

Bylaws
National Vintage Racing Association INC.

Article I

NAME The name of the organization shall be the NATIONAL VINTAGE RACING ASSOCIATION, INC.

THE CORPORATION Purpose of the organization shall be to encourage the acquisition, preservation, restoration or fabrication and competition of vintage stock cars; to provide, regulate and sanction events and exhibitions for such vehicles and their owners; and to own real and personal property, as incidental to the foregoing purposes.

EMBLEM The organization emblem or logo shall be such design as the Board of Directors may adopt.

THE CORPORATE SEAL The corporate seal shall be circular in form, being inscribed with the name of the organization and such other device or inscription as the Board of Directors may determine.

ARTICLE II

OFFICES

OFFICES The *CORPORATION* may have such offices as the Board of Directors may require. The principal address of the Corporation is 743 E. Seminole Dr., Byron, Georgia 31008

ARTICLE III

A. **PARTICIPATION** Any individual interested in furthering or participating in the purpose of the National Vintage Racing Association *Inc.* (NVRA) is eligible for membership. Owning or driving a vintage racecar is not a prerequisite for membership.

B. **ELIGIBILITY** Changes in the eligibility and qualifications for membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Boards of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to the members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fee, dues, or other fees assessments, fines and penalties, the manner of suspension or termination of membership, and for the reinstatement of membership, and except as hereinafter otherwise provide, the rights, liabilities, and other incidents of membership.

Membership in this Association shall not be withheld from any person on the basis of race, color, or religion or upon any other basis that would disqualify the Association from tax-exempt status under the Georgia Tax-exempt Corporation statutes.

ARTICLE 3 (continued)

C. BOARD OF DIRECTORS ELEGIBILITY In order to be eligible to serve on the NVRA Board of Directors a candidate must have been a NVRA member in good standing for the twelve (12) months immediately preceding their election to the board of directors.

D. REVOCATION / SUSPENSION The revocation or suspension and reinstatement of membership shall be executed in two parts. The procedure shall require a two-thirds (2/3) majority vote of the Board of Directors affirmed by a two-thirds (2/3) majority vote of the membership present at a regular meeting.

E. EXPLUSION Any member may be expelled for infraction of organization rules, for conviction of a felony, or such other causes as may be determined by the majority of the Board of Directors as not being in the best interest of the organization. However, before such action is taken, the member shall be notified of any proposed expulsion and shall have an opportunity to submit in writing or in person his opposition to such proposed action. Expulsion of a member will take place automatically for non-payment of dues at the end of sixty days after being billed for the current year's dues.

F. RESIGNATION Resignation by any member will be accomplished by directing a letter of resignation to the Secretary. His/her resignation shall be effective on receipt, provided all indebtedness to the organization is paid.

G. DUES Annual dues for members shall be established each year by the Board of Directors and shall be payable within thirty days after billing by the Treasurer. Dues shall cover the period from January 1 through December 31 of each year. However, anyone joining October 1 or later shall be deemed to be paid through the following year and have valid membership. (Example: Pay October 2, 2003 will have full membership through December 31, 2004) The Board of Directors may also establish initiation fees for members.

H. RENEWAL OF MEMBERSHIP A membership renewal form shall be enclosed with the November and/or December NVRA Newsletter mailed out to all NVRA members. If no NVRA newsletter is to be published and distributed in any of these two months then a membership renewal form shall be direct mailed to all NVRA members in November. The Treasurer shall mail each member, who has not renewed their membership for the coming year, a bill for dues in the first week of January. Any member not paying their dues within sixty days after being billed will be dropped from the membership roll. Participation in NVRA events will be restricted to those members in good standing, having paid their dues for the current year.

ARTICLE IV

A. GENERAL POWERS The affairs of the Corporation shall be managed by its Board of Directors. Directors must have been members of the Corporation for the twelve (12) months immediately preceding their election to the board but do not have to be residents of the state of incorporation.

