

# **ARTICLES OF INCORPORATION AND BYLAWS**

## **OF**

### **EMERALD EMPIRE SPORTS CAR CLUB**

#### **ARTICLE I – DEFINITIONS**

##### **Section 1 – Club**

“Club” shall mean Emerald Empire Sports Car Club, a nonprofit corporation, organized and existing under the laws of the State of Oregon.

##### **Section 2 – Articles of Incorporation**

“Articles of Incorporation” shall mean the Articles of Incorporation of the Club, and all amendments thereto.

##### **Section 3 – Goals and Objectives**

The goals and objectives of the Club are to foster fellowship through participation in motor-sports and social events and to promote good will with the communities in which it operates. The Board of Directors of the Club may adopt additional and more specific goals and objectives from time to time.

##### **Section 4 – Anti-Discrimination**

The Club does not discriminate on the basis of, race, color, religion, sex, national origin, age, marital status, sexual orientation, or political belief.

#### **ARTICLES II – DIRECTORS: MANAGEMENT**

##### **Section 1 – Number and Qualification**

The Board of Directors of the Club shall be the Officers of the Club, and their terms shall be from January 1 of each year to December 31 of each year. The officers shall be elected at the December meeting with nominations allowed at any time during the previous 2 months.

##### **Section 2 – Vacancies**

- (a) A vacancy on the Board of Directors shall exist upon the death, resignation, or removal of any Director, or if the authorized number of Directors shall be increased, or if the Board of Directors fails at any

annual or special meeting to elect the full authorized number of Directors to be voted for at that meeting.

- (b) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors even though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office for the balance of the unexpired term for that Director position.

### **Section 3 – Removal of Directors**

All or any number of the Directors may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose, by a vote of a majority of votes cast at that meeting.

### **Section 4 – Powers**

The Board of Directors shall exercise for the Club all powers, duties, and authority vested in or delegated to the Club.

The Board of Directors from time to time may adopt rules and regulations, which may govern the conduct of the Club, activities inside and outside the Club, and the rights and obligations of officers and directors. Such rules and regulations shall have the effect of being part of these Bylaws immediately upon adoption.

### **Section 5 – Managing agent or Manager**

On behalf of the Club, the Board of Directors may employ or contract for a managing agent or a manager at a compensation to be established by the Board of Directors. The Board of Directors may delegate to the managing agent or manager such duties and powers and such position titles as are appropriate to the office. The Board of Directors may authorize the managing agent or manager to conduct all or any portion of the business of the Club including without limitation, hiring and dismissing employees, handling Club funds, and entering into contracts or arrangements on behalf of the Association.

### **Section 6 – Meetings**

- (a) Meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors or other persons calling the meeting.
- (b) Annual meetings of the Board of Directors shall be held without notice in the month of January each year.
- (c) Regular and special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or by any two (2) Directors. No advance notice shall be provided for regularly scheduled

meetings of the Board of Directors, provided that each Director is advised of the regular schedule.

- (d) Business meetings of the club shall be held monthly.
- (e) In the case of disputed decisions in parliamentary procedure, the current revised “Roberts’ Rules of Order” shall apply to such extent that they are not in conflict with the laws of the State of Oregon, and the bylaws of this club.

### **Section 7 – Notice of Special Meeting**

- (a) Notice of the time and place of special meetings shall be given orally or delivered in writing personally or by mail, fax, or e-mail at least five (5) calendar days before the meeting. Notice shall be sufficient if actually received at the required time or if mailed, faxed, or e-mailed not less than five (5) days before the meeting. Notices mailed, faxed, or e-mailed shall be directed to the address ascertained by the person giving the notice.
- (b) Notice of the time and place of holding an adjourned meeting need not be given if such time and place is fixed at the meeting adjourned.
- (c) Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened.

### **Section 8 – Quorum and Vote**

- (a) A majority of the Directors shall constitute a quorum for the transactions of business. A minority of the Directors, in the absence of a quorum, may adjourn from time to time but may not transact any business.
- (b) The action of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

### **Section 9 – Compensation**

No Directors shall receive any compensation from the Club for acting as an officer, unless such compensation is authorized by a resolution duly adopted by the Board of Directors.

