

Foreword

This manual is sent annually to all Region and National Officers and National Board members. It is posted on the VCA web site. The manual provides valuable information, guidelines and standard operating procedures (SOPs) for local and national administration of the duties and responsibilities of VCA leaders.

Our Bylaws provide mandatory provisions which must be followed unless in conflict with (name of state) law. Substantial revisions will be made in the Bylaws to comply with applicable law in the next edition.

The SOPs have been adopted by the National Board as guidelines for the operation of the National Administration and Zone and Region activity. Their enforcement is solely the prerogative of the National Board as is their applicability to any particular set of facts. The National Board may ignore, refuse to enforce, or suspend their operation. The SOPs may be changed or modified by majority vote of the National Board at any time.

In the text the use of "may" indicates permissive provisions. The use of "shall" indicates mandatory provisions.

In the text the National Business Office (NBO), Zone Directors (ZD) and Directors At Large (DAL) are referred to by their acronym.

A great deal of work has gone into the development of this edition. Special thanks go to the Bylaw Committee members; Jim Bielenda, Chris Bame, Bill Lundeen, Paul Ronald.

The VCA Bylaw Committee thanks everyone for the help and support.

As with the last edition, we request your input and recommendations. The manual is an evolving document intended to assist all those in positions of authority within the VCA family. Any comments, suggestions, criticisms or errors should be reported to the Secretary.

TABLE OF CONTENTS

SECTION ONE: BYLAWS

PAGE

PREAMBLE: THE PURPOSE

ARTICLE I: DEFINITIONS

Section 1 Club	<u>9</u>
Section 2 National	<u>9</u>
Section 3 Zone	<u>9</u>
Section 4 Region	<u>10</u>
Section 5 VCA NOTES and Viper Magazine	<u>10</u>
Section 6 National Business Office	<u>10</u>
Section 7 Standard Operating Procedures	<u>10</u>
Section 8 Directors At Large	
Section 9 Region Officers/Directors	<u>10</u>
Section 10 Zone Directors	<u>10</u>
Section 11 Member to Member Directory	

ARTICLE II: MEMBERSHIP

Section 1 Classification of Members	<u>10</u>
Section 2 Application - Membership	<u>11</u>
Section 3 Suspension/Expulsion from Membership	<u>11</u>
Section 4 Zone Affiliation	<u>12</u>
Section 5 Rights and Privileges	<u>12</u>
Section 6 Dues	<u>13</u>

ARTICLE III: ORGANIZATION

Section 1 The Club	<u>13</u>
Section 2 Zone Changes	<u>13</u>
Section 3 National Chartering of Regions	<u>14</u>
Section 4 National Business Office (currently JR Thompson Company)	<u>14</u>

ARTICLE IV: GOVERNING BODY

Section 1 National Board	<u>14</u>
Section 2 Quorum	<u>14</u>
Section 3 Proxies	<u>14</u>
Section 4 Voting	<u>15</u>
Section 5 Meetings of the National Board	<u>15</u>
Section 6 Special Meetings	<u>15</u>
Section 7 Notice	<u>15</u>

ARTICLE V: NATIONAL BOARD

Section 1 National Officers	<u>15</u>
Section 2 National President	<u>15</u>
Section 3 National Vice President	<u>15</u>
Section 4 National Secretary	<u>16</u>
Section 5 National Treasurer	<u>16</u>
Section 6 National Secretary-Treasurer	<u>16</u>
Section 7 Directors at Large	<u>16</u>
Section 8 Zone Director	<u>16</u>
Section 9 Election	<u>17</u>
Section 10 Resignation	<u>17</u>
Section 11 Removal	<u>17</u>
Section 12 Vacancies	<u>17</u>
Section 13 Term limits for National Officers	<u>17</u>
ARTICLE VI: MEETING OF THE MEMBERS	
Section 1 Annual Meeting of the Membership	<u>18</u>

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1 The Term "Member"	<u>18</u>
Section 2 Nominations and Elections	<u>18</u>
Section 3 Nominations for Directors at Large	<u>18</u>
Section 4 Nominations for Zone Director	<u>18</u>
Section 5 Nominations and Acceptance in Writing	<u>18</u>
Section 6 Election Procedure	<u>18</u>
Section 7 Term of Office of Directors at Large	<u>19</u>
Section 8 Vote Required for Directors at Large	<u>19</u>
Section 9 Term of Office of Zone Directors	<u>19</u>
Section 10 Vote Required for Zone Directors	<u>19</u>
Section 11 Elections Committee	<u>19</u>

ARTICLE VIII: REGIONS

Section 1 Application for Charter	<u>20</u>
Section 2 Responsibility	<u>20</u>
Section 3 Rights and Privileges	<u>20</u>
Section 4 Internal Organization of Regions	<u>21</u>
Section 5 Suspension or Revocation of Charter	<u>21</u>

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1 Committees	<u>21</u>
Section 2 Appointed Officials	<u>21</u>
Section 3 Reports	<u>22</u>

ARTICLE X: AMENDMENTS

Section 1 Administrative or Procedural Changes	<u>22</u>
Section 2 Amendment Proposal	<u>22</u>
Section 3 If Approved by Board	<u>22</u>
Section 4 If Disapproved by Board	<u>22</u>
Section 5 Voting on Proposed Amendments	<u>23</u>
Section 6 Ballot Counting and Certification	<u>23</u>
Section 7 Approval and Adoption of Proposed Amendment	<u>23</u>

ARTICLE XI: DISSOLUTION	<u>23</u>
Organizational Chart	<u>23</u>
SECTION TWO: MEMBERSHIP	
SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE II: MEMBERSHIP	
1. APPLICATION - MEMBERSHIP	<u>24</u>
a. Applications For Membership, etc.	<u>24</u>
1) Application Form	<u>24</u>
2) VCA NOTES Mailing Sheet	<u>24</u>
3) Web Site	<u>24</u>
b. Membership renewal notices, etc	<u>24</u>
2. Dues	<u>25</u>
SECTION THREE: ORGANIZATION	
SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE III: ORGANIZATION	
1. ZONE/REGION ASSIGNMENT OF MEMBERS	<u>25</u>
2. ESTABLISHMENT OF REGIONS/ZONES	<u>25</u>
3. ZONE/REGION NUMBER ASSIGNMENT SYSTEM	<u>26</u>
4. SCHEDULE	<u>26</u>
a. Reports, Listings and Forms	<u>26</u>
1) VC 310 - Memberships That Have Expired	<u>26</u>
2) VC 314 - Member Count Summary	<u>27</u>
3) VC 320 - Address Change	<u>27</u>
4) VC 345 - New and Renewed Members	<u>27</u>
5) Renewal Notice Program	<u>27</u>
First Renewal Notice	<u>27</u>
Second Renewal Notice	<u>27</u>
7) Member Source Code/New and Renewed Memberships	<u>28</u>
8) Source Report/New and Renewed Memberships	<u>28</u>
a. Mail Distribution	<u>28</u>
5. PECUNIARY MATTERS	<u>28</u>
a. Selection of Vendors	<u>28</u>
6. QUARTERLY/TRI-ANNUAL/SCHEDULE	<u>28</u>
a. VC 350 - Membership Roster	<u>28</u>
b. Requirements for Region	<u>28</u>
1) Region Events	<u>29</u>
2) Region Newsletters	<u>29</u>
3) Annual Calendar of Events	<u>29</u>
4) Annual Financial Statement	<u>29</u>
5) Administer an Election (two years maximum term)	<u>29</u>
7. ANNUAL SCHEDULE	<u>30</u>
a. Region Requirements - Annual	<u>30</u>
1) Required Documentation	<u>30</u>
a) Petition to Form a New Region	<u>30</u>
b) Region Bylaws, Region Constitution, State Incorporation	<u>30</u>
2) Certification of Incorporation Status	<u>30</u>
3) Notice of Change of Region Officers	<u>30</u>
4) Annual Financial Statement	<u>30</u>
b. Preparation for National Board Meetings	<u>31</u>
c. Fiscal Year Budget Process	<u>31</u>

8. NATIONAL PROGRAMS	<u>32</u>
a. Zone Event Program - National Subsidy	<u>32</u>
1) Criteria to Qualify	<u>32</u>
2) Disbursement of National Subsidy	<u>32</u>
b. National Events Program	<u>33</u>
1) Viper Owners Invitational	<u>33</u>
2) ViperTech	<u>33</u>
3) Other National Events	<u>33</u>
c. National Awards Program	<u>33</u>
1) Member/Officer-of-the-Year Awards	<u>34</u>
2) Region-of-the-Year Award	<u>34</u>
3) Dodge Award	<u>35</u>
d. Club Store Program	<u>35</u>
1) Club Store/WEB Store	<u>35</u>
2) Support Items Available to Regions	<u>35</u>
e. Region Event Program-National Subsidy	<u>35</u>
1) Criteria to Qualify	<u>35</u>
2) Disbursement of National Subsidy	<u>36</u>
f. NBO National Subsidy	<u>36</u>
1) Officers & Directors	<u>36</u>
2) President	<u>36</u>
9. OTHER PROGRAMS	<u>36</u>
a. Insurance Coverage	<u>36</u>
b. VCA Investment Policy	<u>37</u>
1) Plan Description	<u>37</u>
2) Objectives of the Investment Policy	<u>37</u>
3) Investment Philosophy and Operating Strategy	<u>37</u>
4) Types of Investments	<u>37</u>
5) Investment Guidelines	<u>38</u>
6) Reporting and Evaluation	<u>38</u>
7) Amendments	<u>39</u>
8) General Operating Procedures	<u>39</u>
9) Bonding and Insurance	<u>40</u>
10) Reporting Requirements	<u>40</u>
10. USE RESTRICTIONS-DaimlerChrysler Corp. TRADE NAME/TRADEMARKS	<u>40</u>
11. USE RESTRICTIONS-VCA NAME/STATIONERY/CLUB MERCHANDISE	<u>41</u>
12. LOGOS AVAILABLE THROUGH NBO	<u>42</u>

SECTION FOUR: GOVERNING BODY

SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE IV: GOVERNING BODY

1. PROXIES	<u>42</u>
2. ACTION WITHOUT MEETING	<u>42</u>

SECTION FIVE: NATIONAL BOARD

SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE V: NATIONAL BOARD

1. EXECUTIVE SESSIONS	<u>43</u>
2. NATIONAL PRESIDENT	<u>43</u>
3. NATIONAL VICE PRESIDENT	<u>44</u>
4. NATIONAL SECRETARY	<u>44</u>
5. NATIONAL TREASURER	<u>45</u>

6. ZONE DIRECTOR PROCEDURES	<u>45</u>
a. Concept	<u>45</u>
1) The Zone	<u>45</u>
2) The Office of ZD	<u>45</u>
b. ZD Tools of Office	<u>46</u>
1) NBO Assistance/NBO Reports, Listings, etc.	<u>46</u>
c. The Conduit Principle - A Two-way Flow of Information	<u>46</u>
1) Representing the Region on the National Board	<u>46</u>
2) Representing the National Board to the Region	<u>46</u>
d. Duties and Functions - Zone	<u>46</u>
1) Region Contact	<u>46</u>
a) Visits [1]	<u>47</u>
b) Personal letters/phone calls/e-mails [2]	<u>47</u>
c) ZD Newsletters [3]	<u>47</u>
d) Zone Events Calendar [41]	<u>47</u>
e) Zone Officers Meetings [5]	<u>47</u>
2) Agenda: National Requirements	<u>47</u>
a) Membership [6]	<u>48</u>
b) Activities/Events Committee [7]	<u>48</u>
c) Region Newsletters [81]	<u>48</u>
d) Annual Calendar of Events [9]	<u>48</u>
e) Annual Financial Statement [10]	<u>48</u>
f) Annual Notice of Change of Officers [12]	<u>49</u>
g) Other Requirements	<u>49</u>
e. Duties and Functions - National	<u>49</u>
1) Formation of New Regions [19]	<u>49</u>
2) Attendance at National Board Meetings	<u>50</u>
a) Annual Meetings [20]	<u>50</u>
b) National Budget Meeting [21]	<u>50</u>
3) Reports to Board [23]	<u>50</u>
f. Chronological Checklist/ZD Duties	<u>51</u>

SECTION SIX: NOMINATIONS AND ELECTIONS

SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE VII: NOMINATION

1. ELECTION PROCEDURE	<u>52</u>
2. SCHEDULE	<u>52</u>
3. RULES	<u>54</u>
4. ELECTION COMMITTEE	<u>54</u>
5. CONFLICT OF INTEREST POLICY	<u>54</u>

SECTION SEVEN: REGIONS

SUPPLEMENTS OF PROCEDURES TO BYLAWS ARTICLE VIII: REGIONS

1. REGION FORMATION PROCEDURES	<u>53</u>
a. Formation Process	<u>54</u>
1) Documentation	<u>54</u>
2) Schedule of Procedures	<u>54</u>
a) Petition to Form a Region	<u>54</u>
b) Region Boundaries	<u>55</u>
c) Verification of Petition	<u>55</u>

d) Forming Grant	<u>56</u>
e) Region Bylaws	<u>56</u>
f) Organizational Meeting	<u>56</u>
g) Second Meeting	<u>57</u>
h) Incorporation Document	<u>57</u>
i) Region Constitution	<u>57</u>
3) Charter Presentation	<u>57</u>
a) Forming Grant	<u>58</u>
2. REGION OPERATING PROCEDURES	<u>58</u>
a. Position within VCA	<u>58</u>
b. Activities	<u>58</u>
c. Hospitality/Welcome Committee	<u>59</u>
d. Newsletters	<u>59</u>
e. National Programs	<u>60</u>
f. Other Requirements/Restrictions	<u>60</u>
1) Required Documentation	<u>60</u>
2) Contracts and Checkbooks	<u>61</u>
3) Use Restrictions-Club name/Stationery/Merchandise	<u>61</u>
4) Federal, State and Local Tax Returns	<u>61</u>
5) Member to Member Directories	<u>61</u>
3. SUSPENSION OR REVOCATION OF CHARTER	<u>61</u>
SECTION EIGHT: MISCELLANEOUS PROVISIONS	
1. COMMITTEES	<u>62</u>
2. DISCLOSURE OF BENEFITS	<u>62</u>
APPENDIX A: CERTIFICATE OF INSURANCE REQUEST FORM	<u>62</u>
APPENDIX B: CONFLICT OF INTEREST POLICY	<u>63</u>
APPENDIX C: NOMINATING PETITIONS FOR ZD AND DAL	<u>65</u>
APPENDIX D: PETITIONS TO FORM A REGION	<u>68</u>
APPENDIX E: FORMING GRANT REQUEST	<u>69</u>
APPENDIX F: EXAMPLE REGION BYLAWS	<u>70</u>

APPENDIX G: REGION CONSTITUTION SAMPLE	<u>73</u>
APPENDIX H: MEMBERSHIP APPLICATION	<u>76</u>
APPENDIX I: ACTIVITY CALENDAR	<u>78</u>
APPENDIX J: EXPENSE REPORT	<u>79</u>
APPENDIX K: VCA ZONE EVENT SUBSIDY APPLICATION	<u>80</u>
APPENDIX L: VCA REGION EVENT SUBSIDY APPLICATION	<u>81</u>
APPENDIX M: REGIONAL FUNDING CERTIFICATION FORM	<u>82</u>

National Bylaws of The Viper Club of America

Preamble: The purpose of the Club shall be...

1. To help members have more fun with their Vipers. To encourage and promote the admiration for and the ownership, care and maintenance with safe and courteous operation of the VIPER automobile.
2. To be a unified voice for Viper owners. To serve as a medium of exchange of ideas, information and parts for owners of the VIPER, to aid in preserving these automobiles in the original likeness.
3. To act as liaison between Dodge and Viper owners. 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 part of the VIPER Club of America (VCA).
4. To actively pursue ways to participate in charitable events including car shows and via monetary donations from the club treasury.
5. To further the interest of owners and drivers of the VIPER and to promote the safety and enjoyment of motoring in all phases.
6. To operate within the scope of the law.
7. The club shall be a non-profit organization.
8. The club shall be non-sectarian and non-partisan

ARTICLE 1: DEFINITIONS

Section 1. Club:

The Viper Club of America, Inc.

Section 2. National:

- a. The Club as a whole, or when applied to its governing body, the National Board of Directors.
- b. The Advisory Board shall consist of all former National VCA Presidents, One Viper Magazine executive, one Team Viper/SRT member, and the Executive Director.

Section 3. Zone:

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

Section 4. Regions:

One of the local groups of members of the National Club, organized as a corporation subordinate to the National Club.

Section 5. VCA Notes and Viper Magazine:

The official National publications of the Club.

Section 6. National Business Office:

The entity responsible for administration of Club affairs. (Currently JR Thompson Co.)
The Office shall be staffed by an Executive Director (Currently JR Thompson).

Section 7. Standard/Supplemental Operating Procedures:

The manual of procedures for the Club.

Section 8. Directors at Large:

Directors at Large are members of the National Board who can also be Region Officers/Directors and who serve at the pleasure of the National Board and The Zone Director. One DAL will be selected from each Zone.

Section 9. Region Officers/Directors:

Region Officers are the President, Vice President, Secretary, Treasurer and Directors of a Region. Region Directors are those who direct various aspects of Region administration. These may include Director of Membership, Director of Racing Events, Director of Charity Events and others deemed necessary by the Regional Board.

Section 10. Zone Directors:

Zone Directors oversee the operation of the Regions within a specific area. ZDs act as a conduit for information to the National Board from the Regions and Members. One ZD will be elected from each Zone

Section 11. Member to Member Directory:

The "Member to Member Directory" is a who's who of the Viper Club of America. It lists members by Region to facilitate member to member contact for camaraderie and event planning.

ARTICLE II: MEMBERSHIP

Section 1. Classification of Members

a. Active Members: An individual at least 18 years of age paying one membership fee, listed with the National Business Office (currently JR Thompson Company). Membership shall be limited to current owners of a Dodge Viper which includes (but not limited to) disclosing the VIN or VON number as confirmation of ownership. For a Competition Coupes, a chassis number will confirm membership. At times, 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.

b. Honorary Members: Honorary membership may be conferred on a person by the National Board for such period as it chooses.

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

d. Lifetime Honorary Members: Upon completion of their terms of office, National Presidents become Lifetime Honorary Members. They pay no dues but enjoy all rights and privileges of Active Members. Lifetime Honorary Membership will be transferred to the spouse of a National President upon the Past President's death, but only if the spouse was married to the President during the tenure of office.

e. Associate Member: One who pays the Region a fee as determined by that Region for the Region's Newsletter. Members of one Region may be Associate Members of other Regions at the discretion of the Region. Associate Members may be invited to events as observers. Associate Members are granted privileges at the discretion of the Region and the National Board.

Section 2. Application - Membership

- a. Applications for membership shall be submitted to National, accompanied by the dues. If the applicant is unsure of the Region, National will make the region assignment.
- b. The National Business Office shall create the member number and notify the Region and the member.
- d. Membership renewal notices shall be sent by National to Active Members. Membership will lapse if dues are not paid when due.

Section 3. Suspension/Expulsion from Membership

- a. Suspension of membership

In any dispute arising from a Viper related transaction between two VCA members, where a court of competent jurisdiction has awarded damages, the prevailing party can ask 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, discounts available to VCA members, newsletters or other communications and participation in VCA sponsored raffles. The suspension extends to Viper related business where VCA member owns a majority interest in the business or exercises management control.

- b. Expulsion from Membership

The National Board, upon its own initiative or upon the resolution of the current legal governing body of any Zone, or current legal governing body of any region, with the concurrence of the National Board, may bring expulsion or suspension charges against any member 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 days of mailing the charges, the member may request a hearing before the Board by mailing such request to the National Business Office. If a request for hearing is not received within 30 days, the Board may decide whether to terminate the membership. If a hearing is requested, it shall be held at a place 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. The Board may, with or without a hearing, take action less than expulsion, including reject the charges, reassign 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 class of membership for life.

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 VCA, 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. Zone Affiliation

Members will be assigned to a Zone within the geographical area of residence.

Section 5. Rights and Privileges

a. Only Active Members have the right to vote in National elections and to hold National office, except a Dealer/Owner may not hold Office at the Region President level or higher. Only one Active Member per household may vote in National elections if only one membership fee has been paid. If more than one membership fee is paid per household, then each paid membership fee conveys the right to one Active Member ballot in National elections. All Active Members may vote in Regional matters.

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

c. All members may attend open meetings of the National Board as observers if space permits. 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.

d. Members may write the National President at least 45 days prior to a National Board Meeting, stating matters they wish brought before the Board.

Section 6. Dues

ARTICLE II - SECTION 6. Dues

The dues for Active Membership shall be fixed by a two-thirds vote of the National Board as necessary. Dues for a given period include a subscription to the official Club publications, VCA NOTES, VIPER Magazine. Standard dues are \$115.00 (one hundred and fifteen dollars US funds) per year. Members shall also have the voluntary option of contributing an additional \$35.00 per annum for a "Venom Membership". "Venom Membership" shall entitle the contributor to the following additional amenities;

1. Special Venom Membership badge, decal and Avatar
2. Venom Membership 10% discount on merchandise purchased from VCAGoods.com
3. Acknowledgment on special Venom Membership appreciation page in Viper Magazine
4. Special Viper raffle ticket discount to enable purchase of five (5) tickets (per raffle) for \$500.00.

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

4th Quarter - October to December - \$115.00 Stipend to Region \$55 (includes next years dues)

3rd Quarter - July to September - \$75 Stipend to Region \$30

2nd Quarter - April to June - \$95 Stipend to Region \$40

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 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 (currently JR Thompson Company) for the administration of its affairs. The office shall be staffed by an Executive Director (currently John Thompson) and such additional personnel as required to maintain efficient operation.

ARTICLE IV: GOVERNING BODY

Section 1. National Board

The governing body of the Club shall be a National Board, referred to throughout these bylaws as the National Board, or simply as the Board. It shall consist of the National Officers, the Directors at Large and the Zone Directors. The immediate past National President shall be an ex-officio member of the National Board, with no voting rights, unless such immediate past National President shall retain a position as a National Officer, Director at Large or Zone Director.

a. There shall also be an Advisory Board

The Advisory Board shall be non-voting and consist of;

1. All former National VCA Presidents.
2. The Honorary Chairman (chosen by the Advisory Board from its ranks).
3. One Viper Magazine executive.
4. One Team Viper Member.
5. The Executive Director

The Advisory Board shall Review and assist with Dodge involvement in VCA and Advise the National President.

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 at any meeting.

Section 3. Proxies

Board members may grant their voting authority to other Board members by proxy. Proxies must be; in writing signed by the grantor, by telegram sent by the grantor, by Facsimile

signed by the grantor, or by Email signed by the grantor. 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. Only Board members may make "motions" and "seconds".

Section 5. Meetings of the National Board

The Club fiscal year shall be from January 1st through the succeeding December 31st. The National Board shall hold regular meetings twice 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.

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 members of the National Board.

Section 7. Notice

Notice of all meetings of the National Board shall be mailed to members of the Board at least 20 days prior to the date of the meeting. Such notices shall contain the date, time and place of the meeting, plus 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. All notices of special meetings shall state the purpose as well as the time, place and date of such meetings.

ARTICLE V: NATIONAL BOARD

Section 1. National Officers

The National Officers of the Club shall be the President, Vice President, Secretary, and Treasurer.

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 deposit them with the National Business Office. 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, 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 Treasurer shall make available to any member, upon request, the financial reports of the Club. The Treasurer, or the Executive Director (JR Thompson) 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. There shall be two signatories on every depository. The Treasurer, or the Executive Director as agent, shall disburse Club funds as properly required and shall render an account of these transactions and of the financial condition of the Club at each Board Meeting. The Treasurer and the Executive Director shall be bonded in an adequate manner at Club expense. The Treasurer shall report the Club's financial state of affairs at the twice-yearly Board meetings.

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. Directors at Large

There shall be elected from the current or past Region Officers/Directors, a maximum of ten Directors at Large. The Directors at Large shall be members of the National Board. Upon taking office the DAL will be assigned a committee by the National Board, such as Budget, Bylaws, Editor, Web, 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 and the Board or the Zone Executive Committee. The DAL will chair his/her committee. The DAL will be selected from within the Zone.

Section 8. Zone Director

The Regional Officers of each Zone shall elect a Zone Director to represent them on the Board. 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 the 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 Regional Presidents by a majority secret ballot vote of the Board and Regional Presidents. These officers shall be elected from among the National Board members, Directors at Large and the Zone Directors. These officers shall be elected for a two-year period, and their terms of office shall commence on January 1 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 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 30-day period, it shall be assumed that no hearing is desired, and the Board is free to act. Removal action by the Board is final.

Section 12. Vacancies

A vacancy on the National Board or of any National Office may be filled for the incomplete term by nomination and election of a Regional Officer by majority vote of the National Board subordinate to Article V, Section 3.

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 term, they must wait at least one term before being eligible to be elected again to the office of President.

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 members 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 members are invited to attend this, or the other Board Meeting, as desired. The dates and locations for such meetings shall be published in VCA NOTES and Viper Magazine well in advance. The meeting may run for multiple consecutive days.

ARTICLE VII: NOMINATIONS AND ELECTIONS- DIRECTORS

Section 1. The Term "Member"

The term "member" means an Active Member of the Club in good standing

Section 2. Nominations and Elections

Nominations and elections for Directors at Large and Zone Directors shall be annually, based on the rules defined in of Article VII. All ZD's to be elected on odd numbered years, and DAL's to be elected on even numbered years.

Section 3. Nominations for Directors at Large

Any twenty-five members from a Zone may nominate any past or present Region Officer/Director in that Zone, for Director at Large for that Zone. No more than one 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 five members residing in the same Zone may nominate any past or present Region Officer/Director 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, signed by all nominators, and be accompanied by the written acceptance of the nomination by the nominee.

Section 6. Election Procedure

After receipt of all nominations, it shall be the duty of the Secretary to prepare a ballot to be mailed to Active Members (for the DAL election) and to the Regional Officers (for the ZD Election) at least 30 days prior to October 15th. The self-addressed ballots must be returned and received by October 15th. The ballots will be counted by a 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.

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, a ballot may be printed in VCA NOTES and Viper Magazine in lieu of printing and mailing individual ballots to the active members. Since write-in ballots are not permitted, such an election is a mere formality since only the nominated directors can be elected.

Section 7. Term of Office of Directors at Large

The term of office of a Director at Large shall be two years.

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 membership in their Zone from among all the nominees shall be elected. In the event of a tie for fourth place, the Secretary will conduct a runoff election between the involved nominees. This runoff election shall be conducted by mailing to all members of the National Board, within 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 to be counted must be returned to the Ballot Committee 30 days from the date of counting of the initial balloting.

Section 9. Term of Office of Zone Directors

The term of office of Zone Directors shall be two years. The term of office commences the 1st of January, 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 by the Regional 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 Directors at Large.

Section 11. Elections Committee

The Elections Committee shall be composed of the Advisory Board, one Director at Large and one general member. Zone Directors shall select two ZDs to serve on the committee. No two committee members shall be from the same Zone. The committee shall submit the names of the candidates to a Ballot Committee selected by the President to count the ballots, which shall, by blind draw, determine the placement of the candidate's name on the ballot. The Elections Committee will notify the NBO of the candidates, ballot position and provide position statements for the printing and mailing of ballots.

ARTICLE VIII: REGIONS

Section 1. Application for Charter

Any 50 or more Active Members of the Club may apply for authorization to form a Region. The requirements and procedures for forming a Region are stated in the Standard Operating Procedures. A Region may obtain special dispensation with the unanimous approval of the ED, National Board and ZD of the Zone for which the application to form a Region applies.

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 Standard Operating Procedures. When the request to form a Region has been approved by the Zone Director, the Vice President and the Executive Director, a charter shall be issued to the Region.
- b. Conduct its activities in compliance with all laws and regulations of the governmental entity 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 By-Laws.
- d. Assure that its bylaws, which must be approved by the Zone Director, the Vice President and the Executive Director, state that the Region agrees to abide by the National Bylaws. It is understood that each Region shall alone be 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 60 members, a combined Secretary/Treasurer position is allowable.
- f. International Zones and Regions shall comply with the particular laws in effect for their Countries.

Section 3. Rights and Privileges

Upon receiving a charter, the Region shall 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 Club itself. The Region may conduct activities consistent with the National Bylaws but only in its name and at its responsibility. Reference SOP SECTION THREE, 10.

Section 4. 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 such other officers to be elected in such manner as it determines. 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 appoint such committees as may be desirable for the conduct of the activities of the Region and shall obtain from them such reports as may be desirable for the information of the members of the Region or as may be required by the Zone Director, the National Vice President or the National Board.

Section 5. Suspension or Revocation of Charter

The National Board may suspend or revoke the charter of any Region. The Board shall give a 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 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. See SOP SECTION THREE:ORGANIZATION, 6.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1. Committees

The President shall appoint all committees, except the DAL. The DAL committee assignment shall be made by the National Board. The President shall notify the National Board of such appointments, which will stand unless two thirds of the members of the National Board reject any appointments by advising the President or the Secretary, in writing, within 15 days of the notification.

Section 2. Appointed Officials

The National Board may create any appointive office or position, and at its sole discretion may acquire such professional advice and 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 chairmen and appointed officials shall render reports as may be required by the President. Written reports must be submitted to the National Board Office in 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 Meetings. In addition, the Club's accounts shall be subjected to an annual financial review by the Certified Public Accountant, and 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.

ARTICLE X: AMENDMENTS

Section 1. Administrative or Procedural Changes

The National Board of Directors may make administrative or procedural changes to the bylaws as deemed necessary.

Section 2. Amendment Proposal

Any member of the National Board may propose an amendment. Fifty Active Members of the Club may propose an amendment by submitting it in writing to the National Secretary signed by all the proposing members.

In the event that a petition to present a bylaw change is presented to the membership, the President shall determine the writers of the Board position (pro or con) and shall also determine the representative of the opposition view who will write the presenter's view (pro or con). Statements on both sides of an issue presented to the membership will be limited to 300 words.

Section 3. If Approval by Board

If approved by the Board, a proposed amendment shall then be submitted to Active Members for approval in VCA Notes.

Section 4. If Disapproval by Board

If a proposed amendment is disapproved by the Board, it shall, nevertheless, be submitted to Active Members for approval if a petition signed by ten percent of the Active Members is presented to the National Secretary, with a copy to the National President, within 60 days following Board disapproval.

Section 5. Voting on Proposed Amendments

Voting on proposed amendments shall be by ballot mailed to each Active Member at the address last appearing on National membership 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 6. Ballot Counting and Certification

A Ballot Committee designated for this purpose by the National President with the concurrence of the National Board shall count ballots received as required in Section 5 above. Results shall be certified by the Ballot Committee and presented to the National Secretary and the National President.

