

**HIGHLANDS SPORTS CAR CLUB
CONSTITUTION AND BYLAWS
As Approved By the Club's Members March 12, 2008**

Article 1

a. Name:

This club shall be known as The Highlands Sports Car Club, hereinafter referred to as “the Club”.

b. Logo:

The official Logo of the club will be a circle with the word “Highlands” at the top and the words “Sports Car Club” at the bottom in white on a red background. The center of the circle features three (3) mountains in green against a light blue background, suggesting a mountain ridge.

Article 2

Purposes:

The purposes of the Club are:

- a. The encouragement of safe and legal motor sport activities by the membership.**
- b. Plan, promote, and conduct safe and legal motor sport events for participation in, and enjoyment by the membership.**
- c. Build and maintain a Club that maintains an outstanding reputation in all endeavors.**

Article 3

Membership: Four types of memberships are authorized:

- a. Individual Membership: Individuals may apply for a yearly membership at the rate of \$20 per year.**
- b. Family Memberships. All individuals residing in the same household may apply for a Family Membership at the rate of \$30 per year. For voting purposes, there will be a limit of two (2) votes.**
- c. Lifetime Membership (Individual): A one-time payment of \$250.00 will secure an individual Lifetime Membership in the Club.**

- d. **Honorary Members. A person(s) or business(es) whose outstanding accomplishment in support of the Club that are worthy of this honor as decided by the Club's Board (see article 5b below).**
- e. **Active Members as referenced hereafter in this document are defined to be Individual and Family members who have paid their dues for the current calendar year and as well as Lifetime Members.**

Article 4

Dues:

- a. **Dues are for a year of membership that is concurrent with the calendar year (January 1st - December 31st) in which the dues are received. Membership dues will not be pro-rated.**
- b. **Honorary Member Dues are not required. Honorary membership is intended to be permanent without renewal. The Club's Board of Directors (see Article 5b below) may confer or rescind an honorary membership by majority vote.**

Article 5

Officers & Directors:

- a. **The Officers of the Club, elected annually by the active Membership shall be: President, Vice-President, Secretary, Treasurer, Autocross Officer, Membership Officer, Communications Officer, and four (4) Directors at Large. The immediate past President may choose to occupy one (1) Director at Large position for one (1) term, leaving a vote on three (3) Directors..**
- b. **The elected Officers defined above will be known collectively as the Club's Board of Directors (the Board). It will be the Board's responsibility to handle emergency or pressing matters such that the involved time frame does not allow input from the Active members and, or to make decisions on matters that could not be successfully decided by a vote (see Article 8b below) at a Membership or a Special Meeting.**
- c. **Officer positions may be eliminated or established as considered necessary by a majority vote of the Active Members at a Membership or a Special Meeting.**
- d. **Any member of the Club can request that any Officer or member of the Board be impeached and/or removed from office as follows:**
 - 1. **The member must make notification in writing by mail or email to any member of the Board or officer of the Club.**

2. Should the General Membership, or Board, decide the claim has merit, a special Impeachment Committee may be formed by the Board to investigate the validity of the evidence presented.
3. The Committee should then investigate impartially with due diligence any claims and evidence presented and present their findings to the Board not less than thirty (30) days later than the date the Committee was formed.
4. Evidence to substantiate or contradict the original claim should be presented at a special meeting of the Board. Attendance of the Officer or Board member in question, as well as the member bringing the request for impeachment is optional, however, strongly encouraged.
5. Upon hearing all evidence the Board, minus the individual in question, will vote to dismiss the charge or to take further action against that individual.
6. The Officer or Board member in question may request an appeal to the Board for another investigation.

Article 6

Officers' Duties and Committees:

a. All Officers and Committee members must be Active Members of the Club.

b. Officer Duties:

President: Responsible to the Club's members, The President shall preside at all Club meetings, shall be an ex-officio of all Committees, shall manage and direct the day to day affairs of the Club in accordance with the terms of this Constitution by utilizing, managing, and delegating to the Officers as well as to the Directors at Large. The President shall have the authority and responsibility for signing all legal documents and contracts involving the Club. The President shall ensure timely actions are taken to implement the decisions of the Board. The President shall have the authority to schedule meetings of the Board, and with the approval of the Board and/or membership, appoint Special Committees. The President shall act as the Club's initial and primary liaison with all outside individuals or organizations in matters involving the Club's purposes as stated above in Article 2.

Vice President: Reporting to the President, and in the absence of the President, the Vice President shall exercise all of the functions of the President. Additionally, the Vice President shall be responsible for any Presidential responsibilities assigned by the President, as well as the Club's event scheduling.

Secretary: Reporting to the President, the Club's Secretary shall be in charge of all non-financial Club documents, keep written records of all Club meetings

and votes along with generating reports of the activities at all of the Club's meetings.

