

BY-LAWS OF THE OHIO VALLEY KARTING ASSOCIATION

Legal Review April 4, 2011

Board Approval May 3, 2011

Amended August 5, 2014

Amended March 3, 2015

Amended May 5, 2020 (Legal review of amendment April 30, 2020)

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ARTICLE I – PURPOSE

To provide events for kart racing competition.

- 1) This includes:
 - a) Providing a racetrack to compete on through purchase, lease, rental or any other legal means of obtaining rights to use of said racetrack.
 - b) Providing all workers necessary to successfully put on racing competitions.
 - c) Providing all equipment necessary to successfully put on racing competitions.
 - d) Providing all rules and regulations necessary to successfully put on racing competitions.
 - e) Promoting the sport of karting through events geared toward increasing knowledge, about, and awareness of the sport.

ARTICLE II – MEETING OF MEMBERSHIP

- 1) The annual meeting of the general membership shall be held the day of the annual awards banquet.
 - a) Notice of the annual meeting of the membership shall be given, by written notice, mailed to each member at their last known place of business or residence, at least ten (10) days before each annual meeting.
- 2) At the annual meeting of the general club membership, the general membership shall elect, by ballot, a President, Vice-President, Secretary and Treasurer, as constituted by these By-laws.
 - a) Persons nominated for these offices must be then current members of the Board of Directors if there is interest among the Board. If there is not sufficient interest among the members of the Board of Directors, then persons nominated may be from the general membership body. All nominations will close at the board meeting that is at least thirty (30) days prior to the annual general membership meeting.
 - b) At every election, each family membership shall have only one vote. Only persons present at the meeting may cast a vote. No vote by mail prior to voting will be accepted, nor will any proxy votes be accepted.
- 3) A person is recognized as a member of the club after their annual dues are paid in full in one sum. Membership is from January 1st to December 31st each year, however, anyone joining after the start of the scheduled races, a pro-rated system will be used.
 - 100% - 50% of points races left
 - 49% - 25% of points races left
 - 24% - 0% of points races left.

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ARTICLE III – MEETING OF THE BOARD OF DIRECTORS

- 1) All meetings of the Board of Directors, except as herein otherwise provided, shall be held at a place to be determined by the President. The general membership of the Club is entitled to attend the meetings of the Board of Directors.
- 2) One Board of Directors meeting is to be held each month at a time to be determined by the President. The date is to be the first Tuesday of each month.
- 3) Special meetings of the Board of Directors may be held at such time and place as the President may determine, or may be called by a majority of the Board of Directors, or by written petition of at least 25% of the general membership. It shall be the duty of the Secretary to call such meetings within ten (10) days of such demand.
- 4) At any meeting of the Board members, a quorum shall consist of one-half of the Board of Directors in good standing.
 - a) If a quorum is present at any gathering, any business may be transacted without previous notice, with the exception of by-law amendments or changes, and Director elections.
- 5) The President, or in his absence, the Vice-President, or in the absence of both, a chairman elected by the Board of Directors present shall call the meeting of the Board of Directors to order and shall act as the presiding officer thereof.
- 6) Parliamentary procedures as written in Appendix A will be followed, and minutes shall be kept at all meetings, monthly or specially called meetings.
- 7) A majority of all Board of Directors present is necessary for adoption of any resolution and for the election of a member to the Board of Directors. For clarity, a tie vote means that a motion fails.
- 8) Any Club member present at a meeting of the Board of Directors is allowed to make a motion. The motion must be seconded by a Board of Directors member and voted on only by the Board of Directors.