## **ARTICLE III – OFFICERS**

### **Section 1 – Designation and Qualification**

The officers of the Club shall be President, Vice-President, Secretary, Treasurer, Chief of Registration, Chief of Timing, & Chief Safety Steward and must be a paid member in good standing.

### **Section 2 – Election and Vacancies**

If any office shall become vacant by reason of death, resignation, removal, disqualification, or any other cause, the Club may elect a successor to fill the unexpired term at any regular meeting of the Club or special meeting of the Board of Directors.

### **Section 3 – Removal and Resignation**

- (a) Any officer may be removed upon the affirmative vote of a majority of the Directors or by a club vote at a regular meeting, whenever in their judgment the best interests of the Club will be served thereby. The removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed.
  
- (b) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Club. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein or herein, the acceptance such resignation shall not be necessary to make it effective, provided that the Board of Directors may reject any post-dates resignation by notice in writing to the resigning officer. The effectiveness of such resignation shall not prejudice the contract rights, if any, of the Club against the officer so resigning.

### **Section 4 – President**

The President should be chief executive officer of the Club and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Club. The President shall preside at all meetings of the Club and/or the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a nonprofit corporation, and shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

## **Section 5 – Vice President**

The Vice President shall perform such duties, as the Board of Directors shall prescribe. In the absence or disability of the President, the president's duties and powers shall be performed and exercised by the Vice President as designated by the Board of Directors and shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Vice President shall also assume the duties of the Competition Director and as such has the authority to oversee the management of all EESCC auto-x events.

## **Section 6 – Secretary**

- (a) The Secretary shall keep or cause to be kept a Book of Minutes of all meetings of the Club and/or Board of Directors showing the time and place of the meeting, whether it was a regular or special, and if special, how authorized, the notice given, the names of those present at the Director's meeting, and the proceedings thereof.
- (b) The Secretary shall give or cause to be given such notice of the meetings of the Board of Directors as is required by these Bylaws or by law. The Secretary shall also have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

## **Section 7 – Treasurer**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts and disbursements. The books of accounts shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit monies and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Club as may be ordered by the Board, shall render the President and Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition to the Club, and shall also have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

## **Section 8 – Chief of Registration**

The Chief of Registration shall preside over all matters concerning registration of entrants at any and all events the club shall hold. This includes management of registration personnel. In addition the Chief of Registration shall maintain an ongoing list of registrants as needed by the club, and shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

### **Section 9 – Chief of Timing**

The Chief of Timing shall preside over all matters concerning timing of entrants at any and all events the club shall hold. This includes management of timing personnel and control of all timing equipment. In addition the Chief of Timing shall maintain an ongoing list of results of events as needed by the club, and shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

### **Section 10 – Chief Safety Steward**

The Chief Safety Steward shall be responsible for examining the event sites for safety purposes; to include any and all related areas and or personnel deemed to be part of an event. The Chief Safety Steward shall have the authority to suspend an event at any time that he/she deems necessary. Such event shall not resume until the Safety Steward deems it appropriate or until overruled by three or more board members. The Chief Safety Steward shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

### **Section 11 – Compensation of Officers**

No officer shall receive any compensation from the club for acting as an officer, unless such compensation is authorized by a resolution duly adopted by the Board of Directors.

### **Section 12 – Appointed Positions**

Appointed positions and moderators will be selected by the current Club officers to hold these positions. Through the guidance and nomination by Club members, current members that are appointed by the elected club officers will fill these positions. These positions will not hold officers voting status.

## **ARTICLE IV – RECORDS AND REPORTS**

### **Section 1 – Records**

The Club shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors.

### **Section 2 – Certifications and Inspection of Bylaws and Rules**

The original or a copy of the Restated Bylaws and any rules adopted by the board of Directors and any amendments thereto, certified by the Secretary, shall be open to inspection by the Directors and other authorized persons in the manner and to the extent required by law.

