



OFFICIAL CLUB BY-LAWS

BAYLANDS BY-LAWS CHANGE LOG

| <u>DATE</u> | <u>PARAGRAPH #</u> | <u>CHANGE DESCRIPTION</u> |
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| 08/2011 | NA | Change log reset due to significant rewording and renumbering of sections. Please refer to the 2004 Baylands By-Laws for prior changes. |

1.0 OFFICES

1.1 Principal Office Location

The principal office location for the transaction of business shall be the Santa Clara Metcalf Motorcycle Park at 300 Metcalf Road in San Jose, or at any location designated by the Board of Directors.

2.0 MEETINGS

2.1 Board of Directors Monthly Meeting

The Board of Directors Monthly Meetings (with all members invited to participate) will be conducted with the directors voting on business affairs of the club. Any member may introduce issues to be addressed at the Board of Directors Monthly Meeting by sending his or her concern to the Secretary of the club to be put on the agenda of the next monthly meeting. The Board of Directors meetings shall be held on the first Wednesday of each month at 7:00 p.m., or at such date and time that the Board of Directors may otherwise agree to in writing. Such meetings shall be held at the principal office of the club or at any other place designated by the members of the board. The Board of Directors may cancel one meeting(s) which conflicts with a Grands.

2.2 Annual Meeting

The Annual Membership Meeting will be open to all members of the club and shall elect by simple majority the Board of Directors, and transact other business as may be properly brought before the meeting. The club may elect to vote by mail-in ballot, if so chosen. The Annual Membership Meeting shall be held on the first Wednesday, in November of each year at 7:00 p.m., unless the first Wednesday is a legal holiday which will move the meeting one day later. No proxies will be accepted unless approved by a two-thirds (2/3) majority of the membership. All proxies must be active members who have raced or helped the club within the last three (3) months. All affairs of the club and other business may be properly brought before the meeting and voted on by a majority of the active and paid membership.

2.3 Special Meetings

The President may call special membership or special Board of Directors meetings for any purpose whatever. The special Board of Directors meeting must have at least fifty percent (50%) of the elected Directors present to conduct the meeting. The special membership meeting must have a quorum of the active and paid members present. These special meetings must notify all members of the meeting's purpose, the time and place of the meeting five (5) days before the meeting and the outcome of the meeting must be published to all of the membership via minutes from the Secretary or appointed scribe.

2.4 Emergency Meetings

Under extraordinary circumstances, and at the sole discretion of the President, the President may call an emergency meeting of the Board of Directors, or of the General Membership, with the amount of notice to be given dictated by the situation. In an emergency situation the requirement to notify by mail is waived, however, the President, or his (her) representative must attempt to contact all Board Members, or, at least two-thirds (2/3) of the general membership by phone, mail or confirmed Email.

2.5 Notice of Meetings

All members shall receive notice of all regular and special meetings duly held by the Board of Directors. The Secretary shall give notice at least five (5) days before the date of the meeting.

3.0 BOARD OF DIRECTORS

3.1 Powers

The Board of Directors shall control all of the business affairs of the club and report all business affairs to its membership. The Board of Directors shall have the power to appoint an executive committee and any other committee to investigate the business affairs of the club. The executive committee shall be composed of at least two (2) or more directors. Any other committee may, at the option of the Board of Directors, be made up of members of the club who are not directors but

each committee must include at least one director. One director shall be responsible to report the findings of any committee to the Board of Directors.

3.2 Number of Directors

The number of directors shall be set at twenty (20) and voted by the members of the club at a regular annual meeting or any special meeting as called by the President and may be increased, as deemed necessary at any point during the year, not to exceed twenty-five (25). Proxies will not be accepted unless approved by a two-thirds (2/3) majority of the active and paid attending membership.

3.3 Election and Term of Office

The term of office for each director shall be one (1) year commencing January 1st or until replaced with the exception of the club hosting a Grands Race event; at which time, the present board shall remain in office for two (2) years. All directors shall be elected by popular vote at the annual membership meeting or by mail-in ballot and shall be an Active Member of the club. Only Active Members for the coming year shall be allowed to vote for directors at the annual membership meeting or by mail-in ballot.

