

WORLD KARTING ASSOCIATION

CODE OF REGULATIONS

As Approved 04.12.08 & Updated 06.28.08

ARTICLE I - NAME AND INSIGNIA

SECTION I: Name: The name of the organization is "World Karting Association".

SECTION II: Insignia: The insignia shall be per Exhibit A attached.

ARTICLE II - ORGANIZATION

A non-profit organization incorporated under the laws of the State of Ohio with authority to conduct affairs in the state of North Carolina.

ARTICLE III - PURPOSE

SECTION I: To enhance, promote and cultivate the safety, pleasure, recreation, enjoyment and fellowship derived by members of the Association from the ownership or operation of racing karts and other vehicles meeting the formula requirements of the Association.

SECTION II: To sponsor or sanction racing events and other activities involving competitive operation and performance of racing karts, and in connection therewith, to promulgate standards and classifications of various types of racing karts, and rules and regulations relating thereto.

SECTION III: To promulgate general safety standards and regulations with respect the design, construction and operation of racing karts and tracks at which racing karts are operated.

SECTION IV: To provide communication and information to members of the Association to further the sport of karting.

SECTION V: To do anything incidental to and consistent with any of the foregoing.

SECTION VI: No part of the net earnings of the Association may inure to the benefit of any person having a personal and private interest in the activities of the Association.

ARTICLE IV - OFFICE

SECTION I: National Headquarters: The principal office for the transaction of the business of the Association is hereby fixed and located at 6051 Victory Lane, Concord, North Carolina 28027, or at such other place as may be designated by the Board of Trustees.

ARTICLE V - MEMBERSHIP

SECTION I: Classification: There shall be three classifications of membership in this Association: Master, Associate and Track.

SECTION II: Master Members (voting members): Master membership shall be limited to members who (a) pay master membership dues in accordance with Article IX, Section I, of these Code of Regulations and do not come within the classification of membership provided in Section VI of this Article.

SECTION III: Associate Members (non-voting members): Associate membership shall be limited to those members of the immediate family of a Master Member in good standing and may join at a reduced fee in accordance with Article IX, Section II. These members will have full competitive privileges but do not receive separate publications or mailings as sent to a Master Member.

SECTION IV: Track Members (non-voting members): Track membership shall be limited to any individual, firm, corporation, association or other entity interested in the aims and purposes of this Association who owns, leases, manages, or operates a kart track or other form of motor sport facility which meets the minimum standards of safety and such other requirements as may have been established by the Board of Trustees for such tracks or motor sport facilities. The membership certificate shall be issued in the name under which the track, promoter, club or motor sport facility is commonly known. Annual dues shall be in accordance with Article IX, Section III.

SECTION V: Maintenance of membership: Failure to abide by the Code of Regulations or failure to maintain membership in good standing shall result in the forfeiture of membership. A member is considered to be in good standing unless (1) his/her membership dues are not paid up to date, (2) he/she is more than two weeks in arrears in any assessment or fees, (3) he/she is under suspension, (4) he/she is operating a business or club in direct competition with the WKA, and (5) the WKA Board of Trustees has determined by a majority vote that such member is not in good standing as a result of such member's acts or omissions.

SECTION VI: Suspension and Termination of Members: The President of the Association or, in his absence, his authorized representative has the right to temporarily suspend any member for due cause without prior notice to the member pending a formal hearing before the Board of Trustees. Notice in writing of such suspension and the reason for such action shall be delivered to the suspended member within ten (10) days of the decision for such suspension. Said member shall have the opportunity to be heard before the Board of Trustees or their appointed committee if the member gives written notice of his desire for such hearing to the President or Secretary of the Association within thirty (30) days of the date of said Presidential suspension notice. The decision of the Board of Trustees shall become final.

