



Sports Car Club of New Hampshire

Minutes of the Meeting – October 7, 2026

Held at Makris Lobster & Steak House, Concord NH and Remotely via Zoom

Call to Order: SCCNH Vice-President Alex McCrady called the seventh business meeting of 2026 to order at 7:00 P.M.

Members attending: (Vice-President) Alex McCrady, (Executive Secretary) Laura Demerath, Drew Young, Art Heath, George Young, Howard Roundy, Ken Becker, Rebekah Becker, Tracie Wheeler, Rob Widdick, Brittnei Widdick, Philip Mccallister, Remote: (President) Alex Quaintance, (Treasurer) Alison van Gelder, Scott Beliveau, Becky Best, Emmanuel Cecchet

Secretary's Report: A motion was made to accept the September 2 2026 minutes as submitted. (Rob/Ken)

Treasurer's Report: Alison reports that the accounts are in good standing. (Brittnei/George)

Membership Report: Laura reports that we have 410 total members at this time, 397 regular and 13 life. (Rob/Drew). We are still working with MSR on the membership bug.

Programs

Autocross Report: Alex Q reports that Autocross 5 and 6 were last weekend. Both days went well. Saturday was sold out and Sunday was $\frac{2}{3}$ full. Dates are locked in with Canaan for 2027.

Hillclimb Report: Laura reports for Calvin that Fall Ascotney went well. It was a sold out event and we had plenty of workers. Okemo 2 is in two weeks. The NEHA Banquet will probably be in February and will be hosted by SCCV this year. Calvin will work to confirm 2027 dates soon.

CTTC Report: Howard reports that there is intent to run again in 2027 and meetings with MWAR are ongoing.

Gravel Trials Report: Scott reports the last event was September 27th and had 18 entries (4 late withdrawals). There are no more 2026 dates. He is looking at a late January date for the first 2027 event. 2026 had 4 events and the consensus is that that is a good number to aim for in 2027.

Rally Report: Drew reports that the rally this coming weekend is cancelled. Turkey Trot TSD is scheduled for November 15th and registration just opened. Emails will be sent out to publicize the event.

Old Business

Ray Boissoneau Celebration of Life: The celebration of life is this Saturday and we need more cars!

Holiday Party: Location and catering are confirmed for December 5th. Registration will go live by late October.

Meeting of the Members: Alex M is still working on confirming the location. Once confirmed, MSR will go live to get a head count for ordering pizza.

Election/Bylaws: Laura makes a motion for membership dues to stay the same in 2027 (Laura/Rebekah). Motion passes. Rob has submitted bylaw proposal changes and they are attached to this document. Board nominations are Rob Widdick for President, Alex McCrady for Vice-President and Brittnei Widdick for Treasurer. Both secretary positions are open for nominations. The election will go live in MSR in one week.

Survey: Survey is still being refined but will hopefully go out soon.

Insurance: Drew has reached out to the broker that helped us with CTTC. Alex Q, Catherine D and Josh B are the 3 club representatives to provide the information needed to get a quote.

The meeting was adjourned at 8:07pm (Drew/George).

Respectfully Submitted

Laura Demerath

Executive Secretary

Overview and ballot

The Club's bylaws have been amended piece by piece since 1956. A review against New Hampshire law (RSA 292) and the federal rules for 501(c)(7) social clubs found sections that contradict each other, rules that don't match how the Club actually runs, and gaps that leave the Club, its officers and its members exposed. Motion 2 counts only if Motion 1 passes.

Motion 1 — Bylaw amendments (Items 1–32)

Motion 1 documents how the Club runs, such as sign-ups, absentee ballots and how the meeting schedule is set. It also brings the bylaws in line with state and federal law so the Club keeps its charter and tax exemption, and it adds protections members don't have today, which includes fair, private handling of complaints and discipline, stronger controls on Club money, insurance for event volunteers, and youth safety. Many of the changes and fixes depend on each other. **Voting on them separately could leave the bylaws more inconsistent than they are today**, so they are presented as one package.

***Motion 1.** To adopt, as a single proposal, the amendments to the Bylaws and Articles of Agreement set out in Items 1 through 32 of this package.*

Item	Changes	What it does
1	Art. I; Art. III §5; Art. X	Calls the founding document the Articles of Agreement throughout; Articles and law control in a conflict
2	Art. II §1, §6	Defines Individual, Family (whole household, any age), Life and Honorary classes; voting at 16+ in every class, with major votes reserved to members 18+; one vote per person; defines good standing
3	Art. II §2–3	Joining by sign-up with parent approval under 18; membership cards; renewal notices by Jan 1, dues due Feb 1, membership ends if unpaid Mar 31
4	Art. II §4	Discipline: event-day removal, private hearing before the Board or an Ethics Panel, recusal, 2/3 Board vote to expel, written-only member appeal
5	Art. II §5	Resignation effective on receipt; amounts owed still due
6	Art. II §7(C)	Life Member selection committee meets within 30 days before the Annual Meeting
7	Art. II §9	Confidential complaint review with a chance to respond; no retaliation; outside agencies and child-abuse reporting

