

TVQMA CONSTITUTION AND BY-LAWS

ARTICLE I- Name and Affiliation

- 1.10 The name of this organization shall be changed from TRI-VALLEY QUARTER MIDGET RACE CLUB (TVQMRC) to TRI-VALLEY QUARTER MIDGET ASSOCIATION (TVQMA).
- 1.11 TRI-VALLEY QUARTER MIDGET ASSOCIATION (TVQMA), a non-profit corporation, shall have its principal office for transacting business at and in the City of Livermore, County of Alameda, State of California, or at any other location designated from time-to-time by the Association members.
- 1.20 TRI-VALLEY QUARTER MIDGET ASSOCIATION, hereafter called "Association," has an original charter from the national governing body of quarter midget racing, POWRI, which is on file with the respective Secretaries of both TVQMA and POWRI organizations as well as other locations as may be required.
- 1.21 This association does adopt, in total, the Racing Rules and Regulations Directory of and Code of Conduct.
- 1.30 The Association may establish any additional rules, specifications, or regulations as may be necessary or desirable to conduct Association functions.

ARTICLE II- Objects of Association

- 2.10 The purpose of this Association shall be in general to promote social, educational, and recreational activities among its members in connection with the ownership and operation of quarter midgets; to consider, study and conduct all matters of mutual benefits to its members and all activities relevant to the purpose of its formation; to enhance the relationship between the general public and the quarter midget racing community; to promote quarter midget racing as a regional and national sport; to promote safe, courteous driving habits among our community youth, and; maintain an environment that is conducive to building strong family unit values such as bilateral communication and mutual respect.
- 2.11 Further rights and powers of the association are to have and exercise all rights and powers conferred on non-profit corporations under the laws of the United States of America and the State of California, including the ability to contract, rent, buy or sell real or personal property and to do all things necessary pursuant to and in furtherance of the enumerated purposes set forth above; provided, however, that this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers, that are not in furtherance of the primary purposes of this Association.
- 2.20 STATEMENT OF NON-PROFIT ORGANIZATION. This corporation is not organized for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to members thereof and is organized solely for non-profit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or the benefit of any private shareholder or individual. Upon dissolution of this organization, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable and/or religious purposes and which has established its tax-exempt status under

Section 2370D of the revenue and Taxation Code and/or 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the County of Alameda, in which this corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE III- Membership

- 3.10 Membership may be attained by written application to the Association, who shall determine if the applicant desires to further the purposes of the organization and meets the other requirements for membership.
- 3.11 All applications for membership shall be accompanied with full payment for dues, fees, and other monies as may be required.
- 3.12 Appropriate dues, fees, and other charges shall be set before the beginning of September by the Board of Directors and approved by the General Membership. The dues, fees and other charges shall go into effect on September 1.(2017)
- 3.20 Rights of membership shall not be abridged by race, color, age, sex, or national origin. Strict nondiscrimination shall be a basic principle of this Association.
- 3.21 Membership into this Association shall not be restricted by place of residence, other than set forth by POWRI QMRL. (2019)
- 3.22 Although this corporation is not primarily a religious organization, the Association shall abet religion in general, without preference of discrimination.
- 3.30 There shall be four (4) categories of membership: 1) Active, 2) Lifetime, 3) Associate, and 4) Alternate Handler.
- 3.31 Active Membership- Upon application and acceptance as an active member, membership shall be granted to both heads of the house that shall have full duties, powers and responsibilities of membership. Rights of membership shall include the right to hold elective office in the Association, the right to serve on any of the committees of the Association, and other rights commonly reserved for Active Members. Each family shall be entitled to one vote at any General Membership meeting or any other meeting that may be held from time to time.
- 3.32 Life Membership- Any individual who has performed outstanding services on behalf of TVQMA and has been an Active Member in good standing for not less than five (5) years may be granted a life Membership by two-thirds vote at a General Membership Meeting, and such meeting must have a quorum of at least 51% of the General Membership. If this level of attendance cannot be achieved, then a mail/email vote should be considered and approved by the Board of Directors. (2012) Upon payment of annual POWRI dues by the member (2012), a Life Member shall be entitled to all rights, duties, powers and responsibilities as an Active Member but will not be required to pay annual TVQMA dues. Upon payment of annual POWRI dues, the Treasurer shall note and waive TVQMA dues of an established Life Member whose name is on file with the Secretary of this Association.
- 3.33 Associate Member- Any person who is interested in assisting the Association to achieve its stated goals and purposes may make an application for an Associate Membership. The fee for Associate membership shall be set by the Board. An Associate member will not have the right to vote or

