

Articles of Incorporation and Bylaws
OF
Autosports Northwest,
a Non-profit Corporation

ARTICLE 1 – DEFINITIONS

Section 1 – Club

‘Club’ shall mean Autosports Northwest (aka-ASNW), a non-profit corporation, organized and existing under the laws of the state of Washington.

Section 2 – Articles of Incorporation

“Articles of Incorporation” shall mean the articles of incorporation of the Club and all amendments thereto.

Section 3 – Goals and Objectives

The goals and objectives of the of the Club are to foster fellowship through participation in auto cross racing and social events and to promote good will with the communities in which it operates.

The board of Directors of the Club may adopt additional and more specific goals and objectives from time to time.

Section 4 – Anti-Discrimination

The Club does not discriminate on the basis of race, color, religion, sex, national origin, age, marital status, sexual orientation or political belief.

ARTICLE II – DIRECTORS: MANAGEMENT

Section 1 – Number and Qualification

The Board of Directors of the Club shall be the Officers of the Club, and their terms shall be from January 1 of each year to December 31 of each year. The officers shall be elected at the October meeting with nominations allowed at any time during the previous 2 months.

Section 2 – Vacancies

a. A vacancy of the Board of Directors shall exist upon death, resignation, or removal of any Director, or if the authorized number of Directors shall be increased, or if the Board of Directors fails at any annual or special meeting to elect the full authorized number of Directors to be voted for at that meeting.

b. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors even though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold term office for the balance of the unexpired term of that Director position.

Section 3 – Removal of Directors

All or any number of the Directors may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose, by a vote of a 2/3 rds. or greater majority of votes cast at that meeting.

Section 4 – Powers

The Board of Directors shall exercise for the Club all powers, duties and authority vested in or delegated to the Club.

The Board of Directors from time to time may adopt rules and regulations, which may govern the conduct of the Club, activities inside and outside the Club, and the rights and obligations of the officers and Directors. Such rules and regulations shall have the effect of being part of these Bylaws immediately adoption.

Section 5 - Managing Agent or Manger

On behalf of the Club, the Board of Directors may employ or contract for a managing agent or a manager at a compensation to be established by the Board of Directors. The Board of Directors may delegate to the managing agent or manager such duties and powers and such position titles as our appropriate to the office. The Board of Directors may authorize the managing agent or manager to conduct all or any portion of the business of the Club including without limitation, hiring and dismissing employees, handling Club funds and entering into contracts or arrangements on behalf of the association.

Section 6 – Meetings

a. 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.

b. Annual meetings of the Board of Directors shall be held with prior notice in the month of January each year.

c. Regular and special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two (2) Directors.

d. In case of disputed decisions in parliamentary procedure, the current revised “Roberts’ Rules of Order” shall apply to such extent that they are not in conflict with the laws of the state of WA, and the Bylaws of this club.

Section 7 – Notice of Special Meeting

Notice of the time and place of special meetings shall be given orally or delivered in writing personally or by mail, fax, or e-mail at least five (5) calendar days before the meeting. Notice shall be sufficient if actually received at the required time or if mailed, fax, or e-mailed shall be ascertained by the person giving the notice.

Section 8 – Quorum and Vote

a. A majority of the Directors shall constitute a quorum for the transactions of business. A minority of the Directors, in the absence of a quorum, may adjourn from time to time but may not transact business.

b. The action of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless a greater number is required by law, the Articles of incorporations, or by these Bylaws.

Section 9 – Compensation

No Director shall receive any direct compensation from the Club for acting as an officer. Business expenses for the Club and mileage reimbursements are not to be considered as compensation.

ARTICLE III – OFFICERS

Section 1 – Designation and Qualification

The officers of the Club shall be President, Vice-President, Secretary, Treasurer, Chief of Timing, Chief of Safety and Chief of Workers. Amended 1/6/2018 – Board to include Chief of Classing.

Section 2 – Election and Vacancies

If any office shall become vacant by reason of death, resignation, removal, disqualification or any other cause, the Club may elect a successor to fill the unexpired term at any regular meeting of the Club or special meeting of the Board of Directors.

Section 3 – Removal and Resignation

a. Any officer may be removed upon affirmative vote of a 2/3rds. or greater majority of the Directors or by a Club vote at a regular meeting, whenever in their judgment the best interests of the Club will be served thereby. The removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed.

b. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Club. Any such resignation shall take effect upon receipt of such notice or at any

time specified therein. Unless otherwise specified therein or herein, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning officer. The effectiveness of such resignation shall not prejudice the contract rights, if any, of the Club against the officer resigning.

Section 4 – President

The President should be chief executive officer of the Club and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the day to day business and affairs of the Club. The President shall preside at all meetings of the Club and/or the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a non-profit corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws. When the Board of Directors' voting results in a tie; the President shall vote last, voting as he/she deems necessary, becoming the tie breaker.

