

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

FOREWORD

The Board of Directors of the Viper Club of America is pleased to present this document, which represents the latest comprehensive review and rewriting of the Club's fundamental written Bylaws and Operations Manual. The VCA is now entering its third decade of existence and we have been blessed with excellent principled leadership, a unique and unprecedented relationship with our manufacturer, and most importantly, an energetic and supportive membership.

Many, many hours of research, discussion and thought have gone into this latest set of revisions. The VCA has been fortunate to continue to grow and improve our National and Regional operations and have always ensured that accountability and integrity remain cornerstones of our Club.

No one anywhere can ignore the seismic changes that the automotive industry has undergone in the last few years. Similarly, the VCA has had to evolve not only to ensure its ability to provide the basic services and benefits to our membership, but indeed to maintain its very existence in such an economically challenging environment. Through it all, the VCA has not only survived, but has thrived. The Club itself has accomplished this even with the expected erosion of financial support from our beloved and respected manufacturer, the loss of many sources of third party assistance, both financial and operational, and a complete assumption of responsibility for providing all Club services. The VCA has been required to develop new and exciting sources of revenue to compliment the critically important membership dues support, and we are now poised to enter into a new era of total financial self sufficiency, expanded membership services and benefits and the formation of an internal leadership structure that, while maintaining the VCA's traditional format, has been streamlined and updated to enable the VCA to maximize efficiency, accountability and provide for flexibility to enable future expansion.

The new Bylaws provide the structural framework upon which the VCA can thrive. A second document, entitled "The VCA Operations Manual" is under development and will soon embody many of the operational features and protocols from their predecessor documents, the "Standard Operating Procedures" ("SOP") but will be rewritten and redesigned to remove antiquated and unused material and provide for the insertion of new provisions that the Board of Directors believe will foster and maintain operational efficiency and integrity. An effort is also being made to improve the interrelationship of the fundamental Bylaws and the Operations Manual provisions to allow better cross-referencing and understandability. Although the basic tenets of authority must and shall remain in the Bylaws, it is hoped that the streamlining of the leadership logistics and guidelines will enable the VCA to maximize the substantial experience of the typical members of the Board of Directors and National Officers without requiring unnecessary and outdated bureaucratic processes and decision making delay. Such improvements will unshackle our VCA leadership volunteers to provide even more useful contributions and further enhance the members benefits.

The VCA Board of Directors must recognize the many contributions of our leadership predecessors who founded the VCA, created, revised, and advanced earlier versions of our Bylaws and SOP and positioned the Club to be able to withstand hard economic times and evolve into today's successful organization. Our sincerest gratitude to all who have given so much for our Club to prosper, and we respectfully call upon our membership to help and support the VCA leadership as we together confront the many challenges that lie ahead.

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 and future Operations Manual shall govern all VCA operations.
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; National Club

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

Section 3 Zone

An administrative geographical area containing Regions as determined by the National Board of Directors.

Section 4 Regions

A local group of members of the National Club, organized as a corporation subordinate to the National Club and the latter’s Zone authority.

Section 5 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 6 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. Subject to Article III, Section 4 below, the office shall be staffed by the Executive Director and any supportive staff as deemed necessary by the Executive Director, with the approval of the National President and the concurrence of a majority of the National Board. 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 7 Executive Director

The Executive Director (ED) shall be the supervisor of the daily operations of the National Business Office. The National Board shall authorize the National Officers to negotiate a contract for Executive Director and management services with a qualified

individual or entity. The Executive Director position shall be a compensated position with a maximum amount and specific commencement date and term (not to exceed two (2) years per contract) to be determined by the National Board upon recommendation by the National Officers.

Section 8 Operations Manual

The manual of procedures for the logistics and operations of the Club. The manual may be amended at any time by a majority vote of the National Board in its sole discretion.

Section 9 Directors at Large (DAL)

Directors at Large are members of the National Board who can also be Region Officers/Leaders and who serves at the discretion of the National Board and the Zone Director. One DAL will be elected from each Zone.