8	Art. III §2	Board must call a petitioned special meeting within 14 days, held within 45
9	Art. III §3	Notice by email, or mail on request; full text of anything being voted on
10	Art. III §4	Quorum is 10% of voting members in good standing; ballots count
11	Art. III §5	One vote per member, no proxies; paper or electronic ballots with safeguards
12	Art. III §6; Art. V §2(b)	President sets the general meeting schedule at or within 30 days after the Annual Meeting unless the Board decides otherwise; VP arranges meetings
13	New Art. III §7	Allows virtual and hybrid meetings
14	New Art. III §8	Election procedure, including absentee ballots run by the Executive Secretary; secret ballot for contested offices
15	Art. IV §1	One-year terms; officers and signers must be 18+; one elected office per person
16	New Art. IV §4	Officer resignation and removal
17	New Art. IV §5	Defines appointed positions such as Membership Director and Website Chair
18	Art. V §3	Executive Secretary: minutes, records, volunteer roster, state filings, absentee ballots
19	Art. V §5	Treasurer controls: second approval for unbudgeted spending over \$500 and insider payments; budget by Mar 31; annual review; tax filings
20	Art. V §6	Board meets quarterly on 72 hours' notice; quorum; defines Board approval; unanimous email votes; Board meetings open to members except closed sessions
21	New Art. V §7	Conflict-of-interest disclosure and recusal; no pay for officers
22	Art. VI §2	Clarifies the Nomination Committee; any member may nominate, including themselves; all eligible nominees go to the vote

23	New Art. XIII	Tax-exempt guardrails; no gifts or loans of Club funds to members
24	Art. IX	Adds indemnification and liability insurance
25	Articles of Agreement	Limits directors' personal liability to the Club and members (RSA 292:2, V-a)
26	New Art. XIV	Records, member access and IRS public disclosure
27	New Art. XV	Code of Conduct (30-day notice, member override), event safety, waivers, youth safety
28	Art. X	Amendment process, Articles filings and conforming edits
29	Art. XII	Dissolution under RSA 292:10-a, with a court route (two-thirds of votes cast, 30% turnout) and shares per membership
30	New Art. XVI	Robert's Rules and severability
31	Various	Typo and wording corrections
32	New Art. V §8	Yearly update of officers, directors and address with the NH Secretary of State; IRS Form 8822-B within 60 days of a responsible-party change

Articles I–II: Founding document and membership

Item 1 — Name the founding document correctly

Changes: Replaces Article I in full. Replaces "Articles of Incorporation" and "Articles of Association" with "Articles of Agreement" wherever they appear, including Article III §5 and the title and text of Article X.

Article I — ARTICLES OF AGREEMENT

The Sports Car Club of New Hampshire (the "Club") is a voluntary corporation organized under New Hampshire RSA 292. Its name, purposes, principal address, and the other matters required by RSA 292:2 are set out in its Articles of Agreement as recorded with the New Hampshire Secretary of State and as amended from time to time. The Articles of Agreement are made part of these Bylaws. If these Bylaws conflict with the Articles of Agreement or with law, the Articles of Agreement or the law control.

Reason: RSA 292 calls the founding document "Articles of Agreement," while the bylaws use two other names, which leaves doubt about which document governs. The added sentence tells members which one wins in a conflict.

Item 2 — Define membership classes, voting and good standing

Changes: Replaces Article II §1 ("Original members") and Article II §6 ("Membership"). Sections 7 and 8 stay and operate within these classes.

Section 1. Membership Classes. *The Club has the following classes of members:*

(a) Individual Member: one person who has signed up and paid individual dues.

(b) Family Member: each person listed on a family membership, which covers all immediate family members living in the same household, regardless of age, who sign up together. For this purpose, immediate family means spouses or domestic partners, children, parents and siblings.

(c) Life Member: as provided in Section 7.

(d) Honorary Member: as provided in Section 8. Honorary Members have no vote and are not counted toward a quorum.

Each Individual, Family and Life Member age 16 or older has one vote. Members under 16 have no vote and are not counted toward a quorum. No person shall cast more than one vote on any matter, regardless of how many memberships or classes they hold. Members under 18 may not vote on dissolution, amendments to the Articles of Agreement, the purchase, sale or mortgage of real property, or borrowing over \$5,000.

Section 6. Members in Good Standing. *A member is in good standing if their dues for the current year are paid or waived, they are not suspended under Section 4, and they owe no overdue amount to the Club. Only members in good standing may vote, hold office, or count toward a quorum.*

Reason: RSA 292:6-b limits each member to one vote and treats members as a single class unless the Articles authorize more. The bylaws name four member types without saying who votes, and use "good standing" throughout without defining it. If the filed Articles do not authorize classes, the Articles need a matching amendment. The 1956 "original members" clause no longer does anything. Family memberships cover the whole household regardless of age, so adult children or parents living at home don't need separate memberships, and each voter still gets exactly one vote. A single voting age of 16 applies across all classes, so voting rights don't depend on which kind of membership a young member holds. Reserving major decisions to members 18 or older is a policy choice, not a legal requirement.

Item 3 — Fix membership sign-up and dues timing

Changes: Replaces Article II §2 and §3.

Section 2. Joining. *Any person may become a member by completing the Club's membership sign-up, online or on paper, and paying the applicable dues. For anyone under 18, a parent or guardian must complete or approve the sign-up. The Membership Director shall record each new member, forward dues records to the Treasurer, issue a membership card, and notify the Executive Secretary. The Board may refuse or cancel a sign-up only for a reason stated in writing that is consistent with Section 9, such as a prior expulsion.*

Section 3. Dues and Renewal. *Annual dues for each class shall be set by vote of the members at the Annual Meeting. The Membership Director shall send renewal notices no later than January 1. Renewal dues are due February 1. A member whose dues are unpaid after February 1 loses membership privileges until paid and must pay the full rate for new members; early-renewal pricing applies only to dues received by February 1. Membership ends if dues remain unpaid on March 31; a former member may rejoin as a new member.*

Reason: §2 says renewal bills go out 30 days before February 1, while §3 says within 30 days after the November meeting; a single deadline removes the conflict. The IRS expects a social club to have a defined, limited membership; this states how people join without adding a screening step the club doesn't use. Ending lapsed memberships on March 31 keeps the voting roll current, which matters for quorum and for the dissolution vote in Item 29. Having a parent or guardian complete or approve the sign-up for anyone under 18 makes their commitment to dues and the Code of Conduct enforceable, matching the parent-signed waivers in Item 27.

