

Audi Club Northwest Bylaws

Approved at the November 7, 2009 special meeting

SECTION I. Incorporation

Audi Club Northwest, a chapter of Audi Club North America, shall be a Non Profit Corporation registered under the laws of the State of Washington RCW Title 24.03 "Washington Nonprofit Corporation Act", and shall be governed by these State laws & statutes, the Articles of Incorporation, requirements of a chapter of the Audi Club North America of Oconomowoc, Wisconsin, and these Bylaws.

SECTION II. Purposes & Definitions

2.1 Purpose

The purposes of this Club shall be exclusively for charitable, educational and scientific purposes as defined in section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance thereof, the Club shall engage in the following activities:

The object, business and pursuit of said club shall be the education and development of the physical and mental capacities of its members and other interested persons. To promote the technology and ownership of Audi cars in the Northwest Region of the United States and neighboring Canada and enhance the education, safety, driving skills, enjoyment, and pleasure of Club members in the knowledge of, operation of, and owning their Audi cars. To collect and disseminate scientific and other information and data concerning the same. To do all and everything necessary, suitable, or proper for the accomplishment of any and all of the purposes of attainment of any and all of the objects hereinbefore enumerated.

2.2 Definitions

As used in these Bylaws, unless the context otherwise requires, the term:

"Club" means Audi Club Northwest.

"National" means Audi Club North America

"Meeting" means, except for annual meeting, a face to face meeting or a meeting by conference phone call or consensus by email of the trustees.

"Board" means the Board of Trustees

"Member" means Active Member unless otherwise specified

"Committee" means a group of members empowered by these Bylaws or by the Board for a specific responsibility

SECTION III. Membership

3.1 Membership

Membership in this chapter shall be determined by membership in Audi Club North America.

3.2 Chapter Dues & Fees

Chapter Dues, and Fees, **if any** shall be determined by the Board.

3.3 Suspension and Expulsion

A member may be suspended from the Club by the Board under the following circumstances:

- Dangerous driving at a driving event, as determined by the event master, whose decision shall be final¹
- Conduct deemed not appropriate by the Board of Trustees
- Violation of any of the Club's rules
- Failing to pay renewal dues

Further, a member may be expelled from the Club at the discretion of the board for any of the above reasons. The Board may allow a member to cure the violation in lieu of expulsion.

¹ The event master has complete authority over the determination of dangerous driving and suspension from further participation in that event. Suspension and/or expulsion from the Club for dangerous driving shall be at the discretion of the Board, but the Board may not overrule the event master's determination of dangerous driving.

The board shall establish a policy and procedure to provide due process to members who may be subject to suspension and/or expulsion as provided for in this Bylaw.

SECTION IV. Meetings of Members

4.1. Annual Meeting

There shall be an annual meeting by the end of the 3rd week in August of each year for the conducting of Club business *in order to timely comply with the requirements of the state*. The location of the annual meeting shall be at such date, time and place as stipulated by the President in the notice of said meeting.

4.2 Special Meetings

Special meetings of the members shall be convened by the President at any time upon the request of three trustees, or by twenty members entitled to vote.

4.3 Notice of Members' Meetings

The President shall communicate a notice stating the place, day and hour of the annual meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, to the last recorded address of each member entitled to vote at such meeting at least 10 days before, but not more than 50 days before, the time appointed for the meeting.

4.4 Rules of order

All meetings shall be conducted according to Robert's Rules of Order, Revised, and shall be the authority in matters of procedure not specifically covered by these bylaws.

SECTION V. Trustees

5.1 Number of Trustees

The affairs of this Club shall be controlled and managed by a board of five Trustees, who shall be known as the Board of Trustees, and who shall be entrusted with the power to conduct the general business of the Club, subject to its Articles of Incorporation and these Bylaws, and to make general rules not inconsistent therewith.

Said Board of Trustees shall be the "Board" defined by RCW 24.03.005 (7).

5.2 Term

These Trustees are elected by the membership at each annual meeting as explained in Section 5.3. The Trustees shall be elected to serve a term of two years. The Trustee shall hold office beginning with the transitional Board meeting following his/her election and serve until the transitional meeting of the Board following the election of his/her successor, or until his/her death, resignation or removal.

