



**American Motorcyclist Association
District 16 Council**



AMA DISTRICT 16 COUNCIL, INC.
Non-Stock/Non-Profit
Restated Articles of Incorporation
November 12, 2022

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, **WITHOUT STOCK AND NOT FOR PROFIT**, supersede and take the place of the existing articles of incorporation and amendments there to:

Article I NAME

The name of the corporation is AMA District 16 Council, Inc.

Article II EXISTENCE

The period of existence shall be perpetual.

Article III PURPOSES

The purposes of this corporation shall be to act as the governing body of the American Motorcyclist Association, District 16; to engage in, carry on, promote and coordinate motorcycling activities, projects, and events which shall enhance the sport of motorcycling; to conduct all motorcycle activities in a manner consistent with the established policies of the AMA; to assist other groups and individuals in the sport of motorcycling by furnishing information and advice; to seek improved public relations and publicity for the sport of motorcycling; to assist member clubs in dealing with their problems; to acquire, hold, and dispose of any and all property incident to and necessary for the accomplishment of the above purposes; and to have all the powers granted to nonprofit corporation under the general laws of the state of Wisconsin

Article IV LOCATION

The principal officer will be noted as the District 16 treasurer, located in Stoughton, Wisconsin and the address of such: **c/o Chris DaRonco**
 W276 N1757 Spring Creek Drive
 Pewaukee, WI 53072

Article V AGENT

Name of the registered agent will be noted as the District 16 treasurer: Chris DaRonco

Article VI AGENT ADDRESS

Address of the registered agent will be noted as the District 16 treasure: W276 N1757 Spring Creek Drive, Pewaukee, WI 53072

Article VII METHOD OF AMENDMENT

These Articles may be amended in the manner authorized by law at the time of the amendment.



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Article VIII NUMBER OF DIRECTORS

The number of directors shall be fixed by Bylaws but shall not be less than three.

Article IX BOARD OF DIRECTORS

The names and addresses of the current Board of Directors are:

Danny Vrana	PO Box 31	Oakfield	WI	53065
Joe Stoppeworth	W5632 Old Pioneer Road	Fond du Lac	WI	54935
Miranda Amerling	9615 Highland Drive	Kewaskum	WI	53040
Chris DaRonco	W276 N1757 Spring Creek Drive	Pewaukee	WI	53072

Article X MEMBERSHIP

Membership provisions will be set forth in the Bylaws.

Article XI INTENTION TO REMAIN NONPROFIT

This corporation is a nonprofit organization. No part of the assets of this corporation shall inure to the benefit of, or be distributed to any members, member club or promoter, officer or director, or to any other private individual. Reimbursement of reasonable expenditures shall not be considered a distribution of assets. In the event of the dissolution of this corporation, all assets of the corporation shall be distributed to the American Motorcycle Heritage Foundation.



American Motorcyclist Association
District 16 Council



AMA DISTRICT 16 COUNCIL, INC.
Non-Stock/Non-Profit
By-Laws
November 2022

The following By-laws of AMA District 16 Council, Inc., (hereafter referred to as the Council) having been duly adopted and ratified pursuant to the authority and provisions of the Articles of Incorporation and By-laws in force and effect on this date, do hereby supersede and take place of any existing bylaws and amendments as of midnight on this date:

ARTICLE I ANNUAL MEETING

The annual membership meeting of the council shall be held in the month of November. The time and place of the annual meeting shall be publicized at least one month in advance.

ARTICLE II MEMBERSHIP

Membership in the corporation shall be open to any American Motorcyclist Association (hereafter referred to as the AMA) chartered club or chartered promoter within the boundaries of AMA District 16. Application for membership shall be made with the designated form and submitted with payment to the District Secretary. Applications must be received at, or prior to the District 16 Annual Meeting to obtain points paying events for the coming season. Membership does not guarantee the awarding of District 16 points at an event.

New Clubs/Promoters, or those whose District 16 membership has lapsed or changed their charter number for more than two years, shall meet with the appropriate AMA District 16 Director. This meeting may require visiting the proposed event site(s). The Director will provide a report that is to be included with the application form and payment. The application with a \$300 deposit with charter submitted for membership is then approved by the majority of the members of the body of the District, at the annual meeting or AMA District 16 Board of Directors can approve with a 2/3 vote.

