimum of thirty (30) days shall be eligible to fill any office in MHARA (volunteer members do not qualify for this).

ARTICLE 7 ADVERTISING AND PROMOTION RELEASE

- 7.1 By entering into any MHARA event, drivers, car owners, crew and agents assign all commercial communication and broadcast rights including photos, videos, or sounds of the event to MHARA and name MHARA as their agent and representative regarding such rights.

ARTICLE 8 MEETINGS (general, special, annual)

- 8.1 “General meetings” shall be held once each month from February to December **as needed or practical**. Time and place to be reviewed annually in November.
- 8.2 “Annual General Meeting” shall be held in January of each year. Notice will be given to members by email or in writing via mail to the last known address (for those without email) a minimum of ten (10) days prior to the date of the meeting.
- 8.3 “Special meeting” shall be called by the President or Secretary upon receipt of a petition signed by one-third (1/3) of the members in good standing setting forth the reason for calling such meeting which shall be sent via email (or by letter to the last known address for those with no email) to each member, delivered seven (7) days prior to the meeting.

ARTICLE 9 QUORUMS

- 9.1 Quorum for board meetings is 4 members in good standing. For a general or annual meeting a quorum will be 4 members in good standing not including the board members.

ARTICLE 10 VOTING PRIVILEGES

- 10.1 Any member, in good standing, who has been a member for not less than thirty (30) days and has the right to vote at any general, annual general or special meeting of the MHARA
- 10.2 Voting at regularly scheduled and annual general meetings may be made by proxy vote in special circumstances when the member is unable to attend regularly scheduled meeting.
 - 10.2.1 The member must notify the secretary or designate and a ballot will be sent to him/her via email or fax.

10.2.2 After the member has completed the ballot it must be signed and faxed to the Secretary for presentation at the meeting.

10.3 Bylaws cannot be voted on by proxy.

10.4 Voting for election of officers shall be conducted using secret ballot in person or following criteria listed in 10.2

10.5 PROCEDURE FOR VOTING DURING ELECTIONS

10.5.1 President or Vice President (whichever is not affected by election) shall distribute the ballots to all members in good standing following current membership list.

10.5.2 One member at large will be selected to assist with distribution and collection of ballots.

10.5.3 Distribution of ballots will be done by President/Vice President calling the members name using the membership list and having said member come forward and receive ballot. Member's name will be checked off on appropriate form and upon completion of ballot, said ballot will be brought forward and returned to President/Vice President and this return will be documented on same form.

10.5.4 President/Vice President and 2 members at large will count ballots. The three people will sign off on official ballot reconciliation sheet to be retained by secretary with minutes.

10.6 PROCEDURE FOR NOMINATIONS

10.6.1 President or Vice President (whichever is not affected by election) shall run meeting and one member of the executive will be appointed to keep track of the nominations to ensure that anyone making nomination or seconding the nomination is a member in good standing.

10.6.2 In order to run for any elected/appointed position, a member MUST be nominated by a member and seconded by another member. The appointee must accept the nomination.

10.6.3 Nominations will be recorded in the minutes.

ARTICLE 11 ELECTION OF BOARD OF DIRECTORS

11.1 The Board of Directors shall be elected for a two (2) year term on a rotating basis. Note: Nominations for all positions will take place in November and Decembers, but election will take place at January annual meeting.

11.1.1 President, Secretary and two Directors and one associate director shall be elected in odd years (2017, 2019, etc)

11.1.2 Vice President, Treasurer and three Directors and one associate director shall be elected in even years (2016, 2018, etc.)

11.2 Elections will take place at the Annual General Meeting in January using secret ballot.

11.3 Following the election at the Annual General Meeting. Those elected shall form the Board of Directors and shall serve until their term is expired or until they resign or are removed from their position.

ARTICLE 12 GUIDELINES FOR CONFIDENTIALITY

12.1 Confidentiality is the safeguarding of private member information by the MHARA and by everyone involved in its operation.

All persons directly associated with the Board of Directors shall sign an Oath of confidentiality, immediately upon taking office. In situations involving a friend or relative of a board member, said Board member is to declare a conflict of interest and may be excused from the room during the discussion.