5.2.1 To assist continuity in managing club affairs, terms of the Board of Trustees shall be staggered according to the following positions:

Position 1 – elected in even-numbered years

Position 2 – elected in odd-numbered years

Position 3 – elected in even-numbered years

Position 4 – elected in odd-numbered years

Position 5 – elected in even-numbered years

5.3 Election

The election of Trustees shall be conducted at the annual meeting. All members may vote in the election of Trustees and will be notified of candidates via email, the club's website, or US Postal Service. The election will be either by a verbal vote, show of hands, or by ballot. Ballots will be counted by a non-interested third party.

5.4 Nominees

Any Member may run for a Trustee of the Club. A member wishing to offer his/her services as a Trustee does not need to be present to be nominated.

5.5 Results of Election

The Board, through the communications committee, will notify all members by mail or other allowable method as to the new trustees and officers.

5.6 Notification of the Secretary of State

The Board will notify the Secretary of State on the proper forms of the current information regarding the club on the annual report to the State of Washington by August 31st of each year or by such date as required by the state.

5.7 Annual and Regular Meetings; Notice:

The annual meeting of the Board of Trustees shall be held immediately following the annual membership meeting. The Board of Trustees shall hold other regular meetings. The schedule of these regular meetings as set by the Board of Trustees shall be communicated to the entire membership so that they may attend meetings of the Board of Trustees. No

additional notice to the Trustees shall be required for these regular meetings.

5.8 Special Meetings; Notice:

Special Meetings may be called at any time by three Trustees by giving twenty-four hours notice, either written or oral, of the same to all members of the Board.

Attendance at a meeting or participation in an email meeting or phone conference meeting of the Board shall be a waiver of notice of said meeting by trustees so attending.

5.9 Quorum

At every meeting of the Board of Trustees, a majority of the entire Board of Trustees shall constitute a quorum, and the vote of a majority of the Trustees present at any such meeting at which a quorum is present shall be an act of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present may adjourn any meeting from time to time, until a quorum is present. No notice of any adjourned meeting need be given other than by an announcement at the meeting that it is being adjourned.

5.10 Manner of Acting

At all meetings of the Board of Trustees, each Trustee present shall have one vote.

Except as otherwise provided by statute, the action of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. Any action authorized, in writing by all of the Trustees entitled to vote thereon and filed with the minutes of the corporation, shall be the act of the Board of Trustees with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

5.11 Chairperson & Secretary

The President shall preside at all meetings of the Board. In the absence of the President the Vice President will act as chairperson. In the absence of both the President and Vice President a temporary chairperson will be chosen from the members of the Board present.

The Secretary of the Club shall act as secretary at all meetings of the Board, and in the absence of the Secretary, a temporary secretary shall be appointed by the chairperson of the meeting.

5.12 Resignation

A Trustee may tender resignation at any time to the Board, only by a written letter of resignation addressed to the Club's official address "Certified Mail - Return Receipt Requested".

5.13 Removal

A Trustee may be removed from position for cause. Cause may include:

- Abandonment of post. Should a board member fail to acknowledge contact from the club or board members via email, telephone or US Postal Service for 90 days, remaining members of the board may deem the post abandoned.
- Actions detrimental to the continued well-being of the club.

Removal of a Trustee under this provision requires a unanimous vote of the remaining board members.

5.14 Replacement

The remaining members of the Board of Trustees shall appoint an interim trustee from the membership within 45 days of any Board vacancy. Appointed trustees serve only until the next annual meeting of the members at which trustees are elected. At that next annual meeting of the members, members shall elect a replacement trustee for the position if there is a remaining term, or shall elect a new trustee for the position if the position would normally be up for reelection. The interim trustee shall be eligible to run for election to the same position.

5.15. Term Limits

The club recognizes the value of diverse contributions from its membership and encourages widespread involvement of its membership in the management of club affairs. However, there shall be no term limits to members serving on the Board of Trustees.

SECTION VI. Officers

6.1 Officers

The officers of this Club shall be as set forth in these Bylaws and such other officers as the Board of Trustees may from time to time designate. An officer may at any time be removed as an officer by the Board of Trustees with a majority vote of the full board with or without cause. All Officers shall be selected from amongst the Trustees by the Board of Trustees at the annual meeting of the Board. See Section 5.2 & 5.3.