hold elective office. Active Membership in POWRI is required. An Associate Member MAY serve on a committee of this Association as a member or Chairperson. (2012)

- 3.34 Alternate Handler- Any individual who wishes to be a handler and/or owns quarter midget cars and will be in the hot chute and/or on POWRI tracks may apply for Alternate Handler Membership. There is a fee that must be paid to POWRI. In addition, there will also be a fee paid to TVQMA, which will be determined by the Board. No drivers are permitted to appear on this membership. Alternate Handlers must be 18 years of age or older. No voting privileges are provided under the Alternate Handler Membership.
- 3.40 Rules and regulations of this corporation are contained in these By-Laws. POWRI Racing Rules and Regulations Directory is appended to and made a part of these By-Laws. Any other amendment, addition, or appendix to these By-Laws shall be in writing, on file with the Secretary, and distributed as provided in Article VIII, 8.10 of these By-Laws.
- 3.50 Members and member's drivers shall be provided with suitable certification of their membership in TVQMA.
- 3.60 Termination of Membership- The membership of a member may be terminated, suspended, and/or fined as outlined in Section 3.70 and thereafter if the member shall do or suffer to be done, any of the following:
- a) Fail or refuse to comply with the lawful requirement(s) of the Association including Code of Conduct.
 - b) Fail to pay any indebtedness owing the Association within thirty (30) days after notice by mail from the Treasurer of default in such payments.
 - c) Offer, agree, conspire, or attempt to discredit any member or the Association itself.
 - d) Fail to desist a bickering attitude.
 - e) Incite anger and/or physically strike any member, driver, or spectator. (Including member's own family)
 - f) Use of alcohol or marijuana at any of the tracks. (2018)
 - g) Use of illegal drugs or narcotics at any time.
 - h) Fail to maintain creditable conduct as a person in general action.
 - i) Misrepresent the sale of any quarter midget car or equipment to another member.
 - j) Use of profanity at any Association meeting or event.
 - k) Smoking within 250ft of the track during races or any activities where youths are present. (2017)
- 3.70 The President, or in his/her absence, the Vice President of the Association shall be authorized to subject a member to termination or suspension and/or fine. He/she shall set forth all details in writing and submit them for the record at the next Board of Directors meeting at which the member may protest to the Board if he/she desires.
- a) All protests/appeals shall be in writing, and an accurate record shall be made of all discussions and decisions.
 - b) The President or the Vice President, having subjected a member to the termination, suspension and/or fine, shall not sit as a member of the Board of Directors, while such or the appeal concerning such is being determined by the Board. The same shall apply to any other member of the Board who has caused an action to be brought against another member.

- 3.71 Nothing herein contained shall be construed as exclusively limiting acts, transactions, practices or conduct detrimental to racing; all other acts, transactions, practices, or conduct detrimental to racing are prohibited and shall be subject to such penalties, including permanent termination of membership, as the facts in the particular case may warrant.
- 3.72 Any member may ask that punitive action be taken against another member for any causes(s) set forth in Sections 3.60, 3.70, and/or 3.71 excepting that portion of section 3.60 (b) which shall be the duty of the treasurer.
- a) Member taking action against another member shall set forth all details in writing and present two copies of the same to the President, or in his/her absence the Vice President, who in turn, will deliver one copy to the member being acted against, without unnecessary delay.
 - b) The Secretary of the Board of Directors shall see that the member against whom member action is being taken is placed on the agenda of the next Board of Directors meeting for hearing and processing. All discussions shall be recorded in a suitable manner for review.
 - c) Either member shall have the rights of appeal, as identified in section 3.70.

