

Impala SS Clubs of America

Bylaws

As approved July 21, 2009

Article I. Purpose and Classification

Section 1. Purpose. The general purpose of the Impala SS Clubs of America (ISSCA), a not-for-profit organization, shall be to preserve and maintain the Chevrolet Impala & Impala SS manufactured by General Motors, to serve as an accurate source of technical information concerning these automobiles for the benefit of its members, and plan club functions.

ISSCA also may engage in other collateral activities designed to accomplish its charitable purposes, such as acquiring, maintaining, disposing, or leasing property, contracting with individuals and organizations, engaging attorneys and accountants, and filing various reports with governmental agencies.

As defined in Section 1-3-24 of the State of Illinois Liquor Control Act of 1934, the corporation will comply with the state and local laws and ordinances relating to alcoholic liquors.

Section 2. Classification of Vehicles. In order to facilitate the general purpose, the vehicle identification number must be traceable to an Impala & Impala SS, with special allowances for Caprice, or B and D bodies manufactured from 1991 through 1996 (Buick Roadmaster, Cadillac Fleetwood or Oldsmobile Custom Cruiser models) by General Motors.

Article II. ISSCA the Corporation

Section 1. Corporate Powers. The Corporate Powers of this club shall be vested in the Board of Directors (BOD), who shall be active voting members in good standing.

Section 2. Official Emblem. The National Board of Directors shall adopt the official emblem of ISSCA. The official emblem may be used and displayed by any member in good standing of ISSCA. Chartered Clubs are authorized to use the official emblem in unaltered form on projects or products for the promotion or development of the Chartered or National Club provided permission is first obtained from the National Board of Directors. The Board of Directors shall approve all electronic or printed use of the official emblem.

Section 3. Personal Liability. Neither the members of ISSCA, the Board of Directors, nor Officers, present or future, shall be held personally liable for any claim, damage, or debt against the ISSCA.

Section 4. Corporation Assets. No member of ISSCA shall have the right to individual proceeds of the club assets or property.

Section 5. . No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in , or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code.

Section 6. Upon its dissolution, the corporation's net assets remaining after satisfaction of all of its liabilities shall be distributed to organizations exempt from federal income tax under Section 501 (c)(7) or section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine which are organized and operated exclusively for such purposes.

Article III. Board of Directors (BOD)

Section 1. Members of the Board

a. Term of Office. The Board of Directors of ISSCA shall consist of two (2) directors from each region. (See Standard Operating Procedures (SOP), Chapter One, Part One). The term of office shall be two (2) years. Any member may serve an unlimited number of terms as director, provided he or she is duly elected. A minimum of half of the directors shall be elected each year. Any director may be removed for cause by a three-fourths (3/4) majority vote of the directors, at a regular or special meeting of the Board of Directors.

b. Vacancies. A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any director, or if the authorized number of directors is increased by amendment of these bylaws. A vacancy or vacancies may be filled by the remaining directors or by the members at an annual or special meeting of the active members. Directors so elected shall hold office for the term of the director replaced.

c. Vacant Regions. Following the annual election of directors, the ISSCA Board of Directors may conduct an election to seat Director(s) at Large (DAL) for regions with open Director seats. The term shall follow as defined in Section 1a Term of Office. Additional guidelines are in the SOP, Chapter Three, Part Two.

d. Age. To be a member of the Board of Directors a person shall have reached their eighteenth (18) birthday prior to election to the board and shall be a dues paying member.

e. Reduction in Number. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the term of office.

f. Fees and Compensation. Directors shall not receive any compensation, fee or salary for their services as directors. Compensation may be allowed to a director for board-approved expenses that have been incurred for the benefit of the corporation. (See SOP, Chapter One, Part Three)

Section 2. Powers of Directors

a. Call Meetings. The Board of Directors shall have power to call meetings of ISSCA when it deems necessary to conduct, manage and control the affairs, relations and business of the club. .

b. Incur Indebtedness. The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the board, and the note or obligation, if any, given for the same, signed officially by the President and the Secretary, shall be binding on the club.

c. Contracts. The Board of Directors, except as the bylaws provide, may authorize any officer(s), or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or special. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have the authority to bind the corporation by any contract or agreement, or to any amount.

d. Appointment of Agents and Committees. The Board of Directors may appoint other agents or committees, as it deems necessary, and shall fill all temporary or permanent vacancies that may occur during the year in any ISSCA office.

Article IV. Officers of ISSCA

Section 1. Election of Officers. The Board of Directors shall elect the officers of ISSCA from the Board of Directors.

Section 2. Type of Officers. The officers of this club shall be President, Vice-President, Secretary, and Treasurer. Officers shall serve for one (1) year or until their successors are elected. No member may serve more than four (4) consecutive full terms in the same office; the member may be reelected any number of times to office in a lifetime.