3.4 Vacancies

Vacancies in the Board of Directors may be appointed by a majority vote of the remaining elected directors at any regular or special meeting duly held.

3.5 Quorum

Fifty percent (50%) of the elected Directors shall constitute a quorum for the transaction of any business of the club and every act or decision voted by the majority of directors present shall be regarded as an act of the Board of Directors at the Board of Directors monthly meeting.

3.6 Compensation

The services of the Board of Directors or any individual director/officer of the club shall be gratuitous.

3.7 Removal of Directors

Any member of the Board of Directors who misses two (2) consecutive regular meetings may be dropped from the Board of Directors unless it is due to any emergency matter or can show justifiable reason why he/she was not present. Proper notification shall be given to the director in question and all remaining directors shall vote to retain or remove the director who has missed the two (2) meetings. A membership quorum shall be required to remove a director.

4.0 DIRECTORS

4.1 Directors Defined

The officers directors of this club shall be established at **twenty (20)** and shall be as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Track Director
6. Technical Director
7. Pit Steward
8. Publicity Director
9. Training Director
10. Training Coordinator Director
11. Safety Director
12. Snack Bar Director(s)

13. Trophy Director
14. Tower Director
15. Points Director
16. Membership Director
17. Flagging Director
18. Historian/Webmaster

19. County Liaison
20. Parking Director

4.2 Duties of Directors

All directors may have additional duties specified by the Board of Directors.

4.2.1 President

The President shall serve as a chairman of all meetings and will only have a vote in the event necessary to break a tie.

4.2.2 Vice President

The Vice President shall serve as chairman of all meetings of the members of the club in the absence of the President and shall act as mediator in all disputed decisions arising at racing meets and shall handle all work party operations.

4.2.3 Secretary

The Secretary shall keep full and accurate minutes of all meetings, both regular and special meetings, of the Board of Directors and of the membership at large of the club. All members of the club shall receive minutes of the monthly meetings, by mail, to be postmarked no later than seven (7) business days after the meeting. The Secretary shall handle all correspondence and other duties, which may be assigned to him/her by the Board of Directors. She/he shall act as Secretary of all committees established by the Board of Directors unless unable to do so. If the Secretary is unable to be on the committee to prepare minutes, it is her/his responsibility to appoint a scribe in her/his absence. The Secretary shall have the authority with the approval of the President to call any and all special meetings and shall notify the paid and active membership of the place, time and intent (and outcome) of any meeting five (5) days before the meeting. The Secretary is also required to participate in sign-ins and responsible for arranging for a substitute in the event of unavoidable absence. Instead of mailed minutes, members may inform the secretary to receive minutes by Email.

4.2.4 Treasurer

The Treasurer shall have full control of all expenditures made by the club and custody of all funds belonging to the club, subject to the provisions included in Section 4.2.4. His/her management of financial affairs of the club will be subject only to the Board of Directors and he/she shall make a total annual report at a regular membership meeting. The Treasurer's books shall be audited before accepting his/her resignation and/or an annual change in office. All checks issued by the club must be signed by the President, and co-signed by either the Secretary or Treasurer. The Treasurer shall turn over the original books of the club to the Board of Directors annually for audit. The Treasurer is also required to participate in sign-ins and is responsible for arranging for a substitute in the event of unavoidable absence.

4.2.5 Track Director

The Track Director shall be in complete charge of all matters pertaining to the racing program and the posting of all racing programs.

4.2.6 Technical Director

The Technical Director shall have sole authority in all matters pertaining to inspection of any engine of any vehicle and shall be responsible for declaring said engine legal or illegal according to the most recent rulings of the Quarter Midget of America's Technical Committee. He/she shall be responsible for designating the gas station and grade for gas at all sanctioned race meets and shall be in complete charge of all matters pertaining to the gas testing and scale operations at all sanctioned race meets.

