



*Willamette Motor Club*  
**Bylaws**

**ARTICLE I**

**NAME**

**Section 1.** This organization is incorporated under the laws of the State of Oregon and will be known as Willamette Motor Club and hereinafter may be referred to as WMC or the Club.

WMC shall observe all local, state and federal laws which apply to a non-profit organization defined in Section 501(c)(3) of the Internal Revenue Code.

**Section 2.** The principal location shall be Salem, Oregon and all official Club correspondence shall be directed to P.O. Box 13413, Salem, Oregon 97309 or its successor.

**Section 3.** The emblem is to be the one shown above. The official Club colors are to be black and white. Car badges are to be aluminum and black.

**ARTICLE II**

**PURPOSE**

**Section 1.** The Mission of WMC shall be:

- To further the interest in motoring as a sport.
- To encourage the enjoyment of car driving and maintenance.
- To promote the observation of traffic laws and courteous driving habits.
- In general, to organize and plan automotive events and functions of mutual interest.

**Section 2.** The purpose and goals of this organization shall be:

- To provide Autocross, Hillclimbs and other automotive events encouraging and rewarding developed driver skills and related social activities.
- To assist and cooperate with other such organizations in furthering those purposes.
- To endeavor to raise funds and/or donations annually for selected charitable organizations.
- To follow and uphold the Mission Statement of WMC at all times.

**ARTICLE III**

**MEMBERSHIP**

**Section 1. Eligibility**

Membership of the club shall be open to any person, interested in the stated purposes of the club.

**Section 2. Application**

Application for membership shall be in writing and should automatically be approved, unless the applicant is notified in writing within 30 days of membership application.

### **Section 3. Responsibilities**

Members should contribute in an active manner to the normal operations of the Club, e.g., attendance at meetings, assuming an equal share of responsibilities in operation of the Club and its events, and conducting themselves as representatives of the Club in a suitable and sportsmanlike manner.

### **Section 4. Term of Membership**

Membership shall be from March 1 to the last day of February of the following calendar year. Dues paid after September 1 by a new member will be half the annual rate.

### **Section 5. Classification of Membership**

1. Charter Member – A Charter Member is one who has paid membership dues before December 1956. Charter members are granted lifetime memberships at no cost.
2. Active Member – A member who has made an application to the Club, has been accepted as a member and has paid dues, is entitled to full voting privileges. An Active Member will fall under one of three categories:
  - Active Member – Any person 18 years of age or older.
  - Junior Member – Any person 8-17 years of age. Must have the written approval of parents or legal guardian. In order for a Junior Member to have voting privileges, the member must be 15 years of age or older.
  - Family Member – One family member from an Active Member's household at half the annual dues rate.
3. Lifetime Member – Any member who performed outstanding service to the Club over time may be elected as a Lifetime Member at no cost. Nominations will be made by the Board of Directors. The membership shall vote for approval at a General meeting after prior notice:
  - (A) By announcement at a preceding General meeting, and
  - (B) By publication of the intended vote in the Sump Drippings, Club webpage and other electronic forum the Club uses to communicate with members. A two-thirds vote of the membership present shall be required. Lifetime Members shall have the same rights as Active Members.

### **Section 6. Resignation**

Any member or officer may resign by directing a letter of resignation to the Secretary. Resignation shall be effective on receipt. Any indebtedness to the Club shall be paid at the time of resignation.

### **Section 7. Dues**

1. Annual dues will be set by the Board of Directors and voted on by the general membership. A vote of two-thirds of members present is required for a change.
2. Dues shall be payable March 1 of each year. Membership shall automatically lapse for non-payment of dues. A member whose membership has lapsed shall not be considered a member in good standing, and shall not be entitled to vote or hold office until such time as all arrears are paid.

