

BY – LAWS

Fox Valley Sports Car Club

January 1978

BY – LAWS OF THE FOX VALLEY SPORTS CAR CLUB, INC.

Article I: Name of Organization

The name of the organization shall be, "The Fox Valley Sports Card Club, Inc." herein after referred to as the "FVSCC", "The Club", or the "Corporation".

Article II: Purpose of the Club

The purpose of the FVSCC shall be to encourage the ownership, operation, preservation, and enjoyment of sports cars; to organize and conduct sports car events; to promote safe and sportsmanlike conduct on and off our highways; and to organize and disseminate technical information pertaining to any of these purposes.

Article III: Membership

Section 1: Qualification for Membership

Membership in the Corporation shall be open to the owners of sports cars and other individuals interested in furthering the purposes of the Club as set forth in Article II of these by – laws. They shall be 18 years of age, of good moral character, shall not have been convicted of a felony in any court in the U.S.A. and have a good driving record.

Section 2: Election to Membership

Two members of the Corporation may submit a request to the Board of Directors for their consideration to accept a new member. This application shall be turned over to a membership committee for further investigation. The membership committee shall present their recommendation to the Board of Directors. The Board of Directors shall thereupon elect or fail to elect such person and shall notify the applicant of its action. Upon acceptance of the Board of Directors, the applicant will then become a member of the Corporation and be entitled to all rights and privileges as such. No applicant shall be permitted to participate in a competitive event as a member or earn points as a member until accepted for membership as described above, but he may participate as a non-member.

Section 3: Membership Defined

A member is that individual duly elected to membership, not in default on his dues or fees as set forth in Article III, Section 6 and has not been expelled by action of the Board of Directors. The membership card entitles the holder to enter a competition team in all Club events, and one vote on all Corporation matters. In acceptance of membership, the individual subscribes to the articles and by – laws of the FVSCC.

Article III: Membership (cont.)

Section 4: Associate Membership

An associate member is that individual meeting the qualifications for membership as outlined in Article III, Section 1 and duly elected to membership as outlined in Article III, Section 2, not in default of his dues or fees and has not been expelled by action of the Board of Directors. Except that an associate member may be an individual 16 to 18 years old with written consent of legal guardian. This section is specifically intended to include wives and friends of FVSCC corporate members or members of their immediate family. The membership card entitles the holder to enter a Corporation event and earn competition points in such events, but does not entitle the holder to a vote in any corporate matters.

Section 5: Honorary Membership

An honorary member is that individual meeting the qualifications for membership as outlined in Article III, Section 1, duly elected in an honorary capacity by a three-fourths vote of the members present at the annual meeting. To be considered for honorary membership an individual must have demonstrated an outstanding contribution to motor sport and be dedicated to the purposes as set forth in Article II of these by – laws. These memberships are complimentary only and carry the right to attend meetings and speak but are not eligible to vote in corporate matters, or accrue competition points in FVSCC events. Honorary memberships shall be for the lifetime of the member unless otherwise suspended.

Section 6: Dues and Fees

Annual dues for members and associate members shall be as currently approved the general membership, payable by the March meeting. Membership not renewed by the March meeting, shall be considered in arrears and renewal of membership will be subject to a penalty as set forth in Article III, Section 7. Dues for new members accepted after July 1st, shall be 50% of the current annual dues. Membership grants all rights and privileges of the Club as specified in the by – laws, or understood to be under the jurisdiction of the Club.

Section 7: Initiation Fee

An initiation fee of \$2.00 shall be levied on any new members, except associate members for which the fee will be \$1.00, accepted by action of the Board of Directors. This fee is levied only on the original application for membership or as a penalty for renewal of membership considered to be in arrears after the March meeting. Upon acceptance, no refund of dues or fees shall be made under any circumstances.

Article III: Membership (cont.)

Section 8: Suspension and Expulsion from Membership

Membership shall automatically lapse for non-payment of dues by the March meeting of the year payment is due. Membership year shall begin on January 1st, and terminate on December 31st of each calendar year. A member may be suspended at any time without prior notice for infraction of any Corporation rule or for any other cause by action of the Board of Directors, if the Board of Directors shall deem such suspension to be in the best interests of the Corporation. The Board of Directors shall immediately notify the members so suspended, by registered mail, of the suspension. The suspended member shall be entitled to appeal of such suspension, in person, to the Board of Directors for their reconsideration. A written request for appeal of suspension must be made within ten (10) days of the date of written notice of suspension. The appeal hearing shall be held within fifteen (15) days of receipt of request for such hearing and a minimum of three members of the Board of Directors must be present. The decision of the Board of Directors after such hearing shall be final.

