



Bylaws of NorCal Viper Club

Amended January 2019

ARTICLE I: NAME

The name of this corporation shall be NorCal Viper Club, also identified herein as the "Club". The business of the corporation may be conducted as NorCal VOA.

ARTICLE II: OBJECTIVE

NorCal Viper Owners Association Club is a non-profit corporation and shall be operated exclusively for social purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code.

The objective of the Club shall be to promote the enjoyment and preservation of the Dodge/SRT Viper by offering a year-round program of events and activities to all subscribing members, while preserving the history of the Viper and the club itself. Leadership and members of the Club shall promote and encourage Viper owners to join in this effort.

ARTICLE III: MEMBERSHIP

Section 1. Club Membership Qualifications

General Membership in the Club shall be limited to anyone who is a current registered owner of a Dodge/SRT Viper automobile. Membership rights includes an opportunity for full access to all Club activities, National Club events, insurance related to the activities, associated publications, giveaways, raffles, awards, voting, and participation within leadership offices. Membership privileges may be extended to immediate family members.

General Membership of the Club shall be determined by the National Viper Owners Association, which requires a valid Vehicle Identification Number (VIN) registered in the applicant's name on the DMV registration form at the time of registration or renewal. Membership privileges may be jointly verified by the National Viper Owners Association and by the Club to determine the eligibility of the applicant.

Validity of all club membership shall be for a period of 12 months aligning with calendar years, wherein the membership provides membership dues to the National Viper Owners Association. If a member sells his/her Viper and does not replace it with another Viper, their membership will expire at the end of the calendar year.

Section 2. Dues

Annual dues traditionally have been set by the National Viper Owners Association prior to October 1st for the following year. Each member traditionally receives a notice from the national club on or about October 1st for the coming year, payable by December 31st. Once dues are paid, the member shall be considered a member in good standing and eligible for benefits as described in Section 1 of Article III, unless prior disciplinary action is applicable. As a courtesy, renewal notice may be sent out by the Club prior to December 31st of the calendar year, however it is the responsibility of the individual to renew their club membership. The Club will make an effort to remind any member that has not paid their dues by January 15th that their membership will be terminated on January 31st, and no more Club communications will be conveyed if their renewal is not completed by that date.

Section 3. Membership Responsibilities and Conduct

Members shall promote the enjoyment & history of the Viper, Viper experience and this club at all times. Members and their guest(s) shall conduct themselves so as not to disparage the Club as a whole or its individual members and the National Viper Owners Association at all times. This conduct is expected at all events locally, regionally and nationally and through any communication methods including social media. This conduct shall include the expectation of each member and their guest(s) that they will adhere to this policy or they may be warned, receive an official notification in writing or be expelled (forfeiting their dues) from the Club depending upon the severity of the conduct breach. Any breach of conduct shall be reviewed by the board and a decision will be rendered within ten (10) days of notification of the incident. Members and their guest(s) may be warned in writing of any breach of conduct and will be on probation for six months. If the conduct continues, members and their guest(s) may be banned from attending future events. Further breaches of conduct may lead to membership revocation by a vote of the Board and notification in writing. Any member or guest(s) expelled by the Club may apply for re-instatement after one (1) year by submitting either written notification or e-mail to the Club's President, and the Board will vote on re-instatement at their next regularly scheduled meeting.

ARTICLE IV: BOARD OF DIRECTORS

The purpose of the Board of Directors, also identified herein as the "Board", shall be to oversee all Club operations, set Club policy and conduct Club business on behalf of the club membership. Board members are expected to be well-versed in all aspects of the Club and its Bylaws and be willing to give freely their time and talent in the promotion, planning, preparation and attendance (as much as reasonably possible) of all club activities and Viper Owners Association events. The Club shall be organized, operated and led by the Board of Directors as a group and the Board shall make all decisions concerning club activities and operations. Board members will conduct themselves in an exemplary manner while representing the Club.

Section 1: Board Members Qualification and Responsibilities

The Board of Directors are elected by the members of the Club and shall be comprised of the following:

1. President
2. Secretary
3. Treasurer

The Board, at its discretion may appoint other non-voting Directors for other roles related to the business of the Club. The Board may also assemble Committees at its discretion to work on specific projects and events.

The following qualifications apply to all Board positions:

- a) For purposes of eligibility to the Board, members must not allow their memberships to lapse and have their membership dues paid to the national VOA in full and on time.