**ARTICLE IV**  
**MEMBERSHIP RIGHTS & RESPONSIBILITIES**

**Section 1.** An invitation to participate in all club activities.

**Section 2.** The right to attend Board meetings as a non-voting member.

**Section 3.** Inclusion in all mailings of general membership publications by either electronic mail or US Post Office.

**Section 4. Code of Conduct and Expulsion**

1. Beyond compliance with strictly legal aspects involved, all officers, regular members and their guests are expected to conduct themselves with honesty, integrity and respect while in attendance at Club events, and in posting of messages on any Club electronic format or any other form of electronic forum.
2. Members of Willamette Motor Club have the responsibility to maintain the respect and trust of the public at large.
3. Any member participating in any illegal activity while attending a Club event or while wearing the Club emblem or any other identification on their person or vehicle shall be eligible for termination.
4. Any member acting in an improper or unsafe manner and/or deliberately violating the bylaws of this Club or the laws of the State of Oregon shall be eligible for termination.
5. Memberships may be revoked for actions deemed detrimental or injurious to the Club.
6. Grievances against any member of the Club shall be brought to the attention of the Board of Directors, or the member may initiate action on their own. If, after discussion and investigation, the Board determines disciplinary actions and/or membership termination is warranted, the Board shall present its decision to the general membership at the next regular meeting; However, before such action is taken, the member shall have an opportunity to submit his/her position in writing or in person to the Board of Directors within 30 days, on any charge of which he/she shall be notified, and shall have the right to appeal to the membership. If the Board of Directors cannot agree on the action, it may submit it to the members for a vote. Disciplinary actions may include, but are not limited to, the following:
  - A probationary period during which further actions will result in the application of a punishment that was determined at the time of imposition of probation.
  - Prohibition from holding a position as a Club officer.
  - Prohibition from acting as an agent of the Club.
  - Termination of membership without refund of membership fees.
  - Prohibition from future membership.
  - Prohibition from participation in Club activities.

## **ARTICLE V MEETINGS**

### **Section 1. General Meetings**

General meetings shall be set by the Board of Directors.

### **Section 2. Order**

Meetings and proceedings shall be conducted as per Robert's Rules of Order, except where Robert's Rules conflict with the bylaws. All questions of parliamentary procedure shall be determined according to Robert's Rules of Order.

### **Section 3. Quorum**

Regardless of the number of active members attending a General meeting, those in attendance shall make all Club decisions pertaining to the Club, as long as a majority of the Board of Directors is present.

### **Section 4. Special Meeting of the Membership**

A Club member may call a Special meeting for the following reasons: bylaw change, removal of a Board Member, revision of a decision of the Board of Directors, etc. The following rules must be followed for a Special Meeting:

1. A Club member must submit the reason and a brief statement in writing to the Secretary; e.g., "I am calling for a Special meeting of the members of the Club to remove the Secretary from office. The Secretary posted comments on a forum that I believe were detrimental to the Club".
2. The Secretary (or President) will read the notice to members at the General meeting. The members at the General meeting must agree to the call of a Special meeting by simple majority vote.
3. If majority vote is received, the Secretary (or President) will announce the date and time of the Special meeting. Date of meeting must be given with at least 25 days notice.
4. The Secretary (or President) will post on the Club web page and any electronic forum used for the purpose of sharing information with club members the date, time and reason for the Special meeting. For Club members who do not use electronic forms of communication, the Board will either mail the notice or contact Club members by phone.
5. Unless otherwise stated in the bylaws or policy and procedures, a two-thirds majority vote is required by members present to take action on matters at the Special meeting.

## **ARTICLE VI BOARD OF DIRECTORS**

### **Section 1. Board Members**

The Board of Directors of the Club shall be the Officers of the Club and one Member-at-Large. The Member-at-Large will be a past executive officer in good standing, appointed by the President and approved by the Board members. Board Members' terms shall be from January 1 to December 31 of each year. The officers shall be elected at the Annual Awards Banquet, with the exception of the Member-at-Large.

## **Section 2. Vacancies**

A vacancy on the Board of Directors shall exist upon the death, resignation, or removal of any Director. In the event of a vacancy, a temporary appointment may be made by the Board of Directors. The President will announce a special election to fill the vacancy at the next General meeting. Officers so elected shall serve the remainder of the term.

## **Section 3. Eligibility for Director**

1. All Board members shall be an Active or Lifetime member in good standing for at least one year prior to nomination and have attended at least four of the prior year's General meetings.
2. No member may hold more than one position on the Board of Directors at one time.
3. All officers must be 21 years of age or older.

## **Section 4. Removal of Directors**

1. A Director may be removed from office at any time by a two-thirds vote of the regular membership of the Club present at a Special meeting called for that purpose. Intent must be given in writing to Secretary. (see Article 5, Section 4)
2. A Director who fails to attend two regularly scheduled meetings of the Board during a calendar year without prior excuse will be automatically removed from office. A Director who fails to attend two regularly scheduled General meetings during each calendar year without prior excuse will be automatically removed from office. Prior excuse must be given to the President or the President's appointed representative.

## **Section 5. Powers**

Subject at all times to these bylaws, the control and management of the Club, its properties and facilities, its business and affairs shall be entrusted to a Board of Directors.