ARTICLE 4 (continued)

B. BOARD MEMBERS The number of Board Members shall be five. Each Trustee must meet eligibility requirements and shall hold office until his/her successor is elected, and duly qualified, subject to early termination by removal, suspension or resignation. The Board shall consist of the President, Vice President, Secretary/Treasurer, Technical Director and Race Director.

D. SPECIAL MEETINGS The President or a majority of the Board of Directors may call for special meetings of the Board of Directors and fix the time and place for the meeting.

E. NOTICE Directors shall be notified of any special meeting either in writing or by direct phone contact. Notification by whatever means must be done at least ten (10) days prior to the time set for the meeting. The notices if sent by the U. S. Postal Service or email must be sent to the addresses as shown on the records of the Corporation. Written waiver or attendance at the meeting without protest waives lack of notice.

F. QUORUM A majority of the Board of Directors must be present to conduct business. To be present, a Board member must either be physically in attendance or on a phone provided there is a speakerphone at the meeting location allowing those physically present to hear and be heard.

G. VACANCIES Any vacancy in the Board of Directors may be filled by an affirmative majority of the remaining Board of Directors members. A Director so elected to fill a vacancy shall complete the term of his/her predecessor in office.

H. COMPENSATION No member of the Board of Directors shall receive compensation. Reasonable expenses occurred by any Board member in service to the Association shall be compensated.

I. REMOVAL The Board of Directors may remove any Director at any time if, in their judgment, the best interests of the Association would be served thereby. That removal must be done with a majority of the Board members voting to do so at a meeting whose calling meets the requirements as spelled out in the By-Laws.

ARTICLE V

MEETING OF MEMBERS OF THE NATIONAL VINTAGE RACING ASSOCIATION

A. ANNUAL MEETING An annual meeting of the membership shall be held in either January or December of each calendar year.

B. TRACK MEETINGS At each NVRA sanctioned event, a brief business meeting may be held at the time and place of the NVRA drivers meeting.

ARTICLE 5 (continued)

C. **SPECIAL MEETING** Special meetings of the members may be called by the President or by a majority of the members of the Board.

D. **NOTICE OF MEETING** Written notice shall be mailed to each member separately or as part of the official Newsletter of the Corporation not less than 10 days before the date set for the Annual Meeting or for any Special Meeting. Such notice shall state the place, day and hour of the meeting. Notice of an Annual Meeting shall state the meeting is being called for the holding of elections of officers, the approval of frequency of races and distance traveled for the upcoming racing season and for the transaction of other such business that may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called. Notice shall have been deemed to be given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office or, in special circumstances, when deposited with a delivery service such as UPS. It shall not be necessary to provide further notice of the time and place of a meeting if announcement of such time and place is given during a properly called meeting.

E. **NOMINATIONS** All nominations for elections shall be received from the floor.

F. **VOTING** At all meetings of the board of directors or the annual membership meeting, the members present will vote by a show of hands, with the majority carrying the vote unless someone objects. Then a written ballot will be used.

G. **CONDUCT OF THE MEETING** The President or presiding officer at a meeting shall follow "Roberts Rules of Order" in conducting the meeting as it pertains to motions, seconds, questions, points of order, voting and all other aspects of the conduct of the organization's business during said meeting.

ARTICLE VI

OFFICERS

The elected officers of the organization shall be a:

President

Vice President

Secretary/Treasurer

Technical Director

Race Director

A. **NOMINATIONS / ELECTIONS** Members eligible to hold office on the board of directors shall be nominated and elected at the first meeting of the Board of Directors in each calendar year and shall serve for one year, or until their successors are elected and qualified. An officer may only be elected to three consecutive terms in the same position. Vacancies may be filled at any meeting of the Board. Each officer shall remain in office until his/her successor is elected and qualified, subject to earlier suspension, termination by removal or resignation.

ARTICLE 6 (continued)

B. No two offices may be held by the same person (Secretary/Treasurer is one office).

C. **DUTIES OF THE PRESIDENT** The President shall preside at all meetings of the membership and the Board of Directors and shall perform the duties usually appertaining to this office. The President shall have custody of the corporate seal and the organization's records.

