

Bylaws
Of
Central Motorcycle Roadracing Association Inc.

Article One: Mission.

Section 1.01. Mission.

The mission of Central Motorcycle Roadracing Association, Inc. ("Club") is described fully in the Certificate of Formation filed with the Texas Secretary of State on March 16, 2021 and all lawful amendments thereto. The regulation and management of the Club shall be consistent with this mission.

Article Two: Offices.

Section 2.01. Principal Office.

The principal office of the Club shall be located at 5900 Franklin Ave. #36, Waco, Texas 76710. This office may be changed from time to time by the Board. The Club may have other offices either in or outside of Texas, as the Board may determine or as the affairs of the Club may require.

Section 2.02. Registered Office and Registered Agent.

The Club shall have and continuously maintain in the State of Texas a registered office and a registered agent at that office. The Club shall maintain on file the written consent of the registered agent to serve as such. The registered office may be, but need not be, identical with the principal office of the Club. The address of the registered office may be changed from time to time by the Board, provided the change is made in accordance with the Texas Business Organizations Code.

Article Three: "License Holders."

Section 3.01. Qualifications.

(a) The Club refers to its members as "License Holders."

(b) Individuals who desire to be a License Holder shall apply using the application forms available on the Club's website and at the track events. The Club, at its sole discretion, reserves the right to refuse the issuance or renewal of a license to any person for whatever reason it deems appropriate.

(c) The Club shall have two (2) classes of License Holders, whose qualifications and rights are as follows:

(1) *Non-Competition License Holders.* Non-Competition License Holders shall have all rights and privileges of membership except the right to compete in Club racing events.

(2) *Competition License Holders.* Competition License Holders have all rights and privileges of membership, including the right to participate and/or compete in Club racing events. The classes of Competition License Holders shall be: Provisional Novice, Novice, Expert, and any other class as determined by the Board. All Competition License Holders must have a current, valid CMRA racing license in order to race at any event.

Section 3.02. Rights and Obligations.

(a) The Board shall establish the annual license fee for each class of License Holder and License Holders shall pay such fees as established by the Board.

(b) All License Holders are responsible for becoming familiar with and complying with all information covered by the Club rulebook, including mid-season updates published by the Club, as well as information covered at any rider briefing.

(c) Each License Holder shall be entitled to one (1) vote on each matter submitted to a vote of the License Holders as permitted by these Bylaws.

(d) The rights of a License Holder are not transferable or assignable.

(e) License Holders shall not be personally liable for any debt, liability, or obligation of the Club.

(f) Competition License Holders may have their racing privileges and rights revoked, suspended or restricted by the Board, the Director of Competition or by any duly authorized agent of the Board, without hearing, when necessary for the safe and orderly progress of a race, other Club event, or future events.

Section 3.03. Resignation and Removal.

(a) The Board, by affirmative vote of two-thirds (2/3) of all of Directors, may suspend, revoke or expel a License Holder for cause, after an appropriate hearing. Cause shall include, but not be limited to: conduct which negatively reflects upon the Club; dishonorable conduct; failure to abide by and/or comply with the rules, regulations, directives or procedures established by the Board; disorderly conduct; the conviction of a felony or a misdemeanor involving moral turpitude; or a License Holder's violation of or expressed intention to violate any rule, regulation, directive, procedure and/or provision of the Rule Book or these Bylaws. Any License Holder may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the License Holder of the obligation to pay any accrued but unpaid dues, assessments or other charges and no License Holder who resigns shall be entitled to any refund of any sums previously paid to the Club.

Section 3.04. Annual Meeting; Special Meetings.

(a) *Annual License Holder Meeting.* The annual meeting of the License Holders shall be held as soon as practicable after the election of new Directors at a time and place designated by the President. The purpose of this meeting shall be to:

- (1) Introduce the newly elected Directors;
- (2) Permit License Holders to present ideas, concerns, and issues for consideration by the Board;
- (3) Provide an annual financial report to the License Holders;
- (4) Discuss and vote upon any fundamental action pursuant to Section 22.164 of the Texas Business Organization Code; and
- (5) Transact such other business as may be necessary.

