

BY-LAWS OF THE MOTOR CITY VIPER OWNERS CLUB

ARTICLE I NAME

1.01 Name

The name of the organization is the **MOTOR CITY VIPER OWNERS**. *Hereinafter referred to as "MCVO" and the "Club"*.

ARTICLE II PURPOSE

2.01 Purpose

The purpose of the MCVO shall be as follows:

- (a) To encourage and promote the admiration, ownership, care and maintenance of the Dodge/SRT Viper automobile.
- (b) To serve as a medium for the exchange of ideas and information for owners of the Viper automobile.
- (c) To provide an organization for members to meet, socialize and maintain the spirit of good fellowship and to participate in the activities and events which include the use of their Viper automobile.
- (d) To advance the interest and passion of owners of Vipers and to promote the safety and enjoyment of the automobile in all aspects.
- (e) To operate within the scope of the laws of the State of Michigan.
- (f) To function in an organized and fiscally sound manner.
- (g) To run as a non-profit corporation under Section 501 (c) (7) of the Internal Revenue Code.
- (h) To be non-sectarian and non-partisan.

ARTICLE III MEMBERSHIP

3.01 CLASSIFICATION OF MEMBERS

- (a) **PRIMARY MEMBER**
An individual as defined by the "MCVO Operations Manual", at least 18 years of age paying one membership fee to MCVO. Membership shall be limited to current owners of a Dodge/SRT Viper automobile which includes disclosing the VIN or VON number as confirmation of ownership. A member in "Good Standing" is considered to be such when his/her dues/financial obligations to the MCVO are paid in full.
- (b) **SECONDARY MEMBER**
The spouse or significant other of a Primary Member in good standing. Only one (1) Secondary Member may be permitted for each Primary Member.

(c) **HONORARY MEMBER**

An Honorary Member shall be an individual whose particular efforts on behalf of the Viper automobile and/or the Club are exceptional and noteworthy. An Honorary Member shall be nominated by a Primary Member and accepted by a majority vote of the Primary Members present at the Annual Meeting as defined by the "MCVO Operations Manual". At the time of designation, it will be determined if this is a paid or free membership.

3.02 RIGHTS AND PRIVILEGES

- (a) Only Primary Members have the right to vote in MCVO elections/matters.
- (b) Only the Primary Member can hold an MCVO Executive Committee position.
- (c) All Members have the right to attend and participate in MCVO activities
- (d) All Members may attend MCVO Club meetings.

3.03 DUES

- (a) Dues are set forth by the MCVO Operations Manual and are payable each year by January 1st. Annual membership runs from January 1 to December 31.

3.04 MEMBERSHIP STATUS & REQUIREMENTS

- (a) Those Members who paid their dues prior to August 10, 1995 shall be entitled to the designation of MCVO Charter Member and to be listed on the Club website; www.mcvo.net.
- (b) Membership status is affected immediately upon the loss or acquisition of a Viper automobile. Loss of ownership shall terminate any membership status and any prepaid dues shall be forfeited. The Executive Committee of the Board of Directors may grant up to a six (6) month grace period for Primary Members who have lost Viper ownership but are actively seeking a replacement Viper automobile (or if a valid Viper vehicle order is in the system, the grace period may extend up to the receipt date of said vehicle). Acquisition of a replacement Viper vehicle shall reinstate membership for Primary Members otherwise in good standing.
- (c) Members must be in possession of a valid driver's license in order to participate in MCVO Club sanctioned driving events.
- (d) Members must have possession of a public liability and property damage insurance policy, or other evidence of personal financial responsibility in either the minimum amount required by the State or Federal Government in the amount of whichever is greater to participate in any MCVO sanctioned events.
- (e) The Executive Committee acting collectively by majority vote; shall have the exclusive power and discretion to approve or reject applications for membership of any person.

3.05 EXPULSION OF MEMBERSHIP

- (a) All members must abide by the MCVO Code of Conduct.
- (b) The Executive Committee of MCVO, acting upon its own initiative or the petition of a Primary Member, may bring expulsion charges against any member for conduct detrimental to the welfare of MCVO. The affected member shall be notified of such action in writing by first class mail sent to their last known address. The notice shall include a statement of the charges and the date and time of the meeting where the matter will be considered.
- (c) Following a review, including a review at a special meeting if requested by the charged member, the Board of Directors shall determine if the member should be expelled from membership. The Board of Directors shall determine if the member violated the MCVO Code of Conduct and/or other standards detrimental to MCVO. The Board of Directors may take penalty action less than expulsion as may be appropriate.
- (d) The decision of the Board of Directors shall be final and cannot be appealed. If membership is terminated, all membership rights, including prepaid dues, shall be forfeited.

