

## **ROAR BYLAWS**

### **ARTICLE I**

#### **NAME and PURPOSE**

- A. The name of this Corporation will be Remotely Operated Auto Racers, (hereinafter ROAR). These Bylaws will govern the regulation and management of its affairs.
- B. ROAR will have the purposes and powers that are stated in its Articles of Incorporation, as granted by the Nonprofit Mutual Benefit Corporation Law of the State of California, and such powers as are now resolved and adopted by these Bylaws.
- C. The purpose of ROAR is to promote and regulate the sport of radio controlled scale model car racing, and further the general interests of all persons engaged in the sport.

### **ARTICLE II**

#### **OFFICES**

- A. The location of the registered office of ROAR is as stated in the Articles of Incorporation. The Executive Committee may elect to change the address of its registered office by duly adopted resolution.
- B. The principal place of business of ROAR will be a location selected by the Executive Committee. This location will be known as the ROAR Administrative Office.

### **ARTICLE III**

#### **MEMBERSHIP**

- A. The members of ROAR are those individuals having membership rights in accordance with these Bylaws. Membership is not assignable or transferable.
- B. ROAR will have the following classes of members: Individual and Family Membership, Track and Club Membership and Industry-Affiliate Membership. ROAR may, at its option, offer single event Individual Memberships for selected events. These temporary memberships will afford no rights of membership, other than insurance coverage for that single event.
- C. Membership dues payable to ROAR will be in such amounts as determined by the Executive Committee, and must be paid in full with the application for membership.
- D. The term of membership is one (1) year. The term of Individual, Family, or Affiliate Membership will begin on the date that the annual dues are paid, and will terminate a year later. Members renewing within 30 days after their due date will retain their original base date. Track and Club members must renew for each calendar year.

E. Each Individual and Family Member, will be entitled to vote on any matter submitted to a vote of the members. For purposes of determining the outcome of any vote, a majority decision of the voting members will decide the issue.

F. Rules of probation, suspension or termination of any membership are as follows:

1. The Executive Committee will have the power to investigate and place on probation, suspend, or terminate a member of ROAR for any of the following reasons:

- (a) Falsifying a signature on a ROAR application.
- (b) Conduct detrimental to the sport and/or ROAR.
- (c) Dishonesty in the handling of ROAR funds.
- (d) Participating in a race advertised as a ROAR event, where cash prizes are given.
- (e) Using another individuals ROAR credentials.
- (f) Failure to answer a summons to an investigation under this article.

2. Length of probation or suspension, or a decision to terminate, will be determined by the Executive Committee after what is determined by the Executive Committee to be a full investigation. Such investigation will include a full and fair opportunity by the affected member to be heard. A request for a chance to be heard will be in the form of a written communication to the President of ROAR within 15 days of notification of the pending action.

G. Procedures for appeal of probation, suspension or termination of membership:

1. Any appeal of probation, suspension, or termination of membership must be submitted within 15 days of notification of a verdict from the Executive Committee. It will be in the form of a written communication sent to the ROAR President containing the reasons the member believes the sanction should be changed. If the Executive Committee agrees to hear the appeal, the Executive Committee will issue a final decision to the member within 30 days of receipt of an appeal.

2. The Executive Committee reserves the right not to hear any appeal presented to it, in which case the initial verdict will stand.

H. A member may resign his membership upon notification to the ROAR Administrator and surrender of his membership card.

I. Each individual making application for membership will agree to abide by the rules and regulation, By-laws, and policies of ROAR.

## ARTICLE IV

### COMMUNICATIONS

A. ROAR will have a responsibility to maintain communications with its members, and to provide them with current rules and specifications for competition and products.

B. ROAR will maintain an information website on the Internet, [www.roarracing.com](http://www.roarracing.com). Information posted on the website will be the official communication method with the ROAR membership.

D. ROAR rules are the standard for model car racing in the United States and Canada. As such, they must be kept current. Changes to the rules, and product approvals will be published in Rev-Up Magazine, a ROAR Newsletter, and/or announced on the website. The Executive Committee will review the rules annually to determine if there have been sufficient changes to warrant publishing a new rule book.

