

**BY-LAWS OF  
NORTHWEST BARREL RACING ASSOCIATION**

**ARTICLE I. MEMBERS.**

**1. Membership.** Any individual who has completed a membership application approved by the Board of Directors and whose membership fees are current shall be deemed a member.

**2. Membership Fees.** Membership fees shall be established by the Board of Directors from time to time at an annual or special meeting.

**3. Annual Meeting.** An annual meeting of the members shall be held at the time and place selected by the Board of Directors.

**4. Special Meetings.** Special meetings of the members may be called by the Board of Directors. The substance of the special meeting shall be constrained to the purpose(s) for which the special meeting has been called, as contained in the notice delivered to the members.

**5. Place and Time of Special Meetings.** A special meeting shall be held at a place and time determined by the Board of Directors.

**6. Notice of Special Meetings.** Written notice stating the place, day, hour and purpose of the special meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by email, or by mail, to each member.

**7. Voting.** A member age 18 or older shall have the right to vote. A member younger than age 18 shall not have the right to vote, nor shall a parent, guardian, or custodian of such member have the right to vote.

At any meeting of the members, each member present having the right to vote shall be entitled to one vote, with a majority vote determining the issue. Voting rights may be exercised by proxy. If a member is present and abstains from voting or is silent, his or her vote shall be counted as a vote against the question.

**8. Quorum.** At any meeting of the general membership, a quorum of the general membership shall be equal to 25% of all members entitled to vote.

**9. Conduct of Meetings.** Meetings of the members shall be conducted in accordance with Robert's Rules of Order.

**ARTICLE II. BOARD OF DIRECTORS.**

**1. Number, Qualification and Election.**

**A. *Prior to 2008 annual meeting.***

**(1) Number.** The Board of Directors shall consist of nine (9) Directors. The officers shall be elected separately from the Directors but shall be deemed to have all rights of a Director, including the right to vote at a meeting of Directors, subject to Article III., section 4.

(2) **Qualification.** A Director must at all times be a member.

(3) **Election.** At all times, two (2) Directors shall be residents of each of Montana, South Dakota, and Wyoming. At all times, one (1) Director shall be a resident of each of Idaho, North Dakota and Nebraska. Each Director shall serve a two (2) year term and may be reelected to an unlimited number of terms, consecutive or otherwise. If a constituent state is represented by two Directors, such Directors shall have staggered terms so that one Director from each constituent state is elected at each annual meeting of the members. Each member present at an annual meeting shall have the right to cast one vote for a candidate who resides in the same state as the voting member. A member cannot vote for a candidate who resides in a different state. The candidate from each state receiving the most votes at an annual election (or at every other annual election, in the case of Idaho, North Dakota, Nebraska) shall become a Director.

**B. Subsequent to 2008 annual meeting.**

(1) **Number.** The Board of Directors shall consist of twelve (12) Directors: a President, Vice-President, and ten (10) at-large Directors.

(2) **Qualification.** A Director must at all times be a member.

(3) **Election.** At all times, two (2) Directors shall be residents of each constituent state (Idaho, Montana, North Dakota, Nebraska, South Dakota, and Wyoming). Each Director shall serve a two (2) year term and may be reelected to an unlimited number of terms, consecutive or otherwise. The Directors from each constituent state shall have staggered terms so that one Director from each constituent state is elected at each annual meeting of the members. Each member present at an annual meeting shall have the right to cast one vote for a candidate who resides in the same state as the voting member. A member cannot vote for a candidate who resides in a different state. The candidate from each state receiving the most votes at an annual election shall become a Director.

**C.** The Board of Directors may elect to add another state to the Board of Directors. If the members do so, the members from such state shall elect two (2) Directors at the subsequent annual meeting of the members, one Director to serve for a term of (1) year and the other Director to serve for a term of two (2) years. Thereafter, such added state shall be represented by Directors elected pursuant to the terms of section **1.A.3.** or **1.B.3.**, above, as the case may be.

The Board of Directors may also elect to remove a state from the Board of Directors.

**2. Vacancies.** Vacancies on the Board of Directors shall be filled by the Board of Directors or may be left vacant until the next annual meeting of members. If the Board of Directors chooses to fill a vacancy, they shall choose a member residing in the same state as the departing Director. Each Director selected by the Board of Directors to fill a vacancy shall serve out his or her predecessor's term.

**3. Powers and Duties of the Board of Directors.** It shall be the duty of the Board of Directors to direct the management of the property and affairs of the corporation, to exercise all corporate powers, and to appoint from its own membership, the officers of the corporation. The Board shall have power to enter into written contracts with employees and for long-term financing of corporate obligations for terms extending beyond the terms of office of any or all of the individual directors.

The Board shall have the power to enact rules and regulations consistent with these Bylaws and the Articles of Incorporation.

