

# ***NEW ENGLAND TRAIL RIDER ASSOCIATION***

***February 2008***

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## **NOTICE**

THE RULES SET FORTH IN THIS RULEBOOK ARE DESIGNED TO PROVIDE FOR THE ORDERLY CONDUCT OF NETRA SANCTIONED EVENTS, AND TO ESTABLISH MINIMUM ACCEPTABLE REQUIREMENTS FOR SUCH EVENTS. THESE RULES SHALL GOVERN THE CONDUCT OF ALL NETRA SANCTIONED EVENTS. ALL NETRA MEMBERS AND GUEST RIDERS ARE DEEMED TO HAVE COMPLIED WITH THESE RULES. NO EXPRESSED OR IMPLIED WARRANTY OF SAFETY SHALL RESULT FROM PUBLICATION OF, OR COMPLIANCE WITH, THESE RULES. THEY ARE INTENDED AS A GUIDE FOR THE CONDUCT OF THE SPORT AND ARE IN NO WAY A GUARANTEE AGAINST INJURY OR DEATH TO PARTICIPANTS, SPECTATORS, OR OTHERS.

IN ADDITION TO BEING SUBJECT TO THE RULES IN THIS RULEBOOK, ALL ORGANIZERS AND PARTICIPANTS IN ANY EVENT SANCTIONED BY THE NEW ENGLAND TRAIL RIDER ASSOCIATION ARE SUBJECT AT ALL TIMES TO APPLICABLE STATE AND LOCAL LAWS AND REGULATIONS. IT IS THE ORGANIZER'S RESPONSIBILITY TO LAY OUT AND RUN HIS EVENT IN CONFORMITY WITH THESE LAWS AND REGULATIONS AND IT IS THE RIDER'S RESPONSIBILITY TO COMPLY WITH THEM AT ALL TIMES WHILE PARTICIPATING IN THE EVENT. NOTHING IN THIS RULEBOOK, OR IN THE WAY AN EVENT IS LAID OUT AND RUN, SHOULD BE INTERPRETED AS PERMITTING ANY DEVIATION FROM THIS.

# BYLAWS OF NEW ENGLAND TRAIL RIDER ASSOCIATION, INC.

## Article I. NAME AND PURPOSE

Section 1: **Name and Purpose.** The name of the corporation shall be New England Trail Rider Association, Inc. ("**NETRA**") and the purposes of the corporation are those as stated in the Articles of Organization. The corporation shall be nonprofit without capital shares, and no pecuniary profit shall accrue to any member by reason of membership in the corporation.

~~NETRA is a private, amateur organization sponsoring motorized trail use. NETRA is operated by its members for their fellow members. NETRA's policy shall be the amateur nature of this program, and shall oppose commercialism and exploitation of the corporation, its members or its events. The approval of and support by corporate sponsors or professional organizations for the benefit of NETRA is the responsibility of the Board in its sole discretion.~~

Comment [MS1]: Reflects current environment and sense of the board.

Section 2: **Office.** The principal office of the corporation shall be at the place stated in the Articles of Organization, and it may also have an office or offices at such other place or places, ~~within the Commonwealth of Massachusetts,~~ as the Board of Directors may from time to time designate, or the business of the corporation requires.

Comment [MS2]: Strikeout is clean-up.

Section 3: **Membership.** Membership in the corporation shall be open to any interested person upon payment in advance of a specified fee as shall be determined annually by the Board of Directors. Expulsion of any member for conduct detrimental to the corporation shall be by two-thirds majority vote of the Directors after a hearing of the matter.

## Article II. MEETINGS

Section 1: **Annual Meeting.** The Annual Meeting of the members shall be ~~held on the third Sunday in February in~~ each year at such time and place as the Board of Directors shall designate. Notice of such meeting shall be sent to all members at least thirty days prior to the meeting date. If no Annual Meeting is held in accordance with foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same force and effect as if taken at the Annual Meeting. ~~The Annual Meeting of the members shall be presided over by the President, or if he is not present, by a Vice President, or if neither the President nor any Vice President is present, by a Chairman to be chosen by the members then present.~~

Comment [MS3]: To comply with current practice

Comment [MS4]: Procedural clarification

~~Section 1a: **Action at Annual Meeting.** A quorum shall be the membership present and voting on a matter except where a higher standard is required by law, the Articles of Organization, or these Bylaws, and shall decide any matter to be voted on by the members. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present at the meeting and entitled to vote in the election.~~

Comment [MS5]: Repositioned from Section 3 to Section 1A.