The Board of Directors may overrule the day to day decisions of the President with a 2/3rds. or greater majority.

Section 5 – Vice President

The Vice-President shall preform such duties, as the Board of Directors shall prescribe. In the absence or disability of the President, the President's duties and powers shall be performed and exercised by the Vice-President as designated by the Board of Directors and shall also have other duties and powers as may be prescribed by the Board of Directors or these Bylaws.

Section 6 – Secretary

a. 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 regular or special, and if special, how authorized, the notice given, the names of those present at the Directors meeting, and proceedings thereof.

b. 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 law. The Secretary shall have other such powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 7 – Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of these properties and business transactions of the Club, including accounts of its assets, liabilities, receipts and disbursements. The books and accounts shall at all reasonable times be open to inspection by any Director. 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. 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, and account of all the Treasurer's transactions as Treasurer and of the financial condition of the Club, and shall also have such other powers and preform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8 – Chief of Timing

The chief of timing shall preside over all matters concerning the competition timing of entrants at any and all events the Club shall hold this includes management of timing personal and control of all competition timing equipment. In addition the chief of timing shall maintain an ongoing list of results of events as needed by the Club, and shall have such other powers and duties as may be prescribed by the Board of Directors or theses Bylaws.

Section 9 – Chief of Safety

The Chief of Safety shall be responsible for examining the event sites for safety purposes; to include any and all related areas and/or personnel deemed to be part of an event. The Chief of Safety shall have the authority to suspend an event at any time that he/ she deems necessary. Such event shall not resume until the Chief of Safety deems it appropriate or until overruled by three or more Board members. The Chief of Safety shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The Chief of Safety oversees the Technical Inspections preformed on all vehicles participating in all events – annual and per event.

Section 10 – Chief of Workers

The Chief of Workers shall be responsible for the assignment of all entrants at any and all events the Club may hold. This includes the management of all personnel all station communications and equipment needed to conduct safe and efficient competition for any and all events.

Section 11 – Chief of Classing

The Chief of Classing should have a basic familiarity of SCCA Classing Rules, class philosophies and keep updated on SCCA Solo Rule changes, paying particular attention to Fast Track news.

ARTICLE IV - RECORDS AND REPORTS

Section 1 – Records

The Club shall keep correct and complete books and records of accounts and shall keep minuetts of the proceedings of its Board of Directors.

Section 2 – Certifications and Inspections of Bylaws and Rules

The original or a copy of the restated Bylaws and any rules adopted by the Board of Directors and any amendments thereto, certified by the sectary, shall be open to inspection by the Directors and other authorized persons in the manner and to the extant required by WA law.

Section 3 – Checks, Drafts, Etc.

All checks, drafts and other orders for payment of money notes or other evidence of indebtedness, issued in the name of or payable to the Club, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 4 – Execution of Documents

The Board of Directors may accept as otherwise provided in the Article of Incorporation or these Bylaws, authorize any officer or agent to enter in to 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.

Unless so authorized by the Board of Directors, no officer except the acting President, agent or employee shall have any power or authority to bind the Club by any contract, to pledge its credit, or to render it liable for any purpose or for any amount.

Section 5 – Reports and Audits

An annual report of the receipts and expenditures of the Association shall be rendered by the Treasurer to the Board of Directors at the Annual Meeting of the Board of Directors. From time to time, the Board of Directors, at the expense of the Club, may obtain an audit of the books and records pertaining to the Association and furnish copies to the Directors and other parties. At any time, any Director may, at his/her own expense, cause an audit or inspection to be made of the books and records of the Club.

Section 6 – Waiver of Notice

All notices to the Club or the Board of Directors shall be sent care of the managing agent or manager, or if there is no managing agent or manager, to the principal office of the Club or to such other address as the Board of Directors may hereafter designate from time to time.

Section 7 – 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 unanimous vote of the Directors, shall be filed in the records of minutes of the Club.

Votes on media must be clearly stated and voted on by each Director. The results must become part of the record as submitted in the next meeting minutes of the Board of Directors.

Section 8 – Conflicts

These Bylaws are intended to comply with the WA Non-profit Corporation Act and the Articles of Incorporation. In case of any irreconcilable conflict, such as statutes and documents shall control over these Bylaws.

Section 9 – Committees

The Club shall oversee any standing or ad hoc committees, which the Board of Directors or the President may establish from time to time. Committees shall have such authority and duties as the Board of Directors or the President may designate.

Section 10 – Finance

The Board of Directors shall designate the fiscal year of the Club. The fiscal year currently coincides with the calendar year and the terms of the Directors of the Club. Also that an accounting system be maintained in accordance with generally accepted accounting principles or other consistent basis of accounting. A financial report of the Association’s financial activity in the preceding year shall be provided to the Board of Directors each year.

