



KEY DOCUMENTS
Adapted 01/9/2025

OKLAHOMA CROSS COUNTRY RACING ASSOCIATION

Board of Directors

REFERENCE MANUAL

Part 1	Organizational Diagram
Part 2	Structural Diagram
Part 3	Corporate By-Laws
Part 4	ROC Committee Charter
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ORGANIZATIONAL DIAGRAM

Chairman	Vice-Chairman	Secretary	Treasurer	Asst. Treasurer

Board of Directors

President

Vice President

Track Director

Track Assistant

Work Director

Equipment Manager

Race Director

Little XC Director

Mini Director

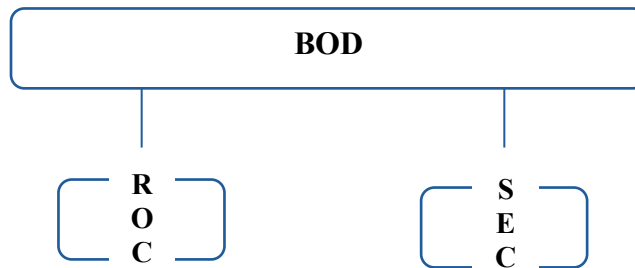
Webmaster

Sponsorship and Contingency

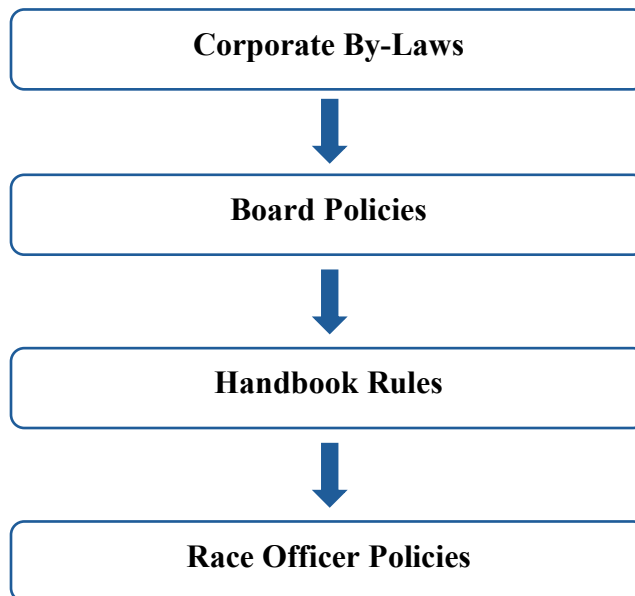


STRUCTURAL DIAGRAM

ORGANIZATIONAL STUCTURE



REGULATORY STUCTURE



Board Seat Expiration Calendar

SEAT	Expires at the conclusion of FY...
#5	2020 / 2025 / 2030 / 2035 / etc
#4	2021 / 2026 / 2031 / 2036 / etc
#3	2022 / 2027 / 2032 / 2037 / etc
#2	2023 / 2028 / 2033 / 2038 / etc
#1	2024 / 2029 / 2034 / 2039 / etc

Upon resignation of any office, the appointed replacement serves out the remainder of that unexpired term.

Board service begins FY...	BOARD SEAT REGISTRY				
	#1	#2	#3	#4	#5
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					



Denotes the beginning of a newly elected 5 yr term

() Denotes an appointment to fill an unexpired term

BY-LAWS
OF
OKLAHOMA CROSS COUNTRY RACING ASSOCIATION, INC.
An Oklahoma Non-Profit Corporation

ARTICLE 1

DEFINITIONS

1.1 Definitions

For purposes of these By-Laws, the following terms shall have the following meanings, unless the context clearly requires otherwise:

1.1.1 "Board" means the board of trustees of the Corporation, also referred to as the "Board of Directors".

1.1.2 "By-Laws" means these by-laws as adopted by the Board and includes amendments subsequently adopted by the Board.

1.1.3 "Certificate of Incorporation" means the Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently adopted and filed.

1.1.4 "Corporation" means Oklahoma Cross Country Racing Association, Inc.

1.1.5 "Members" means the members of the Corporation determined pursuant to Article 9 of these By-Laws.

1.1.6 "Trustees" means the members of the Board of Directors as elected or appointed pursuant to Article 5 of these By-Laws.

1.1.7 "Adjourned" means a meeting that is temporarily recessed or suspended, due to time constraints or other reason that is to be reconvened and continued at another time.

ARTICLE 2

PLACE OF BUSINESS

2.1 Principal Place of Business

The principal place of business of the Corporation for the transaction of business shall be located within or without the State of Oklahoma as the Board may from time to time determine.

2.2 Additional Offices

Additional business offices may be established at such other places as the Board may from time to time designate or as the business of the Corporation may require from time to time.

ARTICLE 3

REGISTERED OFFICE AND REGISTERED AGENT

3.1 Registered Office

The Corporation shall maintain a registered office in the State of Oklahoma which may, but need not be, the same as its present principal place of business. The Board may change the address of the registered office of the Corporation from time to time.

3.2 Registered Agent

The Corporation shall also have and continuously maintain in the State of Oklahoma a registered agent on whom service of summons may be had and whose business address is identical to the registered office of this Corporation. The Board shall have the authority to appoint or change, from time to time, the registered agent of the Corporation in the State of Oklahoma.

ARTICLE 4

BOARD OF TRUSTEES

4.1 Number

The number of Trustees, which shall constitute the whole Board, shall not be less than five (5) and the total number of Trustees shall be as determined by resolution of the Trustees from time to time.

4.2 Qualifications

A Trustee is not required to be a Member of the Corporation.

4.3 Election and Term

4.3.1 The Incorporators of the Corporation shall elect the initial Board of Trustees. Subsequent or additional Trustees may be elected at the annual or any special meeting of the Trustees by a majority vote of the Trustees. Each Trustee shall hold office for a term of five years, or until untimely death, resignation, or removal, whichever occurs first. Upon the expiration of the term of a Trustee, other than by death or removal, such Trustee shall continue in office until his or her successor is duly elected and qualified in accordance with these By-Laws. Trustees may be reelected or re-appointed to serve multiple terms. For all elections of Trustees, there must be present in person a majority of the Trustees entitled to vote.

