

OFFICIAL 2001 SMRI MEMBER BYLAWS

ARTICLE I MEMBERS

1.1 Membership

The membership of the SMRI shall consist of two classes of voting members: Racing members and Associate members. Each member of both classes shall be entitled to one vote on all issues presented to the membership, except that Associate members shall not be entitled to vote on issues specifically affecting only Racing members. The Board of Directors shall determine which issues affect only Racing members. The membership shall be open to any individual interested in promoting and participating in the advancement, appreciation and perpetuation of the sport of motorcycle roadracing in the state of New Mexico and the southwest region regardless of age, race, creed, national origin, political belief, religious persuasion, sex or handicap of the member. Any business entity consisting of more than one individual shall be considered as one member.

1.2 Application for membership.

Members shall be admitted to membership in the SMRI at such time as an application for membership is accepted by the Board of Directors and the membership fee, as may be established by the Board of Directors, is paid. The term of membership shall be for the calendar year.

1.3 Certificate of Membership

Each member, upon approval of the application for membership, shall be issued a certificate of membership. Each certificate shall be numbered and note the members name, address, date of issuance and type of membership. Certificates of membership have no par value and may not be transferred.

1.4 Revocation of Membership

Membership in the SMRI may be revoked by the Board of Directors whenever, in its judgment, a member has demonstrated conduct detrimental to the business of the SMRI and the sport of motorcycle roadracing. The individual whose membership is revoked shall forfeit any and all fees paid to the SMRI.

1.5 Annual Meeting

The Annual Meeting of the members shall be held at such a date and time in November as shall be established by the Board of Directors for the purpose of electing the President, Vice President, Secretary, Treasurer, Track Marshall, Insurance Communication Officer, New Rider Director and for the transaction of such other business as may come before the meeting.

1.6 Special Meetings

Special meetings of the members for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of one-tenth of the members. The purpose of every special meeting shall be stated in the notice thereof and no business shall be transacted thereat, except such as specified in the notice.

1.7 Notice of Meetings

Notice of meetings, both regular and special, of the members of the SMRI, shall be given by a notice mailed or electronically mailed to each member of record, directed to the address shown upon the books of the SMRI, at least ten days prior to the meeting. Such a notice shall state the nature, time, place and purpose of the meeting. Any notice of a meeting of the members sent by mail shall be deemed to be delivered when correctly deposited in the United States Mail with postage prepaid, addressed to the member's address as it appears on the books of the SMRI. Any notice of a meeting of the members sent by electronic mail shall be deemed to be delivered when correctly "sent" to the members electronic mail address as it appears on the books of the SMRI.

1.8 Quorum

One-fourth of the members entitled to vote represented in person shall constitute a quorum at any meeting of members. In the absence of a quorum at any meeting, those present shall adjourn the meeting for a period not to exceed sixty days.

1.9 Manner of Acting

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number is otherwise required by statute or by these bylaws. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the SMRI may adopt.

1.10 Voting

Voting by proxy will not be permitted. Any member who is not present and voting at a meeting may cast their vote on all matters, on which they are eligible to vote, in the proposed schedule by mailing or electronically mailing such vote to the Secretary in such time that it is received not later than the time of the holding of the meeting, as specified in the notice thereof. All such votes by mail so received will be counted in the same manner and to the same effect as votes cast in person by members in attendance at the meeting except that in no event shall the voters casting their ballots by mail be counted in determining a quorum.

1.11 Voting by Ballot

Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot.

**ARTICLE II
OFFICERS**

2.1 Officers Designated

The officers of the SMRI shall be President, Vice President, Secretary, Treasurer, Track Marshall, Insurance Communications Officer, and New Rider Director.

2.2 Election and Nominations

The officers of the SMRI shall be elected by the members at the annual meeting of the members of the SMRI. Only those members of SMRI who are twenty-one years of age or older and who have been in good standing for not less than one year shall be eligible for election as an officer of SMRI. Nominations for officers shall be made only by a member in good standing with SMRI and shall be made a minimum of 30 days in advance of the election for the respective officer.

2.3 Term of Office

The term of office for all officers shall be two years except as provided in these bylaws. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner provided in these bylaws. The President, Secretary, Track Marshall, and Insurance Communications Officer terms shall begin January 15, 2002. The Vice President, Treasurer, and New Rider Director terms shall begin January 15, 2003. The Vice President, Treasurer, and New Rider Director elected in November 2001 shall have terms of one year. The term limits for all officers shall be four years.

2.4 Removal of Officers

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the SMRI will be served thereby. Election or appointment of any officer or agent shall not in itself create contract rights.

2.5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the remainder of the term for which the person vacating the position was elected.

