

**VINTAGE SPORTS CAR DRIVERS ASSOCIATION,  
LTD**

BYLAWS APPROVED ON \_\_\_\_\_

**ARTICLE I**  
**NAME, PURPOSE AND EMBLEM**

**Section 1.** **Name.** The name of the Association shall be the Vintage Sports Car Drivers Association, LTD as chartered by the State of Wisconsin as a non-stock corporation.

**Section 2.** **Purpose.** The purpose of the Association shall be to encourage the restoration, preservation and operation of Vintage Sports Cars, to act as a source of technical and other information, and to conduct a broad range of events for Vintage Sports Cars and their owners.

The Association will also promote and encourage racing and all other participation in events in the Vintage Spirit.

**Section 3.** **Emblem.** The Association emblem shall be of such design as the Board of Directors may adopt. Use of the emblem by anyone other than the association must be approved by the Board of Directors, who also may license its use.

**ARTICLE II**  
**ELIGIBLE CARS, MEMBERSHIP AND DUES**

**Section 1.** **Eligible Cars.** For purposes of determining eligibility for Association events, the Board of Directors shall annually issue a list of eligible Vintage Sports Cars. Changes to the list may be made only by the Board of Directors.

**Section 2.** **Non-Eligible Cars.** The Board of Directors and/or event chairs may from time to time grant permission for non-eligible cars, either as a group or on a vehicle-by-vehicle basis, to participate in certain specific events of the Association.

**Section 3.** **Other Vehicles.** The Board of Directors and/or event chairs may from time to time grant permission for any other types of vehicles, either as a group or on a vehicle-by-vehicle basis, to participate in certain specific events of the Association.

**Section 4.** **Membership.** Membership in the Association is open to anyone without restriction as to gender, age, race, color or religion, national origin or sexual orientation.

**Section 5.** **Non-Members.** The Board of Directors may from time to time grant permission for non-members, either as a group or on an individual-by-individual basis, to participate in certain specific events of the Association.

**Section 6.** **Dues.** Annual dues for each year shall be established by vote of the Board of Directors, and shall be payable prior to the expiration date on the membership card. The Board of Directors may also establish initiation fees for a new member.

**Section 7.** **Privileges.** Members are entitled to all Association privileges and shall have the right to vote at the annual meeting.

**Section 8.** **Expulsion.** Membership will automatically lapse for non-payment of dues at the end of sixty days after the expiration date on the membership card. Any member may be expelled for infraction of Association rules, or such other causes as may be determined by the majority of the Board of Directors as being in the best interest of the Association. However, before such action is taken the member shall be notified of any proposed expulsion and shall have an opportunity to submit in writing or in person their position with reference to such proposed action.

**Section 9.** **Resignation.** Any member may resign by directing a letter of resignation to the Secretary. The member’s resignation shall be effective on receipt provided all indebtedness to the Association is paid. No refunds of dues will be issued.

**ARTICLE III**  
**MEETING OF THE MEMBERS**

**Section 1.** **Annual Meeting.** The annual meeting of the members shall be held between October 1 and March 1 for reports of officers and committees, and such other business as lawfully may come before the meeting.

**Section 2.** **Special Meeting.** In addition to any provisions of the bylaws, special meetings of the members may be called by a majority of the Board of Directors.

**Section 3.** **Notice of Meetings.** A written or printed notice stating the place, day, hour and purpose of the annual meeting or any special meeting of all the members shall be given by the Secretary no less than seven days nor more than sixty days before such meeting, to each member by mailing such notice post paid to the address appearing upon the records of the Association or by fax or other electronic means such as email.

**Section 4.** **Quorum and Voting.** At all meetings of the members a quorum for the purpose of acting on any business before the meeting, excepting the amendment, addition or repeal of the By-laws, shall consist of either forty members or five percent of any members of the Association whichever shall be greater. At the request of any majority of the members present at any meeting the vote on any question may be by written ballot.

