

BY-LAWS OF

MINNESOTA AUTOSPORTS CLUB

ARTICLE ONE

1. The name of this corporation shall be Minnesota Autosports Club.
2. The organization shall have no seal.
3. The organization may, at its pleasure by a majority vote of the membership body, change its name.

ARTICLE TWO

Purposes

The purposes for which this organization has been organized are as stated in Article V, Section I of the Articles of Incorporation of the organization, and further, to:

1. Further the interest in automobiles and related activities;
2. Provide organization, communication, and control necessary to sponsor or manage such automotive sporting events as may be deemed desirable by the membership;
3. Bestow upon its worthy members the recognition due them by virtue of their superior skill at such sporting events as may be sanctioned by this organization.
4. Act as a clearinghouse for information and other matters of mutual interest through the publication of an official club newsletter;
5. Promote good fellowship among its members.

ARTICLE THREE

Membership

1. Membership in this organization shall be open to all who have applied and have been accepted for membership by the Board of Trustees of this organization.

2. Full members of this organization shall be entitled to hold any elective or appointive office in this organization and to nominate any other full members for such office.
3. Any full member, not holding elective office, may be expelled from the organization for good cause, upon approval by a two-thirds majority of the members present at any special or regular meeting of the membership.
4. Any full member will be terminated automatically for non-payment of dues.
5. The term of membership shall be annual. The annual membership will begin on January 1st and extend to December 31st.

ARTICLE FOUR

Meetings

1. The annual membership meeting of this organization shall be held on the third Wednesday of November each and every year except if the third Wednesday is the day before Thanksgiving, then and in that event the Board of Trustees shall fix the day, but it shall not be more than two weeks from the date fixed by these By-laws.
2. Regular meetings of this organization shall be held on the evening of the last Wednesday of each month, except for December, when there will be no meeting unless called by the President pursuant to item four (4) below. Notice of any changes of the meeting date must be published at least 25 days in advance.
3. The presence of not less than ten (10) members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
4. All membership meetings of this organization may be called by the President when he deems it for the best interest of the organization. All members in good standing shall be notified of such meeting at least five (5) but not more than twenty (20) days before the scheduled date set for such a meeting. Such notice shall state the reasons that such a meeting has been called, the business to be transacted at such a meeting and by whom called.
5. At the request of four (4) members of the Board of Trustees or ten (10) members of the organization, the President shall cause a special meeting to be called but

such a request must be made in writing at least five (5) days before the requested scheduled date.

6. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
7. An event shall not constitute a meeting.

ARTICLE FIVE

Voting

1. At all meetings, votes shall be by voice vote, except for the election of Board members and proposed competition rule changes. For Board member elections and proposed competition rule changes, ballots shall be provided. The organization may offer electronic ballots for members unable to attend meetings in person. If offered, electronic ballots shall be administered by the organization's Secretary, and shall be subject to membership and advance notice requirements specified herein. If offered, electronic balloting shall be opened no less than five (5) days prior to a scheduled meeting, and shall closed no less than twenty-four (24) hours prior to a scheduled meeting.
2. Only members in good standing may vote. Voting rights begin thirty (30) days from the acceptance of new membership application.
3. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for the election of officers and directors.
4. Nominations for elective office shall be made with the consent of the nominee by members from the floor during the October meeting. All candidates for office must be full members with dues paid in full at the time of election. A list of nominees for all offices shall be sent with the notice of the annual meeting.
5. The candidate for a given office receiving the majority of votes cast for that office shall be considered elected. Members who will be absent from the election meeting may have their ballots cast at the meeting by delivering the ballot properly filled out and signed by the Club Secretary prior to the election meeting.
6. Newly elected officers and trustees shall take office immediately upon the close of elections.
7. Any Officer or Trustee may be removed from office by a two-thirds majority vote of the full members present at any regularly or specially called meeting.

8. All proposed changes to competition rules shall be presented as a motion at a regular monthly meeting and voted on at the next scheduled monthly meeting, except in cases where a majority of members present at a club meeting concur that a rule change is required immediately to address a safety issue. Competition rule proposals for a given season must be submitted no later than the February scheduled membership meeting.