Section 10 Region Officers/Leaders

Region Officers are the President, Vice President, Secretary and Treasurer. A Region may also establish other subordinate leadership titles, directorships or organized structure with the approval of the National President. The Region Officers shall oversee the operations of each Region.

Section 11 Zone Directors (ZD)

Zone Directors are members of the National Board who can also be Region Officers/Directors and who serve at the discretion of the National Board. Zone Directors oversee the operation of the Regions within a specific area and act as a conduit for information to and from the National Board and the Regions and Members. One ZD will be elected from each Zone.

Section 12 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. Region Associate Member: One who pays the Region a fee as determined by that Region for the Region's Newsletter and other Regional club amenities. Regions may not accept applications from any owners of Dodge Vipers, or any

other vehicles that provide eligibility for Active Membership, unless the applicant is already an Active Member registered with the National Business Office. Members of one Region may be Associate Members of other Regions at the discretion of the Region. Region Associate Members may be invited to events as observers. Region Associate Members may be granted privileges at the discretion of the Region and the National Board.

- 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. If the applicant is unsure of the Region, National Business Office reserves the exclusive right to make the Region and Zone assignment in the best interest of the VCA.

b. The National Business Office shall create the member number, classify the membership as set forth in Article II, and notify the Region and member of these designations.

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 Region, Zone or 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 upon granting majority approval of a submitted resolution of the Executive Committee of any Zone, or current legal governing body of any Region, 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 its 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 Region Affiliation

Active Members will be assigned to a Region within the 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. A Dealer/Owner may not hold Office at the Region President level or higher. 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. All Active Members Primary may vote in Region matters following the same voting eligibility criteria as for National elections.

b. All Active Members have the right to attend and participate in Club activities. Only Active Members Primary may receive National publications.

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

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 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 \$115.00 (one hundred and fifteen dollars in U.S. funds) per year. Active Members shall also have the voluntary option of contributing an additional \$35.00 (thirty-five dollars in U.S. funds) per year for a “Venom Membership”. Venom Membership shall entitle the member to the following additional amenities:

1. Special Venom Membership badge, decal and website Avatar.
2. Venom Membership ten percent (10%) discount on merchandise purchased from vcagoods.com or other future VCA operated merchandise suppliers.
3. Acknowledgment on special Venom Membership appreciation page in Viper Magazine.
4. Venom Membership level raffle ticket discounts. The policy on this discount will be determined from time to time by the National Board.

All dues shall be distributed pursuant to the discretion of the National Board. Also upon these Bylaws being enacted, the initial distribution shall be as follows: Fifty-five dollars (\$55.00) goes to the Region; Forty-five dollars (\$45.00) goes to National, with any residual amount retained in the National Treasury. Prorated standard dues are available on a first time basis to new members (existing members who have been active in the last year are ineligible for this discount). Schedule of standard dues and prorated stipend to Region as follows:

4th Quarter (October to December) - \$115.00
Stipend to Region = \$55.00

3rd Quarter (July to September) - \$75.00
Stipend to Region = \$30.00

2nd Quarter (April to June) - \$95.00
Stipend to Region = \$40.00

ARTICLE III - 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 involved Zone Directors, Directors at Large and Region Presidents involved sixty (60) days prior to final action by the Board.

Section 3 National Chartering of Regions

Groups of members of the Club may be chartered by name under the National Charter as Regions within a Zone and shall be subject to the jurisdiction of the National Board. A Region may not change its name without prior approval of the Board.

Section 4 National Business Office/Executive Director

The Club shall maintain a National Business Office which shall be supervised by the Executive Director, who shall be responsible for the daily administration of its affairs. The Executive Director, with the approval of the National President and concurrence of a majority of the National Board, may retain such additional personnel as required to maintain efficient National operations provided, however, that any such additional support personnel shall not be retained and hired unless sufficient funding is confirmed in the VCA budget and Treasury. The Executive Director shall report to the National President on a schedule determined by the President, and shall provide all services and requested information as directed by the National Board of these Bylaws.

