

**SHOREHAM BMX PARENTS ASSOCIATION, INC.
BY-LAWS**

ARTICLE ONE – ORGANIZATION

1. The name of this organization shall be: Shoreham BMX Parents Association, Inc.
2. The organization shall have a seal which shall be in the following form:

3. The organization may, at its pleasure, by a vote of a majority of the membership body, change its name and thereby cause its certificate of incorporation to be amended.
4. The organization will operate under the guidelines of Robert's Rules of Order, Latest Edition.
5. Amended Certificate of Incorporation of Shoreham BMX Parents Association, Inc.: (Under section 402 of the Not-for-Profit Corporation Law)
Fifth: Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes, as specified in Section 501(c)3 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws and shall not carry on any other activities not permitted to be carried on by (A) A corporation exempt from Federal Income Tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or (B) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.
Sixth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, director, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this Certificate of Incorporation.
Seventh: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(H), and the corporation shall not participate in, or intervene (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate, or participating in, or intervening in (including the publication of distribution of statements), and political campaign on behalf of any candidate for public office.
Eighth: In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under Section 501(c)3 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Laws, or to the Federal Government, or State or Local Government for public purpose upon approval of a justice of the Supreme Court of the State of New York.

ARTICLE TWO – PURPOSE

1. The purpose of the Shoreham BMX Parents Association, Inc. which is sanctioned by USABMX is to promote the sport of bicycling and to supervise bicycle motocross competition events according to the rules and regulations as outlined in the USABMX Rule Book, Latest Edition. By its very nature, as a non-profit, family oriented, volunteer organization, the Shoreham BMX Parents Association strives to inspire its members with the highest ideals, including character building, sportsmanship, courage, determination, patriotism, goal attainment, responsibility and accountability for conduct.

ARTICLE THREE – MEMBERSHIP

1. Membership in this organization shall be open to any person who is at least 18 years of age. All applications for membership shall be subject to approval by the Board of Directors.
2. Dues are to be paid annually in the amount of \$5.00 per person and cover the period from April 1 to March 31.
3. A member in good standing is one whose application has been accepted by the Board of Directors and who has paid the annual dues.

ARTICLE FOUR – GENERAL MEETINGS

1. The general meetings of the Shoreham BMX Parents Association shall be held in a public place in proximity of the track location when at all possible.
2. The annual general membership meeting of this organization shall be held on the second Tuesday of April. If such day is a legal holiday, or if the annual general membership meeting cannot be held on the second Tuesday of April, for any good and sufficient reason, then the Board of Directors shall fix a meeting date not more than two weeks from the original date. The secretary shall notify the members of this organization, the revised date, time and place of such meeting.
3. There shall be additional general membership meetings of this organization on the second Tuesday of May, June, September, and October.
4. The presence of at least 20% of the membership shall constitute a quorum, and shall be necessary to conduct a general or special meeting.
5. Non-members may attend general meetings, however, non-members are not entitled to put a motion on the floor, second a motion, nor will they be entitled to vote.
6. All meeting attendees shall conduct themselves in a respectful, non-offensive manner. Any attendee exhibiting disruptive or abusive mannerism will be removed from the meeting in accordance with Robert's Rules, Latest Edition.
7. At the request of five members of the Board of Directors or 25% of the members of the Parents Association, the President shall call a special meeting of the membership within 15 days of receipt of such a request. Such a request must be made in writing to the President and must be signed by the requesting members of the membership or directors. Said request must also specifically state the purpose of the meeting to be called and the items of business that will be discussed at said meeting. Members shall be notified at least 7 days prior to the scheduled date set for such special meeting. Only the business specified may be transacted at a special or emergency meeting.