D.. Guidelines for the conduct of ROAR National Championships will be published annually. These Guidelines will be available to any club or track that is interested in bidding on a ROAR Nationals, or wants to conduct races using Nationals Guidelines.

## ARTICLE V

### OFFICERS

A. The statutory officers of ROAR are the President and the Secretary/Treasurer. In addition, ROAR will have the office of Vice President elected as indicated below.

B. The offices of President and Vice-President, will be elected every two (2) years. The election of President will take place in even years. The election of Vice-President will take place in odd numbered years. The President and Vice President must have been a member in good standing for a year prior to election. Each must have had at least one year experience in one of the following prior to being nominated for office: Region Director, Class Committee Member, Executive Committee Member. The elections will be held in the fall, the term of office will begin January First. The office of Secretary/Treasurer will be held by an individual approved by the Executive Committee.

1. The President is the Chairman of the Executive Committee and will supervise and control the affairs of ROAR, subject to the controls of the Bylaws, policies of this Corporation, and decisions of the Executive Committee. The President will be responsible for Class Committees and will report to the Executive Committee on all Class Committee proposals. The President will perform all duties incident to such office and such other duties as will be provided in these Bylaws or as prescribed in the policies of ROAR.

2. The Vice President will perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as directed by the Executive Committee or the President.

3. The Secretary/Treasurer will oversee the official records and will perform and/or oversee in general all duties incident to the Office of Secretary/Treasurer and such other duties as will be required by these Bylaws, or which will be assigned by the Executive Committee or the President.

C. In the case of a vacancy in the office of President, the Vice President will assume the office, and remain in the office until the next scheduled election. In the case of a vacancy in the office of Vice President or Secretary/Treasurer, the President will appoint a successor, subject to the approval of the Executive Committee.

D. Removal of the President, Vice President, or Secretary/Treasurer requires a majority vote of the Executive Committee, with the officer in question having no vote. Grounds for removal shall be as stated in Article III, F, 1b, 1c, and 1f. The affected officer will have the right to be heard by the Committee prior to its voting on his removal. There are no rights of appeal to the decision of the Executive Committee in this matter.

## ARTICLE VI

### EXECUTIVE COMMITTEE

A. The Executive Committee is that group of members vested with the control and management of the business and affairs of ROAR. Eligibility requirements for Executive Committee members: The applicant or nominee must be 25 years or older at the time of taking office; they must be a current ROAR member, and have been a ROAR member in good standing, for a minimum of one year prior to time of nomination or proposed appointment.

B. The Executive Committee of ROAR will consist of the following two (2) elected and six (6) appointed members:

1. President (elected position).
2. Vice President (elected position).
3. Secretary/Treasurer.
4. Competition Director.
5. Promotions Director.
6. Technical Director.
7. Sanctioning Director.
8. ROAR Administrator (non-voting)

C. Individual members of the Executive Committee will, to the extent possible, fulfill one or more of the following category requirements:

1. At-Large Representative from the membership.
2. Region Director Representative.
3. Track Owner/Club President Representative.
4. Industry Representative (this includes any individual involved in the design, production, re-packaging, distributing, importing, and manufacturing, of R/C cars, car components, speed controls, batteries, and battery chargers)

D. The following restrictions will apply to membership on the Executive Committee. These restrictions include the President and Vice President.

1. No more than four (4) Industry Representatives.
2. No more than two (2) Region Director Representatives.
3. No more than two (2) Track Owner Representatives.
4. At least one (1) At-Large Representative.

E. Duties of Executive Committee members, except the Officers covered in Article V, are as described below:

1. The Competition Director will oversee standards of competition and will perform and oversee in general all duties incident to that office and such other duties as will be required by these Bylaws, or which will be assigned by the Executive Committee or the President, including, but not limited to, the preparation of written standards for all levels of sanctioned competition. developing standards for track design, advising on safety standards, and providing assistance to clubs and tracks.

2. The Promotions Director will oversee the promotional activities of the corporation and will perform and oversee in general all duties incident to that office and such other duties as will be required by these Bylaws, or which will be assigned by the Executive Committee or the President, including, but not limited to, the development of policies for membership, communications, and public relations.

