

## Name and Purpose

- The name of the corporation shall be: **The New England Sports Car Club Council, Inc.**
- The general purposes of the council shall be:
  - To encourage communication between member clubs.
  - To facilitate pooling of resources.
  - To communicate schedules and rules within member clubs to promote mutually successful events.
  - To promote skilled and safe driving, personal growth, and charitable benefit through motorsports.
  - The council may also hold trademarks, licenses, insurance policies, and operating funds for the purpose of facilitating events and activities by its member clubs, and allow member clubs to act as a single legal entity where mutually beneficial.

## Membership, Delegates and Officers

- Membership in the council will consist of automobile clubs in the New England area and adjoining states, under the terms of the Eligibility and Qualifications Section of the Bylaws.
- Member clubs shall appoint one delegate to represent said club for the purpose of discussion and voting, (one vote by each club).
  - Clubs should also appoint an alternate delegate to attend in the absence of the primary delegate. The alternate delegate must be named by the primary delegate to the council chairperson prior to the meeting.
- The Chairman Emeritus of the Council (hereafter referred to as the Chairman) will be annually elected at large from members of council clubs, by vote of the delegates, and serve under these terms:
  - The Chairman shall preside over the meetings held by the council and shall operate under normal rules of order. The chairman shall not represent his/her member club in any official manner. The chairman holds no voting power. The chairman shall be able to call special meetings as deemed necessary by him/her. The chairman shall coordinate meetings and operations as outlined by the by-laws.

- The chairman may appoint a temporary replacement for him/her in the case they are unable to attend a meeting. The chairman should notify the member club delegates in this situation of the replacement.
- The Chairman shall keep a roll of all member clubs.
- The Chairman shall designate a person to record the minutes of each meeting, and shall maintain a record of these minutes.
- The Chairman shall have custody of the corporate Seal.
- The Council shall elect a Treasurer annually, at large from members of council clubs.
- The Treasurer shall supervise the receipt, custody, control, and expenditure of all assets and liabilities of the council.

## Meetings

- The chairman is to schedule meetings at least seven days in advance on a quarterly basis, or more often as necessary, and publish notice of same in newsletters of member clubs. The first meeting of the council in the calendar year shall be considered the Annual meeting, at which the delegates for each club shall be received, Council's officers shall be elected, and annual reports of officers, clubs, and committees shall be received.
- The meetings are to be conducted on the following terms:
  - Only primary delegates may vote or conduct business at council meetings. All votes will take place in open session. Sensitive issues may be discussed in executive session.
  - Each meeting will include:
    - A reading of the minutes of the previous meeting, and of the Treasurer's, Committee, and Special reports.
    - A comment session (time to be designated by the chairman), open to all members of council clubs.
    - Transaction of the Council's business, including Old Business, and New Business
  - In order to hold an official meeting it must be attended by delegates of at least 2/3 of the member clubs.
  - Any questions brought to a vote can only be passed by an affirmative vote of a majority of the delegates present.
- The delegates of the members clubs may propose an amendment to these by-laws by submitting a written proposal to the other delegates and the chairman at least 30 days prior to the next council meeting. The meeting at which the proposal is to be voted upon must be attended by all member clubs and in order to pass must carry a unanimous vote.

## Held in common

- The following items may be held by the council at the option of the council and its member clubs:
  - Licenses and permits, to specifically include radio licenses.
  - Insurance policies, current copies to be distributed to each member club.
  - Operating funds (for the council), and operating funds for certain common expenses of the clubs.
  - Trademarks
  - Mailing lists
  - Memorandums of Agreement for events, series, and enterprises operated in common by 2 or more member clubs.
  - Databases

## Funding, Liabilities, and Limitations of Scope

- The expenses necessary to the operation of the Council are to be funded by the following means:
  - Specific assessments apportioned as necessitated by the cost involved,( i.e.; insurance part a/b)
  - General assessments
  - Special (i.e. startup) assessments
- The liabilities of the Council shall be limited as follows:
  - All persons or corporations extending credit to, contracting with, or having any claim against the corporation, officers, delegates, or member clubs shall look only to the funds and property of the corporation for payment of any such contract or claim or for payment of any debt, damage judgment, or decree, or for any other money that may otherwise become due or payable to them from the corporation, officers, delegates, or member clubs, *so that neither*, present or future, shall be personally liable therefor.

- The Council shall only act and operate within the following limitations of scope:
  - No operating funds held over 15 months; moneys held by the council at the end December of each calendar year will be dispersed to the member clubs. Each year the council will be funded as outlined by their guidelines/by-laws.
  - No capital or reserve funds and no capital assets are to be held by the council.
  - No events to be run by the council
  - Any “oversight” function to be limited to rules , policies, and practices as adopted by member clubs
  - Any changes to rules, policies, and practices necessitated by mutual interests of the council must be adopted by member clubs to be effective

### Eligibility and qualifications

- The terms of membership for the New England Council of Sports Car Clubs are as follows:
  - Clubs joining the Council do so by acceptance by the Board of Directors of all other member clubs. Member clubs must conform to the policies and guidelines of events as supplied by the council insurance carrier. Member clubs must also conform to normally accepted motorsports safety practices.
  - Clubs may leave the Council by presenting a letter of intent at a scheduled council meeting, letter to be effective 90 days after presentation.
  - Censure: If the council finds that a club has breached its rules, policies, or practices to the detriment of the council, the council may issue either a letter of warning or a letter of censure to the offending club. Copies will be forwarded to the Boards of Directors of all member clubs.
  - A member club may be expelled from the council only by the unanimous vote of the club delegates less the offending club. Any club in jeopardy of censure will be notified by a letter of intent from the council chairman at least 30 days prior to the next council meeting.