4.3.2 Replacement of Trustees for regularly expiring terms of office shall be as follows:

1. The Members of the Corporation shall make nominations in writing.

2. The Board of Trustees shall review the nominations and produce a slate of three candidates to the Selection Committee.

3. The Selection Committee shall determine the Trustee-Elect by majority vote.

4.3.3 The Selection Committee shall be comprised of all current Club members who have served as a Race Officer Committee member during the current or preceding three years. Those who served less than 4 months of their term, or who quit their office, or were removed from office do not qualify.

4.4 Quorum

A majority of the authorized number of Trustees shall constitute a quorum of the Board for the transaction of business except as otherwise specifically provided herein. Except as otherwise provided in these By-Laws, every act done or decision made by a majority vote of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board; PROVIDED, HOWEVER, that a majority of the Trustees in the absence of a quorum may adjourn any meeting of the Board from day to day, but may not transact any business except the filling of vacancies on the Board as provided for in these By-Laws.

4.5 Compensation

All Trustees shall serve without compensation. PROVIDED, HOWEVER, the Board may provide for the payment of all reasonable expenses the Trustees incur in attending meetings of the Board.

4.6 Resignation

Any Trustee may resign at any time by giving written notice to the Board, the Chairman of the Board or the Secretary of the Corporation. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

4.7 Removal

Any individual Trustee may be removed from office, with or without cause, only by a unanimous vote of the balance of the Trustees at the annual or any special meeting of the Trustees. For the removal of a Trustee, there must be present, the balance of the Trustees entitled to vote.

4.8 Vacancies

Any vacancy or vacancies on the Board may be filled by the affirmative vote of a majority of the remaining Trustees, even though less than a quorum, or by a sole remaining Trustee. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Trustee, or if the authorized number of Trustees be increased in accordance with the provisions of these By-Laws. Each Trustee appointed to fill a vacancy on the Board shall hold office until the expiration of that term, or until untimely death, resignation or removal, in accordance with these ByLaws, whichever occurs first.

4.9 Chief Executive Officer

The Chairman of the Board shall serve as the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation, subject to the control of the Board. The Chairman shall be the official representative of the Corporation in professional, social and other public affairs.

4.10 Powers and Duties

The Board of Directors shall serve as the officers of the corporation. Subject to the limitations of the Certificate of Incorporation and of the pertinent restrictions on a nonprofit corporation organized under the laws of the State of Oklahoma and qualified as an exempt organization under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future Federal tax code, all corporate powers shall be exercised by or By-Laws of 4 Oklahoma Cross Country Racing Association, Inc. under the authority of, and the business and affairs of the Corporation shall be controlled by the Board in accordance with the provisions of these By-Laws.

ARTICLE 5

DIRECTOR'S POSTS – OFFICERS OF THE BOARD

5.1 Posts and Assignments

The various Posts of the Board of Directors shall, at a minimum consist of a Chairman and a Secretary. The Directors of the Board shall be appointed or elected to fill such Posts by majority vote of the Board. The Board may, in its sole discretion, elect at any time, a Treasurer, Secretary-Treasurer, one or more Vice Chairmen, one or more Assistant Secretaries and one or more Assistant Treasurers, or other such officers with such titles as may be determined by the Board with such powers as the Board shall from time to time prescribe. The same person may hold any two (2) Posts at the same time, except for the offices of Chairman of the Board and Board Secretary. The Board may require any such officer or agent to give bond or other security for the faithful performance of the duties of the Post.

5.2 Alignment

Each year at a meeting duly called for this purpose, the Board, upon the completion of a term of office by a Director and the appointment of a new Director to that position, shall realign the Posts of the Board to establish the assignments of Chairman, Secretary, and other such Posts which have been duly created by the Board of Directors. Directors may hold the same Post from year to year, if approved by a majority vote of the Board.

5.3 Resignation

Any Director may resign his/her Post without resigning as a Director or Trustee. In such a case, the Director abdicating his Post shall notify the Board orally if in a duly called meeting, or in the alternative, by giving written notice

to the Board. Any resignation of Post shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

5.4 Removal

Any Director may be removed from his/her Post without being removed as a Director or Trustee. Such a Director may be removed from such Post, with or without cause, only by a unanimous vote of the balance of the Trustees at the annual or any special meeting of the Trustees.

ARTICLE 6

POWERS AND DUTIES

6.1 Chairman

The Chairman shall have the power and duty to:

6.1.1 Preside at all meetings of the Members;

6.1.2 Preside at all meetings of the Board;

6.1.3 Call special meetings of the Members;

6.1.4 Call special meetings of the Board;

6.1.5 Affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates, contracts, other papers and instruments of the Corporation;

6.1.6 Be an ex-officio member of all committees of the Board; and

6.1.7 Perform, in general, all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board from time to time.

6.2 Vice-Chairman

In the event the Chairman should die, resign or is found unable to continue official duties by the Board, the Vice-Chairman shall assume the duties of the Chairman immediately, and will continue through the unexpired term of the Chairman. In such event, the Board, upon majority approval, will appoint a Member of the Corporation to fill the unexpired term of the Vice-Chairman. A Vice-Chairman shall perform in general all of the duties incident to the Post of Vice-Chairman and such other duties as the Chairman or the Board may assign from time to time.

6.3 Secretary

The Secretary shall have the power and duty to:

6.3.1 Keep full and complete minutes of the meetings of the Board and the meetings of the Members;

6.3.2 Countersign with the Chairman all agreements, documents and instruments of the Corporation;

6.3.3 Make service and publication of all notices in accordance with provisions of these By-Laws or required by law; PROVIDED, HOWEVER, in the case of the absence, inability, refusal or neglect of the Secretary to make service or publication of any notice, then such notice may be served and published by the Chairman or by any person authorized by the Chairman, or by the Board or a majority of the Members;

6.3.5 Be custodian of the Corporate records and to supervise and control the keeping of the accounts and books of the Corporation;

6.3.6 Perform in general all of the duties incident to the office of Secretary and such other duties which the Chairman or the Board may assign from time to time.

