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ARTICLE I

NAME, PURPOSE AND EMBLEM

Section 1. NAME: The name of this club shall be The Cascade Sports Car Club, Inc.

Section 2. PURPOSE: The general purpose of the club shall be to encourage the preservation, ownership, operation and enjoyment of sports cars; to provide and regulate events and exhibitions for sports cars and their owners; to encourage careful and skillful driving on public highways.

Section 3. EMBLEM: The club emblem shall be a silver-colored gear with the words "Cascade Sports Car Club" printed there on in black. In the center of the gear shall be a snow-capped mountain against a blue background with a foreground of green hills and flanked on the left by an evergreen tree.

ARTICLE II

MEMBERSHIP AND DUES

Section 1. MEMBERSHIP QUALIFICATIONS:

Any individual interested in the sport of motoring who shows sufficient interest in sports cars as well as all automobiles is eligible to become a member of this organization.

Section 2. APPLICATION PROCEDURE:

(A) All applicants for active membership in The Cascade Sports Car Club shall fill out a membership application form. This form must be given to the club Membership Chairperson along with the applicant's initiation fee and dues pro-rated for the remainder of the year, by the month. This application shall be read at the regular meeting of the club and announced in the next club newsletter. Any member wishing to vote against an applicant must state his/her reasons in writing over his/her signature and submit them to the Membership Chairperson. The Membership Chairperson will present the applicant's name to the Board of Directors who shall, by majority vote, either accept or reject an applicant. The applicant shall then be notified by the Membership Chairperson either that he/she has been rejected and fee refunded, or that he/she has been accepted and will be received into the membership at the next club meeting and presented with a copy of the club roster, bylaws, name tag, jacket patch and membership card.

(B) No applicant may be turned down for membership in this club by reason of race, creed, color, religion or sex.

(C) No applicant with an extensive record of criminal and/or immoral activities will be considered for membership.

Section 3. CLASSES OF MEMBERSHIP

(A) Active -- Any single person or couple residing at the same address accepted as provided by Section 2(A) of this Article.

(B) Honorary -- Any non-member who has commended himself/herself to the club esteem or who has performed an outstanding service to the club, may be elected an honorary member for the next full year by the majority vote of the membership. Honorary membership shall not have the right to vote.

Section 4. DUES AND INITIATION FEES

(A) There shall be an initiation fee for new members equaling the cost of the membership packet, as determined by the Membership Person.

(B) Active members' club dues shall be determined by the current Board of Directors, which includes children up to 18 years of age.

(C) Honorary. No dues or initiation fee. Shall receive honorary membership card.

(D) Payment of Dues. Annual dues shall be payable on January 1st of each and every year and pro-rated for new members on a monthly basis from the date of application. Membership shall automatically lapse for non-payment of dues at the end of 30 days.

(E) The Membership Chairperson shall prepare and mail to each club member on or before December 15th of each year a copy of Article II, Section 4 of the By-laws, and a statement for annual dues payable January 1st, together with any monies legally owed by that club member.

Section 5. EXPULSION AND RESIGNATION

(A) Any member may be expelled for infraction of club rules or such causes contrary to the best interest of the club by majority vote of the Board of Directors. However, before such action is taken, the member shall have an opportunity to submit in writing or in person to the Board of Directors, his/her position, within 30 days, on any charge of which he/she shall be notified, and shall have the right to appeal to the membership.

(B) Resignation. Any member may resign by directing a letter of resignation to the Secretary. His/her resignation shall be effective on receipt. Any indebtedness to the club shall be paid at the time of his/her resignation.

Section 6. VOTING PRIVILEGES

(A) Honorary members shall not have the right to hold office or vote.

(B) Each active member and both members of a couple shall have one vote.

ARTICLE III

CLUB MEETINGS

The Cascade Sports Car Club shall hold one business meeting each month.

Committee heads shall be required to provide a report at each business meeting. A minimum of seven days prior notice shall be given of any change in published meeting dates.

Note: General meetings are referred to as Business Meetings.

ARTICLE IV

MANAGEMENT

The control and management of the club, its properties and facilities, its business and affairs shall be entrusted to a Board of Directors consisting of eight members to be elected as hereinafter provided.

