

**NATIONAL BYLAWS OF**



## **PREAMBLE**

The Viper Owners Association shall be an IRC 501 (c)(7) non-profit organization. These Bylaws and the VOA Operations Manual shall govern all Viper Owners Association operations.

### **Mission Statement:**

The mission of the Viper Owners Association is to promote the safe enjoyment and preservation of the Dodge Viper and SRT Viper through education, advocacy, and community-building among Viper owners, related vendors, past and present employees of the manufacturer, and motorsports organizations.

### **To fulfill this mission, the Viper Owners Association**

- 1) Encourages and promotes the Viper automobile experience in ownership, care and maintenance, and safe and courteous operation.
- 2) Provides a unified voice for Viper owners as liaison to the OEM and to aftermarket vendors.
- 3) Provides a context 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).
- 4) Serves as a medium for exchanging ideas, information, and parts for owners of the Viper to aid in preserving these automobiles in their original likeness.
- 5) Encourages growth of an active membership by offering benefits to current members and welcoming all owners to join.
- 6) Actively pursues participation in charitable events.
- 7) Operates within the scope of all applicable laws.
- 8) Is non-sectarian and non-partisan.

# **ARTICLE I**

## **DEFINITIONS**

### **1. Association**

The Viper Owners Association, a Delaware not-for-profit Corporation; also identified herein as the “VOA” and “The Association”.

### **2. National; National Association**

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

### **3. National Officers**

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

### **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.

### **5. Regions**

A local group of members of the National Association, organized as an independent corporation, each with an EIN and classified as a 501x

### **6. National Publication**

The official publication of the National VOA as authorized by the National Board. This definition shall include “Viper Quarterly”, or any future publication authorized for publication by the Board.

### **7. Business Office**

The entity which provides Association management services.

### **8. Operations Manual**

The manual of procedures for the logistics and operations of the Association.

### **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 President will be a Member of the National Board.

### **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.

### **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.

### **12. Quorum**

A quorum is defined for all meetings and votes as more-than-half of the National Board. This number shall include proxies given to other Board members.

**13. Review Committee**

A Review Committee which reports to the VOA Executive Officers. This committee will convene, when prompted, to evaluate and report potential violations of Bylaws, Operations, or Code of Conduct.

## **ARTICLE II** **MEMBERSHIP**

**1. CLASSIFICATION OF MEMBERS:**

**a) MEMBERSHIP**

A Membership is composed of at least one individual “Active Member” eighteen (18) years of age or older who has paid membership dues and registered/enrolled with the National Office. Membership shall be limited to current and former owners of a Dodge/SRT Viper vehicle, proof of which includes, but is not limited to, disclosing the VIN or VON number. For Competition Coupes, ACR-X models or future iterations of OEM manufactured track-only Vipers, a factory issued chassis or other factory installed identification number will confirm membership eligibility. At times, further confirmation of ownership may be requested.

Within the same household, up to one additional individual at least eighteen (18) years of age may also be named as “Active Member” and will receive rights and privileges of membership with the following provisions:

- i. Each Membership shall receive only one (1) Membership Number.
- ii. Each Membership shall be limited to one (1) vote in any National Association votes.
- iii. Only one (1) individual per Membership may serve as a National Board Member or National Officer at a time.
- iv. Regions of the Association may define voting and office-holding restrictions within a Membership, only as they pertain to Regional elections and offices, at their own discretion.

**b) HONORARY MEMBER**

The National Board may confer honorary membership for an individual for such period as it chooses, and with such reasons as it deems appropriate. Such membership will be limited to a maximum of one (1) year unless extended by vote of the Board.

**c) LIFETIME HONORARY MEMBER**

Upon completion of their terms in office, National Presidents become Lifetime Honorary Members. They pay no dues, but enjoy all rights and privileges of Membership. Lifetime Honorary Membership will be transferred to the spouse/partner of a National President upon the Past President's death.

