

**NATIONAL BYLAWS OF
THE VIPER CLUB OF AMERICA**

Revised and Approved 9/10/2019

NATIONAL BYLAWS OF THE VIPER CLUB OF AMERICA

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PREAMBLE

The purpose of the Club shall be:

1. To help members have more fun with their Vipers. To encourage and promote the Viper automobile experience - in ownership, care and maintenance, and safe and courteous operation.
2. To be a unified voice for Viper owners and to act as liaison between the manufacturer and Viper owners.
3. To provide an organization for Club members to meet, socialize and maintain the spirit of good fellowship and to participate in activities, including the use of their Viper both regionally and as a part of the Viper Club of America (VCA). To serve as a medium for exchanging ideas, information, and parts for owners of the Viper. To aid in preserving these automobiles in their original likeness.
4. To actively pursue participation in charitable events including community service activities, car shows and preambled monetary donations from the Club treasury.
5. To further the interest of owners and drivers of the Viper and to promote the safety, understanding and enjoyment of motoring in all phases.
6. To operate within the scope of all applicable laws.
7. The Viper Club of America (VCA) shall be a non-profit organization. These Bylaws shall govern all VCA operations. VCA is classified as a 507.03c by the Internal Revenue Service. Contributions and gifts are not tax deductible.
8. The VCA shall be non-sectarian and non-partisan.

ARTICLE I - DEFINITIONS

Section 1 Club

The Viper Club of America, Inc. (a Michigan not for profit Corporation); also identified herein as the “VCA” and “Club”.

Section 2 National Club

The Club as a whole, or when applied to its governing body, the National Board of Directors.

Section 3 Zone

A geographical area as determined by the National Board of Directors.

Section 4 National Publications

The official publication of the National VCA as authorized by the National Board. This definition shall include “*VIPER Magazine*”, “VCA Notes” or any future publication authorized for publication by the Board.

Section 5 National Business Office (“NBO”)

The entity designated by the National Board to be the official repository for all VCA recordkeeping, for the daily operations of the VCA, and which is responsible for administration of Club affairs. The National Business Office location shall also be designated by the National Board and comply with all applicable laws and regulations pertaining to such location.

Section 6 Directors at Large (DAL)

Directors at Large are members of the National Board and who serve at the discretion of the National Board.

Section 7 Member, Active Member

These terms shall mean a person who is a member in good standing, that is, registered with

the National Business Office, has paid the requisite annual dues in a timely manner, and has agreed to abide by all VCA Bylaws, procedures and policies. Members or Active Members are classified in Article II, Section 1. The classifications determine the rights and privileges afforded each respective category. Unless otherwise specified, the single terms “Member” or “Active Member” if used alone herein, shall generically describe any persons in the Active Member Primary and Active Member Associate classifications.

ARTICLE II - MEMBERSHIP

Section 1 Classification of Members

- a. Active Member Primary: An individual at least eighteen (18) years of age paying one membership fee and registered/enrolled with the National Business Office. Membership shall be limited to current owners of a Dodge Viper vehicle which includes, but not limited to, disclosing the VIN or VON number as confirmation of ownership. For Competition Coupes, ACR-X models or future iterations of Chrysler factory manufactured track only Vipers, a factory issued chassis or other factory installed identification number will confirm membership eligibility. At times, further confirmation of ownership may be requested. This request may be secured by offering a copy of title and/or registration of the member's vehicle. The National Business Office is authorized to refuse membership for any applicant who cannot provide sufficient credible evidence of Viper ownership.
- b. Active Member Associate: At the time of joining or renewing, an Active Primary Member may request that an individual at least eighteen (18) years of age be granted "Associate" membership for an annual dues fee as designated by the Board of Directors. While an Active Member Primary receives all rights and privileges, an Active Member Associate shall receive all similar rights and privileges, provided, however, the "Associate" shall neither receive any National Club publications nor have any voting rights in any election or proceeding. Only one (1) Associate may be designated for each Active Member Primary account for each owned Dodge Viper vehicle.
- c. Honorary Membership: the National Board may confer Honorary membership on a person for such period as it chooses.
- d. Lifetime Honorary Members: Upon completion of their terms in office, National Presidents become Lifetime Honorary Members. They pay no dues, but enjoy all rights and privileges of Primary Active Members. Lifetime Honorary Membership will be transferred to the spouse of a National President upon the Past President's death, provided the spouse was married to the President during his/her tenure of VCA office. Lifetime Honorary Membership may also be transferred, by a majority vote of the National Board, to a companion identified by the former National President, provided, however, such companion accompanied and assisted the former National President during his/her terms of VCA National leadership.

e. Legacy Membership: An individual at least eighteen (18) years of age who no longer owns a Viper, but belonged to the Club in the past. Legacy Members can attend VCA events, and receive all of the benefits of Primary Active Members by renewing with their existing membership number at any level, i.e., Venom or Member. When renewing, Member will place LEGACY MEMBER in place of Viper VIN. Membership badge will reflect Legacy Member and membership level.

f. Membership runs from January 1 to December 31. New members joining after October 1 are Active Members for the upcoming dues year.

