

# IMPALA SS CLUB OF AMERICA BYLAWS

Adopted December 2000

## ARTICLE I PURPOSE AND CLASSIFICATION

### Section 1. PURPOSE:

The general purpose of this club, incorporated as a nonprofit organization, and hereinafter called ISSCA, shall be to preserve and maintain the Chevrolet Impala SS and other B-Body cars manufactured by General Motors including the motor vehicles produced in model year 1991 through 1996, and to serve as an accurate source of technical information concerning these automobiles for the benefit of its members as well as the general public.

### Section 2. CLASSIFICATION OF VEHICLES:

In order to facilitate the general purpose, the vehicle identification number must be traceable to an Impala SS, Caprice, Buick Roadmaster, or Oldsmobile Custom Cruiser model manufactured by General Motors from 1991 through 1996.

## ARTICLE II CORPORATE SEAL AND OFFICIAL EMBLEM

### Section 1. SEAL:

The Corporation shall have a common seal consisting of a circle having within its circumference the words: Impala SS Club of America, Incorporated.

### Section 2. EMBLEM:

The official emblem of ISSCA shall consist of a *(Insert Description)* in lettering of a particular style as previously adopted by the National Board of Directors.

- A. The official club emblem may be used and displayed by any member in good standing of ISSCA.
- B. Chartered Clubs are authorized to use the official club emblem in unaltered form on projects or products for the promotion or development of the Chartered or National Club provided permission is first obtained from the National Board of Directors. All electronic or printed use of the Official Emblem shall be approved by the Board of Directors, which shall establish guidelines.

## ARTICLE III EXECUTIVE OFFICES

### Section 1. OFFICE LOCATION:

The Executive Office for ISSCA is hereby fixed and located in the State of Arkansas as previously adopted by the National Board of Directors.

## ARTICLE IV CORPORATE POWERS

### Section 1. CORPORATE POWERS:

The Corporate Powers of this club shall be vested in the Board of Directors, who shall be active voting members in good standing.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1. TERM OF OFFICE:**

The Board of Directors of ISSCA shall consist of two (2) Directors from each region. No two (2) Directors may be members of the same Chartered or unaffiliated local Impala Club. The term of office shall be two (2) years. A minimum of half of the Directors shall be elected each year. Any Director may be removed for cause by a three-fourths (3/4) majority vote of the Directors, at a regular or special meeting of the Board of Directors.

**Section 2. VACANCIES:**

A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased by amendment of these Bylaws. A vacancy or vacancies may be filled by the remaining Directors or by the members at an annual or special meeting of the active members. Directors so elected shall hold office for the term of the Director replaced.

**Section 3. REDUCTION IN NUMBER:**

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the term of office.

**Section 4. NOMINATING COMMITTEE:**

The nominating committee shall consist of five (5) members appointed at the July Board meeting by the President from the Board of Directors, and shall prepare a ballot to have not less than one name from each of the geographic regions. The Nominating Committee will certify the qualifications of the prospective candidate before placing the name on the ballot. Active members of each region shall elect by a plurality vote each year by ballot, the necessary number of Directors to serve for two (2) years. The Nominating Committee shall prepare a brief statement describing each nominee by name, city of residence and a statement of qualifications including offices held, past or present in ISSCA or Chartered clubs. The Nominating Committee shall, by October 1st, provide each active member a ballot, a statement describing each nominee, and voting instructions, which shall include a notice that all ballots must be postmarked by October 31st. All ballots mailed to active members outside the continental boundaries of the United States shall be posted by airmail. The Nominating Committee will tabulate and report the results of the election to the Board of Directors by November 30.

**Section 5. PLACE OF MEETING:**

Regular meetings of the Board of Directors shall be held at any place which has been designated from time to time by consent of a majority of the Board.

**Section 6. REGULAR MEETING:**

The Board of Directors shall hold at least four (4) regular meetings during each fiscal year. Directors who miss three (3) consecutive meetings may be subject to removal in accordance with Article VII Section 2.

**Section 7. SPECIAL MEETING:**

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, the President, or by any nine (9) Directors, on notice of each Director of such a meeting.

**Section 8. NOTICE:**

Written notice of the time and place of regular and special meetings of the Board of Directors shall be delivered personally or sent to each Director by mail or other form of written communication, charges prepaid, addressed to the Directors' address as it is shown upon the record of ISSCA. Notices must be delivered at least ten (10) days prior to and not more than thirty (30) days prior to any meeting.

**Section 9. QUORUM:**

One-third (1/3) of the Board of Directors and/or Officers shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

**Section 10. ADJOURNMENT:**

A quorum of the Directors or Officers may adjourn any Directors' meeting to meet again at a stated time, place, and hour, provided, however, that in the absence of a quorum, the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

**Section 11. ATTENDANCE:**

Directors shall notify the President as soon as practicable if unable to attend a Directors' meeting.

