

Proposed BY – LAWS
CENTRAL WISCONSIN SPORTS CAR CLUB, Inc.
Revised: 01-08-2011

Article I: Name of Organization

The name of the organization shall be, "The Central Wisconsin Sports Car Club, Inc." herein after referred to as the "CWSCC", the "Club", or the "Corporation".

Article II: Purpose of the Club

The purpose of the CWSCC shall be to encourage the ownership, operation, preservation, and enjoyment of sports cars; to organize and conduct sports car events; to promote safe and sportsmanlike conduct on and off our highways; and to organize and disseminate technical information pertaining to any of these purposes.

The CWSCC shall not knowingly organize, sponsor, plan, assist, sanction or allow its name to be associated in any manner whatsoever with any illegal functions.

Article III: Membership**Section 1: Qualification for Membership**

Membership in the Corporation shall be open to the owners of sports cars and other individuals interested in furthering the purposes of the Club as set forth in Article II of these by-laws. They shall be 18 years of age and pay annual membership dues to qualify for Membership.

Section 2: Membership Defined

A member is that individual meeting the qualifications for membership as outlined in Article III, Section 1, not in default on his or her dues or fees as set forth in Article III, Section 5 and has not been expelled by action of the Board of Directors. The membership card entitles the holder to enter a competition team in all Club events, and one vote on all Corporation matters. In acceptance of membership, the individual subscribes to the articles and by-laws of the CWSCC.

Section 3: Associate Membership

An associate member is that individual meeting the qualifications for membership as outlined in Article III, Section 1, not in default on his or her dues or fees as set forth in Article III, Section 5 and has not been expelled by action of the Board of Directors. Except that an associate member may be an individual 16 to 18 years old with written consent of a legal guardian. This section is specifically intended to include friends of CWSCC Corporate members or members of their immediate family. The membership entitles the holder to enter a Corporation event and earn competition points in such events, but does not entitle the holder to a vote in any Corporate matters.

Article III: Membership (cont.)**Section 4: Honorary Membership**

An honorary member is that individual meeting the qualifications for membership as outlined in Article III, Section 1, duly elected in an honorary capacity by a three-fourths vote of the members present at the annual meeting. To be considered for honorary membership an individual must have demonstrated an outstanding contribution to motor sport and be dedicated to the purposes as set forth in Article II of these by-laws. These memberships are complimentary only and carry the right to attend meetings and speak but are not eligible to vote in Corporate matters, or accrue competition points in CWSCC events. Honorary memberships shall be for the lifetime of the member unless otherwise suspended.

Section 5: Dues and Fees

Annual dues for members and associate members shall be as currently approved by the general membership, payable at any time during the calendar year. Membership is for a period of one calendar year and expires on December 31st of each year. Membership will not be renewed until annual member dues are paid in full for the current calendar year. Membership grants all rights and privileges of the Club as specified in the by-laws, or understood to be under the jurisdiction of the Club.

Section 6: Suspension and Expulsion from Membership

A member may be suspended at any time without prior notice for infraction of any Corporation rule or for any other cause by action of the Board of Directors, if the Board of Directors shall deem such suspension to be in the best interests of the Corporation. The Board of Directors shall immediately notify the members so suspended, by registered mail, of the suspension. The suspended member shall be entitled to appeal of such suspension, in person, to the Board of Directors for their reconsideration. A written request for appeal of suspension must be made within ten (10) days of the date of written notice of suspension. The appeal hearing shall be held within fifteen (15) days of receipt of request for such hearing and a minimum of three members of the Board of Directors must be present. The decision of the Board of Directors after such hearing shall be final.

Section 7: Resignation

A member may resign by letter to the Board of Directors of the Corporation and that resignation shall be effective upon its receipt.

Section 8: Other Termination

Corporation membership is automatically terminated upon death of said member or upon default of payment of dues or fees.

Article IV: Officers and Duties

Section 1: Board of Directors

The Board of Directors of this Corporation is established by the Articles of Incorporation as consisting of three to seven (3-7) members. Board of Directors shall have general supervisory control over the operation and policy of the Corporation and shall exercise the authority granted in it under the Wisconsin Laws relating to Non Stock, Non Profit Corporations, with the following exception: they may not alter, change, add or delete any portion of these by-laws or appendices thereto without the approval of the Corporate membership.

Section 1A: Quorum of the Board of Directors

A quorum of the Board of Directors shall be three.

Section 1B: Duties within the Board of Directors

There shall be the following designation of officers within the Board of Directors: President, Vice-President, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer, and Vice-All. The President shall preside as chairperson at each meeting of the Board.

Section 1B1: Duties of the President

The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the membership and of the Board of Directors. He/she shall have the authority to exercise all and any duties which are normal to the executive officer of any Corporation of this type.

Section 1B2: Duties of the Vice-President

The Vice-President shall perform the duties of the President whenever the President is absent or unable to act.

