



# BYLAWS OF SPORTS CAR CLUB OF NEW HAMPSHIRE

*as amended November 2021*

## **Article I - ARTICLES OF INCORPORATION**

The name of the club, the particular business and objectives for which it is established, and the location of its principal office shall be set in the Articles of Incorporation, as from time to time amended, and these Bylaws. The powers of the Club and of its members and Directors and all matters concerning the conduct and regulation of the objectives of the Club shall be subject to such provisions in regard thereto, if any, as are set forth in such Articles of Incorporation, and such Articles of Incorporation are hereby made a part of these Bylaws.

## **Article II - MEMBERSHIP AND DUES**

**Section 1. Original members.** All members in good standing of the Sports Car Club of New Hampshire as of February 26, 1956 shall constitute the original membership of this Club.

**Section 2. Future Members and Present Members.** Applications for membership shall be forwarded to the Treasurer for tabulation of such annual dues as may be required, then to the Membership Director for the issuance of membership card. The Secretaries shall be informed by the Membership Director that a membership has been issued. The Membership Director would send bills for dues out thirty days prior to February 1<sup>st</sup>. Membership renewal dues are due the 1<sup>st</sup> of February of a given year. Membership privileges lapse if dues are delinquent as of February 1<sup>st</sup> of that year.

**Section 3. Dues.** The annual dues shall be established each year by vote of the members at the annual meeting. Membership renewal dues shall be billed within 30 days after the annual meeting by the Membership Director, and payable before February 1<sup>st</sup> to be considered a renewal and benefit from any special membership pricing. After February 1<sup>st</sup>, all persons shall pay full dues to become a member of the club.

**Section 4. Expulsion.** Any member may be suspended until the next annual meeting for infraction of the Club rules by a vote of a majority of the Board of Directors or for other cause if a majority of the Board of Directors shall deem such suspension to be in the best interest of the Club. Upon such suspension, the member shall be so informed in writing, delivered by the Executive Secretary or Secretary Pro Tempore, and shall be given a reasonable opportunity to be heard thereon.

Any member suspended as provided above may be presented at the next meeting for expiation and shall be expelled if a majority of the members present and voting, vote to expel him/her. The vote shall be by secret ballot. Upon member expulsion, all outstanding debts owed to the member by the club, if any, minus membership dues, shall be paid to the member by the Treasurer within 30 calendar days.

**Section 5. Resignation.** Any member may resign by directing a letter of resignation to the Executive Secretary. His or her resignation shall be effective on receipt, provided all indebtedness to the Club is paid.

**Section 6. Membership.** (1) Individual membership shall refer to any one person on the rolls of the Club, specific only to that individual who made appropriate application, and such person shall have one vote. (2) Membership in a family shall refer to those individuals of the same family, making application for family membership with voting privileges extended to all those above the age of 16, however, dependents, except partners, shall apply for membership for individual membership upon their majority to retain voting privileges.

**Section 7. Life Members.** The club may bestow upon current or former members, life membership in recognition of long or extraordinary service or for other reasons that may be appropriate.

- A. Benefits: A life member shall have all benefits of membership, shall have all future dues waived, shall be awarded a special brass membership card, and may receive other benefits the club may deem appropriate.
- B. Nomination: Any member may nominate a person for life membership. Nominations shall be in writing (paper or electronic) and delivered to the Executive Secretary. Nominations shall remain confidential to the Board of Directors.
- C. Selection: If a nomination or nominations be made in any given year, the President shall form a selection committee to include the elected board members and three Life Members. The president shall select the three Life Members giving consideration to those with recent club activity. The selection committee shall meet within 30 days of the annual club meeting. A two-thirds majority vote shall confirm proposed candidates' Life Membership. The proposed and selected candidates shall remain confidential to the Board of Directors until time of Awarding.
- D. Qualifications: While no specific qualifications shall be made, the selection committee should consider longevity with the club, contributions, and apparent dedication to the club.
- E. Awarding: Awarding of life membership shall be made at the Annual Awards Banquet or at the Annual Club Meeting.

**Section 8. Honorary Members.** The club may bestow upon special non-members such as "Grand Marshalls", "Masters of Ceremonies", "Honored Guests" and similar persons, Honorary Membership.

- A. Benefits: As this is a ceremonial membership the Honorary Member shall not receive regular member benefits but may receive special benefits such as, paid meals, honorary plaque, special membership card, club paraphernalia, or other benefits deemed appropriate.
- B. Selection: A person may be nominated for Honorary membership by any member although typically an event chairman. Approval for Honorary membership as well as benefits shall be decided by a majority of the Board of Directors.
- C. Awarding: The Awarding of Honorary Membership shall occur at the event where the honoree has been invited to participate.