The Board of Trustees may suspend any member for due cause without prior notice to the member. However, the member shall be notified within ten (10) days of the date of this decision by the Board of Trustees', or its designated committee's action, and shall have thirty (30) days to appeal said action to the Board of Trustees or its designated appeal committee. The decision of the Board of Trustees shall become final upon the expiration of such 30 day period, if reconsideration is not requested during such period, and shall become final upon reconsideration if such action is requested.

SECTION VII: Resignation: A member may resign by a letter addressed to the Board of Trustees at the offices of the organization and his resignation shall be effective upon receipt thereof.

SECTION VIII: Membership Privileges: Any Master, Associate or Track member shall be privileged to attend meetings except those meetings declared closed by the Board of Trustees and to participate in any and all events sponsored by the Association, provided however, should any member having business to bring before the Board, such member must notify the President or Secretary in writing, at least two (2) weeks prior to such Board meeting.

SECTION IX: Transfer of Membership: Membership in W.K.A. is not transferable or assignable.

ARTICLE VI - MEETING OF MEMBERS

SECTION I: Place and Time: Meetings of the members of the Association may be held within or without the State of North Carolina at such times and places as are stated in the call of the meeting.

SECTION II: Annual Meetings: The annual meeting of the members of the Association shall be held each year on a date and at a time and place specified in the notice of meeting published by the Association.

SECTION III: Regular Meetings [*section removed*]

SECTION IV: Special Meetings: Special meetings of the membership may be called by either: (1) the President; (2) Chairman of the Board; (3) the Board of Trustees by action at a meeting, or a majority of the Trustees acting without a meeting; or (4) by at least 50 percent (50%) of the voting members.

SECTION V: Notice of Meetings: Written notice stating the time, place and purpose of the meeting shall be delivered to each voting member entitled to notice personally or by mail, not less than 15 days nor more than 60 days prior to said meeting. Such notice shall be given by or at the direction of the person or persons calling the meeting and if mailed, such notice shall be addressed to the member at his address as it appears in the records of the Association. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

ARTICLE VII - TRUSTEES

SECTION I: Except where the law, the Articles of Incorporation or the Code of Regulations require that action be otherwise authorized or taken, all of the authority of the Association shall be exercised by or under the direction of the Board of Trustees.

SECTION II: Number, Tenure and Qualifications: For the purpose of electing members to the Board of Trustees, the total WKA membership shall be divided into ten (10) geographic divisions. The boundaries of these divisions shall be existing adjacent state or provincial lines and shall be defined by the Board of Trustees.

Only active Master Members who (a) have attained the age of eighteen years (18), (b) have been in good standing for at least sixty (60) days preceding the mailing date of the Request for Nominations forms, and (c) reside in the district that they will represent shall be eligible to be a Trustee. To avoid a potential conflict of interest, WKA employees are not eligible to be Trustees. Requests for nomination of members to the Board of Trustees will be mailed to all active members in good standing. Members of the Board of Trustees shall be elected from each division by popular vote for the three (3) individuals receiving the most nominations. The candidates shall each select a 2-cycle and 4-cycle Representative

to run on the ticket with them. These representatives must meet the same qualifications as the Trustee candidates. Voting may be accomplished in person at a duly called meeting, by mail, or by written ballot. Ballots with all duly nominated candidates listed will be sent to voting members for each division with appropriate instructions as to total number of candidates to vote for and deadline for return of ballot to the WKA. The ballot becomes the absent member's proxy vote and will be opened and counted by an independent certified accounting agency. The voting member must sign the ballot to be eligible and the signature must be validated to guarantee only one vote per member. Each Trustee shall hold office until the annual meeting coincident with the expiration of his term and his successor is elected or until his earlier resignation, removal from office or death. No incumbent Trustee, whose second consecutive three year term is expiring, shall be eligible for reelection. Trustees may only be removed from the office of Trustee by a majority vote of the Board of Trustees.

SECTION III: Regular Meetings: Regular meetings of the Board of Trustees shall be held at such appointed times and places as authorized by the President, Chairman of the Board and/or Board of Trustees in accordance with the terms and conditions of the Code of Regulations. All meetings shall be conducted in a professional, orderly, and businesslike manner. The Board of Trustees will meet in person a minimum of three (3) times a year.