- b) Board members need to review the job responsibilities for the position they are seeking and demonstrate related experience.
- c) A member or his/her VOA-registered spouse/partner may run for a Board position, however a member or his/her VOA-registered spouse/partner may not be a part of the Board at the same time.
- d) All Board members are required to attend the Annual Board Meeting.
- e) Voting Board members are elected officers. Directors are appointed by the board. All Board members and Directors must adhere to club bylaws and written policies and adhere to the highest standard of conduct.
- f) Board Members who are unable to fulfill Board qualifications or responsibilities due to personal reasons, are asked to request in writing to highest elected officer their desire to be removed from the Club's Board of Directors.
- g) From time to time board members, directors and others appointed into leadership positions will be in possession of confidential information such as membership lists or other personal information regarding the general membership, events or activities. Those in possession of personal or confidential information shall only use this information for the purposes of official Club business, activities or pursuits. They may not use or retain for non-Club activities or pursuits without full knowledge and written consent of the voting Board of Directors. Club lists or data obtained from the Club's database may not be used for personal purposes. At the end of the term or task (event preparation or organizing), all members, board or non-board members will return information to the current ranking Board member associated with the retained data or information. From time to time confidential information regarding membership or members will be communicated verbally. This information, not impacting the general membership, must be held in confidence within the Board of Directors or appointed Directors and shared amongst themselves on a need to know basis.

Section 2: Term of Office

The Board shall be elected for a term of two (2) years. Board members may serve in succession terms. Installation of all new Board members shall occur on March 1st following the election in February. A successful election result will suffice as a determination of the membership.

Section 3: Elections

Board of Director Elections will be held every two years on even number years, in February. Appointed director's terms will expire at the time that newly elected Board members take office after the transition period and can be re-appointed at the pleasure of a vote by the newly elected Board.

Section 4: Meetings

The Board shall meet quarterly either by teleconference or in person to ensure all club business and activities are handled successfully. The meeting minutes of every meeting shall be communicated by Club's newsletter or email communication or other acceptable means.

An Annual Board Meeting open to all members will be called in January of each calendar year to solicit feedback from the general membership, share pertinent information about the Club, and finalize plans for the upcoming year. A loose agenda will be prepared by the Board and the general membership will be given the opportunity to provide agenda items for discussion. Notification of the Annual Board Meeting's time and location shall be given to all members at least ten (10) days in advance by sending an announcement to all members through Constant Contact.

Special meetings may be called by the President, or upon the request of any board member for the transaction of Club Business.

Section 5: Responsibilities of Elected Officers

President - The President of the Board shall preside at all meetings and generally perform duties of the presiding officer. All meetings shall be conducted pursuant to commonly accepted parliamentary procedure set forth in Robert's Rules of Order. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. The General responsibilities of the President shall be:

- Provide leadership and direction for the club
- Work with the Board and the Directors to continuously improve the club's events and activities to create a better member experience
- Delegate responsibilities and duties to Board Members
- Represent club in a professional manner to club membership and outside world
- Motivate, train, and reward region officers to reach shared goals
- Conduct regular club member meetings
- Conduct quarterly and as needed Board meetings
- Represent region at National VOA meetings
- Submit quarterly activity reports and calendar of events to Viper Quarterly
- Communicate national club and Dodge/Viper news to Board members and members
- Attend most club events and meetings on a regular basis as a representative of the Club

Secretary – The Secretary is the lead director for oversight of the records and compliance of the club. The general responsibilities of the Secretary shall be:

- Record and distribute minutes of all meetings within five (5) days after the meeting
- Keep all official records of Board activities (minutes of proceedings, resolutions, etc.)
- Distribute meeting notices to members
- Maintain corporate records

- Insure compliance with state corporation law for non-profit organizations, IRS, and Franchise Tax board
- File required annual reports with VOA HQ
- Assist in conducting bi-annual election of officers
- Attend most club events and meetings on a regular basis as a representative of the club

Treasurer – The Treasurer is the lead director for oversight of the financial condition and affairs of the club and shall keep the Board informed of all financial activities. The general responsibilities of the Treasurer shall be:

- Receive, deposit and reconcile all revenues in the same month received
- Keep up-to-date records as well as an audit trail for all transactions
- Disburse all payments subject to approval of region President
- Manage checking account(s) and credit card expenses and receipts
- File or cause to be filed, required State and Federal tax returns
- Work with President to develop region's annual budget
- Prepare and publish monthly financial P&L statements to the Board
- Prepare and publish annual financial statements for inclusion in the newsletter
- Provide current financial status report upon request
- Attend most club events and meetings on a regular basis as a representative of the club

The Board as its discretion, may appoint Directors to assist with specific responsibilities of running a successful club.