Section 9: Resignation

A member may resign by letter to the Board of Directors of the Corporation and that resignation shall be effective upon its receipt.

Section 10: Other Termination

Corporation membership is automatically terminated upon death of said member or upon default of payment of dues or fees.

Article IV: Officers and Duties

Section 1: Board of Directors

The Board of Directors of this Corporation is established by the Articles of Incorporation as consisting of five (5) members and may never be less than three (3) members. The Board of Directors shall have general supervisory control over the operation and policy of the corporation and shall exercise the authority granted in it under the Wisconsin Laws relating to new Stock Corporations, with the following exception: they may not alter, change, add or delete any portion of these by – laws or appendices thereto without the approval of the corporate membership.

Section 1A: Quorum of the Board of Directors

A quorum of the Board of Directors shall be three.

Section 1B: Duties within the Board of Directors

There shall be no designation of officers within the Board of Directors other than selection of a chairman to preside at each meeting of the Board.

Article IV: Officers and Duties (cont.)

Section 1C: Terms of Members on Board of Directors

The initial member of the Board of Directors, designated in the Articles of Incorporation shall hold such office until the annual membership meeting following the organization of the Corporation. At such meeting, a regular election will be held to choose the Board of Directors. The five highest vote tabulations being designated at the Board of Directors for 1964; and the three highest tabulations being deemed to serve for two years. Thereafter at each annual membership meeting, elections shall be held to replace those Directors whose terms have expired. The length of Term for each Director after the first year shall be for two years. All elections for vacancies in the Board of Directors are valid only when at least twice the number of nominees are appointed as vacancies exist. Vacancies existing within a calendar year will be filled by a special meeting designated by the Board of Directors for the purpose of electing a member to fill that vacancy. If only one vacancy exists during a calendar year, the Board may elect not to fill the vacancy until the next annual general membership meeting.

Section 1D: Nomination for Election to the Board of Directors

A nominating committee shall be appointed by the President for the purpose of seeking candidates for election to fill expiring terms on the Board of Directors. They shall nominate at least twice the number of candidates as vacancies will exist. A list of nominees will be sent to the general membership at least fifteen (15) days prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting. If, after nominations from the floor have been accepted, there are more than twice the nominees as vacancies exist, an elimination ballot will be taken. The nominees equal to twice the vacancies with the highest number of votes will then form the slate for the final election. Election will be by secret ballot and the nominees with the highest number of votes will be elected.

Section 1E: Removal of Members from the Board of Directors

A member may be removed from the Board of Directors for just cause, by action of the Board of Directors and this decision must be unanimous. Removal may be for any of the following reasons: Non-attendance at Board meetings; action prejudicial to good order and the purposes of the Club; conduct unbecoming an officer of the Corporation; or any other action not in the interests of the FVSCC. The general membership may request removal of a member of the Board of Directors by a petition signed by one-third of the general membership. Such petition shall require the Board to hold a hearing with representatives of the petitioners and to render a decision, but such petition does not require removal of the member from the Board.

Article IV: Officers and Duties (cont.)

Section 2: Advisory Board

The Advisory Board shall consist of five (5) members and shall be permanently appointed. The permanent members of the Advisory Board are: Les Behm, Russell Spoor, Kelland Lathro, June Leach, and Woody Leach. It is the duty of the Advisory Board to oversee all business pertaining to the Corporation in hold, ensuring that the interests and purposes of the club as stated in the Articles of Incorporation are adhered to. The Advisory Board shall have veto powers over action of the Board of Directors but the veto can be over-ruled by a two-third vote of the general membership at a special meeting called for this purpose by the Board of Directors. Voting may be done by absentee ballot.

Section 2A: Quorum of the Advisory Board

A quorum of the Advisory Board shall be three (3).

Section 2B: Succession to the Advisory Board

In case of incapacity, resignation, or death of a member of the Advisory Board, the vacancy shall be filled by a corporate member selected by the remaining members of the Advisory Board.

Section 3: Administration Officers

The administrative officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, Chief Steward, Activities Chairman, Membership Chairman, and Publicity Chairman. The administrative officers shall be appointed by the Board of Directors for one year terms. The office of President may not be held for more than three (3) consecutive terms.

