

By Laws  
Of  
Northern California Karters

Article I. The Club

Section 1. This club shall be known as Northern California Karters. From time to time, the initials "NCK" may be used in place of the full name.

Section 2. The purpose of this club shall be to promote Kart racing. Racing shall be promoted by, but not limited to, staging racing events, participating in promotional shows, publishing of newsletters and flyers, and the establishment of rules, regulations, and classes.

Section 3. NCK shall be a non-profit mutual benefit organization.

Section 4. NCK shall be governed by Officers and a Board of Directors. These positions shall draw no financial compensation.

Article II. Officers

Section 1. Only members who are in good standing shall be eligible to hold office in this club.

Section 2. The officer positions shall be: President, Vice-President, Secretary, and Treasurer.

Section 3. No member shall hold the office of President or Vice President and any other office at the same time.

Section 4. The officers shall be appointed by the Board of Directors.

Section 5. Term of office shall be one year, term starting on January 15<sup>th</sup> and ending on January 14<sup>th</sup>, one year later.

Article III. Board of Directors

Section 1. Only members who are in good standing shall be eligible to serve on the Board of Directors of this club.

Section 2. The Board of Directors shall consist of a minimum of Seven (7) members and a maximum of twelve (12). The length of term for a member of the Board of Directors shall be three years, term starting on January 15<sup>th</sup> and ending on January 14<sup>th</sup>, three years later. However, in order to stagger the terms of the directors, the next election after the adoption of these by-laws, four directors shall be elected for a term of one year, four

directors shall be elected for a term of two years and four directors shall be elected for a term of three years.

Section 3. Each year the club shall notify its membership of the opening of positions on the Board of Directors, and ask for names to be submitted in nomination to fill these positions. There shall be a period of 30 days from such notification for names to be submitted into nomination. It will be the responsibility of the Secretary to carry out this section.

Section 4. At the next meeting after the expiration of the nomination period, the Board of Directors shall fill the open positions on the Board from the names submitted for nomination. Each Director shall be entitled to one vote for each position to be filled. The Directors will cast votes, limited to one vote per name in nomination. The nominees receiving the highest number of votes shall fill the open positions. In the case of a tie, the names of the tied nominees will be voted on separately to determine the elected nominee.

Section 5. It is the intent that the Board of Directors will fill open positions on the following premises:

- A. Members of the Board of Directors should be willing to actively work on the club's behalf at its events, functions, and between times.
- B. Members of the Board of Directors should be able to attend two-thirds of the Board meetings.
- C. Members of the Board of Directors should represent the membership as a whole to the best of their ability. The club realizes that certain members will have greater knowledge and experience in some areas than others. However it is this diverse experience that makes for good leadership by the Board of Directors as a whole.
- D. In selecting members of the Board, caution should be taken to avoid conflicts of interest where ever possible.

#### Article IV. Removal from office by the General Membership

Section 1. The general membership of the club may request a recall election of one or more of the Board of Directors at any time by submitting to the President, a signed petition by club membership in good standing, with the number of signatures totaling at least 20% of the current members in good standing, or more than 20% of the members in good standing as of 90 days prior, whichever is greater.

Section 2. An election by mail shall be conducted within 30 days of receipt of such petition by the Secretary. Ballots shall be sent to all members in good standing. If the number of current members in good standing is less than one-half the number of members of the club 90 days prior, then ballots shall be sent to all persons having been a member of good standing within 90 days. A vote of more than 50% of the eligible voters must be cast in favor of recall to remove a person from a position on the Board of Directors.

Section 3. Vacancies resulting from recalls shall be filled by special election, to be held on the same basis as normal elections outlined in Article III. In the case of recall of the club's Secretary, the chain of command rule, Article VII, Section 4, shall be used.

#### Article V. Removal from office by Board of Directors

Section 1. The Board of Directors may remove a member from the Board, or from the position of Officer, if upon taking a vote on such a motion, a vote exceeding two-thirds of the Board of Directors is achieved.

Section 2. Vacancies resulting from such action shall be filled in the same method as outlined in Article III.

#### Article VI. Membership

Section 1. Term of membership in the club shall be January 1 through December 31.

Section 2. Membership dues shall be set out by the Board of Directors prior to the beginning of the membership year. A sliding scale shall be set so as to encourage new memberships later in the year.

Section 3. Members may be placed on probation, from time to time, by action of the Board of Directors. Members so placed on probation will receive all the rights and privileges of a member in good standing, except for the privilege of participating at club racing events. This right may be revoked in its entirety, or restricted, at the discretion of the Board.

Section 4. Membership in this club shall not constitute such person a "member" within the meaning of California Corporations Code Section 5056, and the right to vote for the election of a director or directors, for the disposition of all or substantially all of the assets of the corporation, for a merger, for dissolution, and to change the articles or bylaws shall vest exclusively in the Directors. However distribution on dissolution shall be shared by all members in good standing of this club.

Section 5. The Board of Directors may grant lifetime membership to those members who have substantially contributed to the founding, sustained growth, long term operation and/or betterment of the club and its members. Dues for lifetime members shall be waived. Lifetime members shall receive the same rights and privileges as a member in good standing.

#### Article VII. Meetings

Section 1. Regular meeting of the Board of Directors shall be called when deemed necessary. At least one such meeting shall take place each year.

Section 2. The following shall form a part of the order of business and procedure at regular meetings of the club:

1. Call to order
2. Submission of the minutes of previous meeting
3. Financial report
4. Unfinished business
5. New business
6. Guest business
7. Close of meeting

Section 3. It shall be the duty of all Board of Directors to attend each meeting of the Board. In case of inability of any to attend, due notice shall be given the Secretary, and if necessary, arrangements made to have all necessary books and papers in the possession of the Secretary at the meeting.

Section 4. In the absence or inability of the President, the Vice President shall preside and he shall execute the duties of the President. In the absence of both the President and Vice President, the duty of presiding shall devolve on the other officers of the club in the order in which they are named in Article II, Section 2 of these bylaws.

Section 5 A meeting of the members may be called at any time by the Board or by 5% or more of the members, by request to the Secretary, who shall give notice of the meeting to the members, to be held at least 35 but no more than 90 days after receipt of the request.

#### Article VIII. Rules and Classes

Section 1. NCK shall be a member club of the sanctioning body known as the International Karting Federation (IKF).

Section 2. Prior to the beginning of each racing season, the Board of Directors shall review club rules and make any necessary changes.

Section 3. Rules shall remain unchanged for the duration of the season except as outlined in the following section.

Section 4. If a majority of the Board of Directors find a rule to be (A) a threat to the safety of the members, and/or (B) a threat to the financial stability of the club, it may be changed at any time.

#### Article IX. Financial Dealings

Section 1. It shall be the responsibility of the Treasurer to handle, account and care for the club monies in a prudent manner.

Section 2. All monies collected shall be deposited to the club's account only in a recognized commercial bank.

Section 3. The President and/or Vice President, and Treasurer shall be signatories on the account.

Section 4. Monies from this account shall only be disbursed by means of check or debit card.

Section 5. Monies shall only be disbursed from club's account to pay bills, supply cash drawers and acquire assets for the club's behalf.

Section 6. Treasurer shall be responsible for timely filing of required tax returns and reports.

Section 7. The financial books, checking accounts, and statements shall be open for public inspection at any time upon request of the Board of Directors.

Article X. Bylaw Changes.

Section 1. By two-thirds majority vote, the Board of Directors may change these bylaws.

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This is to certify that the forgoing is true and correct copy of the bylaws of the corporation named in the title of these bylaws and that such bylaws were duly adopted by the Directors of such corporation on September 28, 1986

Originally signed by Tracey Meldrum (Bobo)

Revision 1 – 1/4/2009

Change Article III, Section 2 – open BOD to be larger than 12

Change Article IX, Section 3 – at least two officers, not all three.

Change Article IX, Section 4 – add debit card as valid means to disburse funds

Add Article VI, Section 5 – Lifetime memberships