

**BY-LAWS
OF
WESTERN RACING ASSOCIATION**

A CALIFORNIA 501(c) NON-PROFIT CORPORATION as amended May 18, 2016

**ARTICLE I
Principle Office and Fiscal Year**

SECTION 1. The Principal Office of the Association shall be in the County of Los Angeles, State of California.

SECTION 2. The fiscal year will end each year at twelve o'clock midnight, December 31st.

**ARTICLE II
Purposes and Objectives**

SECTION 1. The purposes and objectives of the corporation are set forth in the Articles of Incorporation and are in general to perpetuate and promote the welfare of Vintage auto racing cars and its participants and spectators by organizing events for exhibition, and to create fellowship among open wheel racing enthusiasts and means to generate money for association operating expenses.

**ARTICLE III
Liabilities of Members, Officers and Directors**

SECTION 1. No member, officer or director of the corporation shall be liable for any of its debts, liabilities or obligations.

SECTION 2. The liability of each member of the corporation is limited to the payment of annual dues and fees hereinafter described.

**ARTICLE IV
Membership and Dues**

SECTION 1. Any person of good moral character and reputation interested in Vintage automobile exhibitions or related subjects may become a member upon approval of the Board of Directors or of a Membership Committee designated by the Board.

SECTION 2. For voting purposes, a member must be in good standing and be an active Owner and/or Driver who has participated in not less than 3 WRA sanctioned events in the previous twelve months. These members will hereafter be referred to as "Qualified Voters". Board Members and Officers have unrestricted voting rights.

SECTION 3. Members shall pay dues as set forth by the Board of Directors, payable in advance of the first day of each fiscal year. A grace period of one month will permit receipt of dues without suspension of privileges. Privileges include participation of WRA events and receipt of the monthly newsletter (WRAPUP).

SECTION 4. Any member of the corporation maybe suspended or expelled by a majority vote of the Board of Directors for cause sufficient to them. In the instance of suspension the subject member will be invited to appear before the Board to determine the length of the suspension and the terms of whatever action must be taken to remedy the cause and permit reinstatement. Failure to appear will result in whatever terms the majority of the Board decides to impose. In the instance of expulsion, resulting from failure to adhere to the terms of prior suspension(s) or egregious behavior involving safety to the member, other participants or anyone else in attendance at a WRA sanctioned event, the majority vote of the Board is final. The suspended or expelled member will be notified of the cause and final action by Registered US Mail. In the case of expulsion the letter will include a refund of the prorated unused portion of dues paid for that year.

ARTICLE V

Government

SECTION 1. Unless otherwise provided herein, every question which shall come before a properly convened meeting, either a Board of Directors, General or Special, shall be considered by that body and either brought to a simple majority vote by the Board Members present, provided there is a quorum, or tabled for further review until the following meeting when more facts are available. In any event, the question will be answered.

SECTION 2. The latest available edition of Robert's Rules of Order shall govern all meetings.

ARTICLE VI

Directors

SECTION 1. The business of the corporation shall be transacted by a Board of directors consisting of not more than 7 members who shall be elected bi-annually by the Voting members as described herein. Prior to an election, nominees will be interviewed by the President and must agree to accept such responsibility.

SECTION 2. Vacancies on the Board occurring during the term of office may be filled by the next highest voted nominee, providing that they continue to be a member in good standing and

agree to serve. The President has the option to fill or leave vacant any open seat until the next regularly scheduled election.

SECTION 3. Directors shall hold office from the time of their election until their successors are elected.

SECTION 4. Regular Meetings of the Board will be held not less than every other month, on the third Wednesday of that prescheduled month. Meetings will start at 6:00 PM and end promptly at 8:00 PM. This is an open meeting and any interested party is welcome to attend. The schedule will be posted in advance on the WRA Website. The exception to this rule is that a General Membership Meeting will be held at the final meeting of the calendar year. In the case of Board Meeting rescheduling, for holidays or other circumstances, only Board Members will be notified in advance. In the case of the General Meeting, the membership will be advised of the location, date and time for such meeting by a Notice to be printed in the newsletter arriving at least 30 days before said meeting. This notification shall include a nomination form for use by those who will not attend the meeting. All subsequent requirements will apply (see Article VIII). If a reschedule must occur, notification will be made via the association website.

