

**BY-LAWS OF
WATERFORD HILLS ROAD RACING CORPORATION
CLARKSTON, MICHIGAN**
(A not-for-profit corporation of the State of Michigan)

ARTICLE I. NOMENCLATURE

The name shall also be known as WATERFORD HILLS ROAD RACING, INC. (WHRRI).

ARTICLE II. PURPOSE

We, as members in good standing of the Oakland County Sportsmen's Club, in keeping with the objectives of that organization and in consideration of the availability of the Waterford Hills Road Course and associated facilities of the Oakland County Sportsmen's Club, elect to join together as a sub-club for the purpose of motor sport.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of eight (8) Directors-at-Large, the immediate past President (in an advisory role for one year only) and four (4) Trustees. The term Board shall be used throughout this document in reference to the Board of Directors. The eight (8) Directors at Large & four (4) trustees shall have voting rights. The immediate past president continues to support the Board of Directors in an advisory role for one year, with no voting rights, unless he/she is still a member of the board.

SECTION 2. Directors-at-Large shall be elected at the October Annual General Membership Meeting in accordance with the provisions set forth in Article VIII. Newly elected Directors-at-Large shall assume their responsibilities at the beginning of the first board meeting after the October general election.

SECTION 3. Directors at Large shall serve a two (2) year term. Initially four shall be elected for a one (1) year term and four shall be elected for a two year term. Thereafter, four Directors-at-Large shall be elected each year for a two (2) year term.

SECTION 4. The executive Board consisting of the President, Vice President, and Secretary shall be elected from among and by the Board on an annual basis at the first board meeting after the October general election.

SECTION 5. Trustees shall be appointed by the outgoing Board prior to the September General Membership meeting. One new Trustee shall be appointed each year for one (1) term of four (4) years.

SECTION 6. The Board shall elect Officers, from the membership in good standing, on an annual basis, including, but not limited to: Comptroller, Director of Racing, Director of Facilities, Director of Public Relations, Director of Drivers School, Director of Licensing, and Director of Membership. The board also has the flexibility to appoint assistants to all of the above positions to promote training and involvement of additional members.

SECTION 7. A Board member may be recalled by a majority vote of the members in good standing. Three members in good standing may make a request for recall, for cause, in writing at any General Membership meeting. The recall vote taking place at the second General Membership meeting after the request. All members in good standing will be notified prior to the recall vote meeting. Absentee recall ballots may be requested, in writing, before the recall vote.

SECTION 8. The Board shall consider, promote, and transact the business of the club. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit, and determine the quorum necessary (in any case not less than five) for the transaction of business. Questions arising at any meeting of the Board shall be decided by a majority of votes, of which each voting Board member (as outlined in Article 3, Section 1) shall have one (1) vote. In case of an equality of votes, the person presiding shall have the deciding vote. No proxy vote shall be considered.

SECTION 9. All members of the Board must attend a minimum of two thirds (67%) of all regularly scheduled board meetings. All members of the Board must attend one half (50%) of all General Membership meetings and scheduled Club Race Events. Failure to comply with these expectations, without prior excuse, will be considered neglect of duty and subject to disciplinary actions, up to and including, removal from the Board.

SECTION 10. All members of the Board of Directors upon completion of their elected term, consent to be present at the scheduled meetings of the Board of Directors through the end of the calendar year as possible, for the purpose of providing continuity of ongoing Club business. No voting privileges will be extended.

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. The President shall exercise general supervision over the officers and activities of the club, shall serve as a member ex officio on all committees and shall be Chairman of the Board. The President may co-sign with the Comptroller contracts, checks, drafts, or other orders for payment of money in the name of WHRRI. The President may recommend disciplinary action of any Board member or Director who does not fulfill their obligations as set forth in Article IV.

SECTION 2. The Vice-President shall assume the duties and functions of the President during any absence of the President and shall generally assist the President in the administration of WHRRI affairs.

SECTION 3. The Secretary shall prepare minutes of all General Membership meetings and Board meetings, maintain club records, and shall handle all correspondence with the General Membership, other clubs, groups, and racing organizations, and any other duties assigned by the President.