(b) *Special License Holders Meetings.* Special meetings of the License Holders may be called at any time by the President or by the Board.

(c) *Notice of License Holders Meetings.* Notice of any meeting of the License Holders shall be given by posting the notice to an electronic message board specifically designated for License Holder communications, or by another method established by written policy of the Board and communicated to all License Holders. All notices must state the date, time, and place of the meeting (or, if the meeting is held electronically, the form of communications system to be used for the meeting and the means of accessing the communications system). Unless otherwise provided in these Bylaws, notice shall be given not less than ten (10) nor more than thirty (30) days before the scheduled meeting. Any License Holder may waive his right to notice by filing a written waiver before or after the meeting with the records of the meeting. Presence at any meeting without objection shall also constitute waiver of any required notice. A meeting shall be deemed to have been "duly called" when these notice requirements have been met or waived for each License Holder.

Section 3.05. Quorum and Manner of Acting.

The presence of 10% of the License Holders shall constitute a quorum for the transaction of business. The act of a majority of the License Holders present at a meeting at which a quorum is present shall be the act of the License Holders, unless otherwise specifically required by law, the Certificate of Formation, or these Bylaws. Only License Holders present at any meeting may vote. If a quorum is not present at any meeting of the License Holders, the License Holders present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present. When the postponed meeting is eventually convened with a quorum, any business may be transacted that might have been transacted at the meeting as originally convened.

Article Four: Election of Directors.

Section 4.01. Nominations.

(a) No later than July 1 of each year, notice of the opening of nominations for the Board shall be:

- (1) given orally or in writing at a minimum of two (2) successive races;
- (2) in at least two License Holder communications; and
- (3) posted on the Club's website.

(b) All such notices shall include instructions for submitting nominations and the deadline for submission of nominations.

(c) Nominations shall remain open until August 1.

(d) Nominations shall be made using a secure online nomination and voting service designated by the Board.

(e) By August 31, all nominees shall submit a one paragraph summary of their qualifications for the Board and may supplement the paragraph with a one-page resume.

Section 4.02. Election Process.

(a) *Review of Nominees.* No later than September 1, the Club Administrator shall submit to the Nominations Committee the names of all nominees meeting the requirements listed in these Bylaws, the names of nominees declared ineligible by these Bylaws, and the number of directors to be elected in the current year.

(b) *Approval of Nominees.* The Nominations Committee shall meet during the month of September as often as necessary to develop a list of nominees qualified to appear on the ballot..

(c) *Election.*

(1) *Ballot Preparation.* The list of nominees qualified to appear on the ballot shall be listed on the ballot in alphabetical order by last name.

(2) *Voting.* Voting shall begin on October 1 and end on October 31. The procedure for voting shall be established by the Board and clearly communicated to the License Holders electronically and on the Club's website beginning on July 1 and throughout the nomination and voting process; any such procedure shall include procedures for a runoff election in the event of a tie.

(3) *Vote Tabulation.* Voting shall be tabulated using a secure online nomination and voting service designated by the Board. The tabulation shall not be conducted by License Holders, Directors, or staff of the Club.

(d) *Announcement of Results.* Election results must be given to the President no later than November 10 and earlier if possible. The President shall notify the Board and the eligible nominees of the results of the election within seven (7) days after the results are given to the President. Promptly thereafter, the election results shall be announced to all License Holders.

Section 4.03. Amendments to Election Process.

No amendments to a previously adopted method for election of Directors shall be effective unless such amendments have been adopted by a two-thirds (2/3) majority vote of the Board and published to License Holders on the website at least six (6) months before the next succeeding election.

Article Five: Board of Directors.

Section 5.01. General Powers and Duties.

The management of all the affairs, property and business of the Club shall be vested in a Board of Directors.

Section 5.02. Number and Tenure.