Section 5: Board of Directors Compensation

The Board of Directors and appointed Directors shall not be compensated monetarily for their volunteer work on behalf of the Club. The Board members' Event Registration Fees will be waived up to \$50 per event for any event that they organize or attend.

Section 6: Vacancies and Resignations

If the office of any Board member becomes vacant for any cause other than the expiration of the term, such vacancy shall be filled by appointment by a majority of the Officers for the remainder of the term. Resignation by a member of the Board shall be accepted in writing to the President or by e-mail when sent to all Board members.

Section 7: Voting

All elected Board members can vote. A quorum shall consist of 2/3rd of the Board members. A 2/3rd vote shall be necessary to pass motions that commit Club funds in excess of \$1000.00. All other motions and voting procedures shall be governed by Robert's Rules of Order. Urgent or emergency decisions may be made through e-mail provided the decision is unanimous with voting Board members.

Section 8: Revocation of Board Member Rights/Duties

Suspension of voting rights and reassignment may occur, after a warning in writing for failure to comply with the duties and responsibilities as outlined within these bylaws, including those contained in Article III, Section 3.

ARTICLE V: ELECTION OF BOARD MEMBERS

Section 1: Procedures and Responsibilities

- a. The Board positions, responsibilities and qualifications shall be published in the Club's communications channels at least 60 days in advance of the election. The Board shall canvas the membership to assemble a list of qualified candidates interested in running for the Club's Board positions.
- b. All interested members shall submit, in writing, a bio and candidacy statement for publication in Club's communication channels.
- c. Each candidate shall be informed of the duties and responsibilities of the position and acknowledge reading and understanding of the bylaws.
- d. Ballots will be listed by an electronic voting system.
- e. The Board shall notify the Club members the date and duration where voting will take place and whether electronic balloting will be used. Notification shall occur via Club's Constant Contact System.
- f. Tallying/Certification of the votes will be conducted by the current Board. In the event the results of a vote are disputed, two (2) members selected by the Board will audit the votes.
- g. If no alternate candidates submit for election to the Board, those Board members are elected unopposed if they wish to continue.
- h. Voting rights shall be extended to all members in good standing who have been a member for at least ninety (90) days.

ARTICLE VI: COMMUNICATIONS

Section 1: Methods

The NorCal Viper Club Website and Constant Contact (or any similar program) shall serve as the primary method of communication & transfer of information from the Board to membership.

Events that are approved and advertised by the Board shall be communicated to membership via NorCal Viper Club Website and Constant Contact.

All notifications and registration process for all approved events will be done via Constant Contact or similar system.

Notification of Annual Board Meetings and any special Board meeting may be made via e-mail or Constant Contact at least ten (10) days prior to the meeting date.

ARTICLE VII: EVENTS

As stated in Article I, “The objective of the Club shall be to promote the enjoyment and preservation of the Dodge/SRT Viper...” This is primarily accomplished by NorCal Viper Club sanctioned and approved events.

Events are considered to be those that are developed and organized by region’s members and approved by the Board for enjoyment of the Club members. These events are added to the club’s Calendar of Events and are published on the website and communicated via Constant Contact. Non-NorCal VOA events such as Track Days and other car gatherings may be advertised via any Club medium upon the approval of the Board.

Events will take place within the Club’s geographic region unless otherwise approved by the Board of Directors. Events will be open to all members but may be limited by a pre-announced maximum attendance number or pre-event registration date or both. The intent of the events is for them to be self-funding (break-even) or profitable for the Club. Event fees charged will be set to cover event expenses plus a 10% profit. Any profit resulting from an event after all expenses are paid will be considered club funds payable to the general fund. The host or hosts’ fee will be waived for all events which are less than \$50 in event registration fee.

If an event does not achieve sufficient registration to break even, the Board may vote to cancel or reschedule the event.

The organizer of an event and their family members in attendance will act in accordance with the Board of Director’s and Member’s code of conduct as mentioned in this Bylaw while involved and attending or working their event.

ARTICLE VIII: AMENDMENTS

This document has been produced to address the needs, requirements and qualifications by, and or for the Club, it’s members and the leadership team. It is not designed to be an all-inclusive document. Where items or issues that are not specifically addressed in this document require club action, this document should serve as a guide for resolution by the leaders of the Club. These bylaws may be amended from time to time by the majority vote of the Board of Directors.

Where items listed in these bylaws are deemed to be inconsistent with the VOA National bylaws or violate Federal or California State law, other clauses and articles shall remain intact. This document shall survive change in leadership and shall only be changed in part or total by input from the general membership and majority vote of the Board.