

CONSTITUTIONAL BY-LAWS
OF THE
EMPIRE SPORTS CAR ASSOCIATION "ESCA"
Amended on 9-20-11

Note: Chairman is used to indicate either Chairwoman or Chairman.

Article 1. **NAME, PURPOSE, EMBLEM, SEAL**

Section 1. **Name:** The name of this association shall be: "Empire Sports Car Association" also, "ESCA".

Section 2. **Purpose:** The purpose of the Association shall be: To encourage ownership, operation, and preservation of sports cars, to encourage safe and sportsmanlike conduct on public roads and highways, to arrange and regulate sports car events and exhibitions, and to develop and provide technical information relevant to any of these purposes.

Section 3. **Emblem:** The emblem of the association shall be as set forth below:



Section 4. **Seal:** The association seal shall be circular in appearance, and inscribed thereon shall be the name of the association, the year of the organization of the association, and the association emblem.

Article II. **MEMBERSHIP**

Section 1. **Classes of Membership:** There shall be four classes of membership in the association, Viz: Regular, Associate, Honorary, and Charter.

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Section 2. Regular Members: Regular members shall be divided into two categories, as follows:

Active: An active regular member shall have the full privileges and duties of the association.

Any member who, without justifiable cause, shall absents himself/herself from four consecutive regular meetings, shall be placed on "Inactive" status and shall be restored to "Active" status only after he/she has attended two consecutive meetings.

Inactive: An inactive regular member shall have full privileges and duties; provided, however, that he/she shall not be entitled to vote or hold office. The Board of Directors may, as herein elsewhere provided, place any member on inactive status. Both active and inactive members shall be responsible for the payment of dues.

Section 3. Associate Members: Associate membership is available to those who are unable to meet the criteria of Regular membership. Associate members have all rights and privileges of membership except voting and holding elected or appointed offices. Associate members can attend meetings and events. Associate members can be business establishments.

Section 4. Honorary Members: Honorary membership may be conferred upon one who has rendered distinguished service to the cause of sports cars. Honorary members shall be elected by a three quarters vote of the members present at any regular business meeting after having first received the unanimous recommendation of the Board of Directors. An Honorary Member shall have all the privileges of regular membership except those of voting and holding office.

Section 5. Charter Members: All original members in good standing as of August 3, 1963, the signing date of the original Constitutional By-Laws, shall be known as Charter Members.

Section 6. Admission of Regular Membership: Any person who is a sports car owner or enthusiast shall be eligible for membership in this association. A candidate for membership shall complete and submit an approved application form. The application shall be presented to the Vice- Chairman.

After attending two consecutive meetings the applicant shall attend a meeting of the Board of Directors where the Board will review the application of the prospective member and ascertain the qualifications and fitness of the prospective member.

Election to membership shall require a majority vote of the Board of Directors present at such meeting. In the event the board rejects the applicant, the application must be voted upon by the members at the next regularly scheduled meeting of the association. The decision of the board can only be reversed by a majority vote of the Regular members present at such meeting. No candidate, whose application for membership has been rejected, may submit a new application for a period of six (6) months from the date of such rejection.

When the candidate has been elected to membership, the Board of Directors shall instruct him/her as to his/her obligations and duties to the association. The Vice-Chairman will instruct him/her that the initiation fees and dues, the amount, as appropriate for the rest of the year, will be considered due and payable upon election to membership-

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Section 7. Suspension for Misconduct or Infraction of Association Rules:

Members: The Board of Directors shall have the power by a unanimous vote to suspend a member for a period of time not to exceed six (6) months or to expel a member. Any member suspended or expelled by the Board of Directors for misconduct may appeal the decision to the members of the association. Said appeal must be presented by the member, or someone on his/her behalf, within thirty (30) days after the vote of the Board of Directors. A majority vote of the members present shall be required to rescind the action of the Board of Directors. Members expelled from this association shall not be eligible to rejoin.

Officers: The Board of Directors shall have the power, by a unanimous vote of the remaining members of the Board of Directors, to remove an officer from the Board of Directors. An officer who has been removed by his/her fellow Board of Directors may appeal the decision to the members of the association. Said appeal must be presented by the officer, or someone on the Officer's behalf, within thirty (30) days after the vote of the Board of Directors. A majority vote of the members present shall be required to rescind the action of the Board of Directors.