ARTICLE SIX

Order of Business

1. Roll call
2. Reading of the minutes of the preceding meeting.
3. Reports of Officers
4. Old and Unfinished Business
5. New Business
6. Good and Welfare
7. Adjournments

ARTICLE SEVEN

Board of Trustees

1. The Board of Trustees shall consist of Officers and a maximum of ten (10) members at large.
2. The business of this organization shall be managed by the Board of Trustees consisting of no less than seven (7) and no more than fourteen (14) members including the Officers of the organization. At least one of the Trustees elected shall be a resident of the State of Minnesota and a citizen of the United States.
3. The Trustees to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for the term of one year.
4. The Trustees to be chosen shall have the control and management of the affairs and business of this organization. Such Board of Trustees shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the Trustees of such meeting.

5. Sixty percent (60%) of the members of the Board of Trustees shall constitute a quorum and the meetings of the Board of Trustees shall be held at the call of the Chairman.
6. Each Trustee shall have one vote and such voting may not be done by proxy.
7. The Board of Trustees may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
8. Vacancies in the said Board of Trustees shall be filled by a vote of the majority of the Board of Trustees for the balance of the year.
9. The President of the organization by virtue of his office shall be Chairman of the Board of Trustees.
10. The Board of Trustees shall adopt such rules as it may in its discretion consider necessary for the best interest of the organization, for this hearing.

ARTICLE EIGHT

Officers

The Officers of the organization shall be as follows:

President
Vice President
Secretary
Treasurer

The President shall preside at all membership meetings and at meetings of the Board of Trustees.

1. The President shall by virtue of his office be Chairman of the Board of Trustees.
2. The President shall present at each annual meeting of the organization an annual report of the work of the organization.
3. The President shall see all books, reports and certificates as required by law are properly kept and filed.
4. The President shall be one of the officers who may sign the checks or drafts of the organization.

5. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
6. The President's term of office shall be one year.

The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the organization with all the rights, privileges and powers as if he had been the duly elected President.

1. The Vice President shall be the Club Parliamentarian.
2. The Vice President's term of office shall be one year.

The Secretary shall keep the minutes and records of the organization in appropriate books.

1. It shall be the Secretary's duty to file any certificate required by any statute, federal or state. This will include the annual filing of the Club Articles of Incorporation.
2. The Secretary shall be the official custodian of the records of this organization.
3. The Secretary may be one of the officers required to sign the checks and drafts of the organization.
4. The Secretary shall present to the membership at any meetings any communications, which shall be addressed to the Secretary of the organization.
5. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
6. The Secretary's office term shall be one year.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall be responsible for an accounting of all funds collected and disbursed, for preparation of budgets and for an accounting of all capital equipment purchased for the club.

Authority for disbursement of funds of this organization shall reside with the Board of Trustees on all checks written over \$250.00 and authority for disbursement shall reside jointly with the President, Vice President and Treasurer. Disbursement shall require the approval of any two of the above-mentioned officers.

1. The Treasurer shall give a report on the financial status of the organization at each meeting.
2. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it.
3. The Treasurer shall render at stated periods as the Board of Trustees shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Trustees meeting.
4. The Treasurer shall exercise the duties incident to the office of the Treasurer.
5. The Treasurer's term of office shall be one year.

Officers shall, by virtue of their office, be members of the Board of Trustees.

No officer shall, for reason of their office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or trustee for receiving any compensation from the organization for duties other than as a director or officer.

Event entry fees may be waived for members of the Board of Trustees by a majority vote of the Board of Trustees.

ARTICLE NINE

Salaries

The Board of Trustees shall hire and fix the compensation of any and all employees that they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN

Dues

The dues of this organization shall be as determined from time to time by the Board of Trustees and shall be due and payable as determined by the Board of Trustees under Article Three.

ARTICLE ELEVEN

Affiliation

This organization is no longer affiliated with the Metropolitan Council of Sports Car Clubs. The Metropolitan Council of Sports Car Clubs has been dissolved as a

organization. The Minnesota Autosports Club will provide support and scheduling organization to clubs formerly affiliated with the Metropolitan Council of Sports Car Clubs

ARTICLE TWELVE

Financial Policy

All money received shall be spent for club activities, expenses, or for capital equipment if deemed necessary for club activities by an affirmative vote of those full members present at any regularly or specially called meeting. This includes any donations made to any affiliations related or not related to club activities.

ARTICLE THIRTEEN

Amendments

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the Trustees.

Proposed amendments to these By-laws must be submitted to the Board of Trustees, who will then submit the proposed amendment to the membership for comment.