**Section 9. Anti-Discrimination, Harassment, Retaliation.** Under no circumstances shall any person be suspended, expelled, discriminated, or retaliated against under any protected status, including but not limited to age, race, color, religion, sex (including

pregnancy and gender identity), sexual orientation, national origin, marital and parental status, disability, genetic information, family medical or genetic history, or political affiliation.

Any person subject to discriminatory behavior, harassment, or retaliation may submit a complaint to the Executive Secretary to present to the Board of Directors for review. If the complaint involves a Board of Directors member, the complaint shall be given to any member of the Board of Directors for review and presentation to the entire Board of Directors.

The complainant's identity may be kept confidential if requested. All complaints shall be kept in the club records for a minimum of five (5) years and must be furnished upon request by any person. Complaints shall not be required to include any evidence. All open complaints shall be reviewed and acted upon at the next meeting by the Board of Directors and present members. The complainant may withdraw their complaint without prejudice prior to the next meeting for review.

Additionally, all persons subject to discriminatory behavior, harassment, or retaliation may submit a complaint to the New Hampshire Commission for Human Rights. Nothing in this section shall constitute arbitration over legal recourse.

## **Article III - MEETING OF THE MEMBERS**

**Section 1. Annual Meeting.** The annual meeting of the members shall be held at the November meeting of the current year for the election of officers and directors, to hear reports of officers and committees, and to transact such other business as lawfully may come before the meeting. Newly elected officers will take office at the December meeting.

**Section 2. Special Meeting.** Special meetings of the members may be called by a majority of the Board of Directors, or by written petition of at least 20% of the membership of the Club.

**Section 3. Notice of Meetings.** A written notice, stating the place, day, hour and purpose of any meeting of members, including special meetings, shall be given by the Corresponding Secretary not less than 7, nor more than 21 days before such meeting, to each member by email to the address in the Club's electronic mail list.

**Section 4. Quorum.** At all meetings of the membership, ten percent of the members shall constitute a quorum.

**Section 5. Action.** All action except amendment of the articles of Association and Amendment of the Bylaws shall be by majority of those present and voting. Voting by proxy or absentee ballot shall not be allowed except with the approval of the majority of the Board of Directors in accordance with the rules they prescribe and with notice to all members.

**Section 6. General Meetings.** Monthly Meetings would be determined by the newly elected President at the Annual Meeting unless decided otherwise by the Board of Directors or a quorum of its members.

## Article IV - OFFICERS

**Section 1. Officers of the Club.** The elected officers of the Club shall be a President, one Vice President and Activities Director, Executive Secretary, Corresponding Secretary and Treasurer.

Membership Director, Club Newsletter Editor, Points Keeper, Trophy Chairman, Council Representative, Alternate Council Representative, Technology Chair and Publicity/Marketing Director shall be appointed by the President with the approval of the Board of Directors.

**Section 2. Board of Directors.** The Board of Directors shall consist of the elected officers and the immediate past president, and the appointed officers, with duties and powers as stated in Article V of these Bylaws. The Board shall hold meetings during the year when called by the President, at a time convenient to all.

**Section 3. Vacancies.** In case a vacancy shall occur in any of said offices, the Board of Directors shall select a person to fill the said vacancy until the next annual meeting. A vacancy may be due to any reason, including reasons from Article II, Sections 4 and 5.

## Article V - DUTIES OF ELECTED OFFICERS

**Section 1. President.** The President shall preside at all meetings of the members and Board of Directors and shall perform the duties usually appertaining to this office. He or she shall be the Chief Executive Officer of the Club.

**Section 2. Vice President and Activities Director.** The Vice President and Activities Director shall assist the President in his or her duties. It shall be an objective of the Vice President and Activities Director to provide as many types of events as possible in order to satisfy the interests of the members.. The duties of the Vice President and Activities Director include:

- a. Preside at all meetings in the absence of the President
- b. Arrange all meetings for the year.
- c. Prepare a calendar of events for the year, which, upon approval of the Board of Directors, shall be posted on the club's web site.
- d. Establish rules for the classification of vehicles competing in Club events.
- e. Determine the eligibility of vehicles for registration in various classes recognized by the Club, and accept or reject vehicles as they are offered by entrants for such registration.
- f. Establish rules for the conduct of all Club events and to set these forth in published form for distribution to the members.
- g. Provide for careful inspection and determination of the road worthiness of all cars entered for events.
- h. Regulate and control the participants in Club events.
- i. Appoint such permanent and temporary assistants as may be necessary to assist in the performance of the above named functions.