Section 8. Leave of Absence: Any regular member who expects to be absent for a period in excess of two (2) months but not to exceed six (6) months who wishes to secure suspension of dues during such absence may apply in writing to the Board of Directors stating the period of such absence. The only exception to the foregoing limited period of suspension of dues shall be afforded members of the armed forces who may, if they so desire, be granted an indefinite Leave of Absence while they are on active duty and unable to attend meetings. Failure to obtain a Leave of Absence shall be deemed a waiver of the rights to obtain a suspension of dues and such member shall remain liable for all dues payable during his/her absence. The Board of Directors shall have the right to grant, for proper causes, a Leave of Absence where no application has been made in writing. A member on Leave of absence shall be considered "Inactive" for purposes of voting or holding office.

Section 9. Resignation: A member may resign from the association provided he/she is not indebted to the association. The resignation may be in writing or by the non-payment of dues for one year. In order to rejoin, the initiation fee specified by Article III, Section 1, of these By-Laws must be paid. In case of serious illness or financial inability of the member, the Board of Directors may, in its sole discretion, waive the payment of the initiation fee during such period.

Section 10. Suspension of Associate Membership class of member: These ByLaws provide for the suspension of accepting new associate memberships upon the vote of a majority of the active regular members for a prescribed time.

Article III. FINANCIAL OBLIGATIONS

Section 1. Initiation Fee: Applicants for membership in this association shall pay an initiation fee of ten dollars.

Section 2. Dues: Any changes in the amount of monthly dues shall require a vote of two-thirds of the active members. Dues paid one year in advance shall be subject to a discount, the amount to be determined in the manner prescribed in the *Policies, Procedures, And Rules; Members & Associate Members*: section # 14; Indebtedness of dues shall not exceed ninety (90) days.

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Section 3. Suspension for Nonpayment of Dues: After a member is delinquent in his/her dues for a period of ninety (90) days, the treasurer shall give the member written notice of such fact and of the possibility of suspension of membership.

If within thirty (30) days after such notification, the delinquent dues, from January 1st, are not received, the treasurer shall submit to the Board of Directors the name of such member, and he/she shall forthwith be suspended from the association. In case of serious illness or financial inability of the member, the Board of Directors may, in its sole discretion, waive the payment of dues during such period.

Section 4. Reinstatement: A member suspended from this association for nonpayment of dues may be reinstated by paying such delinquent dues.

Article IV. MEETINGS

Section 1. Date and Place: Regular meetings of this association shall, at a minimum, be bi-monthly (semi-monthly) with the day and place determined by the Board of Directors. The date, and place of a regular meeting may be changed, or a special meeting may be called by the Board of Directors provided 48-hour notification is given. The Board of Directors shall hold a minimum of one meeting per month with committee heads and the Board shall determine the date, time and place of such meeting. The Chairman shall have the power to call a special meeting of the Board of Directors.

Section 2. Order of Procedure:

1. Call to order
2. Roll call/attendance recording & introductions
3. Reading of minutes
4. Treasurer's report
5. Presentation of bills
6. Membership report
7. Committee reports
8. Unfinished business
9. New business
10. Communications
11. For the good of the association
12. Adjournment

The Chairman shall have the power at any meeting to dispense with any of the foregoing, a majority of members present being favorable thereto; provided, however, the following shall not be omitted: Roll call/attendance recording, Reading of minutes, Treasurer's report, and Membership report.

Section 3. At any regular or special meeting, fifty-one percent (51%) of the active regular members present shall constitute a quorum. At any Board of Directors meeting, three officers shall constitute a quorum.

Section 4. Any regular member, who, without justifiable cause, shall absent himself/herself from four consecutive regular meetings, shall be placed on "Inactive" status. A regular member shall be restored to "Active" status only upon having attended two consecutive meetings.

Section 5. Fiscal Year:

The Fiscal Year of this association shall be the Calendar Year.

Section 6. Annual Meeting:

An annual meeting shall be held at the end of the Fiscal Year.

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ARTICLE V. NOMINATIONS AND ELECTIONS