3. The Technical Director will oversee technical standards and will perform and oversee in general all duties incident to that office and such other duties as will be required by these Bylaws, or which will be assigned by the Executive Committee or the President, including, but not limited to, the preparation of written technical standards for product approval, consistent technical standards for the rules, and technical standards consistent with available equipment and industry norms. The Technical Director will report to the Executive Committee on all Product Approval applications.

4. The Sanctioning Director is the direct link between the Region Directors and the Executive Committee. The Sanctioning Director is responsible for reviewing and approving all sanction requests for Level 3 & 4 events, including rule deviations. He will provide direction, conflict resolution support, and guidance to the Region Directors, and communicate rule interpretations after conferring as necessary with the Executive Committee. The Sanctioning Director will perform and oversee in general all duties incident to that office and such other duties as will be required by these bylaws, or which will be assigned by the Executive Committee or the President.

5. It is the responsibility of the Directors to work with the President, Committee Chairpersons, the Region Directors, and the Executive Committee in all matters so that a consistent theme and position is maintained.

F. Vacancies on the Executive Committee will be filled by the President, with the concurrence of the Executive Committee.

G. There will be at least one (1) face to face meeting of the Executive Committee each year during the first quarter, at a location determined by the President and approved by the Executive Committee. Basic expenses involving attendance at this meeting will be covered by ROAR. This meeting will be the annual meeting of the corporation. As such, it will be open to the membership.

H. Ten (10) days prior to the annual meeting, the President will send the proposed agenda to each Executive Committee member for review and comment.

I. A special meeting of the Executive Committee may be called at any time by the President or any three (3) members of the Executive Committee. The purpose of the meeting must be clearly defined and a proposed agenda must be circulated five (5) days prior to the meeting. These meetings may be face to face or by telephone conference as determined by the President.

J. All decisions of the Executive Committee will be by a majority vote, unless otherwise specified in these Bylaws. A quorum will be four (4) of the voting members. Each member of the Executive Committee will have a vote on all issues to be decided, except the ROAR Administrator who is a non-voting member.

K. Removal of an Executive Committee member is described in Article V, D.

L. Executive Committee Vote of Confidence:

1. A vote of confidence will be held annually, in the last week in November, by the Executive Committee.

2. The vote of confidence will be conducted by the President on a written ballot. Any Executive Committee member except the elected officers, who are covered by Article V, D, who does not receive a majority vote of confidence will be removed from the Executive Committee and the position vacated until a replacement is selected.

3. A vote of confidence may also be called for, at any time, by the President or a majority of the Executive Committee members whenever, in their judgment, the best interests of the corporation and sport will be served.

4. There is no right of appeal to the Executive Committee decision in this matter.

## ARTICLE VII

### REGION DIRECTORS

A. For purpose of administration, the forty eight (48) contiguous states, Hawaii, Alaska, and Canada are divided geographically into regions, as determined by the Executive Committee. There will be a Regional Director for each of these regions. The Region Directors are responsible for coordinating and overseeing activities in their region. Region Directors may appoint such assistants as needed. The Canada Director will have the status of Region Director.

B. The election of Region Directors will take place at the same time as the election of the President and Vice President. Directors for even numbered regions will be elected in even numbered years. Directors for odd numbered regions will be elected in odd numbered years. The Canada Director will be elected in odd numbered years. The term of office will be two (2) years. Write in votes are considered nominations subject to the approval of the Executive Committee.

C. Removal of a Region Director requires a two-thirds vote of the Executive Committee. Grounds for removal are as stated in Article III, F, 1b, 1c, and 1f. Affected Director will have the right to be heard by the Committee prior to its voting on his removal. There are no rights of appeal to the decision of the Executive Committee.