Treasurer: Reporting to the President, the Treasurer shall have the responsibility of the Club's General Fund as defined below in Article 9. These responsibilities shall include conducting the Club's banking affairs, validating the accuracy of payment requests, signing or co-signing all Club checks, auditing accounts and event cash summaries, and providing detailed financial reports at all Board and Membership Meetings. The person occupying this position must be bondable.

Membership Officer: Reporting to the President, this Officer shall have the primary responsibility for interfacing with, and supplying Club information to prospective members plus providing and processing Club membership applications. The Membership Officer shall also provide Club membership identification cards to members and current membership lists to Auto-X Event Chairman prior to competition events. Additionally, the Membership Officer will present membership activity reports at all Board and Membership meetings, and with assistance from other Board members, select and arrange Club meeting locations, including the location of the end of the year awards banquet.

Communications Officer: Reporting to the President, the Communications Officer will have the primary responsibility for ensuring Club related information is made available in a timely fashion to members. The Communications Officer will serve as the Club's direct liaison to the Club's web-site provider to ensure the timely and accurate inclusion of information on the Club's web-site. The Communications Officer will also have responsibility for ensuring, when appropriate, media coverage of Club events. Additionally, this officer has the primary responsibility for the Club's 2 way radios including maintenance and delivery to motor sports events.

Auto-X Officer: Reporting to the President, the Auto-X Officer will be responsible overall for the timely planning, efficient organizing and staffing, as well as the effective, safe conduct of the Club's Auto-X events. The Auto-X Officer will be empowered to appoint an Event Chairperson to be the charge of each of the Club's Auto-X events. The appointed Event Chairperson will serve as that event's responsible manager in charge of all activities including a financial accounting for the event's income and expenses.

Directors at Large: Reporting to the President, the Directors at Large (hereinafter Directors) shall be responsible for providing guidance and assistance to the Club's Officers in the furtherance of the Club's purposes. Individual

Directors may be utilized to act as chairman of any Special Committees approved by the Board and/or membership.

- c. Special Committees: Special Committees, staffed by Officers and other Active Members can be created as considered necessary by a majority vote of the Board. Such Committees shall be temporary in duration with a specific objective and chaired by a Club Officer or Director. The vote of the majority of Committee members shall be considered the recommendation(s) of the Committee.**

Article 7

Election of Officers:

a. Club elections shall be conducted by secret ballots to be counted at the Club's November Membership Meeting. Any Active Member can be nominated to be included as a candidate for an Officer or Director position. Ballots containing a list of candidates will be made available on the Club's website at least ten days before the November Membership Meeting. Only Active Members may vote in the election. Ballots can be submitted electronically or printed and delivered at the November Membership Meeting. All ballots, either received electronically or hand delivered will be opened and counted by the Club Secretary and Membership Officer at the November Membership Meeting with the election results announced at that Meeting. In the event of a tie vote, a secret vote(s) to break the tie will taken among the attendees at that November Membership Meeting until the tie is broken. Newly elected Officers and Directors will assume their Club responsibilities on January 1st.

b. All Club Officers and Directors will be elected to serve for a one calendar year term defined as January 1st through December 31st.

c. Upon completing their term in office, the President can choose to become an ex-officio member of The Board for the following calendar year (see Article 5a above).

Article 8

Meetings and Events:

a. Board Meetings. Board Meetings may be scheduled at the discretion of the Club's President or Vice President, or any Club officer. To vote on an issue before the Board, a quorum, defined to be at least 51% of the Board's elected members, must be present at that Board Meeting. In the event of a tie vote on any issue at a Board Meeting, the Club's President or in their absence, the Vice President, will decide the tie. Board Meetings are open to

any Active Member of the Club; however, if considered appropriate, the Board may vote to go into a private, for Board Members only, session during a Meeting being attended by non-members of the Board. Any Active member may request a meeting with the Board by providing a written request to a member of the Board.

b. **Membership Meetings.** Membership Meetings will be normally scheduled on the second Wednesday of each calendar month. Written notice of each Membership Meeting, as well as an agenda, will be published at least seven days in advance on The Club's web site as referenced in Article 10 below. At these Meetings, reports of the Club's activities will be presented and input from Active Members will be solicited regarding the Club's current and future operations. To conduct a vote on any issue at a Membership or Special Meeting, except amending this Constitution and Bylaws per Article 12 below, a quorum defined to be at least twenty (20) Active members must be present. In the event of a tie vote on an issue at a Membership or Special Meeting, the Club's President or in their absence, the Club's Vice-President will decide the vote.

c. **Special Meetings** for all Members can be scheduled by The Board as considered necessary. Notice of, as well as the purpose for such a Special Meeting will be published at least seven days in advance on the Club's web site referenced in Article 10 below, and an electronic notice of the Meeting will be sent to all Members at their electronic mail address on file with the Club. Member voting at Special Meetings will be conducted as defined in Article 8b above.