D. **VICE PRESIDENT** The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act. He/she shall also perform other such duties as may be assigned by the President or the Board of Directors.

E. **DUTIES OF THE SECRETARY/TREASURER** The Secretary/Treasurer shall attend all meetings of the members and officers and shall record all minutes and votes in a book kept for the purpose. He/she shall keep an up-to-date roll of all NVRA members. He/she shall give all notices of meetings to the members and Board of Directors required by law or these bylaws and shall perform all duties incident to his office, required by law or by the Board of Directors. In the absence of the Secretary/Treasurer from any of said meetings, a Secretary/Treasurer pro-tempore shall be chosen by the presiding officer. The Secretary/Treasurer shall also, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, debts and obligations belonging to the organization. He/she shall receive all monies of the organization and deposit same in the organization account. He/she shall make all payments of organization debts upon approval of the President. All contracts, checks, drafts, notes or other orders for payment of money shall be signed in the name of the organization by the Treasurer. He/she shall give bond, at NVRA expense, if required by the Board of Directors. The Secretary/Treasurer shall give a report on the financial status of the organization at the Annual Meeting and, if so requested, at any meeting of the Board of Directors. No obligations, debt or other liability shall be incurred by the Treasurer without the specific prior approval of the President.

F. **TECHNICAL DIRECTOR** The Technical Manager shall serve as chairman of the Rules Committee and the Safety Committee and oversee technical and safety inspections at each NVRA sanctioned event to insure compliance. In his/her absence, the Co-Chairman of the Rules Committee shall act as technical director for the event. Should both the Technical Manager and the Co-Chairman of the Rules Committee be absent at an event then the Race Director will appoint a Technical Director for the event. The Technical Director will arbitrate any **Rules** or **Safety** issues that might arise at an NVRA sanctioned event and make the final decision. An appeal of the Technical Director or his/her surrogate's decision can be made to the Board of Directors at the next scheduled meeting of the Board. If the Board of Directors upholds the ruling of the Technical Director or his/her surrogate's, then the member bringing the appeal will forfeit half of his/her tow money (from the race in question).

ARTICLE VI (continued)

G. RACE DIRECTOR The Race Director shall oversee the booking of races at race tracks, either doing such booking him/herself or by assigning such duties to other Association members. He/she will coordinate the schedule for the racing season according to the guidelines approved by the membership at the annual meeting. He/she will have the race schedule posted on the NVRA website and will assure that the race schedule is included in the NVRA Newsletter. The Race Director shall coordinate the sending of a special notice of a late schedule addition or deletion. He/she shall create and maintain procedures for staging successful shows and oversee the pit and track activities required to put on a race, either by doing what is required him/herself or by assigning such duties to other Association members. All Board members must be advised of any changes in procedures prior to the race at which such changes will be initiated. The Race Director will advise Association members of race procedure changes through the NVRA Newsletter and via the NVRA website when possible. When such advance notice is not possible, the changes will be communicated verbally to members present at the driver's meeting preceding the race affected. The Race Director shall perform other duties as may be assigned by the President or Board of Directors.

ARTICLE VII

DISTRIBUTION OF ASSETS

The Corporation shall implement the following plan that prescribes the disposition of assets in the event of the dissolution of the Association.

- A. Pay and discharge all Organizational liabilities and obligations.
- B. Comply with all conditions of any tax exemption applicable to the Corporation.
- C. Return, transfer or convey all assets that were received and held by the Corporation upon condition that these assets be returned, transferred or conveyed upon dissolution of the Corporation.
- D. Distribution equally of all assets to the existing members or legal representatives of the member at the time of disillusionment.

ARTICLE VIII

PARLIAMENTARY PROCEDURE ROBERT'S RULES OF ORDER-REVISED, when not in conflict with the By-Laws, shall govern the procedures of this Association.

