



# VINTAGE SPORTS CAR CLUB OF AMERICA, INC.

## BY-LAWS

REVISED JANUARY 2022

### ARTICLE I

#### Name, Purpose and Emblem

- Section 1. **Name.** The name of the Club shall be the Vintage Sports Car Club of America, Incorporated.
- Section 2. **Purpose.** The primary purpose of the Club shall be to encourage the acquisition, preservation, and restoration of Vintage Sports Cars; also to act as a source of technical information, to establish rules and regulations covering all activities of the Club, to provide and regulate events and exhibitions for Vintage Sports Cars and their owners, to encourage careful and skillful driving on public highways, and to own real and personal property, as incidental to the foregoing purposes.
- Section 3. **Emblem.** The Club emblem shall be such design as the Board of Directors may adopt.
- Section 4. **The Corporate Seal.** The corporate seal shall be circular in form, being inscribed with the name of the Club, and such other device or inscription as the Board of Directors may determine.

### ARTICLE II

#### Eligibility, Membership, and Dues

- Section 1. **Eligibility.** For purposes of participating in VSCCA events, a "Vintage Sports Car" is defined as a car conforming to one of the following classes:
- CLASS I Sports cars and race cars built before 1945.
- CLASS II Rare or unusual sports cars and race cars built after 1944 but not after December 31, 1959. "Rare or unusual" to be determined on an individual basis by the Car Classification Committee, with the approval of the Board of Directors (See Article VII, Section 3).
- CLASS III Formula Junior cars built before December 31, 1964.
- CLASS IV Sedan Class cars built before December 31, 1965.
- CLASS V Extremely rare or unusual cars built after December 31, 1959 but prior to December 31, 1965, may be approved on an individual chassis number basis by the Board upon the advice of the Car Classification Committee. The Board, at its

discretion, may further identify these cars with a log book of a different color than is used for the cars in Class II.

Class VI Any car, otherwise eligible for a log book under Class I thru V, but determined by the Board of Directors, in consultation with the CCC, to require special considerations for approval to participate in any event. Event approval may include additional driver qualifications. A vote of the board of directors will determine event eligibility as necessary.

All cars are subject to review by the Car Classification Committee and must have a Club logbook for wheel-to-wheel events.

## Section 2. **Exceptions.**

- a. In special circumstances, the Board of Directors has the authority to approve, on the request of those members responsible for organizing a race event, exceptions to the rules specified in the Car Classification System defined in Section 1, above. Such exceptions will be limited to the specific race event in question and will be subject to whatever other conditions the Board may lay down. Notice of this Board approval must be given in the general notice of the event mailed to all members.
- b. The Car Classification Committee may, with the approval of the Board of Directors, make eligible certain cars built after December 31, 1959, if such cars are identical with others in a series the production of which began on December 31, 1959 or earlier.

Section 3. **Members.** Membership in the Club shall be open to owners of Vintage Sports Cars, and persons interested in the purposes of this Club, subject to the approval of the membership committee.

## Section 4. **Classes of Membership**

**Associate.** Any person who has completed the requirements under Section 3 of this Article and has paid the annual dues required hereunder. The associate member is afforded access to club events and general club communication. The membership committee, with the approval of the Board of Directors, may elect to limit the duration of any associate membership.

**Active.** Any person who has completed the requirements under Section 3 of this Article; has been elected by the membership committee for Active membership, and has paid the annual dues required hereunder. A prospective Active member shall be proposed by two Active members in good standing and be approved and elected by the membership committee.

**Honorary.** Any person proposed and elected by the Board of Directors at their sole discretion shall be deemed an Honorary Member and not subject to the payment of annual dues. The rights and privileges of Honorary membership are otherwise identical to that of an Active Member.