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, Directors at Large and Zone Directors. 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 shall continue to 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.

a. Advisory Board. There shall also be an Advisory Board. The Advisory Board shall consist of:

1. All former National VCA Presidents.
2. The Honorary Chairman (chosen by the Advisory Board from its ranks)
3. Any other Active Member Primary (not to exceed two (2) qualified members) who, in the opinion of a majority of the National Board, possesses special or unique knowledge, contacts or experience that would be useful to VCA leadership in its decision making.
4. Members designated to serve on the National Advisory Board shall not be compensated and, if invited to National Board Meetings, shall be identified in the minutes of the National Board meetings and may have their reasonable travel expenses reimbursed within the discretion of the National President with the concurrence of the National Treasurer.

The Advisory Board shall, at the request of the National President, provide any assistance to maintain and assure good relations with the manufacturer and to provide administrative advice and assistance to the National President as needed.

b. 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 \$10,000.00 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 an in-person 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. The meeting may run for multiple consecutive days. All requests to host a National Board meeting shall be made through the Zone Director from the Zone of the proposed host Region. If sufficient funding is available in the VCA Treasury, the National President, with the concurrence of the National Treasurer, may approve reasonable reimbursement of travel expenses of the National Board members and invited guests or VCA members who have provided extraordinary uncompensated services to achieve the VCA objectives in the immediate preceding year. The National Secretary shall maintain minutes consistent with Article V, Section 4, of all formal meetings of the National Board.

Section 6 Special Meetings

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.

Section 7 Notice

Notice of all meetings of the National Board shall be mailed, emailed, or otherwise reasonably communicated to members of the Board at least twenty (20) days prior to the date of the meeting. Such notice shall contain the date, time and place of the meeting, plus, when practicable, an agenda of items to be discussed. The agenda shall be in such detail as to provide members of the Board a reasonable knowledge of the items to be considered. Under all circumstances, the agenda shall be provided via email or fax at least forty-eight (48) hours before any scheduled Board meeting. All notices of Special Meetings shall state the purpose, as well as the time, place and date of such meeting.

Authorization for the club to hold raffles

ARTICLE V - NATIONAL BOARD

Section 1 National Officers

The National Officers of the Club shall be the President, Vice President, Secretary and Treasurer. National Officers may hold other National positions as designated by the National Board provided, however, no National Officer may contemporaneously hold a Region or Zone officer position.

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 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, or the Executive Director as agent, 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. All checks shall be co-signed by at least two (2) unrelated parties of the following: National President; National Vice President; National Treasurer or

Executive Director and properly documented. 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 and the Executive Director 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 Active Members of each Zone shall elect one Director at Large that is an Active Member of that Zone. These shall be elected from the current or past Region Officers/Directors. 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. 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 or the Zone Executive Committee. The Director at Large may chair his/her committee.

Section 8 Zone Director

The Region Officers of each Zone shall elect one Zone Director that is an Active Member of that Zone to represent them on the Board. These shall be elected from the current or past Region Officers/Directors. Each Zone Director shall be a member of the National Board. Zone Directors shall promote membership growth and the formation of new Regions within their Zones and shall promote and coordinate combined Zone events whenever possible. The Zone Directors shall have the power to appoint committees and officials within their Zones to assist in the performance of their duties. The Zone Director and the Presidents of all Regions within a Zone shall constitute the Executive Committee of the Zone.

Section 9 Election

The President, Vice President, Secretary and Treasurer shall be individually (no "slate or party" voting) elected by the National Board and the Region Presidents by a majority secret ballot vote of the Board and Region Presidents. This election shall be held in even numbered years between September 1st and November 30th. In order to qualify for running for a National Officer position, a candidate must be a present member of the National Board, or if not presently serving on the National Board, the candidate must have previously served on the National Board for at least six (6) years (that is, three (3)

two year terms) within the previous ten (10) year period, or as a Region President for at least six (6) years (that is, three (3) two year terms) within the previous ten (10) year period or have completed a full two (2) year term on the board within the prior 12 months. 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 10 Resignation

Any National Board member, Zone Director 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 11 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 12 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 or past Region Officer/Director or qualified Region Officer (as set forth in Article V, Section 9) by the President. Only members of the active National Board that have served a minimum of one full year shall be eligible for replacement for a National Officer vacancy.