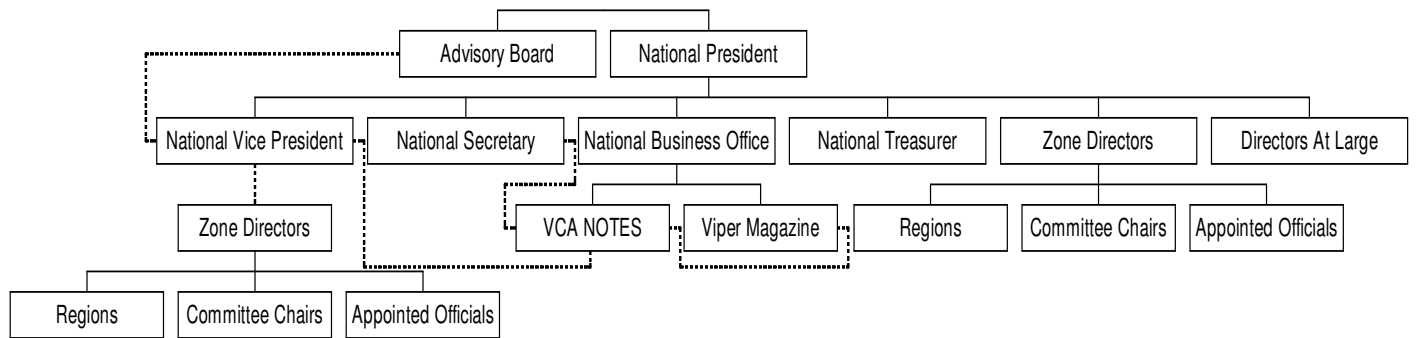
Section 7. Approval and Adoption of Proposed Amendment

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

ARTICLE XI: DISSOLUTION

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

ORGANIZATIONAL CHART, VCA



SUPPLEMENT OF PROCEDURES (SOPs)

SECTION TWO: MEMBERSHIP

SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE. II: MEMBERSHIP

1. Application for Membership

There are no restrictions on membership by virtue of race, creed, color or gender.

Section 1. Classification of Members

a. Active Members: An individual at least 18 years of age paying one membership fee, listed with the National Business Office (currently JR Thompson Company). Membership shall be limited to current owners of a Dodge Viper which includes (but not limited to) disclosing the VIN or VON number as confirmation of ownership. **For Competition Coupes, a Chassis Number will confirm ownership.** At times, 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.

Application for membership may be made in the following ways:

1) Application Form

A completed application form, together with check, mailed to Viper Club of America, PO Box 2117, Farmington Hills, MI 48333. See Appendix H for the application form.

2) VCA NOTES Mailing Sheet

Application and renewal information is included on VCA NOTES mailing sheet with each issue. The mailing label contains member's expiration date and the mailing sheet may be used as an "instant" renewal form if the usual renewal notice sent by NBO has been mislaid.

3) Web Site

The Official Club Web Site shall be www.viperclub.org and shall contain content that is informative and beneficial to members. The VCA may engage an administrator to oversee the Web Site operation and content. The administrator shall report to the National Board on all matters of the Web Site at the request of the Board..

Application to join the Club is contained on a web page at www.viperclub.org

Regions that have web sites shall provide the application on the Regional site.

b. Membership Renewal Notices, etc.

Renewal Notices are sent to all Active Members by National inviting them to renew without delay.

The 1st Notice is the normal way to renew membership before expiration. Increasingly urgent follow-ups are sent as necessary, giving the status of the expiring membership, renewal options, etc., to renew or reinstate Club benefits.

The Notices can be used as an application form if a member decides to rejoin the Club at some future date.

2. Dues

The dues amount of \$115.00 (one hundred fifteen dollars US) shall be made and submitted to National. The NBO shall forward the Region's portion, when the application arrives at NBO, once each month. The application is found as Appendix H. For international dues, the Regional officers can collect annual dues from the membership and forward to National, the appropriate dollar value for the regional membership in a manner that is acceptable to both the Region and the NBO. This is designed to eliminate the confusion due to the international money market and exchange rates with multiple transfers of money.

SECTION THREE: ORGANIZATION

SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE III: ORGANIZATION

1. Zone/Region Assignment of Members

Members are assigned by NBO on the following basis:

The zip code designation controls Region assignment. That is, assignment is made to the Region whose zip codes include the applicant's zip code as provided on the application form.

If the applicant's address is overseas and no Region preference is indicated, assignment will be made by the Director at Large and the National President.

Members who change their address are transferred by NBO to the appropriate Region (by zip code) automatically.

No reassignment of a member will occur unless requested by the member in writing, except as noted above, or in the case of new Region formation. Reference Section Seven - (Region Boundaries, and Verification of Petition).

A member may join more than one Region by submitting an additional application and dues payment. The member will not gain an additional vote for National matters.

2. Establishment of Regions/Zones

Regions are established by zip code, which will be maintained by the Executive Director with the advice of the ZD. Changes are made only when a new Region is being formed or zip codes are being added or deleted from an existing Region by mutual consent of the Regions involved, the appropriate ZD(s), the National Vice President, and the Executive Director.

Zone boundaries are revised when necessary on the advice of the ZD(s), with mutual consent of the Regions involved and with Board approval.

International zip codes are in a different format. A separate list shall be maintained for Zone assignment in the International Zone.

3. Zone/Region Number Assignment System

There will be a maximum of 10 Zones world wide.

Each Zone and Region is assigned a number to facilitate the computer programs. The Zones are numbered by two digits and so are the Regions. As a Region is added to the Club, it must be loaded to the Zone/Region file or the members cannot be entered or transferred into the Region.

Assignment of the Zone/Region numbers is done by the Executive Director. There are five North American Zones; Western, Southwestern, Mid-West, South East and North East. The International Zones are Asia and Europe. Non assigned Zones are for future use as expansion or Zone division is required. NBO will furnish a copy of the Zone/Region Number Assignment Listing to National Board members, Region Presidents and the VCA NOTES and Viper Magazine editors to keep them aware of the system used and advise them of new Regions added or Regions deleted.

4. Schedule of Reports/Notices

a. Reports, Listings and Forms

The NBO produces several reports on a quarterly basis to be used by National Board members and the Regions.

These reports may be used by the Region to contact the members listed thereon or to publish the names in the Region newsletter to welcome new members or as a reminder to a member to renew promptly.

CAUTION: Zone Directors, Region officers and members are NOT to use the membership listings for commercial purposes or for any purpose other than Club business.

1) VC 310 - Memberships That Have Expired

This list reflects the people who have memberships expiring for the calendar year. The names will be deleted from the Master Roster on February 1 of the new dues year. These members are not deleted from the computer file until some time later, after which the names are retained in a Deleted-Member Database.

This listing is also used by NBO to delete members whose checks were returned by their bank. If that occurs, the member is deleted and sent a notice of the action taken. If within a month of the deletion the check is made good the member is reinstated.

2) VC 314 - Member Count Summary

This report is sent to the National Board. It is a summary of the member count in each Region within a Zone. It also reflects the number of memberships in each Region that are expired but not yet deleted. It is printed in Zone/Region order.

3) VC 320 - Address Change

This report lists arrivals, departures and address changes within the Region. It also indicates the Region the member is arriving from or departing to.

4) VC 345 - New and Renewed Members

This report shows the time period and the reason (description) for each entry. It reflects members who have either joined or renewed their memberships during that month. A "count" total is also included.

5) Renewal Notice Program

Renewal Notices shall be sent the first week of October.

A member will receive original member number and date joined only if rejoining within four months after the record originally expired. Records of these members are not held in file after four months. They are maintained in a Deleted Member database and from time-to-time a mailing from the National Membership Chairman is sent by NBO, inviting each member to rejoin the Club. Renewal Notices are sent as follows:

First Renewal Notice -

National mails this notice to members whose memberships expire on December 31. The attention-getting envelope and narrative part of the form gets the message to the member that the membership, which includes a subscription to VCA NOTES, Viper Magazine and other benefits of membership, is about to expire unless action is taken. It also advises the member to call if they have questions.

Second Renewal Notice –

National mails the Second Renewal Notice to any member who has not renewed. The Second Renewal Notice shall be mailed by January of the new dues year. Again, there is an attention-getting envelope, and the form conveys a message that the membership is slowing down and the benefits will end in a few weeks unless renewed promptly. This notice urges the member to "Renew today!"

6) Member Source Code/New and Renewed Memberships

This list is a description of the source code for new and renewed members used on the Source report. The source code is also used to generate reports reflecting the percent and dollar amounts of new and renewed memberships.

7) Source Report/New and Renewed Memberships

Using NBO Member Source Codes, this Report indicates the referral source of each new membership and the renewal response from each renewed membership. The Report is sent to each Region and should enable them and National to determine the effectiveness of their respective membership efforts. This information is summarized to the National level.

a. Mail Distribution

NBO shall forward renewal reports to the Regions at least once a month. If new members have joined that Region, NBO will also send a check for the Region's portion of the dues collected.

5. Pecuniary Matters

a. Selection of Vendors

In selecting vendors of goods and services, to extent practical, the National Club shall select the most reasonable qualified suppliers. Regions may create a listing of local preferred suppliers and can forward this regional list to the NBO for their use.

6. Quarterly/Tri-Annual/Schedule

a. VC 350 - Membership Roster

This is a complete quarterly list of all of members in each particular Region as of the last day of the month shown. The "Print Date" is the date the roster was printed and is an administrative control function that has nothing to do with the effective date of the roster. The listing shows member number, member and associate's names, address, phone number(s), and date joined and expired. All membership applications received through month end are processed prior to running this printout. NBO shall provide this list to the Regions quarterly.

b. Requirements for Region

The NBO or the ZD will monitor and notify the Region in the event of failure to comply with any of the following conditions.

1) Region Events

Each Region must hold at least one event or meeting of the general membership each quarter. General impromptu membership meetings cannot be considered an “event”.

Events must be organized and promoted by the club for the benefit of the members, and each member must be directly contacted with the pertinent information pertaining to the event (direct mail preferred).

2) Region Newsletters

At least one issue of the Region newsletter must be published and mailed to the membership each quarter.

The ZD, DAL and NBO must be included on each Region's mailing list so that Region events may be monitored for event requirements.

3) Annual Calendar of Events

The Region must submit an annual calendar of events for the upcoming year by December 15.

4) Annual Financial Statement

The Region must submit an annual financial statement to the ZD at the end of the Region year and when requested by the National Board.

5) Administer an election (two year maximum term)

The Region must administer an election that includes written, first class mail notification to all region members requesting nominations for President, Vice President, Secretary and Treasurer. A minimum of a two week time span for members to respond to said mailing must be allowed. A second 1st class mailing will be made requesting each member to respond to the enclosed ballot and/or event location where ballots may be received. The 2nd mailing must include announcing all candidates and any descriptions provided by each candidate. The second mailing must have a minimum of a two week time span for members to cast their votes and/or deliver their ballots.

The National Board highly recommends utilizing Viper HQ's administrative services to provide the above services. Viper HQ will offer these services at a nominal fee (postage,

envelope cost, etc) and will provide the electronic written and/or electronic notification of the compiled nominees, and the elected board of officers, after all results are compiled in a timely manner.

7. Annual Schedule

Some items, which require annual attention, are actions required by NBO. Some are only reminders to the President or other members of the National Board, (and/or Region Presidents).

a. Region Requirements- Annual

1) Required Documentation

Each Region is required to have a copy of the following documents on file at NBO:

a) Petition to Form a New Region

(Some Regions may not have this document available because this was not a requirement until after they were formed).

b) Region Bylaws, Region Constitution (Only if required by the State in which the Region exists), State Incorporation papers.

2) Certification of Incorporation Status

In October of each year, an NBO Update Form requests verification from each Region that their corporate status is current. All Regions shall be incorporated in their state/province of residence. In mid-October of each year NBO shall advise the ZDs which Regions have not yet responded to this request.

3) Notice of Change of Region Officers

In October of each year, an NBO Update Form requests the names, addresses and phone numbers of the Officers elected in the last Region election. NBO will notify the Editors of VCA NOTES and Viper Magazine of the changes so the magazine's VCA Directory page is up to date. In mid-October of each year NBO will advise the ZDs which Regions have not yet responded to this request. Failure to comply in a timely fashion may result in sanctions to be determined by the National Board.

4) Annual Financial Statement

The Region must submit an annual financial statement to the ZD at the end of the Region year and when requested by the National Board.

b. Preparation for National Board Meetings

National Board Meetings are held twice each year.

Each National Board Member, Committee Chairman and Appointed Official shall prepare a Report to the Board prior to each Board Meeting. At least 60 days prior to each Board Meeting, a letter shall be prepared by the National Secretary for distribution by NBO to each of the above, announcing the date and location of the Board Meeting, and requesting Reports to the Board be sent to NBO 30 days prior to the date of the meeting. These Reports shall be distributed by NBO to all Board members, Committee Chairmen and Appointed Officials.

The National Secretary is responsible for the agenda for each Board Meeting. The letter sent announcing the meeting shall also request all agenda items be sent to the Secretary at least 45 days prior to the meeting, accompanied by a position report or paper for each item to be placed on the agenda. If an agenda item is likely to be controversial, the position paper should include a history of the item and its pros and cons.

Subsequently, the Secretary shall provide NBO with the original of the agenda, with a proxy. NBO will then send each National Board member a copy of the agenda and proxy. The proxy shall be sent to the hotel where the meeting is to be held, addressed to the Secretary and marked to be held for arrival. The Secretary shall not open these letters unless the Board member is not able to attend the meeting. All unopened proxy letters shall be returned to each sender upon arrival, or at the meeting, as appropriate. One copy of this letter is sent to each Committee Chairman, non-Board Committee members and Appointed Official for information and/or use if attending the meeting.

The Secretary shall prepare and forward to NBO no later than 45 days after the meeting, the minutes for distribution to National Board members, National Committee Chairmen, Appointed Officials, Region Presidents, the VCA NOTES and Viper Magazine editors and all past National Presidents, unless declined; and to members of the Procedures Manual Committee who are not members of the Board.

c. Fiscal Year Budget Process

The National Treasurer is the Chairman of the Budget and Investment Committee. The fiscal year runs from April 1st to March 31st, and an annual Budget Meeting may be scheduled at NBO to prepare the proposed budget for the next fiscal year.

The National Board members in attendance will be the President, Vice President, Treasurer, and three ZDs selected by the ZDs at a Board Meeting. The Executive Director also attends the meeting.

Other Board members may attend but cannot vote nor have their expenses paid. Subjects other than financial may be discussed, but not voted on.

Working with the National President, the Executive Director shall prepare the PROPOSED budget. The first draft of the proposed budget shall be distributed to the Budget Committee prior to the Budget Meeting. An estimate of the number of members and the percentage of renewals and either increased or decreased operational expenses for special projects already approved by the Board should be considered.

Since the new fiscal year budget is finalized at the Budget Meeting, the Treasurer must have all budget items not later than August 31st of each year and, therefore, will request each member of the Board and Committee Chairmen submit their budget requests for the upcoming fiscal year by August 31st for consideration at the Budget Meeting.

Final approval of any budgetary actions is vested with the National Board. Following the Budget Meeting, the Executive Director will prepare the budget in final form and distribute it to the National Board members. The final approval will be recommended by the Treasurer at the Zone Director Meeting, and be approved by a vote of the Board.

8. National Programs

The following provides procedures regarding National Programs:

a. Zone Event Program - National Subsidy

This VCA Program was established to encourage two events per Zone each year. The current National Subsidy is \$500 for each qualifying event per Zone.