6.4 Treasurer

The Treasurer shall have the power and duty to:

6.4.1 Have charge and custody of and be responsible for all funds and securities of the Corporation;

6.4.2 Receive all monies belonging to or paid unto the Corporation and to provide receipts therefor; to deposit such monies as the Treasurer shall be directed by the Board with one or more solvent and reputable banks or bankers to be designated by the Board; and to maintain full and complete records of the funds received and disbursements thereof;

6.4.3 Render to the Members at the annual meeting and to the Board at any meeting, or from time to time, whenever the Board or the Chairman may require, an accounting of all transactions as Treasurer and of the financial condition of the Corporation;

6.4.4 Exhibit or cause to be exhibited, the books of the Corporation to the Board, or to any committee appointed by the Board, or to any Trustee on application during business hours, or to any other person entitled to inspect such books pursuant to the pertinent provisions of the Oklahoma General Corporation Act of the State of Oklahoma;

6.4.5 Be the chairperson of the committee on finance and management if such committee is duly designated by the Board;

6.4.6 Make the books and accounts of the Corporation available on an annual basis for review by a committee of Members appointed by the Chairman who are independent of the Treasurer; and

6.4.7 Perform in general all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman or by the Board.

6.5 Secretary-Treasurer

The Board shall have, in its sole discretion, the right and authority to combine the separate Post of Secretary and the separate Post of Treasurer into one office, the agent of such to be designated as the Secretary-Treasurer. The powers and duties of the Secretary-Treasurer shall be identical to those set forth in Articles 7.3 and 7.4, hereinabove.

6.6 Assistant Treasurer

In the event the Treasurer should die, resign or is found unable to continue official duties by the Board, the Assistant Treasurer shall assume the duties of the Treasurer immediately, and will continue through the unexpired term of the Treasurer. In such event, the Board, upon majority approval, will appoint a Member of the Corporation to fill the unexpired term of the Assistant Treasurer. An Assistant Treasurer shall perform in general all of the duties incident to the Post of Assistant Treasurer and such other duties as the Treasurer or the Board may assign from time to time.

6.7 Disclosure of Accounts

6.7.1 Twice each year, any Trustee, or any member of any committee established by the Board of Trustees, or any individual member of the corporation, or any company, organization, or service under the employ of the corporation, shall be required to make full disclosure in writing to the Board Secretary of any and all passwords, accounts, financial holding accounts, service accounts, PIN #'s, access codes, User ID's, login codes, account providers, account representatives along with their addresses and phone numbers, and any other similar information related to the operation of the corporation.

6.7.2 The Board Secretary will forward a copy of such disclosures to the Board Chairman. Both parties will in turn separately file the bi-annual disclosures in a private and secure location.

6.7.3 No Trustee, committee member, or member of the corporation shall hold or enact such accounts without the prior approval of the Board of Directors, and without making full disclosure as outlined above.

ARTICLE 7

MEETINGS OF BOARD OF TRUSTEES

7.1 Place of Meetings

Any regular, annual, special or Adjourned meeting of the Board may be held via zoom or at any place within or without the State of Oklahoma which has been designated for that purpose by the Board.

7.2 Annual Meetings

The annual meeting of the Board, of which no notice need be given, shall be held in conjunction with the annual meeting of the Members of the Corporation.

7.3 Regular Meetings

In the sole discretion of the Board, regular meetings of the Board may be held via zoom or at such places, dates and times set forth by resolution of the Board. The Board is not required to give notice of a regular meeting.

7.4 Special Meetings

Special meetings of the Board may be called at any time by order of the Chairman of the Board or at least one-half (1/2) of the total number of Trustees in office, at such time via zoom or any place as determined by the person or persons calling such special meeting.

7.6 Waiver and Consent

If a quorum is present or if, either before or after the meeting, each of the Trustees not present executes a written waiver of notice or consent to holding of such meeting, or an approval of the minutes thereof, the business transactions of any meeting of the Board, however called or noticed, shall be valid as if such transactions had occurred at a meeting duly held after a regular call and waiver of notice. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.7 Business Undertaken at a Special or Adjourned Meeting

Any business which might be done at a regular or annual meeting of the Board may be done at a special meeting or at an Adjourned meeting if the time and place of the Adjourned meeting is fixed at such regular or annual meeting.

7.8 Consent to Action

Any action which might be taken at a meeting of the Board or committee of the Board, may be taken without a meeting if all of the Trustees or members of the committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board.

7.9 Telephonic Participation

The Board, or any committee of the Board, may participate in a meeting of the Board, or such committee, by means of conference telephone or similar communication equipment by means of which all persons participating can hear each other; such participation shall constitute presence in person at such meeting.

ARTICLE 8

MEMBERS OF THE CORPORATION

9.1 Eligibility for Membership

The initial Members of the Corporation are the initial Trustees as designated in the Certificate of Incorporation. Additional Members may be admitted to Membership in the corporation upon 1) the submission of a fully completed membership application, and 2) the submission of all required fees, and 3) completion of a viable Liability Release Form. Members may be removed with or without cause by a majority vote of the Board of Directors.

9.2 Conditions of Membership

Members are expected to act in such a manner as not to bring discredit to OCCRA and to compete in accord with the Race Rules. By becoming a member in OCCRA, a member agrees to abide by the By-Laws and Rules of OCCRA. A member may be suspended or removed from membership, with or without cause, by a majority vote of the Board of Directors of OCCRA.

9.3 Transferability

No Membership or other interest in the Corporation shall be assignable or transferable inter vivos by a Member. Membership in the Corporation shall cease upon the death of an individual Member, upon the

dissolution of a non-individual Member or the removal of a Member. No Membership interest shall pass to any legal representative of any deceased Member. No Member, in such capacity, shall have any vested rights in the Corporation.

9.4 Mandatory Membership

Membership in the organization is a mandatory prerequisite for an individual to compete in any round of the season's regular Cross Country Race Series. A Trial Membership may be purchased Temp memberships are valid for one day only and must be renewed each time such temp membership is desired.

ARTICLE 9

MEETINGS OF MEMBERS

9.1 Place of Meetings

Any annual, special or Adjourned meeting of the Members may be held via zoom or at any place within or without the State of Oklahoma which has been designated for that purpose by the Board.

9.2 Annual Meetings

Subject to the foregoing provision, the annual meeting of the Members shall be held via zoom or at such place and time as designated by the Board on the second Tuesday of January of each calendar year or at such other place, date and time as designated by the Board. At said annual meeting, the Board shall report the affairs of the Corporation, and any business may be transacted which is within the powers of the Members to transact. In the event the annual meeting is not held, it shall be the duty of the Chairman of the Board or Board Secretary to call a special meeting upon the demand of any Member entitled to vote at such meeting.