Article 9

Disbursements and General Fund:

a. **Dues, entry fees, and/or monies collected from any other sources shall be known as the Club's General Fund and shall become the responsibility of the Treasurer. All of the Club's operational expenses shall be paid from the General Fund. It shall be the responsibility of each Event Chairperson to ensure that all proceeds from Club activities are turned over to the Treasurer as soon as possible after their event. The Event Chairperson is responsible for submitting a profit and loss statement for their event to the Treasurer within one (1) week of the event, and to the general Membership no later than at the Membership Meeting following the event.**

b. The overall management of the General Fund is the responsibility of the Board. Any elected Officer of the Club may authorize up to \$50 in reasonable club-related expenses without prior authorization. Expenditures from \$51 - \$250 shall be approved in advance by three (3) Officers or members of the Board. Expenditures from \$251 - \$999 shall have approval of the Board. Expenditures exceeding \$1000 shall have approval of the Active Members obtained by a vote at a Membership or Special Meeting. A detailed financial statement for the Club is to be presented and at each Board Meeting and Membership Meeting.

c. The Treasurer shall sign all checks, and if agreed upon, may require another officer's signature as well. A check for \$1,000 or more requires two (2) officer's signatures.

Article 10

Liability and, or Penalties:

a. No Board Member or Active Member shall be personally liable for any expenses or obligations of The Club except for payment of their own dues.

b. No individual Board Member, Active Member, or Club employee shall disburse any Club funds (except as outlined in Article 9 paragraph b), monies, or equipment in their possession nor incur or agree to any financial obligations on behalf of the Club without specific advance authorization from the Active Members or in special circumstances, where sufficient time is not available for a vote by the Active Members, from the Board.

c. No Board Member, Active Member, or any other person shall use the Club's name, member list, or logo without the specific written authorization of the Active Members or the Board except as specifically outlined in Officer's position descriptions.

d. Any person causing damage to the Club's property shall be responsible for said damage. The dollar amount required to compensate for said damage shall be determined by the Board.

e. The Board, by a majority decision after an appropriate and thorough investigation, may choose to expel or temporarily suspend a member or participant as a result of any action involving the following:

- 1. Unsportsmanlike conduct considered injurious to the Club or,**
- 2. Hostile behavior, verbal and, or physical abuse to any Club member and, or event participant or,**

3. Use of any controlled substance and, or alcoholic beverage resulting in injury to the Club's reputation or,
4. Improper financial transactions involving the Club or,
5. Reckless driving in or near a Club activity.
6. Improper use of the Club's name or logo for any purpose which could negatively impact the reputation of the Club.

f. Any Member expelled from the club or temporarily suspended from participation in Club events shall be sent written notification of said action within three (3) days of the Board's decision. The member involved may appeal the decision of the Board within seven (7) days of receipt of said written notification.

g. Should any Club Officer or Committee Member absent themselves from three (3) consecutive Board or Committee meetings without a reasonable excuse, their position may be declared vacant by the Board. If so, a replacement Board Member or Committee Member may be appointed as described in section h. below.

h. In the case of an Officer's or Board of Director's resignation or termination, the vacated office may be filled by a nomination and election at a Membership Meeting.

i. An officer or Director who resigns, or is terminated, may not serve on the Board of Directors without approval from the Board of Directors for the remainder of that year.

Article 11

Club Publication:

The official publication of the Highlands Sports Car Club will be the electronic web site known as: <http://www.highlandssportscarclub.com>. All Club news, competition rules, forms, meeting/event announcements, and event results will listed on the web-site on as timely basis as possible. If deemed necessary by The Board or the Club's Communication Chairperson, special electronic news announcements will be sent to all Active Members at their electronic address filed with the Club.

Article 12

Amendments to the Constitution:

This Constitution may be amended by a two-thirds vote of Active Members at a Special Meeting called for the purpose of amending the Constitution. Notice of this Meeting will be published on the Club's web site referenced in Article 10 above and each Active Member with an electronic mail address on file with the Club will receive an electronic notice of the Meeting at least seven days in advance. Members wanting their position to be known and who are not able to attend the Special Meeting shall be required to submit their position to the Board in writing at least three days prior to said meeting. Such written positions will be considered as a valid vote in deciding amendments.

Article 13

Dissolution:

If the Club dissolves, the remaining funds and equipment of the Club shall be donated to a non-profit organization. Members attending a Special Meeting scheduled for such a purpose shall vote to determine which charity.

Article 14

Rule of Order:

In all matters not covered by this Constitution, *Roberts Rules of Order* shall apply.

THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK