

WOODBRIIDGE KART CLUB

By-Laws

As amended: 04 June 2016

ARTICLE I: PURPOSE

Section 1. The purpose of this organization shall be to organize and sanction kart competition activities. Of primary consideration shall be safety, sportsmanship and fair play.

Section 2. As a non-profit organization, all efforts will be concentrated on providing participants with a safe, well-organized racing program, adequate insurance protection and a wholesome family environment for our sport.

Section 3. It is our goal to promote karting and encourage young people to pursue their mechanical interests and to provide a place for the proper use of racing karts.

ARTICLE II: MEMBERSHIP

Section 1. Active Members: Any dues-paying person of good character, age eighteen (18) or older, is eligible for Active membership in this organization with full privileges thereof. Active members shall receive a membership package and shall be eligible to vote and hold office.

Section 2. Junior Members: Any person less than eighteen (18) years of age shall be eligible for Junior membership in this organization. Junior members shall be those persons involved in this organization's racing program due to their being a family member of or are in association with an Active member, Lifetime member, or Honorary member. A Junior member shall not be eligible to vote or hold office and shall not receive a membership package but shall be eligible for year-end awards provided a parent or legal guardian is an Active member. Junior members twelve years (12) but less than eighteen years (18) of age are eligible to become an Active member if they so desire and pay the then current annual dues for Active membership.

Section 3. Lifetime and Honorary Members: Lifetime or Honorary membership may be conferred upon any person of good character by a two-thirds (2/3) vote of the membership present at the annual election meeting. Lifetime and Honorary members shall have all of the same rights and privileges as Active members and shall include voting and office-holding privileges.

Section 4. Suspension and Termination of Members: The Board of Directors may suspend the membership privileges of any member for a definite period of time, may terminate the membership of any member, or may take such other action as determined by the Directors to be in the best interest of this organization, upon finding of violation of any rules and/or regulations of this organization, or for any other just cause. Notice in writing of such suspension or termination, and reason for such action,

shall be delivered to the suspended or terminated member. Such member shall have the opportunity to be heard within thirty (30) days of the date of the suspension or termination. Such member shall be heard by the Board of Directors, or a committee thereof, if such member gives written notice of their desire for such a hearing within the same time period and is delivered to the President or Secretary of the organization. The decision of the Board of Directors shall become final upon the expiration of such thirty (30) day period, if reconsideration is not requested during such period, and shall become final upon reconsideration if such action is requested.

Section 5. Resignations: A member may resign their membership by giving written notice addressed to the Board of Directors of the Corporation. Such member's resignation shall be effective upon receipt thereof.

Section 6. Members Passes: The Board of Directors shall have the authority to provide free pit passes and/or privileges to any member when it is deemed appropriate by the majority of the Directors due to such member performing a service for the organization or having performed exemplary service to the organization.

ARTICLE III: DUES

Section 1. Active members: The annual dues for Active membership of this organization shall be determined annually by the Board of Directors.

Section 2. Intentionally Left Blank.

Section 3. Lifetime and Honorary members: There shall be no annual dues for Lifetime and Honorary members in this organization.

Section 4: Dues Non-Refundable: All dues shall be non-refundable.

Section 5. Expiration of Memberships:

- a. Active memberships expire at the end of the calendar year.
- b. Lifetime memberships expire upon the death of the Lifetime member.
- c. Honorary memberships expire one year from the date on which the membership was conferred unless otherwise specified at the time of conferment.

ARTICLE IV. GOVERNMENT

Section 1. General Powers: The business and affairs of the Corporation shall be managed by the Board of Directors. The President of the Corporation (or in the absence of the President, the Vice President) shall act as Chairman of the Board of Directors at Board of Directors meetings. The Chairman shall not vote except to break a tie vote.

Section 2. Number, Term, and Qualifications: The numbers of those on the Board of Directors of the Corporation be a minimum of six (6) and a maximum of ten (10). The number of elected board members each year should be such that the total number of board members for the term is 10. An officer of the Corporation may also be a member of the Board of Directors. Each Director shall hold office for a period of two years or until his/her death, resignation, retirement, removal or disqualification, or until his/her successor is elected and qualified. Directors and officers need not be a resident of the Commonwealth of Virginia, but are required to be Active, Lifetime, or Honorary members of the Corporation.

- a. Qualifications. Members pursuing election to the Board of Directors have the following minimum qualifications:
 1. An active member for the same calendar year by July 1st in which the nomination period is open. Example: Nominations are open from Dec 1 thru Dec 31, 2016. To be eligible, a nominee would have to be an active member for calendar year 2016 by July 1st.
 2. A nomination form shall be completed, postmarked or emailed and submitted prior to the 11:59pm 31st deadline.