Item 4 — Replace "Expulsion" with a fair discipline process

Changes: Replaces Article II §4. Depends on Item 27 (Code of Conduct).

Section 4. Discipline.

(a) Grounds. A member may be disciplined for violating these Bylaws, the Code of Conduct, or event safety rules adopted under Article XV, or for conduct that endangers others or seriously harms the Club.

(b) At events. An event chair or designated safety steward may remove any person from an event for safety or conduct reasons. The removal lasts for that event only and must be reported to the Board within 7 days.

(c) Notice and hearing. Before suspending or expelling a member, the Board shall give the member at least 14 days' written notice of the charges and the information relied on, and an opportunity to respond in a private hearing, in writing, in person or both. The hearing may be held by the Board or by a three-member Ethics Panel of members in good standing that the Board appoints. The member may be accompanied by one person of their choice, and a parent or guardian may accompany a member under 18.

(d) Recusal. A director or panel member who is a complainant or witness, or who has a personal conflict in the matter, shall not take part in the hearing or decision.

(e) Decision. After the hearing, the Board may dismiss the matter, issue a written warning, or suspend the member for up to 12 months by majority vote of the participating directors, or expel the member by a two-thirds vote of the participating directors. The member shall receive the decision and the reasons in writing.

(f) Appeal. Within 14 days after an expulsion, the member may appeal to the members by written notice to the Executive Secretary. The notice of the next general meeting shall include a written statement of no more than 500 words from the member and one from the Board. There shall be no floor debate. The expulsion stands unless a majority of members voting by secret ballot, paper or electronic, vote to overturn it.

(g) Confidentiality. Hearings and deliberations are confidential. Only the outcome is reported to members, unless the member chooses to appeal.

(h) Money. Dues are not refunded on suspension or expulsion. Any other amount the Club owes the member shall be paid within 30 days of expulsion.

Reason: The current section relies on "Club rules" that are never defined, gives event organizers no authority to act on the spot, and puts expulsions to a general meeting vote, which invites a public airing of allegations and the defamation and conflict that come with it. This moves decisions to the Board or an Ethics Panel after private notice and a hearing, requires recusal of anyone involved, and keeps a member appeal that only the member can trigger, using short written statements instead of floor debate.

Item 5 — Clarify resignation

Changes: Replaces Article II §5.

Section 5. Resignation. *A member may resign by written notice, on paper or by email, to the Executive Secretary. The resignation is effective on receipt. Resignation does not cancel any amount owed to the Club, and dues are not refunded.*

Reason: The current text makes a resignation effective only once all debts are paid, which could keep an unwilling person on the rolls indefinitely.

Item 6 — Clarify Life Member selection timing

Changes: Amends Article II §7(C). §7(E) is unchanged.

In §7(C), replace "shall meet within 30 days of the annual club meeting" with "shall meet within 30 days before the Annual Meeting."

Reason: "Within 30 days of" can mean before or after the meeting. Life Memberships are awarded at the Annual Awards Banquet, which also serves as the Annual Meeting, so the selection committee has to meet beforehand.

Item 7 — Rewrite the complaint process

Changes: Replaces the second, third and fourth paragraphs of Article II §9. The first paragraph, which lists the protected characteristics, stays word for word.

Complaints. *Any person who believes they have been subjected to discrimination, harassment or retaliation may submit a complaint, in writing or verbally, to the Executive Secretary or to any director. A complaint involving a director may be given to any other director. A complaint need not include evidence.*

Review. *Within 14 days, the Board shall appoint two directors with no involvement in the matter (or, if fewer are available, a member of the Advisory Committee) to review it. The reviewers shall inform the person complained about, give them a fair opportunity to respond, and report their findings to the Board. The Board shall decide the matter in closed session, may take any action available under Section 4 following its notice, hearing and recusal rules, and shall tell both parties the outcome. If a party is under 18, their parent or guardian shall be notified and may accompany them.*

Confidentiality and records. *Complaints, reviews and Board deliberations are confidential. The complainant's identity shall not be disclosed beyond the reviewers and the Board except as needed for a fair review or as required by law. Complaint records shall be kept for at least five years and are available only to the Board, to each party for their own complaint, or as required by law. A complainant may withdraw a complaint at any time without prejudice.*

No retaliation. *No person shall be retaliated against for making a good-faith complaint, taking part in a review, or reporting in good faith suspected financial misconduct or a violation of these Bylaws.*

Outside remedies. *Any person may also file a complaint with any government agency that has jurisdiction, including the New Hampshire Commission for Human Rights for Club activities open to the public, or pursue any other legal remedy. Nothing in this Section requires arbitration or limits those rights. Suspected abuse or neglect of a child must be reported to the New Hampshire Division for Children, Youth and Families or to police as RSA 169-C:29 requires; an internal complaint never replaces that report.*

Reason: The current text promises confidentiality, then requires complaint records to be "furnished upon request by any person" and has open complaints reviewed by the Board "and present members." That airs allegations publicly, invites defamation claims and gives the accused no chance to respond. The protected-characteristics list stays, which keeps the bylaws within IRC 501(i). The Commission's public-accommodation jurisdiction excludes distinctly private clubs, though Club events open to the public may still fall within it, so the wording now points to any agency with jurisdiction. The no-retaliation clause also covers good-faith reports of financial misconduct.

Article III: Meetings, voting and elections

Item 8 — Set a deadline for petitioned special meetings

Changes: Replaces Article III §2.