- Section 5. **Dues.** Annual dues for the membership and initiation fees for new members shall be established each year by vote of the Board of Directors, and shall be payable within thirty days after billing by the Treasurer. Non-payment after sixty days will generate correspondence in the form of a letter, email or phone call from the Treasurer or Secretary to the non-paying member to establish the intent of the delinquent member. If the intent is to remain a member, prompt dues payment will be required and if not forthcoming within an additional thirty days, said membership may be suspended and privileges of membership revoked.
- Section 6. **Privileges.** Active members are entitled to all Club privileges and shall have the right to vote at all meetings of the members.
- Associate members are entitled to all club privileges except the following; the right to vote, participate in club meetings, be a member of the Board of Directors, be a chair or member of any club committee, provide proposals or references for active membership, nor receive a copy of the Roster of Members.
- Section 7. **Expulsion.** Any member may be expelled for infraction of Club rules, or such other causes as may be determined by the majority of the Board of Directors as being in the best interests of the Club. 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 position with reference to such proposed action.
- Section 8. **Resignation.** Any member may resign by directing a letter of resignation to the Secretary. His resignation shall be effective on receipt, provided all indebtedness to the Club is paid.

## ARTICLE III

### Meetings of the Members

- Section 1. **Annual Meeting.** The annual meeting of the Active members shall be held between November 1 and December 15 of each year, for reports of officers and committees, and such other business as lawfully may come before the meeting.
- Section 2. **Special Meetings.** In addition to any provisions of the law, special meetings of the Active members may be called by the President, or by a majority of the Board of Directors.
- Section 3. **Notice of Meetings.** A written notice, stating the place, day, hour, and purpose of any meeting of the members, including special meetings, shall be given by the Secretary not less than 14 days nor more than 30 days before such meeting, to each Active member by mailing, emailing or otherwise conveying such notice to the contact information of each Active member in the records of the Club.
- Section 4. **Quorum and Voting.** At all meetings of the Active members, a quorum, for the purpose of acting on any business before the meeting, excepting the amendment, addition or repeal of the Articles of Association and the By-Laws, shall consist of either twenty (20) or a majority of the active members, whichever be the lesser. At the request of a majority of the active members present at any meeting the voting on any question shall be by ballot.

## ARTICLE IV

### Officers and Directors

- Section 1. **Officers.** The elected officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Activities Chairman and Editor of the Bulletin. Their term of office shall be the same as the fiscal year of the Club, and/or until a successor is elected or appointed. They shall be elected by mail ballot sent to all Active members.
- Section 2. **Board of Directors.** There shall be a Board of Directors consisting of the officers elected under Section 1 of this Article and not less than one (1) nor more than five (5) additional Directors, the number to be fixed at each Annual Meeting. Their term of office shall be the same as the fiscal year of the Club, and/or until a successor is elected or appointed. These additional Directors shall be elected by mail ballot sent to all Active members.
- Section 3. **Nominations.** The outgoing Board of Directors shall nominate a slate of officers and directors for the coming year. In addition, nomination of an alternate slate of candidates may be made by petition in writing of fifteen Active Members of the Club, to be received by the Secretary no later than fifteen days before the Annual meeting.
- Section 4. **Vacancies.** The Board of Directors shall fill any vacancy occurring in any of the offices or among its own number, such appointee to fill such vacancy until a successor is elected or appointed.

## ARTICLE V

### Duties of Elected Officers

- Section 1. **Duties of President and Vice-President.** The President shall preside at all meetings of the members and officers and shall perform the duties usually appertaining to this office. He may call special meetings of members under the provisions of ARTICLE III, Section 2. 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.
- Section 2. **Duties of Secretary.** The Secretary shall be sworn to the faithful discharge of his duties. He shall attend all meetings of the members and officers and shall record all minutes and votes in a book kept for the purpose. He shall keep an up-to-date roll of all Club members. He shall give all notices of meetings of the members and Board of Directors required by law or these by-laws and shall perform all duties incident to his office, required by law or by the Board of Directors. He shall have custody of the corporate seal, and the Club's records.
- In the absence of the Secretary from any of said meetings, a Secretary pro tempore shall be chosen by the Presiding Officer.
- Section 3. **Duties of the Treasurer.** The Treasurer shall, 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 Club. He shall receive all monies of the Club and deposit same in the Club account. He shall make all payments of Club 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 Club by the Treasurer. He shall give bond, at Club expense, if required by the Board of Directors. The Treasurer shall give a report on the financial status of the Club at the Annual Meeting, and, if so requested, at any meeting of the Board of Directors. No obligation, debt or other liability shall be incurred by the Treasurer, without the specific prior approval of the President.