1) Criteria to Qualify

A Zone event must be of substantial nature and shall include some type of competition (driving event, rally or concours d'elegance, etc.), with awards presented to the winners. The event preferably should, but is not required to, include cooperation with other Regions in the same Zone.

The requesting Region(s) must apply in writing (see appendix K) to their ZD prior to advertising the event. The request must include an adequate description of the event, anticipated membership participation and list of Regions that could participate and the dollar amount being requested. With ZD approval, the request would then be submitted by the ZD to the National VCA Headquarters, who shall then transmit such request to the National Vice President, Treasurer, and for final approval, to the National President. Approval or denial shall be then communicated to the requesting Region(s).

After obtaining approval, the event must be reasonably and adequately advertised to all other Regions in the Zone well in advance of the event through some or all of the following: posting on the VCA web site forum, e-mails to Regional Presidents, publication in newsletters, meetings, mailings, VCA Notes, VIPER Magazine, etc. To meet publication deadlines, the host Region should ideally provide publicity at least 3 months prior to the event.

2) Disbursement of National Subsidy

Within sixty (60) days following the event, the "approved" Region(s) must submit an Expense Report (see appendix J) to the ZD. The ZD will review the Expense Report and, if approved forward it to the National Treasurer for payment of the subsidy to the Host Region(s). If the Expense Report is not filed within the requisite sixty (60) day period, the VCA reserves the absolute right to deny reimbursement.

b. National Events Program

1. Viper Owners Invitational,

Viper Owners Invitational is our National Convention. It may be held every other year in a different area of the country. It combines several events, such as, a rally, autocross, acceleration run, time trials and a concours d'elegance, technical seminars, banquets, parties and entertainment.

2) ViperTech

ViperTech is a technical event held as determined by the National Board.

.3) Other National Events

Planned and publicized Regional rendezvous.

c. National Awards Program

1. Member/Officer of the Year Award

This program was established to help recognize some of the outstanding talent in the Zones and Regions of the Club. Some members devote many hours to the operation of a Region and their efforts should be officially recognized.

These two awards are prepared by NBO each year upon receipt of the name of the Member-of-the-Year submitted to each ZD by Regions within the Zone, and the name of the Officer of the Year, if any, selected by the ZD. Each year in early May, NBO sends a letter to each Region President and ZD outlining the program.

No member or officer of the year will be eligible for this award more than once. The member/officer of the year nomination form must be signed by at least two members of the Region board other than the nominee.

Region

Each Region's selection for Member of the Year AND its nomination for Officer of the Year, should be submitted to the ZD, in writing, by the Region President or Secretary (or other designated member) no later than July 15th. The letter should also include where the award for Member of the Year is to be sent.

ZD

Each ZD submits to NBO, in writing, the name of each Region's selection for Member of the Year and where the award is to be sent. The ZD also includes his

selection for Officer of the Year for his Zone, indicating where the award is to be sent. The deadline for receipt by NBO of this information from the ZD is July 31st.

Member of the Year Selection Process:

The recipient of this award may be chosen by the Region from among the Region Officers, Directors, or general membership. The member selected must be a current Active Member. The member shall be the one who most deserves recognition for outstanding services rendered to the Region during the course of the year. The member selected by the Region as Member of the Year may not be considered by the ZD for Officer of the Year in the same year.

Officer of the Year Selection Process (Zone):

The nominee for this award may be chosen by the Region from among its Officers, (i.e., President, Vice President, Secretary, or Treasurer), and must be a current member of the Club; one who, by his/her personality, enthusiasm and outstanding efforts has been instrumental in maintaining or increasing participation by the members of the Region.

The ZD may decide on one such officer for recognition as Officer of the Year, giving special attention to (but not limited to) background information dating back to when that officer joined the Club, and (1) offices held; (2) activities chaired or arranged; (3) events attended; (4) types of related activities, such as car collections and mechanical expertise on the marque.

The ZD is encouraged to select an Officer of the Year each year. However, this Zone award is made at the discretion of the ZD.

ZD Monitors/Expedites:

During June and early July, the ZD shall monitor and expedite receipt of Member and Officer-of-the Year information from the Regions in the Zone, and remind them of the July 15th deadline.

The ZD shall forward to NBO all information received from the Regions on Member-of-the Year selections, and the name of the Officer of the Year, if any, chosen by the ZD.

Design and Delivery of Award Plaques:

Upon receipt of the names of the recipients of these awards from the ZD, NBO shall confirm the current membership of those selected, and shall design and have made a plaque for each award.

2) Region of the Year Award

This annual award is to be presented at Viper Owners Invitational, ViperTech, or a National Board Meeting. Selection is based on growth, general improvement or

maintenance of high standards of activities, meetings, Region management and newsletters, plus overall adherence to or furtherance of the objectives and ideals of VCA. A cover letter and selection form shall go out to each Region with NBO's December mailing, and a Region must submit its entry by a given deadline. Only one Region each year receives this award and all judging will be based on the written entries. The Awards Committee, appointed by the National President, shall select and notify the NBO of the winner. No Region may be awarded first place in the annual Region of the year contest more than once in five years.

3) Dodge Award

This award will be presented to a living individual who has made a significant lifetime contribution to the Club. Selection is made by the Awards Committee with approval of the National Board and is awarded in those years when there is an outstanding candidate.

d. Club Store Program

1) Club Store/Web Store

The Club maintains a wide selection of Club apparel and other items for purchase by VCA members only. Each issue of VCA NOTES and Viper Magazine includes a price list of the items, with an order form and instructions. Items can be purchased by writing the NBO and enclosing check or credit card authorization, or by telephone.

The National President may appoint a DL to oversee the Store operation, which is maintained by NBO (JR Thompson Company).

The Store inventory is maintained on a computer and a quarterly report of sales and expenses is sent to the National Board for review. The National Treasurer uses this information in the Treasury Report.

2) Support Items Available to Regions

The NBO shall keep an inventory of Region support items, including but not limited to; Club logo items, Flags and Banners, and camera ready artwork.

e. Region Event Program- National Subsidy

This program was established to encourage Regions to have more and better events each year. Regions can get a National Subsidy of up to \$500 per year for a qualifying event.

1) Criteria to Qualify

The event must be of substantial nature (driving event, rally of concours d'elegance, etc). The event must be advertised well in advance (preferably 3 months) of the event to the Members in the Region and may also be advertised to other Regions. The event may or may not include cooperation with other Regions.

The requesting Region(s) must apply in writing (see appendix L) to their ZD prior to the event. Request must include adequate description of the event, anticipated membership participation and list of Regions that could participate and the dollar

amount being requested. With ZD approval, the request would then be submitted by the ZD to the National VCA Headquarters, who shall then transmit such request to the National Vice President, Treasurer, and for the final approval, to the National President. Approval or denial shall be than communicated to the requesting Region(s) .

2) Disbursement of National Subsidy

Within sixty (60) days following the events, the “approved” Region(s) must submit an Expense Report (see appendix J) to the ZD. The ZD will review the Expense Report and, if approved, forward it to the National Treasurer for payment of the subsidy to the Host Region(s). If the Expense Report is not filed within the requisite sixty (60) day period, the VCA reserves the absolute right to deny reimbursement.

f. NBO National Subsidy

1) Officers and Directors

This program allows the National Board (VCA Officers and Directors) to apply for expense reimbursement of up to \$250 per quarter for expenses incurred in direct support of the VCA and while carrying out the duties of office. Expense reports (Appendix J) with receipts must be submitted to The National Treasurer for approval.

2) President

The President (or his designee) may submit to National, expenses incurred while performing the duties of the President of the VCA. At times the President may deem others to travel and attend meetings in his place to save money, and these expenses can be covered. Expense reports (appendix J) with receipts must be submitted to The National Treasurer for approval.

9. Other Programs

a. Insurance Coverage

VCA carries the following insurance coverage’s:

K & K is an affiliate of the prestigious Aon Corporation, K & K has been given the responsibility by the TransAmerica Insurance Company to design insurance, underwrite, bind, issue policies, handle claims and maintain resinsurance programs on their behalf.

The VCA insurance provides independent clubs insurance for difference risks they face at sanctioning bodies, drag strips, or circle tracks. The VCA enjoys the security of 1,000,000 event liability protection.

This is coverage for our non-speed events (such as business meetings, social functions, concours, tours, parades and caravans).

Competitive events, such as autocross, gymkhanas or rallies require pre-notification to K & K. To place this type of coverage into effect (and

to receive proof of insurance), simply return a Competitive Event Insurance Order Form B to K & K at least 24 hours before the event. Form B can be obtained by calling K & K directly at 219-459-5000. Their fax number is 219-459-5866. They are located in Ft. Wayne, Indiana.

b. VCA Investment Policy

1) Plan Description

The Viper Club of America, Inc. (VCA), is a Michigan Corporation established as a nonprofit but taxable entity under Sec. 501C(7) of the Federal tax code.

2) Objectives of the Investment Policy

The objectives of the Viper Club of America, Inc. investment policy are to assure the safety, liquidity, and yield of the investments. The policy and ensuing investments are to:

Ensure that investments are made in accordance with investment policy directives. Minimize risk (credit, interest rate, market and liquidity risk) commensurate with other VCA objectives. Ensure that investments mature when the cash is required to finance operations; and ensure a competitive rate of return.

3) Investment Philosophy and Operating Strategy

An Investment Strategy will be developed by the Executive Director and will be presented to the Board of Directors. This investment strategy will pertain to the upcoming fiscal year, and will address:

Expected cash needs for liquidity and capital purchases

Maturities and/or duration

Recommended asset allocation

Budgeted interest income

Investments shall be made with judgement and care, under circumstances then prevailing, which persons of prudence, discretion, and intelligence exercise in the management of their own affairs not for speculation, but for investment, considering the probable safety of their capital as well as probable income to be derived.

4) Types of Investments

In accordance with the objectives of this policy and the intent to invest funds not needed for operating capital, the Executive Director, with approval of the President, is hereby authorized to invest all funds in:

CERTIFICATES OF DEPOSIT, SAVINGS ACCOUNTS, DEPOSIT ACCOUNTS, OR DEPOSITORY RECEIPTS of a Bank which is a member of the Federal Deposit Insurance Corporation, or a Savings and Loan Association which is a member of the Federal Savings and Loan Insurance Corporation or a Financial Services Brokerage Company which is a member of the Securities and Exchange Commission and Securities Investor Protection Corporation. Such investments shall not exceed the amount Federally insured in any single account or depository. BONDS, SECURITIES AND OTHER OBLIGATIONS of the United States, or an agency or instrumentality of the United States in which the principal and interest is fully guaranteed by the United States.

COMMERCIAL PAPER

CORPORATE BONDS RATED AA OR HIGHER

PREFERRED STOCK

CONVERTIBLE SECURITIES - BONDS/PREFERRED

MUTUAL FUNDS COMPOSED OF INVESTMENT VEHICLES AUTHORIZED ABOVE

5) Investment Guidelines

All investments pursuant to this investment policy shall comply with the following conditions:

Payment shall be made by Viper Club of America, Inc. when purchased securities are delivered or credited to Viper Club of America, Inc.'s safekeeping agent. All transactions shall be confirmed in writing.

The objective in selecting a safekeeping agent is to select one that provides the most efficient and effective services at the lowest possible cost. Arrangements for safekeeping will be made on a contractual basis for a specified period of time and with specified fees for each service rendered. These selections will be periodically disclosed and reviewed by the Investment Committee.

No investment may have a maturity of more than 10 years or an average life of more than 10 years.

No single investment (other than cash or U.S. Treasury) may comprise more than 40% of the total portfolio.

6) Reporting and Evaluation

The Executive Director, JR Thompson, shall review the investment performance monthly and will summarize those results for the Board of Directors quarterly.

The Investment Committee shall monitor compliance with the written investment policy, including receipt and review of reports from the Executive Director summarizing investment transactions and periodic review and revision of the investment policy as necessary.

Annually, the Executive Director shall evaluate not only the investment performance, but will review these objectives and guidelines. This review will take into account, a) planned withdrawal for projects, b) alternative investment instruments and strategies, c) revenue anticipation.

External auditors shall conduct an independent audit of the investments as part of the annual audit each year.

7) Amendments

The provisions of these investment policies and any amendments shall take effect prospectively and shall not invalidate the prior selection of investments. Future changes to this policy may be made at any time and shall be proposed to the Finance Committee and approved by the Board of Directors. The Investment Committee shall, at least annually, review the investment policy and recommend any amendments to the Board of Directors.

8) General Operating Procedures

Operating Procedures

The Executive Director shall develop and distribute to the National Board procedures to include:

- a) The establishment and maintenance of a system of controls for the investment of funds;
- b) A database or record incorporating descriptions and amounts of investments, transaction dates, interest rates, maturities, bond ratings, market prices and related information necessary to manage the portfolio;
- c) Internal controls which provide for periodic reporting and a satisfactory level of accountability;
- d) A method of cash flow analysis of all funds to insure cash availability; and
- e) Other procedures or reports needed to manage the investment fund.

The Executive Director with the approval of the President, or the President, is authorized to execute transactions.

9) Bonding and Insurance

Appropriate bonding of individuals along with insurance coverage is to be secured to protect the investment of funds, with the costs of this coverage to be paid by the VCA.

10) Reporting Requirements

The Executive Director is responsible for:

- a) Submitting periodic reports to the Budget Committee;
- b) Meeting with the Budget Committee to review the performance of the investments, including a comparison of the returns of the fund against the predetermined objectives and policies; and
- c) The Executive Director shall prepare and submit to the Board of Directors an annual investment report, recommendations for changes in these investments guidelines and the results of the independent audit.

10. Use Restrictions-DaimlerChrysler Corp. Trade Name/Trademarks

DaimlerChrysler Corp. is rightfully concerned regarding protecting their trademarks.

On November 7, 1998, the VCA entered into a Trademark User Agreement with DaimlerChrysler Corp. to use its registered trademark and Snake Head logo. The Trademark User Agreement runs to the VCA only. It does not entitle members to use protected marks in advertising or promotion of their businesses or products.

It is important that each Region President and Newsletter Editor discourage the improper use of the Viper marks by unauthorized entities.

The marks owned by DaimlerChrysler Corp. are its property. Those marks have been earned by the company's reputation in the market place, its performance and millions of dollars of promotion.

DaimlerChrysler Corp. has competent legal departments. If violations of the Trademark User Agreement occur involving our members, we should police the situation internally through VCA legal counsel or the National President.

The highlights of the agreement follow:

We have the right to use the word "Viper". We have the right to use our existing and new logo.

We may use the approved mark on our stationery, in VCA NOTES and other publications and in all items of general advertising.

We may also use the approved marks on specialty items, car badges, decals, merchandise and trophies. Items bearing the Viper logos shall not be sold to anyone who is not a member of the Club, but can be sold at Regional VCA Club events. The agreement specifically provides, "the CLUB shall not use any other trademark of the PROPRIETOR in any other form or manner than the APPROVED MARKS."

A deviation from the approved marks requires that we first obtain the written approval of DaimlerChrysler Corp..

We are given exclusive right to use "Viper Club of America, Inc.", or "Viper Club of America".

DaimlerChrysler Corp. will defend and has registered our logo.

In the event of the misuse of the approved marks, we will cooperate with DaimlerChrysler Corp. in the defense of such rights but the cost will be entirely DaimlerChrysler Corp.'s. The enforcement of all violations of the agreement will be the responsibility of the legal department of DaimlerChrysler Corp..