ARTICLE FIVE – ORDER OF BUSINESS

1. Pledge
2. Roll Call
3. Reading of preceding meeting minutes
4. Treasurer’s Report
5. Committee Reports
6. Track Director’s Report
7. Old and Unfinished Business
8. New Business
9. Good and Welfare
10. Adjournment

ARTICLE SIX – VOTING

1. Only members in good standing shall be entitled to vote unless otherwise specified in these by-laws.
2. At general meetings, votes shall be by show of hands. However, at any meeting, a majority of the members present may request a ballot vote. It shall be conducted as outlined for election of directors.
3. To be eligible to vote for Board of Director candidates, members must be in good standing, and have attended two general meetings as a member up to and including the September meeting.
4. For election of directors, ballots shall be provided and there shall not appear any such place on such ballot any marking that might tend to indicate the person who cast such ballot. The position of each candidate on the ballot shall be determined by random drawing. No votes or ballots may be submitted by proxy.
5. Absentee ballots for the election of directors will be accepted and procedure will be according to Robert’s Rules of Order, Latest Edition. Absentee ballots may be requested by eligible members from any member of the Board of Directors and will be mailed, return receipt requested, when necessary, to said member by the Nominating Committee Chairperson. All requests for absentee ballots must be made at least seven (7) days prior to the scheduled election. Returned ballots must be received by the Nominating Committee Chairperson by the date of elections.
6. Anyone requesting and receiving an absentee ballot must use that privilege to vote for the elections as outlined. No other ballots will be issued to such person at the election meeting.
7. The Chairperson of the Nominating Committee shall be responsible for the preparation of all ballots and shall immediately prior to the commencement of balloting, appoint a committee of three (3) persons from the membership who shall act as “Inspectors of Elections”. Inspectors of Elections shall, among other things, at the conclusion of such balloting, certify in writing to the Chairperson the results. The certified copy shall be physically affixed to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested, directly or indirectly, in any question voted upon.
8. The President shall cast one vote only to break a tie at a general meeting.

ARTICLE SEVEN – BOARD OF DIRECTORS

1. The business of this organization shall be managed by the Board of Directors.
2. To be eligible to hold an elected position, the candidate must be a member in good standing and must have attended the four general meetings as a member up to and including the September general meeting.
3. The Chairperson of the Nominating Committee has the responsibility of forming the Nominating Committee of at least one (1) other member but not more than two (2) other members by the June general meeting. The Nominating Committee will form a slate for the election to be presented at the September general meeting. The slate will consist of one (1) eligible nominee for each open board position and two (2) non-voting alternates. In addition, the Chairperson of the Nominating Committee will at each general meeting, inform the membership of the criteria to run for a board seat.
4. Nominations from the floor will be accepted only at the September general meeting of each year, and elections to the Board of Directors will be held at the October general meeting each year.
5. The organization shall elect a total of nine (9) Directors and two (2) Alternate Directors. Each Director shall hold office for a term of two years or until their successors are elected. The two (2) Alternate Directors shall serve a term of one year each. The existing Board of Directors will determine the need for the two (2) Alternate Board positions. Directors shall begin their term of office effective the next Board meeting. In instances where there are less than nine (9) Directors, the Board will fill the vacant position/s by either; A) the Alternate next in line, or B) by appointment of a member in good standing.
6. Subsequent elections shall elect directors depending on the number of vacancies in alternating years for the reason of continuity.
7. A majority of the Board of Directors shall constitute a quorum and is necessary to hold a Board of Directors meeting. The meetings of the Board of Directors, shall be held regularly on the second and fourth Tuesdays of March, April, May, June, September, October and November. Additional meetings may be held in January and February.
8. Each Director, except for the President, shall have one vote and such voting may not be done by proxy. The President shall cast one vote only to break a tie.
9. Resignation of a Director shall be submitted in writing to the Secretary, who shall notify the remaining board members within three (3) days.
10. If a Director is unable to attend a scheduled meeting, the Director must notify the President or Vice President or Secretary or Treasurer in that order prior to the meeting. Any Director missing more than four (4) consecutive meetings a year will be removed from said board.
11. A Director may be removed when sufficient cause exists. Sufficient cause shall include, but not be limited to, excessive absences as outlined in Article 7, Section 10. A director may be represented by council at his or her own expense upon any removal hearing. The Board of Directors shall adopt such rules as it may, in its discretion, considered necessary for the best interest of the organization for this hearing.

