

Bylaws of the Gulf Coast Modified Midget Association

ARTICLE 1

Name, Purpose, and Offices

Section1. Name. The name of the corporation is Gulf Coast Modified Midget Association, hereinafter called the Corporation.

Section2. Purpose. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 3. Offices. The corporation shall have a registered office, and may have other offices at such places as the Board of Directors may from time to time determine, or as the activities of the Corporation may require.

ARTICLE 11

Members

Section.1. Members of the Corporation. There is hereby established a class of members who shall be members of the Corporation, and who shall have voting rights in respect thereof as provided by these Bylaws. All members in this class of membership shall be members in good standing, and shall meet such other criteria as are adopted from time-to-time by the Board. Each member in this class of membership shall be entitled to one (1) vote in the affairs of the Corporation as provided in these Bylaws.

Section2. Other Classes of Members. The Board may establish such other classes or categories of members as it from time to time deems appropriate.

Persons or organizations in such other classes or categories of members shall not be members of the Corporation, and shall not have voting rights in respect thereof.

Section 3. Benefits, Dues, and Policies. The Board may establish, and from time to time amend, membership qualification, benefits, dues, and policies for each class or category of members established by these Bylaws or by the Board.

Section 4. Suspension, Termination, and Appeal. The Board, by an affirmative vote of a three-fifths (3/5) majority of the directors in office, may suspend or terminate a member with or without cause at a meeting whose notice shall include such proposed suspension or termination. Any member may appeal his or her suspension or termination by filing a written appeal with the Secretary of the Board within thirty (30) days of the date the Board mailed the notice of suspension or termination. The Board shall consider the appeal at the next regularly scheduled meeting. The decision of the Board shall be final.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary of the Board.

ARTICLE IV

Board of Directors

Section 1. General Powers. The activities, property, monies, and affairs of the Corporation shall be managed by the Board of Directors (hereinafter Board) which may exercise all such powers of the Corporation as are permitted by statute, the Articles of Incorporation, and these Bylaws.

Section 2. Number. The Board shall consist of seven (7) members, which number may be increased or decreased from time to time by the amendment of these Bylaws, provided that the number of directors shall not at any time be less than three (3), and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. All initial directors shall serve the terms to which they were initially appointed. Commencing with the annual meeting of the Corporation in 2003, and at all annual meeting thereafter, directors eligible for election shall be elected by the membership as provided in these Bylaws.

Section 3. Qualifications and Election. Directors shall be elected at the annual meeting of the Corporation in accordance with these Bylaws. All directors shall be members in good standing, and

commencing with the election in 2003, shall have been members in good standing for a period of not less than one (1) year. Voting members of the corporation in good standing may also nominate persons from the floor, provided that all such nominees shall also be voting members in good standing and meet such other requirements as are provided in this section.

Section 4. Term of Office. The term of office for directors shall be three (3) years. Directors may be reappointed or reelected to a second term, after which the director shall be ineligible for reelection or reappointment to the Board for a period of not less than one (1) year. The initial directors under these Bylaws shall be appointed as follows: one-third shall be appointed to a term of one (1) year; one-third shall be appointed to a term of two (2) years; and, one-third shall be appointed to a term of three (3) years. Thereafter, one-third of the directors shall be elected for appointed each year on a rotating basis for terms of three (3) years. A Board Chairman may be appointed by the elected president to run the board meeting and membership meeting. The Chairman will only vote if a tie breaker vote is needed. The Chairman shall have all other rights as any elected or appointed board member. Directors shall serve until the expiration of their term, resignation, death, disqualification, or removal from office as provided in these Bylaws.

Section 5. Filling of Vacancies. Any vacancy in the Board, or a vacancy created as the result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum, at any regular or special meeting of the Board, provided that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Vacancies created by an increase in the number of directors shall be appointed so as to meet the requirements for rotation as provided in Section 4 above.