Section 2: **Special Meetings.** Special meetings of the members may be called by the President or by the Directors, and written notice thereof stating the time, place and purposes of such meeting shall be given to all members at least ten days prior thereto.

~~Section 3: **Action at Annual Meeting.** A quorum shall be a majority of the membership present or represented and voting on a matter except where a larger vote is required by law, the Articles of Organization, or these Bylaws, and shall decide any matter to be voted on by the members. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present or represented at the meeting and entitled to vote in the election.~~

Comment [MS6]: Repositioned above to Section 1A.

~~Section 3: **Board Meetings:** Regularly scheduled Board meetings will be held as scheduled by the Board in accordance with the guidelines set forth below.~~

Comment [MS7]: To comply with current practice

Section 4: **Sanction Meeting.** The Annual Sanction Meeting shall be held at such time and place as the Competition Committee Chairman and the Recreation Committee Chairman shall agree and designate. Notification shall be published in the NETRA Newsletter ~~at least thirty days prior to the meeting date.~~ Meetings may be attended by all members.

Comment [MS8]: To clarify and provide adequate notification to NETRA membership.

Section ~~5~~4a: **Sanction Procedure.** ~~The Executive Director/~~Administrator shall mail Sanction Application forms at least ~~35~~ 30 days before the Sanction Meeting to all bona fide motorcycle clubs that received an event sanction the previous year, and to any bona fide motorcycle club requesting an application form. ~~Any club requesting a NETRA event sanction must be a NETRA Member Club in good standing with a minimum ten (10) members, including a minimum five (5) NETRA members. Clubs seeking a sanction should complete the form~~

Comment [MS9]: Title eliminated several years ago and replaced by Administrator title.

Comment [MS10]: To conform w/ practice.

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and mail it, along with a check for the appropriate sanction fee(s), to arrive at the NETRA office at least one week before the Sanction Meeting. Sanction applications will also be accepted at the Sanction Meeting but mailed applications will be given preference.

Section ~~6:4b~~: **Action at the Sanction Meetings.** The Annual Sanction Meeting shall be provided over by the ~~Executive Director/Administrator.~~ The competition and recreation schedules for the coming season shall be organized on the basis of Sanction Applications received and paid. Clubs that held events in the previous year shall have a priority claim on the same weekend/date for the coming season. Mailed applications shall have a priority over applications received at the Sanction Meeting.

Comment [MS11]: Title eliminated.

A representative from each club requesting a sanction should attend the Sanction Meeting to resolve conflicts. Clubs not represented shall abide by the decision of the appropriate committee. Every effort shall be made to avoid scheduling conflicting events on the same day (e.g., an enduro and a turkey run on the same day).

The granting of a competitive event sanction and the acceptance of the competitive event schedule shall be by a majority vote of the Competition Committee members present. The granting of a recreation event sanction and the acceptance of the recreation event schedule shall be by a majority vote of the Recreation Committee members present.

Section ~~74c~~: **Schedule Changes.** Any club requesting a sanction change or applying for an event sanction after the Annual Sanction Meeting must contact the appropriate Committee Chairman and proceed according to the event rules.

Section ~~85~~: **Organization.** ~~Meetings of the members shall be presided over by the President, or if he is not present, by a Vice President, or if neither the President nor any Vice President is present, by a Chairman to be chosen by the members then present.~~

Comment [MS12]: Relocated to section 1 above and clarified.

All meetings of the organization, including, but not limited to, Annual Meeting, Board of Directors, Competition Committee standing and ad hoc committees, shall be conducted according to "Robert's Rules of Order, Revised". In the case of a conflict between "Robert's Rules" and these Bylaws, the Bylaws shall prevail.

