



CAPITAL DIRT BURNERS INC

A Non-Profit Idaho Corporation

Corporate By-Laws

Revision: November 2007

Article I: Corporation Information

Section A: This organization shall be known as Capital Dirt Burners, Inc. henceforth in these By-Laws; Capital Dirt Burners, Inc. will be referred to as the "Corporation" and/or "CDB".

Section B: The Corporation shall always be registered within the State of Idaho as a Non-Profit Corporation and shall function as such throughout its existence.

Section C: The Corporation shall always keep an active registered address within the State of Idaho for legal purposes and fulfillment of the state's incorporation requirements. Residential address information must also be provided by officers of the Corporation for the same purposes and must be recorded and submitted to the State of Idaho by the Secretary of the Corporation.

Section D: The officers of this Corporation shall be known as the Board of Directors and henceforth in these By-Laws will be referred to as the "Board of Directors" "the officers" and/or the "Board"

Article II: Purpose

Section A: The Corporation shall follow the purpose as set down within its states charter of incorporation. The Corporation is organized as non-profit and the nature of its business or purpose to be conducted or promoted is: To further the general interests and opportunities of all people engaged and interested in the hobby of scale model radio controlled auto racing in a non-professional environment.

Section B: The Corporation shall be dedicated to uphold the highest standards of the sport. To unite radio controlled auto racing enthusiast for the purpose of the organization and maintenance of a program of non-professional racing series and events. To exchange information, experiences, and ideas in the hobby of radio controlled auto racing.

Section C: These standards will be communicated and planned through the use of regularly scheduled monthly general board meetings or "sessions". Necessary special sessions may be called as well to address matters at hand.

Article III: Membership General Information

Section A: Membership of the Corporation shall consist of those whom are deemed eligible based on the eligibility requirements, subscribe to the Corporation's purposes as stated in Article II of the Corporations By-Laws, and meet the dues requirements.

Section B: Membership eligibility may consist of any person, firm, or corporation interested in or engaging in the hobby of radio controlled auto racing in a non-professional environment. Sponsorship of racers is permitted by outside corporations on a non-professional race environment basis.

Section C: Annual membership will account for a membership from the receipt date of funds until December 31st of the current calendar year for which funds are received by the Treasurer of the Corporation.

Section C.1: Memberships will be offered for the following year during the fall meeting and subsequent board of directors elections. Members purchasing memberships at this time will be allowed the same membership benefits throughout the remainder of the current year as well as into the actual year of the membership.

Section D: The membership roster shall contain the members name and contact information and be maintained by the Corporation's Secretary and made available to the Corporation's Board of Directors. However a name only list of members will be provided to any member upon their request. Any changes to a member's contact information must be submitted by the member in writing to the Corporation's Secretary.

Section E: Membership privileges will include:

Item 1: The right to vote for officers during general elections and when required during general membership meetings.

Item 2: Reduced race fees during off-road series races. The reduced fee will be determined by the Board during the January Session. Reduced fees do not apply to events or during on-road racing series unless predetermined by the Board, members will be notified of changes prior to a race or event.

Article IV: Membership Application

Section A: Application for membership shall be made to the Secretary of the Corporation on the "Annual Membership Application" form and accompanied by the current annual membership dues.

Section B: Membership applications will be accepted at any time during the year, but benefits will only granted from date of membership, no membership benefits will be retroactive.

Section C: The Membership Committee shall grant the application if there is no sufficient reason for denial as determined by the membership committee. Upon granting of membership the applicants dues shall be forwarded to the Corporation's Treasurer for recording. The applicant shall be furnished with an official receipt of their dues, a copy of the current By-Laws, current racing rules, and any other official publications granted to members. In the case of denial of membership the membership committee shall furnish the denied applicant with a full and complete refund of any monies. Membership transactions must be witnessed by the Secretary and Treasurer of the Corporation. In the case that both offices are held by the same individual the Vice President of the Corporation will provide the secondary whiteness.

Article V: Membership Recourse

Section A: For cause, any member may be first suspended then terminated by the Corporation's Board of Directors. Sufficient cause for such suspension or termination of membership shall be the violation of the provisions set forth in the Corporation's By-Laws or any conduct prejudicial or unbecoming to the interests of this Corporation. The active member will be notified, in writing, of their potential change in membership status one week (7 days including weekends) prior to a vote to suspend or terminate.

