

North Hills Sports Car Club

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North Hills Sports Car Club Bylaws

*The North Hills Sports Car Club
Organization Bylaws as approved
by its Membership*

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Updated: May 2006

ARTICLE I – NAME, PURPOSE AND EMBLEM

Section I – Name

The name of the Club shall be the North Hills Sports Car Club, Incorporated.

Section II – Purpose

Promotion of the ownership of or interest in sports cars, and the exchange of information and new developments in the field of sports car ownership and related activity among its members by promoting and participating in such activities, not for profit, but conducive to good fellowship and social amusement, and for the purpose of acquiring the necessary property to be used in furthering the purpose of this association.

Section III – Emblem

The club emblem shall be a circular design embodying a compass face surrounded by the inscription "North Hills Sports Car Club, Pittsburgh."

ARTICLE II – MEMBERSHIP AND DUES

Section I – Membership

Membership in the Club shall be open to persons 18 years of age or older, who own sports cars or are interested in sports cars, and are interested in the purposes of this Club. Membership in the Club shall be a privilege and is subject to termination as provided under Article II, Section V. Each new member shall be provided a copy of the Club's By-Laws by the Secretary on admission to the Club.

Section II – Classes of Membership

1. **Active:** Any person duly approved as provided by Section I of this Article and having paid such annual dues and fees as required.
2. **Life:** Life Membership shall be reviewed annually at a meeting of the Executive Committee.

Section III – Dues

Dues shall be determined each year for Active members by the Executive Committee. Dues as determined at an Executive Committee meeting shall be effective as of the next year. The membership year shall end January 31st. Other fees shall be determined by the Executive Committee.

Section IV – Privileges

Only Active and Life members in good standing shall be entitled to vote. Members and/or their immediate families, defined as spouse and minor children under 18 years of age, shall be entitled to all other Club privileges.

Section V – Expulsion

Membership will automatically lapse for non-payment of dues unless paid within thirty (30) days of the beginning of the new membership year. Any member may be suspended by the Executive Committee for infraction of the Club rules or for any other cause, if a majority of the aforementioned Executive Committee shall deem such suspension to be in the best interests of the Club. Upon such suspension, the member shall be immediately so informed and shall be given a reasonable opportunity to be heard by the Executive Committee.

Section VI – Indebtedness

Any member becoming indebted to the Club and becoming more than ninety (90) days delinquent in such indebtedness may be subject to expulsion as per Article II, Section V, above.

Section VII – Resignation

Any member may resign by directing a letter of resignation to the Secretary. His resignation shall be effective upon receipt.

ARTICLE III – MEETINGS OF THE MEMBERS

Section I – General Membership Meetings

The Club shall meet once a month to hold General Membership Meetings, to carry on the business of the Club, hear reports of the Officers and to conduct such other business as may lawfully come before the assemblage. The place day and hour of the General Membership meetings shall be determined by the Executive Committee and shall be reported in writing to the General Membership by the Secretary in a reasonable time before such meetings or as defined in the By-Laws in Section VI of this Article.

One of the General Membership Meetings each year shall include as an order of business, the election of Officers and Directors of the Board, final reports of Officers, Directors and Committees, and any other business as lawfully may come before the meeting. The place day and hour of this meeting shall be determined by the Executive Committee and shall be reported by written or printed notice by the Secretary as under Section VI of this Article.

Section II – Executive Committee Meetings

The Executive Committee shall meet as many times a year as is necessary to carry on the urgent business of the Club. It is recommended that the Executive Committee meet once a month at a date prior to the General Membership Meeting. More frequent meetings of the Executive Committee may be requested by the President. The Executive Committee shall meet at least six times a year. All members of the Executive Committee are to be notified of these meetings by the Secretary.

Section III – Special Meetings

In addition to provisions of the above, Special Meetings of the members may be called by the President, or by a majority of the Executive Committee. Notification of Special Meetings is set forth in Section VI of this Article.

