

NORTH GEORGIA QUARTER MIDGET ASSOCIATION BY-LAWS

INCORPORATION STATUS

North Georgia Quarter Midget Racing Association, Inc. was, on the 26th day of September, 1995, duly incorporated under the laws of the state of Georgia by the superior court of Forsyth County for a period of perpetual years from said date, in accordance with the certified copy, and that the original articles of incorporation of said incorporation has been duly filed in the office of the secretary of state and the fees thereof paid, provided by law.

In the event NGQMA dissolves or disbands, the Moneys on hand would be used to pay all outstanding debts and liabilities. Any Moneys remaining after that would be donated to "The Place", a shelter for the needy, located in Cumming, Georgia.

MANAGEMENT

MANAGEMENT – The affairs of the Corporation are to be managed by the Board of Directors who may exercise all powers of the Corporation subject to any limitation set forth in the Articles of Incorporation, or these By-Laws, or any amendments thereof.

BOARD OF DIRECTORS MEETINGS – The Corporation shall hold a meeting of the Board of Directors no less than once each year at a date, time and place as selected by the President. Additional Board of Directors Meetings will be called as necessary by the President. All Board of Directors meetings are open only to Board of Directors Members, Cumming City officials and invited guest.

QUORUM AND VOTING BY DIRECTORS – A majority of the duly elected Board of Directors Members will constitute a quorum for the transaction of business, with the exception of disciplinary action. The act of the majority of the Board of Directors Members present at a meeting at which a quorum is present will be the act of the Board of Directors. If a quorum is not present at a meeting of the Board of Directors, the Board of Directors present may adjourn the meeting from time to time without notice other than announcement to the meeting, until a quorum is present.

A Board of Directors decision to be protested must first be protested to the Board of Directors and then may be overruled by a two-thirds (2/3) vote of the Members unless it is a disciplinary action. In order to overrule a Board of Directors decision, the main protestor must present a formal written protest of the decision to be overruled, recommend an alternative method or action and assume ownership for execution of the proposed change.

NUMBER, QUALIFICATION AND TERM – The Board of Directors shall consist of 4 individuals, each of whom shall be an individual Member of the Corporation. All terms of office are for the period of one (1) year.

ELIGIBILITY – Any Member is eligible for office providing said Member: (a) is not on probation (b) does not have any litigation filed against the Corporation (c) has not served that position for three

consecutive years; and (d) has been a Member of the Corporation for 6 months, unless being nominated unopposed for that position. Additionally, Members running for the offices of President, Vice President, Secretary and Treasurer must be residents of Forsyth County.

CHANGE IN NUMBER – The number of, and qualifications for, the Directors on the Board may be amended by resolution of the Board of Directors.

VACANCIES – Any vacancy occurring on the Board of Directors (by death, resignation, removal, or otherwise) may be filled by temporary appointment made by the President of the Corporation. Nominations for that office and an election will take place at the next Membership meeting and the elected person shall serve in that office until the next regular election.

PROCEDURE – The Board of Directors shall keep regular minutes of its proceedings. The minutes are to be placed in the minute Book of the Corporation and are available to any Member in good standing for review.

ACTION WITHOUT MEETING – Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by two-thirds of the Members of the Board of Directors. Such consent will have the same force and effect as a unanimous vote at a meeting.

REMOVAL – Any Board of Directors Member may be removed for cause at any special or annual meeting of the Board of Directors by a unanimous vote and ratification by the Members. A Board of Directors Member appointed by the President to fill a vacancy may be removed by the President only for cause.

ELECTION OF DIRECTORS – Each September, the Board of Directors shall appoint a nominating committee to contact Members and take nominations for elections. At the October meeting, this information shall be presented to the Members at which time additional nominees will be taken from the floor. After additional nominees have been taken, nominations will be closed and a secret ballot will be prepared and mailed to the Members. Ballots will be returned to the Corporation as prescribed by the Board of Directors and election results will be announced at the November meeting.

RESIGNATION OF DIRECTORS – Any Board of Directors Member or an appointed person may resign by giving written notice to the President or the Secretary. Any such resignation will become effective at the time specified therein or immediately if no time is specified therein. Unless otherwise so specified, the acceptance of such resignation will not be necessary to make it effective.

AMENDMENT OF BY-LAWS – These By-Laws may be altered or amended by majority vote of the Board of Directors. Changes to the By-Laws will require re-distribution to the Members.

AUTHORITY – These By-Laws are constructed to conform to reasonable practice and accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED. The authority of that wisdom is ascribed to all activity not heretofore covered in these By-Laws.

OFFICERS

NUMBER AND QUALIFICATIONS – The Board of Directors shall serve as the Officers of the Corporation, each Director to hold one office, as determined by vote of the Directors. The Officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer and must be a resident of Forsyth County as required by the City of Cumming.