The Board shall consist of seven (7) individuals who shall be elected in the manner described in Article Four of these Bylaws. Each Director shall hold office for a term of three (3) years and may serve a maximum of one additional consecutive three (3) year term. Director terms shall be staggered so that only two or three Directors are elected in any year. After serving two (2) consecutive terms, a Director will be eligible for re-election after remaining off of the Board for a minimum of one year.

Section 5.03. Qualifications.

Any License Holder who has remained in good standing with the Club for at least two (2) full consecutive race seasons shall be eligible for election to the Board; provided, however, that the License Holder has not been found guilty in any jurisdiction of:

- (a) a felony or a misdemeanor involving moral turpitude;
- (b) a violation of any law regarding the regulation of controlled substances; or
- (c) a violation of any motor vehicle statute for which the punishment includes possible confinement in the City or County jail or State penitentiary.

In addition, a License Holder who is related to an existing Director by marriage or blood within the first degree of consanguinity, or who shares the same permanent residence or domicile with an existing Director, is ineligible for election to the Board.

Section 5.04. Resignation and Removal.

(a) *Resignation.* Any Director may resign at any time by delivering a written resignation to the President or Secretary. If the written resignation does not otherwise specify, the resignation shall take effect upon its receipt. The acceptance of a resignation shall not be necessary to make it effective.

(b) *Resignation in the event of Nepotism.* If Directors becomes ineligible to serve as Directors by virtue of their marriage or their sharing of a permanent residence or domicile, then the Director last elected to the Board shall be required to resign his position on the Board.

(c) *Removal.* Any Director may be removed by a two-thirds vote of the Directors present at a regular meeting or a special meeting called for that purpose, if in the sole judgment of the Board, the Director is failing to fulfill his duties as a Director.

(d) *Recall by License Holders.* License Holders may initiate recall proceedings against any Director for cause. Recall shall be initiated by a petition signed by at least seventy-five (75) License Holders in good standing. The petition shall state the specific grounds for recall. The President shall certify within ten (10) days that the recall petition contains the appropriate number of signatures and conforms to the requirements of the Bylaws. If the President fails to act within that time period, the petition shall be deemed to satisfy all requirements to be a valid recall petition. Within ten (10) days of a determination of validity, the petition shall be presented for action to the Board, which shall convene a special meeting within thirty (30) days of the presentation of the petition. If the a majority of the Directors in office vote to remove the recalled Director, then that Director shall be removed immediately and the vacant seat shall be immediately be filled as provided for in these Bylaws.

Section 5.05. Vacancies on the Board.

In the event of a vacancy on the Board, whether caused by resignation, death or otherwise, the vacancy shall be announced to all License Holders. For a period of ten (10) days after the announcement, License Holders in good standing may submit nominations for an individual to fill the unexpired term of the Director. After the ten (10) day nomination period, the remaining Directors shall convene a special meeting to elect a new Director to fulfill the prior Director's unexpired term. A vote of the majority of the remaining Directors shall be the act of the Board, even if the number of remaining Directors is less than a quorum.

Section 5.06. Regular Meetings.

Regular meetings of the Board, of which no notice shall be necessary, shall be held at the times and places fixed by resolution of the Board and communicated to all Directors. At least one regular meeting of the Board shall be held every year. This annual meeting shall be held at a consistent time of the year and shall be set by resolution of the Board.

Section 5.07. Special Meetings.

Special meetings of the Board may be called at any time by the President, or, in his absence, by a Vice President, or by any two (2) Directors. Written notice, specifying the purpose of the meeting and the date, time and place of the meeting, shall be given to all Directors. Only the matters specified in the notice can be considered at the Special meeting.

Section 5.08. Meetings by Remote Communication Technology.

If all Directors consent, Directors may participate in and hold a meeting by any suitable electronic communications system whereby all persons participating in the meeting can communicate with each other concurrently. Participation in such meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

Section 5.09. Closed Meetings.

Only Directors, the Director of Competition, and the Club Administrator may attend meetings of the Board, except by prior, written approval or invitation of the Board.

Section 5.10. Action Without a Meeting.