### **Section 3 – Checks, Drafts, etc.**

All checks, drafts and other orders for payment of money notes or other evidence of indebtedness, issued in the name of or payable to the Club, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

### **Section 4 – Execution of Documents**

The Board of Directors may, except as otherwise provided in the Articles of Incorporation or these Bylaws, authorized any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances.

Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit, or to render it liable for any purpose or for any amount.

### **Section 5 – Reports and Audits**

An annual report of the receipts and expenditures of the Association shall be rendered by the Treasurer to the Board of Directors at the Annual Meeting of the Board of Directors. From time to time, the Board of Directors, at the expense of the Club, may obtain an audit of the books and records pertaining to the Association and furnish copies thereof to the Directors and other parties. At any time, any Director may, at his or her own expense, cause an audit or inspection to be made of the books and records of the Club.

## **ARTICLE V – GENERAL PROVISIONS**

### **Section 1 – Seal**

The Board of Directors may, by resolution, adopt a corporate seal.

### **Section 2 – Notice**

All notices to the Club or to the Board of Directors shall be sent care of the managing agent or manager, or if there is no managing agent or manager, to the principal office of the Club or to such other address as the Board of Directors may hereafter designate from time to time.

### **Section 3 – Waiver of Notice**

Whenever any notice to any Director is required by law, the Articles of Incorporation or these Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of notice.

### **Section 4 – Action without Meeting**

Any action, which the law, the Articles of Incorporation, or the Bylaws require or permit, the Directors to take at any meeting may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed in the records of minutes of the Club.

### **Section 5 – Conflicts**

These Bylaws are intended to comply with the Oregon Nonprofit Corporation Act and the Articles of Incorporation. In the case of any irreconcilable conflict, such statute and documents shall control over these Bylaws.

### **Section 6 – Committees**

The Club shall have any standing or ad hoc committees, which the Board of Directors or the President may establish from time to time. Committees shall have such authority and duties as the Board of Directors may establish from time to time.

### **Section 7 – Finance**

The Board of Directors shall designate the fiscal year of the Club. The fiscal year currently coincides with the calendar year and the terms of the Directors of the Club. Also that an accounting system be maintained in accordance with generally accepted accounting principles or any other consistent basis of accounting. A financial report of the Association's financial activity in the preceding year shall be provided to the Board of Directors each year.

## **ARTICLE VI – MEMBERSHIP**

### **Section 1 – Types of Membership**

- (a) Regular membership includes those member benefits as designated by the board of directors which includes but is not limited to discounts, mailings, participation in all club events, voting privileges at regular meetings and for officers and bylaws.
- (b) Family membership is for a member, spouse and all children under age 21 residing in the same household. Spouses have the same benefits and privileges as a regular membership. Children have the same benefits

except for eligibility for certain competition due to age or license requirements.

- (c) Club membership period is the calendar year.

## **Section 2 –Privacy**

All membership information obtained by the Club (i.e. name, address, email, phone, etc) will remain private and confident. Unless directly authorized by the member, this information will not be sold, released or provided to any outside individual or company for other use not specified by the member.

## **Section 3 – Code of Conduct**

- (a) Beyond compliance with strictly legal aspects involved, all officers, regular members and their guests are expected to conduct themselves with honesty, integrity and respect while in attendance at Club events, , and in the posting of messages on the club website.
- (b) Members will be held responsible for the actions and conduct of guests that they bring to organized Club events.
- (c) Members of Emerald Empire Sports Car Club have the responsibility to maintain the respect and trust of the public at large. Any actions deemed to be detrimental to the Club, its membership or its affiliates will not be allowed and can be subject to discipline up to and including permanent dismissal from the club.
- (d) Participating in any illegal activity while attending a Club event or while wearing the Club emblem on your person or vehicle may result in suspension or expulsion from the Club.

## **ARTICLE XII – LIABILITY AND INDEMNIFICATION**

### **Section 1 – Personal Liability**

- (a) All persons or corporations extending to, contracting with, or having any claim against the Club or the Club officers shall look only to the funds and property of the Club for the payment of any debt damages, judgment, or decree, or any of the other money that may otherwise become due or payable to them from the Club or Club officers, so that neither the members of the Club, nor the officers, past, present, or future, shall be personally liable therefore.