Section 2 Application for Membership

a. Application for membership shall be submitted to National Business Office, accompanied by the dues and membership classification request.

b. The National Business Office shall create the member number and classify the membership as set forth in Article II.

c. Online registration will be made available and guidelines for its usage shall be posted and adhered to. The Website Committee shall render all appropriate assistance to the National Officers and Board to achieve an orderly and timely registration process. The National Board may amend the registration procedures in its discretion at any time.

d. Membership renewal notices shall be sent by National Business Office to all Active Members. Membership will lapse if dues are not paid prior to the expiration of the membership term.

Section 3 Member Discipline, Suspension or Expulsion from Membership

a. Suspension of Membership: In any dispute arising from a Viper related transaction between two (2) VCA Active Members where a court of competent jurisdiction has awarded damages, the prevailing party can petition the National Board to suspend the membership of the defendant party until such time as the judgment is satisfied and recorded with the court. If the defendant appeals the court award, suspension is stayed until all appeal options are exhausted. Suspension of membership benefits shall include, but not be limited to, participation in all National VCA events, website privileges, discounts available to VCA members, newsletters or other communications and participation in VCA sponsored raffles. The suspension status can also extend to a Viper related business where a VCA member

owns a majority interest in the business or exercises management control and whose entity's personnel has violated VCA good conduct protocols, ethics provisions or has engaged in a pattern of two (2) or more incidents of misconduct that has had an identifiable negative impact upon the VCA's operations, or reputation including, but not limited to, false or disparaging public attacks on VCA leadership personnel.

b. **Expulsion from Membership:** The National Board, solely upon its own initiative or with the simple concurrence of a majority of the National Board, in regard to an action initiated at the National level by at least two (2) of the National Officers may bring expulsion or suspension charges against any member, regardless of classification, or member owned entity for disruptive conduct, or for conduct detrimental to the welfare or good operation of the Club. The affected member shall be notified in writing with a full statement of the reasons by first class mail sent to their last known address. Within thirty (30) days of mailing the charges, the member may request a hearing before the Board or its designee by mailing such request to the National Business Office. If a request for hearing is not received within thirty (30) days, the Board may decide whether to summarily terminate the membership. If a hearing is requested, it shall be held at a place and date to be determined by the National President. The hearing shall be informal and the rules of evidence shall not apply.

Following a hearing, the Board shall decide whether to terminate the membership. If the Board has designated a Hearing Officer to oversee the matter, the Hearing Officer shall provide the Board a summary of the evidence and make a formal recommendation to the Board as to disposition of the matter. The Board retains final and exclusive discretion to accept or reject the Hearing Officer's recommendation. The Board may, with or without a hearing, take action less than expulsion, including rejection of the charges, reassignment of the member, reprimand the member, suspend the member for a specified term or institute any other action as may be appropriate. The decision of the Board is final and cannot be appealed.

If membership is terminated, all membership rights, including prepaid dues, shall be forfeited. Any member expelled or who resigns after expulsion charges have been brought, is barred from any category of membership for life, unless otherwise directed by the National Board.

c. The National President or the Board or its authorized designee(s) may take emergent action to suspend a member who is involved in disruptive conduct or conduct detrimental to the welfare or good operation of the Club including, but not limited to, behavior at VCA events or on the VCA website, in those situations

which, in the opinion of the National Officers mandate immediate action to prevent disruption or disparagement of the VCA or it's affiliates operations, reputation or public image. Such suspension may continue until further direction from the National President or National Board or its authorized designee(s) or until expulsion or other appropriate action is taken by the VCA.

Section 4 Zone Affiliation

Active Members will be assigned to a geographical area of the Active Member Primary's residence.