ARTICLE IX

CHAPTERS

A. **NUMBER OF CHAPTERS** The Board of Directors may grant Chapters to subordinate or State Chapters of which only one Chapter per state will be granted.

B. **GOVERNMENT OF CHAPTERS** The Board of Directors shall make, amend and change By-Laws for the government of its Chapters and the use of its name, which By-Laws are different from the Association's By-Laws.

C. **REVOCAION OF CHAPTERS** The Board of Directors may revoke or cancel the Charter of a Chapter for the violation of its Chapter By-Laws, the current Rules of the Association or for other cause as it may determine.

E. **CHAPTER NAME OR SYMBOL** No Corporation shall adopt or use the name or symbol indicating that it is affiliated in any way with the Charter Organization unless it is a Chapter with a Charter from this Association or has the written consent of the Association as carried out by direction of a majority of the Board if Directors.

F. GUIDE LINES FOR CHAPTERS

- 1) A written request must be submitted to the Board Of Directors by a minimum of five (5) current NVRA members all of whom reside in the state in which the chapter would be located.
- 2) A Chapter must subscribe to the goals of the NVRA Inc.
- 3) A Chapter must adhere to the by-laws of the NVRA Inc. and the by-laws governing Chapters
- 4) The goals of the Chapters must be the same as the goals of the NVRA Inc
- 5) Each Chapter will be named after the state in which it is granted a Charter. (Ex: NVRA Inc. Georgia Chapter)
- 6) Chapter officers shall consist of a President, Vice President, Treasurer, Secretary or Secretary/Treasurer depending on the size of the Chapter at the time of election of Board members. If there are 10 or fewer Chapter members, then the Secretary/Treasurer position on the Board will replace the Treasurer and Secretary. If there are more than 10 members, there will be separate Treasurer and Secretary positions.

Election of Officers shall be at a regularly scheduled Chapter meeting and voted on by those in attendance. The meeting and the intent of the meeting to elect officers must be made in writing or by direct phone contact to each Chapter member 30 days in advance of the meeting at which the election is to be held. Officers shall be nominated and elected at the first meeting of the Board of Directors following the granting of a charter by the NVRA Inc. The initial Chapter Board of Directors shall serve until the first meeting in the next calendar year at which an election shall be held. Board members will be elected each subsequent calendar year and shall serve for one year, or until their successors are elected and qualified. An officer may only be elected to two consecutive terms in the same position. Vacancies may be filled at any meeting of the Board. Each officer

- shall remain in office until his/her successor is elected and qualified, subject to earlier suspension, termination by removal or resignation.
- 7) Officers of a Chapter may also hold an office of the NVRA Inc. without conflict with one exception, that being the office of treasurer. The treasurer of the NVRA, Inc. may not simultaneously hold the office of treasurer of a NVRA Chapter.
 - 8) It is suggested that start-up funds for a new chapter be raised by Chapter member donations or other fund raising methods.
 - 9) The NVRA Inc. being a 501c7 non-profit organization must have copies of all Chapters financial records by December 31st of each year. For tax records each Chapter must have an audited record of their financial statement for the current year.
 - 10) Chapters are free to engage in activities independent of NVRA Inc. It is not the intent of the NVRA Inc. to dictate to Chapters as to what they should do with their funds. Any activity that involves the expenditure of more than \$200 in Chapter funds or is expected to produce revenue in excess of \$200 requires that the President of said chapter advise the Board of Directors of NVRA Inc. of the intended activity. The Chapter must also advise the NVRA Inc. Board of Directors of how the Chapter intends to use any profits from its activities. The NVRA Inc. Board may advise the Chapter that such activity or use of profits is inconsistent with the goals and image of the NVRA Inc. in which case the Chapter will not engage in such activity or use of profits.
 - 11) Members of a Chapter must be a member in good standing with the NVRA Inc.