SECTION IV: Special Meetings: Special meetings of the Board of Trustees may be called at the request of the President or any five (5) Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of North Carolina, as the place for holding any special meetings of the Board called by them. Notice of any special meeting of the Board of Trustees shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail, facsimile, or e-mail to each Trustee at his address as shown on the records of W.K.A.

SECTION V: Quorum: Six (6) Trustees shall constitute a quorum for a meeting of the Trustees, but a majority of the Trustees in office constitutes a quorum for filling a vacancy in the Board. The act of a majority of the Trustees present at a meeting at which a quorum is present is an act of the Board.

SECTION VI: The issue and vote of each Trustee, "yes," "no" or "abstain" shall be recorded in the meeting minutes and published in the WKA magazine. Motions must receive a majority vote to pass.

SECTION VII: Vacancies: Any vacancies occurring in the Board of Trustees shall be filled by the Board of Trustees with a member of good standing who meets the qualifications stated in Article VII, Section II.

SECTION VIII: Waiver of Notice: Notice of the time and place of any meeting of Trustees may be waived in writing, either before or after the holding of the meeting, by any Trustee, which writing shall be filed with or entered upon the records of the Association. The attendance of any Trustee at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

SECTION IX: Trustees unable to attend a meeting may give their proxy to their District 2-cycle or 4-cycle Representative.

ARTICLE VIII - OFFICERS

SECTION I: The officers of the Association shall consist of the President, Vice President, Secretary, Treasurer and, if deemed necessary by the Trustees, a Chairman of the Board. If deemed necessary by the President or Board of Trustees, one or more Vice Presidents or any other officers or assistant

officers may be appointed. The Chairman of the Board must be a current Trustee or have served in that capacity within the immediate past three years when elected. None of the other officers needs to be a Trustee. Any two or more offices may be held by the same person, provided that the duties thereof can be consistently performed by one person and provided further that no officer shall act in more than one capacity if the act of two officers is required for any purpose.

SECTION II: Duties of Officers:

All officers report directly to and are accountable to the board of Trustees.

A. President: It shall be the duty of the President of the Association and the Executive Committee to manage the Association and to follow these regulations and any rules and procedures as outlined by the Board of Trustees.

B. Vice President: The Vice President(s) shall act at the direction of the Board of Trustees and shall take the President's place should he become incapacitated or removed from office.

C. Secretary: The Secretary shall act at the direction of the Board of Trustees as the recording officer of the Board of Trustees. Said recording duties may be delegated to a third party under the supervision of the Secretary. The Secretary may also be assigned additional duties by the Board of Trustees.

D. Treasurer: The Treasurer shall act at the direction of the Board of Trustees and shall be responsible for reviewing and overseeing the financial records of the organization and presenting the Association's financial reports to the Board of Trustees. The Treasurer may also be assigned additional duties by the Board of Trustees.

E. Chairman of the Board: The Chairman of the Board's duties shall be to oversee the operation of the Board of Trustees and the running of the organization.

F. Executive Committee: The Executive Committee shall be made up of the WKA officers and others as appointed by the Chairman of the Board or President. Its power and authority are limited to that delegated to it by the Board of Trustees.

SECTION III: The Officers' terms of office shall be for a period of three (3) years. Said appointment for a 3-year term shall take place at the conclusion of the Officers' existing terms. The Officers shall hold office until their successors are appointed or until their earlier death, resignation, or removal by the Trustees. Should the President be removed from office by the Trustees, resign, or die prior to the completion of his term, the Vice President shall take the President's place until such time as the Board of Trustees can appoint a successor to fulfill the remaining term. If there are two or more vice presidents, the trustees shall select one to act as president until a permanent replacement can be selected. Should any other officer be removed from office by the Trustees, resign, or die prior to the completion of his or her term, the office will remain vacant until the Board of Trustees can appoint a successor to fulfill the Officer's remaining term.

