

B.K.C

By-Laws

(2009 Revisions)

BY-LAWS OF THE BADGER KART CLUB, INC.

Article I

Name

The name of the Corporation shall be Badger Kart Club, Inc. and shall hereinafter be referred to as the "Club".

Article II

Objectives and Scope

The general objectives of the Club shall be as follows:

A. The enjoyment and encouragement of Karting

B. To promote the highest standards of courtesy and safety

C. To promote and develop the highest standards of operation of a Kart and engine D. To achieve excellence of performance through the sharing and exchange of mechanical and technical information

The scope of the Club's endeavors shall be to achieve the stated objectives, promulgate the other By-Laws of the Club and articles stated in the Certificate of Incorporation issued to the Club under the statutes of the State of Wisconsin, as a not for profit corporation.

Article III

Offices

The principal office of the club shall be in the State of Wisconsin at the facility known as Badger Raceway located at W377 S1851 Gramling Lane, Dousman, WI, 53118. The Club may have such other offices as the Board of Directors may determine.

Article IV

Section 1: Membership and Dues

Class I Membership:

An individual/family consists of a person or an immediate family comprised of mother, father, children and or grandchildren with one full voting privilege. The dues for Class I membership are \$75.00 plus a required \$10.00 driver's fee.

Class II Honorary Member:

Any person who, by affirmative vote of $\frac{3}{4}$ of the Board of Directors is deemed to merit recognition for outstanding contribution to the welfare

of the Club. Such honorary membership shall be for a one-year period, subject to renewal by the board of Directors.

An honorary member has full voting privileges.

Class III Lifetime Honorary Member

Any person who, by affirmative vote of $\frac{3}{4}$ of the Board of Directors is deemed to merit recognition for outstanding contribution to the welfare of the Club. This honorary member has full voting privileges until his/her death.

Section 2: Membership

Active memberships may be obtained upon receipt of the prospective member's application and the payment of all Club dues and fees as required by these By-Laws.

Section 3:

The membership year shall run from January 1st thru December 31st of each year. Members whose dues and fees have not been paid by January 1st shall be automatically dropped from membership.

Section 4: Termination of Membership

The Board of Directors, by affirmative vote of $\frac{2}{3}$ of all the members of the Board, may suspend or expel any member for cause after an appropriate hearing, and the decision of the Board shall be final.

Section 5: Resignation

Any member may resign by addressing a letter to the Club's secretary.

Such resignation shall become effective upon receipt and all Club privileges shall terminate as of that date, with no refund of dues paid.

Article V

Meetings of Members

Section 1: Regular Meeting

A regular monthly meeting of the members shall be held for the purpose of transacting such business as shall come forth during the membership meeting on the 3rd Wednesday of each month.

Section 2:

The regular October meeting will be for the purpose of transacting such business as shall come before the meeting and for the express purpose of nominating officers and directors to serve for the ensuing year.

Section 3:

The regular November meeting will be for the purpose of transacting such business as shall come before the meeting and for the express purpose of electing officers and directors to serve for the ensuing year. The new officers and directors will assume their duties immediately following the election.

Section 4: Sequence of Election

Officers and directors shall be elected in the following sequence:

1. President
2. Vice-President
3. Treasurer
4. Secretary
5. Sergeant of Arms
6. Directors

Section 5: Special Meeting

Special meetings of the members may be called by the President or by a majority of the Board of Directors.

Section 6: Notice of Meeting

No notice of regular monthly meetings of the members shall be required.

Notice of special meetings shall be given to all members in good standing, by a written notice, mailed not less than seven days prior to such meeting, and such notice shall state the place, date and hour of such meeting and state the purposes or purpose for which the special meeting is called, and no business shall be transacted at such special meeting except that listed in the notice thereof.

Section 7: Quorum

No business may be transacted unless a minimum of 20% of the full-voting members are present, constitution a quorum.

Section 8: Proxies

At any meeting of members, a member entitled to vote, may vote by proxy executed in writing and duly notarized, or by his duly authorized representative, who shall also be a member in good standing. No proxy shall be valid except on the date designated in said proxy.

Section 9: Method of Election

Official ballots will be mailed to all members with voting privileges. Their ballots may be presented to the election committee on the night of election, or may be mailed to the election committee prior to election night, and will remain sealed until ballots are to be counted. The ballot mailed is the official ballot and no other will be provided.

Article VI

Board of Directors

Section 1: General Powers

The Board of Directors, in accord with Club policy, shall manage the affairs of the Club as set down by the Articles of Incorporation, By-Laws, adopted resolutions of the membership and by the Statutes of the State of Wisconsin. The directors shall insure the proper conduct of the affairs of the Club, of the duties of the officers and compliance with the By-Laws.

Section 2:

The Board of Directors shall consist of 8 club members in good standing, plus the duly elected President to the BKC, who shall serve as Chairman of the Board.

Section 3: Election and Term of Office

Four of the directors of the Club shall be elected annually. The four persons receiving the most votes for directors by secret ballot along with the four previously elected directors shall be elected directors to serve on the Board of Directors with the President during the ensuing year. Each director shall hold office for two years or until his successor shall have been elected and qualified.

Section 3.1: Attendance

A Board of Director's term of office will be subject to removal if the board member misses three meetings a year and does not attend at least 2/3 of the point's races. Board members are also required to attend at least one day of every special event; absence from such event will need prior Board approval.

Section 4: Regular Meetings

A regular meeting of the Board of Directors shall be held, without notice, on the first Wednesday of each month, at a place designated by the Chairman of the Board

Section 5: Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the President or any four directors.

Section 6: Notice of Special Board Meetings

Notice of special meetings shall be given to all members of the Board of

Directors, by a written notice, mailed not less than four days prior to such meeting. The notice shall state the place, date and hour of such meeting and state the purposes or purpose for which the special meeting is called and no business shall be transacted at such special meeting except that listed in the notice thereof. Notice of such meeting may be waived in writing by any director and attendance of a director at any meeting shall constitute a waiver of notice for such meeting, except where such director appears to object to the validity of such meeting.

Section 7: Quorum

Section 7.1: Regular Board Meeting

A majority of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors, but if less than a majority of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7.2: Special Board Meetings

A majority of the Board of Directors shall constitute a quorum for the transaction of business for the purpose for which the meeting was called as long as that majority favors waiving the required notice. If one of that majority constituting the quorum objects to waiving the notice, a quorum will cease to exist and the meeting will not take place.

Section 7.3: Proxies

A Board of Directors member may give another Board of Directors member a proxy to vote freely at a designated meeting. The proxy must include the date and have the date of the meeting on it. The proxy can either be hand written with a valid signature or sent through electronic mail.

Section 8: Vacancies

The next candidate receiving the highest votes from the previous election shall fill any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors. A director designated shall fill the vacancy for the remaining term of his/her predecessor in office.

Article VII

Officers

Section 1: Officers

The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and a sergeant at arms. The same person, except the offices of president and secretary, may hold any two or more offices.

Section 2: Election and Terms of Office

The officers of the Club shall be elected annually. To be elected as an officer of the Club, a candidate must receive a majority of the votes cast for his particular office, with the vote to be by secret ballot. Each officer shall serve during the ensuing year and until his successor shall have been elected and qualified.

Section 3: Vacancies

A vacancy in any office, except the office of President, because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the Board of Directors for the remaining portion of the terms.

Section 3.1: Records

Upon termination of office, all records pertaining to Badger Kart Club shall be surrendered immediately to the Chairman of the Board of Directors.

Section 4: President

The President shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club.

He shall preside at all meetings of the members and of the Board of Directors. He may sign with the secretary, or any other proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contract, check or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by the statute to some other officer or agent of the Club; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time-to-time.

Section 5: Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

Section 6: Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the Club in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article IX of these By-Laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time-to-time may be assigned to him by the president or by the Board of Directors.

Section 7: Secretary

The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose.

The Secretary shall also keep all records of votes and decisions made by the Board of Directors outside of the designated meeting times stated in these By-Laws. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Club records; keep a register of the Post office address of each member and in general perform all duties incident to the office

of secretary and such other duties as from time-to-time may be assigned by the President or by the Board of Directors.

Section 8: Sergeant at Arms

The Sergeant at Arms shall be duly elected by the membership of the Club and his duties shall be to maintain order at general meetings of the Club.

Article VIII

Committees

Section 1:

The President shall appoint the Chairperson of all committees and such other members, as the President shall deem proper. All appointments shall be brought to the Board for final approval. A 2/3rds majority of those present shall suffice. Organizational Charts consisting of the Officers and Executive board, Officers Committees and Autonomous Committees are attached.