1. The Board of Directors shall have the power to make, amend and enforce the rules regulating the operation and administration of the Club, which may govern the conduct of the Club, activities inside and outside the Club and the rights and obligations of officers and Directors.
2. The Board shall:
  - appoint such committees as it may deem advisable and prescribe their duties;
  - make and enter such contracts as in its judgment and discretion may be deemed for the best interest of the Club;
  - designate depositories for the funds of the Club and the person or persons by whom checks drawn on such depositories shall be signed;
  - make, alter, amend and enforce rules for its own government and perform whatsoever it shall deem necessary to carry out the purposes of the club, in accordance with its Articles of Incorporation and these bylaws.
3. The funds of the Club shall be paid out only on the authority of the Board of Directors.

4. Any action of the Board of Directors or Club officers shall be subject to revision by two-thirds of the membership present at a Special meeting called for such purpose. Proposed revisions shall be given to the Secretary in writing, who will announce the time and date of meeting as outlined in Article V, Section 4.

5. Each Director shall have one vote, and be required to attend all meetings, with the exceptions noted in Article VI, Section 3.

**Section 6. Limitation of Powers** The Board of Directors shall not have the power to obligate the Club beyond its own term of office without prior approval of the membership.

**Section 7. Meetings of Directors**

1. Meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors or other persons calling the meeting.
2. In compliance with State Law, the Annual meeting of the corporation shall be held in January of each year. The time and place shall be picked by the Board. This meeting shall comprise all outgoing members of the Board of Directors, as well as newly elected members.
3. Notice of the time and place of a Special meeting shall be given orally or delivered in writing personally, by mail, fax, or email, to be received at least 48 hours before the meeting. Notices mailed, faxed or e-mailed shall be directed to the address ascertained by the person giving notice.
4. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened.
5. Annual meetings and Special meetings may be conducted by telephone conferencing or by electronic means or other real time data link.
6. Minutes of each Board meeting and each General meeting shall be made available to the membership upon request.

**Section 8. Action without Meeting**

Any action, which the law, the Articles of Incorporation, or the bylaws require or permit the Directors to take at any meeting may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed in the records of minutes of the Club.

**Section 9. Execution of Documents**

The Board of Directors may, except as otherwise provided in the Articles of Incorporation or these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances.

### **Section 10. Quorum and Vote**

1. Three-fourths presence of the Directors shall constitute a quorum for the transactions of business. A minority of the Directors, in the absence of a quorum, may meet from time to time but may not transact any business.
2. The action of the majority of the Directors present at any meeting at which there is a quorum shall be the action of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation, or these bylaws.
3. Each member of the Board of Directors shall have one vote, except the Member-at-Large. The Member-at-Large will only vote to break a tie.

### **Section 11. Compensation**

No Director shall receive compensation from the Club for acting as an officer, unless such compensation is authorized by a resolution duly adopted by the Board.

### **Section 12. Conduct of Directors**

Board members must declare a potential conflict of interest. In any circumstance where a Director may have a personal or professional conflict, the Director shall abstain from any vote taken on the issue. Failure to declare a potential conflict of interest may be grounds for removal from office per Section 4.

## **ARTICLE VII OFFICERS**

### **Section 1. Titles**

The officers of the Club shall be President, Vice President, Secretary, Treasurer, and Member-at-Large and shall be called the Board of Directors.

### **Section 2. Age**

All elective officers must have reached the age of 18 at time of election.

### **Section 3. Duties of President**

1. The President shall preside at all meetings of the membership and of the Board of Directors.
2. In the name of the Club, the President or a Board member authorized by the President shall sign all written contracts and obligations of the Club.
3. The President shall be an ex-officio member of all committees of the Club.
4. The President shall exercise general supervision over the business and affairs of the Club, preside over the Board of Directors and at the Annual Awards Banquet, shall make a report relative to such business and affairs during the term of the presidency.
5. The President has signature authority on club financial accounts.

#### **Section 4. Duties of Vice President**

1. In case of the absence, incapacity or inability of the President to perform the duties of the office, the Vice President shall perform the duties of the President. If both the President and Vice President shall be absent from any meeting of the Board of Directors or the membership, those present shall choose a presiding officer.
2. The Vice President shall also assume the duty of keeping a record of all real property assets of the club. Upon completion of an inventory taken of club property, the Vice President shall give a copy of the inventory to the Secretary and Treasurer to be kept in the business and financial records of the Club.