9.3 Special Meeting

Special meetings of the Members, for any purpose or purposes whatsoever which shall be stated in the call, may be called at any time by the Chairman of the Board, or by the Board, or by at least one-fourth (1/4) of the total number of Members. Upon request made by written notice to the Chairman of the Board or Board Secretary by any person or persons thus empowered to call such meeting, such officer shall give notice to the Members that such meeting has been called for the purpose or purposes stated in such request and is to be held at a specified time, which time fixed by such Trustee shall not be less than ninety (90) days after the receipt of such request.

9.4 Notice of Meetings

Notice, stating the date, time, place, and in the case of a special meeting, the purpose, of all Members meetings shall be given by written notice either (1) personally served on each Member, or (2) posted to the general membership on the World Wide Web, or (3) via email, or (4) disseminated by telephonic Hotline, or (5) deposited in the United States mail, postage prepaid and addressed to each Member at the Member's address appearing on the books of the Corporation or supplied by the Member to the Corporation for the purpose of notice, at least thirty (30) days before the designated time for said meeting, except in the case of Adjourned meetings within fifteen (15) days of the original meeting, no notice need be given.

9.5 Consent and Waiver of Notice

9.5.1 Regardless of how or whether call was made or notice given, any transactions of the Members at any meeting shall be valid as though transacted at a meeting duly held after regular call and notice if (1) such transaction has been or is thereafter approved and ratified at a regular or special meeting of the Members held upon regular call or notice; and (2) a quorum is present in person and if each of the Members entitled to vote and not present in person has signed a written waiver of notice for a consent to the holding of such meeting or an approval of the minutes thereof, either before or after such meeting of the Members. All such waivers, consents or approvals shall be filed with the Board Secretary and made a part of the records of the meeting.

9.5.2 Whenever any notice whatsoever is required to be given under the provisions of the law or under the provisions of the Certificate of Incorporation or the By-Laws, a waiver thereof in writing executed by the person or all of the persons entitled to such notice, whether before or after the time designated therein, shall be deemed equivalent to the actual giving of such notice.

9.6 Quorum

The Members of the Corporation present in person at any meeting of the Members which has been duly called in accordance with the provisions of these By-Laws, or duly called according to the provisions of the Board, shall constitute a quorum for the transaction of business and a vote of a majority of such quorum shall be sufficient to transact any and all business properly brought before such meeting.

9.7 Voting Rights

Every Member of the Corporation who is considered a Racing Member, which is defined as a Member who has completed at least one (1) race organized by the Corporation that fiscal year and is in good standing at a date designated by the Board for the determination of the Members in good standing, or, if no such date has been designated, then at the date of such meeting, shall be entitled at such meeting to one vote in such Member's name on the books of the Corporation.

The Voting Members may vote by voice vote on all matters. However, upon demand by a Member entitled to vote, the Voting Members shall vote by ballot. In that event, each ballot shall state such information as the Corporation may require under the procedure established for the meeting.

9.8 Membership List

At least ten (10) days prior to each meeting of the Members, the Secretary of the Corporation shall make a list of all Members in good standing for such meeting. A Member in good standing is one who has been granted membership in the Corporation pursuant to the provisions of these By-Laws and is not otherwise ineligible to serve as a Member nor has been removed as a Member. The Corporation shall make the list available for examination by any Member, either at the principal place of business of the Corporation or the location of the meeting as designated in the notice thereof.

9.9 Record Date

For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members, or any adjournments thereof, or in order to make a determination of Members for any other proper purpose, the Board shall fix in advance a date as the record date for any such determination of Members. PROVIDED, HOWEVER, the Board shall not fix such date more than sixty (60) days prior to the date of the particular action.

9.10 Adjournments

Any business which might be transacted at an annual meeting of the Members may be transacted at a special or an Adjourned meeting. Such adjournment and the reasons therefor shall be recorded in the minutes of the proceedings of the Members, and no notice whatsoever shall be required to be given of any such Adjourned meeting if the time and place of such meeting is fixed at the original meeting; PROVIDED, HOWEVER, the Adjourned meeting must be held within (30) days of the original meeting.

9.11 Consent to Action

Any action, which under the provisions of Federal or state law or under the provisions of the Certificate of Incorporation or these By-Laws, that might be taken at a meeting of the Members, may be taken without a meeting if a record or memorandum thereof be made in writing and executed by all Members that would be entitled to vote at a meeting for such purpose and such record or memorandum is filed with the Secretary and made a part of the records of the meeting.

ARTICLE 10

COMMITTEES

10.1 Committees of the Board

The Board may designate, by a vote of a majority of the Trustees, committees of the Board. The committees shall serve at the pleasure of the Board and shall possess such lawfully delegable powers and duties as the Board may confer. The term of existence of such committee shall be stated at the time of the committee's designation and may be extended from time to time by a vote of a majority of the Trustees.

10.2 Selection of Committee Members

The Board shall elect, by a vote of a majority of the Trustees, two (2) or more Members of the Corporation to serve as the members of a committee designated by the Board. Each member of the committee so chosen shall hold office as prescribed by the Board, or until his or her death, resignation or removal as a member of the committee and/or as a Trustee or until the committee is dissolved in accordance with these By-Laws. Any vacancy or vacancies on any committee may be filled by the affirmative vote of a majority of the remaining members of the committee, even though less than a quorum, or by a sole remaining committee member. A vacancy or vacancies on a committee shall be deemed to exist in case of the death, resignation or removal of any member of such committee, or if the authorized number of members of such committee be increased by the Board.

10.3 Conduct of Business

The procedural rules for meeting and conducting business by any committee shall be determined by the Board and each committee shall act in accordance therewith, except as law or these By-Laws may require otherwise. Each committee shall make adequate provision for notice of all meetings to its members. A majority of the members shall constitute a quorum unless a committee consists of two (2) members in which event one (1) member shall constitute a quorum. A majority vote of the members present at a meeting shall determine all matters. A committee may take action without a meeting if all the members of the committee consent in writing and the consent or consents are filed with the minutes of the proceedings of the committee.