Section B: Suspension shall be defined as a suspension of all membership privileges including, but not limited to actively participating in a race, event, meeting, reduced race fees, and/or voting privileges for a time period determined by the Board of Directors but not to exceed thirty days. Suspensions shall be limited to no more than three in any given calendar year; a member's third suspension will result in membership termination

Section C: Termination shall be defined as suspension of all membership privileges including, but not limited to presence and actively participating in a race, event, meeting, reduced race fees, voting privileges, and/or automatic denial of eligibility for membership application for the next calendar year. Termination of membership shall be limited to no less than one calendar year and no more than three calendar years as determined by the

Board of Directors. At the completion of the individuals' suspension period the individual may re-apply for membership.

Section D: Revocation of membership shall be defined as returning a member to non-membership status without further penalty.

Section E: Any member under threat of suspension shall have the opportunity to appear in person before the Corporation's Board of Directors to present any defense to any charges before the Board before action is taken.

Section F: Any member who is delinquent in payment of dues, fees, or assessments for more than thirty days shall automatically have their membership suspended. Any member whom is delinquent in payment of dues, fees, or assessments for more than ninety days shall have their membership automatically terminated.

Section G: Any member of the Board of Directors that fails to attend or respond to three consecutive or six calendar regular board meetings, unless excused by the President or the Board, shall forfeit their office immediately and will become eligible for suspension or termination at the discretion of the remaining Board Members.

Article VI: Dues/Fees

Section A: Current membership dues, race fee schedules, and event fees will be reviewed by the Membership Committee and recommendations will be submitted to the Board of Directors for a revisal based on any necessary increase and/or decrease as deemed necessary or beneficial to the Corporation.

Section B: Changes in dues and race fees must be voted in by the Board of Directors.

Section C: All dues and fees collected must be recorded by the Treasurer of the Corporation and will be used solely for the purposes and advancement of the Corporation and not for any individual or segment of the Corporation.

Article VII: Board of Directors – General Information

Section A: The Board of Directors shall be the governing body of the Corporation and shall be ultimately responsible for management of the affairs and business of the Corporation as defined by the By-Laws of the Corporation. The members of the Board shall, upon assumption serve without compensation and shall enter upon the performance of their duties as defined by the By-Laws until their successors assume office.

Section A.1: Any member of the Board of Directors will be granted a provisional membership within the organization while they are in good standing. Any Board of Directors member that is no longer in good standing will loose any and all membership benefits unless a membership is purchased.

Section B: The Board of Directors shall have control and manage the affairs of the Corporation with the authority to engage and discharge contractors and agents of the Corporation.

Section C: The Board of Directors shall have the control to manage the Corporations membership by means of acceptance, suspension and/or termination of memberships.

Section D: The Board of Directors shall have the power to create or dissolve committees and do everything necessary and desirable in the conduct of the business of the Corporation in accordance with the Corporation's By-Laws.

Section E: The President of the Corporation shall have the power to poll the Board of Directors by phone or other means if the situation is such that time does not allow written communication or a special session to be called.

Section F: The organization of the Board of Directors shall be as follows:

Item 1: A minimum of three and a maximum of eight individuals will be required to form the Board of Directors.

Item 2: Any member of the Corporation who is no less than twenty-one (21) years of age and in good standing is eligible to run for office and serve upon the Board.

Item 2-1: Any member of the Corporation who is no less than fifteen (15) years of age and in good standing is eligible to run for and serve upon the Board as Public Relations Director, Director of On-road Scorekeeping, or Director of Off-road Scorekeeping.

Item 3: Members of the Board shall serve a term of one year starting January and ending in December of the calendar year for which they were elected.

Item 4: There shall be no limit to the number of terms and individual may hold.

Item 5: Vacancies on the Board of Directors shall be filled for the unexpired term by vote of the Board in a regular or special session with the exception of the office of President which shall immediately be filled by the Vice President of Off-Road Operations.

Item 6: Positions may be combined by the current acting board members as deemed necessary for the benefit of the Corporation, but the combination can never be made of President/Vice President or President/Treasurer.

Item 7: Any member of the Board may be removed from office with just cause by a 2/3 majority vote of the Board of Directors or majority vote of the general membership consisting of votes by at least 60% of the entire membership.

Section G: Any Board member placed under suspension or termination of membership must immediately forfeit their office and will become ineligible for office until the next calendar year.

