

# SOCIETY BY-LAWS

## ALBERTA OUTLAW MODIFIED RACING ASSOCIATION

### MEMBERSHIP

1. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member by a favorable vote passed by a majority of the members at a regular meeting of the society, and upon payment of the fee. Such voting shall be by ballot, unless a meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee.
2. Any member wishing to withdraw from membership may do so upon a notice in writing to the board through its secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause, which the society may deem reasonable.

### 2a. DEFINITION OF MEMBERS:

**Rule voting Member** – a member is a registered driver or owner, who has paid his/her membership, is in good club standings, and has raced three races previous year to current date; or is in the current ownership of a car that raced three races previous year to current date under his ownership. (Only one voting member per car)

**Member**- a member is a registered driver, who has paid his/her membership, and is in good club standings.

**Associate Member** – a member who is not a registered driver (e.g. pit or crewmember), and has paid his/her membership, and is in good club standings.

*(Note: All members are able to vote on elections of the society.)*

### PRESIDENT

3. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the board. In his/her absence, the vice-president shall preside at any such meetings. In the absence of both, the secretary or a chairperson may be elected at the meeting to preside.

### BOARD OF DIRECTORS

4. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
  - 4.a) All members of the executive committee(including secretary & treasurer) hold voting rights at executive meetings. *(President will still hold his vote unless a tiebreaker is needed to resolve an issue)*
5. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the board shall be held as often as may be required, but at least once every three months, and shall be called by the president. A special meeting may be called on the instructions of any two members provided they request the president in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the board shall be called by 10 days notice in writing mailed to each member or by three days notice by fax or telephone. Any **four** members shall constitute a quorum, and meetings shall be held without notice if a quorum of the board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the board; otherwise they shall be null and void.

6. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
7. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

### **SECRETARY**

8. It shall be the duty of the secretary to attend all meetings of the society and of the board, and to keep accurate minutes of the same. He/she shall have charge of the seal of the society which whenever used shall be authenticated by the signature of the secretary and the president, or, in the case of the death or inability of either to act, by the vice-president. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the board. The secretary shall have charge of all the correspondences of the society and be under the direction of the president and the board.
9. The secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect all annual dues or assessments levied by the society, such monies shall be promptly turned over to the treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

### **TREASURER**

10. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever bank, trust company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the board whenever requested and shall prepare for submission to the annual meeting a statement duly audited of the financial position of the society and submit a copy of same to the secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if at any annual meeting for the election of officers shall so decide.

### **AUDITING**

11. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be DEC 31.
12. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

### **MEETINGS**

13. This society shall hold an annual meeting on or before NOVEMBER 28 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail 14 days prior to the date of the meeting. At this meeting there shall be President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and three directors. The officers and directors so elected shall serve until their successors are elected and installed. Term of two years per position held unless decided by voting members of the society. Positions may be held for longer than two years consecutively if society votes as such. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice/phone call calling such meeting. Any Member in good standing shall be eligible to fill any position of office in the society.

14. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail seven days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail seven days prior to the meeting.
15. 8 members in good standing shall constitute a quorum at any meeting.

### **VOTING**

16. Any member who has not withdrawn from membership nor has been suspended, nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

### **REMUNERATION**

17. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

### **BORROWING POWERS**

18. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

### **HARASSMENT OR UNWELCOME CONDUCT**

19. Harassment or Unwelcome Conduct will not be tolerated within the A.O.M.R.A. All members are considered equals and are all due equal respect. (Definition of Harassment: Any unwelcome conduct that creates an intimidating, hostile or offensive environment. This is not limited to sexual harassment, but can also include harassment based upon race, religion, nationality, sexual orientation, age and disability. Definition of Unwelcome conduct; Means that the recipient did not ask for, or invite the conduct, and he or she regarded it as undesirable or offensive.) Examples: Physical: Intimidating gestures, physical violence, threats or assault. Verbal: Derogatory remarks or unwelcome remarks about a person's personal characteristics or actions. Visual: Graffiti, defacing notices or posters written threats, any written communications of an inappropriate nature. All harassment or unwelcome conduct issues must be presented to the executive board at which time the board will take the appropriate steps to investigate allegations & remedy the situation. If a member is found to be in violation of this By-law the member(s) will be immediately considered to be in bad standings and banned from the club.

*The impact of harassment on the victim is more significant than the intent of the harasser.*

### **BY-LAWS**

20. The By-Laws may be rescinded, altered or added to by a "Special Resolution". "Special Resolution" Where stated refers to an executive meeting held by the board of Directors and submitted in writing to registries the change.