**d) OTHER**

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

**2. RIGHTS AND PRIVILEGES:**

- a) An OEM Manufacturer Dealer/Owner may not hold Office at the Region President level or higher without special permission from a two-thirds majority of the Board.

- b) All Active Members have the right to attend and participate in Association activities.
- c) Only one National Publication is distributed for each Membership. Format and distribution method will be specified by the VOA Operations Manual.
- d) All Active Members may attend open meetings of the National Board as observers if space permits. Active Member observers may 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. The Board shall also have the exclusive right to hold non-public Executive Sessions. A summary of such sessions will be published if the Board determines it would be in the best interest of the VOA and membership.
- e) An Active Member may write the National Secretary or their Region President at least forty-five (45) days prior to a National Board Meeting stating matters they wish to be brought before the Board. Specific requirements and processes for raising issues for the Board shall be further defined by the VOA Operations Manual.

### **3. DUES:**

- a) Dues are set forth by the VOA Operations Manual and are payable each year by January 1st.
- b) Annual membership runs from January 1st to December 31st.
- c) New members joining after October 1st are Active Members for the upcoming dues year.

### **4. MEMBERSHIP PARTICIPATION REQUIREMENTS:**

- a) Members must be in possession of a valid driver's license to participate in VOA sanctioned driving events.
- b) Members must have possession of a valid public liability and property damage insurance policy, or other evidence of personal financial responsibility in either the minimum amount required by their State or relevant jurisdiction to participate in any VOA sanctioned events.
- c) The VOA National Officers, acting collectively by majority vote, shall have the exclusive power and discretion to approve or reject applications for VOA membership of any person.

### **5. MEMBER DISCIPLINE, SUSPENSION OR EXPULSION FROM MEMBERSHIP:**

- a) All members must abide by the VOA Code of Conduct.
- b) The National Board, solely upon its own initiative through a 2/3 majority vote, or upon granting a 2/3 majority approval of a submitted dispute by any Region, or with the concurrence of a 2/3 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. A Review Committee shall then be empaneled in accordance with Article V, section 8, and the Committee and National board shall follow Due Process guidelines specified in the VOA Operations Manual.

- c) 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 2/3 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.
- d) A simple majority of the National Officers may take emergency action to temporarily suspend a member who is involved in disruptive conduct or conduct detrimental to the welfare or good operation of the Association including, but not limited to, behavior at VOA events or on VOA Digital Property in those situations which, in the opinion of the National Officers, mandate immediate action to prevent disruption or disparagement of the VOA or its affiliates' operations, reputation, or public image for a period of 2 weeks. Such suspension shall cause a Review Committee to be empaneled in accordance with Article V, section 8, and such committee will make recommendations to the National Board within the 2-week suspension period. At such time the National Board may vote to take further actions, or may vote to reinstate the Member. If no action is taken by the National Board within two (2) weeks, the member is reinstated.

## **ARTICLE III ORGANIZATION**

### **1. THE ASSOCIATION**

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

### **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.

### **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. The business office shall be specified by the VOA Operations Manual, and may be operated by a third-party company best fit to provide administrative services. No National Officer shall be eligible for monetary or other compensation for participation in such administrative activities.

### **4. NON-REGION SUB-ORGANIZATIONS**

The Association may, as it benefits members and/or promotes the objectives of the Association's Mission Statement, create or facilitate sub-organizations that do not meet the same criteria as Regions, provided they must never be a for-profit entity. Such organizations may facilitate historic preservation of the Viper, competition or high-performance driver education, etc., and shall be specified by the VOA Operations Manual as applicable. Officers of such organizations shall not be members of the Board of Directors

unless they also serve as a Region President simultaneously. Recognition of Non-Region Sub-Organizations shall require a simple majority of the Board of Directors.

