

## **PACIFIC NORTHWEST VINTAGE MOTOCROSS BYLAWS**

### Mission Statement

The Pacific Northwest Vintage Motocross Club (hereby known as PNWVMX) is dedicated to the safety, education, historical preservation, restoration, riding and racing of vintage motorcycles. The PNWVMX Club is primarily focused on but not limited to educating younger members about the history of our sport, increasing their riding skills, safety awareness, teaching maintenance skills and the importance of good sportsmanship. Our members come from the Pacific Northwest with diverse backgrounds and interests from touring, trail riding, motocross and observed trials. As long as you have an interest in motorcycles, especially vintage bikes, you are a welcome member in PNWVMX. Many of our members are also members in the AMA, AHRMA and other like-minded organizations, membership of which is not a requirement of PNWVMX but which we enjoy a close working relationship

### **ARTICLE I NAME AND DURATION**

The name of the organization is Pacific Northwest Vintage Motocross, herein referred to as PNW VMX. The club is a non-profit 501(c)3 organization, organized and existing under the laws of the State of Washington. As a State of Washington non-profit corporation 501(c)3 club, all funds generated by club events are returned to the Club, its members and designated non-profit charities. PNWVMX does not discriminate against anyone based on their race, religion, age, sex, or political affiliation.

### **ARTICLE II PURPOSE**

The Club is dedicated to the safety, education, historical preservation, restoration, and riding of vintage motorcycles. The PNW VMX Club is primarily focused on, but not limited to, educating younger members about the history of our sport, increasing their riding skills, safety awareness, teaching maintenance skills and the importance of good sportsmanship.

### **ARTICLE III MEMBERSHIP**

3.1 Membership with PNW VMX consists of riders, racers and all vintage motocross enthusiasts. Anyone can become a voting member. All voting members must be in good standing with the Club to be eligible to vote. Members must:

- a. Annually complete a membership application and pay the annual fee of \$20 per racer/rider. Members racing fees are discounted on race days. (see "Fees" for more information)
- b. The membership year shall be April 1 – March 31 (i.e. April 1, 2017 – March 31, 2018)
- c. Membership dues are accepted all year. Membership dues will not be pro-rated when joining or re-signing mid-year;
- d. Membership commences with payment of the annual membership dues;
- e. Any member under the age of 18 years of age shall sign and have both parents sign a Waiver of Liability before being allowed to race in club events;

- f. Members under the age of 16 shall be accompanied by a legal parent or guardian at all PNW VMX functions;
- g. Any member 18 years of age or older has one (1) vote;
- h. All members are eligible for end of the season awards. To be eligible for a season award you must participate in at least five (5) of the eight (8) races;
- i. A member may resign his or her membership at any time or have their membership revoked by a two-thirds majority or by the Board of Director for violation of PNW VMX Bylaws;
- j. The PNW VMX Club shall not disseminate any personal information to any other entities without obtaining expressed written consent from the Member.

### 3.2 Membership Rights

During any meeting of the Club, any member may make and/or second motions but only voting members may vote on such action. No one person shall be entitled to cast more than one vote. No proxy voting is allowed.

## **ARTICLE IV      GENERAL POWERS**

The Board of Directors (sometimes referred to as "Officers" of PNW VMX) shall consist of five (5) elected officers; (President, Vice-President, Treasurer, Recording Secretary and Trustee) and four (4) appointed officers, (Events Coordinator, Internet-Web Coordinator, Event Safety Coordinator and Legal Advisor) who shall be members in good standing, two-thirds (2/3) of whom shall constitute a quorum for the transaction of PNW VMX business. All meetings shall be conducted under Roberts Rules of Order.

## **ARTICLE V      ELECTION OF OFFICERS**

5.1 The General Membership shall select an election committee consisting of three (3) members in good standing. Election committee members shall not be standing officers or nominees. It shall be the duty of the Trustee to oversee the election committee conducting a secret ballot election that will be conducted in a fair and efficient manner.

- a. The general membership may submit nominees for the upcoming election starting September 15<sup>th</sup> and ending October 15<sup>th</sup> to the election committee.
- b. Nominees shall be contacted and have until October 31<sup>st</sup> to either accept or decline their nomination in writing or email to the election committee.
- c. The general election shall take place at the Annual General Meeting in November of each year;
- d. Only PNW VMX members in good standing shall be allowed to nominate, run or vote for the elected Officers;
- e. The outgoing Officers are asked to work with the newly elected Officers for a transition period not to exceed three (3) months, but without voting privileges;
- f. In the event a standing board member accepts a vacated board position, the vacated position shall be filled on a temporary basis until the next election cycle.



5.2 To provide continuity to the Club, the President and Secretary shall be elected in even years for service in the following year. The Vice-President, Treasurer and Trustee shall be elected in odd years, for service in the following year. Terms of office for all elected positions are two (2) years.