AMA chartered clubs and promoters with events from outside the District boundaries may join AMA District 16 as Associate Members. An affirmative vote by the Board of Directors will allow these Associate members to host District 16 points paying events. Associate memberships will NOT have voting rights, nor will their members be eligible for position on the Board of Directors. Annual membership fees shall be due and payable at the annual meeting. All member clubs and promoters must accept and agree to be governed by all rules and decisions made and duly publicized by the corporation as provided in the Articles of Incorporation and these By-laws.

Section A Representation and Voting Rights

The individual member clubs and promoters must choose, in their own manner, two representatives to the council and may choose first and second alternates to serve in the absence of the two regular representatives. Promoters must choose, in their own manner, one representative to the council and may choose an alternate to serve in their absence. An individual can only represent one club or promoter. All representatives and alternates must be accredited in



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writing to the Council Secretary by other club officers or chartered promoters' officials. Should a club or promoter desire to change their representatives, it must so notify the Council Secretary in writing at least 48 hours prior to the meeting at which they desire the change to be effective.

Nominations and voting rights will only be done by clubs/promoters within their respective discipline. Only members who have held events in the previous year and have successfully completed the probationary period may vote within their disciplines for events scheduled for the following year. The Board of Directors also may vote on nominations and voting issues within all disciplines.

A member club or promoter representative subsequently elected to the Board of Directors of the Council must resign his/her representative position.

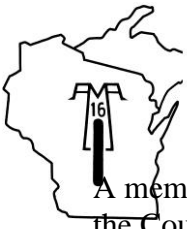
Accredited representative of member clubs or promoters, and no one else except members of the Board of Directors shall have the following rights and duties:

1. To propose resolutions, legislation, etc., for action by the Council.
2. To make nominations for elective office.
3. To vote on Council business at membership meetings.
 - a. Club and promoter representative is limited to two votes. Unique representatives are required

Section B Duties of Club and Promoter Representatives

1. To ensure that the results of his/her club's or promoter's events are delivered to the correct Director/pointskeeper and representative club referee within one week of each event.
2. To ensure that results of his/her club's or promoter's events are submitted to the AMA.
3. To maintain an atmosphere of fellowship and good sportsmanship at all events.
4. To maintain communications between the Council and his/her club and promoter.
5. To ensure all riders participating in District 16 competitive events must be registered with District 16 required by the following:
 - a) All participants must be a member of the AMA. Participants living within the District 16 boundaries must possess or purchase a current District 16 registration card for all competitive events. Verification is the responsibility of the hosting club/promoter.
 - b) Clubs and promoters holding competitive events shown on the AMA District 16 schedule, points and non-points paying, not verifying and selling District 16 Registration cards will be considered in violation of this rule.
 - 1) Clubs / promoters accepting seven or more event riders without District 16 cards will pay a \$100 fee for each event/day. An additional \$10 per rider will be charged for the eighth such rider entry, and each additional rule violation entry at this event. Excessive violation of this rule may also place future event scheduling in jeopardy, as determined by the District 16 Board.

Section C Suspension



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A member club or promoter and therefore its accredited representatives to the Council may have its membership in the Council temporarily suspended or permanently revoked for any of the following reasons:

1. Nonpayment of annual membership fees when due.
2. All member clubs or promoters must first be chartered by the American Motorcyclist Association. Any suspension, revocation or expiration of their AMA charter will concurrently result in the same action being taken on their Council membership.

ARTICLE III BOARD OF DIRECTORS

The Board of directors of this corporation shall consist of the officers of the Council, as defined in Article IV of these Bylaws, and the AMA District 16 Congressmen duly elected and accredited by the American Motorcyclist Association.

ARTICLE IV OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary, Treasurer, District Legislative Officer, District 16 AMA Commission Members, Registrar, and a Director for the different types of events currently being promoted by the Council.

Section A District 16 AMA Commission Members

AMA Commission Members are selected and appointed to serve the AMA, by the AMA. AMA Commission Members may be appointed to the Board of Directors by the District 16 Board of Directors with up to four commission members. Two of those members may be members of the general body of District 16. Two of those members must be current Board of director members. All Committee members must possess a current District 16 registration card and current AMA membership card and meet AMA approval.

AMA Commission Members are selected and appointed to serve the AMA, by the AMA. The District 16 Board of Directors may appoint AMA Commission members from the general body of District 16 to join the Board of Directors. No more than two Commission Members shall be appointed to the Board of Directors through the provisions of this Section.