What you may and may not do:

1. You shall use the Club logo or the Viper logo in the masthead of your newsletter. Neither logo should be combined with any other feature or design element.
2. As a Region, you may use the words "Viper" in your corporate name, but the distinction between DaimlerChrysler Corp. and the Club must be obvious.
3. VCA is not connected with nor a part of DaimlerChrysler Corp. and no representation, use of logos, marks or names should suggest otherwise.
4. Newsletter advertisers, other than franchised dealers who are also licensees to use DaimlerChrysler Corp. trademarks, may not use "Viper" or the Snake Head logo in advertising nor adopt the Viper block letters in referring to the automobiles that are serviced or sold.
5. There is nothing wrong with an advertiser saying that it services Viper automobiles. The use of the words "automobile, motorcar or vehicle" is permitted as long as the block letters are not adopted, nor it appears that the advertiser is a franchised dealer.
6. Advertisers who are Club members may indicate that in the advertisement.
7. You may not modify or change in any way the Club Logo or the Viper Logo.

All problems associated with the use of our Club logo, as well as objections received from DaimlerChrysler Corp., should be referred to the VCA National President or the National Legal Counsel. Do not attempt to deal with DaimlerChrysler Corp. on these subjects directly.

11. Use Restrictions-VCA Name/Stationery/Club Merchandise

No officer, or person holding an official capacity with a Region or the National Club, is entitled to use his or her title or his or her position within the Club for private gain. Viper Club of America stationary can only be used for official Club communications. It must not be used for any personal purposes. No person within the

Club is entitled to use stationery suggesting the Region or National organization has approved any business operation, solicitation or enterprise.

No solicitations should be made to VCA members by another member in any official capacity except on behalf of the Region or National Club. Members may make solicitations for goods or services but only through Region periodicals, newsletters or VCA NOTES. The person advertising may represent that they belong to VCA, but there can be no implication that the goods or services are endorsed by VCA. Region Presidents must be vigilant against the misuse of Club stationery or Club position. Any questions regarding the above should be addressed to the National President for clarification.

12. Logos Available through NBO

Approved logos for the Region and newsletter use are available upon request, as camera-ready art, from the NBO.

SECTION FOUR: GOVERNING BODY

SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE IV: GOVERNING BODY

1. Proxies

The proxy form prepared by the National Secretary is included with the notice of the meeting and is sent by the NBO to all Board members at least 30 days prior to each National Board Meeting.

2. Action Without Meeting

Any action required or permitted to be taken at any Board Meeting may be taken without a meeting but only if:

- a. Notice is given 30 days in advance of a requested vote;
- b. Any Board member may comment on the requested vote;
- c. Every Board member who votes for, against or abstains in writing, signs the ballot;
- d. Every Board member agrees that the requirement for a meeting be waived;
- e. No matter shall pass, or action taken, unless the affirmative vote equals or exceeds that required at a Board Meeting.
- f. The results of the vote shall be reported to the Board indicating the vote or abstention of each named member.
- g. No action shall be taken on any matter until the receipt of the last written ballot.

- h. A paper ballot or facsimile transmission with the signature or the Board member appearing on it shall be valid. An email ballot, followed by a verifying phone call to the President shall be valid.
- i. Any director may revoke consent at any time prior to receipt by the corporation of the last ballot needed to take action.
- j. The result of any vote shall be attached to the minutes of the next meeting.
- k. Nothing in this Section shall prohibit the President other official from polling the Board on matters not requiring a formal vote.
- l. If the Board is polled, the result shall be promptly reported to the Board in writing, indicating the opinion of each named member.
- m. Any electronic communication from the President or other official shall be sent in hard copy form to all board members to whom electronic communication cannot be made.

SECTION FIVE: NATIONAL BOARD

SUPPLEMENT OF PROCEDURES TO BYLAWS ARTICLE V: NATIONAL BOARD

1. Executive Sessions

Executive Sessions of the National Board shall be held prior to regular meetings of the National Board, special meetings of the National Board or specifically called Executive Sessions to which notice as required by special meetings is given.

Only members of the National Board are entitled to attend Executive Sessions, but the National President or the Board may invite others to attend Executive Sessions, as deemed be appropriate.

No formal action shall be taken in Executive Sessions. No minutes shall be kept of Executive Session Meetings. Executive Sessions may be used for clarifying issues to be discussed or acted upon in open meeting, future planning and discussion of sensitive issues involving employment, policy, legal matters or contracts.

A proposed agenda for Executive Sessions shall be prepared by the National President and provided to the National Board at least 20 days in advance of the meeting, unless this is impossible. Issues and matters not on the agenda may be discussed in Executive Session.

This provision shall not apply to the election or appointment of National Officers or National Board members.

2. National President

The National President owes a fiduciary duty to VCA and serves the corporation without compensation in accord with the Bylaws and Procedures Manual. The National President owes the obligation to the National Board to keep it informed on matters of National policy and administration and other matters of importance.

Neither the National President, nor family, shall profit financially at the expense of VCA, nor shall they enter into any contract or business arrangement with VCA, from which any financial benefit could be derived, without full disclosure and National Board approval.

The National President will not buy or sell any real property, nor commit VCA to the purchase or sale of any real property, without having obtained, in advance, a resolution voted for by a majority of the National Board approving the proposed transaction. No deed, purchase agreement or option shall be valid unless so approved.

All purchase agreements, options to purchase, deeds and contracts touching on the purchase or sale of real property, must bear the signature of the National President and the National Secretary. Any such deed or document not bearing both signatures shall be invalid.

The National President shall not commit VCA to any written contract having a value of more than \$5,000 or that has a term longer than the remaining portion of the National President's term without first having given adequate advance notice and receiving the approval of a majority of the National Board.

The National President shall not appoint any committee chairman without first receiving agreement to serve in such capacity.

The National President shall share all information and plans affecting the Club and its future with the National Vice President. The intent of this provision is to prepare the National Vice President to assume the duties of the office of National President pursuant to Bylaw Article V, Section 3.

The National President shall provide the Executive Director with locations and times of availability when traveling so that in the event of an emergency, the NBO will be able to make contact.

The National President shall prepare an agenda for Executive Sessions of the National Board and solicit the input of the National Board concerning placement of issues before it during Executive Session. The prepared agenda for Executive Session of the National Board shall be sent to all Board members of the National Board at least 20 days prior to its meeting, pursuant to Bylaw Article IV, Section 7.

3. National Vice President

The National Vice President shall perform the duties of the National President as described by the bylaws "in the absence of the National President". These terms shall be interpreted to mean upon the death of the National President, until the National Board elects a successor pursuant to Article V, Section 12, during a period of extended disability longer than 14 days during which the National President is unable to make decisions and/or discharge the duties of the office, upon the request of the National President for any reason or upon the unavailability of the National President to be communicated with by the NBO for a period of longer than 14 days. Upon the removal of any disability, which requires the National Vice President to assume the duties and responsibilities of the National President, the National President shall be restored to all of the prerogatives and duties of office.

4. National Secretary

At least 60 days prior to each National Board Meeting, a letter shall be prepared by the National Secretary addressed to each National Board member, Committee Chairman and Appointed Official, announcing the date and location of the meeting, and requesting submission of their Reports to NBO at least 30 days prior to the date of the meeting for distribution by NBO.

The National Secretary is responsible for the agenda for each Board Meeting. The letter announcing the meeting shall also request submission of all agenda items to the Secretary at least 45 days prior to the

meeting, accompanied by a position report or paper for each item to be placed on the agenda. If an agenda item is likely to be controversial, the position paper should include a history of the item and its pro's and con's. This letter is sent to NBO by the National Secretary for distribution at least 60 days prior to each National Board Meeting.

Based on input received, the Secretary will prepare the agenda, with a proxy, and provide the original to NBO for distribution as follows:

Each National Board member shall be furnished two copies of a proxy, one to be used at the meeting and the other to be sent to the hotel where the meeting is to be held, addressed to the Secretary and marked to be held for the Secretary's arrival. The Secretary shall not open these letters unless the Board member is not able to attend the meeting. All unopened proxy letters shall be returned to the senders by the Secretary upon their arrival or during the meeting, as appropriate.

Each Board member, Non Board Committee member, Committee Chairman and Appointed Official shall receive a copy of the agenda and meeting schedule of events at least 15 days before the meeting.

Within 30 days following the meeting, the National Secretary shall prepare and forward to NBO the minutes from the National Board Meeting. NBO must within 45 days of the meeting distribute these minutes via VCA Notes, Viper Magazine or by posting on the VCA WEB site.

5. National Treasurer

The National Treasurer shall be responsible for the Club's financial condition. The Treasurer shall keep the Board advised regarding current developments and provide periodic reports concerning the state of receipts, expenditures and the Annual Budget. The Treasurer shall also report at the end of each calendar quarter, any payment, reimbursement or benefit given to or paid for any Board member, appointed official, committee chairperson or committee member. These reports shall be made available, upon request, to any Club member.

The Treasurer shall act as the chairperson of the Budget Committee and shall report the state of the Club's financial condition at each Board Meeting.

6. Zone Director Procedures

a. Concept

1) The Zone

Each Zone is represented on the National Board by a Zone Director elected by the Officers of the Regions within that Zone.

2) The Office of ZD

The position of the ZD is very important and influential in the organization. The ZD is critical to Region and Zone health and, therefore, to the health of the Club as a whole. The ZD acts as liaison between Regions and National, and represents the members within the Zone on the National Board, shares in all decision-making of the Board and brings the National Board to the Zone and its Regions.

Leadership is the primary duty of the ZD - motivating the Regions to meet Club aims and goals. It is done continually by the ZD using Zone newsletters, visits, letters and phone calls to the Region Presidents of the Zone and in Executive Committee Meetings with them. Leadership training is a ZD responsibility - imparting specific information to Region Officers and Boards to accomplish specific tasks. It can be done at National and Zone meetings, Zone Executive Committee Meetings, etc.

The National Vice President is advisor to the ZDs, supervises their activities, and assists them in the coordination of their duties nationally. The ZDs provide the National Vice President with copies of all correspondence and reports to or from the Regions within their Zones, advising of any problems or difficulties associated with Region relations.

b. ZD Tools of the Office

1) NBO Assistance/NBO Reports, Listings, etc.

NBO provides the necessary cooperation, clerical assistance and tools to carry out ZD duties and responsibilities, including NBO reports, listings and forms, and National Programs administered by NBO.

c. Conduit Principle - A Two-Way Flow Of Information

1) Representing the Region on the National Board

The ZD asks Regions in the Zone for suggestions or items for the National Board Agenda for submission 45 days prior to the National Board Meeting.

2) Representing the National Board to the Region

The ZD transmits National Board directives and recommendations to Region Presidents after each National Board Meeting. The ZD acts as National's adviser to the Regions in dealing with specific problems that may arise and lets the Regions know he/she is available when needed. The ZD also promotes interest in successor candidates and prepares them to assume ZD duties.

d. Duties & Functions - Zone

Note: The number listed after an item heading refers to the item # in this Region's Chronological Checklist/ZD Duties, see page 46.

1) Region Contact

The ZD should be in regular contact with Region Presidents to get to know Region leaders and carry out responsibilities as liaison between Region and National. Contacts include the following:

a) Visits [1]

Attempt to visit each Region at least once a year. If feasible, visit a different Region monthly. Where Region activities are being actively promoted, less frequent contact is needed.

From time to time, it may appear necessary to travel to a chartered but inactive Region for the purpose of rejuvenating it.

b) Personal Letters/Phone Calls or Emails [2]

These are made to Region Presidents as needed.

c) ZD Newsletters [3]

Quarterly ZD Newsletters will be published in VCA Notes. These update the Zone membership on National Board Meetings and other pertinent National and Zone information.

d) Zone Events Calendar [4]

To coordinate and promote Region, Zone and National Events for the year, the ZD publishes the Zone Events Calendar as soon as each Region's calendar of events is received.

e) Zone Officers Meetings [5]

With the ZD as Chairman, the Zone Officers Meeting is comprised of the Region Officers in the Zone. These meetings can be helpful in opening up lines of communication between the ZD and Region Officers. It can be held annually or as deemed necessary by the ZD, with locations varied within the Zone. The ZD encourages all Region Officers to attend.

Additionally there will be an annual "Zone Presidents Meeting" at the Zone Rendezvous or VOI. Each ZD will meet with the Presidents of the Zone the ZD represents. Minutes of these Zone meetings will be distributed to NBO, Officers and Regional Presidents within 30 days of the meeting.

2) Agenda: National Requirements

An active and growing Region is important. In contacts with Regions in the Zone, ZD attention would include the following items.

a) Membership [6]

Encourage Region Presidents to establish a Membership Committee who makes personal contact with new members and those who are not renewing, and who recruits new members using tools provided to Regions by NBO:

Monthly membership listings;

Recruitment VCA NOTES provided by NBO;

National Membership Programs.

b) Activities/Events Committee [7]

Point out to Region Presidents the importance of this Committee in providing a variety of Region and joint events within the Zone and in hosting and participating in Zone and National Events. Regions should be aware of the National requirement to hold a minimum of one Region Event each quarter.

c) Region Newsletters [8]

The ZD monitors Region newsletters for compliance with the Region Events requirement. Therefore, Regions should be aware they are required to include the ZD and NBO on their newsletter mailing lists, and to publish at least one newsletter per quarter. The newsletter may be of simple format providing it contains sufficient content to convey the activities and news of the Region.

d) Annual Calendar of Events [9]

Regions shall submit their upcoming year's calendar of events to the ZD before the end of the year. The ZD should point out that this enables publishing a Zone Events Calendar to coordinate and promote Region, Zone and National Events. A Region's failure to fulfill this requirement could result in sanctions to be determined by the National Board.

e) Annual Financial Statement [10]

Most Regions consider this to be a confidential Region matter. The ZD does not normally advise them on their finances except to suggest that a Region maintain adequate reserves to cover normal operating expenses (cost of newsletter, etc.), for a one-year period, and use any surplus to benefit the membership. The Region must submit an annual financial statement at the end of the Region year to the ZD. Failure to comply could result in sanctions to be determined by the National Board.

f) Annual Notice of Change of Officers [12]

Regions must respond promptly to NBO's request each October to provide the names, addresses and phone numbers, e-mail addresses of Region Officers elected for the coming year.

g) Other Requirements

The ZD should be aware of the following conditions or requirements and should assist NBO as needed:

Required Documentation

Each Region shall file a copy of the following Region documents with the NBO:

Petition to Form a Region

Bylaws

Constitution

State Province/ Incorporation documents and renewal of incorporation on an annual Basis

e. Duties & Functions - National

Note: The number listed after an item heading refers to the item # in this Region's Chronological Checklist/ZD Duties, see page 49.

1) Formation of New Regions [19]

ZD/NBO Activity

The formation of viable new Regions is essential to the growth of the Club. The ZD and NBO shall cooperate to pursue all leads. NBO shall assist the ZD in new Region formation.

The ZD reviews Zone membership for potential; initiates where feasible, pursues any member interest expressed, puts member in touch with NBO for procedural details.

When the NBO is contacted directly, the ZD must be notified before the NBO proceeds.

After the initial contact has been made and the official request, in the form of the petition to form a Region, is received and the petition verified, the NBO handles all correspondence. The ZD is copied on all NBO correspondence and is notified of all meetings, attending if feasible. The clerical responsibility (as well as secondary

responsibility for initiating new Region formation) has been given to the NBO for the following reasons:

All member data are maintained and updated frequently at NBO. The NBO is staffed with clerical personnel, current member records, and copying and mailing equipment, which are essential for quick response during the formation process; also, there is a second point of contact, which is always available for members who are unable to contact their ZDs.