Section H: No individual that derives income directly from a hobby industry shall be eligible for the offices of President, Vice President, or Treasurer. This shall protect the Corporations Non-Profit status. For purposes of the By-Laws "income" shall be defined as a source or income requiring reporting to tax agencies. Exempt incomes shall be considered occasion or irregular incomes i.e. painting car bodies, assembling kits, or soldering jobs.

Section I: Election of the following year's officers shall be held during the general membership meeting following the completion of the "Fall Series". Nominations for said election shall be received from the membership at large during the meeting. Only members in good standing may nominate and/or be nominated. Members may nominate themselves.

Section J: Newly elected officers will serve as officers elect for the remainder of the calendar year and serve as observers to the current Board. Said officers will assume all duties and responsibilities as of January 1st of their elected year.

Article VIII: Board of Directors – Officers

Section A: President

Item 1: Duties – The President shall be the executive offices of this Corporation and shall preside at meetings. The President shall be a member of all committees except the Nomination Committee. The President is empowered, as the executive officer of the Corporation, to suspend without cause any contractor of this Corporation, accept resignations of any member or officer, make temporary replacements of vacant Board positions, and may delegate any or all of such powers to any other officer(s) from time to time in their judgment be in the best interest of the Corporation. The President shall have general supervision over all the officers of the Corporation. Upon retirement the President shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the President shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose.

Item 3: Appointments – The president shall appoint all committees not provided for by the By-Laws

Item 4: Budget – The President is required to adhere to the budget set forth by the Treasurer and approved by the Board. The President does not have any direct budgetary requirements.

Section B: Vice President of Off-Road Operations

Item 1: Duties – The Vice President of Off-Road Operations shall be the successor of the President in the event of death or incapacity to perform the duties of President. The Vice President of Off-Road Operations shall work with the Public Relations Director to acquire donations and trophies for CDB sponsored events and races. The Vice President of Off-Road Operations shall also carry out or make carried out any duties for the Corporation that the President may require. Upon retirement the Vice President of Off-Road Operations shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Vice President of Off-Road Operations shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose, specifically in the areas surrounding the Off-Road Operations.

Item 3: Appointments – The Vice President of Off-Road Operations shall appoint the members of the Ways and Means Committee.

Item 4: Budget – The Vice President of Off-Road Operations is required to adhere to the budget set forth by the Treasurer and approved by the Board. The Vice President of Off-Road Operations does not have any direct budgetary requirements.

Section C: Vice President of On-Road Operations

Item 1: Duties –The Vice President of On-Road Operations shall work with the Public Relations Director to acquire donations and trophies for CDB sponsored events and races. The Vice President of On-Road Operations shall also carry out or make carried out any duties for the Corporation that the President may require. Upon retirement the Vice President of On-Road Operations shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Vice President of On-Road Operations shall communicate or make such suggestions as may in his opinion tend to promote the

welfare and increase the usefulness of the Corporation towards its' purpose, specifically in the areas surrounding the On-Road Operations.

Item 3: Appointments – The Vice President of On-Road Operations shall appoint the members of the Ways and Means Committee.

Item 4: Budget – The Vice President of On-Road Operations is required to adhere to the budget set forth by the Treasurer and approved by the Board. The Vice President of On-Road Operations does not have any direct budgetary requirements.

Section D: Secretary

Item 1: Duties – The Secretary shall be responsible for recording the attendance of all Corporation races, events, meetings, and sessions. The Secretary shall be responsible for recording the minutes for all regular and special sessions. The Secretary shall serve as document control and retain in their records current copies the Corporation's official documents. The Secretary shall handle and record all applications to the Corporation and keep an accurate up-to-date record of the Corporations Membership. Upon retirement the Secretary shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Secretary shall communicate any open business from prior meetings or sessions. The Secretary will report any membership changes to the Corporation. The Secretary shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose.

Item 3: Appointments – The Secretary has no appointments as described in the By-Laws. If a Secretary's Committee is required and petitioned by the President the Secretary will appoint the members of such committee.

Item 4: Budget – The Secretary is required to adhere to the budget as set for the by the Treasurer and approved by the Board. The Secretary shall also retain a copy of the current approved budget as an official document. A list of estimated expense general office supplies required to complete this position shall be provided to the Treasurer for budget considerations.