**Section 3. Executive Secretary.** The Executive Secretary shall attend all meetings of the Board of Directors, shall record all minutes in an electronic form and forwarded to the Corresponding Secretary for inclusion in the next meeting's notice. He or she shall give all motions of meetings of the members required by law or these Bylaws and shall perform all duties incidental to his or her office, required by law or by the majority of the Board of Directors.

In absence of the Secretary from any of the meetings, a Secretary Pro Tempore shall be chosen by the presiding officer.

**Section 4. Corresponding Secretary.** The Corresponding Secretary shall

- a. Give notice of all meetings to all members required by law of these Bylaws
- b. Send notices of events and activities of the Club
- c. Generally be responsible for the Club's correspondence
- d. Maintain the club's website directly or direct the Website Chair to make changes
- e. Maintain the club's electronic mail list
- f. Post meeting minutes on the club's website directly or direct the Website Chair to post the meeting minutes
- g. Shall perform all duties incidental to the office.

**Section 5. Treasurer.** The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, debts, obligations, belonging to the Club. He or she shall receive all monies of the Club and deposit same in the Club accounts. He or she shall make all payments of Club debts.

All contracts, checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Club by the Treasurer. He or she shall give bond, at Club expense, if required by the Board of Directors. He or she gives a report of financial expenditures and income at general meetings, as well as Board of Directors meetings. The Treasurer shall give a report on the financial status of the Club at the annual meeting, and if so requested, at any meeting of the Board of Directors. He or she shall give a total financial report for the year with a breakdown of expenses and total income for each category of events. He or she shall submit in advance a schedule of all proposed expenditures for approval of the Board of Directors.

A majority of the Board of Directors may appoint an Assistant Treasurer to act in the absence or incapacity of the Treasurer.

**Section 6. Editor.** The Editor shall be responsible for the publications of the Club Newsletter, a minimum of four times a year.

**Section 7. Membership Director.** The duties of the Membership Director shall be to promote membership and to make recommendations regarding membership to the Board of Directors, to issue membership cards, and report members to the Secretaries as cards are issued. The Membership Director shall send out bills for dues as stipulated in Section 3, Article 2, and keep a current list of names and addresses of members. He shall notify members of their election, and keep an up to date roll of all members.

**Section 8. Board of Directors.** It shall be the duty of the Board of Directors to perform such necessary functions of the Club as may arise which are not covered by the duties of the other officers as stated in these Bylaws, and to decide matters of Club policy, to pass upon expenditures, and to resolve all questions which may arise as to the interpretation and application of these Bylaws.

**Section 9. Publicity/Marketing Director.** The Publicity Director shall publicize the Club and all Club events. This director shall also, at the approval from the board of directors, use marketing tactics such as digital advertising to increase membership or event attendance. When possible, this director shall provide reporting of the results to the board of directors.

**Section 10. Trophy Chairman.** The Trophy Chairman shall arrange prizes and awards in a matter to provide equal treatment for all classes. He or she shall perform his duties as designated by the President.

**Section 11. Council Representative.** He or she shall represent the best interests of the Club, as directed by the Club, at all New England Sports Car Club Council Meetings.

**Alternative Council Representative** He or she shall perform the duties of the Council Representative, in the Council Representative's absence.

**Section 12. Points Keeper.** He or she shall keep and maintain an up to date record of points for Club members. He or she shall submit a list of such to the Corresponding Secretary for publishing on the web site.

**Section 13: Technology Chair.** He or she will be the point of contact for all technological assistance. This includes research, purchase and acquisition of new technologies as approved by the board of directors. He or she shall maintain a catalog of all equipment, its acquisition date, purchase price, expected lifespan, and any other related notes and documentation pertaining to its use.

## **Article VI - COMMITTEES**

**Section 1. Appointment of Committees.** The President shall appoint such committees as he or she finds desirable, from time to time, and shall outline the duties and responsibilities of such committees. All reports or actions taken by a committee must be voted upon by a majority of the entire committee. All majority in-favor reports or actions produced by the committee must then be voted upon by a majority of the board of directors.

**Section 2. Nomination Committee.** The President and Vice-President shall form a committee of choice to nominate and accept nominations for elected officers, as defined in Article IV, for the next year. This committee shall present all nominations for a vote at the annual meeting, as defined in Article III, Section 1.

**Section 3. Advisory Committee.** The advisory committee shall consist of any past board of directors members, or any other members as appointed by the President, and shall be automatically formatted at the request of a majority vote of the current board of directors. Committee members may opt out at their free will at any time without repercussion. This

committee shall provide advice to the board of directors based on experience and history with the club at the request of any board member and follow the processes as defined by Article VI, Section 1.

## **Article VII - FISCAL YEAR**

The fiscal year of the Club shall be the Calendar year.

## **Article VIII - EMBLEM**

The Club emblem may be selected in the first instance, and may be changed from time to time, by the Board of Directors.

## **Article IX - PERSONAL LIABILITY**

All persons or corporations extending credit to, contracting with, or having any claims against the corporation or the officers shall look only to the funds and property of the corporation for payment of any such contracts or claims or for the payment of any debt, damage, due or payable to them from the corporation or the officers, so that neither the members of the corporation nor the officers, present or future, shall be personally liable therefore.

## **Article X - AMENDMENT OF ARTICLES OF ASSOCIATION AND BYLAWS**

The Board of Directors of this Club or any ten members in good standing by written petition submitted to the Executive Secretary may propose an amendment to the Articles of Association or the bylaws. Upon such proposal being made, a copy thereof shall be included in the notice of the next meeting of the members, together with a ballot upon which members may vote for or against said proposal. If two thirds of the members voting vote in favor of the proposal, either by ballot or in person at the meeting the proposed amendment shall thereby be approved and adopted.

## **Article XI - ACTION BY THE CLUB**

Except as provided in Article X above, nothing contained in these Bylaws shall be construed as to prevent the taking of action in any case by a vote of the majority of members present and voting at an annual or Special Meeting of the Club as provided in Article III of these Bylaws.

## **Article XII - DISSOLUTION OF THE CLUB**

The dissolution of the Club, The Sports Car Club of New Hampshire, shall be in accordance with the latest State and IRS rules at time of dissolution and shall include the following steps when possible:

1. The Board Of Directors shall vote to dissolve the organization with a two-thirds majority in the favor of dissolution, for any reason the board deems acceptable and appropriate.
2. Upon a passed vote, the Board Of Directors shall draft a plan of dissolution which shall include a list of all assets and liabilities and how the club intends to address any

liabilities, sell assets, and distribute any remaining assets. The plan of dissolution shall not, under any circumstances, include any donation of funds or assets to any charity due to legal ramifications with the IRS rules. The board shall also include in its plan a completed Schedule N of the IRS Form 990. If there are insufficient assets to cover liabilities, the Board of Directors shall also include an additional liability plan, including the potential path of filing bankruptcy. The plan of dissolution shall include, but not be limited to:

- a. A plan for all liabilities to be paid for
  - b. A plan to transfer or sell all non-monetary assets
    - i. All remaining assets sold may incur a capital gains tax which must be filed and paid to the IRS, as dissolution will likely be immediately following within one year of sale.
  - c. All remaining monetary assets, if any, may be transferred (not donated) to another tax- exempt organization, or evenly distributed back to the members.
    - i. Distributions to the members shall be based on tenure in a monthly aggregate, dating back to at most ten (10) years from the month and year of dissolution. Distributions shall be made evenly across all members based on their total monthly tenure.
    - ii. Any and all member distributions must be reviewed and approved by a majority vote of the members in good standing.
3. The Board of Directors shall vote to dissolve the club by a two-thirds vote of a quorum of the directors and members in good standing. The vote to dissolve must be accompanied by the plan of dissolution, and shall be voted in its entirety. If a vote shall fail, the Board of Directors may revise the plan of dissolution based on feedback and try again or cancel the dissolution.
  4. Upon successful vote to dissolve the club by a two-thirds vote of a quorum of the directors and members in good standing, the club shall notify the IRS and the Corresponding Secretary, or another board member, shall notify all members of the dissolution. The drafted plan should be executed upon successful vote.
  5. Upon completion of the dissolution plan, a final financial statement shall be created and shall not reflect any remaining liabilities or assets of the club, and the final financial statements shall be mailed to all members in good standing, and all members who received a distribution, if any. The State of New Hampshire and the IRS shall also be notified.
  6. The past Board of Directors members shall continue to be available for a time period of no less than six (6) months to assist in the complete dissolution of the club.