ARTICLE V

BOARD OF DIRECTORS

Section 1. **POWERS** – Subject at all times to these By-laws, the Board of Directors shall have the power to make, amend and enforce the rules regulating the operation and administration of the club; to elect new members; to appoint such committees as it may deem advisable and prescribe their duties; to make and enter such contracts as in its judgment and discretion may be deemed for the best interest of the club; to designate depositories for the funds of the club and the person or persons by whom checks drawn on such depositories shall be signed; to make, alter, amend and enforce rules for its own government and in general, to do and perform whatsoever it shall deem necessary to carry out the purposes of the club, in accordance with its Articles of Incorporation and these By-laws.

The funds of the club shall be paid out only on the authority of the Board of Directors. Any action of the Board of Directors or club officers shall be subject to revision by a majority vote of the membership. Each Director shall have one vote, and be required to attend all meetings with the exceptions noted in Article V. Section 9. The Alternate will not have a vote until he/she assumes a director's position, but will be required to attend all meetings so that he/she will be current with Cascade business.

Section 2. **LIMITATION OF POWERS** - The Board of Directors shall not have the power to obligate the club beyond its own term of office without prior approval of the membership.

Section 3. **TERM OF DIRECTORS** - Four members of the Board of Directors and one alternate shall be elected each year, as hereinafter provided. Each shall serve two years and until his/her successor is elected and installed. All board members shall be active members in good standing. The Alternate shall serve one year, or, in the even of a vacancy in the Board of Directors caused by death, resignation or other reasons, he/she will fill that position for the remainder of the term vacated. In the event of a second vacancy in the same year, the President will announce a special election to fill the Board of Directors vacancy. The existing nominating committee elected by the membership at the first business meeting in August of each year will present a slate of not less than two nominees at the next regular business meeting after the vacancy has been announced. Rules for nominations of candidates, preparation, mailing and counting of ballots

will follow the procedures and time constraints as outlined in Article V. Section 4, 5 and 6 of these By-laws.

Section 4. NOMINATIONS FOR DIRECTORS - A five-member nominating committee, one member being the Membership Chairperson, shall be elected by the membership at the first business meeting of August of each year. This committee shall present, whenever possible, a slate of eight nominees at the next regular business meeting after which there will be nominations from the floor at the next two business meetings. Members nominating a candidate for Board of Directors shall state the nominee's qualifications.

The membership shall be notified, not less than two weeks prior to the election, of the candidates and their qualifications.

Section 5. ELECTION OF DIRECTORS - At least two weeks prior to the election, which shall be at the business meeting of each November, the Secretary shall mail or cause to be mailed to each active membership a ballot containing the names of all nominees, along with a brief listing of their qualifications, of which up to four shall be chosen by the voter. The President shall select by the October business meeting, from the membership at large, a person who is neither a candidate nor a member of the nominating committee to write all summaries and take charge of publication of the ballot and its delivery to the Secretary prior to the aforementioned mailing date.

Only those ballots shall be counted which shall have been returned to the Secretary by 8:15 pm on the day of the election. On that day, not less than three tellers, appointed by the President for that purpose, shall count the ballots; none of the tellers shall be a member of the Board of Directors, a candidate, or a candidate's spouse. The four nominees who receive the largest number of votes will be declared elected. The nominee with the fifth largest number of votes will be declared the Alternate. Should the elected alternate choose not serve in that capacity, he/she may decline the position. Should this occur, the nominee with the next largest number of votes will be come the alternate.

Section 6. ELIGIBILITY FOR DIRECTOR

(A) All nominees shall have been active members in good standing for at least one year immediately prior to nomination.

(B) No membership may hold more than one position on the Board of Directors at one time.

Section 7. MEETINGS OF DIRECTORS - The Board of Directors shall meet at least once each month. Meetings shall be held at the call of the President or any three members of the Board at such place as designated by the person calling the meeting. Six members shall constitute a quorum at any meeting. A quorum may consist of five members when a forced excused absence prevents the required six. A majority of those present voting for or against any proposition shall prevail except where otherwise specified by these By-laws. A report of any action taken shall be made to the membership.

Section 8. CONDUCT OF DIRECTORS - No Board Member is to have actual or perceived conflict of interest. In any circumstance where a director may have a personal or professional

conflict, he/she shall abstain from any vote taken on the issue. Conflict of interest could be cause for removal from office per Section 9.