ARTICLE 13 BOARD OF DIRECTORS

13.1 The Board of Directors for the MHARA shall consist of:

13.1.1 President

13.1.2 Vice President

13.1.3 Secretary

13.1.4 Treasurer

13.1.5 5 Directors

13.1.6 2 Associate Directors (Associate board members will not have voting privileges at board meetings)

ARTICLE 14 BOARD RESPONSIBILITIES & MEETINGS

14.1 The Board of Directors shall, have full control and management of the affairs of the MHARA.

14.2 Non-scheduled meetings of the Board of Directors shall be called by the President

14.3 In exceptional circumstances, any four (4) members shall constitute a quorum and meetings shall be held without notice. If a quorum is present any business transacted at such meetings shall be ratified at the next regularly called meeting of the Board, or they shall be null and void.

ARTICLE 15 BOARD OF DIRECTORS RESPONSIBILITIES**15.1 PRESIDENT**

15.1.1 Exercise supervision over the affairs of MHARA and shall sign all official correspondence.

15.1.2 Preside at all meetings and may assign specific duties to the Vice President

15.1.3 Call meetings of the Board of Directors

15.1.4 If any question arises as to the interpretation of the constitution as it relates to the affairs of the MHARA, the President shall give interpretation which shall be final and binding on all affected persons unless and until reversed by the appeals committee

15.1.5 Shall be ex-officio member of all committees of MHARA

15.2 VICE PRESIDENT

15.2.1 Assist the President in the execution of his/her duties and may act on his/her behalf when so authorized

15.2.2 In the temporary absence of the President shall perform the duties of the President

NOTE: In the absence of both the President and Vice-President a chairperson shall be selected from members of the Board of Directors present at said meeting.

15.3 SECRETARY

15.3.1 Shall keep record of all the members of the MHARA and their addresses.

15.3.2 Receive and reply to all correspondence on behalf of the MHARA as directed by the members.

15.3.3 Give due notice of all meetings and ensure that accurate minutes are kept.

15.3.4 Have custody of minutes and records related to position

15.3.5 Provide for the meeting an agenda, minutes, correspondence and other records pertinent to the business of any meeting

15.3.6 Ensure that all reports are submitted in a timely manner

15.4 TREASURER

- 15.4.1 Shall be the “Chief Financial Officer” of MHARA
- 15.4.2 Use of a computer accounting program as determined by the Board of Directors shall be used for keeping the financial records of MHARA.
- 15.4.3 Have custody of all financial and accounting documents and shall be responsible for all accounting and financial records of MHARA
- 15.4.4 Prepare and provide a bank balance at monthly meetings.
- 15.4.5 Prepare and distribute a financial statement quarterly based on year end.
- 15.4.6 Prepare and submit an “event report” following each race event for the Board of Directors and membership upon request
- 15.4.7 Prepare and have audited an annual financial statement.
- 15.4.8 Prepare and submit all statements as required by law/government. A copy of such submissions will be reported to and available for inspection of the Board of Directors and members in good standing.
- 15.4.9 Advertising agreements will be documented on the contra-information sheets and the treasurer is responsible for invoicing the sponsors.
- 15.4.10 MHARA Members may democratically request an audit of the financial status of the association through proper channels at any time.

15.5 DIRECTORS

- 15.5.1 Attend the meetings of the Board of Directors
- 15.5.2 Report concerns of the membership
- 15.5.3 Represent the interests and concerns of all members of MHARA

NOTE: All books, records and pertinent information acquired directly from all positions shall be turned over immediately to the next duly elected executive filling the position.

ARTICLE 16 COMMITTEES

16.1 BY-LAW COMMITTEE

- 16.1.1 Annually, at the Annual General Meeting, in January, a bylaw review committee will be formed which will include 2 appointed board members and whenever possible one member from each class
- 16.1.2 Committee members will review bylaw suggestions and will compile such suggestions for membership approval in February.
- 16.1.3 All information acquired by virtue of position will be immediately turned over to the next committee members.

16.2 ADVERTISEMENT COMMITTEE

- 16.2.1 Annually at the Annual General Meeting in January, an Advertising Committee will be formed which will include 1 appointed board members and whenever possible, one member from each class.
- 16.2.2 Committee members will be responsible for procuring track sponsorship in the form of day sponsorship, program ads, fence signage, billboard signage etc.
- 16.2.3 Committee members will work under the guidelines set forth by the general members with consideration of recommendations from the Board of Directors and will seek guidance as necessary.