## Section 2 – Indemnification

The Club may indemnify an officer, employee or agent of the Club against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the Club if the person seeking indemnification:

- (1) Conducted himself in good faith,
- (2) Reasonably believed,
  - (A) With respect to conduct in his or her official capacity for the Club, that his or her conduct was in the Club's best interest, or
  - (B) With respect to conduct in other capacities, that his or her conduct was, at least not opposed to the Club's best interests, and
  - (C) With respect to criminal proceedings, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its' equivalent shall not be determinative of whether the forgoing standard of conduct has been satisfied.

The Club shall not indemnify an officer, employee or agent in connection with

- (1) A proceeding by or in the right of the club in which such person is adjudged liable to the Club, or
- (2) Any proceeding charging improper personal benefit to that person, in which he or she is adjudged liable or, the basis that he or she improperly received personal benefit(s).

However, the Club shall indemnify an officer, employee or agent who was wholly successful, or the merits of otherwise, in defense of any proceeding in which he or she was a party, against reasonable expenses incurred by him or her in connection with the proceeding.

The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met. This determination shall be made by:

- (1) The Club officers by majority vote of a quorum, which quorum shall consist of officers not parties to the proceeding, or
- (2) If a quorum cannot be obtained, by a majority vote of committee members and officers designated by the officers, which committee shall consist of two or more officers not parties to the proceedings; except that officers who parties to the proceeding may participate in the designation of officers for the committee.

If the quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by:

- (1) Independent legal counsel selected by a vote of Club officers or the committee, or by independent legal counsel selected by a majority vote of the full Club officers, or
- (2) By the members.

If independent legal counsel makes the determination that indemnification is permissible, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body, which selected that counsel.

An officer, employee or agent of the Club who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such and application, the court, after giving any notice it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these bylaws or law, the court shall order indemnification in which case the court shall also order the Club to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonable entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these bylaws as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Club from making indemnification, the court may order such indemnification as it deems proper.

The Club may pay for, or reimburse, the reasonable expenses incurred by an officer, employee or guest of the Club who is a party to a proceeding, in advance of the final disposition of the proceeding, if

- (1) The Club is furnished with a written affirmation of such person's good faith belief that he or she has met the applicable standard of conduct,
- (2) Such person furnishes the Club with a written undertaking, executed personally on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct, and
- (3) A determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph.

The forgoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

The Club may purchase and maintain insurance on behalf of an individual who is or was an officer, employee, fiduciary or agent of the Club and who, while an officer, employee, fiduciary or agent of the Club is or was serving at the request of the Club as an officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his or her status as such, whether or not the Club would have the power to indemnify him against such liability under the foregoing provisions.

## **ARTICLE XII – DISSOLUTIONS OF CLUB**

In the event of the club dissolving, any club assets will go to any other non- profit organization(s) that is voted on by the majority of the officers.

## **ARTICLE IX – AMENDMENTS TO BYLAWS**

### **Section 1 – How Proposed**

Amendments to these Bylaws shall be proposed by a majority of the Board of Directors. The proposed amendments must be reduced to writing and shall be included in the notice of any meeting at which action is to be taken thereon.

### **Section 2 – Adoption**

Amendments and other changes to these Bylaws shall be adopted only at the Annual Meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose or at any regularly scheduled meeting of the club. Amendments are deemed adopted if approved by a majority of all Directors eligible to vote at the meeting.

### **Section 3 – Recording**

Once adopted, such amendments shall be copied in the appropriate place of the book of minutes of the Club containing the original Bylaws. If all or any portion of these Bylaws are repealed, the fact of such repeal and the date on which the repeal occurred shall be stated in such book and place.

The undersigned officer hereby certifies that the foregoing Bylaws have been adopted as the Bylaws of the Club, in accordance with the requirements of Oregon corporation law.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary