

**NATIONAL BYLAWS OF**



**NATIONAL BYLAWS OF THE VIPER OWNERS ASSOCIATION**  
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## **PREAMBLE**

The VOA Owners Association (VOA) shall be a 501(c)(7) non-profit organization. These Bylaws, and the Operating Manual shall govern all VOA operations.

### **Mission Statement**

The mission of the Viper Owners Association, in accordance with its bylaws, is to promote the enjoyment of the Viper by adding value to the ownership experience through events, manufacturer relationship, education, and charitable service. It also serves to support local VOA regions through guidance and coordination aimed to create a quality family oriented culture for its members to enjoy.

### **Goals and Expectations**

1. Help members have more fun with their Vipers.
2. Encourage and promote the Viper automobile experience –in ownership, care and maintenance, and safe and courteous operation.
3. Provide a unified voice for Viper owners and act as liaison between the manufacturer and Viper Owners.
4. Provide an organization for Association members to meet, socialize and maintain the spirit of good fellowship and to participate in activities, including the use of their Viper both regionally and nationally as a part of the Viper Owners Association (VOA).
5. Serve as a medium for exchanging ideas, information, and parts for owners of the Viper. To aid in preserving these automobiles in their original likeness.
6. Actively pursue participation in charitable events including community service activities, car shows and preambles monetary donations from the Association treasury.
7. Further the interest of owners and drivers of the Viper and to promote the safety, understanding and enjoyment of motoring in all phases.
8. Operate within the scope of all applicable laws.
9. Be non-sectarian and non-partisan.

# ARTICLE I - DEFINITIONS

## **Section 1 Association**

The Viper Owners Association. (a Delaware not for profit Corporation); also identified here in as the "VOA" and "Association".

## **Section 2 National; National Association**

The Association as a whole, or when applied to its governing body, the National Board of Directors.

## **Section 3 National Officers**

The four (4) officers consisting of the National President, National Vice President, National Treasurer and National Secretary.

## **Section 4 Board of Directors; National Board, Board**

A group of members comprised of the National Officers and Region Presidents, responsible for governing the Associations policies and operations.

## **Section 5 Regions**

A local group of members of the National Association, organized as an independent corporation.

## **Section 6 National Publications**

The official publication of the National VOA as authorized by the National Board. This definitions hall include "Viper Quarterly", or any future publication authorized for publication by the Board.

## **Section 7 Business Office**

The entity which provides Association management services.

## **Section 8 Operations Manual**

The manual of procedures for the logistics and operations of the Association. The manual may be amended at any time by a committee tasked with maintaining operations.

## **Section 9 Region Officers/Leaders**

Region Officers are the President, Vice President, Secretary and Treasurer of a region. A Region may also establish other subordinate leadership titles, directorships, coordinators, or other organized structure. The Region Officers shall oversee the operations of each Region. The Region President will be a Member of the National Board

**Section 10      Member, Active Member**

A person who is a member in good standing, that is, registered with the National Office, has paid the requisite annual dues in a timely manner, and has agreed to abide by all VOA Bylaws, procedures and policies. Members or Active Members are classified in Article II, Section 1. The classifications determine the rights and privileges afforded each respective category. Unless otherwise specified, the single terms "Member" or "Active Member" if used alone herein, shall generically describe any persons in the Active Member Primary and Active Member Associate classifications.

**Section 11      Roberts Rules of Order**

Unless otherwise specified, the National Board, and all the National Board meetings shall abide by Roberts Rules of Order and maintain the definitions of same.

**Section 12      Quorum**

A quorum is defined for all meetings and votes as a simple majority of the national board. This number shall include proxies given to other Board members.

**Section 13      Hearing Officer**

A Hearing Officer may be appointed by a simple majority of the National Officers to manage any suspension activity, present data to the Board, and craft a formal recommendation to the Board. The Hearing Officer may conduct an investigation and coordinate any other information that should be distributed to the National Board. The Hearing Officer shall be a current National Board member.

## ARTICLE II – MEMBERSHIP

### Section 1 Classification of Members

- a. Active Member Primary: An individual at least eighteen (18) years of age paying one membership fee and registered/enrolled with the National Office. Membership shall be limited to current owners of a Dodge/SRT Viper vehicle which includes, but not limited to, disclosing the VIN or VON number as confirmation of ownership. For Competition Coupes, ACR-X models or future iterations of Chrysler factory manufactured track only Vipers, a factory issued chassis or other factory installed identification number will confirm membership eligibility. At times, further confirmation of ownership maybe requested. This request may be secured by offering a copy of title and/or registration of the member's vehicle. The National Office is authorized to refuse membership for any applicant who cannot provide sufficient credible evidence of Viper ownership.
- b. Active Member Associate: At the time of joining or renewing, an Active Primary Member may request that an individual at least eighteen (18) years of age be granted "Associate" membership for an annualduesfee as designated by the Board of Directors. While an Active Member Primary receives all rights and privileges, an Active Member Associate shall receive all similar rights and privileges, provided, however, the "Associate" shall neither receive any National Association publications nor have any voting rights in any election or proceeding. Only one ( 1 ) Associate may be designated for each Active Member Primary account for each owned Dodge/SRT Viper automobile.
- c. Honorary Membership: the National Board may confer Honorary membership on a person for such period as it chooses.
- d. Lifetime Honorary Members: Upon completion of their terms in office, National Presidents become Lifetime Honorary Members. They pay no dues, but enjoy all rights and privileges of Primary Active Members. Lifetime Honorary Membership will be transferred to the spouse/partner of a National President upon the Past President's death.
- e. Region Associate Member: One who pays the Region a fee as determined by that Region for the Regional associations amenities. Regions may not accept applications from any owners of Dodge/SRT Vipers, or any other vehicles that provide eligibility for Active Membership, unless the applicant is already an Active Member registered with the National Office. Members of one Region may be Associate Members of other Regions at the discretion of the Region. Region Associate Members may be invited to events as observers. Region Associate Members may be granted privileges at the discretion of the Region. The Regions may set their own guidelines for Associate members.
- f. Membership Term: Membership runs fromJanuary1 to December 31. New members joining after October1 are Active Members for the upcoming dues year.

## **Section 2      Application for Membership**

- a.        Application for membership shall be submitted to the National Office, accompanied by the dues and membership classification request. If the applicant is unsure of the Region, the National Office reserves the exclusive right to make the Region assignments in the best interest of the VOA. This may be changed at the member's discretion.
- b.        The National Office shall create the member number, classify the membership as set forth in Article II, and notify the Region and member of these designations.
- c.        Online registration will be made available and guidelines for its usage shall be posted and adhered to. The Website Committee shall render all appropriate assistance to the National Officers and Board to achieve an orderly and timely registration process. The National Board may amend the registration procedures in its discretion at any time.
- d.        Membership renewal notices shall be sent by the National Office to all Active Members. Membership will lapse if dues are not paid when due.

## **Section 3      Member Discipline, Suspension or Expulsion from Membership**

- a.        Suspension of Membership: In any dispute arising from a Viper related transaction between two (2) VOA Active Members where a court of competent jurisdiction has awarded damages, the prevailing party can petition the National Board to suspend the membership of the defendant party until such time as the judgment is satisfied and recorded with the court. If the defendant appeals the court award, suspension is stayed until all appeal options are exhausted. Suspension of membership benefits shall include, but not be limited to, participation in all Region, or National VOA events, website privileges, discounts available to VOA members, newsletters or other communications and participation in VOA sponsored raffles. The suspension status can also extend to a Viper related business where a VOA member owns a majority interest in the business or exercises management control and whose entity's personnel has violated VOA good conduct protocols, ethics provisions or has engaged in a pattern of two (2) or more incidents of misconduct that has had an identifiable negative impact upon the VOA's operations, or reputation.
- b.        Expulsion from Membership: The National Board, solely up on its own initiative or upon granting a simple majority approval of a submitted dispute by any Region, or with the concurrence of a simple majority of the National Board, in regard to an action initiated at the National level by at least two (2) of the National Officers may bring expulsion or suspension charges against any member, regardless of classification, or member owned entity for disruptive conduct, or for conduct detrimental to the welfare or good operation of the Association. The affected member shall be notified in writing with a full statement of the reasons by first class mail sent to their last known address. Within thirty (30) days of mailing the notice, the member may request a hearing before the Board or its designee by mailing such request to the National Business Office. If a request for hearing is not received within thirty (30) days, the National Board may decide whether or NOT to summarily terminate the membership or other disposition of the matter as described below. If a hearing is requested, it shall be held at a place and date to be determined by the National Officers. The hearing shall be informal and the rules of evidence shall not apply. This can be a conference call with the full National Board.