Section 9. REMOVAL FROM OFFICE

(A) Any director may be removed from office at any time by a two thirds vote of the regular membership of the club present at any meeting of the membership called for that purpose.

(B) Any Director who fails to attend any two regularly scheduled meetings of the Board during each calendar year without prior excuse will be automatically remove from office. Any director who fails to attend any two regularly scheduled business meetings during each calendar year without prior excuse will be automatically removed from office. Prior excuse must be given to the President or the President's appointed representative. In the event of absence caused by personal emergency, documenting evidence by the President or the President's appointed representative.

ARTICLE VI

OFFICERS

Section 1. ELECTION OF OFFICERS - Promptly following the annual election of Directors, the Board of Directors shall meet and elect by secret ballot by majority vote from its members, a President, Vice-President, Secretary and Treasurer, each of whom shall hold office for one year and until his/her successor is elected and installed. One ceasing to be a Director automatically ceases to be an officer of the club.

Section 2. DUTIES OF THE PRESIDENT - The President shall preside at all meetings of the membership and of the Board of Directors. In the name of the club, and with the Secretary, he/she shall sign all written contracts and obligations of the club. He/she shall be ex-officio member of all committees of the club. He/she shall exercise general supervision over the business and affairs of the club and at the Annual Awards Dinner of the membership, shall make a report relative to such business and affairs during the term of his/her presidency.

Section 3. DUTIES OF THE VICE-PRESIDENT - In case of the absence, incapacity or inability of the President to perform the duties of his/her office, or any thereof, the Vice-President shall perform the duties of the President. If both the President and Vice-President shall be absent from any meeting of the Board of Directors or the membership, those present shall choose a presiding officer.

Section 4. DUTIES OF THE SECRETARY - The Secretary shall be responsible for keeping the minutes of all meetings. He/she shall have custody of the seal of the club and all its records, other than financial records. With the President, he/she shall sign all written contracts and obligations of the club. He/she shall maintain the official correspondence of the club and do and perform all such other duties as may be required of him/her by the Board of Directors. In the event of his/her absence, incapacity or inability to act, any other officer or director of the club may perform his/her duties and if he/she is not present at any meeting of the Directors or of the membership, a secretary pro-tem, au is chosen to perform his/her duties.

Section 5. DUTIES OF THE TREASURER - The Treasurer shall be responsible for collection and disbursement of all club funds in accordance with the instructions of the Board of Directors. He/she shall be responsible for the maintenance of the financial records of the club. He/she shall make a quarterly, written treasurer's report to the paid members. He/She shall for the last quarter of the year, make a detailed report at the January business meeting, accompanied by an audit report by the Auditing Committee. He/she shall be responsible for filing the clubs estimated income taxes each and every year.

ARTICLE VII

COMMITTEES

Section 1. RACE COMMITTEE - Chairperson to be appointed by the Board of Directors to handle any and all races.

Section 2. ACTIVITIES COMMITTEE - Chairperson to be appointed by the Board of Directors.

Section 3. MEMBERSHIP COMMITTEE - Membership Chairperson shall be responsible for all matters concerned with new membership applications and membership renewal.

Section 4. AUDITING COMMITTEE - The auditing committee shall consist of two members appointed by the Board of Directors at the end of each year to audit and sign the books. The audit committee report shall be due for presentation at the January business meeting.

Section 5. SPECIAL COMMITTEES - The Board of Directors may appoint any additional special committees that the may deem necessary.

ARTICLE VIII

METHOD OF CHANGING BY-LAWS

Section 1. These By-Laws may be changed by amendment at any regular General/Business meeting of the club. A two-thirds vote of members present is required to change the By-Laws. There must be prior notice: a) by announcement at a preceding meeting. b) publication of the intended change in the Auspuff.

Section 2. Standing Rules and Policies and Procedures may be changed at any regular meeting by a majority vote of members present. There must be prior notice: a) by announcement at a preceding meeting, b) publication of the intended change in the Auspuff.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, revised and Robert's Parliamentary Law shall apply on all questions, procedures and parliamentary law not specific in the By-laws.

ARTICLE X

RIGHT TO OBLIGATE

Any member must have approval of the Board of Directors to obligate the club.