Section E: Treasurer

Item 1: Duties – The Treasurer shall have full charge of the funds and in the accounts of the Corporation. The Treasurer shall account for all of the Corporations funds and cause all funds with the exception of petty cash to be deposited in such a depository or depositories. All accounts shall be reported to the Secretary for record purposes. All accounts shall have the signature authority of the Treasurer, Secretary and President upon them. The Treasurer shall cause and provide to the incoming Board of Directors a budget for the following calendar year. The Treasurer at the request of the Board shall furnish a bond of a reputable surety company in such amount as may be required by the Board, the premium thereon to be paid by the Corporation. The Treasurer shall be personally liable for any funds found by complete audit to be missing from the Corporation's accounts without direction of the Board or used for non-operational expenses. The Treasurer shall be responsible for arranging the annual audits for both the Internal Revenue Service (IRS) and the Secretary of State's offices required by those federal and state offices. A copy of each audit shall be filed with the Secretary of the Corporation as an official document. Upon retirement the Treasurer shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Treasurer shall make a summarized report of the current financial situation of the Corporation. At the request of the board a detail report of transactions shall be provided. The Treasurer shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose.

Item 3: Appointments – The Treasurer has no appointments as described in the By-Laws. If a Treasurer's Committee is required and petitioned by the President, the Secretary will appoint the members of such committee.

Item 4: Budget – The Treasurer is required to adhere to the budget as approved by the Board. The Treasurer shall also retain a copy of the current approved budget as a reference document. A list of estimated expense general office supplies required to complete this position shall be provided for budget considerations.

Section F: Race Director of Off-Road Operations

Item 1: Duties – The Race Director of Off-Road Operations shall be responsible for organizing, promoting, and operating all Corporate races and events specifically within the realm of the Off-Road Facilities. The Race Director of Off-Road Operations shall also aid in any and all Corporate races and events. Upon retirement the Race Director of Off-Road Operations shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Race Director of Off-Road Operations shall report any activities or information pertaining to the general operation of the races and/or events. The Race Director of Off-Road Operations shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose, specifically within the realm of the Off-Road Operations.

Item 3: Appointments – The Race Director of Off-Road Operations shall appoint the members of the Off-Road Race Committee.

Item 4: Budget – The Race Director of Off-Road Operations is required to adhere to the budget as set for the by the Treasurer and approved by the Board. A list of estimated expense required to complete this position shall be provided to the Treasurer for budget considerations.

Section G: Race Director of On-Road Operations

Item 1: Duties – The Race Director of On-Road Operations shall be responsible for organizing, promoting, and operating all Corporate races and events specifically within the realm of the On-Road Facilities. The Race Director of On-Road Operations shall also aid in any and all Corporate races and events. Upon retirement the Race Director of On-Road Operations shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Race Director of On-Road Operations shall report any activities or information pertaining to the general operation of the races and/or events. The Race Director of On-Road Operations shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose, specifically within the realm of the On-Road Operations.

Item 3: Appointments – The Race Director of On-Road Operations shall appoint the members of the On-Road Race Committee.

Item 4: Budget – The Race Director of On-Road Operations is required to adhere to the budget as set for the by the Treasurer and approved by the Board. A list of estimated expense required to complete this position shall be provided to the Treasurer for budget considerations.

Section H: Track Director of Off-Road Operations

Item 1: Duties – The Track Director of Off-Road Operations shall be responsible for the construction and/or maintenance of facilities or tracks the Corporation uses for races and events. Upon retirement the Track Director of Off-Road Operations shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Track Director of Off-Road Operations shall report any activities or information pertaining to the general operation and maintenance of the Off-Road track. The Track Director of Off-Road Operations shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose

Item 3: Appointments – The Track Director of Off-Road Operations shall appoint the members of the Off-Road Track Committee.

Item 4: Budget– The Track Director of Off-Road Operations is required to adhere to the budget as set for the by the Treasurer and approved by the Board. A list of estimated expense required to complete this position shall be provided to the Treasurer for budget considerations.

Section I: Track Director of On-Road Operations

Item 1: Duties – The Track Director of On-Road Operations shall be responsible for the construction and/or maintenance of facilities or tracks the Corporation uses for races and events. Upon retirement the Track Director of On-Road Operations shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports – During meetings and sessions the Track Director of On-Road Operations shall report any activities or information pertaining to the general operation and maintenance of the On-Road track. The Track Director of On-Road Operations shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose

Item 3: Appointments – The Track Director of On-Road Operations shall appoint the members of the On-Road Track Committee.