### Article III. BOARD OF DIRECTORS

Section 1: **Powers, Number, Qualification and Term.** The property, affairs and business of the corporation shall be managed by its Board of Directors, consisting of not less than twelve (12) nor more ~~than thirty-six (36) twenty-five (25)~~ persons ~~including the Chairman of the Competition Committee.~~ ~~The Board of Directors who~~ shall have the entire control and supervision of the business of the corporation except as are conferred upon or reserved to the members, by law, by the Articles of Organization, or by these Bylaws. ~~NETRA administrator will be an ex-officio member of the Board of Directors.~~ Except as hereinafter provided in these Bylaws, Directors shall be elected at the Annual Meeting or at an adjourned meeting or at a special meeting of the members held in place of the Annual Meeting, and each Director shall be elected to serve for three (3) years and until his successor shall be elected and shall qualify. The members shall elect the number of the Directors to be elected at the said Annual Meeting or meeting held in place thereof, and the number so fixed shall constitute the whole number of Directors. One-third of the Directors shall be elected each year. Each Director shall be ~~a NETRA member in good standing.~~ The Chairman of the Competition Committee shall be an ex-officio member of the Board of Directors ~~during his term as Chairman of the Competition Committee.~~

Comment [MS13]: To reflect current number of board members and current practice.

Comment [MS14]: To clarify current practice

Comment [MS15]: Clarification of "who"

Comment [MS16]: Clarification of current practice.

Comment [MS17]: Defined by Board

Comment [MS18]: To set an example for membership

Section 2: **Meetings.** Regular meetings of the Directors may be held with ~~but call or~~ notice ~~of at least seven (7) days~~ at such places and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. A regular meeting of the Directors may be held with ~~but a call or~~ notice ~~of at least seven (7) days~~ at the same place as the Annual Meeting of members, or the special meeting held in lieu thereof, immediately following such meeting of members. ~~Meetings may be held within or without the Commonwealth of Massachusetts.~~

Comment [MS19]: To clarify and explicitly provide for Comp Chair to be ex-officio board member.

Comment [MS20]: Establishing procedure

Section 3: **Quorum.** At any meeting of the Directors, one-third of the Directors then in office shall constitute a quorum. ~~Less than quorum may adjourn any meeting from time to time without further notice. In the event that a quorum does not exist, the meeting may be adjourned at any time by a majority of the Directors present and voting.~~

Comment [MS21]: Agreed upon adequate notice

Comment [MS22]: clarification

Comment [MS23]: to provide adequate notice

Section 4: **Action at Meeting.** At any meeting of the Directors at which a quorum is present, the vote of majority of the Board of Directors ~~present and voting,~~ unless a different vote is specified by law, by the Articles of Organization, or by these Bylaws, shall be sufficient to decide such matter. ~~A quorum is defined as one-third (1/3) of the number of serving directors, and no action shall be voted without a quorum present.~~

Comment [MS24]: current practice

Comment [MS25]: clarification

Comment [MS26]: clarification

Comment [MS27]: definition

Section 5: **Vacancies.** A vacancy occurring in the Board of Directors may be filled by the Board of Directors. The person chosen to fill such vacancy shall hold office until the next Annual Meeting of the members or the adjourned or special meeting held in place thereof and until his successor is chosen and qualifies. The Board may replace any Director with two unexcused absences from Board meetings, ~~or three absences of any sort from Board meetings,~~ in one calendar year, ~~but any three (3) absences during a twelve month period will result in the director's removal from the board.~~

Comment [MS28]: clarification of attendance requirements at request of Board to encourage greater participation and member representation.

Section 6: **Committees.** Standing committees shall be established by the Directors from time to time as necessary. The chairmen of the standing committees, insofar as possible, shall each be a member of the Board of Directors ~~and a NETRA member.~~

Comment [MS29]: At request of Board for representation of members.

## Article IV. OFFICERS

Section 1: ~~Enumeration. The officers of the corporation shall consist of a President, a Treasurer, a Secretary, and such other officers, including an Executive Director and one or more Vice Presidents, Assistant Treasurers, Assistant Secretaries as the Directors may determine. Officers. The officers of the corporation shall consist of a President, a Treasurer, a Secretary, and such other officers, including one or more Vice Presidents, Assistant Treasurers, and Assistant Secretaries as the Directors may determine. The NETRA Administrator is not an officer of NETRA.~~

Comment [MS30]: Clarification of officers for current practice.

Section 2: **Election.** The President, ~~a minimum of one Vice-President,~~ the Treasurer, and the Secretary shall be elected annually by the Directors at their first meeting following the Annual Meeting of members. Other officers may be chosen by the Directors at such meeting or at any other meeting.

