



**VIPER OWNERS ASSOCIATION**  
**OF ILLINOIS**

# **BYLAWS FOR THE VIPER OWNERS ASSOCIATION OF ILLINOIS**

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## **ARTICLE I**

### **NAME**

#### **1.01 Name**

The name of this corporation shall be Viper Owners Association of Illinois, also identified herein as the "Association". The business of the corporation may be conducted as Viper Owners Association of Illinois Corp. or Viper Owners Association of Illinois.

## **ARTICLE II**

### **PURPOSES AND POWERS**

#### **2.01 Purpose**

Viper Owners Association of Illinois Corp. is a non-profit corporation and shall be operated exclusively for social purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code.

Viper Owners Association of Illinois Corporation's purpose is to provide a car club to organize and execute social activities for subscribing club members who are Viper sports car owners and enthusiasts.

#### **2.02 Powers**

The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purpose, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the acceptance of membership fees, financial, or in-kind contributions. The powers of the Association further include utilization of membership fees and contributions toward execution of the all related operational and social activities related to the Association.

## **ARTICLE III**

### **CLUB MEMBERSHIP**

#### **3.01 Club Membership Classes**

The Association shall have no club members, directors, officers, and/or affiliates who have any right to title or interest in or to the corporation, its properties and franchises.

Membership to the Association shall include at least two (2) levels, "Member" and "Associate Member":

- The first membership level, Member, includes a membership which is available to any owner of a Viper sports car. Membership rights associated with the Member level includes an opportunity for full access to all club activities, insurance related to the activities, associated publications, giveaways, raffles, awards, voting, and participation within leadership offices.
- The second membership level, Associate Member, includes a limited membership for non-Viper owning enthusiasts or for Viper owners not wishing to have full membership. The Associate Membership level includes the above rights of the Member level, with the exception of the associated publications (e.g., no mailings or newsletters), the voting right (e.g., not able to vote), and participation within leadership offices (e.g., no ability to hold a leadership office).

The Board of Directors may, from time to time, increase or decrease the number of membership levels and determine commensurate membership rights for each new membership level.

#### **3.02 Dues**

Validity of all club membership shall be for a period of 12 months aligning with calendar years, wherein the membership provides membership dues to the Association in consideration for a desired membership level for the corresponding twelve-month period. Fee levels for each level of membership shall be established by the Board of Directors prior to each calendar year.

# ARTICLE IV

## BOARD OF DIRECTORS

### **4.01 Number of Directors**

The Viper Owners Association of Illinois shall have a board of directors, also identified herein as the "Board", consisting of 4 elected Officers and may include additional Appointed Directors, but no more than 15 total directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. The elected directors includes a president position, a vice president position, a secretary position, and a treasurer position.

### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Association shall be managed under the direction of the board, except as otherwise provided by law.

### **4.03 Terms**

(a) All directors shall be elected and/or appointed to serve a two-year term, however the term may be extended by majority board vote until a successor has been elected.

(b) Directors may serve terms in succession.

(c) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

### **4.04 Qualifications**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and must have, or currently be, participating in the Association as a member.

### **4.05 Election/Appointment of Directors**

Appointed Directors may be appointed at any board meeting by the majority vote of the existing board of directors. Elected Directors are to be elected on the same cycle, during the 3rd & 4th quarters of the prior year to their term utilizing secret ballot mailed physically or executed via digital means.

#### **4.06 Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

#### **4.07 Removal of Directors**

A director may be removed by majority vote of the board of directors then in office, for any reasons deemed adequate by the board.

#### **4.08 Board of Directors Meetings.**

(a) Annual Meetings. The board of directors shall have a minimum of one (1) annual meeting each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any three (3) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Illinois law.

#### **4.09 Manner of Acting.**

(a) Quorum. A majority of the directors in office, or at least all four (4) officers of the Association, immediately before any Annual or Special meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(C) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president, vice president, or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

**(d) Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

#### **4.10 Compensation for Board Service**

Directors shall receive no monetary compensation for carrying out their duties as directors. The board will allow for providing monetary reimbursement of directors for expenses incurred in conjunction with carrying out Association duties or responsibilities such as travel expenses, lodging, meals, and supplies.

#### **4.11 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the Association.

# ARTICLE V

## COMMITTEES

### 5.01 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors of in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction directly from the club treasury.

### 5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes or notes shall be kept of each meeting of any committee and shall be filed with the Association records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **5.3 Informal Action By The Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.



# ARTICLE VI

## OFFICERS

### **6.01 Board Officers**

The board officers, herein known as "Officers", of the Association shall be a president (e.g., board president), vice-president, secretary, and treasurer, all of whom shall be chosen by a majority vote by the members. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

### **6.02 Term of Office**

Each Officer shall serve a two-year term of office with no limit to consecutive terms in office.

### **6.03 Removal and Resignation**

The board of directors may remove an officer at any time with a two-thirds majority vote, with or without cause. Any officer may resign at any time by giving written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.04 President**

The president shall be the chief volunteer officer of the Association. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

### **6.05 Vice President**

In the absence or disability of the president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

## **6.06 Secretary**

The secretary shall keep, or cause to be kept, minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

## **6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Association. The treasurer shall oversee and keep the board informed of the financial condition of the Association and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

# ARTICLE VII

## CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the president, treasurer, or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the board.

### **7.03 Deposits**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

### **7.04 Loans**

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

### **7.05 Indemnification**

**(a) Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

**(b) Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**(c) Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

**(d) Indemnification of Officers, Agents and Employees.** An officer of the Association who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Association may also indemnify and advance expenses to an employee or agent of the Association who is not a director, consistent with Illinois Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

# ARTICLE VIII

## MISCELLANEOUS

### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### **8.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **8.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, geographic location, and sexual orientation. It is the policy of Viper Owners Association of Illinois not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at and meeting of the Board, provided, however,

**(a)** that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(7) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

**(b)** that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

**(c)** that all amendments be consistent with the Articles of Incorporation.

# **ARTICLE IX**

## **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Viper Owners Association of Illinois shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Viper Owners Association of Illinois willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Viper Owners Association of Illinois shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

# **ARTICLE X**

## **AMENDMENT OF ARTICLES OF INCORPORATION**

### **10.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Viper Owners Association of Illinois Corp. were approved by the Viper Owners Association of Illinois Corp's board of directors on November 1, 2013 and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_

Date: \_\_\_\_\_