#### **ARTICLE IV** **OFFICERS AND DIRECTORS**

**Section 1.** **Officers.** The officers of the Association shall be a President, Vice President, Secretary and Treasurer, who are members of the Board of Directors, and may include employees who are hired by the Board of Directors to serve as officers of the Association.

**Section 2.** **Board of Directors.** There shall be a Board of Directors elected annually by the membership consisting of not less than six nor more than fifteen Directors. All Directors and Officers must be current members of the Association. The Board of Directors shall determine the board size for the following year at the annual board meeting. The term of office for each Director is three years, with the term commencing at the beginning of the fiscal year. One-third of the Board Members will be elected each year. No Director shall serve more than three consecutive terms.

**Section 3.** **Nominations.** The current Board of Directors shall solicit a slate of nominees from the membership no less than 60 days prior to the election of a new Board. If there are an insufficient number of nominees, the Board of Directors will complete a slate of Directors for the coming year. Nomination of candidates may be made by petition in writing of ten members to be received by the Secretary no later than thirty days before the annual Meeting.

**Section 4.** **Election.** The Board of Directors shall be elected by mail ballot or as an option, confidential and secure electronic ballot as determined by the Board of Directors sent to all members. The ballot will include a slate of candidates nominated by the Board of Directors for each of the positions and candidates who have

submitted proper petitions. Members may cast a number of votes equal to the specific size of the board vacancies (previously determined by the board). Each vote may be cast for one of the slated candidates, or an alternate name as a write in candidate. A member may not cast more than one vote for the same individual. Those persons receiving the highest numbers of votes shall be elected.

**Section 5.** **Appointment of Officers.** Officers will be nominated and elected by the Board of Directors by majority vote of those present.

**Section 6.** **Vacancies.** The Board of Directors may at its discretion fill any vacancy occurring in any of the offices or among its own number, such appointee to fill said vacancy until the end of the vacated three year term.

**Section 7.** **Removal.** The Board of Directors may at any time remove any Officer or Director by two-thirds (2/3) vote of all Directors. Any member in good standing may present a petition, signed by either eighty members or ten percent of all members in the Association, whichever shall be the greater, to the Secretary, requesting the Board of Directors to remove an Officer or Director at the next scheduled meeting of the Board.

## **ARTICLE V** **DUTIES OF ELECTED OFFICERS**

**Section 1.** **Duties of President.** The President shall preside at all of the meetings of the Members and Directors, shall be the Chief Executive Officer of the Association and perform all duties specified by the By-laws and rules of the Association. He/she may call meetings of members under the provisions of Article III, Section 2.

**Section 2.** **Duties of the Vice President.** The Vice President will assist the President and work closely with other officers. In the absence of the President or in the case of his/her death, resignation, or inability to act, the duties of that office shall be performed by the Vice President until such time as the Board of Directors elects another President.

**Section 3.** **Duties of the Secretary.** The Secretary shall attend all meetings (Executive Committee, Board of Directors, and general membership ) and shall take and archive minutes of all above meetings. These minutes will include record of all

votes taken in the meetings. In the absence of the secretary from any meeting the presiding officer shall appoint a Secretary “ Pro tempore “ to take minutes and forward said minutes to the Secretary.

The Secretary shall give notice of all meetings as required by these bylaws or by law.

The Secretary will be responsible for all federal, state and corporation filings except the financial filings that are the responsibility of the Treasurer.

The Secretary shall keep all records of the association except for financial records and will file a copy with the Association office. The Secretary will record and catalog all rules enacted by the Board of Directors and maintain a current version of the rules of the Association at all times.

The Secretary may appoint others to execute these responsibilities but will remain responsible for these duties.

**Section 4. Duties of the Treasurer.** In accordance with and subject to any conditions and restrictions as may be made by the Board of Directors, the Treasurer exclusively shall be responsible for the management of the Association’s financial matters. This includes all bank account(s), monies, debts, and obligations of the Association. The Treasurer may appoint the Office Manager or other designee to execute his/her non-exclusive duties but will remain responsible for those duties.