Section 13 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.

ARTICLE VI - MEETING OF THE MEMBERS

Section 1 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 through their Zone Director with a copy to the National Secretary, if they choose to. All Active Members are invited to attend this or the other Board Meeting, as desired. The dates and locations for such meetings shall be published in Viper Magazine or any other suitable VCA media publication or membership communication reasonably (not less than thirty (30) days) in advance. The meeting may run for multiple consecutive days.

ARTICLE VII - NOMINATIONS AND ELECTIONS OF DIRECTORS

Section 1 The Term “Member”

The term “Member” shall be defined as set forth in Article I, Section 12.

Section 2 Nominations and Elections

Nominations and elections for Directors at Large and Zone Directors shall be annually, based on the rules defined in Article VII. All Zone Directors to be elected on odd numbered years and Directors at Large to be elected on even numbered years. Although the specific nomination processes are set forth below, in the event that a Zone candidate cannot produce a qualified Nomination Petition, as required, the National Board reserves the right to appoint the immediate past Director of the position or a past or present Region Officer possessing suitable experience and qualifications to any vacant Zone Officer position.

Section 3 Nominations for Directors at Large

Any fifteen (15) Active Members Primary within a Zone, or any five (5) active Region Officers within a Zone, or by unanimous nomination of the National Officers then holding office, may nominate any past or present Region Officer in that Zone, for Director at Large for that Zone. No more than one (1) Active Member per household may sign a nominating petition unless more than one membership fee has been paid. Such nominations shall be in writing and received by the Secretary by May 15th.

Section 4 Nominations for Zone Director

Any fifteen (15) Active Members Primary within a Zone, or any five (5) Region Officers residing within the same Zone, or by unanimous nomination of the National Officers then holding office, may nominate any past or present Region Officer in that Zone for Zone Director of that Zone. Such nominations must be in writing and received by the Secretary by May 15th.

Section 5 Nominations and Acceptance in Writing

All nominations for Directors at Large and Zone Directors must be in writing or verified email from all nominators and be accompanied by the written or verified email acceptance of the nomination by the nominee. Email verification shall be conducted by the National Secretary or his/her designee.

Section 6 Election Procedures

After receipt of all nominations, it shall be the duty of the Secretary to prepare a ballot to be mailed to all Zone Active Members Primary (for the DAL election) and to the Zone Regional Officers (for the ZD election) at least thirty (30) days prior to October 15th. Only Active Members Primary in a specific Zone may vote for the DAL position and only active Region Officers may vote for the ZD position. The self-addressed ballots must be returned and received by October 15th. The ballots will be counted by a three (3) member Ballot Committee selected by the President with the concurrence of the National Board. Certification by the Ballot Committee of the results of the election shall be made to the Secretary and the President as soon as practicable. After certification, the ballots shall be sealed and retained by the Executive Director. If the National Board does not order their inspection at the Annual Meeting of the National Board, the ballots will be destroyed following the meeting. No “write-in” ballots will be accepted.

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 7 Term of Office of 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 election.

Section 8 Vote Required for Directors at Large

The nominees for Directors at Large from the applicable Zone who receive the highest number of votes by the Active Members Primary in their Zone from 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 by mailing to all members of the National Board within ten (10) days from the date the voting is initially closed, a ballot upon which the names of the tied nominees for the Director at Large post shall appear. All ballots to be counted must be returned to the Ballot Committee 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 9 Term of Office of Zone Directors

The term of office of Zone Directors shall be two (2) years. The term of office commences January 1st following the election.