Section 6. Removal and Resignations. Any director may be removed, either for cause or without cause, at any regular or special meeting of the Board by an affirmative vote of three-fifths (3/5) majority of the number of directors in office, provided that the notice of the meeting shall state that removal of directors is to be considered. Any officer or director may resign at any time by sending written notice by certified mail to the Chairperson of the Board. The General membership may invoke removal of any director with 75% of the membership in agreement by means of signed notarized signatures. The resignation shall take effect at the time specified, but in no case before such notice is received.

Section 7. Regular Meetings. Regular meeting of the Board shall be held at such places and at such times as may be determined by a resolution adopted by the Board and communicated to all directors subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. There shall be not less than four (4) regular meeting of the Board each year.

Section 8. Special Meetings. Special meeting of the Board shall be held at such places and at such times as may from time to time be determined by the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the Chairperson, or by the written request of fifty percent (50%) of the directors in office.

Section 9. Annual Meeting. There shall be an annual meeting of the Board of Directors, which shall be the first Board meeting after the annual meeting of the Corporation. At the meeting, the Board shall elect officers, and may transact any and all business that may come before the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 10. Notice. Notice of the annual meeting shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any special meeting of the Board shall be given at least seven (7) days prior to the date of the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means, with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted, nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board Chairperson, the seven day notice may be waived.

Section 11. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, a waiver of notice 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 giving such notice.

Section 12. Quorum. At all meeting of the Board, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. No notice, other than announcement at the meeting, shall be required to continue the meeting of the Board.

Section 13. Action of the Board. The act of a majority of the directors in office at any meeting where a quorum is present shall constitute and act of the Board of Directors, unless a different number is specifically required by these Bylaws.

Section 14. Voting and Proxy. Directors shall be present in person to vote, provided that with reasonable notice to the Board Chairperson, a director may attend any meeting and vote by electronic means in

which all persons participating in the meeting can hear or communicate with each other simultaneously. Proxy voting shall not be allowed.

Section 15. Consent. Any action permitted or required to be taken at any meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 16. Attendance. If any director fails to attend any three meeting within one (1) year, then the director shall be deemed to have submitted his or her resignation from the Board. The Board, for good cause shown, and upon verification, may refuse to accept the resignation of any director.

Section 17. Compensation. No director shall receive compensation as the result of his or her service on the Board, or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board. The Directors are eligible to receive money and trophies as incurred winnings of Corporate sponsored events.

ARTICLE V

Officers, Agents and Employees

Section 1. Elected Officers. The elected officers of the Corporation shall be a President, Vice-President, and a Secretary/Treasurer.

Section 2. Election. All officers shall be elected by the Board of Directors at the first Board meeting after the annual meeting of the Corporation.

Section 3. Appointive Officers, Agents, and Employees. The Board may from time to time appoint such other officers, agents and employees as it deems necessary, which shall have powers and duties as set forth in these Bylaws, or as determined from time to time by the Board.

Section 4. Simultaneous Offices. No person shall hold more than one of the offices designated in Section 1 above at the same time unless the Board shall first declare an emergency, and designate an officer to

perform the duties created by the vacancy of another officer. In no case shall the President and Secretary be the same person.

Section 5. Term of Office, Removal, Filling of Vacancies. Each elected officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification, or removal from office as provided in these Bylaws. Any officer may be reelected up to three (3) consecutive terms in the same office at the discretion of the Board. Any officer may be removed at any time by three fifths (3/5) majority of the number of directors fixed by these Bylaws, when in the judgment of the Board such removal shall be deemed in the best interest of the Corporation, provided that the notice of the meeting shall state that removal of officers is to be considered. If any office becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors in office.

Section 6. Chairperson. The Chairperson shall have general supervision of the affairs of the Corporation; shall preside at all meeting of the Board; shall have general authority to execute bonds, deeds and contracts in the name of the Corporation; shall sign all official documents on behalf of the Corporation; shall appoint all Committee Chairpersons unless other wise designated by the Bylaws; shall appoint such other officers and agents as are necessary for the operation of the Corporation; and in general, shall exercise all powers usually pertaining to the president or chairperson of a corporation. All powers and duties of the Chairperson shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

Section 6a. President. The President shall have the same powers as the Chairperson. As determined by the board, the Chairperson shall act as the lead person. After the first 2 years of the new organization the board may elect to alleviate the position of Chairman at which time the President shall take the outlined duties of the Chairman as written in these bylaws.