Position	Election	Term Served
President	Even Year	Odd + Even
Vice President	Odd Year	Even + Odd
Treasurer	Odd Year	Even + Odd
Recording Secretary	Even Year	Odd + Even
Trustee	Odd Year	Even + Odd

Table 1: Election Cycle and Terms

The following table reflects the first/transition year of election phasing for the club directors.

Position	Election Year	Term Years
President	2014	2015-2016
Vice President	2015	2016-2017
Treasurer	2015	2016-2017
Recording Secretary	2014	2015-2016
Trustee	2015	2016-2017

Table 2: Transition Years of Election Phasing

#### **ARTICLE VI BOARD OF DIRECTORS**

The Board of Directors of PNW VMX Club shall consist of five (5) elected officers and four (4) appointed positions.

6.1 Elected Officers are:

- President
- Vice-President
- Treasurer
- Recording Secretary
- Trustee

6.2 Appointed Officers are:

- Events & Safety Coordinator
- Internet-Web Coordinator
- Legal Advisor
- Race Coordinator

## **ARTICLE VII VACANCIES ON THE BOARD OF DIRECTORS**

Vacancies in the Board of Directors shall be filled at a regular meeting by nomination and vote of the Club members no later than one (1) month following such vacancies. The President may appoint an interim board member to fill the vacancy until the general membership can vote in the new Director.

## **ARTICLE VIII REMOVAL OF OFFICER(S)**

8.1 To remove an Officer/Director from office, charges must be present in writing to the Board of Directors who, after due deliberation, shall report to the Club its recommendations;

8.2 A two-thirds (2/3) majority secret ballot vote of the general membership present shall be required to remove the Officer involved. The charged Officer shall be given the opportunity to present his/her minority report to the Directors and the membership.

## **ARTICLE IV BOARD OF DIRECTORS – ELECTED**

### **9.1 Duties of the President**

- a. It shall be the duty of the President to preside over all general meetings and all board meetings;
- b. To sign, as President, all contracts and other instruments of writing, which have been approved first by the PNVMX members;
- c. To call all officers together whenever said President deems it necessary and shall have, subject to the advice of the Board of Directors, direction of the affairs of the PNVMX, and generally shall discharge such other duties as may be required of the President by the Bylaws of the PNVMX;
- d. The President shall ~~to~~ appoint all other committees and committee members not otherwise stipulated;
- e. Act as a safety officer at all club events.
- f. To co-sign all club checks drafted on the club account.

### **9.2 Duties of the Vice President**

- a. The Vice President shall act in the absence of the President and perform the duties of the President when so absent in the manner herein before provided, and to do and discharge such other and further duties that may be required of the President, by the Bylaws, or the Board of Directors;
- b. The Vice President shall be the presiding referee over all PNW VMX competition events and club functions together with the Events & Safety Coordinator;
- c. The Vice President shall have the power to change location or to discontinue any PNW VMX event for good and sufficient reasons, and shall use best efforts to notify all riders and/or members of such changes;
- d. The Vice President may demand sufficient proof from any rider and/or member proving his good-standing membership in the PNWVMX Club.
- e. The Vice President shall use his best efforts to keep the members together, care for their welfare, inform them of the proper routes to take and have full charge of starting all official Club event.
- f. The Vice President, together with the Events & Safety Coordinator shall develop the annual race schedule for PNW VMX, taking into account existing AHRMA race schedules to minimize overlapping events
- g. Act as a safety officer at all club events.
- h. To co-sign all club checks drafted on the club account.



### 9.3 Duties of the Treasurer

- a. To be responsible for all club finances, financial transactions and financial records;
- b. To keep all necessary accounting in a basic accounting method that is in a standard of accounting practice such as Quick Books, making available to all general club members and its directors these records at each general meeting;
- c. Two (2) Officers shall sign all checks. The Treasurer has the authority to pay for expenses of \$300 or less without a full vote of the General Membership.
- d. To pay all monthly bills in a timely manner;
- e. To present all financial records to a Trustee appointed by the President and approved by two-thirds (2/3) vote of the Directors for review;
- f. To provide a list of all members in good standing prior to each meeting.
- g. Manage registration of membership;
- h. Maintain accurate contact information of all members;

### 9.4 Duties of the Recording Secretary

- a. To keep accurate minutes of proceedings of the Board of Directors and of the meetings of general membership for the PNW VMX Club;
- b. To receive, read and record all written communication from the members relating to club business;
- c. If unable to perform these duties during any board and or any general membership meeting, shall forward all records of communication to a member to have these records available and to record the minutes of such meetings;
- d. To co-sign all club checks drafted on the club account.
- e. Responsible for member sign-in sheet at all general meetings.

