

**By-Laws
National Derby Rallies, Inc.**

Of

Article I - Offices

Section 1. Registered Office – The registered office shall be established and maintained at 1300 Market Street, Wilmington, New Castle County, in the State of Delaware.

Section 2. Other Offices – The Corporation may have other offices, either within or without the State of Delaware, that may be appointed from time to time by the Board of Directors, or that may be required by the business of the corporation.

Article II – Meeting of Members

Section 1. Annual Meeting – Annual meetings of the members for the election of directors and other such business, may come before the meeting, which must be stated in the notice. The meeting shall be held at the National Championships, either within or without the State of Delaware, the Board of Directors shall determine such time and date, and outline it in the notice of the meeting.

At each annual meeting, the members shall elect a Board of Directors and may transact such other corporation business as stated in the notice of the meeting.

Section 2. Other Meetings – Meetings of members for any purpose other than the election of directors may be held at such time and place within or without the State of Delaware and shall be stated in the notice of the meeting.

Section 3. Voting – Each member shall be entitled to one vote in person. Each family membership is given only one vote. All elections for directors shall be decided by majority vote. All other questions shall be determined by a majority vote.

Section 4. Quorum – Except as otherwise required by law or by these By-Laws, the presence in person of members holding a majority of the membership certificates of the Corporation shall constitute a quorum for the meeting.

Section 5. Special Meetings & Sub Committees– Special meetings of the members for any purpose shall be called by the President or Secretary at the request of the majority in writing. Such requests shall state the purpose of the proposed meeting.

Section 6. Notice of Meeting – Written notice stating the place, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each member at no less than twenty-four (24) hours before the date of the

meeting.

Section 7. Business Transacted – Business other than that stated in the notice shall be transacted at the end of the meeting.

Section 8. Membership – Membership is open to any man or woman 18 years or older. Dues for membership shall be for a family membership of \$40.00 annually from September 1 through August 31. This allows the Family Membership to have one vote regardless of the child's age, hold office, and accumulate points. Members-at-Large will pay \$25.00 a year. This will only allow them to vote and hold office. These fees may be adjusted annually as deemed necessary by the Board of Directors. All Executive Board members are granted lifetime membership and voting privileges.

Article III – Directors

Section 1. Number and Term – The number of directors shall be not less than seven (7) nor more than ten (10). The directors shall be elected at the annual meeting of members, and each director shall be elected to serve until his successor shall be elected and shall qualify. The term of the elected Board of Directors will be staggered over a three-year cycle, with three being elected each year to a three-year term. All Executive Board positions are lifetime unless resigned by that member, or removed from the Executive Board

Section 2. Resignations – Any director may resign at any time. Such resignation shall be made in writing and shall be in effect at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 3. Vacancies – If the office of any director becomes vacant, the remaining directors in office may appoint any qualified person to fill such vacancy, which shall hold office for the unexpired term or until a successor shall be duly chosen or elected. If any vacancies occur that result in the total number of directors dropping below the minimum of seven (7) required, then the remaining directors must appoint any qualified person to fill such vacancy, which person shall hold office for the unexpired term or until a successor shall be duly chosen or elected.

Section 4. Removal – Any director or directors may be removed for cause at any time by the affirmative vote of a majority of the membership at a special meeting called by the directors for the purpose. The vacancies thus created may be filled at the meeting held for removal by the affirmative vote of a majority in the interest of the members. Removal from the Executive Board must be by a unanimous vote of

the Executive Board and the Elected Board at that time.

Section 5. Increase of Number – The number of directors may be increased by amendment of these By-Laws by the affirmative vote of a majority of the members at the annual meeting or at a special meeting called for that purpose. By vote, the additional directors may be elected at such a meeting to hold office until the next annual election and until their successors are elected and qualify.

Section 6. Compensation – Directors shall not receive any salary for their services as directors or as members of committees, but a fixed fee and attendance expenses may be allowed at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any capacity as an officer, agent, or otherwise and receiving compensation.

Section 7. Action Without Meeting – Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, before such action, a written consent is signed by all members of the board, and such written permission is filed with the minutes of proceedings of the last board meeting.

Article IV – Officers

Section 1. Officers – Officers of the corporation shall consist of but are not limited to a President, a Vice-President, a Treasurer, and a Secretary, and shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a Chairman, Assistant Secretaries, and Assistant Treasurers as it may deem proper. All of the officers of the corporation must be directors. The officers shall be elected at the annual meeting. The same person may not hold two offices. No more than one member of the same immediate family shall serve as an officer simultaneously.

All members of the Executive Board are officers of the corporation. Membership to the Executive Board is by the nomination of a majority vote of existing Executive Board members. A poll will only be conducted when a nomination has been presented. Nominations can be presented to the Executive Board at any time by any source. No member of the Executive Board can simultaneously hold a position on the elected board.

Section 2. Other Officers and Agents – The Board of Directors may appoint such

officers and agents as it may deem advisable. They shall exercise such power and perform such duties as determined from time to time by the Board of Directors.

Section 3. Chairman – If one were elected, the Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and shall have and perform such other duties as from time to time may be assigned to them by the Board of Directors.

Section 4. President - The president shall be the corporation's chief executive officer and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. They shall have general leadership, direction, and control of the corporation's business. Except, as the Board of Directors shall authorize, the execution thereof in some manner, they shall cause the seal to be affixed to any instrument requiring it. When so connected, the seal shall be attested by the signature of the Secretary, the Treasurer, an Assistant Secretary, or an Assistant Treasurer.

Section 5. Vice-President – Each Vice-President shall have such powers and perform such duties as shall be assigned to them by the directors.

Section 6. Treasurer – The Treasurer of the Executive Board shall have custody of the corporation funds and securities and shall keep a complete and accurate account of the receipts and disbursements in books in the books belonging to the corporation.

The Treasurer of the Board of Directors shall disburse the corporation's funds as may be requested by the Board of Directors or the President. They shall render to the President and Board of Directors, or whenever they may request it, an account of all their transactions as Treasurer and the corporation's financial condition. Additionally, this position is responsible for taxation records and appropriate filings required by law.

Section 7. Secretary – The Secretary shall give, or cause to be given, a notice of all meetings of members and directors notice required by law or by these By-Laws. They shall record all proceedings of the meetings of the corporation and directors in a book to be kept for the purpose. They shall affix the seal to all instruments requiring it when authorized by the directors or the President and attest the same.

Section 8. Assistant Treasurers and Assistant Secretaries - Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors.

Section 9. The Executive Board shall guide the elected board in all aspects of

growing the business, including but not limited to finance, rules, fundraising, procedures, programs, policy, and public relations. Each corporate committee shall contain a minimum of one member of the Executive Board.

Section 10. Officer Conduct – All officers shall conduct themselves in a manner that serves the corporation with integrity, competence, and objectivity. They shall be fair in their dealings with the membership, abide by all local, state, and federal laws, and uphold and follow the intent of the rules and regulations of the corporation. Any violation of Section 10 shall be grounds for removal.

Article V

Section 1. Certificate of Membership – Every corporation member shall be entitled to have a certificate in the corporation's name and signed by the President or the Vice President and the Secretary of the corporation. Each certificate holder is entitled to one vote. All Executive Board members are granted lifetime membership and are therefore given one vote.

Section 2. Seal – The corporation seal shall be circular and contain the corporation's name, the year of its creation, and the words “Corporate Seal Delaware.” Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

Section 3. Fiscal Year – The corporation's fiscal year shall be January 1 through December 31 of any calendar year.

Section 4. Checks – All checks, drafts, or other orders for the payment of money, notes, or other pieces of evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer, or an Executive Board Member of the corporation, and in such manner as shall be determined from time to time by the Executive Board and the Board of Directors.

Article VI – Amendments

These By-Laws must be altered and repealed in the agreement of the Executive Board and Board of Directors and may be made at the annual meeting or at any special meeting where notice thereof is contained in the statement of such meeting.

Article VII – Purpose

National Derby Rallies Inc. is a non-profit organization that encourages the

development of youth in our country by allowing them to build character and knowledge through Science, Technology, Engineering, and Mathematic (STEM) based learning. Their active participation in Gravity Propelled Racing allows them to excel in leadership, family enrichment, teamwork, commitment, honesty, solidarity, and perserverance.

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