Approval of any new Region by the ZD, the National Vice President and the Executive Director is required. Such approval is to be in writing, with copies retained by the NBO.

Whenever possible, the ZD should be available to present the Charter to the newly formed Region. The Charter is prepared by NBO and sent to the ZD, who coordinates the presentation of the Charter with the Region President.

2) Attendance at National Board Meetings

a) Annual Meetings [20]

All ZDs attend the Board Meeting, and the Annual Meeting.

ZD Executive Meetings are held the day prior to each Regular National Board Meeting and all ZDs attend. The "home" ZD chairs the meeting.

b) National Budget Meeting [21]

During the National Board Meeting, ZDs select three representatives on a rotating basis to attend the National Budget Meeting (if held), enabling each ZD, in turn, to become familiar with and give input to the budget process.

3) Reports to Board [23]

All ZDs must submit a written report to NBO twice yearly. The reports are due to the National Office by June 1 and December 1 of each year, distribution to all National Board members.

Reports should cover past six months' work and future six months' plans and goals, including events attended within Zone and beyond; correspondence and phone contacts; status of Region activity, membership growth, newsletters, etc.; intended visits; plans for future Zone Events, etc.

SECTION SIX: NOMINATIONS AND ELECTIONS

SUPPLEMENT OF PROCEDURES TO BYLAWS ART VII: NOMINATIONS / ELECTIONS

1. Election Procedure

In National elections ballots are to be consecutively numbered.

The member voting must be an "Active" member, must sign the ballot and print his/ her name below the signature.

The vote for Director At Large and Zone Director on each ballot is to be evaluated independently, as follows:

DALs:

A vote for only the DAL in the members zone is accepted.

A vote for more than one DAL invalidates the DAL vote only.

ZDs:

A vote for any one ZD is accepted provided the "Active" member's Region is within the Zone represented by the ZD Candidate voted.

A vote for more than one ZD voids the ZD vote only.

A write-in candidate on the ballot for either DAL or ZD voids any vote for either DAL or ZD. A write-in candidate for both DAL and ZD voids any vote for both DAL and ZD.

The postmarked location, or return address either on the envelope or on the ballot, shall not be a criterion for rejection.

Ballots must be returned to the address on the ballot and received by October 15th by the tabulator or they will not be counted.

2. Schedule

May 15th: All petitions for DAL and ZD must be received by the National Secretary.

June 5th: On or before this date, the National Secretary with the cooperation of the Election Committee, will mail the rules, deadlines and instructions for the election to all candidates.

July 10th: On or before this date the candidates' statements must be received by the Election Committee proofing appointees for inclusion in the ballot package. No members of the Election Committee who are current candidates for DAL or ZD shall see the statements of any other candidates. Statements will be sent directly to the person assigned to proof the statements.

July 24th: On or before this date, the proofed candidates' statements will be sent to the NBO for inclusion in the ballot packet.

If any date falls on a Sunday or holiday, the due date will be the next regular business day.

The NBO will send a copy of the printer/mailler's version to the proof readers for rereading and correction in time to have the ballot printed and mailed by September 1st.

In the case of an uncontested election with no ballot issues, a ballot would be printed in VCA NOTES for members to send in if they chose, in lieu of printing and mailing of ballots.

The ballots will be sent to the active members (for DAL elections) and to Region Officers (for ZD Elections) by US mail.

3. Rules

Candidate statements are limited to a maximum of 300 words. The statements will be proofed for accuracy of claims and as to spelling and grammar only.

VCA NOTES and/or Viper Magazine will run an article on the election in the September/ October issue reminding members to vote, telling those members who have not received their ballots by September 30th, to contact the NBO to have one mailed to them.

The NBO shall not provide labels, disks or lists for political purposes. No candidate, proponent, or opponent of any issue shall use labels generated by the NBO for political purposes.

Campaigning for a National office is not permitted on the VCA web site or VCA lists. Nor can campaign material be included in any information connected with National Board Meetings or National Events.

4. Election Committee

The Election Committee shall have jurisdiction over the conduct of all National elections.

5. Conflict of Interest Policy

The Board has adopted a conflict of interest policy and a form, to be signed by each Board member, which is found as Appendix B.

SECTION SEVEN: REGIONS

SUPPLEMENTS OF PROCEDURES TO BYLAWS ARTICLE VIII: REGIONS

1. Region Formation Procedures

These Region Formation Procedures pertain to forming a new Region as well as a Region being revitalized. It is hoped that they will provide ZDs, NBO, and Club Officers and members desiring to form a new Region or revitalize a deactivated Region, with the Procedures required by the VCA Bylaws, in a handy, step-by-step form.

a. Formation Process

Whenever possible, it is the duty of the ZD to assist in organizing a new Region located within his Zone, and to help coordinate efforts of getting the new Region under way. The ZD may be able to assist in contacting the local dealer for assistance.

1) Documentation

Bylaws Article VIII - 2 a), states that the forming Region "Submit to the National Business Office a set of documents for the purpose of incorporating the proposed Region in one of the United States, Canada, or one of the possessions of the United States. The documents shall be processed as stated in the Standard Operating Procedures. When the request to form a Region has been approved by the Zone Director, the Vice President and the Executive Director, a charter will be issued to the Region". Approval is to be in writing, with copies maintained by NBO.

Bylaws Article VIII - 2 c), states that the forming Region "assure that its bylaws, which must be approved by the Zone Director, the Vice President and the Executive Director, state that the Region agrees to abide by the National Bylaws. It is understood that each Region shall alone be responsible for any event or activity it sponsors or conducts". Approval is to be in writing, with copies maintained by NBO.

The following documents are to be submitted to NBO:

Petition to Form a Region

Forming Grant Request

Region Bylaws

Incorporation Document

Region Constitution

A sample of each document (except Incorporation Document) is included in **Appendixes D-G.**

2) Schedule of Procedures

The following schedule should be followed in submitting these necessary documents to NBO for approval and in arranging the necessary organizational and subsequent meetings during the formation process.

a) Petition to Form a Region

Application to form a Region is made in the form of the Petition to Form a Region, signed by fifty Active Members. The original of the Petition must be sent to the NBO for verification of the signatures and membership and coordination with the appropriate ZD. The Petition must also indicate the four

Temporary Officers of the new Region, (President, Vice President, Secretary and Treasurer), and the Region name. See Appendix D

In choosing a name for the Region, it is recommended that the name of the geographic area be used rather than an ambiguous name that does not denote any specific area. A name that is too all-inclusive would be confusing to members of other Regions or Regions that might be formed later. Forming Regions may not use any part of the name of an existing Region. It should be noted that once the name has been approved by NBO, any name change must also be approved. Bylaws Article III, Region 3.

b) Region Boundaries

Upon receipt of the Petition to Form a Region, the Executive Director and the ZD shall establish the boundaries to be used for the new Region (zip code, geographical consideration, etc.), and notify the adjacent Region(s), the appropriate ZD, and the National Vice President, of the intent to form a Region. A list of the members (if any) within the new boundaries, who are members of existing Region(s), shall be provided to the existing Region(s) so they can be advised of the intent to form the Region, so the loss impact of these members can be evaluated by the losing Region(s).

Any objections to the formation of the new Region must be received by the Executive Director, in writing, within 30 days after notification of the intent to form the Region. If there are objections to the formation that the Executive Director cannot resolve, the matter will be brought before the ZD and National Vice President for a resolution.

If no objections are received within 30 days, the boundaries described shall be used for the new Region and the process will continue.

c) Verification of Petition

Upon verification by NBO that the names on the Petition are shown as active members in good standing, a Temporary Region will be established in the computer by the Executive Director, who will notify the ZD, the National Vice President and the Regions involved.

Upon approval of the Petition to form a Region, NBO shall provide the Temporary Officers a list of names and addresses of all members residing in the same zip code areas assigned to the new Region who belong to other Regions. A copy of the list will also be sent to the current Regions.

NOTE: The list of members furnished to the Temporary Officers for the purpose of Region formation MAY NOT be used for any other purpose. Member names MUST NOT be released to unauthorized parties.

All members who signed the Petition and any At-Large members within the boundary of the Temporary Region will be transferred automatically to the Temporary Region.

Members residing in the same zip code areas assigned to the new Region, who belong to other Regions, will be transferred to the new Region automatically by NBO BUT AT THE SAME TIME. NBO will write the members advising them of the new Region and of the transfer, informing them that they can remain in their old Region by written notice to NBO.

d) Forming Grant

Upon notification by NBO of approval of the Petition to Form a Region, the Temporary Region may apply to NBO for a \$500 grant. See Appendix E

e) Region Bylaws

As stated, upon notification from NBO of approval of the Petition to Form a Region, the Temporary Region may submit their proposed bylaws to NBO for approval by the ZD, the National Vice President and the Executive Director. See Appendix F

When the Executive Director has advised the forming Region that the Region Bylaws have been approved, the Region may incorporate in their state or province (See h).

The Regions should adjust their own operating dates, no matter when they are formed, to have their elections and installation of Officers by October 1st each year. It is recommended that the Region President not serve more than two consecutive terms.

f) Organizational Meeting

Following establishment of the Temporary Region by the Executive Director, announcement of the formation of the local VCA Region should be prepared, together with an RSVP invitation to attend the organizational meeting using the listing provided by NBO. It is suggested that the organizational meeting be held in a convenient attractive setting with ample parking. These announcements and invitations should be mailed at least three weeks prior to the meeting.

Be sure to make it clear that spouses are invited. The local dealer and other members of Viper Club of America, Inc. in the area should be invited. The local dealer may be able to help publicize and possibly assist in the organization effort.

Stick-on nametags should be prepared from the RSVP list so that people can become acquainted from the very start.

The Temporary Officers (listed on the Petition to Form a Region) should be introduced to state briefly the purpose of the meeting. Temporary Officers shall be listed in VCA notes with their contact information. Before dismissal of the first meeting, the date and location of the second meeting should be announced providing there is sufficient interest to proceed with the organization. This gives those present a chance to plan their schedules and to invite additional owners who may not have heard about the first meeting. The NBO supplied application forms should be made available to all in attendance so every one can help with the recruitment of new members. The main purpose of the organizational meeting is to determine the feasibility of establishing a Region.

g) Second Meeting

Greater participation at the second meeting might be encouraged if a flier were prepared with names of attendees and photos of the first meeting. The flier should be mailed using the mailing list from the first mailing. At the second meeting, a display board with additional photos from the previous meeting, along with names of attendees, would help to develop a feeling of unity and enthusiasm. The Region officers are elected at this meeting.

h) Incorporation Document

Articles of incorporation should be submitted to the state/province of incorporation as prescribed by law. New members may include a lawyer who could be helpful in this process

Each Region must incorporate with the state or province they are located in, and submit a duplicate copy of the incorporation document to NBO, within 120 days of the date shown on the petition to form a Region. Failure to do so may result in the withdrawal of approval of the formation of the Region. The document must show the date of incorporation.

i) Region Constitution

The Region Constitution (where required), properly completed, must be furnished to the NBO at the same time the incorporation document is submitted. The Region Constitution must not conflict with the National Bylaws. See Appendix G.

3) Charter Presentation

The charter will be sent to the ZD for presentation to the new Region. The event should be arranged so that the ZD can attend and present the Charter personally, if possible.

a) Forming Grant

The initial forming grant shall be \$500. This money should be used for mailings to members and the cost of incorporation.

2. Region Operating Procedures

a. Position within VCA

The ZD is the Region's representative on the National Board, acting as liaison between the Region and National. Wherever possible, Regions should direct their inquiries and other correspondence to their respective ZDs. Region newsletters should encourage members to write to their local Region Officers, whose names and addresses should be included in each issue. The ZD and NBO stand ready to assist Regions and their members whenever called upon.

b. Activities

The Activities Committee should promote a variety of local activities that most appeal to the Region members, as well as hosting joint Region and Zone Events.

A calendar of events for the coming year should be submitted to the ZD when requested. This helps avoid conflicting events within the Zone and Nationally, and enables the ZD to coordinate and publish a timely Zone Calendar of Events. October is a good month to hold a planning session. Invite all members, set down each month's event for the coming year, send a copy to the ZD, and publish it in the next Region newsletter, with a running calendar for the next 12 months in each issue.

Event publicity and a reservation form should be in the Region newsletter at least two months prior to the event. Publicize Zone Events even earlier, with information provided to VCA NOTES and Viper Magazine to attract wider participation. Emphasize that it will be fun to participate and meet other Club members. After the event, a positive write-up in Region newsletter that reflects, "You missed a great event if you missed this one", should attract members to the next one.

In addition to newsletter publicity, some Regions have used the direct-mail approach, such as mailing postcards to each member as event fliers. A variety of events attracts a wider cross-Region of members and might include:

Driving Events

These attract members who may not participate in social-type activities. Examples are rallies, Autocross, Road Racing, Drag Racing.

The Activities Committee should consider as part of its agenda, the education of members regarding these events in a way that encourages participation and support. It should also familiarize itself with VCA's insurance coverage, described in Section III.

Tech Sessions

These deal with mechanical or restoration subjects and attract members with special interests. May be held with the help of Dealerships and Viper Technicians. Usually held indoors, these are good car-oriented events for those poor weather months.

Dinner Meetings

These are also events to fill in the poor-weather months and Regions find better response to those that include car-related videos, or guest speakers on timely topics. There are many sources of interesting videos.

Picnics and Family Events

Driving to one in a Viper "caravan" adds an additional dimension. Adding a few questions and a prize for the highest score turns the drive into a low-pressure rally. A "caravan" has been successful on many occasions, including to and from Region or Zone Events. SnakeTrip, is an enjoyable cross-country caravan that guides distant members to the Viper Owners Invitational, our National Convention held every other year.

Joint Events with Other Regions in the Zone

These include the nationally subsidized Zone and National Events. Your ZD will gladly brief your Region about hosting one.

c. Hospitality/Welcome Committee

This Committee is often made up of a Chairman and all Board members. Each should make an effort to welcome first-time members, introduce them to Region Officers and one or two other members in an effort to encourage them to participate in future events. A blank included on the event reservation form to indicate new/ first-time attendees can assist in identifying these members in advance of the event. A member of the Hospitality Committee should be assigned to providing these members with temporary name badges that indicate "new" members to Committee members and others attending. It is also a nice gesture to introduce new members and first-time attendees at each event when other announcements are being made. Publishing pictures and names in the next newsletter is even better proof that their participation is appreciated. The Committee might follow up with a phone call inviting them to the next event or two.

d. Newsletters

Region newsletters or bulletins published by the Region are very important publications for the information of their membership and can contribute to the growth and development of the Region.

Regions are required to publish a minimum of one issue each quarter and it is mandatory that each issue be mailed to each Region member, to their respective ZD and to NBO. It is also

strongly recommended that VCA NOTES Editor and the Editor of VIPER MAGAZINE be included on the newsletter mailing list. At the option of the Region, copies may be sent to newsletter editors of other Regions in order to facilitate the exchange of information. Region Mailing Labels are available from NBO for this purpose.

Region newsletters may be produced by compensated or uncompensated member volunteers, or by individuals or firms within or without the membership on a contract basis. Such newsletters may carry paid advertising, but income from it in excess of cost may be taxable. There are no territorial restrictions on advertising by Regions.

The Region's newsletter need not be elaborate to perform its local function, however, each issue should contain some basic information essential to the membership, as follows:

The name, address, and phone number (with area code) of Region Officers, Board Members, Newsletter Editor and Zone Director. Preferably, these will appear in the masthead area, along with membership information, how to join, and who to contact for advertising rates. Newsletters should encourage members to address inquiries to their Region Officers first.