Section B Elections

Elections shall be held at the annual membership meeting.

Section C Nominations

In order, for an individual to be eligible for nomination and election to a council office, he/she must be a member in good standing of the American Motorcyclist Association. An individual must have a current District 16 registration card and be a participant in District 16 activities and be present or be represented at the annual meeting of the Council.

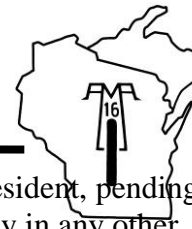
Section D Terms of Office

The term of any elective or appointed office shall run from annual membership meeting to the next annual membership meeting.

Section E Vacancies



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A vacancy in the office of President shall be filled temporarily by the Vice President, pending a special election by the Board of Directors to fill the unexpired term. A vacancy in any other office shall be filled by appointment of the President, subject to the ratification by the Board of Directors.

Section F Expectations of Board Members

1. Be in good standing with the AMA.
2. Be registered with District 16.
3. Be a resident of the District 16 geographical area or belong to a District 16 club/promoter that promotes amateur events.
4. Must attend at a minimum 7 District 16 chartered events or a District 16 chartered club meeting, 50% of the events cannot come from your own track.
5. Attend Board meetings
6. Support all District 16 riders and tracks with mindset to grow the District.
7. Enforce rule of participants having District 16 registration if required. Maintain the standard rule that only registered participants may obtain District 16 points, and that no retroactive points should be awarded before the date of a rider's registration. Enforce rule of participants having District 16 registration if required. Ensure that only registered participants obtain District 16 points, and that no retroactive points shall be award before the date of a rider's registration.

Section G President's Duties

The President shall be the chief executive officer of the Council and shall have general supervision and control of its affairs and business. In addition, the President's duties shall include:

1. To preside at the annual membership meeting, Board of Directors meetings and other meetings.
2. To appoint individuals to fill vacancies in offices, committees or other positions, subject to the ratification of the Board of Directors.
3. To cast the deciding vote in case of a tie in a vote of the membership or Council.
4. Oversee banquet and volunteer as needed.
5. Be the key person handling any conflict that arises in the District. Handle any conflict that arises in the district which has not been satisfactorily resolved by the Directors.
6. Provide a recap at the end of the year at annual meeting.
7. Present District 16 Special Awards
8. Public relations at events
9. Review Bylaws on odd years with committee. Submitted for Board approval

Section H Vice President's Duties

The Vice President shall act as the chief executive officer of the Council in the absence of the President and shall have the same duties as the President when acting as such. The Vice President shall also:

1. Audit the financial records once a year in March.
2. Be responsible for approving promotional contingencies along with President.
3. Approve annual awards for accuracy within two weeks of final events.



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Section I Secretary's Duties

The duties of the Secretary shall be:

1. To keep records and documents belonging to the Council, other than those required to be kept by the Treasurer.
2. To keep minutes of annual membership meetings, Board of Directors meetings, and other meetings and email to directors, clubs and promoters within a timely manner.
3. To maintain a current list of member clubs and promoters, Directors, Officers and
 - a. Registered District Riders, and to supply same as needed or upon request under the
 - b. direction of the Board of Directors.
4. To supervise any person (s) who may be appointed by the Board of Directors to assist the Secretary in the fulfillment of his/her duties, such as rider registration.
5. To publish notice of all scheduled meetings at least thirty (30) days in advance of the meeting, and to notify those who should attend other meetings. Also publish an agenda of all scheduled meetings at least (30) days prior to each meeting.
6. Submit RDO report in February for previous year to AMA.
7. Take roll call at annual meeting.

Section J Treasurer's Duties

The duties of the Treasurer shall be:

1. To receive funds, issue receipts, and make disbursements authorized by the Board of Directors.
2. To keep accurate records of all funds received and all funds dispersed, and to provide an accounting of same at the annual membership meeting and to the Board of Directors upon request.
3. To file tax information and other forms as required by the Internal Revenue Service and the State of Wisconsin.

Section K District Legislative Officer's Duties

The duties of the District Legislative Officer shall be:

1. To act as the liaison between the American Motorcyclist Association's Government Relations Department and the Council, the member clubs' and promoters' and Legislative Officers.
2. To inform and advise the council and its members of proposed, pending and existing legislation which affects motorcyclists in the District.
3. To lobby at the state and local level for the interests of the council and its riders, and to encourage the District members and riders to do the same.
4. Educate and mentor clubs and promoters at annual meeting.