- Section 1. Eligibility: Persons eligible for an elective office shall be active members and shall have been a regular or charter member for not less than six months. The minimum age for an elective officer is eighteen. No married couple or two persons from the same family may hold check-signing offices at the same time during the year, if the membership exceeds 100 regular members.
- Section 2. Time of Elections: Annual elections shall be held at the regular meeting immediately prior to the annual meeting.
- Section 3a. Nominations: The Chairman shall appoint a Nominating Committee consisting of three (3) active regular members. The Committee shall be appointed at such time as to allow nominations to be placed before the membership at least 30 days prior to elections.
- 3b. The Nominating Committee shall obtain permission from all nominees prior to submitting the slate for nomination.
- 3c. At the same regular meeting at which the report is made by the Nominating Committee, the chairman shall entertain any additional nominations from the floor, with the nominees' consent. At the regular meeting the Chairman shall call for any additional nominations from the floor, before closing nominations.
- Section 4. Balloting: All elections shall be by written ballot. Where there shall be more than two candidates for any office and no candidate receives a majority vote on the first ballot, the candidates receiving the smallest number of votes shall be eliminated and the voting continued until one candidate shall receive a majority. Regular Members may not vote by proxy or by absentee ballot.
- Section 5. Vacancies of Elective Offices: Any vacancy that may occur in an elective office must be filled by election. Nominations for a vacant office shall be referred to the Nominating Committee. Nominations for a vacant office must be opened at least thirty (30) days prior to elections. In the interim the chairman may appoint a temporary officer to fill the vacancy.
- Section 6. Installation: Installation of officers for the ensuing year shall be at the annual meeting.

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ARTICLE VI. OFFICERS

Section 1. Board of Directors: The Board of Directors shall consist of the elected offices. The elected officers of this association shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, and Ex-Officio. They shall be responsible for the administrative affairs of the association. They shall have the general charge of the funds and of all property of the association. They shall have the power to order the payment of all bills or claims against the association, to execute the contracts and to transact all the usual business of the association.

The Board of Directors shall supervise all committees in their work, appropriate money as needed therefore and restrict its expenditure. The Board shall have the responsibility to appoint committee chairmen, and shall have the power to remove any committee chairman from his/her post for just cause and after a hearing.

A majority vote of the officers present at any meeting of the Board of Directors shall be required to pass any act or measure, but should the Board fail to reach an agreement on any act or measure, it may be referred to the association at large for final action. Any action taken by the board may be rescinded by a two-thirds vote of the members present.

Any officer who shall absent himself from three consecutive meetings of the Board, without satisfactory excuse or without having previously obtained approval to do so shall be considered to have resigned as a member of the Board and his/her office shall be declared vacant. The vacated office shall be filled by vote only. The Board of Directors shall perform all other duties as set forth in any other Article of these Constitutional By-Laws.

Section 2. Paragraph A - "Chairman": The Chairman:

- ❖ shall preside at all meetings of the association.
- ❖ shall be the representative of the association at all other formal and informal gatherings.
- ❖ shall have the power to call special meetings of the Board of Directors and of the association.
- ❖ shall sign all obligations and other documents requiring the signature of an official representative of the association.
- ❖ shall have access at all times to all books, records, and accounts of all officers and committee chairmen.
- ❖ may supervise and define the manner in which all reports are made out.
- ❖ shall be responsible for presenting to the association a true account of the work of the Board of Directors and all committees.

Paragraph B - "Vice-Chairman": The Vice-Chairman:

- ❖ shall assist the Chairman in the performance of his/her duties.
- ❖ shall preside over the association during the Chairman's absence.
- ❖ shall supervise the investigation of candidates for membership in the association.
- ❖ shall perform such duties as may be assigned to him/her by the Chairman.
- ❖ shall countersign checks in the absence of the Chairman.

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Paragraph C - "Secretary": The Secretary:

- ❖ shall record and maintain a complete and accurate record of minutes of all meetings of the Board of Directors and of the membership.
- ❖ shall keep an up-to-date roll/attendance record of all members.
- ❖ shall call the roll/record the attendance at all meetings.
- ❖ shall be responsible for all general correspondence concerning the association.
- ❖ shall not be responsible for the writing and posting of correspondence of committees.
- ❖ shall have custody of the association seal, and the association records.
- ❖ in the absence of the Secretary from any said meetings, a Secretary Pro-Tem shall be appointed by the Chairman.

Paragraph D - "Treasurer": The Treasurer:

- ❖ shall receive all initiation fees, dues and other moneys belonging to the association and may authorize any member to assist him/her in his/her duties.
- ❖ shall deposit such moneys in a bank approved by the association.
- ❖ shall sign and issue all checks, after being properly countersigned by the Chairman, or in his/her absence, the Vice-Chairman.
- ❖ shall use the utmost diligence in the collection of dues and in the prevention of delinquencies.
- ❖ shall strictly carry out every requirement of section 3 of Article III.
- ❖ each month of the association's existence he shall submit a financial report, either verbal or written, of the association's accounts.
- ❖ shall cause all matters pertaining to the finances of the association, to be brought to the prompt attention of the Board of Directors.
- ❖ the books and records of the Treasurer shall be the property of the association and shall be open, upon request, to the Board of Directors.
- ❖ the records of the Treasurer may be audited annually, but, at a minimum, must be reconciled annually, or upon termination of office.
- ❖ if required, the Treasurer shall be bonded at the expense of the association for such an amount as the Board of Directors may deem necessary.