ARTICLE X

COMMITTEES

A. **RULES COMMITTEE** The Rules Committee shall consist of no less than five (5) members and no more than nine (9) members, including the Technical Director. (All members of the Rules Committee shall be appointed by the Technical Director in consultation with the NVRA President). The Rules Committee members shall serve for a term of one (1) year and can be appointed for consecutive terms not to exceed three. The Rules Committee shall make and amend rules for the operation of the Association's participation in vintage car racing. These rules shall determine car classifications, car equipment, safety equipment and driver requirements. The Rules Committee shall also create and modify general rules of conduct by the membership at the Association's events. These Rules must be voted on by the Rules Committee with a majority needed for passage. The **Rules** (for each year) shall have been deemed to be in affect when printed copies are addressed and deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office or when deposited with a delivery service such as UPS (and when hand delivered to a NVRA member prior to the start of that years racing schedule or to a new NVRA member).

ARTICLE X (continued)

- B. The Board of Directors may, by resolution of a majority of the Board, establish committees to carry out specific assignments for the Association, the members of these committees being appointed by the President. These committees may be required for a short-term purpose or be permanent in nature. Such Committees shall consist of no less than two (2) members and no more than five (5) members appointed by the President or as many members as a majority of the Board dictates. Such Committee members shall serve a term of one (1) year and can be appointed for consecutive terms not to exceed three.

ARTICLE XI

SEAL

The Seal of the *Corporation* shall be in the form affixed immediately below.

ARTICLE XII

MERGER

MERGER The National Vintage Racing Association will NOT be merged with another Association of any kind without the recommendation of a majority of the Board of Directors to the membership and a vote of the majority of the membership that vote taking place at the December annual meeting.

ARTICLE XIII

AMENDMENTS

These By-Laws may be altered, amended or replaced by the Board of Directors upon the affirmative vote of a majority of all Directors then holding office, provided however, that the Members, upon the affirmative vote of a majority of all members entitled to vote at a meeting called in accordance with the By-Laws, may alter, amend or repeal any By-Laws adopted by the Board of Directors. Members may submit new By-Laws and may prescribe that any By-Laws submitted by them will be adopted, provided the majority of the members present approve. The initial By-Laws of the Association created at the start of the 2003 racing season were approved by a majority of the Board of Directors and adopted upon the affirmative vote of a majority of all members entitled to vote at a meeting called in accordance with the proposed By-Laws.

ARTICLE XIV

MISCELLANEOUS

- A. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to it's Members, Directors, Officers or other private person except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse for funds advanced for the necessary and proper functions of the Association (supplies, postage, trophies, enhanced tow money, social events staged open to all members, etc), and to make payments and distributions in furtherance of the purposes set forth in these By-Laws. These expenses must be approved by a majority of the Board of Directors if the amount exceeds \$100.00 (one hundred dollars) per occurrence.

- B. Upon dissolution of the Association. The Board of Directors, after payments of all liabilities, shall dispose of all the assets of the Association in accordance with the provision of the Non-Profit Corporation Act of the State of Georgia, provided however, that in no event shall distribution of said assets be made in any fashion not permitted of Association's exempt from the State of Georgia and Federal Income Tax under any section of the Georgia Tax Law or the United States Internal Revenue Law.

- C. No part of the Association shall be carrying of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for office. Not withstanding any other provision of these By-Laws, the Association shall not carry on any other activities not to be permitted to be carried on by a Corporation exempt from Federal Income Tax under any sub-section of section 501©6 of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law).

D. These By-Laws were adopted at the Meeting of the National Vintage Racing Association held January 23, 2010 in Macon, Georgia. (Amend wording as needed following revision of the by-laws)

Ernie Walker, President

Date

Jerry Williams, Vice President

Date

Larry Smith Secretary/Treasurer

Date

Scotty Wright, Technical Director

Date

Tim Thornton, Race Director

Date

Definition of terms used in By-Laws.

Director-one who directs as the head member of a Corporation.

Officer-One who holds an office or post or trust in an organization.

Board-An organized official body.

All of these terms, as used in the By-Laws, shall apply to the same person.

Example-An officer (such as President), shall be a Director, Officer, Member of the Board (all in the same person).