Section 5 Rights and Privileges

a. Only Active Members Primary have the right to vote in National elections and to hold National Office. Only one Active Member Primary may vote in National elections if only one Active Member Primary membership fee has been paid. If more than one Active Member Primary membership fee is paid, then each paid Active Member Primary membership fee conveys the right to one Active Member Primary ballot in National elections.

b. All Active Members have the right to attend and participate in Club activities.

c. All Active Members may attend open meetings of the National Board as observers if space permits. Active Member observers may voice opinions and enter into discussion at such meetings if invited to do so by the Board. An observer may not make or second a motion, nor vote on any action taken by the Board. In order to promote a fair exchange of ideas and viewpoints, the Board shall also have the exclusive right to hold non-public Executive Sessions. A summary of such sessions may be prepared and published if the Board determines it would be in the best interest of the VCA to do so.

d. Active Members Primary may write the National President at least sixty (60) days prior to a National Board Meeting stating matters they wish brought before the Board. The National Secretary shall advise the member if the requested item will or will not be included on the Board's agenda. If an item is deemed inappropriate by the National President, the member may still petition the Board to have the item included. The petition shall be signed by at least seventy- five (75) Active Members Primary.

Section 6 Dues

VCA is classified as a 507.03c by the Internal Revenue Service. Contributions and gifts are not tax deductible. The dues for Active Members shall be fixed solely in the discretion of the National Board by a two-thirds vote in a Board meeting where a quorum is established. Dues for a given period include a membership badge, an embroidered patch, and a subscription to the official Club publications currently being published at the time of membership, including Viper Magazine or any other National publication which shall be established by the National Board. Upon these Bylaws being enacted, the standard dues shall be \$50.00 (fifty dollars in U.S. funds) per year. Active Members shall also have the voluntary option of contributing an additional \$25.00 (twenty-five dollars in U.S. funds) per year for a “Venom Membership”. Venom Membership shall entitle the member to the following additional amenities:

1. Venom designation on Membership badge and website Avatar.
2. Venom Membership ten percent (10%) discount on VCA events.

All dues shall be used to finance club events, publications and expenses incurred in the daily operations of the Club/National Business Office.

ARTICLE III – THE ORGANIZATION

Section 1 The Club

The Club is an organization whose membership, interest and influence extend throughout the United States, its possessions and International affiliations. To promote the activities in which the members of the Club are interested, the Club is divided into geographical areas called Zones.

Section 2 Zone Changes

The number and composition of the Zones in the Club may be changed from time to time, as the National Board directs, in order to promote proper organization and administration of the membership. Notification of such impending changes shall be made in writing by the President to all Directors at Large.

ARTICLE IV – GOVERNING BODY

Section 1 National Board

The governing body of the Club shall be a National Board, referred to through these Bylaws as the National Board or simply as the Board. It shall consist of the National Officers and Directors at Large. All members of the National Board shall be Active Members Primary and no member of the National Board shall have more than one (1) vote on Board matters. The immediate past National President may serve the National Board as ex-officio advisor to the Board for a two (2) year term. This term may also be extended by the Board for an additional two (2) year term if the immediate past President continues to serve on the Board.

Professional Services. Due to the complexity of modern commercial and business operations, the National Board may also, on an as needed basis, retain legal, accounting, technical or administrative professionals to provide guidance on important issues. Compensation for these services shall be pursuant to a formal retainer letter setting forth the fees to be charged and a general justification for the need of such services. These retainers and professional fees shall be part of the annual VCA budget process and shall require the approval of a majority of the National Board. However, in emergent matters, the National President, after consultation with and receiving the concurrence of the sitting National Officers, may retain a needed professional. In this emergent circumstance, the Board authorizes the maximum expenditure of \$2,500.00 for such emergent services. If this emergent services expenditure is made, the National President shall report such expense and justification therefore to the National Board at its next meeting or teleconference and shall not exceed this maximum without further approval of a majority of the National Board.

Section 2 Quorum

A majority of the members of the National Board, either in person or by proxy, shall constitute a quorum for the transaction of business or voting at any meeting or official teleconference.

Section 3 Proxies

Board members may grant their voting authority to other Board members by proxy. Proxies must be in writing and signed by the grantor, or by email signed by the grantor or otherwise verified by the National Secretary as authentic. Unless otherwise specified, proxies give unrestricted voting powers to the Board members to whom they are assigned.

Section 4 Voting

Except as otherwise stated in these Bylaws, a majority of the votes cast by the Board shall be sufficient for the determination of any matter at any meeting or official teleconference. Only Board members may make “motions” and “seconds”.

Section 5 Meeting of the National Board

The Club’s fiscal year shall be from April 1st through the succeeding March 31st. The National Board shall hold a regular meeting at least once during the calendar year. With the advice and consent of the National Board, the President will determine the date and location of each meeting. Special Meetings of the National Board may be called by the President and in the President’s absence, by the National Vice President or by any five (5) members of the National Board.

ARTICLE V – NATIONAL BOARD

Section 1 The National Officers of the Club shall be the President, Vice President, Secretary and Treasurer. All positions are performed on a volunteer basis, and are not paid positions.