## **ARTICLE IV REGIONS**

### **1. APPLICATION FOR CHARTER**

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

### **2. REQUIREMENTS**

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, in accordance with the VOA Operations Manual.
- b) Conduct its activities in compliance with all applicable laws and regulations of the jurisdiction in which it is incorporated. International Zones and Regions shall comply with the particular laws in effect for their host Countries.
- c) Maintain a clear objective of utilizing all revenue for the purpose outlined in our National Bylaws Mission Statement.

### **3. 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 will conduct activities consistent with the National Bylaws, but only in its Region's name and at its own responsibility and liability.

### **4. INTERNAL ORGANIZATION OF REGIONS**

- a) Each Region shall have a President, Vice President, Secretary, and Treasurer, elected from among Active Members by Active Members. If a Region has fewer than fifty (50) members, it may have a combination Secretary-Treasurer position.
- b) 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.
- c) Annually, each Region shall submit copies of Regional financial reports to the National Secretary on or before May 15. These reports shall include a profit and loss statement from the previous membership

year and a copy of the IRS Form 990 submitted for the previous membership year. If relevant tax forms change, this specification may be updated by the VOA Operations Manual.

## **5. 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, the member must submit a request for hearing 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, with a two-thirds majority of the entire Board required, 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 two-thirds majority vote of the entire Board, 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 for the remainder of their membership year and retain uninterrupted the rights and privileges of membership. If a member does not select a region the Business Office may assign one.

## **6. 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 V**

## **GOVERNING BODY**

### **1. NATIONAL BOARD**

- a) The governing body of the Association shall be a National Board of Directors, 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 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, but have no voting privileges.
- b) The Power of the Purse shall rest with the National Board at all times; The National Board may, by majority vote, create limited discretionary allowances for the National Officers to spend. Such allowances shall be defined as a percentage deviation from budget and / or as a dollar amount.

## **2. 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 two-thirds majority of the National Board. Any conflict-of-interest involving a National Officer and the provider of professional services must be disclosed to the National Board before any services begin. The National Board will have sole discretion to allow, reject, or limit services from the conflicted provider.

## **2. QUORUM**

More than half 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.

## **3. PROXIES**

Board members may grant their full voting authority to a National Officer as a proxy for a specified meeting. Notification of such assignment of proxy must be sent in writing to the National Officers electronically prior to any meeting they will attend.

## **4. VOTING**

Except as otherwise stated in these Bylaws, a two-thirds majority vote of quorum 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."

## **5. MEETINGS OF THE NATIONAL BOARD**

- a) The Association's fiscal year shall be from January 1st through the succeeding December 31st (a calendar year). The National Board shall hold at least one major standing meeting annually, referred to as the annual Meeting of the Members.
- b) In addition, The Board shall hold a meeting to review, and approve or reject, the proposed budget for the current membership year by no later than March 1.
- c) The Board shall hold a meeting to evaluate, define, and approve membership levels and dues amounts for the following membership year by no later than September 1.
- d) More frequent regular meetings (ie: Monthly or Quarterly) may be specified and required by the VOA Operations Manual. The National Secretary shall maintain minutes consistent with Article V, Section 4, of all formal meetings of the National Board.

## **6. SPECIAL MEETINGS**

Special Meetings of the National Board may be called by the National President – or in the President's absence, by the National Vice President – or by any Three (3) of the National Officers. The 7-day meeting notice (below) may be waived by a majority vote of National Officers.

## **7. NOTICE**

Notice of 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 (physical or electronic address) 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.

## **8. REVIEW COMMITTEE**

A review committee can be temporarily empaneled to investigate, evaluate, and recommend action in response to violations of the Bylaws, Operations, or Code of Conduct by Members, Board Members, or National Officers. Such committee can be appointed by a simple majority of the National Officers or a 2/3 majority of the Board of Directors, and must be given a particular and limited purpose. A Review Committee shall consist of 5-7 members with one chairperson. All members of the committee shall be current National Board Members, and subsequent Committeees within a rolling 6-month period should not repeat members. The Review Committee may conduct an investigation and coordinate any other information that should be distributed to the National Board. Specific procedures and requirements for the Review Committee may be defined by the VOA Operations Manual.