ARTICLE IV – DIRECTORS

- 1) The powers, business and property of the Club shall be exercised, conducted and controlled by a Board of Directors consisting of a minimum number of nine (9) Director members and a maximum of fifteen (15) including the President and Vice-President.
- 2) In case of a vacancy on the Board of Directors, a member shall fill such vacancy by election by ballot from the Board of Directors present.
- 3) To be eligible for election to the Board of Directors, a member must be in good standing with the Club, must be nominated by a Board Director with a second nomination raised, and must be at three (3) consecutive Board of Directors meetings, one (1) prior to nomination, one (1) the meeting at which he/she is nominated and one (1) after a 30 day waiting period, the meeting at which he/she is voted to the seat.
- 4) Each member of the Board of Directors shall serve without any compensation or reward, except as otherwise provided in these By-laws.
 - a) Board members may serve as Race Officials and receive worker reimbursement.
- 5) The Board of Directors shall cause to be kept, a complete record of all its acts and proceedings of its meetings and to present a full statement at the regular monthly meeting of the Board of Directors, showing in detail the condition of the affairs of the Club.
- 6) The Board of Directors may assign to any Director any duty or office that the Board of Directors deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in the By-laws.

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- 7) The Board of Directors may engage salaried personnel from in or outside the Club membership to perform such services on behalf of the Club, as the Board of Directors deems appropriate and necessary.
- 8) The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of the Club property and to do and perform, or cause to be done and performed, any and every act that the Club may lawfully do and perform.
- 9) A Board of Directors member may be expelled with cause by a 2/3 vote of the Board of Directors voting at any regular monthly Board of Directors meeting. Ten (10) days notice shall be given to each Board of Directors member considered for expulsion who shall have the right to be heard either in person or by counsel at a meeting of the Board of Directors called for this purpose.
- 10) Automatic expulsion is enforced if three (3) Board of Directors meetings in a row are missed, without an excused reason. Each case is to be reviewed individually.
- 11) No more than one person of a family or household may be a Board of Directors member at any one time. Living under the same "roof" is considered the same household. This becomes effective for Board of Director vacancies open, as of this date voted upon.
- 12) Board of Directors attendance: If a Board of Directors member is absent six (6) times out of any 12-month period, or three (3) consecutive meetings without an excused reason, the Board member is automatically expelled and Board of Directors seat becomes vacant.

ARTICLE V – OFFICERS

- 1) The Executive office of the Club shall have a President, Vice-President, Secretary and Treasurer.
- 2) The President, Vice-President, Secretary and Treasurer shall be elected by the general Club membership at the annual meeting and shall hold office beginning at the next Board of Directors meeting following the annual meeting.
- 3) Transfer of elected officers to newly elected officers takes place at the next Board of Directors meeting following the annual meeting.
- 4) The President and Vice-President shall serve without compensation or reward.
- 5) The Secretary shall be reimbursed up to \$50 and the Treasurer shall be reimbursed up to \$25 each month for incurred expenses. One person may be reimbursed for the expenses of the Secretary and Treasurer, if they are responsible for both jobs.

ARTICLE VI – PRESIDENT

The President shall be the Chief Executive Officer of the Club.

- 1) Shall preside at all meetings of the Club and the Board of Directors.
- 2) May call any special meetings of the Club and the Board of Directors.
- 3) Shall preserve order.
- 4) Shall appoint qualified Directors to fill Officer vacancies to serve until the next regular election.
- 5) Shall be in charge of all contracts with Board approval.
- 6) Shall set up a committee to promote all races.
- 7) The incoming President shall setup a race schedule by March 1st.
- 8) Shall be responsible for all workers except for sign-in and scoring.
- 9) Shall be responsible for setting up the P.A. system and bring flags, brooms and any other race equipment.

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- 10) Shall be responsible for maintaining an inventory of all the Club assets along with the Vice-President and Secretary.

ARTICLE VII – VICE-PRESIDENT

The Vice-President shall be vested with all the powers and shall perform the duties of the President in the case of the absence of the President.

- 1) Shall also perform such duties connected with the operation of the Club as the Vice-President may undertake at the directive of the President.
- 2) Shall be in charge of providing the Race Director at all races.
- 3) Shall be responsible for maintaining an inventory of all the Club assets along with the President and Secretary.

ARTICLE VIII – SECRETARY-TREASURER

The office of Secretary may be divided into two jobs: The Track Secretary and Administrative Secretary will be the titles. They will each receive \$25 each month for expenses incurred.