Section 3. Procedure for Elections: Members of the initial Board of Directors shall hold office until the first annual meeting of members and until their successor shall have been elected and qualified. Except as provided in Section 5 of this Article, the Directors shall be elected at the annual meeting of the members to hold office for the term for which they are elected and until their successor shall be elected and qualified. Those persons who receive the highest number of votes shall be deemed to have been elected.

Section 4. Removal from Office: Any director may be removed from office by the Membership as a result of failure to fulfill the duties of said office or conduct detrimental to the best interests of the Corporation. Said removal must follow these procedures:

- a. A petition stating the charge(s) shall be filed with the Secretary and signed by sixty percent (60%) of the members of the Board or Directors or signed by sixty percent (60%) of the active members.
- b. At the next monthly meeting, the petitioners shall present their case first, said Director shall be heard second, and vote of active members present taken third. The vote of sixty percent (60%) of those active members present and eligible to vote shall be necessary to remove said Director from office. Notice of the meeting shall be given to all active members eligible to vote not less than ten (10) nor more than sixty (60) days prior to the said meeting. The notice shall state that one of the purposes of the meeting is a vote on removal from office of the director(s).

Section 5. Method for Filling Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining Directors, through less than a quorum, or by the sole remaining Director; but a vacancy created by an increase in the authorized number of directors shall be filled only by election at a special meeting

of the active members called for that purpose. The Active members may elect a director at any time to fill a vacancy not filled by the Directors.

Section 6. Indemnification of Directors and Officers: The Corporation shall indemnify any person and his/her heirs, executors and administrators, against expenses reasonably incurred by them in connection with any pending or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, to which they may be a party by reason of their being or having been directors, officers, employees or agents of the Corporation, or at its request of which they are not entitled to be indemnified, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for such negligence or misconduct. In the event of a settlement, indemnification shall be provided only in which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of any other rights to which they may be entitled.

ARTICLE V: ANNUAL MEETING OF MEMBERS FOR ELECTIONS

Section 1. Date, Time, and Location: The annual meeting of members for election of directors and officers shall be held at such time as determined by the Board of Directors. The meeting shall be held at a place to be determined by the Board of Directors.

Section 2. Nominations: Nominations of candidates for Board of Directors must be made during the open nomination time frame from 0001am (Starting date) until 11:59 pm (Closing date.) All nominees must accept the nomination prior to the printing of the official election ballot, either in person, in writing, or by electronic or surface mail. A nomination may be made by a candidate.

Section 3. Quorum: Unless otherwise provided by the statute, twenty-five percent (25%) of the active membership or twenty-five (25) members, whichever is less, shall constitute a quorum.

Section 4. Voting Rights of Members: Each Active, Lifetime, and Honorary member shall be entitled to one vote. Absentee ballots will not be recognized except as authorized by the Board of Directors.

Section 5. Majority Vote Required: If a quorum is present, the affirmative vote of a majority of the members present at the meeting in person or by electronic or surface mail and entitled to vote on the subject matter shall be the act of the membership on that matter, unless the vote of a greater number if required by statute, the Articles of Incorporation, or these By-Laws.

Section 6. Time for Taking Office: All directors shall take office immediately following the annual election meeting.

Section 7. Additional Regular Meetings: Regular meetings of the members shall be held at such times and at such places as shall be determined by the Board of Directors.

Section 8. Special Meetings: Special meetings of the membership may be called by the President, or at the request of at least four (4) members of the Board of Directors.

Section 9. Term of Office: Each officer shall hold office for one year or until his/her successor is chosen and qualified, or until his/her death, resignation, or removal, whichever event shall first occur.

ARTICLE VI: DIRECTORS MEETINGS

Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the members. In addition, the Board of Directors may provide, by resolution or agreement in writing, the time and place either within or outside the Commonwealth of Virginia, for the holding of additional regular meetings.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by the President or at the request of the President or at the request of a minimum of four (4) Directors. Such meetings may be held within or outside the Commonwealth of Virginia.

Section 3: Notice:

a. Regular meetings of the Board of Directors may be held without notice other than as provided in Section I of this Article.

b. The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

c. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum: A majority of the Directors then in office as fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the Directors present at the meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provide by law. The affirmative vote of a majority of the Board members present may adjourn any meeting without further notice at any time.

Section 5. Attendance and Failure to Object: Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except, as provided in Section 3 of

this Article, when a Director attends a meeting for the express purpose of objecting to the business because the meeting is not lawfully called or convened.

Section 6. Action Without a Meeting: Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by 2/3 of the Directors and filed with the minutes of the proceeding of the Board, whether done before or after the action so taken.

ARTICLE VII: OFFICERS

Section 1. Principal Officers: The principal officers shall consist of the President, a Vice President, a Secretary, and a Treasurer. Additional agents may be appointed annually by the Board of Directors as necessary.

Section 2. General Authority and Duties: All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these By-laws.

Section 3. Election and Qualifications: The principal officer(s) shall be chosen annually by the Board of Directors at its annual meeting or as soon thereafter as conveniently possible. The person accepting the position of President must have at least 2 years experience on the Board or at least 1 year as a WKC officer with in the last 8 years.

