

# **THE BY-LAWS OF THE LOWER BUCKS COUNTY SOAP BOX DERBY INC.**

## **MISSION STATEMENT**

Our mission is to foster a stronger parent-child relationship; to help develop positive attitudes in sportsmanship and competition; to help in the growth of pride.

## **ARTICLE I – TITLE AND OBJECTIVES**

**Section 1:** This organization shall be known as the Lower Bucks County Soap Box Derby Association Inc.

**Section 2:** The Lower Bucks County Soap Box Derby Inc. hereinafter will be referred to as the “Association” in these bylaws. The association shall be a non-profit, non-stock, non-partisan, non-sectarian and non-political organization.

**Section 3:** The objectives of the Association are:

- a.) To further the goals of the Soap Box Derby in the Lower Bucks County area;
- b.) To host an annual All-American Soap Box Derby race in the Lower Bucks County.
- c.) To provide an opportunity for children to compete in the Soap Box Derby.
- d.) To assist children in the design and building of Soap Box Derby race cars.
- e.) To inform as many children as possible of the existence of the Soap Box Derby and the challenges it offers.
- f.) To promote the running of the race that is as fair and as safe as is possible.
- g.) To promote honesty of each participant in the Soap Box Derby race.
- h.) To publicize the local race both before and after the race.
- i.) To raise funds to help defer the cost of running the Soap Box Derby in Lower Bucks County.
- j.) To encourage participation in Soap Box Derby racing by other civic minded organizations.
- k.) To create family participation in the soap box derby program.

**Section 4:** The association shall have full power and authority to receive by gift, devise, purchase or otherwise, monies and properties, real and personal; and to lease, own, and hold real estate and personal property; and to encumber, sell and exchange the same, and to invest and re-invest the funds of the association; and to do and perform any and all acts not inconsistent with the said purposed and objects under the laws of the states and the United States of America.

**Section 5:** No part of the net earnings shall be distributed to its members, directors or private persons. Upon dissolution of this Association the Executive Board shall dispose of all assets, if any, to be distributed amongst the soap box derby racing organizations in the area.

## **ARTICLE II – MEMBERS**

**Section 1:** Membership in the Association is open to residents of Lower Bucks County, Pennsylvania and any other geographic area which is deemed encompassed by the Lower Bucks County Soap Box Derby by the All-American Soap Box Derby rules, or who participate, in any role or function, of the Local Race as deemed by the Director.

**Section 2:** A racing family is the participant, their parents or guardians and their siblings.

**Section 3:** A participant is any driver that raced in the last Local Race held by the Association.

**Section 4:** Members of the Association are eligible to attend all general meetings and shall have access to meeting minutes and other publications set forth by the Association.

**Section 5:** Voting Members are those members of the Association who are either:

- a) The race year runs from local race to local race.
- b) A racing family who raced in at last local held by the Association and has attended minimum of (2) meetings with in the racing year.
- c) A current member of the Executive Board as defined in Article V.
- d) Any person 18 years or older on race day that is recognized and defined by the derby director in the previous year local race will be considered a volunteer.
- e) Must be a member in good standing according to the Rules of Conduct, as adopted by the association.

**Section 8:** Non-Voting Members are those members who do not qualify as Voting Members and as a result, are not eligible to cast a vote on any Association issue, including the election of Officers.

**Section 9:** No membership dues are to be collected from any members of the Association.

## **ARTICLE III – VOTING**

**Section 1:** Each voting member may cast one (1) vote on all Association issues, including elections. Any member who qualifies as a voting member in more than one category may still only cast one (1) vote per issue.

**Section 2:** Unless otherwise indicated in these bylaws, all issues to be voted shall be decided by a simple majority of those voting members in attendance at any proper meeting. For clarification, if there are twenty (20) votes cast, the simple majority is eleven (11).

**Section 3:** A plurality vote that is not a simple majority never chooses a proposition or elects an Officer.

**Section 4:** Absentee voting is permitted in any Association issue, including the election of Officers, where the voting options are predefined prior to the meeting where the vote will occur and not subject to change. With the exception of elections, absentee votes will not be counted if changes to the voting options occur prior to the vote.

**Section 5:** To be considered valid, an absentee vote must:

- a) identify the issue being voted
- b) be in writing from a voting member
- c) be signed and dated by the individual casting the vote
- d) Arrive prior to the vote and be delivered to the Secretary prior to the start of the meeting.

**Section 6:** Provided the above conditions are met, absentee votes may be mailed, hand delivered, faxed or e-mailed to any member of the Association. This individual is responsible to deliver the vote to the Secretary prior to the start of the meeting.

**Section 7:** Absentee votes cast for the election of Officers will be validated by the acting Secretary in charge of the election.

## **ARTICLE IV – MEETING OF MEMBERS**

**Section 1:** Regular Meetings: Regular meetings of the members shall be held at least two times per year at a time and place designated by the Director.

**Section 2:** Annual Meetings: An annual meeting shall be called by the Director. This meeting will take place in the month of Sept. following the Local Race. At the annual meeting Officers shall be elected, the Treasurer's report shall be presented, the membership shall receive reports on the activities of the Association and the direction of the Association shall be determined for the coming year.

**Section 3:** Special Meetings: Special meetings may be called for the entire membership by any of the following, which constitutes a properly called meeting:

- a) a Directorial request
- b) a majority of the Association's Officers
- c) a petition signed by one-third (1/3) of the Association's voting members

**Section 4:** Notice of Meetings: To be considered a properly announced meeting, notices must be published and communicated to all members no less than one week prior to the meeting date. The Association will make all reasonable attempts to properly announce all meetings that are open to entire membership.

**Section 5:** The voting members present at any properly called and announced meeting shall constitute a quorum.

**Section 6:** A quorum of no less than ten (10) voting members, including at least two (2) Officers, is required for business transactions to take place and motions to pass. A meeting that meets these criteria shall be considered a properly attended meeting.

**Section 7:** Proper Meeting: A proper meeting is a meeting that is properly called, properly announced and properly attended.

**Section 8:** At the annual meeting, an Auditing Committee consisting of the Treasurer and two (2) members shall be appointed by the Executive Board to audit the books and accounts of the Treasurer. This review will be performed regardless of any other reviews performed. A report of their findings shall be presented to the general membership within thirty (30) days of the completion of the review.

## **ARTICLE V – OFFICERS**

**Section 1:** The Officers of the Association shall be Director, Assistant Director(s), Treasurer and Secretary.

**Section 2:** The Executive Board of the Association shall consist of the Officers, Division Directors, and Property Manager.

**Section 3:** All Officers of the Association shall serve one year terms but are eligible for reelection. Terms shall commence on the date of the annual meeting and shall terminate on the date of the following annual meeting.

**Section 4:** Duties of the Director: The Director shall be the Chief Executive Officer of the Association and when present. He/She shall preside over all stated or called meetings; he shall cast a vote on any question. He shall be a member of each committees; He shall take all necessary measures for maintaining order and efficiency in the management of the affairs of the Association and perform all duties pertaining to the office of Director of similar organizations.

**Section 5:** All duties of the Director shall pass to the Assistant Director during the absence or inability of the Director to act; otherwise the Assistant Director shall aid and assist the Director in the discharge of his duties when requested by the Director.

**Section 6:** The Secretary shall keep a complete record of the proceedings of the Association; preserve the reports presented by the various committees, keep a roster of the Officers and members, transmit promptly all resolutions to the respective committees in accordance with the Association. The Secretary shall conduct the correspondence of the Association; see that all members of the Association are properly informed of all meetings of the Association and shall perform such secretarial duties as may be assigned by the Director from time to time.

**Section 7:** The Treasurer shall be the custodian of all monies, funds, seal or documents belonging to the Association. He or she shall draw monies or funds to pay debts as authorizes by the Association, shall give bond as required such cost of bond begin borne by the Association and perform all duties of a Treasurer of similar organizations. At the expiration of their term, he or she shall turn over to the successor all monies, funds or documents belonging to the Association after an audit of their account.