Article IX

Contracts, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize any office of officers, agents, or agent of the Club, in addition to the officers so authorized by these By-

Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the President.

Section 3: Deposits

All funds of the Club shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Club.

Section 5: Expenditures

Any non-ordinary expenditure exceeding \$1000 needs Board approval. A

Board vote can be taken through electronic methods.

Article X

Fiscal Year

The fiscal year of the Club shall begin on the first day of January and end on the last day of December of each year.

Article XI

Amendment of the By-Laws

Section 1:

These By-Laws may be amended from time-to-time by a 2/3rds affirmative vote of the eligible voting members, at a regular or special meeting of the membership.

Section 2:

In the event less than a 2/3rds majority of eligible voting members are in attendance when an amendment is offered, it is mandatory that the entire club membership be informed of the proposed amendment, by mail, so that action can be taken at the following regular or special meeting of the

membership. A 2/3rds affirmative vote of those present at the subsequent meeting is required to amend by By-Laws.

Article XII

Roberts Rules of Order shall govern the conduct of the meetings of the members and of the directors where such rules do not conflict with the Articles or By-Laws of the Club.

Article XIII

Annual Rules Committee Procedures

Section 1:

Each year the Rules Committee shall meet in one or more meetings to formulate new or revised competition rules for the forthcoming year.

Section 2:

Composition of the Rules Committee shall be as follows:

Vice President – Chairperson

All members of the Board of Directors

The Secretary, the previous year's Tech Chief and Race Director and three volunteer members-at-large with the recommendation that one member-at-large be a representative of the four-cycle group. If more than three members-at-large come forth, the Board of Directors will determine by a majority vote who will serve.

Section 3.1:

The first annual rules committee meeting will be held between September 15th and the October Board of Directors meeting of each year. The report of the Rules Committee must be presented in a mailing to the membership the following December.

Section 3.2:

The December General Membership meeting will include only a review and discussion of the proposed rule changes. Counter-proposals must be submitted to the Rules Committee Chairman in writing with 5 (Members Only) verifiable signatures (either written or electronic) for Board approval prior to this meeting. Any and all counter-proposals must be submitted on a BKC Counter-proposal form ONLY. If approved by the Board any and all counter-proposals will be presented in a mailing to the membership the following January.

Section 3.3:

The final Annual Rules Meeting will be held in January of each year. At that time the membership will cast their vote for or against the Rule

Committee's proposals, amendment, deletions and counter-proposals received. No discussion or review will be held at this meeting.

Section 3.4

Those members unable to attend the Annual Rules Meeting in January may forward their vote for or against any proposal made by the Rules

Committee or any other amendment, deletion, or counter proposal received and mailed to the membership in either December or January. This vote must be postmarked to the membership chairperson no later than the second Wednesday of January.

Section 4:

The report of the Rules Committee shall be the basis for the agenda of the Annual Rules Meeting. The procedure shall be as follows:

1. Each proposed new rule, amended rule, counter-proposal of a rule, or rule to be deleted shall first be read. A 2/3rds majority of the voting membership present, including those cast by mail, shall suffice for adoption of the new rule, amendment, counter-proposal, or rule deletion.
2. No written or verbal modification from the floor to any proposed rule, amendment, counter-proposal, or rule deletion will be allowed.
3. When the last item of business of the Annual Rules Meeting has been disposed of, the Chairperson will say: "Do I hear a motion to adopt those rules still standing from the previous year together with those adopted in Item 1, Section 4, as the rules for the Badger Kart Club, Inc. for the year (Current)?" If seconded, a vote of those members present will be taken; a 2/3rds majority is needed for the motion to pass. The

Chairperson will rule as to whether a 2/3rds majority of the voting membership has been achieved.

Section 5:

The rules as adopted at the Annual Rules Meeting shall be published within 30 days of the meeting and distributed to all members of record. A sufficient supply of additional rulebooks shall be on hand thereafter for subsequent distribution to new and renewed members.

Section 6:

Upon the rules pertaining to "Class Requirements" having been voted on and passed by the membership they cannot be changed for one full season of that competition year except for a Board of Directors decision pertaining to the financial and safety status of the Club.