Paragraph E - "Ex-Officio": The Ex-Officio:

- ❖ shall have been an officer of the Board of Directors within the last four years.
- ❖ shall serve in an advisory capacity on the newly elected Board.
- ❖ shall be nominated and elected in the same manner as new officers.

Section 3. Committees: Committees shall be organized to execute the functions and activities of the association. They shall be created when the formal pursuit of an activity or function is required. A record shall be maintained by the Board of Directors listing committees and their chairmen. There shall be two categories of committees: Permanent Committees, and Special Committees. Permanent committees may be created or dissolved only by a verbal two-thirds vote of the active regular membership. A permanent committee shall continue its existence even in the absence of any members thereof. Special committees shall organize for a specific goal or activity. They may be created at the request of the regular membership or the Board of Directors. They shall be dissolved upon completion of their goal or activity, or by majority decision of the Board.

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Section 4. Committee Chairmen: Committee Chairmen shall be appointed to their position by the Board of Directors. They shall be responsible to the Board of Directors for the functions and progress of the committees. They shall represent their committees at one Board of Directors meeting per month. They shall make recommendations of appropriations of money for carrying out the work of their committee, but shall not at any time involve the association in expenditures without the express approval of the Board of Directors. The Chairmen of each committee shall be responsible for any funds allotted to their committee. The Chairmen shall have the power to call upon or appoint any other committee or association member to assist him/her in the performance of his/her duties. A committee chairman shall insure that his/her committee activities do not conflict or duplicate those activities or functions of other committees.

Any duplication or conflicts, which may arise between committees, shall be referred to the Board of Directors by the committee chairmen involved. Committee Chairmen shall be responsible for correspondence of their committees and shall insure that copies of all committee correspondence be given to the association secretary. The committee chairman shall hold his/her position for as long a period as he/she efficiently performs his/her duties. He/she shall be required to surrender his/her position at the end of the Calendar Year. The Committee Chairmen shall have the power to call a meeting of their respective committees so long as it would not conflict with other committee or association meetings called prior.

Each committee chairman shall render a report at one regular meeting each month and at the annual meeting, shall give a resume of the previous year's activities. Any active regular member of the association is eligible to participate as a Committee Chairman.

Section 5. Recall of Officers: For just cause, an elected officer may be recalled by the regular membership in the following manner: A petition for recall setting forth the reasons therefore and signed by not less than twenty percent (20%) of the regular membership shall be submitted to the Board of Directors who shall call a special meeting to review the circumstances pertaining thereto. Both the petitioners and officer involved shall be notified of such meeting. If no solution is reached, a majority of the remaining members of the Board of Directors have the discretion to remove the officer from the Board. If no solution is reached by the Board of Directors, the petition can be presented to membership vote. At this point, the recall of an elected officer requires two-thirds majority vote of active regular members. In addition, as set forth in Article II, Section 7, the Board of Directors can remove a fellow officer from the Board.

ARTICLE VII. LIABILITIES AND INDEMNIFICATION

Section 1. Personal Liabilities: All persons or corporations extending credit to, contracting with, or having any claim against the association or the Board of Directors shall look only to the funds and property of the association for payment of any debt, damage, judgment, or decree, of any other money that may otherwise become due and payable to them from the association or the Board of Directors, so that neither the members of the association, nor the Board of Directors, present or future, shall be personally liable thereto, either jointly or severally.

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Section 2. Indemnification: The Board of Directors shall indemnify and reimburse from the funds of the association each director, or officer of the association, and his/her heirs, executors of administrators, for any judgment against him/her and for expenses necessarily incurred by him/her in connection with the defense or reasonable settlement of any action, suit, or proceeding to which he/she is made a party by reason of his/her being a director or officer of the association, or by reason of his/her conduct as such, unless such director, or officer is finally judged in such action, suit or proceeding to be liable for willful malfeasance or malfeasance in the performance of his/her duties as such a director or officer. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights of any such director or officer.

ARTICLE VIII. CONSTRUCTION OF THE CONSTITUTIONAL BY-LAWS

Section 1. Interpretations of the Constitutional By-Laws: On all questions as to construction or meaning of the Constitutional By-Laws, the decision of the Board of Directors shall be final, unless such construction be overruled at any regular meeting by a two-thirds vote of the regular active members present.

Section 2. Rules of Order: All meetings of the association shall be guided in parliamentary rules by "Robert's Rules of Order".