**Section 8:** The Property Manager of the Association shall be the custodian of all properties belonging to the Association not in the custody of the Treasurer. Valuables other than monies, funds and documents shall be placed in the care of a Property Manager. The Property Manager shall make arrangements for storage of such property and shall submit all bills to the Treasurer. In addition, this person shall prepare

an inventory statement each year listing all such property with a notation as to the physical condition of each asset and its present location.

**Section 9:** In any case where there is a vacancy in the Office of the Director caused by death, resignation or other causes, that office shall be filled by the Assistant Director as voted by the Executive Board, and a new Assistant Director appointed by the new Director. In the event of vacancies in other offices, the Director shall appoint a replacement for the remainder of the term.

**Section 10:** Any Officer may be removed from office for unfulfilled duties or violating the Rules of Conduct, as adopted by the association. A vote shall be held, and will carry with a combination of a majority of the Officers and a two-thirds (2/3) majority of all voting members in attendance at a proper meeting.

## **ARTICLE VI – ELECTION OF OFFICERS**

**Section 1:** In advance of the annual meeting, the Director shall appoint a nomination committee of at least two (2) members who shall place in nomination the names of at least one (1) person for each elected office. This report shall be filed, in writing, with the Secretary no later than fifteen (15) days prior to the annual meeting. The Secretary shall communicate this report to the membership.

**Section 2:** The Director shall appoint an Acting Secretary and two (2) controllers who shall take charge and conduct the election until it has been completed.

**Section 3:** All current Officers shall relinquish their chair to the Acting Secretary until the election is completed.

**Section 4:** The Acting Secretary shall call for any additional nominations from the nomination committee and the floor. Any voting member shall have the right to place in nomination the name of any person, for any office, who has been personally contacted and is willing to serve. Nominees are not required to be voting members at the time of their nomination; however members must be in good standing, according to the Rules of Conduct, as adopted by the association.

**Section 5:** The election shall be by written ballot. All voting members may cast one (1) vote per office. A simple majority is required to elect.

**Section 6:** If upon balloting, the nominee receiving the largest number of votes fails to have a majority, all but the two leading nominees will be dropped, and the balloting continued until one receives a simple majority of the votes cast. Absentee ballots shall be counted in each subsequent vote as long as the nominee indicated is still in the running.

**Section 7:** All newly elected Officers shall assume their office and duties immediately upon election.

## ARTICLE VII- DIVISION DIRECTORS

**Section 1:** The Director shall coordinate the efforts of the three Division Directors; Masters, Super-Stock and Stock. He/She shall keep informed of the rule changes or clarifications as they are posted by the All-American National Control Board and pass along this information to all directors.

**Section 2:** Each director shall forward any unresolved questions to the All-American Soap Box Derby National Control Board and relay to the appropriate parties the subsequent rulings.

**Section 3:** The Division Directors shall take all steps necessary to organize, announce, and conduct a final inspection of all contestants' racecars prior to the local race.

**Section 4:** Under the supervision of the Director, the Stock Director shall assume any duties required to promote and operate the Stock Division. The Stock Director shall coordinate the efforts of the Committees with regard to the business of the Stock division. The Stock Director will act as a consultant to all Stock Car contestants with regard to the construction and operation of the Stock Car

**Section 5:** Under the supervision of the Director, the Super Stock Director shall assume any duties required to promote and operate the Super Stock division. The Super Stock Director shall coordinate the efforts of the Committees with regard to the business of the Super Stock division. The Super Stock Director will act as a consultant to all Super Stock contestants with regard to the construction and operation of the Super Stock Car.

**Section 6:** Under the supervision of the Director, the Masters Director shall assume any duties required to promote and operate the Masters division. The Masters Director shall coordinate the efforts of the Committees with regard to the business of the Masters division. The Masters Director will act as a consultant to all Masters contestants with regard to the construction and operation of the Masters Car.