2.6 President

The President shall:

Provide leadership to the SMRI membership and coordinate with the Board of Directors.

In general, subject to the control of the Board of Directors, supervise and conduct the business and affairs of the SMRI.

Preside at all meetings of the members, and prepare agendas for these meetings.

Present ideas, complaints and suggestions to the Board and the membership.

Appoint the chairperson and members of all standing committees. The Selection of committee members may be delegated to individual officers as appropriate. The President is responsible to see that all committees function within prescribed guidelines.

Have such powers and shall perform such other duties as may be properly required of them by the Board of Directors.

2.7 Vice President

The Vice President shall:

Perform such duties as may be assigned to them by the President or by the Board of Directors.

In the absence or disability of the President, perform the duties of the President. However, in the case of death, resignation, removal, or disability of the President, the Board of Directors may declare the office vacant and elect their successor to fill the remainder of the President's term.

2.8 Secretary

The Secretary shall:

Keep the minutes of the proceedings of the members in one or more books provided for that purpose.

See that all notices are given in accordance with the provision of these bylaws.

Be custodian and maintain the membership book, which shall contain a list of the certificates of membership which have been issued.

Keep a register of an address of each member.

Be responsible for sign up, score keeping and gridding at all race events.

Be responsible for assigning racer numbers.

Perform other duties that may be assigned to that office by the President or Board of Directors.

2.9 Treasurer

The Treasurer shall:

Be accountable for all funds and securities of the SMRI.

Be responsible for paying all debts incurred by the SMRI in a timely manner and depositing all funds received in the SMRI corporate account.

Administer policies regarding sending annual membership renewal forms to the members of record prior to the end of the fiscal year.

Be required to be bonded.

Maintain the methods and systems of accounting to be followed, keep complete books and record of account and prepare and file all local, state and federal tax returns.

Maintain an adequate system of internal audit and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the SMRI.

Perform other duties that may be assigned to that office by the President or Board of Directors.

2.10 Track Marshall

The Track Marshall shall:

Be responsible for the orderly conduct of the races and race day activities.

Determine that qualified personnel are assigned to those positions necessary to ensure the efficient and orderly conduct of the event.

Coordinate with the Board of Directors to determine the suitability of the course and to consider if the event should be cancelled if conditions make the course unsuitable.

Direct the starter to flag riders off the track for any condition he deems to be unsuitable or in violation of the rules.

Direct a race or practice to be halted.

Direct and oversee the activities of all other track workers.

Serve as a referee in the enforcement of rules regulating race track conduct and procedures.

2.11 New Rider Director

The New Rider Director shall:

Organize and conduct riding schools and evaluations.

Recruit, evaluate, and make final determination of the credentials and suitability of assistants, instructors and schools.

Make final determination whether riders are qualified to compete in an event.

Approve or deny new license applications, rider advancements and revocation of advancements, racing credentials from other organizations and schools and other duties as specified in the rule book.

2.12 Insurance Communications Officer

The Insurance Communications Officer shall:

Make sure that an event is properly sanctioned, with liability insurance coverage intact.

Review registration procedures and ensure that an adequate supply of all sign-up materials and release forms are available.

Research and consolidate information on all participant or spectator mishaps or occurrences.

Complete and mail the ICO injury report form within twenty-four hours after the event.

Call the insuring agency immediately following the event to report any serious accident.

2.13 Bonds

The Board of Directors may require any office or agent of the SMRI to give Bond to the SMRI in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

2.14 Officers First Duty

Officers may only participate as racers in race day events conducted by the SMRI if such participation does not interfere with the regular discharge of their duties as officers of the SMRI.

ARTICLE III
CONTRACTS, LOANS, CHECKS and DEPOSITS

3.1 Contracts

No contracts shall be entered into by the SMRI without the prior approval of the Board of Directors.

3.2 Loans

No loan shall be contracted on behalf of the SMRI and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors.

3.3 Checks, Drafts, Etc.

All checks drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SMRI shall be signed by such officer or officers, agent or agents of the SMRI and in such manner as shall from time to time be determined by the Board of Directors.

3.4 Deposits

All funds of the SMRI not otherwise employed shall be deposited from time to time to the credit of the SMRI in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IV
LIMITATIONS OF AUTHORITY

No members or group of members shall take any action in the name of or on behalf of SMRI unless duly authorized by the Board of Directors. Any unauthorized action in the name of SMRI shall be deemed wholly void and not binding on SMRI or any of its members and shall not be construed to be the official act or acts of SMRI. There shall be no personal liability of any SMRI member for any act of the SMRI, by its officers, directors, or agents acting within the scope of authority of the SMRI.