- Section 4. **Duties of Activities Chairman.** The Activities Chairman shall make all arrangements for events throughout the year, as shall be decided by the Board of Directors, and for the annual meeting, as specified in ARTICLE III, Section 1.
- Section 5. **Duties of the Editor of Bulletin.** The Editor of the Bulletin shall prepare and produce Newsletters and Bulletins as frequently as shall be decided by the Board of Directors. He shall attend and report on all meetings and activities of the Club. Should he not be able to attend, he shall appoint one of the members who will attend, to report in his place.

## ARTICLE, VI

### Duties of Board of Directors

- Section 1. **Meetings.** The President may call meetings at such time and place as he may select, and shall call a meeting whenever requested in writing by a majority of the Directors. A written or printed notice of all meetings shall be given by the Secretary not less than three days before such meeting to each member by mailing, emailing or otherwise conveying such notice to the contact information in the records of the Club. Notice of any meeting may be waived by the Directors in writing.
- Section 2. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 3. **Powers.** The Board of Directors shall have the management of all of the affairs of the Club, except such as by these by-laws or by law are vested in the officers or the members of the Club.

## ARTICLE VII

### Committees

- Section 1. **Appointment of Committees.** The Board of Directors shall appoint special or standing committees as it finds desirable, from time to time, and shall outline the duties and responsibilities of such committees. All reports or action taken by a committee must be voted by a majority of the entire committee and are subject to review and approval by the Board of Directors.

- Section 2. **Executive Committee.** The Board of Directors may appoint an executive committee, consisting of five (5) members, which shall include the officers of the Club, to exercise all of the powers of the Board of Directors.
- Section 3. **Car Classification Committee.** A Car Classification Committee will be appointed each year by the Board of Directors. This committee will issue to the membership, as required, a list of all eligible cars under ARTICLE II, Section 1, Classes II, III & IV. Only the Committee, with the approval of the Board of Directors, may alter or amend this list. All questions of car eligibility will be directed to the Committee via an Application for Car Eligibility. The applying member will be informed of the result of the Committee's consideration of the application.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the Club shall end on the last day of December and the business of the Club for that fiscal year shall be concluded no later than 30 days after the end of the fiscal year.

## **ARTICLE IX**

### **Personal liability**

All persons or corporations extending credit to, contracting with or having any claim against the corporation or the officers of the Board of Directors shall look only to the finds and property of the corporation for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or any other money that may otherwise become due or payable to them, so that neither the members of the corporation, nor the officers, nor the Board of Directors, present or future shall be personally liable thereof.

## **ARTICLE X**

### **Indemnification**

Each officer, Director and other agent or representative of this Club now or here-after in office, and his heirs, executors and administrators, shall be indemnified by this Club against all costs, expenses and liability, 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 in such capacity, or, subject to the provisions hereof, any settlement thereof, whether or not he continues to be an officer, Director or agent or representative of this Club at the time of incurring such costs, expenses, and liability, provided that such indemnification shall not apply with respect to any matter as to which such person shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of his duty as such officer, Director or agent or representative of this Club, and provided, further, that the indemnification herein provided, shall, with respect to any settlement of 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 Board of Directors of this Club, such settlement and reimbursement appear to be for the best interests of this 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 officer, Director or agent or representative of this Club may be entitled under any By-Law, agreement, vote of members or otherwise.

## **ARTICLE XI**

### **Amendments to By-Laws**

**Manner of Amendment.** These by-laws may be amended in the following manner. Any Active member may present a petition, signed by ten (10) Active members in good standing to the Secretary, proposing an amendment or repeal of any By-Law. In addition, at any regular or special business meeting of the Club members, any Active member may move to amend or repeal any By-Law, and if such a motion be seconded and passed by two-thirds of the active members present, such action shall be considered a bona fide petition for amendment by the Secretary. The Board of Directors may initiate any petition for amendment. Such amendment or repeal shall then be presented to the Club Active membership by paper ballot at a time and in a manner deemed most appropriate by the Secretary of the Club. To amend, repeal or add to the By-Laws, two-thirds (2/3) of the active members of the Club shall be required per Massachusetts General Laws, Chapter 180, Section 7 (1971); 950 CMR Section 106.09.