Section 3A: Duties of the President

The President must have been elected to the Board of Directors. He shall be the chief executive officer of this corporation. He shall preside at all meetings of the membership and of the Board of Directors. He shall have the authority to exercise all and any duties which are normal to the executive officer of any corporation of this type.

Section 3B: Duties of the Vice-President

The Vice-President must have been elected to the Board of Directors. He shall perform the duties of the President whenever the President is absent or unable to act.

Article IV: Officers and Duties (cont.)

Section 3C: Duties of the Secretary-Treasurer

The Secretary-Treasurer shall keep minutes of all of the meetings of the Board of Directors and of the membership, shall send notices to the membership and the Board of Directors of any and all meetings, shall attend to all of the correspondence of the corporation and shall keep all papers and documents relating to the organization and business of the corporation. He shall receive and deposit all moneys, dues, assessments and other funds received by this corporation. He shall keep accurate and current books of account showing the financial conditions of the corporation. He shall draw and sign all checks which are authorized by the Board of Directors and / or the membership of this corporation.

Section 3D: Duties of the Chief Steward

The Chief Steward shall be Chairman of the Competition Committee. He shall review all gymkhana, autocross, hill climb, field trial, and ice event courses to ensure safety of competitors, spectators, and public property. He shall require fire-fighting equipment and any other safety equipment as is deemed necessary to be present at such events. He shall rule on all protests arising from competitive events except events he conducts himself, in which case the Activities Chairman will act in his stead. If he cannot attend a competitive event he shall appoint an alternate to perform his duties. He may appoint as many assistant stewards as necessary to assist in his duties.

Section 3E: Duties of the Activities Chairman

The duties of the Activities Chairmen shall be the organization and co-ordination of the various club events. He shall be the custodian of competition equipment owned by the club. He is to encourage participation of new members in putting on events and to advise them in the conduct of an event.

Section 3F: Duties of the Membership Chairman

The duties of the Membership Chairman shall be to encourage and supervise the soliciting of new members and the proper enrollment of all members in this corporation. He shall cause all prospective members to be surveyed and make recommendations as to their acceptance by the Board of Directors.

Section 3G: Duties of the Publicity Chairman

The duties of the Publicity Chairman shall be to disseminate all pertinent information regarding any event or activities of the FVSCC by the usual channels of communication.

Article IV: Officers and Duties (cont.)

Section 3H: Council Chief Steward

The FVSCC Chief Steward to the Midwest Council of Sports Car Clubs shall, contingent upon Council membership, represent the FVSCC as provided in the Midwest Council General Competition Rules & Articles of Incorporation; subject to the direction and review of the Board of Directors of the FVSCC. The steward, or his designate, shall attend all meetings of Midwest Council and necessary functions, to act on behalf of FVSCC.

Section 4: Removal of Administrative Officers

An administrative officer may be removed from his office at any time for just cause by action of the Board of Directors and this decision must be unanimous.

Removal may be for any of the following reasons: Non-performance of duties; non-attendance at Club events; actions prejudicial to good order and the purposes of the Club; conduct unbecoming an officer of the Corporation; or any other action not in the best interests of the FVSCC. The general membership may request removal of an officer by a petition signed by one-third of the general membership. Such petition shall require the Board to hold a hearing with representatives of the petitioners and to render a decision, but such petition does not require removal of the officer.

Article V: Meetings

Section 1: Annual Meeting

An annual meeting of the members of the Corporation shall be held during the month of January of each year for the purpose of presenting various reports associated with club activities, election of new officers, and such other business as may lawfully come before the meeting. The annual meeting shall be designated by the Board of Directors and all corporation members must be notified in writing not more than thirty (30) days nor less than ten (10) days prior to the meeting.

Section 1A: Balloting

Balloting at the annual meeting and special meetings shall be by secret ballot. Absentee balloting shall be permitted. Absentee ballots will be furnished to the membership for such matters as may be deemed necessary. These ballots shall be returned to the Secretary enclosed in an envelope clearly marked "Absentee Ballot" and with the voting members name written on the outside of the envelope. The ballots will only be opened at the meeting concerned and only by the persons designated to count the ballots.

Section 2: Special Meeting

Special meeting of the members of the corporation may be called at any time by the Board of Directors on its own motion and must be called by the Board of Directors on petition of seven (7) or more members of the corporation.

Article V: Meetings (cont.)