The Board shall appoint the Executive Secretary, to serve at the pleasure of the Board. Generally, and without limitation, the Board shall have the power and shall operate the business of the corporation in a prudent and careful manner consistent with the limitations and restrictions imposed by the Articles of Incorporation of the corporation and under the powers granted to it by the laws of the State of South Dakota.

**4. Resignation and Removal of Board Members.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed by the majority vote of the other directors for violating these by-laws, neglect of duty of office, or behavior injurious to the corporation. Any director who is absent from three consecutive regular meetings of the Board of Directors, unless excused by the Board of Directors for good and sufficient reason, shall be removed automatically as a director of the corporation and such director's position on the Board of Directors shall be declared vacant. No such action shall be taken until the director has been advised of specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the Board of Directors.

**5. First Meeting.** The first meeting of the directors after the filing of the Articles of Incorporation shall be an organizational meeting held at the call of a majority of the incorporators for the purpose of adopting by-laws, electing officers, and for normal business activity. The incorporators calling the meeting shall give three days notice of such meeting.

**6. Annual Meetings.** The Board of Directors must meet at least twice annually. One annual meeting of the Board of Directors shall be held following the annual general membership meeting and a 48 hour notice of such meeting shall be required. The second meeting shall be held at such time and place as determined by the Board of Directors, provided no less than 48 hours' notice of such meeting is given by the President or Executive Secretary.

**7. Special Meetings.** At the written request of at least 5 members of the Board of Directors, a special meeting of the Board of Directors may be held at any time and at any place upon no less than 48 hours' notice by the President or Executive Secretary.

**8. Quorum.**

**A. Prior to 2008 annual meeting.** Seven (7) directors plus either the President or Vice President shall constitute a quorum. The concurrence of a majority of the Board of Directors present at a meeting at which a quorum is present shall be necessary to conduct the business of the Board. The act of being "present" includes both physical appearances, teleconference appearances and presence by proxy.

**B. Subsequent to 2008 annual meeting.** Nine (9) directors shall constitute a quorum. The concurrence of a majority of the Board of Directors present at a meeting at which a quorum is present shall be necessary to conduct the business of the Board. The act of being “present” includes both physical appearances, teleconference appearances and presence by proxy.

**C.** Under no circumstances shall a quorum be less the 75% of Directors.

**9. Voting.** At any meeting of the Board of Directors, each director shall be entitled to one vote with a majority vote determining the issue. Voting rights may be exercised by proxies. If a director is present and abstains from voting or is silent, his or her vote shall be counted as a vote in favor of the question.

**10. Action Without Meeting.** Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

**11. Executive Secretary.** The Executive Secretary shall see that the minutes of all meetings of members and of the board of directors are kept. The Secretary shall give or cause to be given required notice of all meetings of the members and of the board of directors; shall have possession of and shall affix the corporate seal when appropriate to documents; shall, in the discretion of the Board of Directors, serve as the Registered Agent of the corporation, and in general, shall perform all the duties incident to the office of The Secretary shall also serve as Treasurer of the Corporation. Secretary of a corporation and such other duties as may be assigned to him/her by the board. The Executive Secretary shall be reimbursed for any and all expenditures made by him/her in the performance of his/her duties and may, in the discretion of the Board of Directors, be salaried. The Secretary need not be a member or a Director.

### **ARTICLE III. OFFICERS.**

**1. Designation of Titles.** The titles of officers of the corporation shall include a President, a Vice President, and any other officers as may be necessary or expedient for the proper conduct of business of the corporation as may from time to time be determined by the Board of Directors.

**2. Selection, Term and Removal.**

**A. Prior to 2008 annual meeting.** The President and Vice-President shall be elected by the members present at each annual meeting. Each member present at an annual meeting shall have the right to cast one vote for a candidate each officer. Officers shall serve at the pleasure of the Board for a one-year term and may be removed from office at any time with assigned cause by the Board.

**B. Subsequent to 2008 annual meeting.** The President and Vice-President shall be selected by a majority of the Directors present at the annual meeting of the Board of Directors. Officers shall serve at the pleasure of the Board for a one-year term and may be removed from office at any time with assigned cause by the Board. All officers must be members of the Board of Directors at all times during their terms of office. After serving three successive one-year terms, an officer shall be ineligible for election to such office for one year.

**3. Resignation and Vacancies.** Any officer may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office due to death, resignation, removal, disqualification or otherwise may be immediately filled by the Board of Directors.

**4. President.** The President shall preside at all meetings of members and of the Board of Directors, including the annual convention and special meetings. However, the President is not entitled to vote at the meetings of the members or the directors unless the members' or directors' votes are equally split. The President shall sign all contracts and agreements and any other instruments requiring execution on behalf of the corporation, and shall be the chief executive officer of the corporation, subject to policies established by the Board of Directors. The Chairperson shall preside at annual or special membership meetings as well as directors' meetings.

**5. Vice President.** The Vice President shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of President's temporary inability to act, unless otherwise restricted by the Board.