Section 2. Special Meetings. *Special meetings of the members may be called by a majority of the Board, or by written petition (paper or electronic) of at least 20% of the members in good standing delivered to the Executive Secretary. On receiving a valid petition, the Board shall call the meeting within 14 days, to be held within 45 days of receipt. Only business stated in the notice may be acted on at a special meeting.*

Reason: Members can petition for a meeting today, but nothing requires the Board to act on the petition or by when.

Item 9 — Strengthen meeting notice

Changes: Replaces Article III §3.

Section 3. Notice of Meetings. *The Corresponding Secretary shall give each member written notice of every meeting of members, stating the place or electronic access, date, time and purpose, at least 7 and no more than 21 days before the meeting, unless these Bylaws require a longer period. Notice shall be sent by email to the address on the Club's member list, and by mail to any member who has asked in writing for paper notice. Notice of a meeting at which an election, a Bylaws or Articles amendment, an expulsion or a dissolution will be voted on shall include the full text of the proposal or the slate of candidates, and instructions for any ballot.*

Reason: Members without email currently have no way to receive notice. Requiring the full text of anything being voted on means members never vote on a proposal they haven't seen; Article X already expects this for amendments.

Item 10 — Define who counts toward a quorum

Changes: Replaces Article III §4.

Section 4. Quorum. *A quorum at any meeting of members is ten percent of the members in good standing who are entitled to vote, present in person or by electronic means under Section 7. Ballots returned under Section 5 count toward the quorum for the matter they address.*

Reason: "Ten percent of the members" doesn't say whether family dependents, honorary members or lapsed members count, so any quorum can be challenged after the fact.

Item 11 — One clear voting and ballot rule

Changes: Replaces Article III §5.

Section 5. Voting. *Except where these Bylaws, the Articles of Agreement or law require a larger vote, actions of the members are decided by a majority of the votes cast by members present and voting. Each member entitled to vote has one vote. Proxy voting is not permitted. The Board may provide for voting by paper or electronic ballot on elections, amendments, expulsions or dissolution, provided that every voting member receives the ballot with the meeting notice, the ballot states the deadline for return, returned ballots are checked against the member list, and the method protects secrecy where these Bylaws require a secret ballot.*

Reason: RSA 292:6-b limits each member to one vote. The current text bans absentee ballots unless the Board approves, while Article X already uses ballots for amendments; this sets one consistent rule with basic safeguards.

Item 12 — Separate scheduling from arranging meetings

Changes: Replaces Article III §6 and Article V §2(b).

Article III, Section 6. General Meetings. *The newly elected President shall set the schedule of general meetings of members for the coming year at the Annual Meeting or within 30 days after it, unless the Board decides otherwise. The Corresponding Secretary shall send the schedule to members in the same manner as meeting notices under Section 3. The Vice President and Activities Director shall arrange those meetings.*

Article V, Section 2(b): *Arrange general meetings of members on the schedule set under Article III, Section 6.*

Reason: This keeps the current practice of the newly elected President setting the schedule, with the Board able to change it, and adds a 30-day window so the schedule doesn't have to be final on the night of the Annual Meeting. Article V §2 currently tells the Vice President to "arrange all meetings," which overlaps; now the President sets the schedule and the Vice President arranges each meeting. Members receive the schedule the same way they receive meeting notices.

Item 13 — Allow virtual and hybrid meetings

Changes: Adds a new Article III §7.

***Section 7. Electronic Participation.** Any meeting of the members, the Board or a committee may be held in person, entirely by video or telephone conference, or in a hybrid format, as stated in the notice. A person who can hear and be heard by everyone at the meeting is present in person for all purposes. The presiding officer shall take reasonable steps to confirm that each person voting electronically is entitled to vote.*

Reason: RSA 292 is silent on virtual meetings, so the authority has to come from the bylaws. Without it, any decision made on a video call could be challenged.

Item 14 — Add an election procedure

Changes: Adds a new Article III §8. Works with Item 22 (Nomination Committee).

***Section 8. Elections.** Officers are elected at the Annual Meeting. Nominations are made and close as provided in Article VI, Section 2, and the full list of nominees shall be sent with the notice of the Annual Meeting. Members may vote before the Annual Meeting by absentee ballot, paper or electronic, sent with the notice of the meeting. The Executive Secretary shall accept absentee ballots until the meeting begins, confirm that each voter is a member in good standing who has not already voted, keep each member's vote confidential, and report only the totals. Uncontested offices may be filled by voice vote. Contested offices shall be decided by secret ballot, paper or electronic, and the candidate with the most votes wins. A tie shall be broken by a runoff ballot between the tied candidates at the same meeting.*

Reason: The bylaws say officers are elected at the Annual Meeting but not how: there is no nomination deadline, no right to nominate from the floor, and no method for contested races or ties. Nominations close on the deadline set in Article VI, Section 2, so the final list of nominees can go out with the Annual Meeting notice. Absentee voting through the Executive Secretary, the Club's current practice, becomes a standing rule, so it doesn't need Board approval each year.

Articles IV–VI: Officers, Board, finances and committees

Item 15 — State officer terms and eligibility

Changes: Adds a second paragraph to Article IV §1.

Officers serve one-year terms beginning at the December meeting after their election and ending when their successors take office. To be elected or appointed as an officer, a person must be a member in good standing and at least 18 years old. Only members 18 or older may sign contracts on the Club's behalf or serve as authorized signers on Club accounts. No person may hold more than one elected office at a time.

Reason: The bylaws never state how long a term is or who may serve. Because family members can vote from age 16, nothing stops a minor from being elected Treasurer and signing contracts, which a minor can generally void later. Term limits are not included.

Item 16 — Add officer resignation and removal

Changes: Adds a new Article IV §4.