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Comment [MS31]: Allows for expansion of responsibilities and/or multi-state vp representation

Section 3: **Qualification.** The President ~~may, but need not must~~ be a Director. All officers shall be NETRA members. ~~Any two or more offices may be held by the same person, provided that the President and Secretary shall not be the same person. The Secretary shall be resident of Massachusetts. An individual may hold only one officer position. The Chairman of the Competition Committee may be an officer of the Board of Directors except in the capacity of President.~~

Comment [MS32]: President must be an elected director – current practice.

Comment [MS33]: clarification

Comment [MS34]: clarification of eligibility for officer positions and to prevent conflict of interest.

Section 4: **Tenure.** Except as otherwise provided ~~by law,~~ by the Articles of Organization, or by the Bylaws, the President, Treasurer, and Secretary and any other officer shall hold office until the first meeting of the Directors following the Annual Meeting of the members and thereafter until his successor is chosen and qualified; and all other officers shall hold office until the first meeting of the Directors following the Annual Meeting of the members, unless a shorter term is specified in the vote choosing or appointing them.

Comment [MS35]: Administrative clean-up

Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5: **Removal.** The Directors may, for cause, remove any officer by a vote of a majority of the entire number of Directors ~~present then in office,~~ provided that such officer shall be removed only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Comment [MS36]: To allow prompt action if ever needed.

Section 6: **President.** The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors, he shall preside, when present, at all meetings of members and of the Directors. ~~The President must review, agree to, approve and sign all NETRA contracts. This may be completed in conjunction with Committee Chairman and/or in conjunction with NETRA's Board of Directors.~~ The President shall be a "ex officio" voting member of all standing and ad hoc committees.

Comment [MS37]: Provides additional oversight and current practice.

~~Section 7: **Executive Director.** The Executive Director shall have general charge of the day to day affairs of the corporation and such other duties as may be assigned to him by the Board of Directors. The Executive Director shall receive compensation for his services in an amount as may be determined by the Directors.~~

Comment [MS38]: Executive director position no longer exists, and administrator is not an officer.

Section ~~8:~~ **Vice President.** In the absence or disability of the President, his powers and duties shall be performed by a Vice President. Each Vice President shall have such other powers and perform such other duties as the Board shall from time to time designate.

Section ~~9-8:~~ **Treasurer.** The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause ~~to be kept accurate books of account,~~ the keeping and maintenance of accurate books of account(s) and shall ~~control all funds of NETRA.~~ He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. ~~The NETRA Treasurer shall be the Treasurer of all Committees.~~

Comment [MS39]: Restatement – conforms to practices.

Section ~~109:~~ **Secretary and Assistant Secretary.** The Secretary shall keep record of the meetings of the ~~Board of Directors and annual meeting of its~~ members, and a membership record, in which are contained the names of all members and the records, ~~in which are contained the names of all members and the record,~~ the address of each, unless such membership record is kept by the ~~Executive Director/~~Administrator. Any Assistant Secretary shall have such powers as the Directors may from time to time designate. In the absence of the Secretary from any meeting of members, an Assistant Secretary, if one be elected, otherwise a temporary secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

Comment [MS40]: Provides consistent oversight of NETRA funds.

Comment [MS41]: clean-up

Comment [MS42]: clean-up

Comment [MS43]: clean-up

Section ~~140:~~ **Other Powers and Duties.** Each officer shall, subject to these Bylaws, have, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are customarily incident to his office, and such duties and powers as the Directors may from time to time designate. ~~The Board of Directors shall appoint a member of the Board or the Administrator to be the custodian of NETRA's capital assets, except for those assets owned by the Competition Committee, for which they are responsible,~~

Comment [MS44]: current practice – division of responsibilities between Board and Comp Committee

Capital assets shall, for example include but not be limited to postage meters, computers and computer programs, scanners and event scoring systems, sound meters, etc.

Comment [MS45]: definition

Section 11: **Compensation.** Members of the Board and its agents shall provide their services and serve at the pleasure of the Board as volunteers unless otherwise approved by the Board. Certain out-of-pocket expenses incurred as a result of the provision of services for NETRA may be reimbursed.

Comment [MS46]: clarification that no one is compensated for services.

## Article V: ~~COMPETITION COMMITTEE~~NON OFFICERS

Section 1: **Name and Purpose.** The name of this committee shall be the Competition Committee. The purpose of the committee shall be to further the safe and responsible running of the NETRA sanctioned competitive events; ~~Administrator.~~ The Administrator shall have general charge of the day to day affairs of the corporation and such other duties as may be assigned to him by the Board of Directors. The Administrator is NETRA's overall and official scorekeeper. He is responsible for the official scorekeeping of all championship events and for the season's results. The Administrator shall receive compensation as an independent contractor for his services in an amount as may be determined by the Directors.