Section IV – Quorum

At all General Membership Meetings those present shall constitute a quorum. At all meetings of the Executive Committee, a majority shall constitute a quorum.

Section V – Voting

1. Action. All action except election of the Officers and Directors of the Board, and amendment to the By-Laws, shall be by majority of those present and voting. Voting by mail ballot or by proxy shall not be allowed.
2. Amendment to the By-Laws. Voting amendments to the By-Laws is set forth under Article X, Section I.
3. Election of the Officers and Directors of the Board. Under Article III, Section I, election of Officers and Directors of the Board must be an order of business at one General Membership Meeting each year. Voting for election of the Officers and Directors of the Board shall be by written ballot. All Active or Life Members are permitted to vote. Voting by mail ballot or proxy is permitted and encouraged. To be valid, ballots must be submitted to the Secretary before the designated election General Membership Meeting is called to order.

Section VI – Notice of Meetings

A written or printed notice, stating the place, day, hour and purpose of any meeting of the members, including special meetings, shall be given by the Secretary to the members not less than several days or more than thirty (30) days before such meeting with the exception noted below, to each member, by mailing postpaid to the member's address appearing on the Club records.

The notable exception is the Election General Membership Meeting which shall be heralded two months (60 days) in advance and again one month (30 days) in advance as well as the usual notice of the meeting.

ARTICLE IV – OFFICERS AND DIRECTORS

Section I – Number of Officers

The membership shall elect from the nominations as provided for in Article IV, Section II, Active or Life members to serve as President, Vice-President, Secretary and Treasurer, all of whom shall meet concurrently with the Board of Directors as the Executive Committee. The Board of Directors shall consist of two (2) Directors, one of whom shall be elected each year. The term of office is two (2) years for Directors; one year for the other Officers. An Officer may succeed to office only if nominated and duly re-elected for a new term.

Section II – Nominations

The nominations will be held in accordance with strict parliamentary procedure.

ARTICLE V – DUTIES OF ELECTED OFFICERS

Section I – President

1. The President shall preside at all meetings of the Members and shall perform the duties usually appertaining to this office. He may call Special Meetings of the Members under the provisions of Article III, Section III. He shall be the Chief Executive Officer of the Club. In the absence of the President, or in the case of his death, resignation or inability to act, the duties usually appertaining to that office shall be performed by the Vice President.
2. The President shall be the sole spokesperson for the Club in the event of a disaster. No other member is authorized to speak on behalf of the Club. In the case that the President is not present in the event of a disaster, or is unavailable, the Chain of Command shall be as follows: Vice President. Secretary. Treasurer. Directors of the Board.

Section II – Vice President

The duties of the Vice President shall be those duties assigned by the President. If there is a vacancy in this office, the Executive Committee shall designate some person to fill the unexpired term.

Section III- Secretary

The Secretary shall attend all meetings of the Members and Executive Committee and shall record all minutes and votes. The Secretary shall keep an up-to-date roll of Club members, shall give all notice of meetings of the Members required by law or these By-Laws and shall perform all duties incident to the office, as required by these By-Laws. The Secretary shall have custody of the Corporate Seal, the Club's records, and may, with the approval of a majority of the Executive Committee, appoint an Assistant Secretary and delegate to that person such functions and powers of the office of Secretary as may be required.

In the absence of the Secretary from any of said meetings, a Secretary Pro-Tempore shall be chosen by the Presiding Officer. If there is a vacancy in the office, the Executive Committee shall designate some person to fill the unexpired term.

Section IV – Treasurer

The Treasurer shall be subject to such restrictions and conditions as may be made by the Executive Committee have custody of all monies, debts and obligations belonging to the Club. He shall have direct control over and supervision of all payment of Club debts and obligations. The Treasurer shall give a report of the financial status of the Club at the General Membership Meetings, and, if so requested at any meeting of the Executive Committee, submit his books and records to an auditing committee composed of individuals or accountants selected by the Executive Committee. He may, with the approval of the Executive Committee, appoint an Assistant Treasurer and delegate to him such functions and powers of the Office of Treasurer as may be required. A vacancy in the office of Treasurer may be filled by appointment by the Executive Committee for the balance of the unexpired term of the Treasurer.