## **ARTICLE VIII**

### **SPECIFIC Duty DIRECTORS**

A. If necessary, there will be Specific Duty Directors, nominated by the President and confirmed by the Executive Committee. The duties of the Specific Duty Directors will be as outlined below:

The International Federation of Model Car Racing (IFMAR) fuel and electric Section Director(s). This/these Director(s) should be members of the Executive Committee. The IFMAR Section Director will be responsible for the coordination and reporting of all IFMAR matters, and will serve as the point of contact between ROAR and IFMAR. All matters that require a response or vote by ROAR, to include the selection of World Championships sites in ROAR's area, will be referred to the Executive Committee for action. The IFMAR Section Director may appoint such assistants and committees as needed. The IFMAR Section Director will also be responsible for recommending the methods used to select drivers to represent ROAR at World Championship events. The Director(s) must attend the Annual General meetings held during the IFMAR World Championships as the ROAR representative, or ensure that a qualified replacement is provided, with Executive Committee approval.

B. Any Specific Duty Director covered under this article, may be removed by Executive Committee decision when it is deemed in the best interest of the sport and/or ROAR.

## **ARTICLE IX**

### **COMMITTEES**

A. ROAR will have standing committees which will have and exercise the powers granted to them by the Executive Committee. These committees will be concerned with rules for specific classes, national level competition, competition on specific types of tracks, and approval of products used in ROAR competition.

- B. The Chairpersons of these committees will be appointed by the President and confirmed by the Executive Committee. The President, or his appointed Executive Committee member, will serve as co-chairman of all committees.
- C. The Chairperson of each committee will determine the composition of their committee.
- D. Duties of the committees will be as outlined by the Executive Committee.
- E. Committee Chairperson(s) or committee members may be removed by the Executive Committee when it is deemed in the best interest of the sport and/or ROAR.

## **ARTICLE X**

### **OPERATIONS**

- A. For accounting, operational purposes, and tax reporting requirements, the fiscal year of ROAR will be on a calendar year basis.
- B. The following individuals will be authorized to sign checks and other instruments of indebtedness or obligation on behalf of ROAR: The President, Vice President, or Secretary/Treasurer., or other individual authorized by the Executive Committee.
- C. The financial and operational records of ROAR will be retained at such offices as directed by the Executive Committee.
- D. ROAR is a nonprofit mutual benefit corporation, as such, it will not have nor issue shares of stock. No dividend will be paid and no part of the income will be distributed to its members or officers. ROAR may pay reasonable compensation to its members or officers for expenses incurred on behalf of ROAR.
- E. ROAR is a nonpartisan corporation. None of its assets will be used to influence any legislation, support any candidate for election, or intervene in any cause or measure being submitted to the general public for a vote.
- F. The Executive Committee may operate such compensated offices and/or outside contractors as is considered necessary in the operation of corporate business. The purpose of these offices/contractors will be to assist the Executive Committee and the individual officers in carrying out their day to day duties.
- G. The level of compensation for the above offices/contractors will be determined by the Executive Committee, and will include provisions for reimbursement of expenses on behalf of ROAR.

**ARTICLE XI**

**GENERAL PROVISIONS**

- A. Unless otherwise stated in these Bylaws, any vacancy occurring in a position covered by these Bylaws will be filled by a ROAR member nominated by the President and approved by the Executive Committee.
- B. Resignation from any position covered by these Bylaws will be effective upon acceptance by the President.
- C. Each individual occupying a position covered by these Bylaws will agree to abide by the Bylaws and/or policies of ROAR.
- D. The position and power of any office covered by these Bylaws is not transferable.

**ARTICLE XII**

**ADOPTION and REVISION**

- A. The power to adopt or revise these Bylaws is vested in the Executive Committee.
- B. These Bylaws will be officially adopted and in force when approved by a majority of the Executive Committee.
- C. These Bylaws will be reviewed and revised as necessary every two (2) years beginning in 1998.
- D. Revisions must be approved by a majority vote of the Executive Committee.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently authorized secretary of Remotely Operated Auto Racers, a California Nonprofit Mutual Benefit corporation.

The revised bylaws adopted November 3, 2006 are withdrawn and the above bylaws, consisting of 9 pages, are adopted as the new bylaws of this corporation by a vote of the directors held on July 7 2008 and certified by me in the City of Calabasas, State of California.

Dated: July 11, 2008



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Rick Wilson, Secretary - Treasurer