

TEXAS SPOKES SPORTS CAR CLUB

BYLAWS

ARTICLE I: NAME, PURPOSE, AND POWERS

SECTION 1. NAME.

The name of the Club shall be Texas SPOKES Sports Car Club.

SECTION 2. PURPOSE.

The purpose or purposes for which the club is organized is to encourage and promote the highest standards of sports car ownership, use, maintenance, competition, and safety; cultivate fellowship among club members, other clubs, and within the general community; and organize and execute social activities for club members who are sports car owners and enthusiasts.

SECTION 3. EXEMPT ORGANIZATION.

Texas Spokes Sports Car Club is a nonprofit corporation and shall be operated exclusively for social, pleasure, recreation, and other nonprofit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code and the Texas Business Organization Code.

No part of the net earnings of the club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

SECTION 4. POWERS.

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Texas Spokes Sports Car Club shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purpose, for which the club is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of Texas Spokes Sports Car Club may include, but not be limited to, the acceptance of membership fees, financial, or in-kind contributions. The powers of Texas Spokes Sports Car Club further include utilization of membership fees and contributions toward execution of the all related operational and social activities related to the Association.

ARTICLE II: MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS.

The Club shall have two classes of Members. The designation of such classes and qualifications of the Members of such classes shall be as follows:

- (a) **Regular Memberships.** Any individuals interested in and capable of furthering the purposes of the Club shall be eligible for Regular Membership. The types and privileges of Regular Members in good standing are specified in the Texas SPOKES Sports Car Club Operations Manual. In addition, all Life Members in good standing shall be considered Regular Members.

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(b) **Family Memberships.** A family shall be defined as a husband or wife legally recognized by the State of Texas and their spouse and their legal dependents that are interested in and capable of furthering the purposes of the Club shall be eligible for Family Memberships. The types and privileges of Family Memberships in good standing are specified in the Texas SPOKES Sports Car Club Operations Manual. Members of said family may vote in TSSCC general elections and attend the annual awards banquet.

(c) **Associate Members.** Any person, corporation, organization or association interested in and capable of furthering the purposes of the Club shall be eligible for Associate Membership. The types and privileges of Associate Members in good standing are specified in the Texas SPOKES Sports Car Club Operations Manual.

SECTION 2. DUES.

All membership dues shall be payable annually in such amounts as the Board of Directors establishes. Varying levels of dues for particular categories of Regular and Associate Membership may be established by the Board of Directors, and will be described in the Texas SPOKES Sports Car Club Operations Manual. Regular Members who have previously paid dues for life shall not be required to pay annual dues or to pay subscription fees for Club periodicals distributed to the membership at large. No refund of dues shall be made under any circumstances.

SECTION 3. TERM OF MEMBERSHIP.

Memberships are per calendar year, or any part of calendar year, beginning January 1st and ending December 31st of the same year.

SECTION 4. TERMINATION, SUSPENSION AND RENEWAL.

(a) **Member Resignation.** Any Regular or Associate Member may resign by written notice addressed to the Club. The resignation shall be effective upon receipt of the letter.

(b) **Non-Payment of Dues.** Membership shall automatically lapse for non-payment of dues.

(c) **Member Indebtedness** to Club. The membership of any Member indebted to the Club and delinquent for more than 60 days shall automatically lapse and the Member shall forfeit all dues and fees already paid.

(d) **Membership Suspension by Board of Directors.** The Board of Directors or the governing body may suspend a Member at any time for infraction of any Club rule or any other cause if the suspending body deems the action in the best interests of the Club, provided that the body will afford the Member a reasonable opportunity to be heard by it or by a committee appointed by it, in person or through a representative, prior to taking any action, unless it deems it imperative to suspend the Member before a hearing can be held. The suspending body shall immediately notify a Member who has been suspended, in writing, of the suspension. The suspended Member shall then be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it. The Board of Directors may thereafter continue for a definite term, terminate, or rescind the suspension, or expel the Member, and its decision shall be final. In addition, if the Board of Directors is the original suspending body, and a hearing is held prior to any action, then the Board of Directors may suspend for a definite term or expel the Member without affording a second opportunity to be heard.