ARTICLE VII

Nomination & Election of Directors

SECTION 1. The agenda of the General meeting (see Article VI, Section 4) that involves the bi-annual elections will include receiving nominations from any member in good standing. These nominations for those not currently serving will include either (1) a written and signed statement from a candidate not in attendance or (2) a verbal statement from one in attendance, that they are willing and able to perform the duties of their office. Following that assurance, the nomination shall be seconded by any other member in attendance. The Secretary will conduct the election portion of the meeting.

SECTION 2. The Secretary shall produce a written ballot, consisting of each nominated current Director or Officer who is willing to continue to serve and each member, properly vetted who is nominated either by proxy or in person nomination. Each qualified voting member shall be able to vote for up to seven Director candidates and one each for Officers. A simple majority will decide the final selection. A vote will be taken during the meeting. If there is no clear selection for any seat the absent qualified voters will be polled and the final outcome will be determined by December 31 of that year. Ties will be determined by lot for those involved. Notification to the general membership will be made via the WRA newsletter (WRAPUP).

ARTICLE VIII

Officers

SECTION 1. The Corporation shall have a President, Vice President, Secretary and Treasurer who shall be elected bi-annually by the Voting Members of WRA.

SECTION 2. The President shall preside at all meetings of the Directors and at the annual General Meeting. The President shall perform such other duties as are usually performed by a president, including acting as an ex-official member of all committees. The President will co-sign all WRA checks exceeding \$500 and all checks paid out to the Treasurer for expense reimbursement.

SECTION 3. The Vice President shall sit in the place of the President should they not be available.

SECTION 4. The Secretary shall attend all Board and General Meetings and keep minutes thereof, and shall be responsible for sending other notices given by the Corporation. The Secretary shall perform other duties that are usually performed by a corporation secretary. In addition, the Secretary shall conduct all elections, including but not limited to preparation and distribution of ballots to all Qualified Voters, Directors and Officers. The Secretary will tabulate the results and inform the Board and the Editor of WRAPUP for announcement to all members.

SECTION 5. The Treasurer shall receive all fees, donations to and funds of the corporation and shall place them in deposit in a timely manner in a bank which is a member of the Federal Reserve System located in the County of Los Angeles. Corporate monetary obligations will be paid by the Treasurer and subsequently reported to the Board. Expenses greater than \$500 will be approved and checks co-signed by the President.

ARTICLE IX Committees

SECTION 1. The Board may determine which, if any, committees are necessary and advisable, and the chairman of any committee shall be chosen by the Board. This chairman may select the members of the committee with the advice and consent of the Board.

SECTION 2. Any committee approved by the Board will conduct meetings from time to time, under the direction of the chairman. Minutes will be kept, which will be submitted to the Board along with a progress report at the Board meeting following any committee activity.

ARTICLE X Amendments

SECTION 1. By-laws may be amended, adopted or repealed by a simple majority vote cast by Officers, Directors and Qualified Voters. Such action will be discussed at a Regular Board meeting. If a quorum is unable to reach a majority, all of the above will be furnished with information regarding the proposed change(s), the reason for the change, the date of the proposed and a written ballot calling for a "Yes", "No". The Secretary will be responsible for conducting the logistics of this action.

ARTICLE XI
Dissolution

SECTION 1. The corporation may be dissolved by a two-thirds vote of all members of the Qualified Voters, Directors and Officers of the corporation. Should the decision to dissolve become final, the Treasurer will first determine and pay all outstanding debts and then prepare a statement for the Board that lists all donations made in the current year, along with all prepaid dues received for subsequent years. These amounts will be refunded to the donors in full. The remaining balance in the Treasury will be allocated and refunded to members who paid dues, up to but not to exceed \$45. Any and all remaining money will be donated to an organized charity to be determined at that time by the Board. The Bank account will be closed by the Treasurer and the California Secretary of State will be informed by WRA Secretary, in accordance with laws governing 501(c) corporations.