Following a hearing, the Board shall decide whether or NOT to terminate the membership or other disposition of the matter as described below. If the Board has designated a Hearing Officer to oversee the matter, the Hearing Officer shall provide the Board a summary of the evidence and make a formal



recommendation to the Board as to disposition of the matter. The National Board retains final and exclusive discretion to accept or reject the Hearing Officer's recommendation. The National Board may, with or without a hearing, take action less than expulsion, including rejection of the charges, reassignment of the member, reprimand the member, suspend the member for a specified term or institute any other action as may be appropriate. These actions shall be undertaken with a simple majority of the National Board. The decision of the National Board is final and cannot be appealed.

If membership is terminated, all membership rights, including prepaid dues, shall be forfeited. Any member expelled or who resigns after expulsion charges have been brought, is barred from any category of membership for life, unless otherwise voted by a simple majority of the National Board.

The Secretary will maintain all records of the proceedings and disposition of the event for life for reference by future National officers.

c. A simple majority of the National Officers may take emergent action to suspend a member who is involved in disruptive conductor conduct detrimental to the welfare or good operation of the Association including, but not limited to, behavior at VOA events or on the VOA website, in those situations which, in the opinion of the National Officers mandate immediate action to present disruption or disparagement of the VOA or its affiliates operations, reputation or public image for a period of 2 weeks. Such suspension shall be reviewed by the National Board within the time. At such time the National Board may vote to take further actions, which may include expulsion or other appropriate action, or may vote to reinstate the Member. If no action is taken by the National Board within two (2) weeks, the member is reinstated.

#### **Section 4      Rights and Privileges**

a. Only Active Members Primary have the right to hold National Office. A Manufacturer Dealer/Owner may not hold Office at the Region President level or higher without special permission from a simple majority of the Board.

b. All Active Members have the right to attend and participate in Association activities. Only one National publication is sent for each Active Member Primary.

c. All Active Members may attend open meetings of the National Board as observers if space permits. Active Member observers may voice opinions and enter into discussion at such meetings as time allows and as long as the member maintains a professional decorum. An observer may not make or second a motion, nor vote on any action taken by the Board. In order to promote a fair exchange of ideas and viewpoints, the Board shall also have the exclusive right to hold non-public Executive Sessions. A summary of such sessions will be prepared and published if the Board determines it would be in the best interest of the VOA to do so. General meeting minutes shall be published in a timely manner to the Members.

d. Active Members Primary may write the National Secretary at least sixty (45) days prior to a National Board Meeting stating matters they wish to be brought before the Board. If an item is deemed inappropriate by at least 3 of the National Officers, the member may still petition the Full Board to have the item included. The National Secretary shall advise the member if the requested item will or will not be included on the Board 's agenda. The petition shall be signed by at least seventy- five (75) Active Members Primary.

PAGE 10 IS CURRENTLY UNDER REVISION BY THE  
VOA BOARD OF DIRECTORS

## **ARTICLE III - ORGANIZATION**

### **Section 1      The Association**

The Association is an organization whose membership, interest and influence extend throughout the United States, its possessions and International affiliations. To promote the activities in which the members of the Association are interested, the Association is divided into geographical areas called Regions.

### **Section 2      National Chartering of Regions**

Groups of members of the Association may be chartered by name under the National Charter as Regions and shall be subject to the jurisdiction of the National Board.

### **Section 3      Business Office**

The Association shall maintain a Business Office which shall be supervised by the National Officers who shall be responsible for the daily administration of its affairs. The Business Office reports primarily to the National Officers.

## **ARTICLE IV - GOVERNING BODY**

### **Section 1 National Board**

The governing body of the Association shall be a National Board, referred to through these Bylaws as the National Board or simply as the Board. It shall consist of The Presidents of the Regions and the Four National Officers. All members of the National Board shall be Active Members Primary and no member of the National Board shall have more than one (1) vote on Board matters. A past National President may continue to serve the National Board as ex-officio advisor at the board's pleasure.