(e) **Lapse of Membership.** A Regular Membership automatically lapses if the Member ceases to be a Member in good standing of, unless the Member has specifically been exempted from this requirement according to Section 2 of this Article.

ARTICLE III: BOARD OF DIRECTORS.

The Board of Directors shall establish the policies of the Club and shall oversee and direct the implementation and execution of such policies and the administration of the affairs of the Club or such other committees as it determines to appoint and authorize.

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SECTION 1. COMPOSITION.

The affairs and property of the Club shall be managed by a Board of Directors consisting of not be less than four (4), but no more than fifteen (15).

SECTION 2. TERMS.

A term of office shall be for one year and shall begin at the close of the meeting the person is elected. The term of office of each director shall end on November 30 of the applicable year. There shall be no restrictions as to the number of consecutive terms a Director may serve.

SECTION 3. NOMINATIONS.

Any Regular Member may nominate a Regular Member to be a candidate for election to the Board of Directors. All nominations shall be signed by the Member(s) making the nomination and delivered in writing no later than 3 days preceding the election. Nominations will be accepted at the meeting.

SECTION 4. ELECTION.

Annual elections must take place at a regular meeting of the TSSCC membership no later than the first regular meeting in November. The nominee(s) receiving the highest number of member votes shall be elected. The secretary of the Club shall prepare ballots in alphabetical order all duly nominated candidates and ballots shall be electronically posted to the website and sent by electronic message to all members no later than 2 days preceding the election to all Regular Members. Each Regular Member may cast as many votes as there are Directors to be elected but no more than one for any one candidate. Ballots shall be submitted in writing for counting to the secretary of the club and shall not be available for inspection by any officer, Member or employee of TSSCC. Only ballots received no later than 5:00 p.m. on the day of the election at the address designated in the ballot shall be counted. The open Directorship or Directorships shall be filled by the candidate or candidates receiving the highest number of votes of the Regular Members voting. Whenever it is necessary to break a tie the same shall be accomplished by a further election to be completed as soon as possible. If an elected Director dies or resigns prior to the commencement of his or her term, a further election shall be held to fill the vacancy to be completed as soon as possible. If a vacancy occurs during the term of a Directorship, the majority of the Board of Directors shall fill the vacant Directorship by appointment of a Regular Member in good standing. No such vacancy shall remain unfilled for more than 90 days.

SECTION 5. MEETINGS.

(a) **Regular Meetings.** The Board of Directors shall hold no less than six regular meetings annually, including the annual election meeting in November of each year, for presenting the reports of officers, committees and boards, and such other business as may lawfully come before the meeting. The time and place of meetings shall be established by the Board of Directors.

(b) **Special Meetings.** Special meetings of the TSSCC 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 at least 25 percent of the total Regular Members of TSSCC. The basis upon which the 25 per cent shall be calculated shall be the TSSCC membership count on the April 30 preceding the petition. Such meetings shall be held at such times and places as the Board of Directors shall determine.

(c) **Notice.** Notice of each regular and special meeting stating the place, hour, date and purpose thereof shall be electronically posted to the website and sent by electronic message to all members not less than 3 nor more than 15 days before such meeting. No action shall be taken at any annual or special meeting of the Members unless the intention to consider the subject matter has been set forth in the notice of the meeting. No action

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shall be taken at any annual or special meeting of the Members unless the intention to consider the subject matter has been set forth in the notice of the meeting.

(d) **Quorum.** A quorum shall be a majority of the Board of Directors, excluding vacancies.

(e) **Voting.** Each Regular Member shall have one vote on each and every matter submitted to a vote of the Members. Associate Members shall have no voting rights except as otherwise provided by law. At all meetings except as otherwise provided by law, the Members entitled to vote who are present shall constitute a quorum. All actions except as otherwise provided by law, by the TSSCC's certificate of incorporation or bylaws, shall be by majority of those Regular Members present and voting. Presence and voting by proxy may be allowed at the discretion of and in accordance with rules prescribed by the Board of Directors.

(f) **Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors presents a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

(g) **Action without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Directors.