Section V – Trophy Chairman

A Trophy Chairman is appointed by the President and shall be a member of the Executive Committee with all rights and privileges.

Section VI – Webmaster of the Club

The Webmaster of the Club shall be appointed by the President and shall be a member of the Executive Committee with all rights and privileges. The Webmaster of the Club shall be accountable to the Officers and to the Board of Directors of the Club for the contents of and any changes to the contents of the web page of the Club.

Section VII – Timing and Scoring Chairman

The Timing and Scoring Chairman shall be appointed by the President and shall be a member of the Executive Committee with all rights and privileges. The Chairman of Timing and Scoring shall be accountable to the Officers and the Board of Directors of the club for all issues relating to timing and posting results at competition events sanctioned by the club, as well as auditing and issuing accurate, timely event results to the Webmaster of the Club, the Trophy Chairman and to the Secretary for publication in the club newsletter. He shall have custody of the club timing equipment and be responsible for its correct operation.

Article VIII – Board of Directors

The members of the Board of Directors act as the representatives of the membership of the Club as a whole at meetings of the Executive Committee. If there is a vacancy on the Board of Directors, the Executive Committee shall designate some person to fill the unexpired term of that Director of the Board.

ARTICLE VI – COMMITTEES

Section I – Appointment of Committees

The Executive Committee shall appoint such committees as it 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 by a majority of the entire committee.

ARTICLE VII – FISCAL YEAR

Section I

The fiscal year shall be the calendar year.

ARTICLE VIII- PERSONAL LIABILITY

Section I

All persons or corporations extending credit to, contracting with, or having any claim against the corporation or the Officers shall look only to the funds and property of the corporation for payment of any such contract or claim or for any payment for any debt, damage, judgment, or decree, or any other money that may otherwise become due and payable to them from the corporation.

ARTICLE IX – INDEMNIFICATION

Section I

Each Director, Officer and other appointed or elected person of the Club now or hereafter in office, and his heirs, executors and administrators, and each Director, Officer, and other appointed or elected person of this Club and his heirs, executors and administrators who now acts, or shall hereafter act at the request of this Club, as Director, Officer and other appointed or elected person of this Club controlled by this Club, shall be indemnified by this Club against all costs, expenses and amounts or liability therefore, including counsel fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, proceeding or claim to which he may be made a party, or in which he may be or become involved by reason of his acts of omission or commission, or alleged acts of commission as such Directors, Officer and other appointed or elected person of this Club, at the time of incurring costs, expenses, or amounts, and whether or not the action or omission to act on the part of such Director, Officer, and other appointed or elected person of this Club, which is the basis of such suit, action, proceeding or claim occurred before or after the adoption of the By-Laws, provided that such indemnification shall not apply with respect to any matter as to which such Director, Officer and other appointed or elected person of this Club, shall be finally adjudged in such action, suit or proceeding to have of his duty as such Director, Officer and other appointed or elected person of this Club, and provided further, that the indemnification herein provided shall, with respect to any settlement or any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when in the judgment of the Officers of this Club, such settlement and reimbursement appear to be for the best interests of the club. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director, Officer and other appointed or elected person of this Club may be entitled under any By-Laws agreement, vote of members or otherwise.

ARTICLE X – AMENDMENT OF BY-LAWS

Section I

The Officers of the Club, or any ten Life or Active members in good standing by written petitions submitted to the Secretary, may propose an amendment to the By-Laws. Upon such proposal being made, a copy thereof shall be mailed to all members in good standing. Such amendments shall be voted upon at the following monthly meeting. If two-thirds of the members vote in favor of the amendment, the amendment shall thereby be approved and adopted. The Officers may, at their discretion, devise and use a secret ballot which will be satisfactory to a majority of the Officers.