***Section 4. Resignation and Removal.** An officer may resign by written notice to the President or the Executive Secretary, effective on receipt or on a later date stated in the notice. An officer may be removed*

*(a) by two-thirds of the votes cast at a meeting of members whose notice states the proposed removal, or
(b) by vote of all other directors in office, for missing three consecutive Board meetings without excuse, ceasing to be a member in good standing, or a material breach of these Bylaws, after notice and an opportunity to be heard. A vacancy created by removal is filled under Section 3.*

Reason: Section 3 fills vacancies but never says how one is created. Without a removal process, an officer who stops showing up or misuses the role can only be replaced at the next election.

Item 17 — Define appointed positions

Changes: Adds a new Article IV §5.

Section 5. Appointed Positions. *The President, with Board approval, may appoint a Membership Director, a Website Chair, event chairs and other positions the Club needs, and shall define their duties in writing. The Assistant Treasurer is appointed under Article V, Section 5. Appointees must be members in good standing, serve at the pleasure of the Board, and are not directors. The Membership Director shall maintain the membership roll, including each member's class, join date and dues status.*

Reason: The bylaws assign duties to a Membership Director and a Website Chair that appear nowhere in the officer list. A roll with join dates also supports the quorum count and any tenure-based formula on dissolution.

Item 18 — Make the Executive Secretary responsible for state compliance

Changes: Replaces Article V §3.

Section 3. Executive Secretary. *The Executive Secretary shall:*

(a) Attend and record minutes of all meetings of the Board and of the members, and send them to the Corresponding Secretary for distribution with the next meeting notice;

(b) Keep the Club's official records under Article XIV;

(c) Keep a written roster of officers, appointees, committee members and event volunteers, with the dates and nature of their service, as the record required by RSA 508:17;

(d) File the Club's report with the New Hampshire Secretary of State every five years as required by RSA 292:25, and record any amendment to the Articles of Agreement with the Secretary of State and the town or city clerk as required by RSA 292:4 and 292:7;

(e) Receive resignations, petitions and complaints as provided in these Bylaws, and administer absentee ballots under Article III, Section 8; and

(f) Perform other duties assigned by the Board.

If the Executive Secretary is absent from a meeting, the presiding officer shall appoint a Secretary Pro Tempore.

Reason: The current text has the Executive Secretary "give all motions," which appears to mean notices and duplicates the Corresponding Secretary, while no one is responsible for state filings. Missing the five-year report (next due in 2030) revokes the charter under RSA 292:25. RSA 508:17 shields volunteers from personal liability only if the Club keeps a record showing they are volunteers.

Item 19 — Add financial controls and assign federal filings

Changes: Replaces Article V §5.

Section 5. Treasurer. *The Treasurer shall have custody of the Club's funds, deposit all receipts in accounts in the Club's name, and pay the Club's debts, subject to these controls:*

(a) Signers. The Treasurer and the President are authorized signers on all Club accounts, and either may sign contracts the Board has approved. Only members 18 or older may be authorized signers. Approval by

a second authorized signer is required for (1) any expenditure or contract over \$500 that is not a line item in the Board-approved budget, and (2) any payment to an officer or a member of an officer's household, other than reimbursement of approved expenses. Budgeted expenditures, such as venue rentals, event deposits and insurance premiums, need only one authorized signer. Every payment over \$500 shall be listed in the Treasurer's next report to the Board.

(b) Budget. The Treasurer shall present a proposed annual budget and schedule of expenditures to the Board by March 31. Spending outside the approved budget requires Board approval.

(c) Reports. The Treasurer shall report income and expenses at each Board and general meeting, and at the Annual Meeting shall give a full report for the year with totals by category and by event.

(d) Annual review. Within 90 days after each fiscal year ends, two members in good standing who are not authorized signers, appointed by the Board, shall review the books and bank statements and report their findings to the members.

(e) Tax filings. The Treasurer shall make sure the Club timely files its annual IRS Form 990-series return, Form 990-T when required, and any other required federal or state return, and shall keep records that separate member and nonmember income and expenses as described in IRS Revenue Procedure 71-17.

(f) Bond. The Treasurer shall give bond at Club expense if the Board requires.

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

Reason: Today one person signs every check and contract with no second approval and no outside review, like one person holding the only key to the safe and also counting what's inside. Second approval applies only to unbudgeted spending and payments to insiders, so routine track rentals, deposits and premiums the Board already budgeted don't stall; listing every large payment in the next report keeps them visible. The IRS presumes all income is taxable unrelated income when records don't separate member and nonmember sources, and a club that misses three consecutive annual returns loses its exemption automatically (IRC 6033(j)).

Item 20 — Set Board meeting rules

Changes: Replaces Article V §6.

Section 6. Board of Directors. *The Board shall manage the Club's affairs not assigned to others by these Bylaws, decide matters of Club policy, approve expenditures, and resolve questions about interpreting and applying these Bylaws.*

(a) Meetings. The Board shall meet at least quarterly. The President or any two directors may call a meeting on at least 72 hours' notice by email, which a director may waive.

(b) Quorum and voting. A majority of directors in office is a quorum. Actions require a majority of directors present, unless these Bylaws require more. Unless these Bylaws say otherwise, any approval or decision of the Board means a majority vote of directors present at a meeting with a quorum, or unanimous written consent under paragraph (c).

(c) Action without a meeting. The Board may act without a meeting if all directors consent in writing or by email; the consents shall be filed with the minutes.

(d) Open meetings. Members may attend Board meetings, except sessions the Board closes to discuss discipline, complaints, legal matters or contracts under negotiation. No final vote may be taken in a closed session.

Reason: The bylaws give the Board broad powers but no meeting frequency, quorum, notice rule or way to act by email. Requiring unanimous consent for email votes keeps any director from being outvoted in a thread

they never saw. It also defines "Board approval," which appears throughout the bylaws, so every reference means the same thing.

Item 21 — Add a conflict-of-interest rule

Changes: Adds a new Article V §7.

Section 7. Conflicts of Interest. *A director, officer or appointee who has a financial interest, directly or through a household member or a business they own or work for, in any contract, purchase or transaction with the Club shall disclose it to the Board before the matter is decided, and shall not vote on it or count toward the quorum for it. The Board may approve the transaction only if the disinterested directors find it fair and reasonable to the Club. The disclosure and vote shall be recorded in the minutes. Each director shall disclose known conflicts in writing on taking office. No director or officer shall be paid for serving, other than reimbursement of reasonable, documented expenses approved under Section 5.*

Reason: A social club loses its exemption if net earnings inure to any person with a private interest in it. An unchecked deal with an officer's business, such as track rental, printing or trophies, is the most common way that happens. Disclosure and recusal also protect the officer from later accusations.

Item 22 — Clarify the Nomination Committee

Changes: Replaces Article VI §2.

Section 2. Nomination Committee. *The President and the Vice President and Activities Director shall form a Nomination Committee, which may include other members in good standing of their choosing, to nominate and accept nominations for the elected officers defined in Article IV for the next year. Any member in good standing may submit a nomination to the committee, including a self-nomination, in writing or from the floor at the October meeting, and up to a week thereafter, when nominations close. The committee shall confirm that each nominee is eligible and willing to serve, and shall present all such nominations for a vote at the Annual Meeting, as defined in Article III, Section 1.*

Reason: This keeps the current committee and its wording, and fills the gaps. It defines "committee of choice," says who may nominate (including self-nomination), sets a firm nomination deadline, and requires nominees to be eligible and willing to serve. "Present all nominations" stays, so every eligible nominee goes to the vote.

Articles VII–XII and new articles: Tax status, liability, records and dissolution

Item 23 — State the Club's tax-exempt guardrails

Changes: Adds a new Article XIII.

Article XIII — TAX-EXEMPT STATUS

Section 1. Purpose. *The Club is organized and operated for pleasure, recreation and other nonprofitable purposes, as stated in its Articles of Agreement, within the meaning of section 501(c)(7) of the Internal Revenue Code. Substantially all of its activities shall serve those purposes.*

Section 2. No private benefit. *No part of the Club's net earnings shall inure to the benefit of any member, officer or other person, except reasonable reimbursement of expenses, reasonable payment for services actually rendered under Board-approved arrangements, and modest awards or prizes for Club events. The Club shall not make gifts or loans of Club funds to individual members. This does not prevent modest gestures such as flowers or cards, personal giving by members, or the Club sharing information about fundraising efforts organized outside the Club.*

Section 3. Nonmember activity. *The Club shall operate primarily for its members. The Treasurer shall monitor income from nonmembers and investments and report to the Board if it approaches the limits the IRS applies to social clubs (currently 35% of gross receipts, of which no more than 15% may come*

from nonmember use of Club facilities and services). For events open to nonmembers, the Club shall keep the records described in IRS Revenue Procedure 71-17.

Section 4. Nondiscrimination. *No provision of these Bylaws or of any Club policy shall provide for discrimination against any person on the basis of race, color or religion, or on any other basis listed in Article II, Section 9.*

Section 5. Construction. *These Bylaws shall be interpreted to preserve the Club's exemption under section 501(c)(7).*

Reason: Federal exemption depends on a recreational purpose, no private benefit, nonmember income within the IRS guidelines, and no discriminatory governing provision. None of this appears in the bylaws today, so a future Board could drift past a limit without knowing it existed. Section 2 also makes clear the Club can't give its money to a member in need, while keeping the ways members can still help.

Item 24 — Add indemnification and insurance

Changes: Replaces Article IX. Its current text becomes Section 1, with "dept" corrected to "debt" and "the them" to "them."

Article IX — PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limited 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.*

Section 2. Indemnification. *The Club shall indemnify any current or former director, officer, appointee, committee member or rostered volunteer against expenses (including reasonable attorney's fees), judgments, fines and settlements reasonably incurred in any claim or proceeding arising from their service to the Club, if they acted in good faith, within the scope of their Club duties, and in a manner they reasonably believed to be in the Club's best interest. No indemnification shall be made for willful, wanton or grossly negligent misconduct, intentional misconduct, a knowing violation of law, a transaction from which the person received an improper personal benefit, or a claim brought by the Club itself.*

Section 3. Advance of expenses. *The Board may pay defense costs as they are incurred if the person agrees in writing to repay them if it is later determined they were not entitled to indemnification.*

Section 4. Insurance. *The Board shall maintain general liability insurance covering Club events and activities, and directors and officers liability insurance when available at reasonable cost. Indemnification under this Article is limited to available insurance and Club assets and does not make any member personally liable.*

Reason: The current article only tells creditors to look to Club assets; it does nothing for an officer personally sued over a Club decision or event. New Hampshire's volunteer immunity (RSA 508:17) excludes "volunteer activity related to transportation," which may reach driving events, so insurance and indemnification matter more for a car club than most. The exclusions mirror RSA 292:2, V-a and RSA 508:17.

Item 25 — Amend the Articles to limit directors' personal liability

Changes: Adds a new article to the Articles of Agreement, not the Bylaws. Requires a Board vote under RSA 292:7 and recording with the Secretary of State (25) *and the town clerk* (5), in addition to the member vote under Article X.

The personal liability of each director and officer to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer is eliminated to the fullest extent permitted

by RSA 292:2, V-a, except for (1) any breach of the duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law; and (3) any transaction from which the director or officer derived an improper personal benefit.

Reason: RSA 292:2, V-a lets a voluntary corporation shield its volunteer directors from damages claims brought by the Club or its members, but only through the Articles. It complements Item 24, which covers claims from outsiders.

Item 26 — Add a records and disclosure article

Changes: Adds a new Article XIV.

Article XIV — RECORDS AND PUBLIC DISCLOSURE

Section 1. Official records. *The Club shall keep its Articles of Agreement and Bylaws with all amendments; minutes of member, Board and committee meetings; ballots for one year after each vote; the membership roll; the volunteer roster; financial records, bank statements, budgets and annual reports for at least seven years; tax returns and IRS correspondence permanently; and complaint records as provided in Article II, Section 9.*

Section 2. Member access. *Any member in good standing may inspect or receive a copy of the Articles, Bylaws, approved minutes of member and Board meetings (other than closed sessions), budgets and annual financial reports, on written request to the Executive Secretary, within 15 days. The Club may charge reasonable copying costs. Member contact information shall be used only for Club business and shall not be sold or given to outside parties.*

Section 3. Public disclosure. *As required by section 6104(d) of the Internal Revenue Code, the Club shall make its application for exemption (if it has a copy) and its three most recently filed annual returns, including any Form 990-T, available for public inspection and provide copies on request. The Club may satisfy requests for copies by posting these documents on its website.*

Reason: Federal law requires the exemption application and last three returns to be open to anyone, with per-day penalties for refusal, yet the bylaws instead open complaint files to "any person." This gives members defined access to governance records and protects the member email list.

Item 27 — Add a Code of Conduct and event safety article

Changes: Adds a new Article XV. Item 4 depends on it.

Article XV — CODE OF CONDUCT AND EVENT SAFETY

Section 1. Code of Conduct. *The Board shall adopt, publish on the Club website and periodically review a Code of Conduct covering behavior at Club meetings, events and online channels. Members agree to follow it as a condition of membership. The Code and any change to it take effect 30 days after being sent to members, and members may set aside any provision by majority vote at a general meeting.*

Section 2. Event safety. *At each driving event, the event chair shall apply the safety rules of the Club, the venue, the Club's insurer and any sanctioning body, and may appoint safety stewards. The event chair or a safety steward may refuse participation to, or remove, any person or vehicle for safety reasons under Article II, Section 4(b).*

Section 3. Waivers and minors. *Every participant in a driving event shall sign the release and waiver required by the Club's insurer, the venue or the sanctioning body. A parent or legal guardian must sign for any participant under 18, and minors may drive only where the venue, insurer and sanctioning body allow.*

Section 4. Impairment. *No person may drive or work in a safety role at a Club event while impaired by alcohol or drugs.*

Section 5. Youth safety. *A member under 18 at a Club event must be accompanied by, or have written permission from, a parent or guardian, who remains responsible for them. Adults acting for the Club shall avoid unobserved one-on-one contact with minors other than their own children. Any person who has reason to suspect that a child has been abused or neglected must report it as required by RSA 169-C:29.*

Reason: Article II §4 lets the Board discipline members for breaking "Club rules," but no rules exist. A car club's biggest exposure is on event day, and this gives organizers clear authority and keeps waivers aligned with what the insurer requires. The youth safety section matters more now that family memberships cover members of any age, and New Hampshire requires every person, not only professionals, to report suspected child abuse (RSA 169-C:29). The 30-day notice and member override stop the Board from changing, without warning, the rules members can be disciplined under.

Item 28 — Tighten the amendment process

Changes: Replaces Article X.

Article X — AMENDMENT OF THE ARTICLES OF AGREEMENT AND BYLAWS

Section 1. Proposal. *The Board, or any ten members in good standing by written petition to the Executive Secretary, may propose an amendment to the Articles of Agreement or these Bylaws.*

Section 2. Notice and vote. *The full text of the proposal shall be included in the notice of the next meeting of members held at least 14 days after the proposal is received, with a ballot under Article III, Section 5. The amendment is adopted if two-thirds of the votes cast, by ballot or in person, are in favor. Each proposal shall be voted on separately unless the notice states otherwise.*

Section 3. Articles of Agreement. *An amendment to the Articles of Agreement approved by the members shall also be adopted by the Board as required by RSA 292:7 and recorded by the Executive Secretary with the Secretary of State and the town or city clerk.*

Section 4. Conforming edits. *After amendments are adopted, the Executive Secretary may renumber sections, update cross-references and correct spelling or grammar without a further vote, provided the meaning is unchanged. The amended Bylaws shall be posted on the Club website with the date of adoption.*

Section 5. IRS reporting. *If the Club files Form 990-EZ or Form 990, the Treasurer shall report changes to the governing documents on the next return as the form requires.*

Reason: The current text sets no review time for members, doesn't tie Articles changes to the state filing that makes them effective, and would require a new member vote just to renumber sections after this package passes. RSA 292:6 vests bylaw changes in the Board unless the Articles reserve them to members, so the Board should also vote to adopt the amendments members approve, to remove any doubt.

Item 29 — Rewrite dissolution to match state law

Changes: Replaces Article XII in full.

Article XII — DISSOLUTION

Section 1. Board recommendation. *The Board may recommend dissolution by a two-thirds vote of directors in office. With the recommendation, the Board shall prepare a plan of dissolution listing all assets and liabilities, how liabilities will be paid, how property will be sold or transferred, and how remaining assets will be distributed.*

Section 2. Member vote. *The recommendation and full plan shall be sent to all members at least 30 days before the meeting at which they will be voted on, with a ballot under Article III, Section 5 that stays open for at least 30 days. (a) If at least two-thirds of all members entitled to vote, not merely of those voting, vote in favor, the Club is dissolved by filing under Section 4, as RSA 292:10-a requires. (b) If the plan*

receives two-thirds of the votes cast, with ballots returned by at least 30% of members entitled to vote, but the yes votes fall short of two-thirds of all members entitled to vote, the Board is authorized to petition the superior court for dissolution under RSA 292:9 and to present the approved plan to the court.
(c) A plan that fails may be revised and resubmitted.