#### **Section 5. Duties of Secretary**

1. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Club and/or Board of Directors showing the time and place of the meeting, whether it was a General or Special, and if Special, how authorized, the notice given, the names of those present at the Directors meetings and General meetings, and the proceedings thereof. When recording a vote, the Secretary shall record the number of yes and no votes and abstentions.
2. The Secretary shall give or cause to be given such notice of the meetings of the Board of Directors as is required by these bylaws or by State law.
3. The Secretary shall make out an order of business for the chairman of any committee and shall have a standing list of all committees. When a committee is appointed, the Secretary shall give the committee all papers that refer to the subject matter of the committee.
4. The Secretary shall oversee all business of the club and shall have custody of all its records, other than financial records, and keep a current roll of all club members.
5. The Secretary shall maintain the official correspondence of the club and perform all such other duties as may be required by the Board of Directors.
6. In the event of the Secretary's absence, incapacity or inability to act, any other Director of the Club may perform the Secretary's duties; and if the Secretary is not present at any meeting of the Directors or of the membership, a secretary pro-tem shall be chosen to perform the duties.
7. The Secretary shall also have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

#### **Section 6. Duties of Treasurer**

1. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts and disbursements.
2. The Treasurer shall make a monthly Treasurer's report to the members at each General and Board meeting. The books of accounts shall at all reasonable times be open to inspection by any Director.
3. The Treasurer shall deposit monies and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board.



4. The Treasurer shall disburse the funds of the Club as may be ordered by the Board, shall render the President and Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Club.
5. The Treasurer shall make a detailed report at the March General meeting, accompanied by an audit report by the Audit Committee. The Treasurer's detailed report shall include a listing of total assets, total liabilities, and net profit or loss for the year.
6. The Treasurer shall be responsible for filing the Club's estimated income taxes each year.
7. The Treasurer may also be the Registration Officer.
8. The Treasurer shall also have such other powers and perform such other duties as may be prescribed by the Board or these bylaws.

#### **Section 6. Duties of Member-at-Large**

To help maintain Club leadership continuity, the Member-at-Large should be the prior President. If the prior President declines, is otherwise unable to fulfill this role, or the Board is unwilling to approve the appointment, the President will nominate another candidate who is a past executive officer in good standing for a Board vote within 31 days of the start of the calendar year. The Member-at-Large shall be the fifth representative party on the Board of Directors. The Member-at-Large shall also have other powers and perform such other duties as may be prescribed by the Board or these bylaws.

#### **Section 7. Appointed Positions**

Appointed positions and moderators will be selected by the current Club officers to hold these positions. Through the guidance and nomination by Club members, current members who are appointed by the elected Club officers will fill these positions. These positions will not hold officers' voting status.

### **ARTICLE VIII ELECTIONS**

**Section 1.** Nominations for officer positions shall be accepted in writing or from the floor during the September General meeting and will remain open until the end of the October meeting. Nominations shall close prior to the end of the meeting with the final agenda item of that meeting being the announcement of the nominations for each officer position.

1. Nominations in writing must be submitted to Secretary on or before the October General meeting.
2. Nominees may run for only one office.

**Section 2.** Voting will be conducted by secret ballots. The Board of Directors shall propose a voting process that ensures the integrity of the election. Such process may include paper ballots mailed to each member, ballots sent by email, or other means of electronic voting. The proposed process shall be an agenda item presented to the membership at a General Meeting no later than August of each year. Amendments to the proposal may be considered at the General Meeting. A majority vote in favor of the proposal and any adopted amendments will be implemented upon a majority vote of the membership in attendance at the meeting. If an unforeseen circumstance occurs after the August meeting that prevents the Board of Directors from following the approved voting method from the August meeting, the Board

may hold a special meeting to change the voting method. The new voting method must receive a minimum three-fourths approval by the Board. If the circumstance occurs prior to the November membership meeting, the Board approved voting method shall be reviewed at the first available membership meeting. A majority vote at the membership meeting is required to move forward with the new voting method.

If the circumstance happens after the November membership meeting, the new Board approved voting method shall be implemented.

**Section 3.** Voting for officers shall be concluded at the Annual Awards Banquet, but no later than December 20<sup>th</sup>, if the Annual Awards Banquet is not held.

**Section 4.** Only those ballots shall be counted which have been returned, or completed via the approved voting process, at the time specified for the end of the election. On that day, the Secretary and two other tellers not on the ballot, appointed by the President or Secretary for that purpose, shall count the ballots; if the current Secretary is on the ballot, the Secretary must select an alternative teller, also not on the ballot. The nominee for each office who receives the largest number of votes will be declared elected by one of the three tellers.

In the event of a tie, a candidate may choose to withdraw in favor of the other tied candidate. Otherwise, the outcome of the election shall be determined by a coin toss or other form of lottery agreed to by the tied candidates.