- a. Professional Services: Due to the complexity of modern commercial and business operations, the National Board may also, on an as needed basis, retain legal, accounting, technical or administrative professionals to provide guidance on important issues. Compensation for these services shall be pursuant to a formal retainer letter setting forth the fees to be charged and a general justification for the need of such services. These retainers and professional fees shall be part of the annual VOA budget process and shall require the approval of a simple majority of the National Board. However, in emergent matters, the National President, after consultation with and receiving the concurrence of the sitting National Officers, may retain as needed professional Services. In this emergent circumstance, the Board authorizes the maximum expenditure of \$2,500 per month for such emergent services. If this emergent services expenditure is made, the National President shall report such expense and justification therefore to the National Board at its next meeting or teleconference and shall not exceed this maximum without further approval of a simple majority of the National Board.

### **Section 2 Quorum**

A simple majority (half plus one) of the members of the National Board, either in person or by proxy, shall constitute a quorum for the transaction of business or voting at any meeting or official teleconference.

### **Section 3 Proxies**

Board members may grant their voting authority to other Board Members or a member of their Region's board to whom they are assigned by proxy. Proxies must be in writing and signed by the grantor, or by email signed by the grantor or otherwise verified by the National Secretary as authentic. Unless otherwise specified, proxies give unrestricted voting powers to the chosen National Board Member or a member of their Region's board to whom they are assigned.

### **Section 4 Voting**

Except as otherwise stated in these Bylaws, a simple majority of the votes cast by the Board shall be sufficient for the determination of any matter at any meeting or official teleconference. Proxies may be used. Only Board members may make "motions" and "seconds".

## **Section 5 Meetings of the National Board**

The Association's fiscal year shall be from January 1st through the succeeding December 31<sup>st</sup> (a calendar year). The National Board shall hold at least one major standing meeting annually, referred to as the annual Meeting of the Members. At least once every other year, this meeting will be held in person (generally on the off year from NVE events). With the advice and consent of the National Board, the President will determine the date and location of each meeting. This meeting may additionally be attended by conference call or other methods if a Board member cannot attend in person. Proxies can also be used at these meetings. The meeting may run for multiple consecutive days. All requests to host a National Board meeting shall be made through the National Officers. If sufficient funding is available and in the VOA budget the National President, with the concurrence of the National Board, may approve reasonable reimbursement of travel expenses of the National Board members and invited guests or VOA members who have provided extraordinary uncompensated services to achieve the VOA objectives in the immediate preceding year. The National Secretary shall maintain minutes consistent with Article V, Section 4, of all formal meetings of the National Board.

## **Section 6 Special Meetings**

Special Meetings of the National Board may be called by the President and in the President's absence, by the National Vice President or by any five (5) members of the National Board. The 7 day meeting notice may be waived by a majority vote of National Officers.

## **Section 7 Notice**

Notice of all in person or face-to-face meetings of the National Board shall be mailed, emailed, or otherwise reasonably communicated to members of the Board at least thirty (30) days prior to the date of the meeting. Conference call meetings of the National Board shall be mailed, emailed, or otherwise reasonably communicated to members of the Board at least seven (7) days prior to the date of the meeting. Such notice shall contain the date, time and place of the meeting, plus, when practicable, an agenda of items to be discussed. The agenda shall be in such detail as to provide members of the Board a reasonable knowledge of the items to be considered. Under all circumstances, the agenda shall be provided via email or fax at least forty-eight (48) hours before any scheduled Board meeting. All notices of Special Meetings shall state the purpose, as well as the time place and date of meeting. Proxies may be used at all meetings provided the Proxy rules are followed.

## **ARTICLE V - NATIONAL BOARD**

### **Section 1 National Officers**

The National Officers of the Association shall be the President, Vice President, Secretary and Treasurer. National Officers may hold other Regional positions.

### **Section 2 National President**

The President shall be the Chief Executive Officer. The President shall have the powers and responsibilities of management usually pertaining to the office of president of a corporation, along with other duties that may be assigned by the National Board.

### **Section 3 National Vice President**

The Vice President, when the President is absent, shall perform all the duties of the President and when so acting shall have all the powers and be subject to all the responsibilities of the President. The Vice President shall have such other powers and duties that may be assigned by the President or the National Board.

### **Section 4 National Secretary**

The Secretary shall be responsible for recording the minutes of the Board Meetings and conference calls and shall maintain them with the Business Office official records. The minutes shall include the time and place where such meetings were held, the names of those present and a summary of the proceedings.