10.4 Authority

Each committee shall have and may exercise all the powers and authority with respect to the management of the business and affairs of the Corporation as may be delegated by the Board. PROVIDED, HOWEVER, no committee shall have the power or authority with regard to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the Members the sale, lease or exchange of all or substantially all of the Corporation's property or a revocation or dissolution of the Corporation, or amending the By-Laws of the Corporation.

10.5 Minutes

Each committee shall keep regular minutes of its proceedings and report the same to the Board as required by the Board.

ARTICLE 11

INDEMNIFICATION

11.1 Limited Personal Liability and Indemnification

The Trustees of the Corporation shall have limited personal liability to the full extent permitted by the Oklahoma General Corporation Act and by Sections 866 and 867 of Title 18 of the Oklahoma Statutes, as now in effect or later amended or otherwise permitted by law. Specifically and without limiting the foregoing provision, the Trustees of the Corporation shall have no personal liability to the Corporation or its members for monetary damages as a result of any breach of fiduciary duty, except for (i) a breach of the Trustee's duty of loyalty to the Corporation or its members, (ii) an act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or (iii) a transaction from which the Trustee derived an improper personal benefit.

The Corporation shall indemnify the Trustees, officers, employees or agents of the Corporation to the full extent permitted by the Oklahoma General Corporation Act, as now in effect or later amended or otherwise permitted by law, from and against any and all of the expenses, liabilities and other items specified by the Oklahoma General Corporation Act, and the indemnification allowed by this Article shall not operate to exclude any other rights which the Trustees, officers, employees or agents may be entitled to as a matter of law, any agreement, any vote of the Trustees, or otherwise, both as to any action in an official capacity and as to any action in another capacity while holding office. The indemnification allowed by this Article shall continue as to a person who has ceased to serve as a Trustee, officer, employee or agent and shall inure to the benefit of the person's heirs, executors and administrators.

11.2 Determination of Right of Indemnification

The Corporation shall not indemnify any person under Section 12.1, hereinabove, in the absence of a court order, unless authorized in the specific case upon a determination that the Trustee, officer, employee or agent has met the applicable standard of conduct set forth in Section 12.1, hereinabove. The Board, by a majority vote of the Trustees who are not parties to the action, suit or proceeding, shall make the determination as to the indemnification of such Trustee, officer, employee or agent and the reasonableness of the amount thereof.

11.3 Advance of Expenses

The Corporation may pay expenses incurred in defending an action, suit or proceeding in advance of the final disposition of such action or proceeding upon delivery to the Board of an undertaking of the indemnitee to repay such amount, if the Corporation ultimately determines that it should not indemnify such person pursuant to the provisions of this Article.

ARTICLE 12

EXECUTION OF INSTRUMENTS

12.1 Written Instruments

Contracts, deeds, documents and instruments shall be executed by the Chairman to by the Secretary unless the Board shall in a particular situation designate another procedure for such execution.

12.2 Checks and Drafts

All checks, notes, drafts or other orders for the payment of money shall be executed by the officers designated by the Board from time to time to execute same. PROVIDED, HOWEVER, no officer of the Corporation shall contract for a loan on behalf of the Corporation or issue any evidence of indebtedness in the Corporation's name without the prior written authorization of the Board.

12.3 Bank Accounts

The Board may authorize the opening and maintenance of bank accounts with such banks, trust companies or other depositories as the Board may select or any officer of the Corporation to whom the Board has delegated such power may select. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with these By-Laws as it may deem in the best interest of the Corporation.

ARTICLE 13

MISCELLANEOUS PROVISIONS

13.1 Amendments

Subject to the provisions of the Oklahoma General Corporation Act and the Certificate of Incorporation, these By-Laws may be amended or repealed by the Board upon a majority vote of the Trustees.

13.1.1 Amendment I is hereby established and is otherwise known as the Committee Charter for the Race Officers Committee.

13.1.2 Amendment II is hereby established and is otherwise known as the Committee Charter for the Special Events Committee.

13.2 Fiscal Year

The fiscal year of the Corporation shall end on the last day of December, unless the Board shall, by proper resolution, provide for a fiscal year having a different beginning and termination.

Now therefore be it established, this volume of By-Laws of the Oklahoma Cross Country Racing Association.

Revised January 9, 2025

Oklahoma Cross Country Racing Association

BY-LAWS

AMENDMENT I

COMMITTEE CHARTER

for the

-- Race Officers Committee --

Preamble –

In order to...

establish a quality program of races and recreation for the members of the association;

and in efforts to provide structure, order, and organization, for our competitions and events;

*the Board of Directors, under authority of Article 11 of the By-Laws of the Corporation does hereby enact a **Committee of Race Officers**, delegating unto them such powers and authorities as herein prescribed.*

Article I - *Purpose*:

The committee of Race Officers is created for the sole purpose of planning and conducting races and Club social events for a particular season. They are charged with the responsibility of carrying out the day to day operations involved in directing a quality series of races and other Club activities.

Article II - *Body*:

The committee shall at a minimum be comprised of nine (9) Officers, whose posts shall be: President, Vice-President, Race Director, Track Director, Work Director, Equipment Manager, Mini Director, Little XC Director, Sponsorship and Contingency and Web Master. The Chairman of the Board also serves on the committee as an ex officio member. Additional posts may also be created, assigned, eliminated, or adjusted as needed, by approval of the Board of Directors.

Article III - Powers & Authority:

The Officers are empowered with the authority to make all decisions required and take all action necessary to provide a quality race program for the Club membership, as allowed by the rules and procedures of the OCCRA Handbook. Specific to that authority is the power to:

1. Make executive decisions regarding races, events, scoring, procedures or any other issue related to their responsibilities, as allowed by the rules and procedures of the OCCRA Handbook,
2. Approve and appoint volunteers, workers, and assistants for various tasks and operations,
3. Exercise budgetary spending as appropriate for supplies and expenses,
4. Provide security or police presence if deemed appropriate,
5. Hold Club meetings,
6. Establish policies and procedures relevant to the season via majority vote of the Committee,
7. Exercise all other powers ensuant to the operation of the Club, as allowed by the rules and procedures of the OCCRA Handbook.

Article IV - Duties of Office:

The Officers are under the direction of the President and Vice-President. Each Officer shall be responsible for certain duties relevant to his/her post. The committee of Officers shall seek input and advice from the Board of Directors.

