

not paid, a reminder will be sent in the following issue of PoweRRR (actual month due) and a Final Notice—PAST DUE will be sent the next month, after which the member will be removed from the membership roles.

ARTICLE XIV Personal Liability

Section 1. Neither the members of the Corporation, the Board of Directors nor Officers, present or future, shall be held personally liable for any claim, damage, or debt against the Corporation or its members.

Section 2. No member of this nonprofit corporation shall have the right to individual proceeds of the club assets or property.

ARTICLE XV *Parliamentary Authority*

Section 1. 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 not inconsistent with these By-Laws and any special rules of order the National Club may adopt.

ARTICLE XVI *Inspection of By-Laws*

Section 1. The Corporation shall keep in its principal office the original (or a copy of) the By-Laws as amended or otherwise altered, to date, certified by the Secretary which shall be open to inspection by the members at all reasonable times. A copy of the By-Laws shall also be made available online at the National Club's website.

ARTICLE XVII *Amendments*

Section 1. BY MEMBERS: New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-thirds (2/3) majority vote of the Active voting members, either present or represented by a proxy at a members' or special meeting where a quorum be present.

Section 2. BY THE BOARD OF DIRECTORS: The Board of Directors may adopt, amend, or repeal By-Laws. To become effective, a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors and a two-thirds (2/3) majority vote of the Directors present or by proxy, at the next regular or special meeting of the Board of Directors.

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.

SALEEN CLUB OF AMERICA REGIONAL CLUBS

Sections 1. Membership in good standing in the National Club shall be a prerequisite to membership in a Regional Club. A regional group shall meet semi-annually or more with Rules/By-laws are at the discretion of the Regional Group. The Director of each regional group, shall update to the Treasurer of the National Club the names of the officers annually or as changes are made.

REVENUES - Dues, in addition to the cost to belong to the national club are at the Regions discretion, however, the Regions will be self sufficient.

Saleen Club of America By-Laws

BY-LAWS AMENDED AS OF August 1, 2007 OF THE SALEEN CLUB OF AMERICA

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ARTICLE I
Purpose and Classification

Section 1. The general purpose of this club, incorporated as a nonprofit society, and hereinafter called the National Club, shall be to enjoy, preserve and authentically maintain Saleen motor vehicles starting with the initial models manufactured in calendar year 1984 up to and including current models, and to serve as an accurate and technical source of information concerning these automobiles for the benefit of its members as well as the general public. Membership is not contingent on current ownership of a Saleen vehicle, but rather on enthusiasm for these vehicles.

Section 2. For general purposes, vehicles manufactured/modified by Saleen with a Saleen identification number and traceable to a vehicle built and marketed as a Saleen shall be recognized as a Saleen for purposes of this club.

Section 3. The National Club is broken down into ten Regional groups, and hereinafter called the Regional Club, are encouraged to sponsor a minimum of one National show a year, and a minimum of nine monthly activities throughout the region during the year. The following is a listing of the Regions, and their geographic locations.

- A. Northwest Region (WA, OR, MT, ID, AK)
- B. Rocky Mountain Region (CO, KS, NE, UT, WY)
- C. Southwest Region (CA, HI, NV, AZ)
- D. North Central Region (IA, MN, ND, SD, WI)
- E. Central Region (IL, IN, KY, MI, MO, OH)
- F. South Central Region (TX, OK, LA, AR, NM)
- G. New England Region (CT, MA, ME, NH, RI, VT, NY)
- H. Mid-Atlantic Region (DE, MD, VA, WV, PA, NJ)
- I. Southeast Region (FL, GA, SC, NC, AL, MS, TN, PR)
- J. International Region (All countries abroad excluding Puerto Rico)

ARTICLE II *Official Emblem*

Section 1. The official emblem of the National Club shall consist of a twin car outline surrounded by a box outline, with "Saleen Club Of America" inscribed just under the design in lettering of a particular style as previously adopted by the National Board of Directors.

Section 2. The alternate logo is an oval. Either can be displayed and both are the property of the National Club.



ARTICLE III *Executive Offices*

- President
- Vice-President
- Treasurer
- Secretary
- Regional Directors

ARTICLE IV *Corporate Powers*

Section 1. The Corporate Powers of this club shall be vested in The Executive Offices. Members of the Executive Offices are members of the Board of Directors who shall be Active voting members in good standing. The Regional Representative, Secretary, Treasurer, and Vice-President with the President making the tiebreaker vote if needed make the votes.

ARTICLE V *Board of Directors*

Section 1. ELECTION OF THE TERM: The Board of Directors of the National Club shall consist of the following:

- President
- Vice-President
- Secretary
- Treasurer
- Newsletter Editor/Publisher
- Regional Directors
- *State Representatives

The term of office shall be two (2) years.

Section 2. 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 be in-created by amendment of these By-Laws and the Articles of Incorporation. A Vacancy or vacancies shall be filled by an appointment by the President.

Section 3. NOMINATING COMMITTEE: A nominating committee maybe be appointed by the President from the Board of Directors, and shall prepare a ballot containing names from the Active membership. The nominating committee will certify the good standing in the club with the Treasurer and the qualifications of the prospective candidate before placing his name on the ballot.