Section 1B3: Duties of the Secretary

The Secretary shall keep minutes of all of the meetings of the Board of Directors and of the membership, shall send notices to the membership and the Board of Directors of any and all meetings, shall attend to all of the correspondence of the Corporation and shall keep all papers and documents relating to the organization and business of the Corporation.

Section 1B4: Duties of the Vice-Secretary

The Vice-Secretary shall perform the duties of the Secretary whenever the Secretary is absent or unable to act.

Section 1B5: Duties of the Treasurer

The Treasurer shall receive and deposit all moneys, dues, assessments and other funds received by the Corporation. He/she shall keep accurate and current books of account showing the financial condition of the Corporation. He/she shall draw and sign all checks which are authorized by the Board of Directors and / or the membership of the Corporation.

Article IV: Officers and Duties (cont.)

Section 1B6: Duties of the Vice-Treasurer

The Vice- Treasurer shall perform the duties of the Treasurer whenever the Treasurer is absent or unable to act.

Section 1B7: Vice-All

The Vice-All shall perform the duties of any other Board member whenever the Board member is absent or unable to act.

Section 1C: Terms of Members of the Board of Directors

The initial members of the Board of Directors, designated in the Articles of Incorporation shall hold such office until the annual membership meeting following the organization of the Corporation. At such meeting, a regular election will be held to choose the Board of Directors. The seven nominees with the highest vote tabulations will be designated as members of the Board of Directors and will be designated to serve for two years. Thereafter at each annual membership meeting, elections shall be held to replace those Directors whose terms have expired. Vacancies existing within a calendar year will be filled by a special meeting designated by the Board of Directors for the purpose of electing a member to fill that vacancy. If only one vacancy exists during a calendar year, the Board may elect not to fill the vacancy until the next annual general membership meeting.

Section 1D: Nomination for Election to the Board of Directors

A nominating committee shall be appointed by the President for the purpose of seeking candidates for election to fill expiring terms on the Board of Directors. A list of nominees will be sent to the general membership at least fifteen (15) days prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting. Election will be by secret ballot and the nominees with the highest number of votes will be elected.

Section 1E: Removal of Members from the Board of Directors

A member may be removed from the Board of Directors for just cause, by action of the Board of Directors and this decision must be unanimous. Removal may be for any of the following reasons: Non-attendance at Board meetings; action prejudicial to good order and the purposes of the Club; conduct unbecoming an officer of the Corporation; or any other action not in the interests of the CWSCC. The general membership may request removal of a member of the Board of Directors by a petition signed by one-third of the general membership. Such petition shall require the Board to hold a hearing with representatives of the petitioners and to render a decision, but such petition does not require removal of the member from the Board.

Section 2: Administration Officers

The administrative officers of the Corporation shall be the Chief Steward, Chief of Timing, Membership Chairperson, Chief of Tech, Competition Officer, and Course Officer. The administrative officers may be appointed by the Board of Directors for one year terms as deemed necessary by the Board of Directors.

Article IV: Officers and Duties (cont.)**Section 2A: Duties of the Chief Steward**

The Chief Steward shall review all competitive events organized by the Club to ensure the safety of competitors, spectators, and public property. He /she shall require fire-fighting equipment and any other safety equipment as is deemed necessary to be present at such events. He/she shall rule on all protests arising from competitive events. If he/she cannot attend a competitive event he/she shall appoint an alternate to perform his/her duties. He/she may appoint as many assistant stewards as necessary to assist in his/her duties.

Section 2B: Duties of Chief of Timing

The duties of Chief of Timing shall be the organization and coordination of creating a timed event. He/she shall be the custodian of competition equipment owned by the Club. He/she may appoint as many assistants as necessary to assist in his/her duties.

Section 2C: Duties of the Membership Chairperson

The duties of the Membership Chairperson shall be to encourage and supervise the soliciting of new members and the proper enrollment of all members in the Corporation. It is he/she's duty to provide a current membership list to the chief steward at every event.

Section 2D: Duties of Chief of Tech

The duties for Chief of Tech is the organization and coordination for technical inspection of all participating motorized vehicles. He/she is to ensure each entered vehicle is safe for competing and meets any sound restrictions at any and all club events put on by the Corporation. He/she may appoint as many assistants as necessary to assist in his/her duties.

Section 2E: Duties of the Competition Officer

The duties for Competition Officer is organizing and setting forth competition rules at various club events. He/she will set the competition guidelines for year-end results. He/she may appoint as many assistants as necessary to assist in his/her duties.

Section 2F: Duties of the Course Officer

The duties for Course Officer is organizing and coordinating the course layout at event venues. He/she must design a safe course following the rules and guidelines set forth by SCCA. He/she may appoint as many assistants as necessary to assist in his/her duties.

Article IV: Officers and Duties (cont.)