## ARTICLE VIII – COMMITTEES

**Section 1:** The Director shall appoint the following committees and name their chairman. Other committees may also be appointed by the Director when found to be necessary. Each committee shall serve for one (1) year or until their successors are duly appointed or otherwise released by the Executive Board.

- a) Executive Board
- b) Awards Ceremony
- c) Rules Committee
- d) Competition Committee
- e) Inspection Committee
- f) Promotions and Publicity Committee
- g) Race Day Program

- h) Keystone Liaison
- i) Prize Committee
- j) Fundraising Committee

## **ARTICLE IX – COMMITTEE’S DUTIES**

**Section 1:** The Executive Board, presided over by the Director, shall manage, conduct and have general supervision of the financial and business affairs of the Association subject to the vote of a majority of the members present at the annual and general meetings. The members of this Board shall have the right to fix rally dues and control the funds of the Association. It shall be the duty of this board to keep close check on all matters pertaining to Committee’s work and give council and aid when requested by the said Committee of the Director. The Director shall have the authority to authorize payment of individual items, not to exceed \$400.00 per item, without prior authorization of the body.

**Section 2:** Awards Ceremony Committee shall plan, organize and coordinate the annual Association Banquet.

**Section 3:** The Rules Committee shall be made up 7 members including (1) Assistant Director, all Division Directors, and 3 Association members appointed by the Director. This committee will be charged with interrupting the rules and asked to make rulings in regards to cars, heats, and any disputes taking place during our Local Race and Inspection process.

**Section 4:** Competition Committee: this committee shall work with the derby directors and division directors to maintain and publish a uniform set of race day rules and to ensure all Association members have copies and understand them.

**Section 5:** Inspection Committee: this committee shall work with the various Derby Directors and Division Directors to inspection the winning cars from our Local Race as determined by the heat charts and certified by the Division Directors. These cars shall be impounded and inspected prior to the All American Championship Race held in Akron.

**Section 6:** Promotions and Publicity Committee shall handle all aspects of promoting community interest in the Association, and the activities of the Association. Its primary concern will be in the areas of increasing racer registration, increasing Association membership, and increasing race day attendance.

**Section 7:** The Race Day Program Committee shall be responsible for the preparation, editing and publication of the annual Race-Day Program.

**Section 8:** The Keystone Liaison shall be the main point of contact with the Keystone Rally Association. He/She shall have the authority to schedule rally races and cast any vote that pertains to the Association as requested by the Director.

**Section 9:** The Prize Committee shall furnish the Awards Banquet with adequate prizes to award to contestants with any and all items. To reward as many contestants as possible that have competed in the

Association's Local Race. It shall be the responsibility of the Director to determine the value of each prize and to establish award categories, and to award such donations accordingly.

## **ARTICLE X – ORDER OF BUSINESS**

**Section 1:** The order of business shall be as follows:

- a) Approve previous months Minutes
- b) Reports of Officers, Boards and Standing Committee
- c) Reports of Special Committees
- d) Special Orders
- e) Unfinished Business and General Orders
- f) New Business
- g) Good of the Order
- h) Announcements
- i) Adjournment

**Section 2:** At the annual meeting, the election of officers shall occur directly following Unfinished Business and General Orders

**Section 3:** Taking Up Business Out of its Proper Order: Any particular item of business can be taken up out of its proper order by adopting a motion to suspend the rules of order. This motion requires a two-thirds (2/3) majority.

## **ARTICLE XI – AMENDMENTS**

**Section 1:** These bylaws may be amended by a two-thirds (2/3) majority of voting members at a properly announced and attended meeting. To ensure proper time for review, all amendments must be published to members no later than two weeks prior to the meeting where the vote is to take place.

**Section 2:** All active bylaws must be certified and made available to all members of the Association.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

**Section 1:** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are acceptable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

# CERTIFICATION

These bylaws were approved at a meeting held on \_\_\_\_\_ by a two-thirds (2/3) majority vote.

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Director (print and sign)

Date

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Secretary (print and sign)

Date

The Lower Bucks County Soap Box Derby Inc. was incorporated and recognized as 501 C 3 on 1977

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