Section 2 National President

The President shall be the Chief Executive Officer. The President shall have the powers and responsibilities of management usually pertaining to the office of president of a corporation, along with other duties that may be assigned by the National Board.

Section 3 National Vice President

The Vice President, when the President is absent, shall perform all the duties of the President and when so acting, shall have all the powers and be subject to all the responsibilities of the President. The Vice President shall have such other powers and duties that may be assigned by the President or the National Board.

Section 4 National Secretary

The Secretary shall be responsible for recording the minutes of the Board Meetings and shall maintain them with the National Business Office official records. The minutes shall include the time and place where such meetings were held, the names of those present and a summary of the proceedings.

Section 5 National Treasurer

The Treasurer shall keep, or cause to be kept, either electronically, digitally or manually, adequate and correct books of accounts or transactions involving the receipt or payment of Club funds, as well as the records of ownership of Club property. The National Officers shall retain a Certified Public Accountant to prepare the annual federal tax filings, as well as to examine the Treasurer's books and records and prepare an annual financial report for the Board. The Treasurer, in conjunction with the National Officers shall prepare a summary of the financial report which shall depict all Club income and disbursements during the fiscal year and which shall be published annually with a designated National membership publication. The Treasurer shall deposit all funds and other valuables in the name of, and to the credit of, the Club with depositories approved by the Board. All disbursements of Club funds shall be via check, Club credit card or verifiable electronic transfer. The Treasurer shall also render an account of all income and disbursement

transactions and a summary report of the financial condition of the club at an annual Board Meeting and shall respond to any questions concerning same. The Treasurer shall also make available for Active Member inspection the VCA checkbooks reflecting all club disbursements at all National Board meetings. The Treasurer may, in the sole discretion of the National Board, be bonded in an adequate manner at Club expense.

Section 6 National Secretary-Treasurer

If one person holds the office of Secretary and Treasurer, that person shall be given the title Secretary-Treasurer.

Section 7 Director at Large

The Directors at Large shall be members of the National Board. Upon taking office, the Directors at Large may be assigned a committee by the National President, such as Budget, Bylaws, National Publications, Website, Merchandise, Events, etc. Each Director at Large may have other duties and obligations to the Club as set forth from time to time by the President or Board. The Director at Large may chair his/her committee.

Section 8 Election

The President, Vice President, Secretary and Treasurer shall be individually (no “slate or party” voting) elected by the National Board and the Directors at Large by a majority secret ballot vote. This election shall be held in even numbered years between September 1st and November 30th. Qualified National Officers shall be elected for a two (2) year period and their terms of office shall commence on January 1st of the coming year.

Section 9 Resignation

Any National Board member or Director at Large may resign by giving written notice to the National Board. Such resignation shall take effect on the date specified in the notice and shall not affect the Board member’s responsibility to turn over to a designated successor all Club records and property.

Section 10 Removal

Any National Board member may be removed at any regular or special meeting of the National Board by a vote of two-thirds of the full Board membership. Proxies may be used. Before such action, the Board member in question shall be notified by certified mail of the pending action. The Board member shall be given thirty (30) days to respond to the National

President, who shall provide all Board members with copies of the response.

Prior to any action by the Board, the affected Board member may request a hearing before the Board. If such request for hearing is not received within the specified thirty (30) day period, it shall be assumed that no hearing is desired and the Board is free to act. A hearing may also be conducted via teleconference at the Board's discretion. Removal action by the Board is final.

Section 11 Vacancies

A vacancy on the National Board or of any National Officer position may be filled for the incomplete term by the appointment of a current active member by the President.

Section 12 Term Limits for National Officers

There is no limit to the number of terms, consecutive or otherwise, that a member may be elected as a National Vice President, National Secretary or National Treasurer. The National President may not be elected to consecutive terms. After a President has completed that one (1) term, they must wait at least one (1) term before being eligible to be elected again to the office of President provided, however, the latter term limitation for the National President position may be waived by a vote of at least two-thirds of the National Board. Any such waiver shall be voted upon no later than forty-five (45) days before the next affected National Officer election.

Section 13 Term Limits for Directors at Large

The term of office of a Director at Large shall be two (2) years. The term of office commences January 1st following the Selection.

Section 14 Annual Meeting of the Membership

Annual Meetings of the National Board shall be considered the general membership meetings of the year. All Active Members Primary are invited to submit items for consideration by the Board with a copy to the National Secretary, if they choose to. All Active Members are invited to attend this or any of the other Board Meetings, as desired. The dates and locations for such meetings shall be published by a suitable VCA media publication or membership communication reasonably (not less than thirty (30) days) in advance.