## **9. FINANCE COMMITTEE**

A standing committee of no fewer than three (3) and no more than five (5) members shall be appointed for the purpose of monitoring Association finances, assisting the National Treasurer when needed, and making recommendations to the National Board for the financial health of the Association. All members of the Committee must be VOA members in good standing. The Finance Committee shall include the National Treasurer and may include up to one (1) additional National Officer. The Finance Committee shall also include at least one member with a professional accounting designation. Finance Committee members are subject to the terms defining committees in Article IX, Section 1 of these bylaws.

## **10. CONFLICTS OF INTEREST**

All Members of the National Board, Appointees to the Finance Committee or other committees, and anyone who makes financial decisions or has access to proprietary information regarding The VOA is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises. The purpose of this policy is to protect the interests of the VOA and its Members by (a) preventing the personal interest of the National Board Members and other entrusted Appointees from interfering with their duties to the VOA and (b) avoiding any unethical financial, professional, or other gain on the part of such individuals. The intent of this policy is to supplement, not replace, any applicable federal, state, or local laws regarding conflicts of interest.

- a) When a potential Conflict of Interest is disclosed, the National Board will then provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question the involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.
- b) If the Board determines that a conflict of interest exists, they will take the appropriate actions to address the conflict. This may include, but not be limited to, requiring that the conflicted Member recuse him/herself from voting on any matter related to said Conflict of Interest. The individual

with a Conflict of Interest shall not be included in portions of any Board meeting that involve discussing the Conflict to avoid undue influence of the discussion.

- c) If the Board reasonably believes a responsible individual failed to disclose an existing or possible Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest. After hearing the individual's response and investigating further as warranted by the circumstances, the governing officers may take appropriate disciplinary action, including removal from the position at the organization.
- d) Every Member of the National Board must sign a Conflict of Interest Disclosure Statement at the beginning of such service to the VOA and renew the statement annually. Failure to sign does not nullify the policy.

## **ARTICLE VI** **NATIONAL OFFICERS**

### **1. NATIONAL OFFICERS**

The Four National Officers of the Association shall be the President, Vice President, Secretary and Treasurer. All National officers must be VOA Members during their entire time of service. National Officers may simultaneously hold Region positions within VOA Regions, but no National Officer may simultaneously serve as an officer in a car club or association that competes for membership with the VOA.

- a) The National Officers may formally appoint Advisors, Deputies, and Directors to the National Board as needed. Such appointees must be VOA members and must be approved by simple majority vote of the National Board. Such Advisors will serve until the end of the National President's term in-progress, and may be re-appointed and approved for subsequent terms. Such advisors will have no voting rights.

### **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. Specific duties of the office include (but are not limited to) to issue the call for regular and special meetings, to preside over all meetings, to schedule elections, to delegate authority and responsibility as necessary to accomplish the purpose of the VOA, to lead the execution of National Viper Event (NVE, see Article VIII), and to assist in maintaining the VOA Operations Manual. To be eligible to serve as National President, the member must have served at least one term as President in a VOA Region or at least one term as another National Officer.

### **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. In order to be eligible to serve as National Vice President, the member must have served at least one term as an officer in a VOA Region or at least one term as another National Officer.

#### **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. Particular digital formats, storage locations, or other specifications for the Minutes which may change from time to time may be defined by the VOA Operations Manual. The Secretary shall make such minutes available to the National President for distribution and approval by the National Board prior to publishing in accordance with the Operations Manual. The Secretary shall, from time to time, perform such duties as may be specifically assigned to him/her by the National President. The Secretary shall also participate in the maintenance of the VOA Operations Manual.

#### **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 shall provide Profit & Loss and Balance Sheet financial statements, which shall depict all Associations income and disbursements, and all assets and liabilities during the fiscal year. Such statements shall be published in a designated National membership publication and member's only area on the VOA website. 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 the entire National Board with a two-thirds majority vote.