The nominating committee shall, prior to the copy deadline for the November newsletter issue, provide to the Newsletter Editor/Publisher a ballot listing nominees, a statement describing each nominee, and voting instructions which shall include a return address for the ballot. Ballots must be post-marked not later than December 1 following the mailing date of the November newsletter.

In lieu of a certified public accountant the Board of Directors may elect to appoint a committee of not less than three (3) members in good standing to receive, open, and tabulate ballots as they are returned.

Section 5. PLACE OF MEETING: Regular meetings of the Board of Directors shall be held online in the SCOA BOD Forum, or at any place which has been designated from time to time by consent of a majority of the Board. There will be an Annual meeting held at the "SCOA NATIONALS" for the year.

Section 6. REGULAR MEETING: The Board of Directors shall hold at least one (1) regular meeting during each fiscal year .

Section 7. SPECIAL MEETING: Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any three (3) Directors, on notice of each director of such a meeting.

Section 8. NOTICE: Written 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, charges prepaid, addressed to him at his address as it is shown upon the record of the National Club. Notices must be given or mailed at least ten (10) days prior to and not more than thirty (30) days prior to any meeting. Telephone conferencing or other electronic means may be used to facilitate meetings.

Section 9. QUORUM: Fifty-one (51) percent of the Board of Directors and/or Officers shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Officers attending via electronic means will be considered present.

Section 10. FEES AND COMPENSATION: Directors shall not receive any compensation, fee, or salary for their services

as Directors, but by resolution of the Board, compensation may be allowed to any Director for any monies or expenses actually incurred and paid by any Director for the benefit of the Corporation.

Section 12. AGE: To be a member of the Board of Directors, a person shall have reached his/her eighteenth (18) birthday prior to election to the Board. He shall be a dues paying member.

ARTICLE VI **Powers of Directors**

Section 1. The Board of Directors shall have power to call meetings of the National Club when it deems it necessary to conduct, manage and control the affairs, relations and business of the club and to make rules not inconsistent with the laws of the State where the National Club is incorporated, for guidance and management of the affairs of the club. 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 Treasurer, shall be binding on the club. 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 National Club office.

The above does not in anyway prohibit the President from conducting the “daily business” of the club, including, but not limited to signing contracts, incurring debt or paying bills.

The Board of Directors shall have the authority to award honorary memberships to persons deemed worthy.

ARTICLE VII **Officers**

Section 1. Type of officers: the officers of this club shall be President, Vice-President, Secretary, Treasurer, and Regional Director.

Section 2. Removal and resignation: Any officer may be removed for cause by a three-fourths (3/4) majority vote of the Directors at the time in office, at a regular or special meeting of the Board of Directors, and in the case of committeemen chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, or by the Board of Directors. Any officer may resign at any time by giving written certified notice to the Board of Directors or to the President or Secretary or the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 3. The immediate past National President may become Advisor to the National Board of Directors for a term of (1) year. Said directorship shall commence on January 1st or after the election of a new President and end one year later on December 31st *if they agree to accept the position.*

Section 4. All Officers shall have the right to vote with the assembly and to debate questions the same as any other member.

ARTICLE VIII **Duties of Officers**

Section 1. 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. He shall preside at all meetings of the Board of Directors. The President shall sign all contracts and other instruments in writing, provid-

ed. The President shall appoint the Historian as needed, and the Editor/Publisher .

Section 2. VICE-PRESIDENT - The Vice-President shall perform all the duties of the President in his absence, and when so acting shall have all the powers and restrictions of the President as set forth in Section 1. 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.

Section 3. 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, and give notice of all meetings of members. The Secretary shall have control of valuable papers and books of the club, *EXCEPT those valuable books and papers outlined in Sec 4 Treasurer* and shall be at all times subject to the control of the Board of Directors.

A. Minutes of the meeting of the National Board of Directors will be compiled and duplicated by the Secretary following each meeting and copies distributed to all National Board Members, and such other individuals as the President or Board of Directors may designate. A summary of the minutes shall be published in the newsletter.

B. The Secretary shall 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.

Note: All of the above duties maybe combined with the Treasurer’s duties outlined in Section 4 if not filled.

Section 4. TREASURER – The Treasurer shall keep a correct accounting of the Club's business transactions including depositing all monies and other assets in the club's bank account. Also, disburse the funds of the National Club as may be ordered by the President or Board of Directors and shall render to the President and Board of Directors an accounting of the Nationals Club's assets and liabilities when they request such information. No obligation, debt, or other liabilities shall be incurred by the Treasurer without specific approval of the Board of Directors.

- A. The Treasurer shall present the financial statement of the National Club at each meeting of the Board of Directors.
- B. Publish a quarterly financial statement and an annual financial statement once a year in PoweRRR.