ARTICLE XI

DISSOLUTION

In the event of dissolution, all remaining assets will be distributed to The Doernbechers Children's Hospital; after all liabilities have been paid.

STANDING RULES

1. Newly elected officers and directors of the club will be announced and installed at the club meeting in December, which is the Annual Awards Banquet.

2. Perpetual trophies will be presented at the Annual Banquet. These will be retained until the following Annual Banquet. At this time, the previous winners will be presented with a trophy, which they may keep.

(A) BUD KINDER MEMORIAL TROPHY FOR OUTSTANDING MEMBERSHIP: A committee consisting of the President, Membership Chairperson and a member elected from the floor, will be formed at the first regular meeting of the year. The committee will be responsible for presenting a list of nominees and their contributions to consider for presentation of the nominations for the Board of Directors.

This list will be published prior to their presentation to the club. At this time, nominations will be accepted from the floor when accompanied by written statement of the candidates' contributions. Balloting procedures, except the results, will be kept secret until announcement at the Banquet.

- (1) The candidates' contribution for the current calendar year.
- (2) Participation in a variety of club activities.
- (3) Loyalty and dedication to Cascade Sports Car Club.
- (4) The prior year's contributions are not to be considered for this award.

RACE TEAM CHAIRMAN'S ANNUAL DRIVER OF THE YEAR AWARD: To be selected by the current Race Team Chairperson and presented at the Annual Awards Banquet to the one Cascade Driver that best fits the following criteria:

- (1) Current membership and licensing with Cascade SportsCar Club.
- (2) Sportsmanship on and off the track.
- (3) Driving ability and performance.
- (4) Loyalty and dedication to Cascade Sports Car Club

(C) EVERETT JOSSY MEMORIAL TROPHY: To be determined by being the high point club driver in ICSCC point standings and has participated in at least three Conference point races in one season. Novices are eligible for championship trophies.

(D) WILLIAM DUNNICK MEMORIAL TROPHY: To be awarded to the club race driver showing the most improved performance during the past racing season. The winner will be chosen by secret ballot by club race drivers holding ICSCC senior status.

(E) ROBERT DRATWA MEMORIAL OUTSTANDING ON- TRACK SPECIALTY WORKER AWARD: To be selected by the On-Track workers through their representation of the Course Marshal/Flag Chief or Communications chief and presented at the Annual Awards Banquet to the person selected by the most votes of the workers. A \$100 cash award and perpetual trophy will be presented to the recipient (replacement trophy each year to outgoing recipient). Beginning in 2002, this award will be presented for 5 years. At the end of 5 years the perpetual trophy will be presented to Robert Dratwa's grandson.

(F) RALLY DRIVER AND NAVIGATOR TROPHY: To be determined by a point system as proposed by the GearGrinders, for the annual Friday Night Rally Series. Only club members are eligible to earn points toward perpetual trophies. The point system shall be based on a rally year beginning November 1 and ending October 31.

3. ANNUAL AWARDS: Suitable recognition may be given to event chairpersons and committee heads for services to the club for the past year.

4. CLUB PUBLICATION

(A) The club publication shall be called the "Cascade Auspuff".

(B) The Editor shall be appointed by the Board of Directors and the Editor shall appoint his/her own staff.

5. ANNUAL EVENTS

(A) Miller-Kersting Drivers Training

(B) Picnic and/or Campout

(C) Annual Awards Banquet

6. Each year the Campout/Picnic shall be for members only. Any other social events that are for members only shall be so designated. "Members Only" shall be interpreted in accordance with Article II, Section 3 of the By-laws. A single membership will be allowed to bring one guest.

7. No use of alcoholic beverages or illegal drugs will be allowed before or while running any race, rally or High Performance Driving Event (HPDE).

8. Any member wishing to set up a rally must do so by request to GearGrinders.

9. Any member wishing to organize a social event must do so through the Social Activities Chairperson.

10. The office of "Master of Arms" shall be created, by the Board of Directors, when deemed necessary; and filled by an election of the general membership.

11. Technical inspection shall be required of all vehicles entering competition events sponsored by the club.

POLICIES AND PROCEDURES

This section is intended to record continuing policies of the club. Its purpose is to supplement, not to supercede the By-laws and to help define committee responsibilities and Board policies.

1. CLUB LOCKER

(A) Unused trophies and supplies from events will be stored in the club's locker for possible use at future events.