(h) **Telephone, Email, and Video Meetings.** Directors may participate in a meeting through use of conference telephone, electronic video screen communication, email, or other electronic transmission in compliance with ARTICLE VII of these Bylaws, as long as all of the following apply:

- (1) each director participating in the meeting can communicate with all of the other Directors at the meeting concurrently or serially, and
- (2) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to impose an objection to a specific action to be taken by the TSSCC.

Participation in a meeting pursuant to the Section constitutes presence in person at such meeting.

SECTION 6. RESIGNATION AND REMOVAL.

Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. Any director who does not attend at least a majority of regularly-scheduled Board meeting during each year in office may be asked, in the discretion of the Board, to resign as a director. The Board of Directors may, at any regular or special meeting, by the affirmative vote of at least two-thirds (2/3) of those Directors voting, remove a Director from office at any time, with or without cause.

SECTION 7. ENUMERATED POWERS.

In managing the affairs of Texas Spokes Sports Car Club, the Board of Directors shall specifically have, but not limited to:

- (a) Adopt Operations manual.
- (b) Employ individuals.
- (c) Procure and maintain liability insurance to protect its members in the performance of their duties and hazard insurance to protect Texas Spokes Sports Car Club property.
- (d) Procure and maintain director's and officer's liability insurance
- (e) Procure and maintain bonds for persons having custody of funds.

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- (f) Procure and maintain insurance and bonds required for TSSCC events.
- (g) Authorize disbursement of funds.
- (h) Set yearly event calendar.

SECTION 8. NEPOTISM.

Among the positions of President, Vice President, Treasurer and Secretary, only one member of a family may serve.

SECTION 9. VACANCIES.

A vacancy shall be deemed to exist on the Board in the event that the actual number of Directors is less than the authorized number for any reason. Vacancies may be filled by the remaining Directors for the unexpired portion of the term.

SECTION 10. STANDARD OF CARE.

A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (b) council, independent accountants, or other such persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in ARTICLE VI, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, an actions or omissions which exceed or defeat the purpose to which a corporation, or assets held by it, are dedicated.

SECTION 11. INVESTMENTS.

Except with respect to assets held for use or used directly in carrying out this corporation's activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probably safety of this corporation's capital. No investment violates this Section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

SECTION 12. INSPECTION.

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Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

SECTION 13. CONFLICT OF INTEREST.

No officer, Director or employee of the Club may participate in, or attempt to influence any decision by the TSSCC affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

ARTICLE IV: COMMITTEES

SECTION 1. BOARD COMMITTEES.

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create any number of Board Committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the Directors then in office. The Board of Directors shall appoint such other committees and boards as shall be necessary to regulate the competition activities of the TSSCC and to advise and assist the Board of Directors concerning the affairs of the TSSCC, and shall appoint the chairperson thereof. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of Directors within a range specified in these Bylaws;
- (b) elect Directors or remove Directors without cause;
- (c) fill vacancies on the Board of Directors or any Board Committee;
- (d) fix compensation of Directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Certificate of Formation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of ARTICLE VI of these Bylaws; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements of in ARTICLE VI and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the Directors then in office without the vote of any interested director.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

Meetings of Board Committees. Meetings and actions of the Board Committees shall be governed by and held and taken in accordance with the provisions of ARTICLE III, SECTION 5 of these Bylaws concerning meeting and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

SECTION 2. ADVISORY COMMITTEES.

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The Board of Directors may establish one or more Advisory Committees on the Board. The members of any Advisory Committee may consist of Directors or non-Directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the TSSCC, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committees.

Meetings of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

SECTION 3. AUDIT COMMITTEE.

For any tax year in which this corporation has gross revenues of \$50,000.00 or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both Directors and non-Directors, subject to the following limitations: (a) the chair of the Audit Committee may not include the Treasurer; (b) the Audit Committee may not include any person who has a material financial interest in any entity with this corporation; (c) Audit Committee members may not receive compensation; (d) the Audit Committee may not include any signatories of the account; and (e) Audit Committee members should not be related by blood or marriage nor reside in the same household as the President or other financial officers or any chairmen holding funds.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees), it shall be deemed a Board Committee on which the other Directors are entitled to rely as provided in ARTICLE III, SECTION 10 of these Bylaws; otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall determine if an outside auditor is needed and, if so: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

ARTICLE V: OFFICERS

SECTION 1. OFFICERS.