SECTION 4. A Trustee shall be empowered with the same privileges and responsibilities as the Directors at Large, and shall have the additional responsibilities of overseeing the general well being of WHRRI.

SECTION 5. The Comptroller shall, subject to such conditions and restrictions as made by the Board, take custody of all moneys, debts, and financial obligations belonging to the club, and shall deposit all moneys into the club account. A majority of the Board may appoint an Assistant Comptroller/Treasurer, from the members in good standing, to act in the absence or incapacity of the Comptroller and may assist the Comptroller in each of the duties as requested. The Comptroller and Assistant Comptroller/Treasurer shall give bond at club expense. The outgoing Comptroller shall give a report on the financial status of the club at the October General Membership meeting. The Comptroller shall give a financial report if so requested at any meeting of the Officers.

SECTION 6. The Director of Racing shall be responsible to the Board for all racing activities, appointments of racing support staff, Chiefs of Specialties, and Chairman of the Competition Board. The Director of Racing shall also oversee the activities of the Competition Board and Court of Appeals.

SECTION 7. The Director of Facilities shall be responsible to the Board for the maintenance of the track, ground, and all equipment. Any individuals and/or contractors, hired for the express purpose of improving and maintaining the track grounds, shall report solely to the Director of Facilities or designated representative, who, in turn, shall make the report to the Board.

SECTION 8. The Director of Public Relations shall be responsible to the Board for Publicity, Neighborhood Public Relations, and published advertising.

SECTION 9. The Director of Drivers School shall be responsible to the Board for organizing and conducting drivers school.

SECTION 10. The Director of Licensing shall be responsible to the Board for annual competition licensing.

SECTION 11. The Director of Membership shall be responsible to the Board for maintaining the membership roster.

SECTION 12. No obligation, debt, or other liability shall be incurred on behalf of WHRRI without the prior approval of the majority of the Board.

SECTION 13. All contracts, checks, drafts, notes, and other orders for payment of money in the name of WHRRI must be signed by one (1) of the following principal officers: the Comptroller; Assistant Comptroller/Treasurer; President; Vice- President, or Secretary.

ARTICLE V. MEMBERSHIP

SECTION 1. Members in good standing shall be defined as any individual whose membership is confirmed annually on MSR (Motorsports Registration www.MotorSportsReg.com), and any membership fees are paid in full, and has met the qualifications of member in good standing as set forth in the Constitution and By-Laws of the Oakland County Sportsmen's Club. Only members in good standing may enjoy full membership privileges in Waterford Hills Road Racing, Inc.

SECTION 2. There shall be two (2) types of membership available:

- (A) Life Membership shall be available to those members meeting the obligations set forth by the Board.
- (B) General Membership shall be available to those members paying the initiation fee and the annual dues each year and meeting the obligations as set forth by the Board (e.g. OCSC Membership is current and paid in full).

SECTION 3. Any member, who has not paid all applicable Waterford Hills fees by April 1st, shall be delinquent and no longer in good standing. Any member not in good standing will forfeit all membership rights until all fees (including any applicable late fees) are paid in full.

SECTION 4. Members, drivers and participants at an event shall conduct themselves according to the highest standards of behavior and sportsmanship, particularly in relationship with other competitors and officials and in a manner that will not be prejudicial to the reputation of WHRRI or to the sport of automobile racing. Failure to do so may result in penalty as provided by the Board which may include, but is not limited to, revocation of WHRRI member in good standing status.

ARTICLE VI. MEETINGS

SECTION 1. The President or designated representative shall preside at all meetings.

SECTION 2. Regular General Membership meetings shall be conducted 11 times per year upon the grounds of the Oakland County Sportsman's Club, in the County of Oakland , Township of Independence. Meetings will be conducted on the first Wednesday of the month from January to November. No meeting will be conducted in December. Meetings will begin at 7:00 pm and conclude at the Presidents discretion.