(B) Keys to the locker will be given to four designated officials. The designated officials are: President, Race Chairperson, Course Marshal and Equipment Steward.

(C) The club Treasurer will be responsible for payment of locker rental fees.

2. COMMITTEES

(A) Race Chairperson

1. Shall have overall responsibility for planning and conducting the racing events on dates scheduled and approved by the Board of Directors.

2. Shall present a proposed budget for Board approval prior to each event. Upon approval of the proposed budget, funds will be made available to the Race Chairperson as necessary for handling pre-event expenses.

(B) Activities Calendar Chairperson

1. Shall be present or represented at all regular Meetings and give a report to the membership.

2. Shall furnish the Auspuff editor(s) with a Current calendar of events prior to each publication.

3. Shall schedule after-meeting events, when requested.

4. Shall maintain a calendar of events in order to avoid conflicting event dates.

(C) Social Activities Committee

1. Shall arrange for the Picnic and/or Campout and annual banquet.

2. Shall submit a budget for each social event to the Board of Directors for approval prior to obligating funds.

3. Shall assist with organization of any additional social events in addition to the Picnic and/or Campout and annual banquet.

D) Race Team

1. Shall be responsible for organization of Drivers Training.

2. Shall present a proposed budget to the Board of Director's approval prior to conducting Drivers Training

3. Shall keep track of points and eligibility for year-end driver awards and submit a budget for Board approval before purchasing awards.

4. Shall submit to the Board of Directors an ICSCC Contest Board representative and alternate. Shall submit and vote on proposed ICSCC rule changes at two separate Race Team meetings each year. Voting on CSCC rule change proposals will take place at the first meeting. The second meeting shall consist of voting on all ICSCC rule changes. All ICSCC drivers licensed through CSCC may vote.

(E) GearGrinders

1. Shall be responsible for organization of GearGrinders sanctioned rallies.

2. Shall present a proposed budget to the Board for approval prior to obligating club funds for events or supplies.

3. Shall keep track of points and eligibility requirements for year-end awards and submit a budget for Board approval before purchasing awards.

4. Shall create and maintain "Road Rally Rules" guide. This guide shall include general procedures, term definitions, classes of competition, timing and scoring, and Friday Night Rally Series championship explanations. These rules shall govern operations of all club rallies and be reviewed and/or reprinted annually prior to the first event of the rally year as described in Standing Rule 2 (F).

(F) ICSCC Executive Representative

The ICSCC Executive Board Representative and Alternate will be elected by the CSCC Board of Directors and will be empowered by the Board to carry out the duties of the office as described in the ICSCC Policy and Procedures Manual. The representative will take directions from the CSCC Board prior to the Spring and Fall meetings of the ICSCC and prior to special meetings when possible. He/She will be authorized to make necessary ICSCC Board decisions on matters as they arise and will report these to the CSCC general membership in a timely manner.

(G) Historian

1 Shall be present or represented at CSCC events for the purpose of recording club history.

2. Shall be responsible for compiling and maintaining the CSCC Yearbooks. Shall include in those yearbooks all club social events and a representation of races, rallies, drivers training and autocrosses.

(H) Club Newsletter

1. Shall be responsible for the printing and distribution of the club newsletter know as the "Auspuff".

2. Shall be responsible for submitting a proposed monthly budget to the club Board of Directors for general operating expenses before receiving funds. Prior Auspuff Editor will submit the January Proposed operating budget.

(I) Parliamentary

Shall be in attendance at any general meeting where previously announced proposed By-laws, Standing Rules or Policies and Procedures changes are being discussed or voted on.

3. COMMITTEE CHAIR JOB OUTLINE

All committee Chairpersons will compile and keep current, an outline of job responsibilities to be turned over to incoming chairperson.

4. CONDUCT OF BOARD MEETINGS

Board meetings are generally reserved for Board of Directors to transact the business of the club.

Views, observations and suggestions of club members will be welcomed when appropriate and when time allows. The President shall indicate such times when member contributions will be accepted. At all other times, debate is limited to members of the Board. Committee Chairpersons may be asked to present reports and provide advice. Attendance by committee heads is welcome. Members are encouraged to submit their ideas and views on specific issues in writing and to request time for oral presentation in advance of meetings.