The Treasurer will establish and implement an accounting system and will exclusively supervise the bookkeeping and accounting functions of the Office Manager, who will act as the bookkeeper of the Association. The Treasurer will establish office procedures that once approved by the Board of Directors, will be part of the Rules of the Association. These procedures will establish reporting, accounting and payment approval practices and the handling and reconciliation of accounts. All accounting will be done according to Generally Accepted Accounting Practices. (GAAP)

The Officers shall arrange for Association bank account(s) as required, and the Treasurer exclusively shall be authorized to manage them, including moving monies between various accounts. All Officers or their approved designees will be authorized to sign checks against the bank accounts.

If necessary, and when authorized by the Board of Directors, the Officers may arrange for loans, including a Business Short Term Credit Line with its bank(s). When and as required, the Treasurer exclusively shall be authorized to borrow monies against this line for deposit into the Association’s checking account(s).

The Treasurer shall work with the Secretary to ensure all federal and state corporate reports and filings are made in a timely fashion. The Association shall hire a Certified Public Accounting (CPA) firm to prepare and file appropriate state and local tax forms as required by law. The Treasurer shall compile and submit all necessary financial information to the CPA firm for this purpose. Evidence of such filings shall be submitted by the Treasurer to the President and Secretary to become part of the records of the Association.

## **ARTICLE VI**

**Section 1.** **Meetings.** The Board of Directors shall meet at least annually. The President may also call board meetings at such other times as he/she may select, and shall call a meeting whenever requested in writing by a majority of the Directors. A written, electronic, or printed notice of all meetings shall be given by the Secretary not less than three days before such meetings to each member by mailing such post-paid to the address appearing upon the records of the Association or electronically emailing. Notice of any meeting may be waived by the Directors in writing.

**Section 2.** **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business.

**Section 3.** **Powers.** The Board of Directors shall govern the Association. It is empowered to enact, change and repeal the Rules of the Association, approve expenditures, and conduct all other business as specified in the Bylaws and Rules of the Association.

The Board may employ or contract with individuals or companies who will be given specific administrative duties to assist in the management of and provide services to the club.

## **ARTICLE VII**

**Section 1.** **Appointment of Committee.** The President and/or Board of Directors shall appoint such special or standing committees or other groups as it finds desirable, from time to time, and shall outline the duties and responsibilities thereof. All reports or action taken by a committee or other group must be approved by a majority vote of such groups or committees.

**Section 2.** **Executive Committee.** The Board of Directors may appoint an Executive

Committee consisting of up to five of its members to exercise all of the powers of the Board of Directors and manage the Association. An Executive Committee shall include the club's officers.

**Section 3.** **Event Chairs** In accordance with and subject to any conditions and restrictions as may be made by the Board of Directors, an Event Chair exclusively shall be responsible for the management of the Event to which he/she has been assigned. The chair will act as the agent for the Association in all matters concerning track and facility rental, staff and support contracts, food and beverage contracts, program and scheduling, price and fee determination and car and driver eligibility.

**ARTICLE VIII**  
**FISCAL YEAR**

The fiscal year of the Association shall end on the last day of December each year.

**ARTICLE IX**  
**PERSONAL LIABILITY**

All persons or corporations extending credit to, contracting with or having any claim against the corporation or the officers or the Board of Directors shall look only to the funds and property of the corporation for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or any other money that may otherwise become due or payable to them, so that neither the members of the corporation, nor the officers, nor the Board of Directors, present or future, shall be personally liable thereof.