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 Association 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 prepare an annual Budget to be approved by the National Board.

In order to be eligible to serve as Treasurer, the member must have some background in an accounting role. Specific requirements may be defined in the VOA Operations Manual, and candidates shall be screened for their experience as procedure prior to elections.

#### **6. ELECTIONS**

The President, Vice President, Secretary and Treasurer shall be individually elected by a two-thirds majority vote of the Region Presidents. Proxy votes are allowed. A roll call vote may be requested. This election shall be held in odd numbered years between January 1 and November 30th. 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.

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 will then be required to submit platform statements and biographies to be distributed to the National Board. Voting for the election may be in person, via teleconference, or other electronic means as agreed to by a two-thirds majority of the entire 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 by posting on the VOA website or by email.

## **7. RESIGNATION**

Any National Board member may resign by giving written notice to the National Board. 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.

## **8. OFFICER DISCIPLINE OR REMOVAL**

Any National Officer may be suspended 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. Such notification must identify a specific violation of the VOA Bylaws, Operations Manual, or Code of Conduct that moved the Board to action. After a vote of suspension, The National Officer shall not participate in any Board meetings and must relinquish any access to VOA resources pending next steps. The Officer shall be given thirty (30) days to present a written response to the allegations of the Board. Such response must be sent physically or electronically to the National Office which shall provide all Board members with copies of the response. The National Officer in question may also 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. After the National Officer's opportunity to respond and request a hearing has either been fulfilled or waived, the Board may vote to remove the Officer by a two-thirds majority vote of the full National Board. Proxies may be used. All actions regarding removal by the Board are final.

## **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 by the National Board. The appointee must be a current VOA member and must remain so through the extent of their term.

## **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 VII**

### **MEETING OF THE MEMBERSHIP**

Annual Meetings of the National Board shall be considered the general membership meetings of the year. 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 advance (30 days or as far as is practicable) in any suitable VOA media publication or membership communication. The meeting may run for multiple consecutive days.

## **ARTICLE VIII**

### **NATIONAL VIPER EVENT (NVE)**

The Association shall organize or cause to be organized a National Event as a social gathering to include Viper driving opportunities, group dinners, and other camaraderie in accordance with the Association's Mission Statement. Such gatherings shall be held every-other-year, unless extraordinary circumstances prevent execution of same. The National Board will solicit applications for host locations and will, by majority vote, select the site for NVE. The National Officers, led by the National President, shall be responsible for executing the event, including planning, logistics, registration, communication to the members, budgeting, etc. The National Viper Event will be subject to oversight by the National Board, including financial and operational review. The VOA Operations Manual shall specify relevant responsibilities, timeline, and planning details.

## **ARTICLE IX**

### **MISCELLANEOUS PROVISIONS**

#### **1. COMMITTEES**

The National President and National Officers shall create all committees and appoint all committee members, except Review Committees which may be appointed by nominations and approval from the Board of Directors as specified in Article V, Section 8 of these bylaws. The National President and National Officers shall notify the National Board of such appointments, which will stand unless a 2/3 majority 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.

#### **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 may also designate and appoint officials and personnel, subject to approval by simple majority of the National Board.

### **3. REPORTS**

National Board members, committee chairpersons, 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 or provided to the Committee member preparing the meeting presentation so that it can be included. The National Treasurer's reports of the Association's financial condition shall be presented at the Annual Meeting and at a National Board meeting not more than 90 days following the end of each year, and will be furnished to any Active Member upon written request.

### **4. DIGITAL PROPERTY OF THE ASSOCIATION**

To fulfill its mission, the Association may create digital assets, wholly original or as accounts on platforms such as social media platforms. Such digital property shall be identified within the VOA Operations Manual. All digital properties identified by the VOA Operations Manual will remain the property of the Association, not the individual officers, committees, or representatives who maintain, update, or post to such properties. All required passwords and login credentials for such properties shall be kept in a secure archive by the National Secretary.