Section 3. Distribution of assets. *After all liabilities and costs of dissolution are paid or provided for, remaining assets shall be distributed in equal shares per membership, with each Individual, Family and Life membership counting as one share, to memberships in good standing on a record date set in the plan, unless the approved plan specifies a different equitable formula, such as one based on length of membership over the prior ten years. Distributions are subject to the Articles of Agreement and RSA 292:9, IV. Any amount that cannot lawfully be distributed to members shall go to one or more organizations exempt under section 501(c) of the Internal Revenue Code named in the approved plan.*

Section 4. Filings. *After a vote under Section 2(a), the Treasurer and a majority of the directors shall file with the Secretary of State the statement required by RSA 292:10-a; after a court decree under Section 2(b), the Club shall file an attested copy of the decree with the Secretary of State as RSA 292:10 requires; and the Treasurer shall file the Club's final federal return. The Executive Secretary shall notify all members when the plan is complete and send them a final financial statement.*

Section 5. Continuing duties. *Directors in office at the time of the vote shall remain available for at least six months to complete the plan.*

Reason: RSA 292:10-a lets a club dissolve itself by vote only when two-thirds of the membership votes yes, and the Secretary of State's [Form NP-5](#) has the Treasurer and directors certify, under penalty of perjury, a vote of all the members. A lower bar, two-thirds of votes cast with 30% of members returning ballots, cannot meet that test, so it authorizes the court route under RSA 292:9 instead, which avoids paralysis without asking officers to sign a false certification. Ending lapsed memberships on March 31 (Item 3) and a 30-day ballot window also make the two-thirds threshold far more reachable than it looks. On assets, a social club's assets generally return to members ([Rev. Rul. 58-501](#)), and [practitioners caution](#) that a charitable gift may not fit a social club's purpose, but RSA 292:9, IV may cap what members receive, so the plan needs a lawful fallback. Shares are counted per membership so a large household does not receive several times what an individual member does. The capital gains commentary is removed because it is tax advice that can go stale, not a rule.

Item 30 — Add parliamentary authority and severability

Changes: Adds a new Article XVI.

Article XVI — PARLIAMENTARY AUTHORITY AND SEVERABILITY

Section 1. *The current edition of Robert's Rules of Order Newly Revised governs meetings in all cases not covered by these Bylaws, the Articles of Agreement or law.*

Section 2. *If any provision of these Bylaws is found invalid, the remaining provisions stay in effect.*

Reason: Without a parliamentary authority, disputes over motions and procedure have no tiebreaker. Severability keeps one invalid clause from undermining the whole document.

Housekeeping corrections

Item 31 — Correct typos and wording

Changes: Makes the corrections below. A correction inside text that another item replaces is superseded by that item.

Location	Current text	Corrected text
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Article II §8	"Grand Marshalls"	"Grand Marshals"
Article II §8(B)	"B. b. Selection:"	"B. Selection:"
Article II §8(A)	"paraphernalia,or"	"paraphernalia, or"
Article IV §1	"one Vice President and Activities Director"	"a Vice President and Activities Director"
Article V §2	"interests of the members.."	"interests of the members."
Article V §4(a)	"required by law of these Bylaws"	"required by law or these Bylaws"
Article VI §3	"shall be automatically formatted"	"shall be formed"
Article IX	"payment of any dept"	"payment of any debt"
Article IX	"payable to the them"	"payable to them"

Reason: None of these change meaning.

Article V addition: Keeping state and IRS records current

Item 32 — Keep state and IRS records current each year

Changes: Adds a new Article V §8.

Section 8. Keeping State and Federal Records Current. *Within 60 days after new officers take office each year, the Executive Secretary shall notify the New Hampshire Secretary of State in writing of any change in the Club's officers, directors or principal address since the Club's last report or update. The Treasurer shall file IRS Form 8822-B within 60 days whenever the Club's responsible party or mailing address changes. The Executive Secretary and Treasurer shall confirm to the Board by the second meeting of the year that these updates have been made.*

Reason: The Club reports to the Secretary of State only once every five years (RSA 292:25), so the officers and directors on file can be out of date for years at a time. The Secretary of State accepts updates in writing or by email, at no cost, between reports. Separately, the IRS requires any organization with an EIN to report a change in its responsible party, generally the President, within 60 days on Form 8822-B. Accurate records matter whenever a bank, insurer, venue or the IRS needs to confirm who can act for the Club.**Motion 2 — Conforming authority**

The Club's Articles of Agreement, its founding document on file with the State, have not been reviewed, and they control whenever they conflict with the bylaws. Motion 2 lets the Board make only the matching changes Motion 1 needs to take effect, such as authorizing the new membership classes, within 12 months, and members receive the text of anything filed. It cannot be used for changes members did not approve. State law already lets the Board amend the Articles by majority vote (RSA 292:7); this motion gives the member approval Article X asks for in advance.

Motion 2. *The Board of Directors is authorized to prepare and file any necessary conforming amendments to the Articles of Agreement with the New Hampshire Secretary of State to align the Articles with these approved Bylaw amendments. This authority (a) is limited to changes needed to make the Articles consistent with Bylaw amendments approved by this vote; (b) shall be exercised by majority vote of the*

Board at a meeting called for that purpose, as RSA 292:7 requires; (c) expires 12 months after this vote; and (d) requires the Executive Secretary to send members the text of every amendment filed within 30 days after filing.