- (A) The Board may cancel or reschedule a regular General Membership meeting that would normally fall on a nationally recognized holiday (i.e., New Year's Day). Members shall be notified no later than at the previous General Membership meeting.
- (B) The Board may relocate a regular General Membership meeting if all appropriate facilities on the Oakland County Sportsmen's Club grounds are unavailable. Every reasonable effort shall be made to inform members of the new meeting location.
- (C) Special membership meetings may be convened at the request of a majority of the Board. Members shall be given seven (7) days written notice by mail [or email](#) stating the time, place, and purpose of such special meetings.

SECTION 3. The parliamentary procedures contained in the Roberts Rules of Order-Newly Revised shall be used as a guide in cases to which they are applicable, and in which they are not inconsistent with the By-Laws.

SECTION 4. All motions concerning new business must be submitted to the President in writing twenty-four (24) hours before the General Membership meeting unless the President opens the meeting to said motions from the floor. The President shall have the discretion of presenting a written motion to the Board before presentation to the General Membership meeting.

ARTICLE VII. STANDING COMMITTEES

SECTION 1. Standing Committees shall be those committees deemed necessary by the Board to facilitate the proper operation of all WHRRI activities. The chairperson of each standing committee shall report to the appropriate Director.

SECTION 2.

(A) The Competition Board shall be appointed by its Chairman, with the approval of the Director of Racing. This board shall consist of:

1. Chief Steward
2. Chief of Technical Inspection
3. Chief of Flagging and Communications
4. 4-6 Driver Representatives
5. 3-5 Volunteer Representatives (i.e., Chief of Specialty or a designated representative) from among the following specialties:
 - (a)** Licensing
 - (b)** Drivers School
 - (c)** Registration
 - (d)** Timing and Scoring
 - (e)** Fire and Rescue
 - (f)** Grid
 - (g)** Paddock
 - (h)** Sound
6. The Competition Board shall consist of a minimum of ten (10) members and a maximum of twenty (20) members.
7. The drivers representatives should not concurrently be members of the Board of Directors.

- (B) The Competition Board shall recommend rules and standards for scheduling, organization, conduct of speed events, and the licensing of drivers for the approval of the Board. The Competition Board supervises the execution of the rules and standards set forth in the WHRRI Rules and Regulations and Supplemental Regulations.

SECTION 3.

- (A) The Planning Committee shall be appointed by the Board.
- (B) The Planning Committee shall propose an annual budget to the Board and shall be responsible with the recommendation, planning, and budgeting of long-term club improvements.

SECTION 4.

- (A) The Court of Appeals shall be appointed by the Competition Board with the approval of the Board. The Chairman of the Court of Appeals shall be elected from among and by the Court of Appeals
- (B) The Court of Appeals shall be responsible for and empowered to render a final decision on all appeals that are filed in accordance with WHRRI Rules and Regulations and Supplemental Regulations.

SECTION 5.

- (A) The Board shall appoint a By-Laws Review Committee a minimum of every five (5) years.
- (B) The By-Laws Review Committee shall be responsible for reviewing these By-Laws and for recommending any required amendments to the Board.

ARTICLE VIII. ELECTION PROCEDURES

SECTION 1. Elections shall be held at the October General Membership meeting. A Nominating Committee and an Election Committee, each consisting of a Chairperson and a minimum of (2) members in good standing, shall be appointed by the President with the concurrence of the Board. The Nominating Committee shall present at the August General Membership meeting the current slate of candidates for membership on the Board and a slate of at least four (4) candidates at the September General Membership meeting. The Election Committee shall be responsible for the conduct of the election.

SECTION 2.

- (A) Nominations shall be accepted from the floor at the August, September, and October General Membership meetings. Candidates must be members in good standing of at least one (1) year.

- (B) All Candidates for the Board, nominated prior to and including the September General Membership meeting, have the option to be included in an election description of candidates biographies and related information available to the General Membership prior to the election meeting.

SECTION 3. Elections shall be by secret ballot of all members in good standing present at the October General Membership meeting or by submitting absentee ballots as set forth in Article VIII, Section 4.