### **Section 5 National Treasurer**

The Treasurer shall keep, or cause to be kept, either electronically, digitally or manually, adequate and correct books of accounts or transactions involving the receipt or payment of Associations funds, as well as the records of ownership of Association property. The Treasurer shall prepare an annual financial report for the Board. The Treasurer, in conjunction with the National Officers shall prepare a summary of the financial report which shall depict all Associations income and disbursements during the fiscal year and which shall be published in a designated National membership publication. All disbursements of Association funds shall be via check, Association debit or credit card or verifiable electronic transfer. All disbursements outside of the approved budget shall be approved by at least two (2) of the following: National President; National Vice President; National Treasurer; National Secretary and properly documented or, in the absence of cosignatory, electronic agreement in the case of online bill paying or electronic check issuance shall be acceptable. The Treasurer shall also render an account of all income and disbursement transactions and a summary report of the financial condition of the association at an annual Board Meeting and shall respond to any questions concerning same. The Treasurer shall also make available for Active Member inspection the VOA checkbooks or accounting software reports reflecting all club disbursements at all National Board meetings. The Treasurer may, in the sole discretion of the National Board, be bonded in an adequate manner at Association expense. The Treasurer will help to prepare an annual Budget to be approved by the National Board.

## **Section 6      Elections**

The President, Vice President, Secretary and Treasurer shall be individually elected by a simple majority vote of the Region Presidents. Proxies are allowed. A roll call vote may be requested. This election shall be held in even numbered years between January 1 and November 30<sup>th</sup>. In order to qualify for running for a National Officer position, a candidate must be a present member of the National Association. National Officers shall be elected for a two (2) year period and their terms of office shall commence on January 1st of the coming year. Treasurer position may be based on financial background. Election dates shall be announced to the National Board and the Membership at least 90 days prior to the scheduled election via email or utilizing other forms of electronic communications (website). Candidates shall announce their intention to run for any office at least 60 days prior to the election by notifying the National Secretary and may be required to submit platform statements and biographies to be distributed to the National Board, Members, or published electronically.

Voting for the election may be in person, via teleconference or other electronic means as agreed to by a simple majority of the National Board. Proxies may be used in all elections. Results shall be announced immediately upon voting closure to the National Board and within 5 business days of the voting closure to the Membership using electronic notifications.

## **Section 7      Resignation**

Any National Board member, may resign by giving written notice to the National Board. However, if the Board Member is a Regional President they cannot remain a Regional President. For the elimination of doubt, Regional Presidents are, by definition, members of the National Board and a Regional President cannot remove himself/herself from only one role. Such resignation shall take effect on the date specified in the notice but no later than 30 days from when the resignation letter was received and shall not affect the Board member's responsibility to turn over to a designated successor all Association records and property.

## **Section 8      Removal of a National Officer**

Any National Officer may be removed at any regular or special meeting of the National Board by a two-thirds majority vote of the full National Board. Proxies may be used. Before such action, the National Officer in question shall be notified by certified mail of the pending action. The National Officer shall be given thirty (30) days to respond to the National Office who shall provide all Board members with copies of the response.

Prior to any action by the Board, the affected National Officer may request a hearing before the Board. If such request for hearing is not received within the specified thirty (30) day period, it shall be assumed that no hearing is desired and the Board is free to act. A hearing may also be conducted via teleconference at the Board's discretion. All actions regarding removal by the Board are final.

## **Section 9      Vacancies**

A vacancy of any National Officer position may be filled for the incomplete term by the appointment of a qualified current or past regional or national officer (as set forth in Article V, Section 1) by the National Board. The appointee must be a current VOA member and must remain so through the extent of their term.

## **Section 10    Term Limits for National Officers**

There is no limit to the number of terms, consecutive or otherwise, that a member may be elected as a National Vice President, National Secretary or National Treasurer. The National President may not be elected to more than two consecutive terms. After a President has completed that second term, they must wait at least one (1) term before being eligible to be elected again to the office of President provided, however, the latter term limitation for the National President position may be waived by a vote of at least two-thirds of the National Board. Any such waiver shall be voted upon no later than forty-five (45) days before the next affected National Officer election.