### 9.5 Duties of the Trustee

- a. To verify all of the clubs financial transactions with the Treasurer and bring to the board members any discrepancies found;
- b. The Trustee shall preside over the appointed elections committee, voting and balloting;
- c. Verify all members participating in the voting process be members in good standing;
- d. Act as a safety officer at all club events.

## **ARTICLE X      BOARD OF DIRECTORS – APPOINTED**

### 10.1 Duties of the Events & Safety Coordinator (Race Boss)

- a. To act as the Event Referee together with the Vice President;
- b. Interface with track or landowners to coordinate land and/or track use for club events;
- c. Together with the Vice President, develop the annual race schedule for PNW VMX, taking into account existing AHRMA race schedules to minimize overlapping events;
- d. Determine and acquire the minimum amount of equipment required to hold safe and efficient club events/races, including but not limited to emergency medical personnel and safety flaggers;
- e. Start line Director;
- f. Conduct the Rider's meeting at competition events;
- g. Act as Safety Officer at all Club events.
- h. Ensuring that any racing surface is fit for purpose and contains no obvious or undue hazards;
- i. That the event has the required and qualified medical staff: EMT/medical personnel, ensuring that they are qualified to administer first responder care in the State and County in which the event is being held;
- j. That the racing surface has the required amount of properly trained safety flaggers;
- k. That all safety flaggers are properly equipped to perform their duties.

#### 10.2 Duties of the Web Coordinator

- a. It shall be the duty of the Web coordinator to oversee and maintain all club internet activities;
- b. Maintain and oversee PNW VMX website, VMX Talk Forum, Facebook page and all other electronic/social media;
- c. Appoint a person or person to assist with the coordination of all electronic media;
- d. To act as one (1) of the Club senior moderators and/or appoint, as necessary, moderators required on all PNW VMX social media.

#### 10.3 Duties of the Race Coordinator

- a. Responsible for appointing scoring team;
- b. Responsible for sign-up on race day;
- c. Responsible for coordinating race order at PNW VMX events;
- d. Responsible for race scoring on race days;
- e. Responsible for keeping track of season points;
- f. Responsible for keeping track of number of races completed for season end awards;
- g. Responsible for making available to racers race day score(s), season points and number of races completed (eligibility for season end awards).

### **ARTICLE XI COMMITTEES**

The President shall appoint committees as necessary from time to time for specific purposes without a vote of the General Membership. These committees shall have a defined scope and duration. Upon completion of the assignment, the committee shall be disbanded.

### **ARTICLE XII CLUB MEETINGS**

12.1 General membership meetings shall be no less than three (3) and up to six (6) times per year, as determined by the Board of Directors.

12.2 General membership meetings shall be announced at least 30 days before the meeting date.

12.3 The Board of Directors shall meet at least 30 minutes prior to the general membership meeting.

12.4 The Treasurer's report shall be read and approved by two-thirds (2/3) vote of the general membership in attendance.

12.5 All general membership meetings shall be conducted under Roberts Rules of Order with a meeting agenda prepared by the President or his designee.

12.6 The Annual General Meeting (AGM) shall take place in November of each year. The Secretary shall communicate, via approved methods, notification of this meeting to all voting members 30 days prior to the scheduled AGM.

12.7 Minutes of General Membership meetings shall be published to the website or shall be available upon request.

### **ARTICLE XIII CLUB FINANCES**

13.1 The fiscal year of PNW VMX shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

13.2 A business banking account shall be opened in the Club's name. The PNW VMX Treasurer shall be the primary financial record keeper.



13.3 Two (2) Officers shall sign all checks. No officer shall sign his or her own reimbursement check.

13.4 The Treasurer, with the support of the Board of Directors, shall prepare a proposed budget for the next fiscal year. The budget shall be presented at the Annual General Meeting and thus adopted for the following year.

13.4 All PNWVMX expenditures over \$300.00 shall be approved by majority vote of the general membership at each meeting.

13.5 Club members shall be reimbursed for reasonable expenses incurred while performing duties for the Club. Prior to the expenditure, the Board of Directors shall approve all reimbursements.

13.6 The Treasurer and President are responsible for engaging a Certified Public Accountant to prepare and file annual Federal and State tax returns on behalf of PNW VMX.

#### **ARTICLE XIV    PAYMENT TO BOARD MEMBERS AND CONFLICT OF INTEREST**

14.1 To protect the non-profit organization's interests when it is contemplating a transaction or arrangement that might benefit the private interests of an Officer or Director of the corporation, the Board of Directors of PNW VMX Club shall abide by the following policies with respect to board compensation, payments to the board members and conflicts of interest.

14.2 Individuals who are either compensated themselves or related to individuals who are compensated, shall not constitute a majority of the Board of Directors.