Section 3. Duties of the Officers

a. President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President shall sign all contracts and other instruments in writing. The Board of Directors will first approve all contracts and instruments in writing exceeding \$500.00 (five hundred dollars) and/or one year in length. At the discretion of the Board of Directors, the President may also appoint a number of officer positions that may include but will not be limited to the positions identified in Article V.

b. Vice President. The Vice-President shall perform all the duties of the President in the President's absence, and when so acting shall have all the powers and restrictions of the President as set forth in Section 3(a). The Vice-President shall perform such other duties as from time to time may be prescribed by the Board of Directors, and shall attend all their meetings.

c. Secretary. The Secretary shall attend all meetings of the members and Board of Directors, record the minutes of all meetings, keep or cause to be kept, a current register of members, give notice of all meetings of members. The Secretary shall have control of valuable papers and books of the club and shall be at all times subject to the control of the Board of Directors. The Secretary will certify and file amendments and revisions of the bylaws with the official copy kept in the principal office. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro-tempore. In addition, the Secretary shall:

1. Compile the minutes of the meeting of the Board of Directors and distribute to all board members and such other individuals as the President or Board of Directors may designate.
2. Compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times.

d. Treasurer. The Treasurer shall keep a correct accounting of the club's business transactions. The Treasurer or designee shall deposit all monies and assets in the corporation depository, as may be designated by the Board of Directors, disburse the funds of the corporation as may be ordered by the Board of Directors or the Executive Committee and may render, to the President and the Board of Directors, an accounting of the corporation's assets and liabilities, at least quarterly or, when they request such information. The Treasurer without specific approval of the Board of Directors shall incur no obligation, debt, or other liabilities.

Section 4. Officer Management

a. Removal and Resignation. Any officer may be removed for cause by a three-fourths (3/4) majority vote of the serving directors in office at a regular or special meeting of the Board of Directors. In the case of committee members chosen by the Board of Directors, removal may be directed by the President upon whom such power of removal may be conferred by the Board of Directors or by the Board of Directors themselves. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

b. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office.

c. Voting. All Officers shall have the right to vote with the assembly and to debate questions, as may any other member. Appointment or election to office shall not preclude the officer's right to vote on any matter for which they would be eligible to vote.

d. Executive Committee. An Executive Committee of the Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have the authority to conduct regular business and emergency business as outlined in the SOP, Chapter Two, Part One and set the agenda for the board meetings.

Article V. Appointed Officers

Other positions that may be appointed by the President and that are deemed necessary for the efficient conduct of club business are listed in the SOP, Chapter Three, Part One along with the title, description, and duties of these officers.

Article VI. Board Meetings

Section 1. Meeting Policy. It is standard policy that ISSCA board meetings are open to all members in good standing. Members may bring guests and perspective members to the meeting.

a. Addressing the Board. Any member wishing to address the board for any purpose is requested to brief the issue with a director prior to the meeting they plan to attend, so that the issue may be reviewed for its appropriateness to be placed on the agenda or for resolution by other means.

b. Confidentiality. To protect any sensitive business issues that need to remain confidential, board meetings may be closed in part or entirely to all persons not members of the board of directors, for any purpose, by the consensus of a majority of the board members.

c. Closed Meetings. Meetings may be closed to non-members of the Board of Directors by order of the President or presiding officer in attendance when deemed necessary, i.e. to deal with a matter such as a disciplinary action concerning a board member. At the conclusion of the specific proceedings, which called for exclusion, meetings shall be re-opened to any ISSCA member or guest wishing to attend. Records of closed proceedings shall be maintained separately from other meeting minutes and shall be kept as confidential documents of the board.

Section 2. Meeting Management

a. Meeting Location. Regular meetings of the Board of Directors shall be held at any place, which has been designated from time to time by consent of a majority of the board.

b. Regular Meeting. The Board of Directors shall hold a minimum of four (4) board meetings per year, one is to be held in conjunction with the National Event, with directors being asked to

participate in at least three. Meetings may be in person, audio, or other electronic means that allows interactive conversation.

c. Special Meeting. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or by any nine (9) directors, on notice of each director of such a meeting.

d. Schedule Notice. Notice of the time and place of regular and special meetings of the Board of Directors shall be delivered personally or sent to each director by mail or other form of written communication (e-mail), addressed to the directors' address as it is shown upon the record of ISSCA. Notices must be delivered at least ten (10) days prior to and not more than thirty (30) days prior for a face to face meeting, or five (5) days prior for other meetings.

e. Quorum. A minimum of seven (7) members of the Board shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

f. Adjournment. A quorum of the directors or officers may adjourn any directors' meeting to meet again at a stated time, place, and hour. However, in the absence of a quorum, the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

g. Attendance. Directors shall notify the President as soon as practicable if unable to attend a directors' meeting.

h. Voting. Each director shall be entitled to one vote at any meeting of the Board of Directors. A director holding a written or electronically submitted proxy, provided by an absent director, shall cast a vote on behalf of the absent director. Limit one proxy per Director. No vote shall be counted for absent directors who do not provide a written or electronically submitted proxy. A proxy shall not be considered to represent a director as present for the purpose of constituting a quorum.

i. Parliamentary Authority. The rules contained in the current edition of Roberts Rules of Order shall govern the club in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order ISSCA may adopt.