Section 7. Vice-President. The Vice-President shall, in the absence of the Chairperson, perform the duties of Chairperson of the Corporation, and shall have such powers and duties as may from time to time be determined by the Executive Committee or the Board.

Section 8. Secretary. The Secretary shall keep and maintain all records of the Corporation unless otherwise specified in these Bylaws; shall see that proper notice is given for all meetings of the Board; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors at least five (5) days prior to the next meeting; and in general, shall exercise all powers usually pertaining to the Secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

Section 9. Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation; shall have active control of and be responsible for all accounts and finances of the Corporation; shall supervise all vouchers and requests for payment by the Corporation including records pertaining thereto; shall prepare or cause to be prepared accurate and understandable monthly financial reports of the finances of the Corporation; shall prepare or cause to be prepared financial statements and related documents; shall have supervision of the books and accounts of the Corporation; shall ensure that regular and accurate audits are performed according to financial practices and procedures applicable to the Corporation; shall recommend depositories and financial institutions to the Board; shall have care and custody of all monies, funds and securities of the Corporation and shall insure that all funds are deposited in such depositories as are selected by the Board; shall be responsible for the collection of all accounts payable to the Corporation; and in general, shall exercise all powers usually pertaining to the treasurer of a corporation. All powers and duties of the Treasurer shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board as determined from time to time by the Board.

Section 10. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the Corporation shall perform such other duties, and have such powers as are provided in the Articles of Incorporation, these Bylaws, and the policies and procedures adopted by the Board, or as are otherwise determined from time to time by the Board.

ARTICLE VI

Committees of the Board

Section 1. Executive Committee. There is hereby created an Executive Committee of the Board whose membership shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and two (2) directors elected or appointed at large. The members at large shall have a term of service on the Executive Committee of one year, and may be reelected or reappointed to three (3) consecutive terms of service.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in the intervals between Board meetings, shall be responsible for recruiting, hiring and evaluating the Executive Director, and shall have such other powers and duties as may from time to time be determined by the Board. The Executive Committee shall keep accurate records of its proceedings, and report all actions to all directors on the Board. All actions of the Executive Committee shall be subject to review and confirmation by the Board in such a manner as is determined from time to time by the Board.

Section 3. Nominating Committee. There is hereby created a Nominating Committee which shall consist of one (1) MEMBER OF THE Board who shall be designated by the Board as the Chairperson; one (1) member of the Executive Committee; one (1) member from the Board at large; and one (1) member at large from the membership, who shall be a member in good standing

Section 4. Powers and Duties of the Nominating Committee. The Nominating Committee shall conduct an annual skills and needs assessment of the Board; shall be responsible for identifying, screening and recommending qualified potential Board members to the Board; shall nominate one (1) person from the voting members in good standing for each position on the Board that is to be filled at the annual meeting; shall maintain a sufficient pool of qualified potential Board members to allow for normal replacement and unforeseen vacancies; shall develop Nominating Committee policies and procedures subject to the approval of the Executive Committee and the Board; and shall meet at least three (3) per year to discharge its powers and duties.

Section 5. Other Committees. The Chairperson, or the Board, may establish such other committees as are necessary for the operation of the Corporation. All other committees shall have only those powers and duties specifically designated by the Board, and shall perform such tasks and activities as may from time to time be determined by the Board. All committees of the Corporation shall give adequate notice of meetings as determined by the committee, but in no case shall the notice be less than seven (7) days. Standing committees of the Corporation shall be chaired by a director and may have members who are not officers, directors or members of the Corporation.