Section 10 Vote Required for Zone Directors

A Zone Director for the applicable Zone will be elected from among the nominees from that Zone only by the Region Officers of that Zone. The nominee receiving the highest number of votes shall be elected to the office of Zone Director for the Zone. In the event of a tie vote for Zone Director, that tie shall be resolved in the same manner as a tie for Director at Large.

Section 11 Election Committee

The National Board shall appoint a three (3) member Election Committee drawn from active members of the National Board or any active Region President. 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 12 Electronic Voting

The National Board shall also be authorized to evaluate future 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. If the National Board determines that an alternative electronic voting methodology is available, it shall only be implemented after approval by a majority vote of the National Board, and adequate and reasonable notification to the VCA membership of its institution. Such notice and a complete communication of the methodology and operation of the voting system shall be communicated to the membership at least sixty (60) days in advance of any commencement of the new system. If a new electronic voting system is approved, properly noticed to the membership and implemented, such system may, in the Board's discretion, supplement, modify or replace previously employed voting methods as directed by the National Board.

ARTICLE VIII - REGIONS

Section 1 Application for Charter

Any fifty (50) or more Active Members Primary of the Club may apply for authorization to form a Region. The requirements and procedures for forming a Region shall be stated in these Bylaws and in the VCA Operations Manual.

Section 2 Responsibility

Applicants for Region status must comply with the following requirements before they can be affiliated with the Club as a Region, or use the name of the Club:

- a. Submit to the National Business Office a set of documents for the purpose of incorporating the proposed Region in one of the United States, in a possession of the United States or in an International Zone. The documents will be processed as stated in the Operations Manual. When the request to form a Region has been approved by the Zone Director, Vice President and Executive Director, a recommendation for approval shall be submitted to the National Board. A majority vote of the National Board shall be required before issuance of a charter to the Region.
- b. Conduct its activities in compliance with all applicable laws and regulations of the jurisdiction in which it is incorporated.
- c. Maintain a clear objective of utilizing all revenue for the purpose outlined in our National Bylaws Preamble, "The purpose of our Club" in the Preamble of these Bylaws.
- d. Assure that its Bylaws, which must be approved by the Zone Director, Vice President and Executive Director, state that the Region agrees to abide by the National Bylaws. It is understood that each Region shall alone be legally responsible for any event or activity it sponsors or conducts.
- e. Assure that its Bylaws shall describe the mandatory election (two year maximum term) of a separate President, Vice President, Secretary and Treasurer. In cases where the Region is less than sixty (60) members, a combined Secretary-Treasurer position is allowable.
- f. International Zones and Regions shall comply with the particular laws in effect for their host Countries.

Section 3 Region Compliance with National

Region Clubs shall comply with all National Bylaw provisions, operations manual requirements or other directives as set forth by the National Board.

Section 4 Rights and Privileges

Upon receiving a charter, the Region shall be authorized to use as part of its name the words "Viper Club of America, Inc.", provided the name includes such further designation or description to identify it as a separate corporation distinct from the National Club itself. The Region may conduct activities consistent with the National Bylaws, but only in its Region name and at its responsibility and liability.

Section 5 Internal Organization of Regions

Each Region shall have a President, Vice President, Secretary and Treasurer, or a combination Secretary-Treasurer, elected from among Active Members by Active Members, and subject to Article I, Section 10, such other officers or leaders to be elected or appointed in such manner as it determines. For the purposes of serving on the National Board, only the Region positions of President, Vice President, Treasurer and Secretary shall be included within the category of "Region Officers". The Presidents of all Regions in a Zone shall comprise the Zone Executive Committee, of which the Zone Director for the Zone shall be the Chairman. The President of each Region shall direct the activities of the Region and shall be responsible to provide such reports as mandated by the VCA National Business Office or be desirable for the information of the members of the Region or as may be required by the Zone Director, National Vice President or National Board.