Section 3: Removal of Administrative Officers

An administrative officer may be removed from his/her office at any time for just cause by action of the Board of Directors and this decision must be unanimous. Removal may be for any of the following reasons: Non-performance of duties; non-attendance at Club events; actions prejudicial to good order and the purposes of the Club; conduct unbecoming an officer of the Corporation; or any other action not in the best interests of the CWSCC. The general membership may request removal of an officer by a petition signed by one-third of the general membership. Such petition shall require the Board to hold a hearing with representatives of the petitioners and to render a decision, but such petition does not require removal of the officer.

Article V: Meetings

Section 1: Annual Meeting

An annual meeting of the members of the Corporation shall be held during the month of January of each year for the purpose of presenting various reports associated with Club activities, election of new officers, and such other business as may lawfully come before the meeting. The annual meeting shall be designated by the Board of Directors and all Corporation members must be notified in writing not more than thirty (30) days nor less than ten (10) days prior to the meeting.

Section 1A: Balloting

Balloting at the annual meeting and special meetings shall be by secret ballot. Absentee balloting shall be permitted. Absentee ballots will be furnished to the membership for such matters as may be deemed necessary. These ballots shall be returned to the Secretary enclosed in an envelope clearly marked "Absentee Ballot" and with the voting member's name written on the outside of the envelope. The ballots will only be opened at the meeting concerned and only by the persons designated to count the ballots.

Section 2: Special Meeting

A special meeting of the members of the Corporation may be called at any time by the Board of Directors on its own motion and must be called by the Board of Directors on petition of seven (7) or more members of the Corporation.

Section 2A: Notice of Special Meeting

A written notice of each special meeting stating the place, hour, date and purpose shall be mailed to each member not less than ten (10) days prior to such meeting.

Section 3: Meetings of the Board of Directors

The Board of Directors shall meet as often as deemed necessary to conduct such business as may lawfully come before the Board. The Board of Directors shall designate their meetings by notification through the Secretary to all members of the Board or by any other means that are mutually agreeable. Written notification must be made at least ten (10) days prior to the date of the meeting unless all members of the Board are willing to waive requirements for the meeting in question.

Article V: Meetings (cont.)**Section 4: Monthly Meeting of the General Membership**

The general membership shall meet on _____ of each month unless otherwise designated by the Board of Directors. The purpose of these meetings is to promote interest in the organization, discuss Club events, disseminate technical information, and to otherwise promote the interests and purposes of the CWSCC.

Section 5: Quorum at Meetings

A quorum shall be constituted by whatever members are present at any meeting designated in accordance with Article V, Sections 1 and 2 unless otherwise designated in these by-laws. Items of Corporation business may be affected or defeated by a majority vote at all meetings where a quorum has been established.

Article VI: Club Events**Section 1: Number or Frequency**

It shall be endeavored to hold at least eight (8) events per year designed to encourage participation by all Club members. The nature of each event is left up to the discretion of the chairperson of the event.

Section 2: Entry into Club Events

A nominal entry fee shall be charged to all members participating in CWSCC events. Non-members of FVSCC will be charged a larger entry fee, unless otherwise approved by the Board of Directors.

Section 2A: Awards for Events

Competition points will be awarded in accordance with the CWSCC General Competition Rules. Non-members shall not be allowed to accrue competition points.

Section 3: Conduct of Events

All events of the CWSCC shall be conducted in accordance with the CWSCC General Competition Rules. A copy of such rules shall be in the possession of the event chairperson at each competition event.

Section 4: Points

Competition points shall be awarded to each club member in accordance with the CWSCC General Competition Rules. A record of such points shall be maintained and published to all members of record at the end of each calendar year by the Competition Officer.

Section 4A: Awards for High Point Standings

Suitable awards shall be provided annually to recognize achievement in Club activities. These awards shall be distributed as outlined in the CWSCC General Competition Rules.

Article VII: Committees

Section 1: Treasurers Report Audit Committee

An audit committee may be appointed at any time by the Board of Directors to audit the books of the Corporation and to certify their accuracy to the general membership. Membership of such committee may be of any number as appropriate.

Section 2: Competition Rules Committee

The Board of Directors may appoint a committee to review and / or revise the CWSCC General Competition Rules on an as needed basis. Competition rule changes shall be presented to the general membership for their acceptance. These rules upon acceptance will be used for the entire year without further revision. Membership of such committee may be of any number as appropriate.

Section 3: Other Committees

The Board of Directors shall appoint committees for any other purpose as may be deemed necessary. Membership of such committee may be of any number as appropriate.

Article VIII: Parliamentary Authority

Section 1: Rules of Order

The rules contained in Roberts Rules of Order shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or special rules of order of the Club.

Article IX: Amendment of the Article of these By-Laws

The Board of Directors or a group of members of the Club, numbering one-third or more of the membership roster, may propose an amendment to the Articles by submitting such proposal in writing to the Secretary. Such proposal shall be submitted to a vote of the entire membership by notice. If at least two-thirds of the members voting are in favor of the amendment it shall be adopted. The Board of Directors shall devise and use a secret ballot form. Opening and counting of the ballots will be with a quorum of the Board of Directors present. The Secretary shall cause the results of the balloting to be published for the information of the entire membership.