ARTICLE VI - NOMINATIONS AND ELECTIONS OF OFFICERS AND DIRECTORS

Section 1 The Term “Member”

The term “Member” shall be defined as set forth in Article I, Section 7.

Section 2 Nominations and Elections

Nominations and elections shall be held in even numbered years between September 1st and November 30th. The term of office commences January 1st following the Selection.

Section 3 Nominations for Officers and Directors at Large

Any Active Member Primary may nominate any Active Member for Officer or Director at Large. No more than one (1) Active Member per household may submit a nomination unless more than one membership fee has been paid. Such nominations shall be in writing or verified email and received by the National Business Office by August 1st. Any Active Member may also submit his/her own name for consideration of an open position by submitting a brief (less than 300 words) candidate statement.

In the event of an uncontested election where there is only one nominee for each Board position and there are no ballot issues to be submitted to the membership, the National Board may declare the single nominee the winner and thereafter publish the results in a manner to ensure proper notification to the VCA membership.

Section 4 Vote Required for Officers and Directors at Large

The nominees who receive the highest number of votes by the Active Members Primary among all the nominees shall be elected. In the event of a tie between two or more candidates getting the highest number of votes, a runoff election among the remaining candidates shall be held within thirty (30) days of the original election. This runoff election shall be conducted within ten (10) days from the date the voting is initially closed. All ballots to be counted must be returned within thirty (30) days from the date of counting of the initial balloting. If a tie again results, a majority of the National Board shall make a choice of either candidate and which decision shall be final.

Section 5 Election Committee

The National Board may choose to appoint a three (3) member Election Committee drawn from active members of the National Board or Directors at Large. The Committee shall, by random drawing, determine ballot position and also may direct each nominee to submit a brief (less than 300 words) candidate statement.

Section 6 Electronic Voting

The National Board shall also be authorized to perform electronic or digital voting methods so as to improve voter participation and voter security, provided, however, that substantial and comprehensive security and logistical methods are utilized to secure the absolute integrity and accuracy of the VCA voting process.

ARTICLE VII – MISCELLANEOUS PROVISIONS

Section 1 Committees

The President shall create all committees and appoint all committee members. The President shall notify the National Board of such appointments, which will stand unless two-thirds of the members of the National Board reject or modify any appointments by advising the President or Secretary, in writing, within fifteen (15) days of the notification. Although a committee is created and a member appointed without objection, the President retains full authority to terminate such committee or rescind any previous appointments provided, however, if the President utilizes such authority, a summary report of such terminating action shall be communicated to all Board members and shall stand unless two-thirds of the National Board overrule the President's action. The National Board will then determine if any additional action is required to be taken.

Section 2 Appointed Officials

The National Board may create any appointive office or position and, at its sole discretion, may acquire such professional advice including, but not limited to, legal, accounting, commercial expertise, marketing and any other assistance as determined to be desirable. The Board may change or abolish the foregoing, may prescribe the duties and powers thereof, fix the compensation to be paid, when necessary, and may determine the expenses to be allowed. The President shall designate and appoint officials and personnel, subject to approval by the Board

Section 3 Reports

National Board members, committee chairperson and appointed officials shall render reports as may be required by the President. Written reports must be submitted to the National Board Office in reasonable time to be reproduced and distributed to National Board members before scheduled Board Meetings.

The Treasurer's reports of the Club's financial condition shall be presented at the Annual Meeting. In addition, the Club's accounts shall be subjected to an annual financial review by a Certified Public Accountant, who shall prepare a report thereof and submit same to the Board within a reasonable time period at the end of the fiscal year. Such review shall become a part of the National records and shall be retained on file at the National Business Office. Any discrepancies between the review and the Treasurer's report will be explained to the Board at the Annual Meeting. Financial account records shall be made available by

the National Treasurer pursuant to the procedures set forth in Article V, Section 5. The Club shall indemnify any and all of its present or former Directors, Officers or employees against any expenses incurred by them, including legal fees, judgments or penalties rendered or levied against any such person while performing duties and actions on behalf of the VCA that were specifically approved by either a majority of the then elected National Officers or with the knowledge and approval of a majority of the National Board and acting within the scope of such authority.

Section 4 Bylaw Changes

After the initial enactment of these revised Bylaws, the National Board of Directors may, by majority of votes cast, make substantive, administrative or procedural changes to the Bylaws as deemed necessary and in the best interest of the Club.

ARTICLE VIII – DISSOLUTION

Section 1 Dissolution

In the event of the dissolution of the VCA, 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 of this corporation or the proceeds of any assets or property be distributed to its members.