TRACK SECRETARY

- 1) Will be responsible for the operation of the sign-in booth on race day.
- 2) Will fill out a track report at every event and keep it in a notebook. The Track Secretary will also give a copy of the track report to the President, Vice-President and Treasurer.
- 3) Will be responsible for paying all workers.
- 4) Will keep a point's notebook. The Track Secretary will give a copy of the point's standings to the President, Vice-President and Treasurer.
- 5) Will be responsible for turning in incident reports for each race.
- 6) Shall be responsible for \$500 starting cash to be used during racing season.

ADMINISTRATIVE SECRETARY

- 1) Will keep accurate minutes of actions taken by the Club, in such form that they will be permanent records and they should be published on the OVKA website prior to approval by the Board of Directors. The minutes will then be approved at the following meeting.
- 2) Shall take care of all records, except those assigned to others (as the books of the Treasurer).
- 3) Shall bring to each meeting, the minutes of the previous meetings, the roll of each member, the list of current committees, and the By-laws of the Club.
- 4) Shall be responsible for maintaining an inventory of all the Club assets along with the President and Vice-President.
- 5) Shall be responsible for the upkeep and distribution of all By-laws.
- 6) One (1) copy of the current By-Laws is to be provided to each Director, at the March board meeting or upon becoming a board member.

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TREASURER

- 1) Shall receive and deposit all funds of the Club in the bank selected by the Board of Directors. Funds shall be paid out only by checks signed by the President or the Treasurer, or the Vice-President or the Treasurer, if the President and Treasurer are from the same family or a designee as assigned by the President.
- 2) Shall account for all receipts, disbursements and balances on hand.
- 3) Shall provide a monthly report of the financial status of the Club to the Board of Directors.
- 4) Shall be responsible for the payments of all expenses.
- 5) Shall fill out and cause to be filed a not-for-profit income tax return at the end of the year.
- 6) Shall submit a Statement of Continued Existence with the Ohio Secretary of State's office every five (5) years.

ARTICLE IX – CLUB FINANCES

- 1) No member may authorize expenditures or otherwise incur financial obligation in the name of the Club except as expressly provided for in these By-laws or other regulations duly promulgated by the Board of Directors.
- 2) The President is authorized to expend Club funds in payment for all normal fixed costs of the Club and all operating costs not in excess of three hundred dollars (\$300) without the Board of Directors approval.
- 3) No member, officer, Board of Director member or any other individual shall obligate the Club to any purchases, repair, and service, or in any manner, in any amount, without the approval of a majority of the Board of Directors.

ARTICLE X – SURPLUS

- 1) The net savings or surplus remaining after all operating costs and other expenses have been paid, shall remain in the Club's treasury for the following year's expenses.

ARTICLE XI – AMENDMENTS

- 1) Notwithstanding any quorum requirement generally applicable to meetings of the Board of Directors, two-thirds (2/3) of the Board of Directors in good standing shall be considered a quorum for the purpose of any action seeking to make changes to the By-laws.
- 2) These By-laws may be repealed or amended or new By-laws adopted at any meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors by a two-thirds (2/3) majority vote of the existing board members.

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Appendix A - Board Meeting Guidelines

Our current by-laws state that we will use Parliamentary Procedure to guide our meetings. Parliamentary Procedure is written by several authors with as many interpretations. Using one of these books to guide our meetings is going to allow for someone to study these rules with the intention of abusing our meetings by searching for loopholes to further their cause. A short and simple guide will give us the basics for what we need to effectively run our meetings.

Once a meeting has come to order, only those who get recognized by the chair may speak. Side conversations are not allowed; if someone wants to speak, it should be to the whole group unless someone gets permission from the chair to have a small side conversation for the purpose of furthering the meeting.