The officers of this corporation shall consist of the President, Vice President, Secretary, Treasurer, Timing and Scoring Chief, Worker Chief, Technical Inspector Chief, Equipment Manager, Novice Chief, and such other officers as the Board may elect from time to time to carry out the affairs of the TSSCC. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

(a) **PRESIDENT.** The President will be the chief executive officer of the TSSCC and will perform his or her duties under the policies established by the Board of Directors. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall, in general, supervise and control all of the day-to-day business and affairs of the TSSCC.

(1) The President shall be a non-voting ex-officio member of all boards and committees except as provided in Article VI, Section 2.

(2) The President shall present at each Annual Meeting of the Members, a report of the activities of the TSSCC for the preceding fiscal year and shall periodically make reports of the TSSCC's activities to the Board of Directors.

(3) The President shall conduct drivers' meetings at each event. This meeting shall outline potential hazards, anticipated number of runs, run order, course worker assignments, and any other direction or information necessary.

(4) Appoint committees to serve for whatever purpose he deems necessary to benefit TSSCC.

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- (5) Appoint non-elected officials if any.
- (6) The President shall have responsibility for the general supervision of all other officers, agents and employees of the TSSCC, and in case where the duties of the officers, agents or employees of the TSSCC are not specifically prescribed by the Bylaws or by Board resolution, they shall be supervised by the President.
- (7) The President may sign, as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the TSSCC, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- (8) The President shall designate one or more members of the Board to:
 - (i) give or cause to be given notices of Board of Directors and Member meetings in accordance with the provisions of the Bylaws or as otherwise required by law; (b) supervise the keeping of a current roll of all TSSCC Members; and
 - (ii) be custodian of the TSSCC Records and of the Seal of the TSSCC and see that the Seal of the TSSCC is affixed to any documents requiring the Seal.
- (9) In the absence of the President, or in the case of death, resignation, or inability to act, his or her duties shall be performed by the Vice President.

(b) **VICE-PRESIDENT.** In the absence of the President, or in the event of the President's death, inability or refusal to act, a Vice President may be designated to perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

- (1) Vice Presidents shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (2) Inspect and approve each event for safety and impact on event site.
- (3) Secure Event Masters for all regular TSSCC events.
- (4) Ensure Event Masters receive and complete duties outlined on the current Event Masters worksheet.
- (5) Work with Event Master prior to each event to ensure reasonably safe course design.
- (6) Assist Event Master during event as needed. (i.e. course worker assignment, etc.)
- (7) Report to Board of Directors any Event Master or course problems.

(c) **SECRETARY.** The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of TSSCC, and shall have such other powers and duties as may be prescribed by the Board of these Bylaws.

- (1) Provide amended copy of TSSCC competition rules, constitution and vehicle classifications.
- (2) Coordinate event registration activities and keep mailing list current.
- (3) Enforce permanent numbers list of TSSCC members and have it available at all events.
- (4) Provide Board of Directors with current list of paid TSSCC members.
- (5) Count event revenue with Treasurer and complete, sign and retain a written financial report.
- (6) Assist other Board members in contacting general membership before TSSCC meetings or in case of unforeseen circumstance.

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(d) **TREASURER.** The Treasurer shall, in general, supervise the receipt, custody, control and expenditure of all the assets and liabilities of the TSSCC and shall give bond at the Treasurer's expense.

- (1) The Treasurer shall submit all annual Federal and State reports.
- (2) The Treasurer shall supervise the charge and custody of all funds of TSSCC, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this TSSCC's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
- (3) Count and collect event registration proceeds from Secretary at the event and deposit in TSSCC account within 5 days of event.
- (4) Submit invoices to those persons who owe money to TSSCC.
- (5) Present a verbal status of TSSCC treasury, and provide a written statement to the President and the Rattle editor, at each regular meeting.
- (6) Secure insurance for each event at the President's direction.
- (7) Procure truck and trailer insurance and registration.
- (8) Assume Trophy Chief's duties in his/her absence.
- (9) Assist other Board members in contacting general membership before TSSCC meetings or in case of unforeseen circumstance.
- (10) Ensure Porta-Pottys are at each event
- (11) In the event of a vacancy in the position of the Treasurer, the President shall provide for the performance of the duties of the Treasurer until such time and interim Treasurer can be appointed or elected.