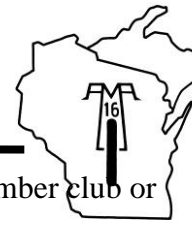
Section L Director

The duties of each Director shall be:

1. To arbitrate any disputes pertaining to District 16 events in his/her classification, and to interpret the competition rules whenever questions arise.
2. To keep rider point standings for all point giving events of the type he/she administers.



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3. To supply current rider point standings to the officers and each member club or promoter upon request to include banquet orders.
4. Be the point person for individual disciplines to provide training as needed to clubs prior to events and to support and assist them with their events.
5. Be responsible for submitting supplementary rules for review by the Board.
6. Collect charters and proposed dates for upcoming events from clubs and promoters at annual meeting in November for approval by the Board.
7. Points need to be posted on District 16 website within 14 days after receiving from event.
8. Be present at the annual meeting/banquet to hand out awards.
9. Disburse awards at the annual meeting and coordinate awards to those who do not receive theirs at that time.

Supply final point standings to the president, publications, and banquet coordinator within one week after the last points event of the season.

Section M Pointskeeper Duties

The duties of each Pointskeeper shall be:

1. To keep rider point standings for all point giving events of the type he/she administers.
2. To supply current rider point standings to the officers and each member club or promoter upon request
3. Points need to be posted on District 16 website within 14 days after receiving from event.
4. Supply final point standings to the president, publications, and banquet coordinator within one week after the last points event of the season.

The Board of Directors may choose to combine the function of Director/Pointskeeper for some type of events, where the Director/Pointskeeper is qualified and able to adequately perform the functions of more than one such position. A Director/Pointskeeper shall retain only one seat and one vote on the Board of Directors regardless of the number of different type of disciplines he/she may represent.

Section N Registrar

The duties of the registrar shall be:

1. Process and complete registrations for members
2. This position is a voting member of the board of directors.

Section O Appointed AMA Commission Members Duties

The duties of each Commission Member shall be:

1. Provide a report within thirty (30) days of any AMA meetings.
2. Solicit rule change proposals.

ARTICLE V MEETINGS AND QUORUMS

Section A Membership meetings and Quorums



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A meeting of the membership, other than the annual membership meeting may only be called by a $\frac{3}{4}$ affirmative vote of the Board of Directors. In order to constitute a quorum at membership meetings, representatives from a majority (51%) of the member clubs and promoters must be present.

Section B Board Meetings and Quorums

A meeting of the Board of Directors may be called by the President or by consensus of a majority of the Directors. A quorum at meetings of the Board of Directors shall be $\frac{2}{3}$ of the Directors. Business of the Board of Directors may be conducted by mail provided that thirty (30) days are allowed to receive replies or **conducted by electronic mail provided that 14 days are allowed to receive replies.**

Meetings can occur via phone or virtual video conferencing provided that notice of the meeting is given within seven days of the meeting.

ARTICLE VI PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised Edition shall apply on all questions of procedures not specified in these Bylaws.

ARTICLE VII METHOD OF AMENDMENT

These Bylaws may be amended, at any time, by a $\frac{3}{4}$ affirmative vote of the Board of Directors; or, at the annual membership meeting, by a $\frac{3}{4}$ affirmative vote of the member clubs and promoters, present and eligible to vote, as provided for in Article II of these Bylaws; provided that notice of the proposed change(s) have been made in writing to each member of the Board of Directors and each of the member clubs and promoters at least thirty (30) days prior to the date the vote is taken. Notice of the date, time, and place of the meeting and vote on the proposed change(s) must be included with the proposed change(s). At the time of the scheduled meeting, the proposed change(s) may be adopted as proposed, modified and adopted, or completely rewritten and adopted without the need of another thirty (30) day notice. All meetings and subsequent votes on amendments to these Bylaws will be subject to the definition of a quorum as defined in Article V of these Bylaws.

ARTICLE VIII RIDER POINT SYSTEM

Section A

All riders competing in District 16 point giving events, including road events, must be members of the American Motorcyclist Association.

Section B

To earn points toward Council Awards, a rider must have a current District 16 registration card. Points are awarded from date of purchase for that season.

Section C

Council Director/Pointskeepers may establish numbering systems, pointskeeping systems, and appropriate supplemental rules for their events, subject to the approval of the Board of Directors.