AUTHORITY – The Officers will have such authority and perform such duties in the management of the Corporation as may be provided in these By-Laws or as may be determined by resolution of the Board of Directors not inconsistent with these By-Laws. Particularly, the Officers shall have the authority to conduct the business of the Corporation, to make decisions and set policy, to establish or change local rules, and to enforce all rules and regulations of the organization. All Officers decisions, with the exception of disciplinary actions, shall be my majority vote.

PRESIDENT – The President shall preside at all meetings of the Corporation. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision and direction and control of the business and officers of the Corporation. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. After taking office, the President shall appoint Members to served positions during his/her term that are deemed necessary to execute the business of the Corporation.

PRESIDENT EMERITUS – In November 2004, the NGQMA voted Bill Thomas – President Emeritus. He will be included on the Board of Directors and serve as a Liaison between the City and the Corporation. This position ceases with the death of Bill Thomas.

VICE PRESIDENT – The Vice President shall assist the President and shall have general supervision and control of all weekly and sanctioned races. In the absence or disability of the President, preside at meetings of the Corporation and perform the duties of the President; and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

SECRETARY – The Secretary shall attend all meetings of the Corporation and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep in safe custody, the seal of the Corporation and, when authorized by the Board of Directors, affix signature or the signature of the Treasurer. The Secretary shall keep in safe custody the Articles and By-Laws of the Corporation, and shall be responsible for all annual filing required by the Secretary of State, as well as all filings required by the Quarter Midget Association. The Secretary may from time to time prescribe or as the President may from time to time delegate. The Secretary shall maintain and process driver and handler information within the Corporation as required by the Quarter Midget Association.

TREASURER – The Treasurer will have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds

of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at the regular meetings of the Board of Directors or whenever they may required it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The financial report will be placed in the minute Book for the Corporation and will be available for review to any Member in good standing. The Treasurer shall perform such other duties and have such other authority and the powers as the Board of Directors may from time to time prescribe or as the President from time to time delegates.

GENERAL FINANCIAL PROVISIONS

FISCAL YEAR AND SEAL – The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year. The corporate seal (of *which* there may be one or more exemplars) will contain the name of the Corporation and the name of the state of incorporation. The seal may be used by impressing it or reproducing a facsimile of it otherwise.

CHECKS AND NOTES, BOOKS AND RECORDS – All checks or demands for money and notes of the Corporation are to be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors at its registered office.

EXPENDITURES – The President may authorize expenditures of up to \$200.00. The Board of Directors may approve expenditures of up to \$500.00. Any expenditure greater than \$500.00 must be approved by the majority of Members present at an announced meeting. A yearly budget will be used for financial planning.

MAINTENANCE AND UPKEEP – A Track Manager is elected or appointed to oversee maintenance and upkeep of the NGQMA facilities. The Track Manager is allotted a yearly budget to carry out general upkeep of the track facilities. Any expenditure required over and above the yearly budget will require approval by the majority of members present at an announced meeting.

MEMBERS

MEMBERSHIP – Membership is initially open to any individual or family and renewable to previous members in good standing. All Members agree to obey the rulings from the Board of Directors of the Corporation and the Board of Directors of the Quarter Midget Association. Membership in NGQMA is a privilege and not a given right. As such, NGQMA reserves the right to deny Membership to any family or individual it feels may have a negative impact to the NGQMA. Acceptance or denial of membership will be by a majority vote of the Board of Directors. Any denials will be issued by certified mail.

The Corporation shall have Members as follows and all references to “Members” in NGQMA documents includes:

MEMBER – A Member must pay local and national dues and fully participate in all activities of the organization as assigned by the local Association (NGQMA). Each family membership shall have one vote per family and voting Member must be 16 years of age or older.

ASSOCIATE MEMBER – An associate Member shall pay local dues to (NGQMA) and national (QMA) dues at another fully sanctioned QMA track. Associate Members must fully participate in all activities of the organization as assigned by the local Association (NGQMA). Each Associate membership shall have one vote per family and voting Member must be 16 years of age or older.

HONORARY MEMBER – An honorary Member pays no dues and has no vote. An honorary Member is nominated by a Member and approved by the general Membership.

ELEGIBILITY FOR OFFICE – Any Member is eligible for office providing said member: (a) is not on probation (b) does not have any litigation filed against the Corporation (c) has not served that position for three consecutive years and (d) has been a Member of the Corporation for 6 months, unless being nominated unopposed for that position. Additionally, Members running for the offices of President, Vice President, Secretary, and Treasurer must be residents of Forsyth County as required by the City of Cumming.

DUES – Dues shall be set by the Board of Directors, from which the Corporation shall pay national Quarter Midget Association dues and insurance. Dues shall be reviewed annually by the Board of Directors. Membership in the Corporation is not transferable or assignable.