Section 2A: Notice of Special Meeting

A written notice of each special meeting stating the place, hour, date and purpose shall be mailed to each member not less than ten (10) days prior to such meeting.

Section 3: Meetings of the Board of Directors

The Board of Directors shall meet as often as deemed necessary to conduct such business as may lawfully come before the Board. The Board of Directors shall designate their meetings by notification through the Secretary-Treasurer to all members of the Board or by any other means that are mutually agreeable. Written notification must be made at least ten (10) days prior to the date of the meeting unless all members of the Board are willing to waive requirements for the meeting in question. It is desirable that one member of the Advisory Board be present at all Board of Directors meetings but shall not vote in any action taken by the Board of Directors unless he is in fact a member of the Board of Directors.

Section 4: Meetings of the Advisory Board

The Advisory Board shall meet as often as deemed necessary by its own members or by request of the Board of Directors. It is desirable that the President be present at all meetings of the Advisory Board or any other member they deem necessary.

Section 5: Monthly Meeting of the General Membership

The general membership shall meet on the first Tuesday of each month unless otherwise designated by the Board of Directors. The purpose of these meetings is to promote interest in the organization, discuss club events, disseminate technical information, and to otherwise promote the interests and purposes of the FVSCC.

Section 6: Quorum at Meetings

A quorum shall be constituted by whatever members are present at any meeting designated in accordance with Article V, Sections 1 and 2 unless otherwise designated in these by-laws. Items of Corporation business may be effected or defeated by a majority vote at all meetings where a quorum has been established.

Article VI: Club Events

Section 1: Number or Frequency

It shall be endeavored to hold at least ten events per year designed to encourage participation by all club members. The nature of each event is left up to the discretion of the chairman of the event.

Article VI: Club Events (cont.)

Section 2: Entry into Club Events

A nominal entry fee shall be charged to all members participating in FVSCC events. Non-members of FVSCC will be charged a larger entry fee, unless otherwise approved by the Board of Directors.

Section 2A: Awards for Events

Participation points and competition points will be awarded in accordance with Appendix A, General Competition Rules. A prospective member may participate in club events as a non-member but shall not be allowed to accrue participation points or competition points until after application for membership has been made, provided he is accepted as a corporate member.

Section 3: Conduct of Events

All events of the FVSCC shall be conducted in accordance with Appendix A of these by-laws, General Competition Rules. A copy of such rules shall be in the possession of the event chairman at each competition event.

Section 4: Points

Points, competition and participation, shall be awarded to each corporate member in accordance with Appendix A, General Competition Rules. A record of such points shall be maintained and published to all members of record at the end of each calendar year.

Section 4A: Awards for High Point Standings

Suitable awards shall be provided annually to recognize achievement in club activities. These awards shall be distributed as outlined in Appendix A, General Competition Rules.

Article VII: Committees

Section 1: Treasurers Report Audit Committee

The president shall appoint a committee to audit the books of the Corporation and to certify their accuracy to the general membership. Such committee shall be appointed in sufficient time to complete its work prior to the annual meeting. An audit committee may be appointed at any other time as may be deemed necessary by the Board of Directors.

Article VII: Committees (cont.)

Section 2: Competition Rules Committee

The president shall appoint a committee annually to review and / or revise the competition rules to be used for the succeeding year. This committee shall complete its work in such time that the competition rules for the succeeding year may be presented to the general membership at the annual meeting for their acceptance. These rules upon acceptance will be used for the entire year without further revision. This committee shall be composed of not less than three (3) members.

Section 3: Other Committees

The president shall appoint committees for any other purpose as may be deemed necessary by the Board of Directors. Membership of such committee may be of any number as appropriate.

Article VII: Parliamentary Authority

Section 1: Rules of Order

The rules contained in Roberts Rules of Order shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the by – laws or special rules of order of this Club.

Article IX: Amendment of the Article of these By – Laws

The Board of Directors or a group of members of the Club, numbering one-third or more of the membership roster, may propose and amendment to the Articles by submitting such proposal in writing to the Secretary-Treasurer. Such proposal shall be submitted to a vote of the entire membership by notice. If at least two-thirds of the members voting are in favor of the amendment it shall be adopted. The Board of Directors shall devise and use a secret ballot form. Opening and counting of the ballots will be with a quorum of the Board of Directors present. The Secretary-Treasurer shall cause the results of the balloting to be published for the information of the entire membership.