

BYLAWS
OF
NORTH EAST TIMING ORGANIZATION, INC.
A New York Not-For-Profit Corporation

ARTICLE I. OFFICES AND AGENT.

Section 1. Principal Office. The principal office of the corporation in the State of New York shall be located in the Town of Carmel, New York. The corporation may have such other offices, either within or without the State of New York, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office.

The registered office of the corporation required to be maintained in the State of New York may be, but need not be, identical with the principal office or place of business in the State of New York, and the address of the registered office may be changed from time to time by the Board of Directors in accord with the law of New York.

Section 3. Registered Agent.

The Registered Agent of the corporation required by law shall be the Secretary of State. The corporation may designate a Registered Agent for service of process by a filing with the Secretary of State. The post office address to which he shall send process shall be as initially designated in the articles of incorporation and may resign or change address or be changed by the Board of Directors from time to time in accord with the law of New York.

ARTICLE II. MEMBERS.

Section 1. Classes. Membership in the corporation shall include:

Section 1.1 General Membership. General Membership means an individual or couple, together with children (regardless of the number of children) all of whom are over the age of eighteen (18) years of age, and pays dues. Said person(s) is interested in nostalgia drag racing (vehicles made in 1979 or before), with or without a vehicle. A General Member shall be a voting Member of the corporation, with one (1) vote.

Section 1.2. Competition Membership. Competition Membership means a person who satisfies the requirements of General Membership, and who races in North East Timing Organization, Inc. (sometimes hereinafter "N.E.T.O.") sponsored events. Said competitors shall be divided into three classes: Nostalgia, Competition, and Pro-Stalgia Harley 7:99 index. Competition Members race to earn points toward NETO's annual points standing in their respective classes.

Section 2. Application for Membership. Any person desiring to become a Member of the corporation must obtain an application package available from any Member, or on a race day at the N.E.T.O. table. The applicant shall complete an application package and submit it, with a check for annual dues, to the Treasurer.

Section 3. Dues. Annual dues for each General Member shall be \$40.00, and for each Competition Member shall be \$100.00. Dues cover the period January 1 – December 31, and shall not be not be pro-rated.

Section 4. Meetings of Members.

Section 4.1 Regular Meetings. Regular meetings of Members shall be held on the second Saturday of the months of January, February, March, and April if deemed necessary by the Board of Directors. There also shall be an October regular meeting which shall occur at least two (2) weeks prior to the Annual Meeting.

Section 4.2. Annual Meeting. The annual meeting of Members shall be held on the second Saturday of November.

Section 5. Place of Meeting. Meetings of Members shall take place at Tina's Restaurant, 415 Manchester Road, Poughkeepsie, New York 12603, or a place designated by the President.

Section 6. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than 5 days before the date of the meeting, by US Mail or email at the direction of the President, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the corporation, with postage thereon prepaid. Written or electronic waiver of notice or attendance at such meeting without protest by the Member shall be equivalent to the giving of such notice and cure any deficiency therein. Notice of any adjourned meeting shall be given by email.

Section 7. Voting Lists.

The officer or agent having charge of the books for Membership interests of the corporation shall make a complete list of the Members entitled to vote at such meeting (i.e., in good standing, with dues fully paid), or any adjournment thereof, arranged in alphabetical order, with the address of and the number of votes held by each, which list shall be kept on file at the registered office of the corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The original Membership book shall be prima facie evidence as to who are the Members entitled to examine such list or to vote at any meeting of Members.

Section 8. Voting.

Section 8.1 Each class of Member entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of Members (e.g. General or Competition). Corporate action shall be authorized by a majority of qualified votes cast at a Member's meeting.

Section 8.2 Notwithstanding Section 8.1, a General Member may not vote on any matter that is race related.

Section 8.3 Notwithstanding, Section 8.1, Competition Members may vote on all general matters, including race related rules for their respective sub-class (Nostalgia, Competition or Pro-Stalgia Harley).

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Government

The government of the corporation and the management of its business affairs shall be vested in the Board of Directors.

Section 2. Number of Qualifications

The Board of Directors shall be composed of the four (4) elective officers of the corporation. All Members of the Board of Directors must be General Members of the corporation for a period of at least twelve (12) months with dues fully paid and entitled to vote.

Section 3. Succession of Board

The Board of Directors shall be composed of the present Members thereof, until succeeded as hereafter provided.

Section 4. Election

The four (4) Directors shall be elected at the annual meeting held in 2019, to succeed those Directors whose terms of office shall then expire.

Nominations for the office of Director shall take place at the October meeting, and off the floor nominations will betaken at the November annual meeting, prior to election.

Section 5. Term

All Directors shall serve for the term of one (1) year from the time of their election and until their successors shall be elected.

Section 6. Vacancies

In the event of a vacancy in the Board of Directors, the Board of Directors may elect an eligible Member to fill the vacancy for the unexpired term.

Section 7. Powers

The Board of Directors shall have full power:

- a) To manage and control all property, effects and finances of the corporation.
- b) To interpret and enforce the By-laws.
- c) To make, promulgate and enforce such rules and regulations not inconsistent with the provisions of these By- laws, as they may deem necessary for the welfare of the corporation.
- d) To enforce fines and penalties or to suspend or expel Members for the violation of rules or improper conduct.
- e) To appoint an eligible Member to fill any vacancy in any of the Board of Directors for the unexpired term thereof.

Section 8. Meetings

- a) Regular meetings of the Board of Directors shall be held one hour before meetings of the Members at a time and place designated by the President.

- b) Three (3) Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.
- c) Special meetings of the Board of Directors may be called by the President and shall be called by him upon request of two (2) Directors.

Section 9. The order of business at all the meetings of the Board of Directors shall be as follows:

1. Roll Call
2. Reading of Minutes
3. Reports of Officers
4. Reports of Committees
5. Election and Resignations
6. Unfinished Business/New Business

ARTICLE IV. OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, a Secretary, and Treasurer, all of whom must be General Members of the corporation.

Section 2. Election

The officers of the corporation shall be elected by the Members at the annual meeting of the corporation, held in November.

Section 3. Term

All officers shall hold office for the term of one (1) year from their election and until their successors shall be elected.

Section 4. Vacancies

Any vacancies in any of the offices shall be filled for the unexpired term by the Board of Directors.

Section 5. Duties

The duties of the respective officers shall be as follows:

President

- a) The President shall preside at all meetings of the corporation and of the Board of Directors.
- b) The President shall order the regular and special meetings of the Members and of the Board of Directors as provided by these By-laws.
- c) The President shall appoint all committees as provided by these By-laws.
- d) The President shall make and execute in conjunction with the Treasurer all instruments and contracts authorized by the Board of Directors.
- e) The President shall, ex-officio, be a Member of all standing committees.
- f) The President shall enforce these By-laws and perform all the duties generally incident to the position and office.

Vice-President

a) The Vice-President shall perform all the duties and exercise all the powers of the President during the President's absence or inability to act, and shall be chairperson of the Sponsorship Committee.

Treasurer

a) The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the corporation and shall deposit same in such bank or banks as the Board of Directors shall designate.

b) The Treasurer shall sign, make, and or endorse in the name of the corporation, all instruments for the payment of money and pay all the bills of the corporation approved by the Board of Directors and keep vouchers thereof.

c) The Treasurer shall receive all dues and money of the corporation. He shall keep the accounts of the corporation, and shall report the financial condition of the corporation at each meeting of the Board of Directors and shall submit a detailed report at each regular meeting of the corporation.

Secretary

a) The Secretary shall keep all minutes of the meetings of the Members of the corporation and the Board of Directors.

b) The Secretary shall conduct the official correspondence of the corporation and keep a file of such correspondence and be custodian of the corporation records.

c) The Secretary shall issue all notices.

d) The Secretary shall receive complaints in writing from the Members of the corporation and present the same to the Board of Directors.

e) The Secretary shall keep a running inventory to the Board of Directors at each regular meeting.