A schedule of events for the next twelve months, if possible, but at least for the next three months.

A "selling" announcement of the next event, preferably of the next two, complete with reservation information, and a report on the previous month's event.

Publicity on events of other Regions in the Zone; publicity on Zone and National Events, etc.

Welcome to new members, giving their names.

Renewal reminder to those who have received renewal notices and a final reminder to those listed for expiration.

Proper use of Viper trade name and trademarks in Region newsletters is of vital interest to Region editors.

e. National Programs

Raffles. Viper Owner Invitational.

f. Other Requirements/Restrictions

1) Required Documentation

Each Region is required to have a copy of certain documents on file at NBO as follows:

Petition to Form a Region. (Some Regions may not have this document available because this was not a requirement until after they were formed).

Region Bylaws

Region Constitution (as required by applicable State Law)

Region Incorporation

2) Contracts and Checkbooks

When a Region enters into a contract, it should do so in the name of the Region. The Viper Club of America, Inc. is a corporation. Each Region authorized by the National Club is also a corporation. All contracts entered into on behalf of a local Region should be done in the form of, Viper Club of America, Inc., (name of) Region.

Region correspondence may be sent out on stationery using "Viper Club of America" or "Viper Club of America, Inc.", but the Region name should appear in close association to the name of the National Club.

Region checks should use the designation discussed regarding contracts. Region checks should never use Viper Club of America, Inc., alone, but only in conjunction with the Region name. This will avoid any mistake concerning who was contracting to do what and checks using the wrong designation can cause confusion.

3) Use Restrictions-Club Name/Stationery/Merchandise

Region Presidents must be vigilant against the misuse of the Club name, stationery, newsletters, Club Store merchandise, or Club position.

4) Federal, State and Local Tax Returns

It is the responsibility of the Region to file the required tax returns. Each Region should seek an opinion from a tax lawyer or an accountant on the subject of whether tax returns should be filed. This information should be passed on to successor officers of the Region.

5) Member to Member Directories

The Member to Member Directory is a way to find and contact other VCA members. It facilitates camaraderie and enhances the Viper Ownership experience. Members who wish to be excluded from this benefit may check the appropriate box on the membership application form. See Appendix H.

3. Suspension or Revocation of Charter

On behalf of the National Board, the ZD, the National President and the National Vice President shall initiate the written notice required in Bylaws Article VIII Region 5 to be sent to all members of the Region 30 days prior to the formal Board vote as requested by the ZD, advising the Region of the proposed vote to suspend or revoke the Charter. The letter should include the information stated in Bylaws Article VIII Section 5, and that, in the event the Region Charter is revoked, the members of the Region will be distributed to surrounding Regions, and if revocation occurs, National will demand payment of all funds in the Club Treasury and the surrender of all corporate documents and National will advise the Secretary of State or Corporation Division that the corporation's entitlement to use the Club's name has ended and that the corporation be terminated.

SECTION EIGHT: MISCELLANEOUS PROVISIONS

1. Committees

TO BE DETERMINED

2. Disclosure of Benefits

Any payment, reimbursement, or benefit given to or paid for any Board member, appointed official, committee chairman or committee member shall be reported to the Board by the VCA at the end of each calendar quarter and shall be made available, upon request, to any Club member.

APPENDIX A: CERTIFICATE OF INSURANCE REQUEST FORM

VIPER CLUB OF AMERICA
PO Box 2117
Farmington Hills, MI 48333-9903

DATE

TO BE DETERMINED

APPENDIX B: CONFLICT OF INTEREST POLICY

VIPER CLUB OF AMERICA, INC.

This statement of policy applies to, and is intended to serve as guidance for, each member of the Board of Directors of VCA, and all officers, employees, volunteers and paid professionals, regardless of position.

Those of us who choose to work with **Viper Club of America, Inc. ("VCA")** serve a critical role in the interface of VCA with the public. We are all held to a high standard of ethics, and assume an obligation to subordinate individual interests to the interests of VCA. We must serve without loss or embarrassment to VCA and in such a way as to enhance the public and membership confidence in VCA. It is important to avoid not only real conflicts of interest, but also any appearance of a conflict of interest. All decisions are to be made solely on the basis of a desire and duty to promote and protect the best interests of VCA.

Article 1. In light of the foregoing, I hereby certify and agree as follows:

1. Disclosure Obligation. In the event I must consider any transaction for VCA, which also involves:

- (a) myself, or a member of my family (e.g. spouse, parents, siblings, children and/or any other relative); or
- (b) organization with which I may be affiliated; or
- (c) any other relationship or business affiliation that reasonably gives rise, or could give rise in the future, to a conflict involving VCA;

I will, at the first knowledge of the transaction, disclose fully to the President of VCA the precise nature of my interest or involvement.

For purposes of this policy, I understand a "relationship" or an "affiliation" with an organization is understood to exist if I, or a member of my family (i) is an officer, director, trustee, partner, member, employee or agent of such organization, (ii) is either the actual or beneficial owner of any interest in such an organization, or (iii) has any other direct or indirect dealings with such organization from which I (or any member of my family, or any affiliate) knowingly is materially benefited (e.g. through receipt directly or indirectly of cash, property or other consideration or remuneration).

2. Restrictions on Voting. If I have declared, or not withstanding the above, have been found by a majority vote of the Board to have a conflict of interest in any matter, I shall not vote on any such matter, but I may participate in the discussion of the matter and may be present at the time of a vote on such matter, unless requested otherwise by a majority vote of the Board.

Article II. Further Guidelines While no set of guidelines can guarantee acceptable behavior, I agree that I should be guided by the standards of behavior described below as I go about my duties:

- (a) All real and potential conflicts of interest, along with situations that might create an appearance of a conflict of interest must be fully disclosed.
- (b) Any person serving VCA should be willing and prepared to answer questions asked by the National President or the Board related to any conflict of interest or any potential conflict of interests.
- (c) The business of VCA and its various committees is to be conducted in observance of both the spirit and letter of applicable federal, state and local laws, rules and regulation.
- (d) VCA properties, services, opportunities, authority and influence are not to be used for private benefit.
- (e) Reimbursable expenses incurred by me in the furtherance of VCA business are to be reasonable, necessary and, if \$25.00 or more must be substantiated.
- (f) Gifts, whether cash, services or other things of value, must not be given or received, unless they are gifts of nominal value exchanged in the normal course of business, and all gifts given or received must be disclosed.
- (g) I shall exhibit honesty, loyalty, candor and professional competence in my relationships with the public, members and others involved with VCA.
- (h) I shall have the obligation to maintain the confidentiality of VCA matters.
- (i) I shall at all times support the purposes of VCA, as the Board shall define them.

If in doubt as to whether a situation constitutes a conflict of interest, I agree to request that the Board determine whether a conflict may exist. Disclosures I agree to make hereunder shall be continuously reported and updated.

Article III. Conflicts of Interest. I HAVE REVIEWED AND FULLY UNDERSTAND THE ABOVE CONFLICT OF INTEREST POLICY OF VIPER CLUB OF AMERICA, INC., AND I AM IN COMPLIANCE WITH SUCH POLICY, EXCEPT AS DESCRIBED BELOW. IF ANY CIRCUMSTANCE SHOULD ARISE IN THE FUTURE, WHICH MIGHT REQUIRE A MODIFICATION OF THIS INFORMATION, I WILL SO ADVISE THE PRESIDENT OR EXECUTIVE COMMITTEE OF VCA AS SOON AS I BECOME AWARE OF ANY SUCH MATTER. Exceptions (If none, please write "None"): _____

Signed _____

APPENDIX C: NOMINATING PETITIONS FOR ZD AND DAL

NOMINATION PETITION

FOR THE OFFICE OF ZONE DIRECTOR

The following Active Members of the VIPER CLUB OF AMERICA, INC.

_____ Zone, nominate _____, an Active Member
of the _____ Region, for election (or reelection) to the office of
_____ Zone Director on the Board of Directors of the VIPER CLUB OF
AMERICA, INC., for the term starting January _____.

PRINTED NAME	SIGNATURE	MEMBERSHIP NO.	DATE
1. _____	/ _____	/ _____	/ _____
2. _____	/ _____	/ _____	/ _____
3. _____	/ _____	/ _____	/ _____
4. _____	/ _____	/ _____	/ _____
5. _____	/ _____	/ _____	/ _____
6. _____	/ _____	/ _____	/ _____
7. _____	/ _____	/ _____	/ _____
8. _____	/ _____	/ _____	/ _____
9. _____	/ _____	/ _____	/ _____
10. _____	/ _____	/ _____	/ _____

A minimum of 5 Active Member's signatures are required.

I, _____, the nominee, accept this nomination and agree to serve if elected

Note: All petitioning for election must be submitted to the National Secretary by May 15th of the election year

NOMINATION PETITION

FOR THE OFFICE OF DIRECTOR AT LARGE

The following Active Members of the VIPER CLUB OF AMERICA, INC.,
Nominate _____, Membership No. _____, Active Member of
the _____ Region, for election (or reelection) To the office of Director at Large on
the Board of Directors of the VIPER CLUB OF AMERICA, INC., for the term starting
January _____. I have held the officers/Directors position of _____ In the
_____ Region during the time period of _____.

PRINTED NAME	SIGNATURE	MEMBERSHIP NO.	DATE
1. _____	/ _____	/ _____	/ _____
2. _____	/ _____	/ _____	/ _____
3. _____	/ _____	/ _____	/ _____
4. _____	/ _____	/ _____	/ _____
5. _____	/ _____	/ _____	/ _____
6. _____	/ _____	/ _____	/ _____
7. _____	/ _____	/ _____	/ _____
8. _____	/ _____	/ _____	/ _____
9. _____	/ _____	/ _____	/ _____
10. _____	/ _____	/ _____	/ _____
11. _____	/ _____	/ _____	/ _____
12. _____	/ _____	/ _____	/ _____
13. _____	/ _____	/ _____	/ _____
14. _____	/ _____	/ _____	/ _____
15. _____	/ _____	/ _____	/ _____
16. _____	/ _____	/ _____	/ _____
17. _____	/ _____	/ _____	/ _____
18. _____	/ _____	/ _____	/ _____
19. _____	/ _____	/ _____	/ _____
20. _____	/ _____	/ _____	/ _____
21. _____	/ _____	/ _____	/ _____
22. _____	/ _____	/ _____	/ _____
23. _____	/ _____	/ _____	/ _____
24. _____	/ _____	/ _____	/ _____
25. _____	/ _____	/ _____	/ _____

A minimum of 25 Active Member's signatures is required.

I _____, the nominee, accept this nomination and agree to serve if elected.

_____ / _____

Nominee's Original Signature Date

Note: All petitioning for election must be submitted to the National Secretary by May 15th of the Election year.

APPENDIX D: PETITION TO FORM A REGION

We, the undersigned ACTIVE MEMBERS of the VIPER CLUB OF AMERICA, INC., request permission to form a Region of the Club. (50 signatures are required to form a new Region)

The name of the new Region will be:

VIPER CLUB OF AMERICA, INC., _____ REGION.

PRINTED NAME	MEMBER NUMBER	SIGNATURE
--------------	---------------	-----------

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____

The following members have been designated as the Temporary Officers of the VIPER CLUB OF AMERICA, INC., _____ REGION.

They will hold office until the formation process is complete and the election of Permanent Officers can be held.

PRESIDENT _____, SECRETARY _____,
 VICE PRESIDENT _____, TREASURER _____,
 _____ / _____

Signature Temporary President Date

The name appearing above as Petitioners have been verified as ACTIVE MEMBERS of the VIPER CLUB OF AMERICA, INC.

This Petition to Form a Region is approved this _____

_____ Executive Director

ZD, _____ Zone _____

National Vice President

APPENDIX E. FORMING GRANT REQUEST

We, the Temporary Officers of the VIPER CLUB OF AMERICA, INC.,

_____ REGION, hereby apply for a grant in the amount of
\$500 for the purpose of forming the Region.

Temporary President _____

(Signature)

_____/_____/_____

Print President's Name/ Member Number/ Date

Temporary Treasurer _____

(Signature)

_____/_____/_____

Print Treasurer's Name Member Number Date

APPENDIX F. EXAMPLE REGION BYLAWS

**BYLAWS OF THE VIPER CLUB OF AMERICA, INC.,
REGION**

APPROVED BY VOTES OF THE Board of Directors (date) and the general member ship (date)

ARTICLE I. MEMBERSHIP AND ELECTIONS

A. Members shall be classified in the following manner as shown in the National VCA bylaws.

B. 1. Active/Family Members (adult family members)

2. Honorary Members

C. Membership in the Region is open to anyone who is in good standing with National VCA and requests National VCA to have their membership affiliated with this Region.

ARTICLE II. SUSPENSION OR REVOCATION OF MEMBERSHIP

Any member or members not in good standing with the National Club shall automatically have their Region membership suspended until such time as they are restored to good standing in the National Club. Any member or members who have had their National membership revoked shall automatically have their Region membership revoked.

ARTICLE III. OFFICERS AND BOARD OF DIRECTORS

A. The Officers of the Region shall consist of President, Vice President, Secretary and Treasurer. The Officers shall be known as The Executive board. The Immediate Past-President shall serve as an Ex-Officer during the term of the successor. In the event that the Ex-Officer does not complete the term of office, no replacement will be provided.

B. The Board of Directors shall be elected every 2 years. The election process is as follows:

1. A Nominating committee shall be established, chaired by the Immediate Past President and consisting of up to four other members in good standing appointed by the President and confirmed by the Board of Directors at the third quarterly meeting of the Board of Directors in July.
2. Starting in July the Nominating committee begins their search for candidates who agree to serve on the Board of Directors. If the immediate Past-President is not available another Chairperson may be appointed by the President and confirmed by the Board of Directors.
3. Further nominations may be made by an Active/Family member in good standing to the Secretary of the Region no later than August 30th.
4. All elections shall be by secret ballot. Such ballot will be distributed in September, usually in the Region newsletter. To be counted, all ballots must be received by the Secretary of the Region no later than September 30th.

5. Except for the Immediate Past-President (Ex-Officio) all Board members of this Region shall be elected by a majority of the vote of responding Active/Family members of the Region.

C. Officers of the Region shall be elected by the Members by October 1. Ballots will be mailed and will include a postage paid return method at least 30 days prior to the election date.

D. Officers serve for the term of 2 years. The term of Officers shall commence at 12:01 a.m. on January 1 and terminate at midnight on December 31.

E. Any Officer of this Region may resign, provided that any such resignation is made in writing and delivered to the Region President or Secretary. Unless any such resignation is, by its terms, effective on a later date, it shall be effective on delivery to such Officers, and no acceptance by this Region shall be required to make it effective.

F. Any Officer of the Region may be removed from office at any time with or without cause, by the recommendation of the Executive Board and approved by a majority vote of the Board of Directors of the Region. The officer in question shall be notified and given a reasonable opportunity for a hearing before the Board of Directors prior to such action being taken.

G. Any vacancy in an Office, except for the Immediate Past-President (Ex-Officio) shall be filled by appointment of the President with the concurrence of the Executive Board.

H. The Board of Directors shall consist of Directors. Each member of the Board of Directors has voting rights in any matters that come before the Board of Directors.

I. The members of the Executive Board and the Board of Directors shall provide reports as needed by the Internal Revenue Services, State Province of (fill in). National Business Office of the VIPER CLUB OF AMERICA, INC. and other duties as required by law.

J. The Region may limit the liability of, and provide for the indemnification of Officers and Directors (both current and past) as provided under (State) law.