## **ARTICLE VI - MEETING OF THE MEMBERS**

### **Section 1      Annual Meeting of the Membership**

Annual Meetings of the National Board shall be considered the general membership meetings of the year. All Active Members Primary are invited to submit items for consideration by the Board with a copy to the National Secretary. All Active Members are invited to attend this or other Board Meetings, as time and space permits. The dates and locations for such meetings shall be published in Viper Quarterly reasonably (not less than thirty (30) days) in advance or any other suitable VOA media publication or membership communication. The meeting may run for multiple consecutive days.

## **ARTICLE VIII - REGIONS**

### **Section 1      Application for Charter**

Any twenty five (25) or more Active Primary Members of the Association may apply for authorization to form a Region. The 25 members may be waived by a simple majority vote of the National Board. The requirements and procedures for forming a Region shall be stated in these Bylaws and in the VOA Operations Manual.

### **Section 2      Responsibility**

Applicants for Region status must comply with the following requirements before they can be affiliated with the Association as a Region, or use the name of the Association:

- a.      Submit to the National Office and Secretary a set of documents for the purpose of incorporating the proposed Region. When the request to form a Region has been approved by the National President, Vice President, and Secretary a recommendation for approval shall be submitted to the National Board. A simple majority vote of the National Board shall be required before issuance of a charter to the Region.
  
- b.      Conduct its activities in compliance with all applicable laws and regulations of the jurisdiction in which it is incorporated.
  
- c.      Maintain a clear objective of utilizing all revenue for the purpose outlined in our National Bylaws Preamble, "The purpose of our Association" in the Preamble of these Bylaws.
  
- d.      Assure that its Bylaws, which must be approved by the National; President, Vice President, and Secretary, state that the Region agrees to abide by the National Bylaws. It is understood that each Region shall alone be legally and financially responsible for any event or activity it sponsors or conducts.
  
- e.      Assure that its Bylaws shall describe the mandatory election (two year maximum term) of a separate President, Vice President, Secretary and Treasurer. In cases where the Region is less than sixty (60) members, the Secretary and Treasurer positions may be combined into a single Secretary-Treasurer position. There are no term limits required by National. Each Region needs to cover this in their respective bylaws.
  
- f.      International Zones and Regions shall comply with the particular laws in effect for their host Countries.

### **Section 3      Region Compliance with National**

Region shall comply with all National Bylaw provisions, operations manual requirements or other directives as set forth by the National Board except in cases where this may be inconsistent with local law or requirements.

#### **Section 4      Rights and Privileges**

Upon receiving a charter, The Region shall be authorized to use as part of its name the words "Viper Owners Association", provided the name includes such further designation or description to identify it as a separate corporation distinct from the National Association itself. The Region may conduct activities consistent with the National Bylaws, but only in its Region name and at its responsibility and liability.

#### **Section 5      Internal Organization of Regions**

Each Region shall have a President, Vice President, Secretary and Treasurer, or a combination Secretary-Treasurer, elected from among Active Members by Active Members, and subject to Article I, Section 10, such other officers or leaders to be elected or appointed in such manner as it determines. For the purposes of serving on the National Board, only the Region positions of President, shall be included within the category of "Region Officer. The President of each Region shall direct the activities of the Region and shall be responsible to provide such reports as desirable for the information of the members of the Region or as may be required by the National Board.

#### **Section 6      Suspension or Revocation of Charter**

The National Board may suspend or revoke the charter of any Region. The Board shall give a thirty (30) day written notice to each member of the Region setting forth that it is the intention of the Board to suspend or revoke the charter of such Region. The notice must be mailed (US Mail without any certification or return receipt required) to each member of the Region at the address currently shown on the National membership records. In the event that any member of the Region desires to be heard on the anticipated action, a request for hearing shall be submitted in writing and be received by the National Board within the time set forth above. In such event, the National Board shall delay its determination as it deems necessary, in its sole discretion, to reasonably review the hearing request. In the absence of such request, the National Board may vote upon the suspension or revocation without formal hearing. If the Board determines that the provisions of the Bylaws of the Association have been violated or the Region has committed acts detrimental to the welfare or best interest of the Association, the National Board may, by majority vote, suspend or revoke the charter of the Region. If the Region's charter is revoked, such Region is disaffiliated from the Association. If the Board suspends the charter of a Region, a definite time during which such suspension is effective must be determined and declared by the Board. The members within the region may transfer to one of the other Regions. If a members does not select a region the Business Office may assign one.