DISCIPLINARY ACTIONS – All Members who behave in an unsportsman-like manner, including but not limited to fighting, use of profane language, making threats, creating a hostile environment, possession of alcohol or illegal substances, etc..., will be subject to disciplinary action either by the race officials asking them to leave the track, or by the Board subsequent to the race meeting in a manner as they see fit. If the Board should feel that the actions warrant it, it may place the Member on probation or suspension, notifying him by certified mail of the action. Probation periods may not exceed six months. During probation, the Member will not be considered a Member in good standing and thus may not vote or run for office, but may continue to participate in the racing and social activities of the club. Suspensions will be determined by the Board of Directors.

REVOCATION OF MEMBERSHIP – Membership in the Corporation is a privilege, not a given right, and may be revoked if a Member is subject to a disciplinary action when on probation, is subject to two suspensions within a one year period, or in any other situation by a two-thirds majority of the Board of Directors and a majority of the general Membership present at an announced Membership meeting. A Member whose Membership is being revoked will be notified by certified mail and will have club dues for that year returned.

MEMBERSHIP MEETINGS – The Corporation shall hold a meeting of the members no less than once each year at a date, time and place listed in the official newsletter or website. Special and emergency Membership meetings may be called as necessary by the President, with the Membership being notified by a web posting, e-mail, writing, telephone or announcement at a NGQMA event.

QUORUM AND VOTING GENERALLY – The Members of the Corporation at a Membership Meeting shall constitute a quorum for the transaction of business excluding the election of the Board of Directors (see Election of Directors above). The vote of the majority of those present shall constitute the act of the Members, except and to the extent the provisions of the Georgia Nonprofit Corporation

Code mandate a greater minimum vote for approval. These By-Laws do not authorize a vote by Members on any matter except as is expressly set forth herein.

WRITTEN BALLOT – Any action that may be taken at any Annual or special Meeting of the Members may be taken without a meeting if so determined by the Board, and in that case the Corporation shall deliver a written ballot each Member observing the notice requirements, setting forth the proposed action, and providing an opportunity to vote for or against such action or, in the case of the election of the Board of Directors, to vote for any candidate qualifying under these By-Laws and stating the date by which a ballot must be received by the Corporation in order to be counted.

MEETING NOTICE AND RIGHTS – The Corporation shall notify its Members of the place, date, and time of each Membership Meetings of members no fewer than 10 days (or if notice is mailed by other than first class or registered mail, 30 days) and no more than 60 days before the meeting date. Notice of a Membership meeting shall include a description of any matter or matters than Georgia Nonprofit Corporation Code as here after amended; provided, however, that the Members shall have no voting rights under said provisions, except as is made mandatory by the Code even absent a provision in these By-Laws or in the Articles of the Corporation granting such rights. Notice of any special or emergency meetings of Members as may be required or permitted by the code shall include a description of the matter or matters for which the meeting is called.

MEMBERSHIP LIST – After fixing a record date for a meeting or a written ballot, the Corporation shall prepare an alphabetical list of the names of all Members, which list shall state their addresses and that each shall be entitled to cast one vote. The list shall be available for inspection by any Member at the Corporation's principal office beginning two business days after notice is given of the meeting or ballot and continuing through the meeting. The Corporation shall make the list of members available at any meeting.

NOTICE TO MEMBERS – The monthly newsletter and/or web-site will function as the official notice for meetings, racing results, forms, ballots, or other material to be provided to Members or the Board of Directors of the Corporation pursuant to these By-Laws. If published in the newsletter or posted to the web, said material shall be deemed delivered when the issue containing same shall be made available at a NGQMA event or posted on the NGQMA website. If mailed, said material shall be deemed delivered when deposited in the United States mail, addressed to said Member or the Board of Directors at the addresses appearing in the records of the Corporation, postage prepaid.

PROTEST – Any Member in good standing may file a formal protest by submitting same in writing to the Secretary of the Corporation. The protest will be read and acted upon, if needed, at the next monthly meeting of the Board of Directors. By notifying the Secretary in advance, a Member may appear in person to discuss his written complaint at the meeting of the Board of Directors. A reply will be mailed back to the member within seven days (7) after the meeting.

CHAMPIONSHIP RULES AND REGULATIONS – Eligibility for NGQMA Championship points is open to all NGQMA Members. Championship Rules and Regulations are determined by a Championship Rules Committee and approved by the Board of Directors. Final Championship Rules will be posted to the NGQMA website before the first race of the season.

BINDING OF BY-LAWS AND OTHER NGQMA RULES AND REGULATIONS – All Members are required to abide by NGQMA By-Laws and NGQMA Rules and Regulations. Signature of all adult Members is required each year during annual renewal of dues. Participation in NGQMA events serves as express consent by all Members to abide by NGQMA By-Laws and NGQMA Rules and Regulations with or without signature by the member on these documents. Rules and Regulations are posted on the NGQMA website and in the NGQMA Tower, thereby available for viewing at any time when the website is operational and when the Tower is open. NGQMA’s inability to produce a signed copy of NGQMA’s By-Laws by a particular member will not negate the Member’s responsibility to abide by NGQMA By-Laws and NGQMA Rules and Regulations.