(e) **TIMING AND SCORING CHIEF.** The Timing and Scoring Chief shall, in general, ensure accurate and fair timing, supervise timing system operators, and publish timing results.

- (1) Set up and maintain timing equipment for event scoring. Certify event results.
- (2) Record and publish championship standings.
- (3) Coordinate online registration.
- (4) Organize and provide training to BOD members and potential other timing system operators.
- (5) Assists other Board members in contacting general membership before TSSCC meetings or in case of unforeseen circumstance.

(f) **WORKER CHIEF.** The Worker Chief shall, in general, is responsible for supervising and ensuring a sufficient number of event course workers.

- (1) Appoint event assistants.
- (2) Assist Vice-President and event master on corner stations during event setup,
- (3) Assist in contacting general membership before TSSCC meetings or in case of unforeseen circumstances.

(g) **TECHNICAL INSPECTOR CHIEF.** The Technical Inspector Chief shall establish time, frequency and procedure for inspecting vehicles that will be competing in TSSCC events for safety and rules adherence.

- (1) Establish items to be inspected.
- (2) Pass or fail vehicles for competition in TSSCC events.
- (3) Verify vehicles are classed in accordance with TSSCC rules and classes.

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(4) Assist other Board members in contacting general membership before TSSCC meetings or in case of unforeseen circumstance.

(h) **EQUIPMENT MANAGER.** The Equipment Manager shall be responsible for storage and maintenance of TSSCC equipment (i.e. truck and trailer inspection, fire extinguisher recharge, generator upkeep, battery supply, etc.),

- (1) Ensures that the trailer is properly packed.
- (2) Scheduling at least one truck/trailer cleaning and maintenance parties per year as needed.

(i) **NOVICE CHIEF.** The Novice Chief shall be responsible for meeting and orienting new drivers before each event.

- (1) New driver orientations will include, at a minimum, course safety, event course layout, driving strategy, and any other event related information necessary to provide new drivers feel welcome, informed, and educated.
- (2) Assist novice drivers during the event and coordinate experienced drivers to ride with novice drivers.
- (4) Confirm results and organize a novice trophy presentation at the end of each event, after the trailer has been packed.
- (5) Maintain Rookie of the Year eligibility statistics throughout the year, act as TSSCC public relations by introducing newcomers to TSSCC members.
- (6) Work closely with the board Treasurer as to be capable of serving in his/her absence.
- (7) Act as Trophy Chief and secure trophies for championship events and awards and pay for same from TSSCC treasury.
- (8) Store and deliver trophies to and from events (not in trailer).

SECTION 2. COMPENSATION FOR BOARD SERVICE

Directors shall receive no compensation for carrying out their duties as Directors. The board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

SECTION 3. COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE VI: PROHIBITED TRANSACTIONS

SECTION 1. LOANS.

The TSSCC shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided however, that TSSCC may advance money to a director or officer of this club for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

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SECTION 2. SELF-DEALING TRANSACTIONS.

A self-dealing transaction is a transaction to which TSSCC is a party and in which one or more of its Directors has a material financial interest. Except as provided elsewhere within these Bylaws, the Board of Directors shall not approve, or permit the TSSCC to engage in any self-dealing transaction unless the Board of Directors determines (a) the TSSCC is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to TSSCC at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested director or Directors.

ARTICLE VII: MISCELLANEOUS

SECTION 1. FISCAL YEAR.

The fiscal year of the Texas SPOKES Sports Car Club shall be for the year ended December 31.

SECTION 2. CONTRACTS, NOTES, AND CHECKS.

All contacts entered into on behalf of The Texas Spokes SPOKES Sports Car Club must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of TSSCC shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

SECTION 3. ELECTRONIC TRANSMISSIONS.