#### **Section 7      Election of Region Officers**

Election of Region Officers shall occur for terms of two (2) years. The election process and timing will be governed by the individual Regions, however, such process(s) shall not be in direct noncompliance with these National Bylaws.

## **ARTICLE IX - MISCELLANEOUS PROVISIONS**

### **Section 1 Committees**

The National President and National Officers shall create all committees and appoint all committee members. The National President and National Officers shall notify the National Board of such appointments, which will stand unless the majority of the members of the National Board reject or modify any appointments by advising the National President or National Secretary, in writing, within fifteen (15) days of the notification. Although a committee is created and a member appointed without objection, the National Board retains full authority to terminate such committee or rescind any previous appointments.

### **Section 2 Appointed Officials**

The National Board may create any appointive office or position and, at its sole discretion, may acquire such professional advice including, but not limited to, legal, accounting, commercial expertise, marketing and any other assistance as determined to be desirable. The National Board may change or abolish the foregoing, may prescribe the duties and powers thereof, fix the compensation to be paid, when necessary, and may determine the expenses to be allowed. The National President shall designate and appoint officials and personnel, subject to approval by the National Board.

### **Section 3 Reports**

National Board members, committee chairperson and appointed officials shall render reports as may be required by the National President. Written reports must be submitted to the Secretary in reasonable time to be reproduced and distributed to National Board members before scheduled Board Meetings.

The National Treasurer's reports of the Association's financial condition shall be presented at the Annual Meeting. In addition, the Association's accounts may be subjected to an annual financial review by a Certified Public Accountant, who shall prepare a report thereof and submit same to the National Board within a reasonable time period at the end of the fiscal year. Such review shall become a part of the National records and shall be retained on file at the Business Office. Any discrepancies between the review and the National Treasurer's report will be explained to the Board at the Annual Meeting. Financial accounting records shall be made available to any Member upon written request.

#### **Section 4 Indemnification**

The Association shall indemnify any and all of its present or former Directors, Officers or employees against any expenses incurred by them, including legal fees, judgments or penalties rendered or levied against any such person while performing duties and actions on behalf of the VOA that were specifically approved by either a majority of the then elected National Officers or with the knowledge and approval of a majority of the National Board and acting within the scope of such authority.

#### **Section 5 VOA Operations Manual Issuance**

The National Board will also issue an Operations Manual to implement and supplement these Bylaws. The Standard Operating Procedures (SOPs) are to help with day to day operation. Any disputes shall be resolved by the National Board.

## **ARTICLE X - AMENDMENTS**

### **Section 1 To Modify Bylaws**

After the initial enactment of these Bylaws, the National Board of Directors may, by a simple majority of votes cast with a quorum, make substantive, administrative or procedural changes to the Bylaws as deemed necessary and in the best interest of the Association.

### **Section 2 Future Amendment Proposals**

All future Bylaw amendments shall require a majority proposal by the National Officers or a proposal by any five (5) active National Board members. Additionally, fifty (50) Active Members Primary may propose an amendment by submitting a written petition to the National Secretary and signed by all of the proposing members. Any amendment proposal shall contain an explanation (not to exceed 300 words) of the need and justification for the requested amendment. A Bylaw Committee may also be formed to review and make recommendations for changes to the Board.

### **Section 3 If Approved by the Board**

If a proposed amendment satisfies the VOA procedural requirements, the proposal shall be reviewed and voted upon by the National Board. A simple majority vote with a quorum of the National Board is required to approve a proposed amendment or alteration of existing text.

## ARTICLE XI - DISSOLUTION

### Section 1      Dissolution

In the event of the dissolution of the VOA, after satisfying its debts, all of its income, property and assets shall be distributed to such non-profit charitable, scientific, educational or municipal corporation or corporations as may be selected by a simple majority its Board of Directors at a regular or special meeting called for that purpose. In the event of the dissolution, in no way shall any of the assets or property of this corporation or the proceeds of any assets or property be distributed to its members.

Revision Number	Description	Date Approved
1.0	Initial Bylaws	Dec 12, 2013
2.0	Amended Article V, Section 9	Mar 23, 2016
3.0	Amended Article IV, Section 5	Aug 24, 2016