ARTICLE IX. AMENDMENTS TO CONSTITUTIONAL BY-LAWS

Section 1. Amendments to the Constitutional By-Laws shall be proposed by petition signed by not less than twenty percent (20%) of the active regular members. The petition shall be submitted to the Board of Directors. The Board of Directors may also propose amendments to the Constitutional By-Laws when deemed necessary. A two-thirds (2/3) vote of the active regular membership is required to enact the proposed changes to the Constitutional By-Laws. Notice of proposed amendments shall be given by mail/email to all regular members at least 10 days in advance of the regular meeting at which time the proposed amendment shall be submitted to a vote. The proposed amendment must be voted upon no later than 45 days after the receipt of the petition

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**POLICIES, PROCEDURES, AND RULES
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Members and Associate Members:

1. An Associate Member is prohibited from voting.
2. An Associate Member is prohibited from chairing a committee or an event but may co-chair an event.
3. Any member receiving a citation for reckless or drunk driving will be subject to as much as six months suspension from the association at the discretion of the Board of Directors.
4. All members are required to keep their car in mechanically safe condition and shall comply with the State of California Vehicle Code.
5. Seat belts are required for the driver and all passengers of each street-driven car participating in a driving event.
6. No drinking of alcoholic beverages while participating in association events unless otherwise determined by the circumstances and then only by person twenty-one (21) years of age or older.
7. Rules and regulations for association events shall be in accordance with those established by the guidelines set by the association's current insurance carrier's policy, with such revisions as may be determined by the committee chairman with the approval of the Board of Directors of the Association.
8. The standard procedure for any action taken by the association shall be as follows: The member shall present his/her suggestion to the appropriate committee chairman who will, in turn, present the suggestion to the Board of Directors for approval.
9. With the approval by the Board of Directors, the committee chairman shall be responsible for setting the entry fee for events put on by the association.
10. No member shall obligate or commit the Association without prior approval of the Board of Directors. Violation of this rule may subject such member(s) to suspension or expulsion from the association.
11. Members of ESCA shall immediately notify the Secretary of any change of address or change of phone number.
12. Until changed by the Board of Directors, the general meetings shall start promptly at eight o'clock P.M.
13. The Board shall present each incoming member with a car decal, an Association, approved item, ByLaws, and a membership card. A member may obtain additional car decals and approved item at his/her expense.
14. The annual dues for a REGULAR member of the Association shall be \$18.00. Dues paid one year in advance shall be discounted by \$2.00 (\$16.00), provided that this amount is paid in full on or before the first meeting in February. A husband and wife or other family member, residing at the same address, shall be considered as a single membership, for purposes of dues, plus \$2.00 per additional member. Dues for a member joining after June 30th, will be a total of \$9.00. Dues for a family membership, when members reside at the same address shall be and additional \$2.00 per member. Annual dues are payable from January 1st.

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15. The annual dues for an ASSOCIATE Member shall be \$18.00, and are not eligible for the discount. Dues are paid one year in advance. A husband and wife or other family member, residing at the same address, shall be considered as a single membership, for purposes of dues, plus \$2.00, per additional member. Dues for a member joining after June 30th, will be a total of \$9.00. Dues for a family membership, when members reside at the same address shall be an additional \$2.00 per member. Annual dues are payable from January 1st.

POLICY FOR CLUB JACKET

1. The club patch will be worn on the upper left sleeve.
2. Name badge (white on blue with the club name and your name only) shall be worn on the left side of the front. Also, any team badges shall be worn on the left side of the front.
3. Other patches shall be worn on the right side of the front or on the upper right sleeve.
4. Nothing shall be worn on the back of the jacket.
5. Event patches may be worn anywhere except on the back of the jacket.
6. Anything other than the above mentioned articles will be subject to the approval of the Board of Directors.

EVENT HEAD

At the conclusion of your open event, the following must be turned into the Historian:

1. A complete set of event instructions.
2. A dash plaque from the event, if one was created.
3. An itemized cost sheet of the event.
4. A list of everyone who worked on the event, including what job each of the workers performed.
5. A summary of the event and route.
6. Anything else pertaining to the event not listed here.

cc: Rally Chairman - Autocross Chairman - Funkhana Chairman

AUTOCROSS, RALLY, AND FUNKHANA RULES

A budget and flier must be turned into the Board of Directors at least two (2) months before the open event and one (1) month before a closed event. A cost sheet must be turned into the Board no later than thirty (30) days after the event.

Track course map must be reviewed and approved at the regular meeting before the event.