ARTICLE IV- Finances

- 4.10 Fees and dues- Certain fees and dues are a requirement of TVQMA.
- 4.12 Annual dues shall be paid with the initial application for membership and prior to December 31 of the year for renewals.
- 4.13 Annual Insurance payments are included with annual dues and are paid to the Association Treasurer.
- 4.14 Annual POWRI Family memberships are requisite to Active membership in TVQMA and must be paid before or at the same time as TVQMA dues.
- a) Life members shall not be required to pay TVQMA dues but must pay POWRI dues to retain the rights of an Active Member.
- 4.15 Assessments for money and/or goods up to \$500 may be approved by a majority vote of the board for immediate track expenses. All other assessments must have the approval of the two-thirds vote at a General Membership meeting and such meetings must have a quorum of at least 51% of the General Membership. If this level of attendance cannot be achieved, then a mail/email vote should be considered. (2012)
- 4.20 The Treasurer shall prepare an annual proposed budget for all Association expenses and revenue. This proposed budget shall be presented to the Board of Directors and then to the general membership for approval-in-principle.
- a) This approval shall be sufficient for the expenditure of funds for normal operating expenses as outlined in the proposed budget (i.e. rent, reoccurring monthly services, repairs, trophy expenses, administrative expenses, copying, postage, etc.)
 - b) Any other expenditure of funds shall be approved by a majority vote by the Board of Directors with a quorum present.
 - c) Any incurrence of Debt must be approved, first by a majority vote by the Board of Directors and then by the General membership.

- 4.21 Any Committee of the Association that requires the dispersal of funds for the conduct of official business shall present a budget of anticipated expenses and revenue to the General membership for prior approval.
- 4.22 At the conclusion of an Association event, the Chairperson of the Committee(s) shall present to the General membership, a Statement of Actual Expenses and Revenue for approval.
- 4.23 TVQMA wall rule
Walls from the track shall not be loaned or rented except under the following provisions.
The Board of Directors shall notify by email all club members and wait three days for responses before taking a vote on wall rental.
A minimum fee of \$1000 shall be charged for all wall rentals to any group or organization.
The renting organization shall assume all liabilities for moving and returning the walls to our site.
The renting organization shall assume all liability for damage to the walls or signage on the walls.
No officer or member shall engage in any contract without following the above stipulations.
(2016)
- 4.30 A complete audit of the books with a record of the Association shall be made at least once a year; in December with the changing of the Association Officers, and at any other time upon the written demand of three (3) Active members, or upon demand by the Board of Directors.

ARTICLE V- Officers

- 5.10 The Officers of the Association shall be the President, Vice President, Secretary, Treasurer, Safety Director, Technical Director, Track Director, Training Director, Tower Director, and Publicity Director and Past President/board member at large. (2012)
- 5.11 Officers shall be elected by written confidential ballots by the majority vote of all qualified General Members.
- For the purposes of the election procedures only, there will be two categories of Board Membership: Executive board Positions consisting of the President, Vice President, Treasurer and Secretary; and other Board Positions(2014)
 - Nominations are due at the General Membership meeting in October
 - Ballots for the election of the Executive Board positions will be sent by mail/email no less than 2 weeks prior to the November General Membership meeting. (2014)
 - The election of the officers shall be held at the General Membership meeting in November. All signed ballots for the election of the Executive Board positions must be presented to the secretary by the beginning of the meeting. The secretary will tally and verify all ballots immediately. The new Executive Board of Directors will be announced as soon as the tally is complete. One vote per family and no proxy voting allowed. (2014)
 - Any nominees who are not successful in their bid for the Executive board position may, at there option enter their name in the election for one of the remaining other Board positions. Once the nominations are finalized, the election for the remaining elected board positions will take place and the secretary will tally the votes and report the results to the membership prior to the end of the meeting. One vote per family and no proxy voting allowed. (2014)
 - The term of each officer shall be for one year, January 1st through December 31st, inclusive. In the event of a vacancy caused by death, resignation, or any other cause, the position shall be filled by a vote at the next scheduled general

membership meeting. President ProTem may appoint an acting position during the interim period, if necessary to conduct Association business. (2012)