16.3 AUDIT COMMITTEE

16.3.1 The committee shall have three (3) voting members and be chaired by the MHARA treasurer **or their delegate**.

16.3.2 The committee shall meet when needed for consideration of urgent business.

16.3.3 The committee shall audit the books of the MHARA Treasurer and report to the MHARA Board its findings.

16.4 MEDIA LIAISON

16.4.1 The media liaison shall establish and maintain liaison with press and broadcasting media for the purpose of reporting and publicizing MHARA events and community activities.

ARTICLE 17 VOLUNTARY RESIGNATIONS FROM APPOINTED / ELECTED POSITIONS.

17.1 Any elected or appointed Executive member or committee member may resign at any time by giving written notice to the President (or Vice President in the case of a Presidential resignation.)

17.2 Any vacancy on the Board of Directors occurring during the year, shall be filled at the next meeting following election protocol

ARTICLE 18 REMOVAL FROM OFFICE

18.1 Any officer or director, upon a majority vote of all members in good standing may be removed from the office for any cause which the MHARA may deem reasonable.

18.2 A special meeting called for this sole purpose will be called by the President or designate.

18.3 Any member of the Board of Directors will automatically cease to hold their office upon the occurrence of missing two (2) consecutive meetings of the Board without just cause.

ARTICLE 19 SIGNING AUTHORITY

19.1 Signatories on all MHARA bank accounts shall consist of at least three (3) signatures.

19.2 Two signatories must sign all cheques.

ARTICLE 20 DISBURSEMENT OF MONEY

20.1 ALL money shall be distributed by means of cheque ~~or money order~~

ARTICLE 21 REMUNERATION

21.1 No officer of the MHARA shall receive any financial remuneration for his/her service.

21.2 In the event that individuals must be paid for a service to the MHARA, first option for employment would be internal. Such employment would be authorized by the membership and resumes would be evaluated by the Board of Directors who would then make recommendations to the general membership.

ARTICLE 22 REIMBURSEMENT

22.1 Board of Director or Committee members may request to be reimbursed for actual, necessary and reasonable travel and subsistence expenses incurred by them in the performance of their duties. All receipts must be submitted for reimbursement using Expense Report.

ARTICLE 23 CONTRACTED SERVICES

23.1 The Board of Directors shall assess/evaluate multiple written quotes from various reputable companies when making a recommendation to MHARA.

ARTICLE 24 ASSET DISPOSITION/ASSET PURCHASING

24.1 The Board of Directors shall recommend to the MHARA, the disposition of capital assets with no useful life by trade if possible or sell at a fair market value. To be approved by the general membership.

24.2 A motion duly made, seconded and passed at a general meeting must substantiate the purchasing of assets over \$1000.

ARTICLE 25 BORROWING POWER

25.1 For the purpose of carrying out its objectives, the MHARA may borrow or raise or secure the payment of money in such manner as it sees fit and in particular by the issue of debentures.

25.2 This power shall be exercised only under the authority of the membership.

25.3 Debentures shall not be issued without the sanction of a special resolution of the MHARA members

ARTICLE 26 AUDITING

26.1 The fiscal year of MHARA is January 1 – December 31 inclusive

26.2 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year.

26.3 A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor at the next General Meeting of MHARA

26.4 The books and records of MHARA may be inspected by the members at any time upon giving reasonable notice (10 days) and arranging a time satisfactory to the officer or officers having charge of such records.

26.5 Members of the Board of Directors shall at all times have access to the books and records of the MHARA.

ARTICLE 27 CODE OF CONDUCT

All MHARA members will be expected to abide by the following code of conduct at all MHARA events. The driver is responsible for the actions and words of the car owner, pit crew, etc. in all respects.

Throughout this section, the word “Driver” shall mean the driver and anyone associated with that driver at the track. The driver shall be the sole spokesman for his / her car owner and pit crew in any and all matters and must deal with the MHARA executive and/or officials regarding their conduct and behaviour.

27.1 Harassment of MHARA executive or track officials, safety crews, ambulance crews or spectators will never be tolerated.

27.2 Harassment of other racers and/or their crews, families etc. will not be tolerated.

NOTE: Violation of 27.1 and 27.2 will result in a one hundred (\$100) dollar fine. With each additional offense generating a one hundred (\$100) dollar greater fine i.e.: \$200, \$300, \$400

27.3 Physical violence will never be tolerated by anyone at any time.

Violation of this policy may result in a fine of up to five hundred (500) dollars plus suspension of two (2) race events. A second violation will result in a minimum of a five hundred (500) dollar fine plus suspension of up to twelve (12) calendar months from date of incident.