6.2 President

The President shall be the chief operating officer of this Club. The President shall preside at all meetings of the Club. At the direction of the Board the President shall be responsible for the general operations of this Club, and shall execute on behalf of this Club all contracts and transactions which may be required for the proper and necessary conduction of business of this Club.

6.3 Vice President

The Vice President shall assist and or perform the duties of the President in the absence or disability of the President.

6.4 Secretary

The Secretary shall record the proceedings of all meetings and to be responsible for the performance of the following duties: Process all applications for membership, coordinate with Communications Committee for mailing of member correspondence, notices as required, collect all membership dues and fees, maintain a up-to-date copy of the bylaws, membership list, keep current sets of policy procedures promulgated by the Board and Committees, and keeping records of all of the transactions of this Club.

6.5 Treasurer

The treasurer shall be responsible for maintaining accurate financial records for this Club and safeguarding its assets. The Treasurer shall present a report of the Club's financial transactions and status to the membership at its annual meeting and from time to time shall make such other reports as the Board may require.

All checks issued in disbursement of club funds shall be signed by the Treasurer. If the Treasurer is unavailable, the club President shall also be authorized to sign club-issued checks. Debit cards on the club's bank account may be issued to the Treasurer and President, only.

6.6 Combination of Offices Not Allowed

No Trustee shall hold more than one office.

6.7 Resignation

An Officer may tender resignation at any time to the Board of Trustees, by a written letter of resignation addressed to the Club's official address "Certified Mail - Return Receipt Requested".

SECTION VII. Committees

7.1 Authority

There are two types of committees. Those specified by these Bylaws as permanent, and special committees which may be created and dissolved with specific authority and powers by resolutions adopted by the Board. The power of the Board shall act through both types of committees.

Each committee shall have and exercise the authority of the Board in the daily management of the Club, and shall have the power and authority to sign all papers which may be required, except for appointing or removing any trustee or officer of the Club, amending the articles of incorporation; adopting a plan of merger; authorizing the sale, lease, or exchange of club property or assets not in the ordinary course of business; dissolution of the Club; adopting a plan for the distribution of assets; amending, altering or repealing any resolution of the board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any committee, and the delegation thereto of authority shall not operate to relieve the Board or any individual trustee of any responsibility imposed upon the trustee by law.

7.2 Permanent Committees:

Five permanent committees provide for the daily managing and operations of the Club.

Each permanent committee shall have as its chairperson a Trustee or other member selected by the board. Committees shall consist of not less than two members and are expected to enlist the resources of other Club members to assist them in providing specific services to the Club. The Permanent Committees are as follows:

a. **Bylaw** --Review the Bylaws annually and recommend to the Board amendments which the committee believes desirable, review all amendments to the Bylaws which are proposed by petition, and make recommendations in regard thereto to the Board.

b. **Event** --Coordinate with other committees to schedule, arrange, and supervise all club events. This committee may appoint event masters for specific events.

c. **Safety** --Insure safety at all club events. Arrange for insurance. Provide technical inspection of vehicles. Arrange for First Aid instruction, emphasizing practical applications to Club related activities. Coordinate with other committees.

d. **Communications** --Insure communication with other committees and members regarding Club activities.

Establish and maintain a website. Coordinate and execute all electronic and paper mailings.

e. **Executive** -- Coordinate all “other activities” and management of the Club on a daily basis. Membership in this committee is the entire Board.

7.3 Meetings and Voting

Meetings of a committee may be held at any time convenient to its members as they serve for the day to day managing of the Club.

Unless some violation of statute, articles of incorporation, or bylaw occurs the actions taken by each Committee will be as if acted upon by the Board and shall not be grossly modified by the Board of Trustees.

The Board of Trustees may override a decision of a committee only by the vote of at least 4/5ths of the entire Board of Trustees.

SECTION VIII. Indemnification

8.1 Indemnification of Officers, Trustees and Committee Members

To the full extent permitted by any applicable law, this Club shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, or administrative litigation, arbitration or investigative proceeding including a proceeding by or in the right of this Club, by reason of the present or former capacity of such person as a trustee or officer. Indemnification provided by this section shall continue as to a person who has ceased to be a trustee, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided under this section.