Section 5. REGIONAL DIRECTOR – The Regional Directors shall keep active lists of members, obtained on from the Secretary, in their respective regions and shall contact them regularly via email, mailings or telephones no less than once each year, with information about the SCOA and the SCOA events. In addition, the Regionals Director will:

- Plan, coordinate and oversee any and all regional events in their respective regions
- Recommend names for the State Directors, to be appointed by the President.
- Promote the Club through regional contacts – car shows, events, etc., update national web
- Be the Contact Person for a “contact us” page on the national web site.
- Responsible for contributing a short article (regional update) for each newsletter.
- Hold meetings with the State Rep (*In person, by phone or email*)

Duties of Board of Directors

Section 6. ADVISOR TO THE BOARD DIRECTORS - *If*

needed, this position shall be filled by the immediate past president and will serve in this position until a new president has been elected. The Advisor shall serve in an advisory capacity to the Board and has a vote in all actions of the Board for a period not to exceed (1) year.

Section 6. NEWSLETTER EDITOR/PUBLISHER - The Newsletter Editor/Publisher (hereafter know as Editor) shall compile information of interest to Club members and organize this information into a quarterly newsletter to be mailed to all Active and Honorary members.

Section 7. STATE REPRESENTATIVES - The State Reps, which are appointed by the President, are not members of the BOD, but included as Officers and entitled to any voting privileges outside of the Executive Officers.

ARTICLE IX **Membership**

Section 1. Classes of members of this club as follows:

1. SCOA MEMBER - Any person interested in promoting the purpose of this club. Active members are entitled to all club privileges, including the right to vote with the assembly. Full membership status is available to only owners of authorized and serialized Saleen vehicles.
2. SCOA ASSOCIATE MEMBER - As above - this membership is for non-Saleen production owning membership excluding Charter members.
3. CHARTER MEMBER - A person who became affiliated as a Charter member with this club on or before January, 2004, is entitled to all club privileges, including the right to vote with the assembly. Charter members have full membership status.
4. HONORARY MEMBER - A person honored by the Board of Directors for a period of time to be specified by the Board of Directors.
5. DEALER MEMBER - This membership can be purchased at a fee to be decided by the Board of Directors. The Board of Directors shall have the right to revise the fee periodically. The particulars about this membership will be kept up to date in the handbook.
6. SPONSOR MEMBER – This membership can be purchased at a fee to be decided by the Board of Directors. The Board of Directors shall have the right to revise the fee periodically. The particulars about this membership will be kept up to date in the handbook.

Section 2. APPLICATION - Application for National Club membership shall be in writing, filed with the Treasurer and accompanied by dues for one year at the rate provided in Section XIII.

Section 3. RESIGNATION: Any member may resign upon notification to the Secretary and such resignation shall be effective upon receipt by said Secretary.

Section 4. SUSPENSION, EXPULSION, REINSTATEMENT:

Any member may be suspended by the Treasurer for non-payment of dues after anniversary date. Upon payment of back dues, a member suspended for non-payment shall be automatically reinstated providing he pays any additional dues that have accumulated during the suspension period together with the delinquent amount that caused the suspension.

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 in violation of these By-Laws or of the rules and regulations of the Club. The proceedings of the Board of Directors in such matters shall be final and conclusive. The suspended member may petition the Board of Directors for reinstatement. Life members may be suspended, expelled, or reinstated, in the same manner as other members.

Section 6. GENERAL: Upon the resignation, suspension, expulsion, or the death of a member his rights and privileges as a member of this club shall cease.

ARTICLE X **Certificate of Membership**

Section. 1. Certificates of membership shall be of such form and device as the Board of Directors may from time to time elect.

ARTICLE XI **Meetings of the Members**

Section 1. A meeting of the members maybe be held at the NATIONALS. The purpose of this meeting shall be to inform the members of the status of the National Club. Meetings may be held at other regional sanctioned shows, but shall not be required.

Section 2. SPECIAL MEETING: A Special meeting of the members may be called at any time by the President, the majority of the active Board Members, or by the Secretary upon written application of at least twenty-five (25) Active Members in good standing.

Section 3. QUORUM: At all meetings of the club, fifteen (15) voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

Section 4. PROCEDURE: Each voting member in good standing shall be entitled to one vote at any members' or special meeting.. The use of proxies at any membership meeting or Board of Directors' meeting of this club will be allowed, and the proxy authorization must be in writing and signed by the absent member. A proxy shall not be considered to represent a member present at the meeting for the purpose of constituting a quorum

ARTICLE XII **Contracts**

Section 1. The Board of Directors, except as the By-Laws or Articles of Incorporation otherwise provide, may authorize any Officer or Officers, agent or agents, 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, and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any person or authority to bind the Corporation by any contract or agreement or to any amount.

ARTICLE XIII **Revenues**

Section 1. DUES: Membership dues shall be such as shall be fixed by the Directors from time to time. *July 2006 - \$25 per annum (Note this is not covered by the By-laws Amendment)*

Section 2. WHEN DUE - WHEN DELINQUENT: Dues shall be renewable (1) year from activations and are delinquent thereafter.

Section 3. NOTIFICATION - Notice will be sent by Treasurer with PoweRRR mailing (1) month prior to due date, if