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a written consent, setting forth the action taken without a meeting is signed and dated by the number of Directors necessary to take action at a meeting at which all Directors are present and voting and filed with the records of the Club. If the vote is not unanimous, prompt notice shall be given to every Director who did not consent to the action.

Section 5.11. Notice; Waiver of Notice; “Duly Called.”

Whenever any notice of a meeting of the Board is required under the Certificate of Formation or these Bylaws, the notice shall be given by posting the notice to an electronic message board specifically designated for Board communications, or by another method established by written policy of the Board and communicated to all Directors. All notices must state the date, time, and place of the meeting (or, if the meeting is held electronically, the form of communications system to be used for the meeting and the means of accessing the communications system). Unless otherwise provided in these Bylaws, notice shall be given not less than the (10) nor more than thirty (30) days before the scheduled meeting. Any Director may waive his right to notice by filing a written waiver before or after the meeting with the records of the meeting. Presence at any meeting without objection shall also constitute waiver of any required notice. A meeting shall be deemed to have been “duly called” when these notice requirements have been met or waived for each Director.

Section 5.12. Quorum and Manner of Acting.

A majority of the number of Directors shall constitute a quorum for the transaction of business, except that a quorum shall never consist of less than three Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specifically required by law or these Bylaws. If a quorum is not present at any meeting of the Directors, the Directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present. When the postponed meeting is eventually convened with a quorum, any business may be transacted that might have been transacted at the meeting as originally convened.

Section 5.13. Compensation and Reimbursement.

No compensation shall be paid Directors as such for their services, but, by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at regular, special or annual meetings of the Board, and free racetrack entry bands may be given to each Director and his guest.

Article Six: Committees.

Section 6.01. Executive Committee.

The Board may, by resolution adopted by a majority of the Directors in office, establish an Executive Committee to consist of three or more Directors appointed by the Board. When the Board is not in session, the Executive Committee may exercise all of the powers of the Board, except to the extent, if any, that such authority is limited by resolution of the Board. However, neither the Executive Committee nor any other committee shall have the power to amend the Certificate of Formation or these Bylaws.

Section 6.02. Other Board Committees.

The Board may, by resolution adopted by a majority of the Directors in office, establish one or more other committees for purposes and powers that the Board may provide, except that no committee shall have or exercise the authority of the Board or the Executive Committee in the management of the Club. Each committee shall consist of two or more persons, all of whom are Directors. The designation of a committee and the delegation of authority to it shall not relieve the Board, or any Director, of any responsibility imposed by law.

Section 6.03. Nominations Committee.

Not later than July 1 of each year, the President shall appoint a Nominations Committee to consist of at least two License Holders who have served as Directors in the past (but not currently) and who have been off of the Board for a minimum of 12 months prior to appointment. The Nominations Committee shall perform the duties described in Article Four of these Bylaws

Section 6.04. Other Committees.

The President may establish other committees as needed. Membership on the committees may, but need not be, limited to Directors. Committees so established shall not have or exercise the authority of the Board in the management of the Club. Any non-Director who becomes a member of a committee shall have the same responsibilities to that committee as any Director who is a member of the committee.

Section 6.05. Tenure.

Each committee member shall hold office until the next regular annual meeting of the Board following his appointment. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the Directors in office. Any member of any other committee may be removed by the Board. Any member of a committee may resign from the committee at any time by giving written notice to the President or Secretary of the Club. If the written resignation does not otherwise specify, the resignation shall take effect upon its receipt.

Section 6.06. Vacancies.

Any vacancy occurring on the Executive Committee may be filled by a resolution adopted by a majority of the Directors in office. Any vacancy occurring on any other committee or committees may be filled by the Board.

Section 6.07. Meetings by Remote Communications Technology.

If all committee members consent, committees may hold a meeting by using any suitable electronic communications system whereby all participating in the meeting can communicate with all others participating in the meeting concurrently. Participation in this kind of meeting shall constitute presence at the meeting. Notice of such electronic meeting must be given to each committee member at least three days before the scheduled meeting.