President: The President shall provide general leadership and be the primary spokesperson for the club. He shall have fiduciary powers to act on behalf of the association. He shall conduct regular officer's meetings as well as race-day rider's meetings.

Vice-President: The Vice-President shall serve as the acting President and assume the duties of the President in his absence at any club function or officer meeting. The Vice-President shall serve as the Club Recorder for any race season business. He shall take and keep the minutes of any Officer's meetings and submit them to the Board Secretary. In the absence of the Board Treasurer, he shall collect all monies and fees and keep an accurate account thereof. Other duties as assigned.

Race Director: The Race Director shall be responsible for conducting the race. He shall serve as the chief Referee, resolving all protests, and assigning penalties for various rules violations. Upon completion of the course by the Track Director, he shall conduct a final inspection and review of the track to ensure proper markings and layout, and to identify worker positions and assignments.

Track Director: The Track Director shall be responsible for track layout and design. He shall cause a crew of club members to cut trail, lay out course, and mark track under his direction and to his specifications. The track

shall be designed with safety in mind, and to be negotiable by all levels of rider. He shall work closely with the Race Director to affect these ends.

Work Director: The Work Director shall be responsible for designating work assignments and supervising track workers for the day of the race.

Equipment Manager: The Equipment Manager shall be responsible for transporting club equipment to the race site, and for transporting it back to storage after the race. He shall be responsible for the set-up and take-down of the score chute area, sign-in area, and line-up area. He shall serve as the caretaker of all club equipment and shall conduct proper maintenance and upkeep on equipment between races and during the off-season.

Mini Director: The Mini Director shall establish and effect a program of racing for children and youngsters. He shall oversee the running and scoring of the event.

Sponsorship and Contingency: The Sponsorship and Contingency shall be responsible for gathering Sponsors for each race,

Web Master: The Web Master shall maintain an up to date website which shall include race schedules and a report of all race scores. He shall answer and respond to all e-mails and inquiries in a timely fashion. He shall post all club news and information in a timely manner. He shall be the ambassador of our club to the world through the Internet.

Article V - *Perpetuation:*

1. The committee shall be ongoing, in that the various posts shall be filled annually by election of the general membership.
2. There will be no term limits of office.
3. For purposes of consistency, Officers are encouraged (not required) to serve at least two terms.
4. In the event of a resignation or other cause of vacancy, such office shall be filled by a majority vote of the remaining officers.
5. Officers may be removed from office by a vote of 80% of the membership in attendance at a club function, provided that such club meeting was duly called with proper notice given, OR by a unanimous vote of the Board of Directors.

Article VI - *Regulations & Limitations:*

1. Officers may be reimbursed for legitimate expenses only. Receipts and prior approval required.
2. No Officer shall receive compensation for his or her contribution of service to the club.

3. While mileage to race sites for pre-event workdays may be reimbursable if funds exist, at no time will an Officer be paid mileage simply to attend a race. Granted, officers may be reimbursed for expenses incurred in hauling OCCRA trailers and equipment to races, if such funds exist.
4. Any expenditure over \$500 will require approval of the Board of directors.
5. Race Officers who serve for a single race season shall receive two race fees and two meal comps up to \$25 per day per race weekend exemption during the season in which they serve, and additionally, for the one season immediately following their term of office. Race Officers who serve for two or more consecutive seasons shall receive a race fee exemption during the seasons in which they serve, and additionally, for the two seasons immediately following their term of office.
(Examples: 1 term= 1 years total exemptions; 2 terms = 2years total exemptions; 3 terms= 2 years total exemptions; 4 terms = 2 years total exemptions, etc)
note: race fee exemptions are not transferable to others, must be taken in the season(s) immediately following term of office, and never accumulate beyond the 2 season maximum.

Article VII - *Annual Meeting*:

Each year, the BOD shall preside over a portion of the annual business meeting called by the Board of Directors. During that portion of the meeting, properly submitted proposals for updates to the Race Rules and consider other pertinent business ensuant to the Committee.

Article VIII - *Banquet*: At the end of each season, a banquet will be held to honor those competitors who have excelled in their classes. The Officers of a particular season organize and host the Awards Banquet following their season.

Article IX - *Transfer of Administration*: In order effect a smooth transition from one season of officers to another, Race Officer elections are held in conjunction with the third to the last race event of the season. Officers will spend the last two races of the season training and initiating newcomers to their posts.

By authority of the Board of Directors, the Race Officers Committee is hereby enacted, and delegated such powers and authorities as herein prescribed...

OKLAHOMA CROSS COUNTRY RACING ASSOCIATION

Board of Directors



POLICIES AND PROCEDURES

Preface-

The Policies and Procedures outlined below are provided for convenience of reference. Board Policies are simply decisions of record that the Board has adopted as a standard rule or operating procedure. A citation is given with each policy denoting the Board Minutes and agenda item from which the ruling was made.

All rulings follow the allowances prescribed in the By-Laws, which are the ultimate and superseding documents which govern the Organization.

SECTION I - CORPORATE OPERATIONS

1.1 Registered Agent: The registered Agent for the Corporation shall be:

Debee Gilchrist, a Professional Corporation

Steven McConnell

100 North Broadway Ave., Suite 1500

Oklahoma City, Oklahoma 73102

Telephone: (405) 232-7777 / Facsimile: (405) 232-9898

Email: SMcConnell@debeegilchrist.com

origination of policy [Min of Mtg 04.03.05 IV]

1.2 Fiscal Year: The fiscal year shall run from one season banquet to the next. In the event that no banquet is held, the fiscal year shall end December 31st.

origination of policy [Min of Mtg 04.03.05 VII]

1.3 Schedule of Meetings: Regular Board Meetings may be held any time the Club holds any scheduled event.

Regular Board Meetings may be held any time a designated Committee of the Board holds a meeting. The actuality of such meetings will vary from time to time. However, when such a meeting congeals, Minutes of the meeting shall be taken by the Secretary.

origination of policy [Min of Mtg 04.03.05 VIII]

1.4 Call and Notice Given: Due calling and notice is hereby given for all Regular Board Meetings which coincide with a scheduled Club event, or that is held concurrently with any meeting called by a designated Committee of the Board.

origination of policy [Min of Mtg 04.03.05 VIII]

1.5 Minimum Meetings: A Regular Board Meeting must be held at least once each quarter.

origination of policy [Min of Mtg 04.03.05 VIII]

1.6 Credit Card Authorization: The Club Treasurer is authorized to procure credit card(s) in the name of the Club. Use of the card must follow all designated purchasing procedures in place, just the same as checks or cash, and is only to be used when checks are not feasible.

origination of policy [Min of Mtg 12.31.05 IV]

SECTION II - REPLACING BOARD MEMBERS

2.1 Cycle of Office: Each of the five board members holds office for five years. The seats shall be staggered so that each year one office terminates.