ARTICLE VII

Indemnification of the Officers and Directors

Section 1. Indemnification. The Corporation shall indemnify an officer or director of the Corporation against reasonable expenses incurred by the director in connection with any proceeding in which the director is named as a defendant or respondent because he or she is, or was, a director of the Corporation, subject the limitations in the Articles of Incorporation and these Bylaws.

Section 1. Conditions. The Corporation shall have no obligation to indemnify an officer or director if the director is found liable for:

- a) a breach of the director's duty of loyalty to the Corporation;

- b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation;
- c) an act or omission that involves intentional misconduct or an intentional violation of the law;
- d) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- e) an act of omission for which the liability of a director is expressly provided for by an applicable statute.

Section 3. Limits. The Board may adopt, and from time to time amend, reasonable limits on the expenses of any officer or director from whom indemnification is provided.

ARTICLE VIII

Miscellaneous Provisions

Section 1. Dividends Prohibited. No part of the net income of the Corporation shall inure the benefit of any private shareholder or individual; no dividends shall be paid; and no part of the income of the Corporation shall be distributed to its officers or directors with the exception of winnings derived from corporate sponsored events.

Section 2. Loans to Officers and Directors. No loans shall be made by the Corporation to any officer or director for any reason at any time.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed, and may be changed from time to time, by resolution of the Board.

Section 4. Policies and Procedures. The Board shall have the authority to adopt such policies and procedures as the Board may from time to time determine, or as the activities of the Corporation may require.

Section 5. Parliamentary Authority. The most recent edition of Robert Rules of Order-Newly Revised shall govern the conduct of business in all cases in which they are applicable, and not in conflict with stature, the Articles of Incorporation, or these Bylaws.

ARTICLE IX

Dissolution

Section 1. Dissolution. The Corporation may be dissolved by resolution approved by a majority of the directors in office, even though less than a quorum, or a sole remaining director. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining directors in accordance with the provisions of the Articles of Incorporation and applicable law.

Section 2. Amendments by the Board. The Board may propose and make amendments to any provision of these Bylaws, except those areas reserved to the membership, subject to the requirements for notice and approval contained in these Bylaws.

Section 3. Areas of Amendment Reserved to the Membership.

The following areas of these Bylaws may be altered, amended, repealed, or new language adopted only be an affirmative of the membership, subject to the requirements for notice and approval contained in these Bylaws.

- a. Article II, Section 1. Voting rights of the of members who are members of the corporation
- b. Article IV, Section 3. Election of directors;
- c. Article IV, Section 4. Term of office of directors; and,
- d. Article X, Section 3. Areas of amendment reserved to the membership

Any member of the Association in good standing may propose an amendment to these areas of the Bylaws by submitting the amendment in writing to the President of the Board of Directors pursuant to procedures in the policies and procedures adopted by the Board.

Section 4. Notice and Approval of Amendments Proposed by the Board. Amendments proposed by the Board may be approved at any meeting of the Board of Directors, provided that the notice of the meeting shall state that amendments to the Bylaws are to be considered, and provided further that the notice shall contain a copy of the proposed amendment or amendments. Approval of the amendment or amendments shall require an affirmative vote by a three-fifths (3/5) majority of the number of directors in office.

Section 5. Notice and Approval of Amendments Proposed by the Membership. Amendments to areas of these Bylaws reserved to the membership may be approved by mail, or at any meeting of the Association. In the case of approval by mail, the mailing shall include a copy of all proposed amendments and instructions on voting procedures. In the case of approval at a meeting of the association, the notice of the meeting shall state that amendments to the Bylaws are to be considered, and shall include a copy of the proposed amendments. Information concerning the proposed amendment or amendments shall also be published in the last newsletter preceding the mailing or meeting. Approval by either method shall require an affirmative vote of three-fifths (3/5) of the members in good standing voting on the amendment.

Section 6. Effective Date. All amendments to these Bylaws shall go into force and effect upon the date of approval, unless a later effective date is specified in the amendment.

These Bylaws were adopted by a three-fifths majority of the Board of Directors in office at a meeting held on the 28th day of May, 2003