ARTICLE VII. ISSCA Membership

Section 1. Types of Membership. Membership shall be open to any person interested in promoting the purposes of this club. There shall be two (2) types of members and they are as follows:

a. Active Member. Those members whose application has been received/accepted and whose dues have been paid. Active members are entitled to all club privileges, including the right to vote with the assembly.

b. Honorary Member. Those persons whom the Board of Directors deem deserving of special recognition for their contribution to the Impala SS community. This shall be a non-voting membership.

Section 2. Membership Management

a. Application. Application for ISSCA membership shall be in writing, filed with the Secretary, and accompanied by dues for the current year.

b. Resignation. Any member may resign upon notification to the Secretary and such resignation shall be effective upon receipt by the Secretary provided indebtedness to ISSCA, if any, is paid in

full.

c. Suspension, Expulsion, and Reinstatement by the Treasurer. The Treasurer, for non-payment of dues, may suspend any member. Suspension by the Treasurer shall be at the discretion of the Treasurer. Upon payment of back dues, a member suspended for non-payment shall be automatically reinstated.

d. Suspension, Expulsion, and Reinstatement by the Board of Directors. The Board of Directors shall have summary power by vote of a majority of its members, to suspend or expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will, or prosperity of the organization, or which is likely to endanger conduct in violation of these bylaws or the rules and regulations of the club which may be taken at any meeting of such board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A three-fourths (3/4) affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be required for reinstatement.

e. Membership Dues. Membership dues shall be fixed by the directors from time to time and adjusted as necessary to provide a balanced budget. Dues shall be per calendar year payable in January with proration at 50% for July - December.

f. Membership Dues Refund. Upon the resignation, suspension, or expulsion of a member, the member's rights and privileges shall cease. In each case listed, any prorated portion of annual dues will not be refunded.

g. Certificate of Membership. Certificates of membership shall be of such form and device as the Board of Directors may from time to time elect.

Article VIII. Meetings of the Members

Section 1. Types of Meetings

a. Annual Meeting. The annual meeting of the members shall be held at a time and in a location to be determined by the Board of Directors. At this meeting, the results of the election of the Board of Directors by the active members, and the results of the election of officers by the directors of the club will be announced...

b. ISSCA Nationals. Meetings may be held at the ISSCA Nationals or other nationally sponsored events, but are not required.

Section 2. Meeting Management

a. Quorum. At all meetings of the club, two-thirds (2/3) of all voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

b. Voting Procedure. Each member in good standing shall be entitled to one vote (one vote per membership number) at any meeting, annual or special. A member holding a written proxy, signed by an absent member, may cast votes on behalf of that absent member. No vote shall be counted for absent members who do not provide a written proxy. A proxy shall not be considered to represent a member as present for the purpose of constituting a quorum.

Article IX. Chartered Clubs

Section 1. Qualifications. A chartered club is a local extension of ISSCA entitled to benefits granted by the Board of Directors. The President and Vice President of the chartered club must

be ISSCA members in good standing.

Section 2. Application. Application for chartered club status shall be made to the Board of Directors of ISSCA in the form of an application, which shall be duly signed by the President and Vice President. Applications may be obtained from the ISSCA Secretary. (See SOP, Chapter Four)

Article X. ISSCA Bylaws

Section 1. Availability. The corporation shall keep in its principal office the original (or a copy) of the bylaws as amended or otherwise altered, to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

Section 2. Amendments

a. By the Board of Directors. The Board of Directors may adopt, amend, or repeal bylaws. To be considered, a proposed amendment or change must receive a majority vote of the directors present at a regular meeting of the Board of Directors. To be enacted, the proposed amendment or change must receive a two-thirds (2/3) vote of all serving directors present or by proxy, at the next regular or special meeting of the Board of Directors.

b. By ISSCA Members. New bylaws may be adopted or these bylaws may be amended or repealed by a two-thirds (2/3) of all voting members in good standing, either present or represented by a proxy, at an annual or special meeting where a quorum is present.

Section 3. Restrictions. Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same or substantially the same, amendment or repeal.

ARTICLE XI. Types of ISSCA Sponsored Events

Section 1. ISSCA Nationals. The ISSCA Nationals is conducted by ISSCA and will be conducted by the ISSCA Event Committee and Board of Directors, with substantial (non-monetary) assistance from one or more local/regional chartered clubs. (See SOP, Chapter Six, Part One, Chapter Seven, Chapter Eight, and Chapter Nine)

Section 2. ISSCA Sanctioned Events. Sanctioned event(s) are events that are conducted by one or more chartered club(s), and which will be sanctioned by ISSCA. (See SOP Chapter Six, Part Two, Chapter Seven, Chapter Eight, and Chapter Nine)

Section 3. ISSCA Affiliated Events. It is the intent of ISSCA to encourage participation in as many events as possible. "Showing the Marquee" is an important task for owners, as these cars command much attention at shows and racing events. ISSCA believes it is beneficial to reward those who show and race their cars by providing incentives wherever possible. (See SOP, Chapter Six, Part Three).