- Effective beginning 2019, both husband and wife will be able to serve on the same board of directors for the calendar year, but will only have one board vote between them (2019)

- 5.12 The California State Corporation Codes specify that certain procedures shall be followed in the conduct of the Corporation's business and each officer shall conduct the duties of his/her office in accordance with these codes.
- 5.20 **President** - The President shall be the Chief Executive Officer for the Corporation and shall manage all its affairs subject to the supervision and direction of the Association acting through Association meetings. He/She shall preside at all meetings of the Association; shall have the duty and power to enforce all Association Rules adopted pursuant to this Constitution and By-Laws; and, he/she may appoint, from time to time, such committees as he/she deems necessary or as may be authorized by the Association. The President will mediate disputes except as in 3.70.
- 5.30 **Vice President** - He/She shall be the Chief Operations Officer of the Association and shall be responsible for the management of all real assets of the association including but not limited to supervising all maintenance and construction. The Vice President will head up all work parties. He/She will preside at all meetings in the absence of the President and shall, in the event of death, resignation, removal from office, or refusal or inability to act, perform the duties of President. The Vice President shall also serve as Chairperson of the Ways and Means Committee and shall assume such duties or responsibilities as may be assigned to him/her.
- 5.40 **Secretary** - The Secretary shall be the Chief Administrative Officer of the Association and as such shall have custody and care of the official records and papers of the Association; shall keep the minutes of the meetings of the Association and the Board of Directors; shall cause all official notices to be duly given in accordance with provisions of the Constitution or as may be required by law; shall prepare and furnish as may be called for by the Association; and in general, shall perform all the duties incident to the Office of the Secretary and other such duties as may from time to time be assigned by the Association. Shall cause a record of all meetings of the Association and Board of Directors to be kept and preserved, and shall furnish a copy of the minutes of the meeting to each member as well as the Regional POWRI director (if applicable). Informational mailings shall be made not less than once monthly which will include minutes of all meetings which have occurred since the last monthly mailing as well as any other information for the general membership.
- 5.50 **Treasurer** - The Treasurer shall be the Chief Financial Officer for the Association and as such shall have charge of, and be responsible for, all funds of the Corporation; shall receive all dues, fees, fines, assessments, and other revenues paid to the Association; shall keep an accurate accounting of the receipts and disbursements of the Association; shall make payments as authorized by the Association; and, shall give such bonds, with such surety or sureties as the Association may require. All Association checks up to \$1,000 shall require the signature of the Treasurer. Association checks in excess of \$1,000 shall require the signatures of the Treasurer and the President. The Treasurer shall be responsible for billing any unpaid dues, fees, fines, assessments and other revenues due from members. A Treasurer report shall be read at each monthly General Membership meeting and an approved copy submitted to the secretary for the record. Any member may request a copy of the Treasurer report for review at the meeting. (2012)

If any POWRI member pays with a check and that check comes back to TVQMA as non-sufficient funds, there will be a \$25.00 service fee plus the non-sufficient fund amount will have to be paid to TVQMA in form of a cashier's check or cash only. And at the future events, that member will only be able to pay their fees to TVQMA in the form of cash or cashier's check. If these fees are not paid within 15 days of notice, the driver will lose race points for that day and at

the next scheduled event...that member must pay sign in fees plus non-sufficient fund fees in cash or cashier's check to be eligible to participate. (2012)