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used by these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided:

- (1) for electronic transmission from the TSSCC, members providing an email address implies consent to the use of such means of communication;
- (2) for electronic transmission to the TSSCC, the TSSCC has in effect reasonable measure to verify that the sender is the individual purporting to have sent such transmission; and
- (3) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE VIII: INDEMNIFICATION AND INSURANCE

The TSSCC may indemnify a Director, Officer, employee or agent of the TSSCC against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the TSSCC if the person seeking indemnification:

- (1) conducted himself in good faith,
- (2) reasonably believed,
 - (a) with respect to conduct in his or her official capacity for the TSSCC, that his or her conduct was in the TSSCC's best interests, or

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(b) with respect to conduct in other capacities, that his or her conduct was, at least not opposed to the TSSCC's best interests, and

(3) with respect to criminal proceedings, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not be determinative of whether the foregoing standard of conduct has been satisfied.

The TSSCC shall not indemnify a Director, Officer, employee or agent in connection with:

- (1) a proceeding by or in the right of the TSSCC, in which such person is adjudged liable to the TSSCC, or
- (2) any proceeding charging improper personal benefit to that person, in which he or she is adjudged liable or, the basis that he or she improperly received personal benefit(s).

However, the TSSCC shall indemnify a Director, Officer, employee or agent who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with the proceeding. The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met.

This determination shall be made by:

- (1) the Board of Directors by majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding, or
- (2) if a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board, which committee shall consist of two or more Directors not parties to the proceeding; except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee.

If the quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by:

- (1) independent legal counsel selected by a vote of the Board of Directors or the committee, or if a quorum of the full Board cannot be obtained or a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board, or
- (2) by the Members.

If the determination that indemnification is permissible is made by independent legal counsel, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body which selected that counsel. A Director, Officer, employee or agent of the TSSCC who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such an application, the court, after giving any notice it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these Bylaws or law, the court shall order indemnification in which case the court shall also order the TSSCC to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these Bylaws as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the TSSCC from making indemnification, the court may order such indemnification as it deems proper. The TSSCC may pay for, or reimburse, the reasonable expenses incurred by a Director, Officer, employee or agent of the TSSCC, who is a party to a proceeding, in advance of the final disposition of the proceeding, if

- (1) the TSSCC is furnished with a written affirmation of such person's good faith belief that he or she has met the applicable standard of conduct,
- (2) such person furnishes the TSSCC with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct, and
- (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph.

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The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

The TSSCC may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, fiduciary or agent of the TSSCC and who, while a Director, Officer, employee, fiduciary or agent of the TSSCC is or was serving at the request of the TSSCC as a Director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his or her status as such, whether or not the TSSCC would have the power to indemnify him against such liability under the foregoing provisions. If an indemnification or advance of expenses to a Director arises out of a proceeding by or on behalf of the TSSCC, such indemnification, if made pursuant to the foregoing provisions, shall be reported in writing to the Members with or before notice of the next meeting of the TSSCC.

ARTICLE IX. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors at any regular meeting or special meeting, provided that the amendment has been submitted to the Board of Directors in writing at least thirty days prior thereto.

ARTICLE X: ADMINISTRATION

The Texas SPOKES Sports Car Club Operations Manual shall be the official operating guide for all areas of Texas SPOKES Sports Car Club administration. It shall further the guiding principle of the Texas SPOKES Sports Car Club: The ultimate direction of the Club rests with the Members. In furthering this guiding principle the Operations Manual provides an equitable system of administrative due process. The Operations Manual shall be published at least triennially and be distributed to all Directors. Changes to the Operations Manual may be made only by the Board of Directors and shall be published.

ARTICLE XI: PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Board of Directors shall look only to the funds and property of the TSSCC for the payment of any debt, damages, judgment, or decree, or any of other money that may otherwise become due or payable to them from the TSSCC or the Board of Directors, so that neither the Members of the TSSCC, nor the Board of Directors, past, present or future, shall be personally liable therefor.

CERTIFICATION

These bylaws were approved at a meeting of the board of Directors by a two- thirds majority vote on the ___22nd___ day of ___September___, 20__17__.



Secretary

___10-4-2017___

Date