Item 4: Budget– The Track Director of On-Road Operations is required to adhere to the budget as set for the by the Treasurer and approved by the Board. A list of estimated expense required to complete this position shall be provided to the Treasurer for budget considerations.

Section J: Director of Scorekeeping

Item 1: Duties – The Director of Scorekeeping shall be responsible for keeping the scores at all the races and events. The Director of Scorekeeping shall be responsible for balancing race and event fees with the concurrent race/event line up and the racers membership status. They will also cause any non-paying racers not to be on the track during scored

aces and events. The Director of Scorekeeping shall be responsible for providing to the Secretary a list of the current race day/even day's entries and the funds from the race/event to the Treasurer. The Director of Scorekeeper shall cause race, series, and event results to be posted either electronically or physically for the review of the racers. Upon retirement the Director of Scorekeeping shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports - During meetings and sessions the Director of Scorekeeping shall report any activities or information pertaining to the general the scorekeeping of the races and/or events. The Director of Scorekeeping shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose.

Item 3: Appointments – The Director of Scorekeeping shall appoint the members of the Score Keeping Committee.

Item 4: Budget– The Secretary is required to adhere to the budget as set forth by the Treasurer and approved by the Board. A list of estimated expense required to complete this position shall be provided to the Treasurer for budget considerations.

Section K: Public Relations Director

Item 1: Duties – The Public Relations Director shall be responsible for soliciting and acquiring donations and trophies for CDB sponsored events and races as well as procuring the Trophies for such events. The Public Relations Director will submit a list of any donations to the Secretary for accurate recording. They will also submit a list of any donations and any funds to the Treasurer for proper accounting. The Public Relations Director will be responsible for providing reasonable and proper gratitude to any sources of donations. They shall be responsible for general Corporation promotion and membership promotion in particular. Upon retirement the Public Relations Director shall pass on all records, funds, and materials belonging to the Corporation to their successor.

Item 2: Reports - During meetings and sessions the Public Relations Director shall report any activities or information pertaining to the general promotion and recognition of the races and/or events. Public Relations Director shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation towards its' purpose

Item 3: Appointments – The Public Relations Director shall appoint the members of the Public Relations Committee.

Item 4: Budget – The Public Relations Director is required to adhere to the budget as set for the by the Treasurer and approved by the Board. A list of estimated expense required to complete this position shall be provided to the Treasurer for budget considerations.

Section L: Past-President

Item 1: Duties – The Past-President shall serve solely as an advisor to the newly elected board for no less than four (4) months and no more than nine (9) months. They shall remain part of the general membership and not retain any quorum or official rights during Board meetings and/or sessions.

Item 2: Reports – During meetings and sessions the Past-President shall communicate or make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporations towards its' purpose.

Item 3: Appointments – The Past-President has no appointments as described in the By-Laws.

Item 4: Budget – The Past-President has no budgetary authority and must adhere to budget as set forth by the Treasurer and approved by the Board.

Section M: Organizational Chart

See attached Organizational Chart

Article IX: Committees

Section A: Race Committee(s) – The Race Committee(s) shall be chaired by the appropriate Race Director(s) and shall contain but is not limited to the Public Relations Director. The committee(s) shall establish race and event rules and regulations, structures, and schedules for the Corporation. The committee(s) shall also interpret the specifications and legality of the equipment used for such races and events. The chairman of the committee(s) shall at the request of the Board or President make a written report of the committee's activities. Upon retirement of the chairman or dissolution of the committee(s) the chairman shall pass on all records, funds, and materials belonging to the Corporation to their successor or the Secretary.

Section B: Track Committee(s) – The Track Committee(s) shall be chaired by the appropriate Track Director(s) and shall contain but is not limited to the Director of Scorekeeping. The committee(s) shall assist the Track Director(s) in all aspects of their post including new construction and maintenance. The committee(s) will be responsible for all safety issues and posting safety and marshaling guidelines. The chairman of the committee(s) shall at the request of the Board or President make a written report of the committee(s)'s activities. Upon retirement of the chairman or dissolution of the committee(s) the chairman shall pass on all records, funds, and materials belonging to the Corporation to their successor or the Secretary.

Section C: Scorekeeping Committee(s) – The Scorekeeping Committee(s) shall be chaired by the Director of Scorekeeping. The committee(s) shall assist the Director of Scorekeeping in all aspects of their post. The chairman of the committee(s) shall at the request of the Board or President make a written report of the committee(s)'s activities. Upon retirement of the chairman or dissolution of the committee(s) the chairman shall pass on all records, funds, and materials belonging to the Corporation to their successor or the Secretary.