- 5.60 There shall be six (6) additional elected officers of the Association who shall assume such duties or responsibilities as may be assigned to them by the President. The areas of responsibility for each of these officers are contained in the subsections that follow.
- 5.61 **Safety Director** - Shall be the Chairperson of the Safety Committee and as such, will be responsible for ensuring the compliance to all safety rules in the condition of and the operation of quarter midget race cars and driver's equipment.
- 5.62 **Technical Director** - Shall be the Chairperson of the Technical Committee and shall be responsible for the inspection of all engines and racing equipment to ensure compliance with POWRI standards.
- 5.63 **Track Director** - Track Director- shall be the chairperson of the race committee and shall ensure the compliance of all racing rules during the conduct of all races. The Track Director may cause a number of "judges" to be assigned to assist him/her in monitoring the race program. The Track Director will also organize two training sessions for judges and scorekeepers. 1st training session will be held before the first race and the 2nd training session after the fifth race.
- 5.64 **Training Director** - Shall be the chairperson of the training committee and as such, shall be responsible for the association training program of new Novice Drivers. He/she shall also serve as the Chairperson of the Novice Committee who monitors and reviews the progress of all novice drivers for movement into stock classes. The novice committee is staffed by the President, Track Director, Safety Director, and Training Director. The Training Director will work with the Track Director to ensure all of the novice parents are trained as judges, scorekeepers, and flaggers.
- 5.65 **Tower Director** - Shall be responsible for any and all tower operations including but not limited to: racing line-ups, qualifying order, timing, racing scores, track records, and all record-keeping operations pertaining to race results. The Tower Director is responsible for ensuring that results for races are accurate and will keep these detailed records in a designated place at the end of each race day. The Tower Director is responsible for preparing and maintaining the necessary equipment, the lap counter duties and announcer duties. The Tower Director will uphold all judges' rulings in the event rulings are without contradiction and conflict to series, TVQMA, or POWRI rules, regulations and national scoring procedures. The Tower Director is also responsible for ensuring that result sheets are mailed to POWRI within five (5) working days of each Sanctioned event. The Tower Director is required to be present at all Association racing events or arranging for a knowledgeable substitute whenever attendance is not possible.
- 5.66 **Publicity Director** - Shall serve as Chairperson of the Publicity Committee and shall be responsible for all matters of publicity for Association affairs and the coordination of community relations events for the promotion of the Association.
- 5.67 **Past President/Board Member at Large** – past president shall serve as an advisor to the current president and a member of the board at large. This position is not an elected position and is for a one (1) year term. If the past president declines or is no longer a member, the position shall be voted on by the general membership. (2012)
- 5.70 At the expiration of his/her term of office, each officer, shall account for and deliver to the Association all property and papers which have come into his/her hands by reason of such office.

- 5.80 Any elected officer of the Association may be removed from office by a two-thirds at a General Membership meeting and such a meeting must have a quorum of at least 51% of the General Membership. (2012)
- 5.90 No officers or any other Association members shall be entitled to remuneration except such expenses as may first be approved by the Association.

ARTICLE VI - Executive and Other Committees

- 6.10 There shall be eleven (11) members (2012) of the Executive Committee or "Board of Directors," which shall be comprised of the elected officers of the Association. The President shall serve as the Chairman of the Board or in his/her absence, the Vice President.
- 6.20 The duties and powers of the Board shall be;
- a) The Board of Directors shall cooperate, consult, and advise the President on the affairs and business of the Association in the intervals between meetings.
 - b) The Board of Directors shall have the power to try charges of violation(s) brought as set forth in Article III, and to impart penalties.
 - c) The Board of Directors shall have such further duties and powers as may from time to time be assigned to it by the Association.
- 6.30 Meeting of the Board of Directors:
- a) The Board of Directors shall meet monthly at the General Membership Meeting.
 - b) Special meetings may be called by the President on five (5) days notice of the date, time, place, and purpose thereof, or shall be called by the President, on like notice, on the written request by any two members of the Board of Directors.
- 6.40 The Board of Directors may act by an instrument in writing or counterparts of an instrument, signed by all members of the Board on any matter declared to be an "Emergency".
- 6.50 There shall be such committees appointed as is deemed appropriate by the President. Additionally, there shall be a number of Standing Committees as appointed by the elected Chairperson of the committee. The following are the Standing Committees of the operation:
- a) Safety Committee
 - b) Technical Committee
 - c) Race Committee
 - d) Novice Training Committee
 - e) Publicity Committee
 - f) Ways and Means Committee
 - g) Facility and Improvement Committee
 - h) Concessions and Procurement Committee
 - i) Trophy Committee
- 6.51 There shall be a report made at the General Membership Meeting, monthly, by the Chairperson, or a person designated by the Chairperson, on the activities of each Standing Committee since the last report at the last meeting.