14.3 Primary responsibility for making all decisions subject to this policy shall rest with the Board of Directors of the PNW VMX Club. The Board may delegate decisions subject to this policy to a committee composed of individual board members unrelated to, and not subject to the control of the person or persons involved in the proposed transaction.

14.4 In matters of compensation, no Board Member may receive any compensation other than reimbursement of reasonable expenses incurred during the transaction of Club business. All such reimbursements shall be subject to the approval of the Board by a majority vote.

14.5 Deliberation, voting and written documentation of all financial arrangements subject to this policy shall take place before the PNW VMX Club makes payments of any kinds.

14.6 No Board member shall vote upon a matter in which he or she has a direct financial interest. Furthermore, no Board Member shall vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest.

#### **ARTICLE XV    FUND RAISING**

15.1 The Club, at its discretion, may hold various fund raising events, such as: hosting competition events, picnics, track & tune days, etc. The PNW VMX club shall cover all expenses with all remaining funds deposited in the Club's treasury, less start-up expenses needed for the following season.

15.2 The Club's vintage motocross forum hereby known as "VMX Talk" shall be used for advertising purposes with all the proceeds being returned to the Club treasury.

## **EXECUTIVE BOARD RECOMMENDS THIS AMENDMENT**

### **15.3 Non-Serious Injury – Racer Medical Support**

In the even that one of our members, who is in good standing, is injured during a club sanctioned event and is hospitalized for at least overnight, the club shall send a maximum of \$300 to the race of if the racer is incapacitated to his or her immediate family. The purpose of these funds is to offer immediate support to the racer or their family. This shall be approved by a majority vote of the PNW VMX Executive Board.

### **15.4 Serious Injury – Racer Medical Support**

In the event a racer sustains more serious life changing injuries the club may raffle off items such as motorcycles, memorabilia, mx gear or any other mx related items. These items may be purchased by the club or donated. Items purchased will be fair market value and subject to the approval of the Executive Board. All related raffle expenses shall be reimbursed to the PNW VMX Club. All raffles shall confirm to the Washington State Gambling Commission rules.

### **15.5 Racer Medical Support Payment**

All checks resulting from the above raffle shall be made out to cover the injured racers expenses and paid directly to the medical/rehab/injury related services provider(s) and to include specialized vehicles required to transport the racer.

15.6 All expenses in the administration of the VMX Talk forum shall be paid for from the PNW VMX Club treasury.

## **ARTICLE XVI FEES**

16.1 Member fees are \$20 per rider/racer, per year.

16.2 Member race fees on PNW VMX race days are:

\$25	First Class
\$20	Second Class
\$15	Third Class

16.3 Non-member race fees on PNW VMX race days are:

\$35	First Class
\$20	Second Class
\$15	Third Class

## **ARTICLE XVII SEASON POINTS/YEAR END AWARDS**

All racers, members and non-members accrue season points. In order to be eligible for the season ending awards:

- a. A racer must race 4/7, 5/8 or 6/9, in each particular race class;
- b. A racer must be a current year PNW VMX member;



#### **ARTICLE XVIII Dissolution**

This Club may be dissolved by a two-thirds (2/3) vote of the complete general membership, when determination by said membership is that the club is no longer viable or effective in achieving its purpose. Upon dissolution and after satisfying all legal and financial obligations and liabilities, the Board of Directors shall donate all remaining assets and funds of the Pacific Northwest Vintage Motocross Club to the "Rider Down Foundation", Federal Tax ID: 47-0955896.

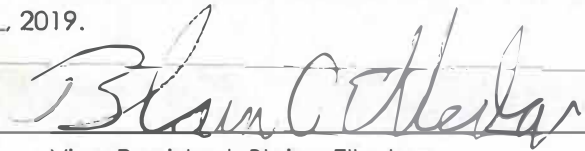
#### **ARTICLE XIX BYLAWS AMENDMENTS**

The Bylaws may be amended by a two-thirds majority vote of the voting members and Board of Directors, in attendance of the PNW VMX Club meeting, as long as the proposed amendments have been published for a customary 30 day review period prior to voting.

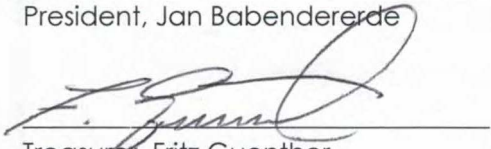
The Foregoing Bylaws were adopted by the Pacific Northwest Vintage Motocross Club and its Board of Directors on March 16, 2019.



President, Jan Babendererde



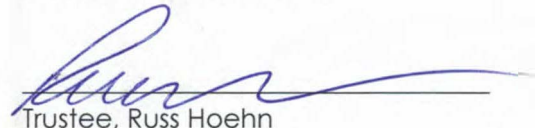
Vice President, Blaine Elledge



Treasurer, Fritz Guenther



Secretary, Kathy Patterson



Trustee, Russ Hoehn