12. Emergency meeting of the Board of Directors may be called by the President at his/her discretion.

ARTICLE EIGHT – OFFICERS

1. The Board of Directors shall elect the following officers from among the Board's members: President, Vice President, Treasurer, and Secretary. Each Director will hold office for a term of one (1) year or until their successors are elected. They shall be elected at the first Board of Director's meeting following the General Election meeting.
2. The President shall preside at all general meetings; by virtue of the office be Chairperson of the Board of Directors; preside at each annual meeting of the organization, prepare and deliver an annual report of the work of the organization to the membership at the annual meeting, appoint all committee chairpersons (temporary or permanent), and see that all books, reports and certificates, including those required by law, are properly kept or filed and may remove from office any committee person or chairperson who fails to carry out their duties, and shall be one of the officers who may sign checks or drafts of the organization.
3. The Vice President, shall in the event of the absence or inability of the President, exercise this office by becoming acting President of the organization.
4. The Secretary shall keep the minutes of the organization in appropriate books, committee reports on file, and be the official custodian of the records and seal of the organization. To make the minutes and records available to members upon request at a reasonable and appropriate time and place. Be one of the officers who may sign the checks and drafts of the organization. Send out notices to the membership of each meeting; conduct the general correspondence of the organization and present to the membership at any meeting any communication brought to the Secretary's attention that has been addressed to the organization.
5. In the absence of the President and Vice President, the Secretary shall call the meeting to order and preside until the immediate election of a Chairman Protem.
6. The Treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside without making it necessary for the Treasurer to sign checks issued upon it. All monies shall be spent as allocated in the Annual Budget. Amendments to the budget may be made only by a majority vote of a quorum of the membership and authorized by the Board of Directors unless already allocated in the budget. The Treasurer shall render at each general meeting and Board of Directors meeting, a written account of the finances of the organization and such report shall be physically affixed to the minutes. He/She shall exercise all duties incident to the Office of Treasurer. An annual report will be submitted to the Board of Directors by December 31 of each year. The Treasurer is responsible for having the checkbook available at the track on race days, practice days and all general and board meetings.

ARTICLE NINE – COMMITTEES

1. The following standing committees shall be: Town Liaison, Fund Raising, Publicity, Membership, Dinner, Journal, Team Liaison, Nominating, Annual Budget (Treasurer, two (2) Board Members, and two (2) non-board general members). By-laws review committee will be formed every two (2) years.

2. Ad-hoc committees can be formed on an as needed basis by the President or by a majority of the Board of Directors.

ARTICLE TEN – SALARIES

1. The Board of Directors shall, in accordance with the allocations set forth in the annual budget, hire and negotiate the compensation of any and all employees which they deem necessary for the operation of the business of the organization and for the safety of the riders and spectators.
2. No person shall receive any salary or monetary compensation for the services as an officer or member of the Board of Directors. However, Board of Directors may authorize compensation to such person for services to be rendered other than as an officer or member of the Board.

ARTICLE ELEVEN – AMENDMENTS

1. These By-laws may be amended, revised or waived by a vote of the majority of the membership at any annual, regular or special meeting, provided that the substance of the proposed amendment has been previously reviewed and approved by the Board of Directors.
2. These by-laws, reviewed, revised, amended and accepted on _____ by the Board of Directors of the Shoreham BMX Parents Association, Inc.

President _____ Vice President _____

Secretary _____ Treasurer _____

Board Members _____

Alternate Board Members _____

April, 2012 – Amended as follows:

Article One – Organization – Delete 5: “In the event the organization is dissolved, all holdings of the organization, whether monetary or material, shall become the property of the Empire State BMX Association”.

Article One – Organization – Change “6.” to “5.”

Article Two – Purpose – Change 1. Line #1 & #3 – NBL (National Bicycle League) to USABMX”

Article Seven – Board of Directors – Add to 7: “Additional meetings may be held in January and February.”

Article Ten – Track Personnel – Delete 1: The following track positions must be licensed by the NBL; Referee, Clerk of Course, and Head Scorer. (Refer to NBL Track Manual for above description of duties.)

Article Eleven – Salaries – Change to Article Ten

Article Twelve – Amendments – Change to Article Eleven

Change 2. These bylaws reviewed, revised, amended and accepted on: _____