Section 6 Suspension or Revocation of Charter

The National Board may suspend or revoke the charter of any Region. The Board shall give a thirty (30) day written notice to each member of the Region setting forth that it is the intention of the Board to suspend or revoke the charter of such Region. The notice must be mailed to each member of the Region at the address currently shown on the National membership records. In the event that any member of the Region desires to be heard on the anticipated action, a request for hearing shall be submitted in writing and be received by the National President within the time set forth above. In the absence of such request, the Board may vote upon the suspension or revocation without formal hearing. If the Board determines that the provisions of the Bylaws of the Club have been violated or the Region has committed acts detrimental to the welfare or best interest of the Club, the National Board may, by majority vote, suspend or revoke the charter of the Region. If the Region's charter is revoked, such Region is disaffiliated from the Club

permanently. If the Board suspends the charter of a Region, a definite time during which such suspension is effective must be determined and declared by the Board.

Section 7 Election of Region Officers

Election of Region Officers shall occur in even numbered years and shall be for terms of two (2) years.

ARTICLE IX - 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 over rule 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. The Executive Director shall be appointed by the National 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 the 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.

Section 4 Indemnification

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 5 VCA Operations Manual Issuance

As noted in these revised Bylaws, the National Board will also issue an Operations Manual to implement and supplement these Bylaws. Pending such issuance, the existing VCA Standard Operating Procedures (SOP) shall remain in full force and effect, provided, however, if any provision of the SOP shall conflict with these revised Bylaws, then the revised Bylaws shall control and be interpreted in a manner to provide maximum authority to said revised Bylaws. Any disputes shall be resolved by the National Board.

ARTICLE X - AMENDMENTS

Section 1 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.

Section 2 Voting on 2011 Comprehensive Revisions to Bylaws

The Bylaw revisions, as set forth herein, shall be first submitted to the National Board for their review. If approved by a majority of votes cast by the National Board, a special full Active Members Primary election will be scheduled. A copy of the proposed revisions shall be posted in the Members Only Forum on the National website and a copy and ballot shall be mailed to each Active Member Primary on a date to be established by the Board. A firm date for the return of all ballots shall also be established. A majority of votes cast by the Active Member Primary membership voting in this special election shall determine if the revisions shall be ratified.

Section 3 Future Amendment Proposals

If the 2011 comprehensive revisions are approved for enactment, then all future Bylaw amendments shall require a unanimous proposal by the National Officers or a proposal by any five (5) active National Board members. Additionally, fifty (50) Active Members Primary or ten (10) active Region Presidents of the Club may propose an amendment by submitting a written petition to the National Secretary and signed by all the proposing members. Any amendment proposals shall contain an explanation (not to exceed 300 words) of the need and justification for the requested amendment.

Section 4 If Approved by the Board

If a proposed amendment satisfies the VCA procedural requirements, the proposal shall be reviewed and voted upon by the National Board. A majority vote of the National Board is required to approve a proposed amendment.

Section 5 If Disapproved by the Board

If a proposed amendment is disapproved by the Board, it can nevertheless be reconsidered if a petition is signed by at least thirty percent (30%) of the Active Members Primary membership and which requests submission to the entire Active Members Primary membership for a vote. Any such reconsideration petition shall be presented to the National Secretary (with a copy to the National President) within sixty (60) days following Board disapproval.

Section 6 Voting on Section 5 Proposed Amendments

Subject to Article VII, Section 12, voting on any proposed Section 5 (above) amendments shall be by ballot mailed to each Active Members Primary at the address last appearing on National Business Office records. Ballots must state the proposed amendment in full, provide boxes labeled "approved" and "disapproved" and specify a date by which they must be received by a designated agent in order to be legally counted.

Section 7 Ballot Counting and Certification

A Ballot Committee designated for this purpose by the National President, with notice to the National Board, shall count ballots received as required in Section 6 above. Results shall be certified by the Ballot Committee and presented to the National Secretary and National President, who thereafter will arrange for appropriate publication.

Section 8 Approval and Adoption of Proposed Section 5 Amendments

A proposed Section 5 amendment shall be adopted if approved by the majority of votes cast by Active Members Primary.

ARTICLE XI - 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.