Seat ONE: expires at the end of 2024 and every 5 years thereafter

Seat TWO: expires at the end of 2025 and every 5 years thereafter

Seat THREE: expires at the end of 2026 and every 5 years thereafter

Seat FOUR: expires at the end of 2027 and every 5 years thereafter

Seat FIVE: expires at the end of 2028 and every 5 years thereafter

origination of policy [Min of Mtg 01.19.05 V]

2.2 Procedure for Selecting: Near the end of each fiscal year the Board shall oversee the selection of a replacement for the outgoing BOD member. The process is designed to allow input by all club members, provide scrutiny of this crucial appointment by the Board itself, yet reserve the final selection of the new Trustee to be made by a committee of veteran race officers.

a) Members of the general club membership may nominate candidates for the Board using the form out on the website by the webmaster.

b) the Board shall review the nominations and select by majority vote, three candidates which they shall affirm to the Selection Committee.

c) the Selection Committee shall be comprised of ROC members from the current and previous three years, who served more than 4 months in their position.

d) the Selection Committee shall, by majority vote, select one affirmed nominee to serve as Trustee.

origination of policy [Min of Mtg 01.16.07 I]

2.3 No Conflict of Interest: The outgoing board member may vote in the selection of the new member. In the event that the outgoing member is seeking another term, he or she may vote for themselves.

origination of policy [Min of Mtg 01.19.05 IV-B]

SECTION III - RACE FEE EXEMPTIONS

3.1 Board of Directors: Members of the Board of Directors shall receive a race fee exemption for each of the season's races in any year I which they serve on the board.

origination of policy [Min of Mtg 02.26.07 III]

origination of policy [Min of Mtg 02.26.07 IV]

note- Race fee exemptions for the Race Officer's Committee are outlined in the By-Laws (Amendment I).

SECTION IV - BUSINESS MEETING/ VOTING

4.1 Structure of Meeting: The annual Business Meeting shall be structured thusly:

- a) the Chairman opens the Meeting of the Board,
- b) the Chairman presents, and calls for, various reports,
- c) the Chairman gives the floor to the rules meeting moderator that the BOD has selected,
- d) the rules meeting moderator conducts voting on Race Rule revisions,
- f) the Chairman adjourns the meeting.

origination of policy [Min of Mtg 04.03.05 XIII]

4.2 Record Date: The record date for the Annual Business Meeting shall be 5 days prior to the meeting.

origination of policy [Min of Mtg 04.03.05 VI]

4.3 Officer Elections: In order to allow enough time for training, orientation, and program continuity, the elections for Race Officers Committee shall be held in conjunction with the 3rd to the last race of the season.

origination of policy [Min of Mtg 04.03.05 XIII]

4.4 Voting Rights: In order to vote, a person must have raced in at least one race that year.

origination of policy [Min of Mtg 01.19.05 VI]

SECTION V - HANDBOOK

5.1 ROC: The Race Officers Committee shall submit to the Board any updates they wish included in the Handbook. Updates or ROC policies & procedures should be submitted ASAP (e.g. immediately following the Annual Business meeting) so that they may be included in the update on the website.

origination of policy [Min of Mtg 04.03.05 XIV]

SECTION VI - SAVINGS ACCOUNT

6.1 Land Project: Each year, the Board shall set aside funds into the savings account to maintain the financial stability of our club

origination of policy [Min of Mtg 09.22.05 III]

6.3 Savings Account: Monies in the Saving's Account may not be spent for any other purpose without a vote of the Board.

origination of policy [Min of Mtg 09.22.05 III]

Revised January 9, 2025

OCCRA MEMBERSHIP FORM

RIDER NAME

Please print all information

[illegible]

FOR RIDERS UNDER 21— PARENT AND/OR LEGAL GUARDIAN

FIRST AND LAST NAME

[illegible]

ADDRESS

| |

CITY

STATE

ZIPCODE

| | | | | | | | | | | | | | | | | | | |

[illegible]

Check One

[] SINGLE- \$30.00

[] FAMILY- \$50.0

Rider's Date of Birth	-	-
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Liability Release and Waiver of Rights

Your signature below signifies complete understanding and agreement of these terms

I hereby agree to abide by and be governed by the rules of competition set forth by the Oklahoma Cross Country Racing Association (OCCRA) I understand that refusal to abide by and be governed by these rules will result in my immediate disqualification from and event and/ or my disqualification from all OCCRA events and awards. In consideration for being permitted to participate in OCCRA, I agree to indemnify and hold harmless the Oklahoma Cross Country racing Association, sponsoring clubs, promoters, Landowners, sponsors, or any member or officers of OCCRA for any losses, injuries, or death as a result of my participation in any and all club functions. Included but not limited to, races, practices, trail rides, course preparation, camping, pitting, speculating, work assignments, banquets, parties, meetings, socializing, informal group gatherings, or any activity associated with OCCRA including travel to and from such activities for the full 12 month calendar season of events. I also agree to the Assumption of Risk and Indemnity Agreement on the reverse side.

Date:

SIGNATURE:

For all riders under 21

Being the parent and/or legal guardian of the above minor, I do hereby approve of and agree to the participation of _____ (minor's name) in the Oklahoma Cross Country Racing Association. I agree to the release clause stated above and on the reverse side of this document for both my child and myself fully and without reservation.