### **5. LOGOS, BRANDING, AND BRAND LIKENESS**

Allowable use and restrictions on the use of the Association logo and Brand may be defined by the VOA Operations Manual.

### **6. MEDIA LEADERSHIP**

The National Officers shall make appointments to the following positions, to be filled as permanently as practicable, and such appointment shall be subject to the provisions of ARTICLE IV, Section 1 of these bylaws.

- a) **Media Director** - The Media Director is responsible for overseeing all media-related activities and communications for the Viper Owners Association, with a specific emphasis on managing the club's website operations. This position plays a crucial role in enhancing the online presence of the Association, ensuring the website serves as a comprehensive resource for members and enthusiasts alike. Specific responsibilities shall include website management, content creation, member engagement, and shall be further detailed by the VOA Operations Manual.
- b) **Social Media Manager** - The Social Media Manager is responsible for overseeing all social media activities and communications for the Viper Owners Association. This position plays a crucial role in enhancing the club's online presence, engaging with members and the broader automotive community, and promoting events and activities across various social media platforms, including Facebook, Instagram, etc. Specific responsibilities shall include social media strategy, platform management, analytics and reporting, and shall be further detailed by the VOA Operations Manual.

## **ARTICLE IX 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 two-thirds 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.

## **ARTICLE X OPERATIONS MANUAL**

The National Board will also issue an Operations Manual to implement and supplement these Bylaws. The contents of the Operations Manual shall constitute Standard Operating Procedures (SOPs), the purpose of which is to maintain a current set of functional operating standards for Association business and membership benefit.

The VOA Operations Manual will be reviewed, maintained, and updated by the National Officers and relevant Directors on a regular basis. The Board of Directors must be notified of any changes to the VOA Operations Manual during a meeting of the Board. Changes to the VOA Operations Manual may be rejected by 3/4 vote of the National Board.

In the case of any conflict between VOA Bylaws and the VOA Operations Manual, the Bylaws shall supersede the Operations Manual, and the National Officers shall adjust the VOA Operations manual to resolve the conflict with due haste.

## **ARTICLE XI CODE OF CONDUCT**

The VOA Code of Conduct outlines the principles, values, standards, and rules of behavior that guide the decisions, procedures and activities of the VOA in a way that contributes to the welfare of the Association and respects the rights of all constituents affected by its operations. This Code will be reviewed, maintained and updated by the National Officers on a regular basis. The Board of Directors must be notified of any changes to the VOA Code of Conduct during a meeting of the Board. Changes to the VOA Code of Conduct may be rejected by 3/4 vote of the National Board.

The Code of Conduct must be made available for all VOA Members.

## **ARTICLE XII**

### **ADOPTING AND AMENDING BYLAWS**

#### **1. ADOPTION OF THESE BYLAWS**

Adoption of these Bylaws shall require 2/3 vote of all members of the National Board of Directors. Votes may be tallied at a meeting of the Board. Votes for those not attending the meeting will be solicited via email, and responses must be submitted to the National Secretary. When a two-thirds (2/3) majority of all possible votes has been recorded, the Bylaws will be adopted without 100% participation.

#### **2. FUTURE AMENDMENT PROPOSALS**

After the initial enactment of these Bylaws, the National Board of Directors may make substantive, administrative or procedural changes to the Bylaws as deemed necessary and in the best interest of the Association.

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, twenty-five (25) Members 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) Process for Approving Amendments – If a proposed amendment satisfies the VOA procedural requirements, the proposal shall be reviewed and voted upon by the National Board. A two-thirds majority vote with a quorum of the National Board is required to approve a proposed amendment or alteration of existing text.

## **ARTICLE XIII**

### **DISSOLUTION**

In the event of the dissolution of this corporation, 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 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.

Adopted \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_.