Section 4. Election by Members: At the annual meeting of members, at which the Board of Directors is elected, an election for the offices of Vice President, Secretary, and Treasurer shall be held by the members present, with the requirements for nomination and election of such officers being the same as that provided in these By-laws for the nomination and election of Directors.

Section 5. Term of Office: Each officer shall hold office for one year or until his/her successor is chosen and qualified, or until his/her death, resignation or removal, whichever event shall first occur.

Section 6. Removal as Director Also Removal as Officer: If any officer shall be both an officer and director, removal of that individual as a Director of the Corporation shall also serve as a removal of that individual as of officer of the Corporation. Where an officer is not also a Director of the Corporation, that officer may be removed by utilizing the same procedures provided in these By-laws for the removal of directors.

Section 7. Vacancies: Any vacancy in any office because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in these By-laws for election of appointment to the office.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. President: The President, as chief officer, shall supervise the Corporation's affairs and activities, and shall preside at all meetings of the members and Board of Directors.

Section 2. Vice President: The Vice President, who shall preside at membership and Board of Directors meetings in the absence of the President, shall also work with the President on such affairs of the organization as membership, finances, and organizing competition programs and will prepare to ascend to the office of President.

Section 3. Secretary: The Secretary shall give notice of all regular and special membership meetings, all Board of Directors meetings, and shall keep a permanent record of the minutes of such meetings. The Secretary shall record and keep as record any changes to the Policies and By-laws of the Corporation as they occur during his/her term of office. The Secretary shall upon expiration of his/her term of office supply to their successor all records of minutes of all meetings and an up-to-date copy of the By-laws and Policies of the Corporation as amended during the Secretary's term of office. The Secretary shall be custodian of all official records of the organization.

Section 4. Treasurer: The Treasurer shall be responsible for the accounting and collection of monies due the organization and monies received by the organization. He/she shall keep the books of the organization and disperse funds as required, and shall report monthly on the financial condition of the Corporation. He/she shall prepare an annual report for audit by his/her successor and other such times as requested by the Board of Directors of the Corporation for means of periodic auditing by an independent accountant. He/she shall be responsible for document preparation and filing of required documents in relation to taxes, licenses, etc. that may be needed to comply with requirements of Federal, State, County and local governments.

ARTICLE IX: COMMITTEES

Section 1. Appointment: All Committee chairmen and committee members shall be appointed by the President subject to the approval of the Board of Directors.

Section 2. Ex-Officio Members: The President and/or Vice President shall be exofficio members of all committees.

ARTICLE X: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Authorization Required: No member of this organization shall contract for or incur any debt or enter into any agreement or otherwise obligate this organization except by authorization of the Board of Directors.

Section 2. Bank Accounts: The Corporation shall have one or more bank accounts, as determined by the Directors. Funds of the Corporation shall be withdrawn from the institution(s) with which they are on deposit per directives in Woodbridge Karters Inc. Policy: Policy I Finances; Section 2.

ARTICLE XI: RULES OF ORDER

Section 1. Roberts Rules: Roberts Rules of Order shall govern the proceedings of all meetings of the Corporation and its constituent parts, except as otherwise provided in these By-laws.

ARTICLE XII: POLICY

Section 1. Establishment of Policies: Written policies may be established by the Board of Directors, which shall state the rules of competition program, duties of officials, handling of finances, and other matters of concern to the Corporation. These policies may be changed or deleted from time to time, as determined by the Board of Directors.

ARTICLE XIII: AMENDMENTS

Section 1. Voting on Amendments: The By-laws may be amended by a two-thirds (2/3) vote of the membership present and eligible to vote at any regular or special meeting called for such purpose, or by a two-thirds (2/3) vote of the Board of Directors. Any proposed change must be presented to the membership at least thirty (30) days prior to voting on such change.

ARTICLE XIV: MISCELLANEOUS

Section 1: No Personal Benefit: No part of the Corporation shall inure to the benefit of any Director, officer, employee, or member of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no officer, Director, employee or member of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation, or in any other event.

Section 2. No Prohibited Actions: Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501(c) of the Internal Revenue code of 1986, and its regulations as they now exist or as they may hereafter be amended.

Section 3. Use of Funds: The Corporation shall receive, administer, maintain, use and employ its funds, net earnings and property, real and personal, exclusively for the purposes permitted under Section 501 (c) of the Internal Revenue Code of 1986, as amended, relating to tax-exempt corporations, and the regulations pertaining thereto, and to pursue such purposes either directly or by contribution to organizations which qualify as exempt pursuant to the said Code and section thereof.

Section 4. Distribution of Assets: In the event of the liquidation, dissolution or winding up of the business and affairs of the Corporation, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to such corporation(s) or organization(s) under Section 501 (c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine.

Section 5. The Corporations operating year shall be the calendar year.