Date: _____ Adult Signature: _____

Relationship to Minor:

CLASS _____ **OLD OCCRA #** _____ **NEW MEMBER OCCRA # (REQUESTED)** _____

BIKE/QUAD-BRAND	Model	Displacement
-----------------	-------	--------------

JACKET SIZE	Adult-	M L XL XXL
<i>Please circle correct size</i>	Youth-	S M L

11

**Check, if you DO NOT want the
large race season plaque**

Make checks payable to **OCCRA** and mail to:

OCCRA, P.O. Box 61116 OKC, OK 73146-1116

Emergency Contact Info-

Name: _____

Phone

_____ - _____ - _____

OCCRA MEMBERSHIP FORM - page 2

Assumption of Risk and Indemnity Agreement

Oklahoma Cross Country Racing Association (OCCRA) is a club of general membership dedicated to the tenets of Friends, Family Riding and Racing and organized for the purpose of conducting Cross Country motorcycle races and other club functions to effect those principals.

IN CONSIDERATION of being permitted to compete, officiate, observe, work for, or participate in any way in event(s) or being permitted to enter for any purpose any RESTRICTED AREA (defined as any lands, properties, or boundary areas in or upon which the race or event are conducted, or serviced). EACH OF THE UNDERSIGNED, for himself, his personal representatives, heirs, and next of kin:

1. Acknowledges, agrees and represents that he has or will immediately upon entering any such RESTRICTED AREAS, and will continuously thereafter, inspect the RESTRICTED AREAS which he entered and he further agrees and warrants that if at any time he is in or about RESTRICTED AREAS and he feels anything to be unsafe, he will immediately advise the officials of such and will leave the RESTRICTED AREAS and or refuse to participate further in the EVENT(s)
2. HEREBY RELEASES, WAIVES, DISCHARGES AND COVENANTS NOT TO SUE OCCRA and the persons and entities involved with OCCRA in putting on the EVENT(s) including all the promoters, participants, racing associations, sanctioning organizations or any subdivisions thereof, track operators, track owners, officials, car owners, drivers, pit crews, rescue personal, any persons in any RESTRICTED AREAS, sponsors advertisers, owners and lessees of premises used to conduct the EVENT(s) premises or event inspectors, surveyors, underwriters, consultants, and others who give recommendations, directions or instructions engage in risk evaluations or loss control activities regarding the premises or EVENT(s) and each of them and their respective officers, directors, shareholders, attorneys, agents, servants, employees, heirs, legal representatives and assigns, (all of whom are hereafter collectively referred to as releases:) FROM ALL LIABILITY TO THE UNDERSIGNED, his personal representatives, assigns, heirs, and next of kin FOR ANY AND ALL LOSS OR DAMAGES, AND ANY CLAIM OR DEMANDS THEREOF , ON ACCOUNT OF INJURY TO THE PERSON OR PROPERTY, OR RESULTING IN DEATH OF THE UNDERSIGNED, ARISING OUT OF OR RELATED TO THE EVENT(s). WHEATHER CAUSED BY THE NEGLIGENCE OF THE RELESEES OR OTHERWISE.
3. HEREBY AGREES TO INDEMNIFY AND SAVE AND HOLD HARMLESS the releasees and each of them FROM ANY LOSS, LIABILITY, DAMAGE OR COST that may incur arising out of or related to the EVENT(s) WHEATHER CAUSED BY THE NEGLIGENCE OF THE RELEASEES OR OTHERWISE.
4. HEREBY ASSUMES FULL RESPONSIBILITY FOR ANY RISK OR BODILY INJURY, DEATH, OR PROPERTY DAMAGE arising out of or related to the EVENT(s) WHEATHER CAUSED BY THE NEGLIGENCE OF THE RELESEES OR OTHERWISE.
5. HEREBY acknowledges that the ACTIVITIES OF THE EVENT(s) ARE VERY DANGEROUS and involve the risk of serious bodily injury and / or death and or property damage. Each of the UNDERSIGNED also expressly acknowledges that INJURIES RECEIVED MAY BE COMPOUNDED OR INCREASED BY NEGLIGENT RESCUE OPERATIONS OR PROCEDURES OF THE RELEASEES.
6. HEREBY agrees that this release and waiver of liability, Assumption of Risk and Indemnity Agreement extends to all acts of negligence by the releasees, INCLUDING NEGLIGENT RESCUE OPERATIONS and is intended to be as broad and inclusive as is permitted by the laws of the province or state in which the Event(s) are conducted and that is any portion thereof is held invalid, it is agreed that the balance shall, notwithstanding, continue in full legal force and effect.

I HAVE READ THIS RELEASE AND WAIYER OF LIABILITY, ASSUMPTION OF RISK AND INDEMNITY AGREEMENT AND FULLY UNDERSTAND ITS TERMS, UNDERSTAND THAT I HAVE GIVEN UP SUBSTANTIAL RIGHTS BY SIGNING IT AND HAVE SIGNED IT FREELY AND VOLUNTARILY WITHOUT INDUCEMENT, ASSURANCE OR GUARANTEE BEING MADE TO ME AND INTEND MY SIGNATURE TO BE A COMPLETE AND UNCONDITIONAL RELEASE OF ALL LIABILITY TO THE GREATEST EXTENT ALLOWED BY LAW.

Name (Print) _____

DATE _____

SIGNATURE _____



NOMINATION FORM

OCCRA Board of Directors

Process:

1. Nominated by the members
2. 3 candidates confirmed by BOD
3. 1 candidate chosen by committee*

**The selection committee is comprised of all Race Officers from the current and prior two years who are current paid members of OCCRA.*

Instructions:

1. Use this form to nominate someone to fill an available seat on the OCCRA Board of Directors
2. To make a nomination, you must be a current member of OCCRA and have completed 1 or more races this season.
3. Send this form to the Board Secretary no later than December 31st of the current race season

Nomination:

This nomination is for: ☐ Myself ☐ Another individual

I hereby nominate _____ for the position of Director as a member of the Board of Directors of the Oklahoma Cross Country Racing Association.

Validity

I am a current member with at least one race completed. ☐ Yes. ☐ No.

Your Name: _____ Your OCCRA Division: ☐ A ☐ B ☐ Q ☐ M

Email or phone# _____ Your OCCRA Race # _____

Qualifications

Please list any experience this person has that would make him or her of particular benefit to the Club as a Board Member.

Please list any personal characteristics or professional skills this person has that make him or her suitable for the position.

Please use this (or additional) space to share any other thoughts you have regarding your nomination of this individual.

Filing: To file this nomination,

If you have the ability to edit a pdf file (or scan to email), you may email to:
treasurer@occra.com