Section D: Ways and Means Committee – The Ways and Means Committee shall be chaired by the Vice President. The committee shall supervise the written By-Laws of the Corporation as well as any other official publications. The chairman of the committee shall at the request of the Board or President make a written report of the committee's activities. Upon retirement of the chairman or dissolution of the committee the chairman shall pass on all records, funds, and materials belonging to the Corporation to their successor or the Secretary.

Section E: Public Relations Committee – The Public Relations Committee shall be chaired by the Public Relations Director. The committee shall assist the Public Relations Director in all aspects of their post. The chairman of the committee shall at the request of the Board or President make a written report of the committee's activities. Upon retirement of the chairman or dissolution of the committee the chairman shall pass on all records, funds, and materials belonging to the Corporation to their successor or the Secretary.

Article X: Compensation / Donations

Section A: All members and officers of the Corporation shall serve without compensation aside from the provisional membership that is granted to Board of Directors members that are in good standing.

Section B: Any member in good standing of this Corporation shall be compensated for out of pocket expenses incurred based on approval of expenditure by the Treasurer or Board of Directors and only upon providing physical receipts of the expense incurred to the Treasurer.

Section C: Expenses not previously requested and approved by the Board shall be considered donations and noted as such. Any such expenses may, after the fact, be voted for compensation in the event the Board feels that the member was acting solely in the benefit of the Corporation and not personal gain.

Section D: No member of this Corporation shall cause any funds to be transmitted from the Corporation's accounts in a given month until all regular expenses for that month have been paid in full.

Section E: All donations to the Corporation shall be listed to the Secretary for accurate recording and submitted to the Treasurer for proper accounting by use of the official CDB Donation form. The Public Relations Director will be responsible for providing reasonable and proper gratitude to any sources of donations.

Section F: All donations shall be tracked by the Treasurer and receipted to the donor for their tax records as a donation to a Non-Profit Corporation under Idaho State laws.

Article XI: Contacts

Section A: All contracts which may be entered into by, or on the behalf of the Corporations shall, in express terms, provide that under no circumstances shall any member of the Corporation or the officers authorizing such contracts or executing the same on the Corporation's behalf be held to assume, either directly or indirectly any personal liability there under.

Section B: All contacts which may be entered into by, or on the behalf of the Corporation shall be approved by the Board of Directors.

Article XII: Corporation Name, Mailing List, and Official Insignia

Section A: No person or member of this Corporation shall use the name, mailing list, or official insignia of the Corporation for other-than-designated Corporation purposes.

Section B: Authorization for use of the Corporation's name, mailing list, and/or official insignia must be confirmed in writing by action of the Board of Directors.

Section C: At no time shall the board be allowed to sell, contract out, provide or otherwise divulge information other than member names to Non-Board Members or the general public unless required by state or federal laws without the written permission of the member.

Section D: The Secretary shall handle and record all applications to the Corporation and keep an accurate up-to-date record of the Corporations Membership.

Article XIII: Meetings

Section A: Full membership meetings will be held a minimum of once per year. The specific date will be determined by the board of directors. It is advisable that there should be general membership meetings prior to the each of the series of races ran at any of the Corporate facilities. During these meetings, any and all awards for the previous series shall be disbursed to club members in attendance as well as any class changes or assignments for future series. Previous awards, if not claimed during the meeting, must be claimed by the member within 30 days of the general membership meeting. Any unclaimed awards will be considered donated to the club for general use.

Section B: Regular Session of the Board of Directors shall be held at a minimum interval of once per calendar quarter at a reasonable location and time to be determined at the end of the prior Board regular meeting. All members are welcome to attend such meetings.

Section C: Special Sessions of the Board of Directors may be called by the President or a majority of the Board at any time and must be held in a reasonable location and time as such determined by the Board. Special Sessions may be closed to the general membership but must be documented and have minutes provided to all Board members and available to the general membership upon request.

Section D: The exact site and time of meetings and sessions shall be determined by a simple majority vote of the Board.

Section E: Notice of the time and place of general membership meetings shall be given, to all members, by posting at the club racing/event site no less than thirty days prior to the meeting. It is advised that the Secretary of the Corporation shall make arrangements for each member to be contacted by phone at least seven days prior to the meeting. Individual Corporation members shall be responsible on their own for making sure that they are aware of the exact dates and times of full membership meetings.

