

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)
Amended October 4, 2022

Ohio Valley Karting Association By-Laws

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 workers and equipment necessary to host racing competitions.
 - c) Providing all rules and regulations necessary to put on racing competitions.
 - d) 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, if opposed or by consent if running unopposed, a President, Vice-President, Track Secretary, Board Secretary, and Treasurer, as constituted by these By-laws. The role of Track Secretary and Board Secretary may be held by the same individual, if elected to both roles.
 - a) Persons nominated for these offices must be then current member 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 from the prior year that has renewed their membership shall have only one vote, if multiple members reside at the same address, even with multiple memberships, shall still only receive one vote. Only persons present at the call to order of the meeting and time of vote collection 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.

The rates for these tiers will be set by the OVKA Board of Directors

Ohio Valley Karting Association By-Laws

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, unless it is a holiday/conflict in which case the President shall select an alternative date and communicate it to the membership at least 14 days in advance.
- 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 Board Secretary to notify the board of a meeting to begin within ten (10) business 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/her 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. On all votes, the presiding officer shall only vote in the case of a tie vote.
- 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. In the case of a tie vote, the motion is considered failed.
- 8) Any Club member in good standing 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).
- 2) In case of a vacancy on the Board of Directors, a member shall fill such vacancy by election by vote of the Board of Directors present, conducted in executive session.
- 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 by a Board Director raised, and must be at three (3) consecutive regularly scheduled 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.

Ohio Valley Karting Association By-Laws

- 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.
- 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 Board of Directors meeting. Ten (10) business 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) Possible expulsion is enforced if three (3) regularly scheduled Board of Directors meetings in a row are missed or six (6) times out of any 12-month period. At the following meeting the possible expulsion is to be reviewed by a vote of the Board of Directors conducted in executive session. Ten (10) business 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 in the executive session of the Board of Directors meeting.
- 11) No more than one person of an immediate family (parents, siblings, spouses, or children) or household may be a Board of Directors member at any one time. Living under the same "roof" is considered the same household.

ARTICLE V – OFFICERS

- 1) The Executive Team of the Club shall have a President, Vice-President, Board Secretary, Track Secretary, and Treasurer.
- 2) The President, Vice-President, Board Secretary, Track 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 will take place at the next Board of Directors meeting following the annual meeting.
- 4) The President and Vice-President shall serve without compensation or reward. The Track Secretary, Board Secretary, or Treasurer shall have the ability to present and request approval of a budget to the BOD for planned or incurred expenses incurred throughout the season.

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.

Ohio Valley Karting Association By-Laws

- 4) Shall appoint a qualified Board of Director member to fill Officer vacancies to serve until the next regular election. In the event the President does not find a qualified candidate from within the board, the President would seek an affirmative vote from the Board of Directors in order to select a qualified general member. The President shall report at each board meeting the progress of the search to the Board.
- 5) Shall be in charge of all contracts with Board approval.
- 6) Shall set up a committee to promote all races.
- 7) The sitting President shall publish race dates and facilities for the following season by the November Board meeting. In the event the President does not present a schedule at the November meeting, the Board of Directors shall elect a single board member to develop and publish a schedule prior to the December board meeting. The incoming President shall set configurations and race formats (formats as specified in the OVKA rulebook) and publish it prior to 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.
- 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 Board Secretary will be the titles.

TRACK SECRETARY

- 1) Will be responsible for the operation of the sign-in 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 to ensure all workers are paid.
- 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 a Board of Director approved amount as starting cash to be used during racing season.
- 7) Will be responsible to ensure an accurate member database is kept.

BOARD SECRETARY

Ohio Valley Karting Association By-Laws

- 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. 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.

TREASURER

- 1) Shall receive and deposit all funds of the Club in the bank approved by the Board of Directors. Funds shall be paid out only by checks signed by the Board of Director approved signer or the Treasurer.
- 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 shall have a limit approved by the Board of Directors that he/she can spend on operating expenses and report it to the BOD at the following meeting. Each month the board will approve or disapprove any expenditures.
- 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.

Ohio Valley Karting Association 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 board members in good standing.

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 of the quorum vote to pass. Once a motion is put to vote, no further motions, amendments, rescindments, or other changes will be accepted until the vote is complete.
- 5) FAILED MOTIONS are motions that are voted on and fail to pass. They also cannot be reintroduced for a period of six months unless at the following monthly meeting a board member from the prevailing side asks for a revote.

Ohio Valley Karting Association By-Laws

- 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.
- 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."

Ohio Valley Karting Association By-Laws

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 Board of Directors 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, Board Secretary, Track 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, only 1 member maybe missing 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 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 Board of Directors on all matters, excluding the following (i) changes to the by-laws; 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 Board Secretary, or Vice President (if the Board Secretary is not available), during any discussions, which meeting minutes will then be promptly provided to the board and posted to the OVKA website.”

Complete Board review and revision of by-laws, final completion 10/4/22.

Legal review Oct 4, 2022 by Thomas B Allen, Attorney at Law / Frost Brown Todd LLC, 9277 Union Center Drive, West Chester, OH 45069.

Final Board approval 10/4/22.