4.2.7 Pit Steward

The Pit Steward shall have full control and supervise the pit area.

4.2.8 Publicity Director

The Publicity Director shall be responsible for all publicity releases regarding racing meets, racing schedules, race results and other activities. The Publicity Director shall be responsible for all matters pertaining to the club raffle operations and fund raising operations. All expenditures made for fund raising must first meet with the approval of the Board of Directors. He/she must make monthly remittances of any profits to the Treasurer for inclusion in the Treasurer's report at the month meeting.

4.2.9 Training Director

The Novice program shall fall under the direction of the Regional Director. The Training Director shall be in charge of all trainers. Trainers will train new member drivers in the safe operation of a Quarter Midget race car. He/she will issue Novice Driver Log Books. The Novice Advancement Committee (NAC) shall consist of five (5) club members consistent with National QMA rules: Club President, Track Director, Safety Director, Tech Director, and Training Director. The NAC will move racers out of the Novice Division in compliance with National QMA rules. The Training Director will report to the Regional Director any racers moving out of the Novice Division. He/she will be responsible to ensure training cars are maintained in good working order.

4.2.10 Training Coordinator Director

In recognition of the critical importance of the functions of training a Training Coordinator Director was incorporated into the Board of Directors. The Training Director and Training Coordinator Director shall be required to work closely together as a team. The Training Coordinator Director shall be fully responsible for the scheduling of training and ensure, during the week prior to each scheduled training day, that an appropriate number of applicants have been contacted and scheduled for the coming training day. The Training Coordinator Director shall keep a list of current trainers, their contact information and training nights. This list shall include the current trainees in training and the names of families on the training list. The Training Coordinator Director shall follow up with all potential trainees to schedule them for training. He/she shall make monthly remittances of any training class funds to the Treasurer for inclusion in the Treasurer's report for the next monthly meeting. He/she shall notify the Regional Director, Secretary and President when trainees graduate from training. He/she shall report on the state of the trainees, graduates, and potential trainees at the monthly board meeting.

4.2.11 Safety Director

The Safety Director shall have the responsibility in all matters pertaining to the safety conditions of the track and any vehicles at all scheduled or non-scheduled race meets. The Safety Director shall notify the Track Director during a race of any unsafe condition(s) that may arise. The Safety Director shall be in complete charge of ensuring completion of QMA safety sheets.

4.2.12 Snack Bar Director(s)

The Snack Bar Director(s) shall have full control of all expenditures made by the snack bar and custody of all funds belonging to the club generated from the snack bar operation. The Snack Bar Director(s) shall make regular monthly reports and/or remittances to the Board of Directors with supporting records and/or receipts of such funds or profits. The financial affairs of the snack bar operation shall be subject to the approval of the Board of Directors and the Snack Bar Director(s) shall make a total annual report at a Regular Membership Meeting.

4.2.13 Trophy Director

The Trophy Director shall be responsible for all matters pertaining to the ordering, purchasing and dispensing of all Trophies and awards made by the club. The Board of Directors must first approve all orders and/or expenditures made by the Trophy Director. He/she shall have accurate records of all club track record qualifying times and fast times by class.

4.2.14 Tower Director

The Tower Director is responsible for, and fully in charge of, any and all tower operations, including but not limited to: Racing line-ups, qualifying order, qualifying timing, race scoring, track records, and all record keeping operations pertaining to race entry and results. The Tower Director is responsible for ensuring that the results of qualifying, for all classes, are duly posted as soon as possible after close of qualifying for that event. The Tower Director will keep detailed and accurate records of entry, qualifying times and results, by class, of each race event, and will ensure that such records are duly recorded in a designated place prior to the end of each racing event. In addition, the Tower Director shall be responsible for ensuring that properly signed and authenticated results sheets are sent to the appropriate contact within five (5) calendar days of each sanctioned event. The Tower Director is required to be present at all Club events, or is responsible for arranging for a substitute whenever attendance is not possible.