- 1) The chair calls for DISCUSSION. A person who wishes to speak indicates that by raising his/her hand; the chairman calls on each person in their proper turn.
- 2) Making a MOTION: Any member in good standing can make a motion. Once you have the floor, announce you are making a motion then clearly and concisely state the idea that you would like the board to accept.
- 3) A SECOND is needed for any motion to be considered and only a board member can second a motion. If a motion does not receive the support of a “second”, the motion is declared dead. Dead motions cannot be reintroduced for consideration for a period of six months.
 - a) Motions with similar language to previous dead motions will not be accepted.
- 4) When the discussion is complete, the chairman or any member of the group can ask for the motion be put to a VOTE. Motions are voted on only by a quorum, which consists of at least half the total number of Board Members. Main motions require a majority vote to pass, while by-law amendments require a two-thirds quorum of the entire board and two-thirds vote to pass.
- 5) FAILED MOTIONS are motions that are voted on and fail to pass. They also cannot be reintroduced for a period of six months.
- 6) Any board member on the prevailing side of a previous vote can make a motion to RECONSIDER. It must be done at the same or next monthly meeting only, and must receive a second to proceed. This does not apply to dead motions. Motions that fail can be reconsidered but if they fail a second time, are then considered dead motions.
- 7) Sometimes the discussion of a motion leads someone to ask for a change in the original motion. This is called AMENDING THE MOTION. An amended motion also needs a second and the amendment is voted on before the original motion. If the amended motion passes, the original motion is nullified.

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- 8) Sometimes a group wants to discuss the motion at a later time. Someone will make a motion to “TABLE THE MOTION”. This also needs a second and a favorable vote. It is important to say when the group wants to bring up the motion again, e.g. “to table the motion until the next meeting”.
- 9) Motions passed that did not follow the by-laws can be RESCINDED, unless something has been done that the board cannot undo. The motion to rescind affects the present and future only and is not retroactive.
 - a) Rescinded motions can also have a motion to be EXPUNGED from the minutes by the Secretary by drawing a line around it and marking it "expunged by order of this board", gives the date of the expunging and signs the notation.
- 10) In order to ADJOURN a monthly meeting of directors, a motion must be made with a second, followed by a passing vote.

Format of by-laws revised 9/08

Complete Board review and revision of by-laws, with addition of Appendix A, 3/1/11.

Legal review April 4, 2011 by Kevin L. Cooney, Attorney at Law / Frost Brown Todd LLC, 9277 Union Center Drive, West Chester, OH 45069.

Final Board approval 5/3/11.

AMENDMENT (Voted on via email; discussed in August 5, 2014 board meeting minutes)

- All items placed on the agenda “MUST” provide documentation. Documentation must be distributed in its entirety among all Board Members a minimum of (7) days before being put on the agenda for a first reading and discussion. This can be done in e-mails or at a meeting. If distributed at a meeting however no discussion or reading will take place until the next month’s meeting under Old Business.
- Motions will be discussed within the allotted time given and then to be placed under Old Business for a second reading, discussion, and vote at the next monthly meeting. Items such as safety and finance’s may be declared an emergency. A motion can be made and require a second and voted on to be declared an emergency. These items can then be voted on at the meeting at which they were introduced.”

AMENDMENT (Voted at Board meeting March 3, 2015)

- Removal of August 5, 2014 amendment.

AMENDMENT (Legal review April 30, 2020; Voted at Board meeting May 5, 2020)

When Federal, State of Ohio, or Preble County officials declare a state of emergency; or a quorum of the BOD votes a state of emergency for a specific period of time; the following powers go into effect:

The state of emergency powers gives the executive team (President, Vice President, Secretary, and Treasurer) the ability to conduct all business on behalf of the Board of Directors. In order for the executive team to conduct said business, at least 3 of the 4 members of the executive team must be present either physically or by telephonic meeting or virtual meeting, in order to vote. For votes conducted by

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email, a unanimous vote of the executive team is required. A state of emergency gives the executive team the ability to act on behalf of the BOD on all matters, excluding the following (i) changes to the by-law; and (ii) election of new officers to the board. The state of emergency also gives the executive team the ability to modify the race schedule, including but not limited to modifications to dates, locations, and race configurations. Meeting Minutes shall be kept by the Secretary, or Vice President (if the Secretary is not available), during any discussions, which meeting minutes will then be promptly provided to the board and posted to the OVKA website.”