SECTION 4. Members in good standing that are not able to attend the October General Membership meeting may request, in writing, an absentee ballot from the Election Committee. Such members desiring to vote by absentee shall be furnished by the Election Committee with an official ballot listing the names of all candidates. A record of all requests for absentee ballots will be kept by the Election Committee. Members who are voting by absentee may vote by marking the ballot; inserting and sealing same in the envelope marked "Ballot" addressed to the Chairman of the Election Committee. Voting members must have their name appear as the return address on the envelope and deliver it to the Election Committee no later than the day prior to the October General Membership meeting. Absentee ballots shall be securely kept by the Chairman of the Election Committee with the outer envelope unopened, to be delivered on the day of the October General Membership meeting. Unless otherwise void, the absentee ballot will be counted under the supervision of the Election Committee together with the other ballots, voted in person by deposit in the ballot box.

SECTION 5. The election process set forth in Article VIII, Sections 3 and 4 may be altered by a two-thirds (2/3) majority vote of the Board of Directors. Alternate election procedures must comply with all of the minimum criteria set forth below and shall be approved by all candidates for the Board nominated prior to and including the September General Membership meeting.

- (A) The standards described in Article VIII, Sections 1, 2, 6, and 7 may not be replaced or modified in any way.

- (B) Election methods not complying fully with Article VIII, Sections 3 and 4 shall be finalized and available to the General Membership no later than the September General Membership meeting.

- (C) The election committee shall maintain a level of control over ballots equal or greater than the standard absentee procedure from Article VIII, Section 4.

SECTION 6. The four (4) members receiving the highest number of votes shall be elected to the Board. The member receiving the 5th highest number of votes shall be the "first alternate" to replace any vacancy on the Board. The process shall continue for the 6th highest number of votes, etc. The alternate shall fill the balance of the vacated term. Alternates shall serve a term of one year. They will be expected to attend and participate at meetings, but shall not have voting rights. In the event that there are no remaining alternates, the President may appoint a said alternate with Board approval.

SECTION 7. The new Directors at Large, elected by a simple majority of votes cast, shall meet with the Board at the October Board of Directors meeting to elect the new officers. The newly elected officers will preside at the November General Membership meeting.

ARTICLE IX. AMENDMENT OF BY-LAWS

SECTION 1. The By-Laws of the club may be amended or revised provided that such amendments or revisions shall be purposeful and not in conflict with the Articles of Incorporation.

SECTION 2. The Board shall have the power to propose such amendments or revisions to the By-Laws.

SECTION 3. Amendments may also be proposed to the Board, in writing, by at least three (3) members in good standing.

SECTION 4. Proposed amendments, meeting the criteria of Article IX, Section 1, must be presented by the Board to the General Membership, in writing, within two (2) months of the time of submission. The required vote on proposed amendments shall be announced at the General Membership meeting following such presentation. The vote will be conducted at the following General Membership meeting.

SECTION 5.

(A) The vote shall be by secret ballot of all members in good standing at the specified General Membership meeting or by those casting absentee ballots in accordance with Article IX, Section 5B.

(B) Absentee ballots may be requested, in writing, by members in good standing and must be received by the Secretary of the Board no later than the day prior to the General Membership meeting at which the vote is to take place, as stated in Article VIII, Section 4, substituting Secretary of the Board for the Chairman of the Election Committee. The Secretary of the Board shall keep a record of all absentee ballots requested.

SECTION 6. Adoption of amendments to the By-Laws shall be by two-thirds (2/3) majority of all votes cast.

ARTICLE X. DISSOLUTION

In the event the corporate existence of WHRRI is to be terminated, all remaining assets, whether real or personal property, shall be conveyed, transformed, or assigned to OCSC; provided however, that such conveyance, transfer, or assignment shall not be made without two-thirds majority of votes cast by the Life Members of WHRRI in good standing, a two-thirds vote of the entire Board, and then require a two-thirds majority of votes cast at a special meeting, all members in good standing having been notified by two mailings or emailings stating the purpose of such meeting, the first mailing twenty (20) days prior to such meeting, the second mailing ten (10) days prior to such meeting.