3.06 AFFILIATION

- (a) MCVO may elect by majority vote of the Primary Members present at the Annual Meeting or Special Meeting called for that purpose to be affiliated with a national club or organization. Any change in affiliation or dissolution will also require a majority vote of the Primary Members present at the Annual Meeting or a Special Meeting called for that purpose.
- (b) If the MCVO elects to be affiliated with a national club or organization, any MCVO member who is also a member of the affiliated national club or organization agrees to abide by the national club or organizations bylaws.

ARTICLE IV OFFICERS

4.01 OFFICERS AND BOARD OF DIRECTORS

- (a) The Executive Officers of MCVO will be the President, Vice-President, Secretary, and Treasurer, and shall be known collectively as the Executive Committee.
- (b) MCVO shall have a Board of Directors, also identified herein as the "Board", consisting of the Executive Committee, appointed Directors and a Club Advisor.
- (c) Any Officer/Director must be a member in good standing, or shall otherwise forfeit their office.
- (d) Nomination for Elected Officers shall be made by the September Club meeting or as determined by the current Executive Officers of the Club, but shall occur no later than the last day of October of an election year. The cutoff date for the acceptance of nominations must be listed in the Club web site or communicated via email to membership. All running candidates must be identified by this date to be placed on the voting ballot. Any position with no nominations shall be identified with an open line. During the election process, nominations for any open positions can be made. If no candidate(s) are nominated at that time, the Board will appoint the open position at its first Club meeting. The officer election must be listed in the Club website or communicated via email to the membership and must take place by the end of November. The term of office shall be two (2) calendar years.
- (e) No elected or appointed officer shall receive any salary or compensation for carrying out their duties as Officers. Officers may, however, receive reimbursement for expenses incurred in carrying out their officer duties, providing such reimbursement is authorized by the Executive Committee.
- (f) A vacancy in office shall be filled for the unexpired term by nomination and vote of the Primary Members present at the next MCVO Club meeting. All members shall be notified via e-mail not less than two weeks before the meeting where such replacement is scheduled to take place and given a chance to make nominations for the vacated position.

4.02 DUTIES

- (a) The duties of the President are as follows:
 - (1) To issue the call for all regular and special meetings
 - (2) To preside over all meetings
 - (3) To schedule elections and ensure that they are held in accordance with the by-laws.
 - (4) To delegate authority and responsibility as necessary to accomplish the purpose of the Club.
 - (5) To implement, administer and explain the policies of the Executive Committee.
 - (6) To assist in the maintenance and updating of the MCVO Operations Manual and Code of Conduct as necessary for the benefit of Club functionality.
 - (7) To act as Ex-Officio member on all committees.

- (b) The duties of the Vice-President
 - (1) To perform, in the absence of the President, all of the duties of the President stated above.
 - (2) To perform such duties that, from time to time may be specifically assigned to him/her by the President.
 - (3) To oversee the maintenance and updating of the MCVO Operations Manual and Code of Conduct as necessary for the benefit of Club functionality.
- (c) The duties of the Secretary are as follows:
 - (1) To record and maintain the minutes of the meetings.
 - (2) To oversee all records of the Club.
 - (3) To perform such duties that, from time to time, may be specifically assigned to him/her by the President.
 - (4) To assist in the maintenance and updating of the MCVO Operations Manual and Code of Conduct as necessary for the benefit of Club functionality.
- (d) The duties of the Treasurer are as follows:
 - (1) To collect dues and other income of the Club.
 - (2) To handle all incoming US Postal mail.
 - (3) To maintain Club accounting books.
 - (4) To make regular monthly reports of the Club's financial condition.
 - (5) To perform such duties that, from time to time may be specifically assigned to him/her by the President.
 - (6) To oversee all forms of Club spending.
 - (7) To assist in the maintenance and updating of the MCVO Operations Manual and Code of Conduct as necessary for the benefit of Club functionality.
- (e) Collectively, the Executive Committee shall exercise all corporate powers of the MCVO and make all financial decisions for the benefit of the Club.

ARTICLE V DIRECTORS AND COMMITTEES

5.01 DIRECTORS

- (a) The Executive Committee maintains the right to appoint Directors as functional administrative officers to assist them in carrying out their responsibilities. The titles and duties of the Directors shall be defined by the MCVO Operations Manual. The Executive Committee shall have the authority to create and fill additional Director positions as are in the best interest of the Club in implementing its events and programs.
- (b) The Directors shall be appointed or dismissed by the Executive Committee. A Director may be removed by majority vote of the Executive Committee for any reason deemed adequate by the Committee.

5.02 COMMITTEES

- (a) The President shall appoint any and all Committees necessary to conduct the business of the Club.