Section 6.08. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action to be taken, is signed and dated by the number of committee members necessary to take action at a meeting at which all committee members are present and voting, and filed with the Minutes of the committee. If the vote is not unanimous, prompt notice shall be given to every committee member who did not consent to the action.

Section 6.09. Meetings and Notices.

Regular meetings of committees may be held without notice at the times and places the committees may determine by resolution. Special meetings of committees may be called by any member with at least one day's notice. The procedures for giving notice and waiver of notice shall otherwise be the same as the notice provisions in Section 5.11.

Section 6.10. Quorum and Manner of Acting.

A majority of the members of a committee shall constitute a quorum for the transaction of business. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall constitute action of the committee.

Section 6.11. Procedure.

All committees established by the Board shall keep regular minutes of their proceedings and the chair of each committee shall report any actions taken at the next Board meeting held after the committee meeting. The minutes of committee meetings shall be distributed to the Board.

Article Seven: Officers, Employees, and Agents.

Section 7.01. Elected Officers.

The officers of the Club shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as from time to time may be chosen by the Board. The President and Vice President shall be chosen from among the Directors; all other officers may or may not be Directors. The positions of the various officers may be united in one person, except the President may not serve as Secretary and/or Treasurer.

Section 7.02. Election.

Each officer shall be elected by the Board at its annual meeting and shall serve for one year. Officers may serve successive terms. Election of an officer shall not itself create any contractual rights.

Section 7.03. President.

The President shall preside at all meetings of the Board and meetings of the License Holders and shall be the official spokesperson for the Board. The President shall have general power to execute bonds, mortgages, and other instruments requiring a seal, under the seal of the Corporation, except when the execution is expressly delegated by the Board to some other officer or agent. The President shall prepare in conjunction with the Treasurer a budget for the fiscal year, and shall perform all other such duties as are incident to the office of President in conducting the usual and ordinary business of the Club or as properly required of him by the Board. In the event of the absence or disability of the President, the duties of the office shall be performed by the Vice Presidents in the order of their seniority, unless otherwise determined by the President or the Board.

Section 7.04. Vice Presidents.

Except as specifically limited by a vote of the Board, the Vice Presidents shall perform the duties and have the powers of the President, and shall have the power to sign and countersign all certificates, contracts and other instruments of the Club. Each Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board.

Section 7.05. Secretary.

The Secretary shall issue notice of all meetings (except that notice for special meetings of Directors called at the request of two (2) Directors, as provided in Section 5.07 of these Bylaws, may be issued by such Directors), shall keep minutes of all meetings, shall have charge of the corporate seal and of the corporate records, and shall make such reports and perform such other duties as are incident to his office, or are properly required of him by the Board.

Section 7.06. Treasurer.

The Treasurer shall have the custody of all monies and securities of the Club and shall keep regular books of account; prepare in conjunction with the President a budget for the fiscal year; and prepare and deliver to the President monthly financial reports concerning the financial affairs of the Club, such reports to be completed not later than fifteen (15) days after the close of the books for any month. He shall disburse the funds of the Club in payment of the just demands against the Club, or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall surrender to the Board, from time to time as may be required of him, an account of all his transactions as Treasurer and of the financial condition of the Club. He shall perform all duties incident to his office or which are properly required of him by the Board.

Section 7.07. Club Staff.

(a) *Director of Competition.* The Board shall annually appoint a Director of Competition whose responsibilities shall primarily be associated with the conduct of the racing event. The authority, duties and responsibilities of the Director of Competition shall be established by the Board and shall be set forth in the Club's Rulebook and as may otherwise be determined from time to time by the Board. The Director of Competition shall be confirmed annually at the transition meeting wherein the retiring Directors meet with the incoming Directors, prior to the seating of the new incoming Directors.

(b) *Administrative Staff.* Administrative staff positions shall consist of the Club Administrator and other administrative positions created from time to time by the Board. Administrative staff positions shall be filled by the Board and shall report to the President.

Section 7.08. Agents.