4.2.15 Points Director

The Points Director shall be responsible for all matters pertaining to the points awarded to each participant as a result of Club events, which are for points. The Points Director is second in charge of the Tower, and will assume the duties of the Tower Director in the event of absence or illness. As such the Points Director is required to be present at all Club events and is responsible for arranging for a substitute whenever attendance is not possible. The Points Director shall keep detailed and accurate records of racing line ups, qualifying times, and track records, as well as points awarded for each event and shall make current results and accumulated totals available to each member no later than the next scheduled event. At the end of each set or season, the Points Director shall be solely responsible for designating the award of trophies or jackets.

4.2.16 Membership Director

The Membership Director shall be responsible for all matters pertaining to Club membership. The Membership Director shall maintain a detailed and accurate file for each member or applicant member and will be responsible for ensuring that duly signed, dated and witnessed liability releases are properly recorded for each member or applicant member prior to their going on the track or entering the pit area.

4.2.17 Flagging Director

The Flagging Director is responsible for training and scheduling qualified flagging personnel at all Baylands Racing Events.

4.2.18 Historian/Webmaster

The Historian/Webmaster is responsible for developing and maintaining the Club's presence on the Internet, as well as preserving and enhancing the written record and history of the club.

4.2.19 County Liaison

In order to establish a high degree of continuity with the County, the County Liaison shall be an elected position, with every effort being made to elect the prior year Club President as the County Liaison for the current year. In all matters pertaining to relations with the County of Santa Clara, the current Club President and the current County Liaison shall officially represent the Club. No other Board Members, Officers, or Club Members are authorized to represent the Club on an official basis. The County Liaison shall be responsible for scheduling, each January, a formal meeting with the County Park Officials for the purpose of renewing our use permit agreements with the County of Santa Clara, and any other such meetings as required by the Club or County Representatives.

4.2.20 Parking Director

The Parking Director has full responsibility and authority, for carrying out those duties as necessary to ensure proper parking for all race events. The Parking Director shall establish a strategy for parking trailers, motorhomes and all vehicles etc.

5.0 OFFICERS

5.1 Officers Defined

The officers of this club shall be the Board of Directors elected to the following positions:

1. President
2. Secretary
3. Treasurer

6.0 PROPERTY AND FUNDS

6.1 Ownership

All Equipment pertaining to, donated to, purchased for the club or held by the club for 90 days, and also supplies used in connection with the club and all funds obtained from whatever source shall be the sole and exclusive property of the Club and shall be used only for the improvement of the property and service of the Club. Upon dissolution, all assets of the Club or proceeds shall be distributed to another non-profit organization.

6.2 Profits

No profits or earnings of any kind will be distributed to the members of the Club. All earnings and profits shall be used by the Club to improve, expand and extend its facilities and services.

6.3 Accounting for Funds

Any member(s) of the club assigned to collect funds or raise profits from such funds shall make monthly remittances of such funds or profits to the Treasurer with supporting records and/or receipts. These remittances shall be timely for inclusion in the Treasurer's report for the next Board of Directors meeting. Failure to meet with this requirement should be satisfactorily explained at the Board of Directors meeting or be subject to question of intent.

Any person using the Club's funds for personal use will be suspended for a period of 30 to 60 days depending upon the decision of the Board of Directors.

7.0 MEMBERSHIP

7.1 Availability

The membership of this club shall be open to anyone desiring to become a member who will assist in furthering the purpose of the club. No one need own a racecar to qualify for membership.

7.2 Type of Membership, Defined

For the purpose of bookkeeping and discussion, there shall be four types of membership.

7.2.1 Active Members, Defined

An Active Member is a family who has fully paid all membership dues, surcharges, and other such obligations as determined by the standing Board of Directors. Only Active Members in good standing may obtain liability and medical insurance coverage through our Club.

7.2.2 Alternate Handler Member, Defined

An Alternate Handler Member is a person who normally acts as an assistant handler for another adult Active Member family. Alternate Handler Member must obtain QMA cards through our club (by paying separate QMA dues). Alternate Handler Members shall have no voting privileges.