ARTICLE V. STANDING COMMITTEES

The President shall appoint, subject to confirmation by the Board of Directors, the following standing committees of one or more Members:

- a) THE MEMBERSHIP COMMITTEE shall:
 - (i) report all Membership income to Treasurer;
 - (ii) send out Membership renewal packages in January;
 - (iii) ensure that information about N.E. T.O. is available at all events; and
 - (iv) maintain an up-to-date Membership roster.
- b) THE RULE BOOK COMMITTEE shall:
 - (i) maintain N.E.T.O. race day rules, including revisions to the rules.
- c) THE SOCIAL COMMITTEE shall:
 - (i) schedule and finalize the annual awards banquet and picnic.

- d) THE WEBSITE COMMITTEE shall:
- (i) maintain the N.E.T.O. website, including race results, photographs, race schedules, sponsors, etc.
- e) THE POINTS COMMITTEE shall:
- (i) maintain tally of race points earned by numbers in accordance with corporation rules.
- f) THE NEWSLETTER COMMITTEE
- (i) shall produce the N.E.T.O. newsletter, "The Reaction Times" at least nine (9) times annually and deliver it to all Members, sponsors, and tracks on the race schedule.
 - (ii) each newsletter shall contain:
 - Highlights of the previous meeting
 - Important issues to be discussed at the next meeting
 - Sponsor advertisements
 - Sponsor spotlight
 - Racers biographies
 - Members articles
 - Racing points standing as of date of newsletter
 - Want ads
 - Schedule of events
 - List of board of directors and officers
 - Date, time, and location of the next schedule meeting

ARTICLE VI. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

ARTICLE VII. FISCAL YEAR.

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year. The Board of Directors shall have the power to change the fiscal year by resolution duly adopted.

ARTICLE VIII. NORTH EAST TIMING ORGANIZATION, INC.

The exclusive name of this corporation that has been reserved as required by law shall be as above written.

ARTICLE IX. SEAL.

The Board of Directors shall provide a corporate seal which shall have inscribed thereon the (1) word "Seal" or "Corporate Seal", and may contain (2) the name of the corporation, (2) the state of incorporation, and may contain (3) abbreviations or combinations of such terms and be affixed, engraved, printed, placed, stamped or in any other manner be reproduced on any document.

ARTICLE X. WAIVER OF NOTICE.

Whenever any notice is required to be given to any Member or Director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of the New York law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS.

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a simple majority of the voting Members present at the annual meeting, or at a special meeting of the Members called for that purpose.

ARTICLE XII. FURTHER AUTHORITIES.

The Board of Directors may grant, delegate or assign to any officer of the corporation any of the duties and authorities herein above designated to be performed by any officer or may enlarge or restrict the duty and authority of any officer, either temporarily or permanently, as long as such powers and authorities shall not be inconsistent with these bylaws.

ARTICLE XIII. SEVERABILITY.

Any provision of these bylaws, or any amendment or alteration thereof, which has been constructed to be in violation of New York law, as amended, and any amendment or replacement thereto, shall not in any way render the remaining provisions invalid.

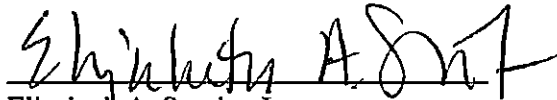
ARTICLE XIV. DIRECTOR AND OFFICER INDEMNIFICATION.

The corporation shall indemnify any person acting on its behalf in accord with the law of New York. The indemnification provided hereby shall not be deemed exclusive of any other right to which anyone seeking indemnification thereunder may be entitled under any bylaw, agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The corporation may purchase and maintain insurance on the behalf of any Director, officer, agent, employee or former Director or officer or other person, against any liability asserted against them and incurred by him.

ARTICLE XV. ANNUAL REPORT.

At the Annual Meeting of Members or Board of Directors, the President or other officer shall present an Annual Report.

Adopted this 27th day December of 2018 by the Incorporator.


Elizabeth A. Stradar, Incorporator