SECTION V: Appointment of Officers: The Chairman of the Board (if deemed necessary by the Trustees) is nominated and appointed by a majority vote of the Board of Trustees. Other officers of the Association shall be nominated by the President or members of the Board of Trustees and appointed by a majority vote of the Board of Trustees. The President shall also appoint one or more Trustees to

oversee the operation of each racing division of the organization whose duties shall be to report to the President and the Board of Trustees regarding the operation of said division.

SECTION VI: Removal of Officers from Office: The Board of Trustees may at a regular or special meeting remove any officer from his position by a vote of no less than six (6) Trustees. Failure to obtain a vote of six (6) or more Trustees shall cause the motion to fail and the officer shall continue his duties.

ARTICLE IX - DUES AND ASSESSMENTS:

SECTION I: Master Members: The annual dues for each Master Member shall be determined by the Board of Trustees.

SECTION II: Associate Members: The annual dues for each additional member of a Master Member shall be determined by the Board of Trustees.

SECTION III: Track Members: The annual dues for Track members shall be determined by the Board of Trustees.

A. The Board of Trustees may authorize the issuance of Family memberships and shall determine the cost of any licenses required to compete in the individual racing divisions.

SECTION IV: Sanction Fee: The Association shall require of any Track Member the payment of sanction fees. Said sanction fees shall be determined by the Board of Trustees and shall be reasonable and proportionate to the benefits afforded such member by reason of being granted the privilege to conduct events under the Association sanction.

SECTION V: Right of Trustees to Change Dues: The Board of Trustees shall have the power to change and/or fix from time to time by resolution, the amount of the dues levied upon any class of membership.

SECTION VI: Payment of Dues: All annual dues must be paid in full when the application is filed for membership.

SECTION VII: Failure to Pay Dues: No Master, Associate or Track Member shall be issued a national membership card for any year unless and until their dues have been paid in full, or in the case of an Associate Member, the person whose membership entitled that Associate Member to membership has paid his or her current membership dues; nor shall he or she be privileged to exercise any of the rights and privileges of his or her class of membership unless and until said dues have been paid in full. No member whose dues have not been paid in full shall be privileged to vote at any annual or special meeting of the members, nor cast a vote for the election of Trustees.

ARTICLE X - COMMITTEES

The President/Board of Trustees may create a committee or committees which shall have only such authority as delegated to it or them by the President/Board of Trustees. Each such committee shall include at least one Trustee and may include members of the Association who are not Trustees. Each such committee shall serve at the pleasure of the President/Board of Trustees, shall act only in the intervals between meetings, and shall be subject to the control and direction of the President/Board of

Trustees. An act or authorization of an act by any such committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the President/Board of Trustees.

ARTICLE XI - AMENDMENTS TO ARTICLES OR REGULATIONS

The Articles of Incorporation and the Code of Regulations will be reviewed annually by the Board of Trustees or a Board committee established for that purpose. Proposals to change or amend the Articles and Regulations must be approved by a majority of the Trustees. The WKA voting members, at a meeting called for such purpose, may adopt the changes and amendments by the affirmative vote of the majority of the members voting on such action either in person or voting by mail.

ARTICLE XII - ETHICS

SECTION I: Conflict of Interest: A conflict of interest exists where a WKA Trustee, Officer, employee, contractor, or volunteer has a personal interest sufficient to appear to influence the objective exercise of her or her official duties. These potential conflicts may include but not be limited to financial conflict, loyalty to multiple organizations, or conflicting roles and relationships within the organization. All Trustees, Officers, employees, contractors and volunteers are expected to disclose all potential conflicts of interest and, when significant, must abstain from decisions where such conflicts exist.

SECTION II: Business Ethics: All Trustees, Officers, employees, contractors, vendors and suppliers must agree to follow the WKA_s Statement of Business Ethics.