ARTICLE IV: ACCOUNTS

A. The fiscal year of the VIPER CLUB OF AMERICA, INC., _____ REGION, shall begin on the first day of January and terminate on the succeeding 31st day of December.

B. The financial records shall be maintained by the Treasurer to reflect receipts, disbursements, balance and assets of the Region.

C. The funds of the Region shall be deposited in a bank under the Region name. The President will designate the bank. The Treasurer may recommend a bank based upon the best appraisal of the benefits the bank has to offer.

D. Checks and other orders for payment of monies in the name of the Region shall be signed by the Treasurer of the President of the Region.

ARTICLE V: REGION MEETINGS AND EVENTS

- A. The Region shall hold periodic meeting for the benefit of its members and their guests.
- B. All motoring events shall be limited to Viper automobiles.
- C. Notice of such events shall be announced in the Region newsletter preferably two months in advance of the event so that Active/Family members will have time to submit their reservations and payments for the respective events.
- D. The Board of Directors shall meet monthly to manage the affairs of the Region.
- E. The Executive Board shall meet monthly with the Board of Directors to manage the affairs of the Region. In addition, the Executive Board may be called into a special meeting by any officer when an urgent matter requires attention.
- F. These stipulations may be waived by a majority vote of the Region Board of Directors.

ARTICLE VI: AMENDMENTS

A. Notice of proposed amendments to the Constitution or Bylaws must be presented to the Active/Family membership at least 30 days prior to a vote on such amendments. The Constitution or Bylaws may be amended by two-thirds majority of all Active/Family members voting at a membership meeting or returning their mailed ballots. Only 1 vote per Active/Family membership is allowed.

Approval of the Bylaws is requested on behalf of the VIPER CLUB OF AMERICA, INC.,
_____ REGION,

Date _____

_____ Executive Director

ZD _____ Zone _____

_____ National Vice President

APPENDIX G. REGION CONSTITUTION SAMPLE

**CONSTITUTION OF THE VIPER CLUB OF AMERICA, INC.,
_____ REGION.**

ARTICLE I: NAME

- A. The Region shall be known as the "VIPER CLUB OF AMERICA, INC.
_____ REGION".

ARTICLE II: AUTHORITY

- A. The Region derives its authority from its incorporation as a nonprofit corporation under the laws of (State) by virtue of a Certificate of Incorporation filed with the _____ and of a charter granted by the VIPER CLUB OF AMERICA, INC., a (name of state) Corporation.

ARTICLE III: STATUTORY OFFICE

- A. The Region shall maintain a statutory office within the State/Province of _____ and keep in such office any and all books and records required by the law.

The Region shall also designate a person residing within the jurisdiction as its statutory agent upon whom process in any legal proceeding against the Region may be served.

ARTICLE IV: DURATION

- A. The duration of the Region shall be perpetual.

ARTICLE V: PURPOSE

1. To encourage and promote the admiration for and ownership, care and maintenance with safe and courteous operation of the VIPER automobile.
2. To serve as a medium of exchange of ideas, information and parts for owners of the VIPER, to aid in preserving these automobiles in their original likeness.
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 part of the national VIPER Club of America (VCA).
4. To actively pursue ways to participate in charitable events including car shows and via monetary donations from the club treasury.
5. To further the interest of owners and drivers of VIPERS and to promote the safety and enjoyment of motoring in all phases.
6. To operate within the scope of the law.
7. The club shall be a non-profit organization.
8. The club shall be non-sectarian and non-partisan

ARTICLE VI: BYLAWS

- A. The Region may adopt Bylaws prescribing the qualifications for membership, the classification, privileges, and obligations of members, the method of its organization and government, the conduct of meetings, and other such matters as may be desirable and add to or change the same from time to time as prescribed. The Region shall make no changes to its Bylaws contrary to, or in conflict with the VIPER CLUB OF AMERICA, INC.

ARTICLE VII: AFFILIATES

- A. Section 1. The Region is an organization whose interest, influence, and membership extend throughout the _____, but some activities are to be carried on by means of affiliations with other Regions and with the Nation Office of the VIPER CLUB OF AMERICA, INC.
- B. Section 2. The Region has the right to use the words "Viper Club of America, Inc. _____Region" pursuant to the Bylaws of the VIPER CLUB OF AMERICA, INC.
- C. Section 3. Unless expressly authorized by formal resolution of the governing body of the Region, no member or group of members shall use the name of the Region in connection with any activity or event, except pursuant to such rights granted to such an affiliated group, and then only in such a way as to make apparent the affiliated group is the sole sponsor of such activity or event.
- D. Section 4. All persons extending credit to, contracting with, or having any claim against such affiliated group shall look only to the funds and property of such group for the payment of any debt, damages, judgment, or other claim, so that neither the members of such group, nor the Region nor any of its members, nor any of the members of the governing body of either shall e liable therefore.

ARTICLE VIII: LIMITS OF LIABILITY OF DIRECTORS OF THE CORPORATION

- A. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest possible extent permissible under (State) law.

ARTICLE IX: INDEMNIFICATION OF THE DIRECTORS OF THE CORPORATION

- A. The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under (State) law. The Region Bylaws may authorize and provide for such indemnification.

APPROVED by votes of the Board of Director, (date) and the general membership (date).

Temporary President _____

(Signature)

_____/_____/_____

Print President's Name Member Number Date

Temporary Secretary _____

(Signature)

_____ / _____ / _____

Print Secretary's Name

Member Number

Date

APPENDIX H. VIPER CLUB MEMBERSHIP APPLICATION



Viper Club of America Membership Application- Please print clearly
Questions? Call- 800-998-1110

New membership or Renewal

VCA # (if available) _____

NAME: _____

2nd BADGE NAME (if applicable): _____

ADDRESS: _____

CITY: _____ STATE: _____ ZIP CODE: _____

DAY PHONE NUMBER: (_____) _____ E-MAIL: _____

VIN NUMBER: _____

COLOR: _____ YEAR: _____ MODEL: _____

2nd Viper Year: _____ Color: _____

CLUB SELECTION

****IMPORTANT**—THIS SECTION MUST BE COMPLETED OR YOU WILL BE AUTOMATICALLY ASSIGNED A REGIONAL CLUB BASED ON YOUR GEOGRAPHIC LOCATION.**

Your regional club selection is: _____
Club name from list below

Please choose one of the following and indicate above:

Alabama/Tennessee Arizona Central California Central and Northern Florida Colorado

Gateway (Missouri, Eastern Mississippi, Southern Illinois) Houston Illinois Indiana/Kentucky Kansas City

Mid-South (AR/LA/MS) Minnesota Motor City Nebraska/Iowa Nevada New England New Jersey

New Mexico New York/Connecticut Northern California North Carolina North Texas Ohio

Oklahoma/Kansas Oregon South Carolina Southern California South Central Texas South Florida

Virginia/Maryland Washington W. Virginia/Penn.

You have the option to fax in this membership application to Viper Headquarters at (248) 553-2138, or send us a check or money order payable to Viper Club of America. The total cost is \$115 per year. For a Venom Membership the total cost is \$150 per year.

Prorated 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). 4th Quarter- Oct-Dec=\$115 (includes next year) 3rd Quarter- Jul-Sep =\$75 2nd Quarter-Apr-Jun =\$95

Please make checks out to the Viper Club of America- *Select method of payment*

VISA/MASTERCARD

CHECK

MONEY ORDER

Credit Card #: _____

Expiration Date: _____

Signature: _____

Member Survey

Would you like to plan a club event? _____ Yes _____ No

What type of an event? _____

Are you involved in any other car clubs? If so, which club(s)? _____

Please indicate event interest (1=Very) (2=Moderate) (3=Not interested)

Driving Tours _____ Driving School (@race tracks) _____ Dinners/lunches _____

Events involving overnight stays _____ Car Shows _____ Drag Races _____

Road Races _____ Autocrosses _____ Parades _____ Other (specify) _____

At some point, would you consider being an officer of the Club? _____

If so, what position? _____

If you do not want to be included in the Member to Member Directory, please check here

Membership Liability Waiver: "In consideration of the right of membership by execution of this membership form, I release and discharge DaimlerChrysler Corporation, its subsidiaries, the Viper Club of America, Inc. and its' Regions, their officers, agents, members, representatives, and anyone else connected with this Club from any and all known and unknown damages, injuries, judgments, and/or claims from any cause whatsoever that may be suffered by any member to his/her person, family or property and related to your membership or participation in this Club."

Signature: _____ Date: _____

APPENDIX I. VIPER CLUB ACTIVITY CALENDAR

Activities, dates and owners of various Viper Club events outlined in the By-laws

DATE	ITEM	OWNER
Jan 1	Installation of officers every other year	Elected Officers
Jan	2 nd Renewal notice sent to Members	National
Jan 15	Directors Meeting (National Board)	Officers and Directors
	Publish Zone Event Calendar	ZDs
Feb 15	Meeting minutes due to National	Secretary
Feb 30	VCA Notes issued	VP
March 1	Meeting minutes posted	National
March 30	Quarterly reports to BOD and Regions	National
	Regional Newsletters to ZD & NBO	Regions
	ZD Newsletter to Regions (in VCA Notes)	ZDs
	VM issued	National
May 1	Member-of-the-year notification to Regions	National
May 15	Nominations for DALs & ZDs due to Secretary	Members
May 30	Viper Notes issued	VP
June 15	Post notice of National Board Meeting	National
June 30	Quarterly Reports to BOD and Regions	National
	Regional Newsletters to ZD & NBO	Regions
	ZD Newsletter to Regions (in VCA Notes)	ZDs
	Written report to BOD	Directors and Chairs
	BOD Meeting Agenda items to Secty	Directors
	VM issued	National
July 10	DAL & ZD Brag sheets to Secty	DALs & ZDs
July 15	Directors Meeting (National Board)	Officers and Directors
	Member-of-the-year Nominations due to ZD	Regional Pres.
July 31	Member-of-the-year nomination to NBO	ZDs
	Officer-of-the-year nomination to NBO	ZDs
Aug 15	Meeting Minutes due to National	Secretary
Aug. 31	All Budget requests to Treasurer	Directors and Chairs
	VCA Notes issued	VP
Sept. 15	Meeting minutes posted	National
Sept. 15	DAL & ZD Ballots prepared (DAL's even # years ZD's Odd # Years)	Secretary
Sept. 15	DAL & ZD Ballots mailed	National
Sept 30	Quarterly reports to BOD and Regions	National
	Regional Newsletters to ZD & NBO	Regions
	ZD Newsletter to Regions (in VCA Notes)	ZDs
	VM issued	National
Oct. 1	Renewal notices sent to Membership	National
Oct 15	DAL & ZD Ballots returned	Members
Oct 30	Newly elected officer data to NBO	Regions
	Corporation status sent to NBO	Regions
Nov 15	DAL & ZD Ballots counted and announced	National
Nov 30	VCA Notes issued	VP
Dec 15	Post notice of National Board Meeting	National
	Annual Calendar of Events to ZD	Regions
	Financial Statement to ZD	Regions
	Written Report to the BOD	Directors and Chairs
	BOD Meeting Agenda items to Secty	Directors
Dec. 30	Quarterly reports to BOD and Regions	National
	Regional Newsletters to ZD & NBO	Regions
	ZD Newsletter to Regions (in VCA Notes)	ZDs
	VM issued	National

Appendix K: VCA Zone Event Subsidy Application

Zone Event Program - National Subsidy

This VCA Program was established to encourage a multi-Region event per Zone each year. The current National Subsidy is \$500 for each qualifying event per Zone.

Criteria to Qualify –

A Zone event must be of substantial nature and shall include some type of competition (driving event, rally or concours d’elegance, etc), with awards presented to the winners. The event preferably should, but is not required to, include cooperation with other Regions in the same Zone.

The requesting Region(s) must apply in writing using this form to their ZD prior to advertising the event. The request must include an adequate description of the event, anticipated membership participation and list of Regions that could participate and the dollar amount being requested. With ZD approval, the request would then be submitted by the ZD to the National VCA Headquarters, who shall then transmit such request to the National Vice President, Treasurer, and for final approval, to the National President. Approval or denial shall be then communicated to the requesting Region(s).

After obtaining approval, the event must be reasonably and adequately advertised to all other Regions in the Zone well in advance of the event through some or all of the following: posting on the VCA web site forum, e-mails to Region Presidents, publication in newsletters, meeting, mailings, VCA Notes, VIPER Magazine, etc. To meet publication deadlines, the host Region should ideally provide publicity at least 3 months prior to the event.

Disbursement of National Subsidy –

Within sixty (60) days following the event, the “approved” Region(s) must submit an Expense Report (see appendix J) to the ZD. The ZD will review the Expense Report and , if approved, forward it to the National Treasurer for payment of the subsidy to the Host Region(s). If the Expense Report is not filed within the requisite sixty (60) day period, the VCA reserves the absolute right to deny reimbursement.

Region Name: _____

Event Contact Name : _____ Phone () _____

Address _____ City _____ State _____ Zip _____

Event Description:

Event Date(s) _____ Event Location: _____

List location of Advertising placed: (Attach copy of print event advertising if possible or forward before event)

List Regions Invited:

Region President Signature: _____ Date _____

Official Use Only	Approved – Date	Rejected – Date
		Reason:

Appendix L: VCA Region Event Subsidy Application

Region Event Program - National Subsidy

This program was established to encourage Regions to have more and better events each year. Each Region can receive a single National Subsidy of up to \$500 per year for a qualifying event.

Criteria to Qualify –

The event must be a substantial nature (driving event, rally or concours d’elegance, etc). The event must be advertised well in advance (preferably 3 months) of the event to the members in the Region and may also be advertised to other Regions. The event may or may not include cooperation with other Regions.

The requesting Region(s) must apply in writing using this form to their ZD prior to advertising the event. The request must include an adequate description of the event, anticipated membership participation and list of Regions that could participate and the dollar amount being requested. With ZD approval, the request would then be submitted by the ZD to the National VCA Headquarters, who shall then transmit such request to the National Vice President, Treasurer, and for final approval, to the National President. Approval or denial shall be then communicated to the requesting Region(s).

Disbursement of National Subsidy –

Within sixty (60) days following the event, the “approved” Region(s) must submit an Expense Report (see appendix J) to the ZD. The ZD will review the Expense Report and, if approved, forward it to the National Treasurer for payment of the subsidy to the Host Region(s). If the Expense Report is not filed within the requisite sixty (60) day period, the VCA reserves the absolute right to deny reimbursement.

Region Name: _____

Event Contact Name : _____ Phone () _____

Address _____ City _____ State _____ Zip _____

Event Description:

Event Date(s) _____ Event Location: _____

List location of Advertising placed: (Attach copy of print event advertising if possible or forward before event)

List Regions Invited:

Region President Signature: _____ Date _____

Official Use Only	Approved – Date	Rejected – Date
		Reason:

APPENDIX M: REGIONAL FUNDING CERTIFICATION

VIPER CLUB OF AMERICA REGIONAL FUNDING CERTIFICATION FORM

I, _____ am President of the Viper Club of America, _____ Region. On behalf of the duly elected Regional Officers of said Region, I do hereby acknowledge and certify that during the period from _____ to _____ 2007, our Regional Club received funding from the National Viper Club of America in the amount of \$_____. I, on behalf of the _____ Region, further acknowledge and certify that all such funding has been, or will be, utilized for lawful and appropriate purposes as outlined in the National By-Laws and Procedures of the Viper Club of America.

President, _____ Region
Viper Club of America

Dated: _____

Received by the Viper Club of America, National Offices on _____ 200_

Name

*Please note this Appendix M was adopted at the Board Meeting on August 30, 2007 in Detroit.