Article XIV: Quorum

Section A: A quorum of the membership shall consist of the active members present at a meeting/session, including by proxy as allowed.

Section B: A quorum of the Board of Directors shall be considered all current directors. In the case of an absent director the vote shall be counted as an abstention.

Section C: To remove doubt, no proxy votes will be allowed other than a written signed original of the vote that shall be certified by the President of the Corporation in writing.

Section D: In the case of a mail in vote, a quorum will consist of the number of ballots postmarked by the published date of the vote and received no more than one week after this date.

Section E: Any ballots to be used in a mail-in quorum must be postmarked sixty days in advance of the published vote if mailed out.

Article XV: Voting

Section A: All voting issues in regards to this Corporation shall be determined by a simple majority of the quorum.

Section B: Whenever, in judgment of the President, a mail, telephone, or other vote of the Board of Directors shall be necessary or expedient to the benefit of the Corporation, they may direct that such a vote be taken.

Section C: Upon authorization of a simple majority of the Board, either in meeting, session, or assembled through mail, telephone or other means, the President or Board may direct a mail vote of the membership.

Section D: For purposes of tie breaking only the presidential vote shall count as an addition one tenth of one vote in all situations.

Article XVI: Budget

Section A: The Treasurer shall cause an estimated annual budget of expenditures and income to be prepared and approved upon by the Board of Directors.

Section B: The budget of estimated expenditures shall not exceed ninety percent of the budget of anticipated calendar years income.

Section C: All expenses incurred by the Corporation must fall within the budget guidelines, both in amount and time frame. Any deviation of the approved budget must be approved by the Board of Directors prior to deviation, at which time a new budget will be drafted for approval.

Section D: The incoming President shall cause a budget for their calendar term of estimated income and expenditure to be prepared and submitted to the incoming Board of Directors for approval within sixty days of January 1st.

Section E: The "Reserve Fund" is herewith defined as all funds in the Corporation's accounts not previously allocated.

Section F: The "Petty Cash Fund" is herewith defined as all physical cash funds of the Corporation's held by the Secretary and/or Treasurer for incidental expenditures and/or "change" availability for races and events. The "Petty Cash Fund" is not to exceed one-hundred dollars except under special circumstances as agreed upon by the Board of Directors.

Section G: The Secretary shall be responsible for maintaining a complete record of all the original and amended portions of the budget.

Section H: The Secretary shall provide reasonable access to such records to any member in good standing to allow for reasonable accounting of the actions of the Board or Directors.

Article XVII: Dissolution

Section A: The Corporation may be dissolved upon a vote of two thirds of the quorum during a meeting specifically called for such dissolution.

Section B: A notice of said meeting shall be mailed to each member of the Corporation stating the date, time, and place therefore at least thirty days prior to the date on which the meeting is to be held.

Section C: All votes must be made in person for dissolution; mail in votes will not be accepted.

Section D: Upon final dissolution of the Corporation, surrender of the Corporation's name, all debts of the Corporation are fully paid, and a full audit is completed all remaining funds in the Corporation's accounts shall be donated to such a recognized charitable or non-profit organization(s) on behalf of the Corporation by vote of the Board of Directors.

Article XVIII: Amendments

Section A: Amendments to the By-Laws in accordance with the benefit of this Corporation and its purpose will be made by simple majority vote of the Board of Directors in a regular or special session.

Section B: Amendments ratified in this manner shall be provided to the membership within one week of ratification.

Section C: The membership may dispute any amendment through notification to the President. Upon notice of dispute by more than thirty percent of the members in good standing the ratified amendment shall be withdrawn for not more than thirty days until a special session of the membership meeting can be called to discuss the new amendment. At which time a majority vote of the quorum may overturn the amendment.

Section D: The Secretary shall be responsible for maintaining a complete record of all the original and amended portions of these By-Laws.

Section E: The Secretary shall provide reasonable access to such records to any member in good standing to allow for reasonable accounting of the actions of the Board or Directors.

Section F: Amendments, when approved, shall supersede and cancel any provision of the By-Laws which is contrary to, or in conflict with the said amendment.

Revision History:

Revision Date	Description
November 1999	Amended Article V, Subsection B
April 2001	Added Article V, Subsection D
January 2003	Completely revised and rewrote By-Laws
February 2005	Added sections to deal with multiple facilities
November 2007	Amended Article VII, Subsection F, Item 2 (added Item 2-1)