7.2.3 Lifetime Members

Lifetime Members will be added to the club membership upon approval of the Board of Directors and a two-thirds (2/3) majority of the membership. Existing Lifetime Members shall maintain their Lifetime memberships. Lifetime members will be considered as Active and paid members as long as their National QMA dues are paid, however the club is not responsible for payment of National QMA dues.

7.2.4 Associate Member

An Associate Member is a paid Active Member in good standing of another QMA club and shall have no proprietary interest in this club's assets and shall have no right to vote on any club business. Associate Members are informed of all meetings and business through monthly News-letters. QMA dues are paid through the home club. Associate members that want to receive year end awards need to become full Baylands members to be eligible, which then

requires the member to complete the necessary work party & snack bar hours.

7.3 Application of Membership

Membership may be obtained by written application to the Board of Directors subject to acceptance by the Board of Directors.

7.4 Voting Rights

Proxies will be accepted only by two-thirds (2/3) majority of the membership attending a membership meeting.

7.4.1 Transferring in members

Members transferred from another club will not have voting privileges for 1 calendar year unless unanimously approved by the club Board of Directors..

7.4.2 Members in good standing.

Only members in good standing will have voting privileges. Members in good standing that can vote are defined as Active Members.. There will be one vote per paid and active membership at any special meeting.

7.5 Quorum

Fifty (50) percent of the paid and active membership attending any membership meeting shall constitute a quorum.

7.6 Basic Annual Dues

Basic Annual Dues for an Active Member will be set annually, and are to be paid each year in order to retain a membership in good standing. All renewing Basic Membership Dues are payable on November first of each year and become delinquent if paid after December 31st. However, if you are running for a Board position for the following year you need to pay Membership Dues for that next year before accepting a nomination. The timely collections of the basic dues are essential to the Club's ability to pay following year insurance deposits.

7.7 Additional Surcharges

The Board of Directors, at their sole discretion provided quorum requirements stated elsewhere have been met, is empowered to levy additional Dues and/or Surcharges, as required, to cover following year expenses. Such expenses might include, but are not limited to, insurance premiums, construction costs, maintenance cost, permit fees, NSF fees, membership renewal late fees, etc. Surcharges so levied shall be due and payable on or before the first scheduled event of the following year, provided that at least thirty (30) days written notice to the general membership has been given. The Board of Directors may also elect to offer an installment plan for payment of surcharges, i.e. fifty (50) percent due on or before the first event and the remainder due on or before the halfway mark of the racing season.

7.8 Removal of Members

Anyone may be removed from membership in the club for cause by a majority vote of the members attending any special membership meeting. All members will be notified 5 days before the meeting.

8.0 CAPITAL

8.1 Source of Capital

The capital of this club shall be obtained entirely by donations, dues, and such earning as may be realized from operation of the club. In the event that the club should incur some unforeseen expense that can't be covered by those methods described above, and on approval by a quorum of the Board of Directors, a surcharge for that season may be temporarily levied so that each anticipated active member for that season will bear an equal share of the expense. The levy of additional surcharges is covered in Section 6.7, "Additional Surcharges."

9.0 RULES AND REGULATIONS

9.1 Rules, Regulations, and Specifications

All rules and regulations covering the conduct at races and racing personnel, and the specification which must be met before a car may qualify for quarter midget racing shall be listed in the rule booklets issued by Quarter Midgets of America and/or listed in the Baylands Racing Rules and Regulations. The Baylands Racing Rules and Regulations shall be adopted and amended by the Board of Directors at any meeting provided one month's notification has been given to the general membership for discussion before the amendment comes to a vote.

10.0 AMENDMENTS

10.1 Procedure for Amendments

These By-Laws may be amended at any meeting of the Board of Directors or by a consent actually signed by the directors provided one month's notification has been given to the membership for discussion before it comes to a vote and 50% of the elected directors must approve such an amendment.