ARTICLE V – MEMBERSHIP

Section 1 – Types of Membership

Regular membership includes those member benefits as designed by the Board of Directors which includes but is not limited to discounts, mailings, participation in all Club events, voting privileges at regular meeting and for officers and Bylaws. Club membership period is the calendar year.

Section 2 – Privacy

All membership information obtained by the Club (i.e. name, address, email, phone, etc.) will remain private and will not be released to any outside individual or company without member permission.

Section 3 – Code of Conduct

a. 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 the posting of messages on the Club website and all other social media attached to the Club.

b. Members will be held responsible for the actions and conduct of their guests attending any Club event.

c. Members of “Autosports Northwest” have the responsibility to maintain the respect and trust of the public at large. Any actions deemed to be detrimental to the Club, its membership or its affiliates will not be allowed and can be subject to discipline up to and including permanent dismissal from the Club.

ARTICLE VI – LIABILITY AND INDEMNIFICATION

Section 1 – Personal Liability

All persons and corporations extending to, contracting with, or having any claim against the Club or the Club officers shall look only to the funds and property of the Club for the payment of debt damages, judgement, or decree, or any of the other money that may otherwise become due or payable to them from the Club or Club officers, so that neither the members of the Club, nor the officers, past, present, or future, shall be personally liable therefore.

Section 2 – Indemnification

The Club may indemnify an officer, employee, or agent of the Club against liabilities, including judgements, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the Club if the person seeking the indemnification:

1. Conducted himself/herself in good faith,
2. Reasonably believed his/her action was in an official capacity for the Club and was in the best interests of the Club,
3. And had no reasonable cause to believe his/her conduct was unlawful.

The Club shall not indemnify an officer, employee or agent in connection with:

1. A proceeding by or in the right of the Club in which such person is adjudged liable to the Club, or
2. Any proceeding charging improper personal benefit to that person, in which he/she is adjudged liable or, the basis he/she improperly received personal benefit/s.

However, the Club shall indemnify officer, employee or agent who was wholly successful, or the merits of otherwise, in defense of any proceeding in which he/she was a party, against reasonable expenses incurred by him/her in connection with the proceeding.

The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met.

The determination shall be made by:

1. The Club officers by a majority vote of a quorum shall consist of officers not parties to the proceedings, or
2. If a quorum cannot be obtained, by a majority vote of committee members and officers designated by the officers, which committee shall consist of two or more officers not parties to

the proceeding; except that officers who are parties to the proceedings may participate in the designation of officers for the committee.

If quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by:

1. Independent legal counsel selected by a vote of Club officers or the committee, or by independent legal counsel selected by the majority of the full Club officers, or by the members.

If independent legal counsel makes the determination that indemnification is permissible, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body, which selected that counsel.

An officer, employee or agent of the Club who is party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such and application, the court, after giving any notification it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these Bylaws or the law, the court shall order indemnification in which case the court shall also order the Club to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the person meets the standard of conduct set forth in these Bylaws as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Club from making indemnification, the court may order such indemnification as it deems proper.

The Club may pay for, or reimburse, the reasonable expenses incurred by an officer, employee or guest of the Club who is a party to a proceeding, in advance to the final disposition of the proceeding, if:

1. The Club is furnished with a written affirmation of each person's good faith belief that he/she has met the applicable standard of conduct,
2. Such person furnishes the Club with a written undertaking, executed personally on his/her behalf, to repay the advance if it is determined that he/she did not meet such standard of conduct, and
3. A determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph.

The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

The Club may purchase and maintain insurance on behalf of the individual who is or was an officer, employee or agent of the Club and who, while an officer, employee, fiduciary or agent is or was serving at the request of the Club as an officer, partner, trustee, employee, fiduciary or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Club would have the power to indemnify him/her against such liability under the foregoing provisions.

ARTICLE VII – DISSOLUTION OF CLUB

In the event of the Club dissolving, any Club assets will go to another non-profit organization/s that is/are voted on by the majority of the officers.

ARTICLE VIII – AMENDMENTS TO BYLAWS

Section 1 – How Proposed

Amendments to these Bylaws shall be proposed by a majority of the Board of Directors. The proposed amendments must be reduced to writing and shall be included in the notice of any meeting at which action is taken thereon.

Section 2 – Adoption

Amendments and other changes to these Bylaws shall be adopted at the Annual Meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose or at any regularly scheduled meeting of the Club. Amendments are deemed adopted if approved by a majority of the Directors eligible to vote at the meeting.

Section 3 – Recording

Once adopted, such amendments shall be copied in the appropriate place in the Book of Minutes of the Club holding 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 the Book and place.