- 6.52 The service of the Board of Directors or any individual director of the Association shall be gratuitous.

ARTICLE VII - Association Meetings

- 7.10 There shall be a regular General Membership Meeting held monthly, on the second Wednesday of each month, or as may be otherwise directed by the Association.
- 7.20 Annual meeting shall be held in November of each year for the purpose of electing officers for the upcoming year.
- 7.30 Special meetings may be called by the President or shall be called by the President upon demand in writing, signed by not less than five (5) members, stating the object of the proposed meeting.
- 7.40 Written notice of the time and place of holding any meeting shall be given to each member at least five (5) days prior to the date fixed. In the case of Special Meetings, the notice shall also state the purpose thereof.
- 7.41 Telephonic or email notice may be substituted for written notice at any time the urgency of the meeting required immediate action. (2012)
- 7.42 Written notice is assumed upon delivery of said notice to the care, custody, and control of the United States Postal Service at least two (2) days prior to the date of the required notice. In other words, the written notice must be mailed at least seven (7) days prior to the date of the meeting. Email is considered sent by the time and date stamp and cannot be greater than 5 and less than 2 days from the date of the meeting. (2012)
- 7.50 There shall be at least five (5) voting members of the Board of Directors present at any meeting to constitute a quorum. A quorum of General Members is not required at any meeting except as in 3.32, 4.15, and 5.80. (2012)
- 7.60 Meetings shall be governed in all matter of form and procedure by Roberts Rules or Order unless rules are otherwise set forth by revision of these by-laws.
- 7.61 The President shall establish a pattern for the order of business and thereafter the Secretary shall prepare an agenda for each meeting.
- 7.62 Additional Board Duties - The BOD shall establish the official annual event calendar each year in February or as soon thereafter as possible due to the setting of the regional schedule. The schedule shall recognize two evenings of each week or 4 hours on the weekend (to be determined by the board of directors) as training days. (2012) The schedule shall include race days and rain days and include tentative dates for work party days, promotional events (swap meet and new membership activities), Educational (Tech Day/Judging Seminar). All other events or activities that are not included in the official schedule will require a written proposal from the proponent to the BOD at which time the BOD will meet to discuss the merits of the proposed activity and vote on the proposal. All other times the track will be open to all current members in good standing for open practice.
- 7.80 Proxy voting shall NOT be allowed.

ARTICLE VIII- Amendments

- 8.10 All By-Law amendments and Rule change proposals must be submitted in writing to either the secretary or head of the bylaw committee (if formed) by the January meeting. The proposed By-Law amendments shall be signed by at least three (3) Active members, in good standing, as endorsing for the presentation of a vote of the General Membership. Amendments and Rule Change proposals will be distributed to the general membership no later than 2 weeks before the February meeting. The amendments and Rule Change Proposals will be voted on during the February meeting and go into effect (Pending POWRI approval) by the first Club Race. (2012)
- 8.11 A two-thirds majority vote of the members present, at the meeting following the written presentation, shall be necessary to adopt a By-Law amendment. Rule Change Proposals require a 51% majority of members to be present to pass. (2012)
- 8.12 Prior to the enactment of any amendment, it must be printed, copies distributed to each member, and appended to this Constitution and By-Laws.

ARTICLE IX- Certificate of Secretary

- 9.10 I, the undersigned, do hereby certify that I am the duly elected, qualified and acting Secretary to the Tri-Valley Quarter Midget Racing Association and that the foregoing Constitution and By-Laws, consisting of nine (9) pages, constitute the amended By-Laws of said Association as duly adopted at the meeting of the Association Officials duly held on the 11th day of March, 2020 and constitute the By-Laws as amended to the date of this certification.

IN WITNESS THEREOF, I have subscribed my name on this 10th of March, 2021.

Ashley Haik

Ashley Haik, Secretary
Tri-Valley Quarter Midget Association