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Section 2: **Harescramble Scorekeeper.** The contracted Scorekeeper will have responsibility to attend each NETRA sanctioned Harescramble event and electronically score the events in accordance with the rules and regulations in effect for such NETRA events. The scorekeeper shall receive compensation as an independent contractor for his services in an amount as may be determined by the Chairman of Competition Committee and approved by the Directors.

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## Article VI: ~~STANDING COMMITTEES~~

Section 1: **Committees.** The Board of Directors shall from time to time create standing committees such as an Executive Committee, a Recreation Committee, a Competition Committee, a Finance Committee, and other such committees as it deems necessary for the conduct of the activities of NETRA. Certain of the committees, their purpose and structure are outlined below.

Comment [MS47]: To define NETRA's 2 non-officer, paid positions.

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Section 2: **Executive Committee.** The Executive Committee shall primarily be a committee of the Board conducting its activities as a planning committee. Any decisions made or agreed to by the Executive Committee must be approved by the Board of Directors. The members of the Executive Committee shall include the Officers of the corporation, the Chairman of the Competition Committee, past presidents, and as an ex-officio member, the Administrator. The Executive Committee will meet upon request of the President, upon at least seven (7) day notice at such place as the President determines.

Comment [MS48]: This section has been cleaned up to reflect current practices and the Board wanted definition of the committees in the by-laws.

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Section 3: **Competition Committee.** The Competition Committee shall have the purpose to further the safe and responsible running of the NETRA sanctioned competitive events.

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Section 2:3a: **Functions.** The Competition Committee shall:

- A. Determine the schedule of sanctioned competitive events.
- B. Formulate the rules of competition.
- C. Establish the criteria for the organization of competitive events.
- D. Establish the criteria for the ~~issuance of approval of~~ NETRA competition ~~licenses events.~~
- E. Oversee the promotion of ~~licensed~~ riders.
- E-F. ~~Shall be responsible for the provision of insurance for all competition events, in conjunction with other NETRA events.~~
- F. ~~Oversee the competition license testing program.~~
- G. Oversee the scoring and issuance of awards for the NETRA competition championships.
- H. Set ~~the guidelines for the~~ fees for sanctions, ~~licenses,~~ and entries.
- I. Hear and act upon any complaints or suggestions relating to these functions brought by a ~~licensed member(s)~~
- I.J. ~~Consider requests from potential sponsors of NETRA events and determine their viability for the organization.~~

Section 3b: **Membership.** The Competition Committee for each year shall be organized at the sanction meeting for that year. It shall be composed of one representative from each club which runs a sanctioned competition event in that year, plus ten (10) at large committee members who shall be elected at the sanction meeting ~~and who shall be holders of NETRA Competition Licenses,~~ plus the Youth Competition Coordinator, the Treasurer, and the Scorekeeper.

Comment [MS49]: To clean up for current practices and to completely define the responsibilities and authority of the Competition Committee.

Comment [MS50]: Clean up for current practices

Section 43c: **Meetings.**

- A. **Action at the Annual Sanction Meeting.** When the schedule has been established, the ten (10) at large members shall be elected. Nominations shall be accepted from the floor. Each ~~licensed rider present~~ can submit a single ballot with up to ten (10) names. The ten nominees with the highest vote totals are elected.
- B. **Business Meetings.** The new Competition Committee shall hold a new business meeting immediately following the Annual Sanction Meeting, for the purpose of electing officers and transferring of records. Regular business meetings will be called as necessary by the Chairman.

Comment [MS51]: cleanup

Section ~~53d~~: **Officers.** The officers of the Competition Committee shall consist of a Chairman and secretary. The ~~e~~Chairman shall be an ~~ex-officio voting member of the NETRA Finance Committee, the Executive Committee,~~ and the Board of Directors.

Comment [MS52]: restatement of earlier committee responsibilities.

Section ~~63e~~: **Competition Rules.** The Competition Committee shall ~~publish-provide~~ a rulebook ~~either electronically or printed,~~ whenever deemed necessary, ~~no less frequently than annually.~~ All rule changes voted by the committee shall be published in the NETRA Newsletter.