27.4 Any concerns regarding the racing events must be taken to MHARA officials ONLY. Any driver/member who leaves the pit area and confronts track officials in the track tower, flag stand or in any way interrupts duties during racing events will be immediately expelled from the MHARA event and will receive a one hundred (100) dollar fine. Each additional offence will generate a hundred (100) dollar greater fine. i.e. \$200, \$300, \$400

27.5 Any party who wilfully or maliciously uses a race car, or any other object on the track or in the pits to destroy or damage another person's personal property will be IMMEDIATELY suspended plus be subject to a fine of \$500 with each additional offence generating a \$100 greater fine. I.e. \$600, \$700, \$800.

NOTE: All fines must be paid before the driver will be allowed to participate in any additional MHARA events

ARTICLE 28 SUSPENSION POLICY / PROCEDURE—NON-COMPETION INCIDENT

28.1 Any complaint against another member or report of alleged non-competition incident must be delivered in writing to the Director of Operations or President before leaving the facility at the conclusion of the last race event of the day or MHARA event where incident occurred.

A fee of twenty dollars (\$20) must accompany the written complaint.

28.2 Within ten (10) days, the President or Vice President and one member of the Board of Directors shall interview all parties involved

28.3 Within forty eight (48) hours of the conclusion of the investigation the Board of Directors will review the information and make a decision based on the facts.

28.4 Within forty eight (48) hours following board determination all parties involved shall be notified by phone and a letter will be mailed or given to the members in question with the outcome of the investigation.

28.5 The decision may be appealed in writing to the President or Secretary within two (2) calendar days of the receipt of notice of determination.

28.6 An appeal meeting will be arranged within seven (7) calendar days following receipt of letter of appeal. All affected persons shall be entitled to appear at the appeal meeting.

28.7 Within 48 hours following board determination a final determination letter shall be mailed or given to the member (s) in question.

28.8 In the event that the protest is upheld, the member/competitor who filed the complaint will be refunded the \$20.

28.9 Outcomes of all investigations will be available for viewing at the next general meeting after completion of the investigation and after member has been served with notice.

NOTE: All suspensions will include a definite time frame and suspension time frame will start upon notification to offending parties

ARTICLE 29 FINALITY OF DECISIONS AND INTERPRETATIONS

29.1 The decisions of the MHARA executive/officials, including the interpretation and application of the bylaws/rules and the scoring of positions, shall be final, binding and non-appealable.

ARTICLE 30 DEFINITION OF A PARTICIPANT

30.1 *DEFINITION OF PARTICIPANT*-any person taking part in any event at Medicine Hat Speedway in any form, including but not limited to, drivers, owners, mechanics, crew members, sponsors, track officials or pit area observers. All participants are considered to be responsible for their personal conduct and safety. A waiver and release of liability and indemnity agreement must be signed by each participant at the time of entry into property leased by Medicine Hat Auto Racing Association.

ARTICLE 31 COVENANTS NOT TO SUE

- 31.1 All participants, agree that all decisions of MHARA race officials, shall be ~~non-litigable~~ binding.
- 31.2 All participants agree not to take legal action against MHARA, its officials, or board members. All participants further covenant and agree that they will not initiate any type of legal actions against MHARA or an MHARA official to challenge such decisions, to seek monetary damages, to seek injunctive relief or to seek any other kind of legal remedy.
- 31.3 All legal costs will be paid by participants.

ARTICLE 31 CLASS REQUIREMENTS

- 31.1 Members have final say on any new class being added to MHARA.
- 31.2 A minimum of five (5) registered cars is needed to make any class.

ARTICLE 32 CLASS RULES

- 32.1 Discussion on ALL class rules to be held annually. All class rules suggestions MUST be submitted in writing prior to September 30.
- 32.2 The board of directors will mandate all local class rule packages.

ARTICLE 33 BYLAWS

- 33.1 The bylaws may be rescinded, altered or added to by a "Special Resolution" from MHARA
- 33.2 All suggestions for changes to the MHARA bylaws must be submitted in writing prior to the closure of the December General meeting.
- 33.3 Second reading of intended bylaw changes will be done at the January Annual General Meeting and third reading (voting) will be done at February General Meeting.