**6. Delegation of Duties.** Whenever an officer is absent or whenever for any reason the Board of Directors may deem desirable, the Board may delegate the powers and duties of such officer to any other officer or officers or to any director or directors.

**7. Financial Audit or Review.** The financial books, records and reports of the corporation shall be annually reviewed or, if the Board of Directors directs, formally audited by a qualified accountant, and the results of such review or audit shall be timely presented to the Board of Directors.

**8. Signatures Required for Banking.** All checks, drafts, or other instruments drawn on a bank or other financial institution by the corporation, and all notes, mortgages or other instruments of indebtedness shall require the signature of either the Executive Secretary or the President of the corporation, or any person or persons so authorized by the resolution of the Board of Directors made from time to time.

#### **ARTICLE IV. COMMITTEES.**

**1. Committees.** The Board of Directors may at any time designate such special committees not having or exercising the authority of the Board of Directors in the management of the association as it may deem advisable, may fix the terms and duties of such committees, and one Board member will be appointed by the Board to serve on each committee. Persons to serve on these committees shall be appointed by the chair at the annual meeting of the corporation but need not be members of the corporation. All committees shall be selected annually. In the event a new committee is created between annual membership meetings, the Board may appoint the committee members to serve until the next annual meeting.

**2. Minutes and Records of Committees.** A written record shall be kept of the proceedings and determinations of all special committees and submitted to the Board at regular intervals.

**3. Notice of Committee Meetings.** Notice of all committee meetings shall be given by the chairperson of the committee or the Executive Secretary of the corporation. Such notice shall be in writing and given by mail, email or personal delivery at least 24 hours before the meeting.

**4. Committee Chairpersons.** Each committee shall organize itself, and the committee chairperson is responsible to report committee recommendations or other actions to the Board of Directors.

**5. Additional Members.** The chairperson of any committee may invite additional individuals, including non-Board members, to meet with and assist such committee. Such individuals shall not be allowed to vote on committee decisions.

**6. Resignation and Vacancies.** Any member of any committee may resign at any time by giving written notice of such resignation to the Board of Directors. A vacancy on any committee may be filled for the unexpired portion of the term by action of the Board of Directors.

**7. Quorum.** A majority of the committee members present at the meeting shall constitute a quorum for the transaction of business at any meeting of that committee.

## **ARTICLE V. GENERAL PROVISIONS.**

**1. Criteria for Action by the Board of Directors, Officers and Committees.** In the conduct of their activities on behalf of the corporation, no member of the Board of Directors, no officer, and no committee members of the corporation shall act so as to deny any person an appointment to the Board of Directors or any committee, or any benefit, financial assistance, privilege or treatment, on the basis of sex, race, creed, color or national origin, or on any other arbitrary, capricious or discriminatory basis. All actions and decisions shall be in furtherance of the purpose of the corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code, and to do and transact all business properly connected with or incidental thereto. The Corporation is organized exclusively as a professional trade association for non-profitable purposes pursuant to SDCL 47-22-4, as from time to time amended.

**2. Indemnification and Liability Insurance.** Persons serving as officers, directors, committee members, Executive Secretary, or employees, past and present, may be indemnified by the Corporation. The Board of Directors by a two-thirds majority vote may indemnify these persons or may, by the same vote, purchase and maintain liability insurance. Indemnification may include attorney fees, judgments, fines, settlements and other costs as deemed appropriate by the Board. Any protection offered by this section will depend on the corporation's ability to support the costs and scrutinization by the Board to determine if good faith was used and action taken were for the best interests of the corporation.

**3. Annual Report.** At the annual meeting, the President shall submit to the membership, an annual report reflecting the condition and operations of the corporation.

**4. Fiscal Year.** The fiscal year of the corporation shall end on December 31<sup>st</sup> of each year.

**5. Record of Members.** The Executive Secretary of the corporation shall maintain a list of the voting members of the corporation, which shall be available for public inspection. This shall be the voting list of the membership. The Executive Secretary shall also keep a list

of all non-voting.

**6. Repeal, Alteration or Amendment.** These By-Laws may be repealed or altered or substitute by-laws may be adopted only by the affirmative vote of a majority of Directors, provided that proper notice of the meeting stating the proposed changes to the By-Laws has been given. No such amendment shall violate the South Dakota Non-Profit Corporation Act, as from time to time amended, or affect the tax exempt status of the corporation under prevailing internal revenue service rules and regulations.

**7. Corporate Seal.** The corporation may elect to have a corporate seal.

**8. Context of Words.** Words used in these By-Laws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires.

**9. Compensation.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**WE HEREBY CERTIFY** that the foregoing are the By-Laws of **NORTHWEST BARREL RACING ASSOCIATION** adopted by the initial Board of Directors thereof duly assembled on the \_\_\_\_ day of \_\_\_\_\_, 2006, in the principal office of the corporation.

**IN TESTIMONY WHEREOF**, I have hereunto affixed my official signature on the \_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
President