5.03 CLUB ADVISOR

- (a) The Club shall have a Club Advisor position. This is a non-executive position that offers past experience and guidance to the Board. The position is to be determined by the Executive Committee and will also serve to assist in the maintenance and updating of the MCVO Operations Manual and Code of Conduct as necessary for the benefit of the Club.
- (b) The Club Advisor will have Executive Committee voting rights only for the purpose of resolving a tied vote of the Executive Committee.

ARTICLE VI MEETINGS

6.01 NOTICE AND RULES OF CONDUCT

- (a) The time and place of MCVO meetings shall be designated by the President and defined in the MCVO Operations Manual. Notice of all meetings, including any deviations from the time or place listed in the Operations Manual, shall be shown on the events calendar on the Club web site, www.mcvo.net, prior to the meeting.
- (b) At all Regular or Special Meetings, the Primary Members in good standing who remain in attendance shall constitute a quorum for the transaction of special membership issues communicated to the general membership prior to the meeting.
- (c) Three members of the Executive Committee must be present at any MCVO meeting for the Executive Committee to conduct any financial business on behalf of MCVO.
- (d) All meetings shall be conducted in accordance with Robert's Rules and Order of Business.
- (e) On the occasion that members of the Executive Committee are unable to make a decision based upon a tied number of votes, the Club Advisor shall cast a tie-breaking vote. Proxies may be utilized for all votes.

ARTICLE VII FISCAL AND ADMINISTRATIVE MATTERS

7.01 FISCAL YEAR

- (a) The fiscal year of the MCVO Club shall be from January 1 to December 31 of each year.

7.02 CONTRACTS AND AGREEMENTS

- (a) All contracts and other agreements of the Club shall be executed on the Club's behalf by the President or other member of the Executive Committee who has been formally delegated such authority by the Executive Committee.

7.03 DEPOSITS

- (a) All dues and other financial receipts of the MCVO shall be promptly deposited into a checking account in a bank designated by the Executive Committee and protected by FDIC insurance. From time to time the Executive Committee may also designate Club funds not otherwise employed to be deposited in one or more interest bearing accounts containing Federal deposit insurance.

7.04 LOANS

- (a) No loans shall be contracted on behalf of MCVO and no evidence of indebtedness shall be issued in its name unless authorized by the Executive Committee.

ARTICLE VIII INDEMNIFICATION

The MCVO shall indemnify, to the extent and in the manner permitted by the Michigan Nonprofit Corporation Act, any person who is or was a member of the Board of Directors, officer, volunteer, employee, or agent of the MCVO, and if deceased their legal representatives and heirs, against expenses (including attorney's fees), judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by that person in connection with any action, suit or proceeding, arising by reason of the person being a Director, officer, volunteer, employee, or agent of the MCVO, except in relation to matters where the person is adjudged liable for acts committed in bad faith, intentional torts, knowing violations of law, or intentional misconduct or breach of fiduciary duty in the performance of their duties for the MCVO. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, employee, or agent, may be entitled under any statute, agreement, vote of the Board of Directors or otherwise.

ARTICLE IX DISSOLUTION

In the event of the dissolution of this corporation, after satisfying its debts, all of its income, property and assets shall be distributed to such non-profit charitable, scientific, educational or municipal corporation or corporations as may be selected by its Board of Directors at a regular or special meeting called for that purpose. In the event of the dissolution, in no way shall any of the assets or property or the proceeds of any assets or property be distributed to its members.

ARTICLE X OPERATIONS MANUAL

The purpose of the MCVO Operations Manual is to maintain a current set of functional operating standards for Club business and membership benefit. This Operations Manual will be reviewed, maintained and updated by the Executive Committee and the Club Advisor as necessary at Club meetings as an agenda matter. The Operations Manual cannot supersede the MCVO bylaws.

ARTICLE XI CODE OF CONDUCT

The MCVO Code of Conduct outlines the principles, values, standards, and rules of behavior that guide the decisions, procedures and activities of the MCVO in a way that contributes to the welfare of the Club and respects the rights of all constituents affected by its operations. This Code of Conduct will be reviewed, maintained and updated by the Executive Committee and the Club Advisor.

ARTICLE XII AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or replaced by two-thirds (2/3) vote of the Primary Members voting at any regular or special meeting provided however, that such alteration, amendment or replacement shall be read at a MCVO meeting prior to the meeting at which such is to be considered and a copy of such matter shall be sent to the membership as a part to the notice prior to the meeting at which action is taken on such alteration, amendment or replacement.

Adopted, May 23, 1995
~~Revised, May 23, 1999~~
~~Revised April 11, 2000~~
~~Revised April 29, 2001~~
~~Revised June 5, 2003~~
Revised May 1, 2016