#### **ARTICLE IX COMMITTEES**

**Section 1.** The Club shall have any standing or ad hoc committees, which the Board of Directors, the President, or majority vote of the members may establish from time to time. Committees shall have such authority and duties as the Board of Directors may establish from time to time.

**Section 2.** Committee meetings should be open to anyone having a general interest in the issue(s) considered.

**Section 3.** The committee shall appoint one person to take minutes.

**Section 4.** The committee shall make their recommendations to the members at the next General meeting.

#### **ARTICLE X EVENT ACTIVITIES**

**Section 1.** The Event Chairman, Safety Steward or the President shall have the authority of inspection and disqualification of any competitor before and during an event.

**Section 2.** Anyone consuming, or being under the influence of, intoxicants or any type of drug will not be allowed to participate.

**Section 3.** An amount of money determined by the Board of Directors may be allocated for materials (e.g., course maps, bottled water) to assist in the cost of putting on an event.

**Section 4.** Entry fees for any events and club activities shall be determined by the membership.

**Section 5.** At least one member of the Board of Directors should be at all competition events.

**Section 6.** Waiver forms provided by insurance company must be signed by everyone at events.

## **ARTICLE XI FISCAL POLICY**

**Section 1.** Unless so authorized by the Board of Directors, no officer, agent, member, committee or representative of WMC shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit, or to render it liable for any purpose or for any amount.

**Section 2.** All checks, drafts, or demands for money of WMC shall be signed by an approved signatory on the account.

**Section 3.** The Board of Directors may, in any instance, designate the officers or qualified agents who shall have the authority to execute any contract, conveyance, or other instruments on behalf of WMC.

## **ARTICLE XII AMENDMENT OF BYLAWS**

### **Section 1. Amending**

1. Changes in bylaws may be proposed at any General meeting. Changes to the bylaws proposed by the membership must be submitted in written form to the Secretary. The Secretary will then send the bylaws out as outlined in Article V, Section 4.
2. Changes to the bylaws may be proposed by the Board of Directors. Changes must be presented to the Secretary in written form. Bylaw changes can only be made at the Annual meeting of the Board of Directors or a Special Meeting called for such purpose.

### **Section 2. Adopting**

1. Amendments and other changes to these bylaws proposed by the membership are deemed adopted if approved by a two-thirds vote of the members at a scheduled meeting called for that purpose.
2. Amendments and other changes to these bylaws proposed by the Board of Directors are deemed adopted if approved by a three-fourths vote of all Directors eligible to vote at the Annual Meeting of the Board of Directors, or at any Special meeting of the Board of Directors called for that purpose.

### **Section 3. Recording**

Once adopted, such amendments shall be included in the minutes of meeting in which they were adopted and in the appropriate place in the records of the Club containing the original bylaws. If all or any portion of these bylaws are repealed, the fact of such repeal and the date on which the repeal occurred shall be stated in such minutes and records. Amendments to bylaws must also be recorded with the office of the Oregon Secretary of State.

**ARTICLE XIII  
AMENDMENTS TO POLICIES AND PROCEDURES**

**Section 1. Amending**

1. Changes in Policies and Procedures may be made at any general meeting.
2. Changes to the Policies and Procedures must be submitted in written form to the Secretary. The Secretary will then send the procedures out as outlined in Article V, Section 4.
3. Policies and Procedures may be changed by the Board of Directors. Changes must be presented to the Secretary in written form; it takes three-fourths vote to change the procedures.
4. Procedures changes can only be made at the Annual meeting of the Board of Directors or a Special Meeting called for such purpose.

**Section 2. Adopting**

1. Amendments and other changes to these Policies and Procedures shall be adopted only at the Annual meeting of the Board of Directors, or at any Special meeting of the Board of Directors called for that purpose or at any Special scheduled meeting of the club called for that purpose.
2. Amendments are deemed adopted if approved by three-fourths of all Directors eligible to vote at the meeting or two-thirds of the members at a scheduled meeting called for that purpose.

**Section 3. Recording**

Once adopted, such amendments shall be included in the minutes of meeting in which they were adopted and in the appropriate place in the records of the Club containing the original Policies and Procedures. If all or any portion of these Policies and Procedures are repealed, the fact of such repeal and the date on which the repeal occurred shall be stated in such minutes and records.

**ARTICLE XIV  
LIABILITY OF DIRECTORS AND MEMBERS**

**Section 1.** The Club will purchase and maintain general liability insurance and event-specific liability insurance to protect Club Directors and Members against any liability asserted against them and arising from Club activities.

**ARTICLE XV  
DISSOLUTION**

**Section 1.** In the event of the club dissolving, any club assets will be donated to any other non-profit organization(s) that is voted on by the majority of the officers.