Comment [MS53]: To reflect increasing technology.

Section ~~73f~~: **Committee Finances.** The Competition Committee shall have ~~sole authorization for~~ the use of the funds collected from competition sanction fees, ~~license fees,~~ and any other income generated by or through the Competition Committee. ~~Any funds generated by the Competition Committee are funds of NETRA, and disbursement of such funds must be approved by the Chairman of the Competition Committee and the Treasurer, which reports to the Board. The Competition Committee may from time to time authorize the use of its funds for non Competition Committee purposes. All expenditures so authorized will be administered by the Competition Committee Chairman and the Treasurer. To guide the Committee, the NETRA Finance Committee shall provide a budget for the coming year's income and expenditures at the Annual Meeting, and such budget must be approved by the Board of Directors.~~

Comment [MS54]: To ensure that rules are updated for each season.

Comment [MS55]: See next comment

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Comment [MS56]: To clarify the current practices and control of NETRA funds.

~~Section 4: **Finance Committee.** The Finance Committee shall be responsible for overseeing the preparation of the annual budget for the corporation and the monitoring of the financial activities of the corporation. The chairman of the Finance Committee will be NETRA Treasurer and members of the Finance Committee will be selected by the Board of Directors and will include the chairman of the Competition Committee. The Finance Committee will meet as requested by the Treasurer upon seven (7) days notice at such place as the Treasurer determines.~~

Comment [MS57]: Has been the practice of NETRA historically – simply clarified here.

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Comment [MS58]: Definition of current practice

~~Section 5: **Recreation Committee.** The Recreation Committee shall consist of a minimum of three individuals including the Chairman. The primary purpose of the Recreation Committee is to oversee non-competitive NETRA events including, for example, Turkey Runs, Dual Sports rides, and Trail Rides. The Recreation Committee will meet as requested by the Chairman with at least seven (7) days notice and at such place as the Chairman determines.~~

Comment [MS59]: Definition of current practice

## Article VII: MISCELLANEOUS PROVISIONS AND DEFINITIONS

Section 1: **Fiscal Year.** Except as from time to time otherwise determined by the ~~d~~Directors, the fiscal year of the corporation shall be the twelve (12) months ending with the last day of December.

Section 2: **Seal.** The seal of the corporation shall, if adopted by the Directors, bear its name, the word “Massachusetts”, and the year of its incorporation.

Section 3: **Execution of Instruments.** All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer except as the Directors may, generally or in particular cases, otherwise determine.

Section 4: **Corporate Records.** The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of the incorporators, members and Directors, and the membership records, which shall contain the names of all members and the record address of each, shall be ~~kept in Massachusetts~~ kept at the principal office of the corporation or at the office of the Secretary or at the office of the attorney of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any member for any purpose.

Comment [MS60]: No longer applicable

Section 5: **Articles of Organization.** All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

Section 6: **Dissolution.** Upon dissolution of this corporation, all assets remaining and available for distribution after payment of all debts and expenses or the setting aside of reasonable reserves therefore, shall be distributed to any nonprofit charitable organization selected by the Directors.

Section 7: **Amendments.** Except where a larger vote is required by law or by these Bylaws, or in the Articles of Organization, these Bylaws may be amended at any time by the affirmative vote of two-thirds of the members of the corporation present at any meeting of the membership called for such purpose, provided, however, that the Bylaws set forth in Article III pertaining to Directors may also be amended by the affirmative vote of two-thirds of the Directors then in office.

**Section 8: General Construction Clause:** These by-laws have been constructed to meet the structure of NETRA. Should there be omissions, until an amendment can be initiated and approved, *Robert's Rules of Order* shall prevail.

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**Section 89: Liability Waiver.** The directors and Officers of the corporation shall preserve, promote and otherwise protect the purpose of the organization, as stated in the Articles of Organization, or these Bylaws, without, however, incurring any personal liability by reason of the execution of their duties, or of anything contained herein.

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Comment [MS61]: To provide for operating structure should there be items not included or considered in this document.

**Section 10: Definitions.** Following are certain definitions.

- Member Clubs** – Each club which organizes and sponsors a NETRA sanctioned event must be a Member Club. Club must become a NETRA Member Club annually, in good standing, having a minimum of ten (10) members, including minimum of five (5) NETRA members.

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Comment [MS62]: Definition clarification