The Board shall have general authority to appoint agents of the Corporation as the proper conduct of operations may require, to fix their compensation, and to terminate their services. However, the Board must oversee the delegation of any investment authority, approve the appointment and removal of any investment agent, and require quarterly reports of its investment agents.

Section 7.09. Compensation.

Any officer, staff member, or agent may receive reasonable compensation for services rendered as an officer, staff member, or agent, when authorized by the Board.

Section 7.10. Removal; Resignation; Filling of Vacancies.

Any officer, staff, or agent may be removed at any time by the majority vote of Directors in office whenever in their judgment to do so is in the best interests of the Club. A removal shall not prejudice the contractual rights, if any, of the person removed. An officer, staff or agent may resign at any time by delivering a written resignation to the Board, the President, or the Secretary. If a vacancy occurs prior to election, the Board shall appoint a successor to fill the unexpired term of the officer.

Article Eight: Indemnity and Liability Insurance.

Section 8.01. Liability Insurance.

The Board may approve the purchase and maintenance of liability insurance on behalf of any person permitted to be insured by the Club under these Bylaws, its Certificate of Formation, or by statute.

Section 8.02. Indemnification.

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director, officer, race official, or staff member of the Club shall be indemnified by the Club against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 8.03. Limitations on Indemnification.

Notwithstanding the above, the Club will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Club's best interests. In the case of a criminal proceeding, the person may be indemnified only if he did not have a reasonable cause to believe his conduct was unlawful.

Article Nine: Conflicts of Interest.

Section 9.01. Loans to Officers and Directors Prohibited.

No loans shall be made by the Club to its officers or Directors, and any Directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Club for the amount of such loan until its repayment.

Section 9.02. Transactions with Directors, Committee Members, and Officers.

The Club may enter into a transaction or contract with a Director, committee member, or officer of the Club, or with any entity in which a Director, committee member, or officer has a managerial or financial interest, if the following conditions are met: (1) the material facts regarding the relationship are disclosed to the Board and any relevant committee; (2) the contract or transaction is fair to the Club and in the best interest of the Club; and

(3) the contract or transaction is approved by a majority of disinterested Directors. For each instance of a conflict of interest, records of all relevant facts and the votes of each Director on the matter shall be recorded in the Board minutes.

Section 9.03. Annual Disclosure.

The Club shall require all Directors and officers to annually disclosure to all Directors his business, nonprofit, and familial affiliations relevant to the work of the Club.

Article Ten: Recordkeeping.

Section 10.01. Books, Accounts and Records.

The books, accounts, and records of the Club, except as may be otherwise be required by the laws of the State of Texas, shall be kept at the principal office of the Club and/or at such place or places as the Board may from time to time appoint.

Section 10.02. Contracts, Checks, Deposits, and Funds.

(a) The Board may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances.

(b) All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or the President.

(c) All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may select.

(d) The Board may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Club

Section 10.03. Fiscal Year.

The fiscal year of the Club shall be the calendar year.

Section 10.04. Pronouns and Plurals; Severance.

(a) Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely.

(b) If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Article Eleven: Amendment of Bylaws.

Section 11.01. The Power to Amend.

The power to amend, repeal, or make additions to the Bylaws shall be vested in the Board; any such change may be made at any regular or special meeting of the Board at which a quorum is present by the affirmative vote of two-thirds (2/3) of the Directors present at the meeting.

Section 11.02. The Process to Amend.

Any proposed amendment, repeal, or addition of Bylaws shall be presented to the Directors at the preceding Board meeting and included in the minutes of that meeting. Notice of a vote on Bylaw changes shall be included in the meeting notice. A current copy of the Bylaws shall be posted on the Club's Website and be available for review by all.

I certify that these Bylaws were adopted by the Board of Directors of the Club at a duly called meeting, at which a quorum was present and voting throughout, that these Bylaws rescind all previous Bylaws, and that these Bylaws were adopted in conformance with the Club's Certificate of Formation, Bylaws, and policies.

CERTIFIED as of this _____ day of _____, 2021.

SECRETARY

CENTRAL MOTORCYCLE ROADRACING ASSOCIATION, INC

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