SECTION IX Miscellaneous

9.1 Fiscal Year

Unless otherwise fixed by the Board of Trustees, the fiscal year of this Club shall be the calendar year.

9.2 Deposit of Funds

All funds of this Club shall be deposited weekly to the credit of this Club in such banks, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board, and the Bylaws.

9.3 Use of Funds

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or Corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(o)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

9.4 Method of Communications

Unless specifically required by other provisions of these Bylaws, communications to members may be made by US Postal Service, email, and / or publication on the club's website.

SECTION X. Amendment of Bylaws

10.1 Bylaw Review

The Bylaws Committee shall review the bylaws annually and recommend amendments which the committee believes desirable, review all amendments to the Bylaws which are proposed and make recommendations in regard thereto.

10.2 Proposed Amendments

The Bylaws Committee, the Board, or members constituting at least 5 members, may at anytime propose amendments to these Bylaws. Amendments proposed by the members shall be submitted to the Board in writing and shall

be signed by each such member, with the name printed. Amendments proposed by members shall be referred to the Bylaws Committee for review.

The Bylaws Committee will review the proposed amendments making modifications with a view to Washington Law. With consensus the Bylaws Committee will send the proposed amendments to National for approval of the proposed amendments.

10.3 Vote on Bylaws

The amendments after approval and acceptance by National will become affective after ratification only by a majority of the votes of the members attending the annual meeting of the membership or at a special meeting called for such a vote.

If the annual meeting is too near to give appropriate time consideration for the above procedure the amendments may be voted upon first at the annual meeting ratifying the language of the amendment which will only become effective upon approval of National.

10.4 Emergency Bylaws

The Board may adopt emergency bylaws in the manner provided by RCW 23B.02.070.

10.5 Severability

Invalidity of any of these Bylaws as determined by a court of competent jurisdiction shall in no wise affect any of the other Bylaws which shall remain in full force and effect.

The following are historical notes only and are not part of the Bylaws:

Articles of Incorporation under the original name of this club's corporation "North West Region Audi Quattro Club" were filed on August 1, 1995.

A Certificate of Incorporation was issued by the Secretary of State on August 2, 1995.

The new club name Audi Club Northwest was voted upon and approved by the majority of the members in accordance with the Bylaws at the annual meeting on August 11th, 2002

The date of the annual meeting, the number of days notice, the number of members to do something, the timeliness of mailings were not arbitrarily chosen. They were selected following the language of the Revised Code of Washington to ensure compliance.

These Bylaws were written with the intent of keeping the power and decision making in the hands of the members rather than in the hands of a few officers.

1999 – Revised to allow for being a region of quattro Club USA.

2001 – Revised to have elected trustees begin their term sometime between November and December
Revised to ensure that the trustees, the board, and the committees have the power for the daily management of the club.
(Keep it simple)
Removed section of 6.1 "No officer may serve in the same office more than 2 consecutive years."
Revised to have trustees or other appointed person as chairpersons of the various committees.
Empowered Event Committee to appoint event masters.
Revised method of changing the bylaws.

2002 – Revised to accommodate National club's name change.
Deleted obsolete language membership requirements and payment of dues.
Revised for new name of the club to be: Audi Club Northwest.
Revised so that we will be a chapter rather than a region of National.
Revised to accommodate board meetings by email.
Clarified language regarding authority of committees.
Revised to allow 20 members to call a special meeting.
Transferred history info to these end notes

2003 – Revised to accommodate National club's Bylaws regarding: **submitting our Bylaw amendments for approval.**
Added **executive committee** to follow pattern of National
Added the word **Chapter** to the Dues & Fees section .

2008 – Added provision for communications via e-mail and website publication; revise other bylaws to reflect
Clarified Trustee position term beginning and ending
Added Trustee position numbers for purpose of election year identification
Provide for removal of Trustee for abandonment or detrimental action
Clarify and renumber provision on replacement Trustee
Revise bank account provisions to reflect available bank procedures
Corrected usage and typo errors in 10.x
Add provision for No Term limits for board members

2009 – Clarified the use of the net earnings and conduct of the organization
Revised to indicate determination of dangerous driving at an event is at the discretion of the event master
Clarified the provision of due process for members subject to suspension and/or expulsion
Corrected usage and typo errors throughout
Clarified the election process and counting of ballots