**ARTICLE X**  
**INDEMNIFICATION**

(In this Article, all references to "he", "him", or "his", are meant to include the corresponding feminine pronouns "she", "her", or "hers".) Each officer, Director, and other agent or representative of this Association now or hereafter in office, and his heirs, executors, and administrators, shall be indemnified by this Association against all costs, expenses and liability, including council fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, proceeding or claim to which he may be made a party, or in which he may be or become involved by reason of his acts in such capacity, or, subject to the provisions hereof, any settlement of, whether or not he continues to be an officer, Director or agent or representative of this Association at the time of incurring such costs, expenses, and liability, provided that such indemnification shall not apply with respect to any matter as to which such person shall be finally adjudged in such action, suitor proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of his duty as such

officer, Director or agent or representative of this Association and provided further, that the indemnification herein, shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim when in the judgment of the Board of Directors of this Association, such settlement and reimbursement appear to be in the best interests of this Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such officer, Director or agent or representative of this association may be entitled under any bylaw, agreement, or vote of members or otherwise.

## **ARTICLE XI** **AMENDMENTS TO BYLAWS**

Manner of Amendment: To amend, repeal, or add to the Bylaws of the Association each and every member shall be afforded the opportunity to vote. To Amend, repeal or add to the Bylaws of the Association, approval of two-thirds of the voting members shall be required. These ByLaws may be amended in the following manner:

Any member in good standing may present a petition, signed by twenty members, to the Secretary, proposing an amendment or repeal of any Bylaw. Any petition for amendment shall be presented for a vote at the next annual or special meeting of the members or by mailed ballot or as an option, confidential and secure electronic ballot as determined by the Board of Directors, by the Secretary to each member. In addition, at any regular or special business meeting of the Association members, any member in good standing may move to amend or repeal any Bylaw, and if such a motion be seconded and passed by two-thirds of the members present, such action shall be considered a bona fide petition for amendment by the Secretary. The Board of Directors may initiate any petition for amendment. The provisions of Article III are applicable hereto.

## **ARTICLE XII** **INTERPRETATION AND APPLICATION**

**Section 1.** The interpretation and application of the Bylaws and competition rules by VSCDA officials shall be final and binding in order to promote the sport of vintage and historic automobile competition, to achieve prompt finality in results, to ensure the safety of all participants, and in consideration of the numerous benefits to them; all members including competitors and officials expressly agree that:

- a) Determination by the VSCDA Drivers Committee officials or race chairmen are non-litigable;
- b) They will not maintain litigation of any kind against VSCDA or anyone acting on behalf of VSCDA to reverse or modify such determinations, or to seek to recover damages or other relief allegedly incurred or



required as a result of such determination; and

- c) If a member, competitor or official initiates or maintains litigation in violation of this provision that member, competitor or official agrees to reimburse VSCDA for all costs of such litigation including travel expenses and attorney's fees.

**Section 2.** VSCDA is a private, not-for-profit organization of like-minded individuals seeking, among other things, to enjoy safe competition. Towards that end, with safety of all participants in mind, the Association reserves the right to deny the issuance of any license, to revoke any license previously issued, and/or revoke driving privileges for any reason or no reason except that it will not deny or revoke a license solely on the basis of age, gender, religion, race, creed, color, national origin, or sexual orientation.

**Section 3.** VSCDA is a member of the Vintage Motorsport Council. We expressly reserve the right to make public the names of any and all drivers involved in disciplinary proceedings and will honor probation or suspensions issued by other VMC member clubs.

**Section 4.** Any person who signs the club's standard participation agreement ("Release") upon admission to an event; and who subsequently sues any of the release as specified in the Release shall be banned from participation in any subsequent Association event requiring the execution of the Release for participation and/or admission.

### **ARTICLE XIII**

#### **CORPORATE LIQUIDATION**

Members in good standing, and who have been members in continual good standing for the period of five years next preceding commencement of liquidation, shall share equally in the net assets of the Association in the event of liquidation. No amendment or modification to these By-Laws in anyway affecting the right of such members to share in the assets of the Association upon liquidation shall become effective unless approved by the affirmative vote of not less than two-thirds of the members who, at the time of such amendment or modification would be entitled to share in the assets of the Association upon liquidation.