**Section 12. FEES AND COMPENSATION:**

Directors shall not receive any compensation, fee or salary for their services as Directors, but by resolution of the Board, compensation may be allowed to any Director for any monies or expenses actually incurred and paid by any Director for the benefit of the Corporation.

**Section 13. AGE:**

To be a member of the Board of Directors a person shall have reached their eighteenth (18) birthday prior to election to the Board and shall be a dues paying member.

**ARTICLE VI  
POWERS OF DIRECTORS**

**Section 1. CALL MEETINGS:**

The Board of Directors shall have power to call meetings of ISSCA when it deems necessary to conduct, manage and control the affairs, relations and business of the club, and to make rules not inconsistent with the laws of the State of Arkansas, for guidance and management of the affairs of the club.

**Section 2. INCUR INDEBTEDNESS:**

The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board, and the note or obligation, if any, given for the same, signed officially by the President and the Secretary, shall be binding on the club.

**Section 3. APPOINTMENT OF AGENTS AND COMMITTEES:**

The Board of Directors may appoint other agents or committees, as it deems necessary, and shall fill all temporary or permanent vacancies that may occur during the year in any ISSCA office.

**Section 4. ELECTION OF OFFICERS:**

The Board of Directors shall appoint the officers of ISSCA from the Board of Directors.

**ARTICLE VII  
OFFICERS**

**Section 1. TYPE OF OFFICERS:**

The officers of this club shall be President, Vice-President, Secretary, and Treasurer. Officers shall serve for one (1) year or until their successors are elected. No member may serve more than four (4) consecutive full terms in the same office; the member may be reelected any number of times to office in a lifetime. Other positions that may be appointed by the President are Parliamentarian, Sergeants-at-Arms, National Head Judge, National Racing Steward, Historian, National Show Coordinator, Publisher, Webmaster, and Public Relations Officer.

**Section 2. REMOVAL AND RESIGNATION:**

Any officer may be removed for cause by a three-fourths (3/4) majority vote of the Directors at the time in office at a regular or special meeting of the Board of Directors. In the case of committee members chosen by the Board of Directors, by any officer upon who such power of removal may be conferred by the Board of Directors, or by the Board of Directors themselves. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**Section 3. VACANCIES:**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office.

**Section 4. VOTING:**

All Officers shall have the right to vote with the assembly and to debate questions, as may any other member. Appointment or election to office shall not preclude the officer's right to vote on any matter for which they would be eligible to vote.

**Section 5. EXECUTIVE COMMITTEE:**

An Executive Committee of the Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have the authority to conduct emergency business, and set the agenda for the Board meetings.

**ARTICLE VIII  
DUTIES OF OFFICERS**

**Section 1. PRESIDENT:**

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall sign all contracts and other instruments in writing, provided, however, that all contracts and instruments in writing be first approved by the Board of Directors. Positions that may be appointed by the President are Parliamentarian, Sergeants-at-Arms, National Head Judge, National Racing Steward, Historian, National Show Coordinator, Publisher, Webmaster, and Public Relations Officer; all with concurrence of the Board of Directors.

**Section 2. VICE-PRESIDENT:**

The Vice-President shall perform all the duties of the President in the President's absence, and when so acting shall have all the powers and restrictions of the President as set forth in Section 1. The Vice-President shall perform such other duties as from time to time may be prescribed by the Board of Directors, and shall attend all their meetings.

**Section 3. SECRETARY:**

The Secretary shall attend all meetings of the members and Board of Directors, record the minutes of all meetings, keep or cause to be kept, a current register of members, give notice of all meetings of members, and keep the Seal of the Corporation in safe custody. The Secretary shall have control of valuable papers and books of the club and shall be at all times subject to the control of the Board of Directors. The Secretary will certify and file amendments and revisions of the Bylaws with the official copy kept in the principal office. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro-tempore.

- A. Minutes of the meeting of the Board of Directors will be compiled and duplicated by the Secretary following each meeting and copies distributed to all Board Members and such other individuals as the President or Board of Directors may designate.
- B. The Secretary shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times.

**Section 4. TREASURER:**

The Treasurer shall keep a correct accounting of the Club's business transactions. The Treasurer or designee shall deposit all monies and other assets in the Corporation depository as may be designated by the Board of Directors; disburse the funds of the Corporation as may be ordered by the Board of Directors; and shall render to the President and Board of Directors an accounting of the Corporation's assets and liabilities when they request such information. The information shall include a copy of the quarterly statement provided to ISSCA by a certified public accountant. The Treasurer without specific approval of the Board of Directors shall incur no obligation, debt, or other liabilities.

**Section 5. PARLIAMENTARIAN:**

The Parliamentarian will be present at all meetings of the Board of Directors or of the members and will advise in all areas of parliamentary law and contribute toward the proper order of business. The Parliamentarian will have available for reference at each meeting copies of the proper parliamentary authority as provided in Section 1 of Article XV, the Articles of Incorporation, current Bylaws, and such other documents and information as is necessary to carry out the proper order of business.

**Section 6. SERGEANT-AT-ARMS:**

The Sergeant(s)-at-Arms is (are) responsible for preserving order on the floor of the meeting as the chair may direct. In meetings where only members or some other limited category of persons are permitted to enter, checks the credentials or eligibility of those arriving, and denies entrance to unauthorized persons.

**Section 7. PUBLISHER:**

The Publisher is responsible for all aspects of the National magazine including publication, printing, editors, and is to report to the Board of Directors at each Director's meeting.

**Section 8. WEBMASTER:**

The Webmaster is responsible for all aspects of ISSCA's presence on the World Wide Web (Web), the maintenance of necessary equipment, contractual agreements with Internet Service Providers, electronic reproduction of the National Magazine, and enforcing of the proper usage of the National Emblem and or Seal by Regional Group and member owned websites.

**Section 9. NATIONAL HEAD JUDGE:**

The National Head Judge or designated representative shall attend all National shows and is responsible for all aspects of judging, compilation and report of points results to the Secretary, rules modifications, judges meetings, and shall appoint an active member(s) in good standing as Assistant Head Judge(s). The National Head Judge shall also maintain a list of all certified judges and shall oversee the certification of judges. The National Head Judge will conduct a National Rules Meeting each year, at a time and location to be determined by the National Head Judge, and will present all findings of this meeting to the Board of Directors for final disposition. The National Head Judge is to attend or report to the Board of Directors at each Board meeting.

**Section 10. NATIONAL RACING STEWARD:**

The National Racing Steward or designated representative shall attend all National driving competitions and is responsible for all aspects of driving competition, compilation and report of points results to the Secretary, rules modifications, drivers meetings, and shall appoint an active member(s) in good standing as Assistant Racing Steward(s). The National Racing Steward shall also conduct a National Rules Meeting consisting of all local and regional Racing Stewards each year, at a time and location to be determined by the National Racing Steward, and will present all findings of this meeting to the Board of Directors for final disposition. The National Racing Steward is to attend or report to the Board of Directors at each Board meeting.

**Section 11. HISTORIAN:**

The Historian may be appointed by the President and is responsible for maintaining all historical documents pertaining to the club. ISSCA shall retain ownership of all donated historical items.

**ARTICLE IX  
MEMBERSHIP**

**Section 1. TYPES OF MEMBERSHIP:**

Membership shall be open to any person interested in promoting the purposes of this club. There shall be two (2) types of members of this club as follows:

- A. ACTIVE MEMBER: Those members whose application has been accepted and whose dues have been paid. Active members are entitled to all club privileges, including the right to vote with the assembly.
- B. HONORARY MEMBER: Those persons whom the Board of Directors deem deserving of special recognition for their contribution to the Impala SS community. This shall be a non-voting membership.

**Section 2. APPLICATION:**

Application for ISSCA membership shall be in writing, filed with the Secretary, and accompanied by dues for the current year.

**Section 3. RESIGNATION:**

Any member may resign upon notification to the Secretary and such resignation shall be effective upon receipt by the Secretary provided indebtedness to ISSCA, if any, is paid in full.

**Section 4. SUSPENSION, EXPULSION, REINSTATEMENT BY THE TREASURER:**

Any member may be suspended by the Treasurer for non-payment of dues after anniversary date. Suspension by the Treasurer shall be at the discretion of the Treasurer. Upon payment of back dues, a member suspended for non-payment shall be automatically reinstated providing any additional dues that have accumulated during the suspension period together with the delinquent amount that caused the suspension are paid.

**Section 5. SUSPENSION, EXPULSION, REINSTATEMENT BY BOARD OF DIRECTORS:**

The Board of Directors shall have summary power by vote of a majority of its members, to suspend or expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will, or prosperity of the organization, or which is likely to endanger conduct in violation of these Bylaws or the rules and regulations of the Club which may be taken at any meeting of such Board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A three-fourths (3/4) affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement.

**Section 6. GENERAL:**

Upon the resignation, suspension, or expulsion of a member, the member's rights and privileges shall cease.

**ARTICLE X  
CERTIFICATE OF MEMBERSHIP**

**Section 1. FORM:**

Certificates of membership shall be of such form and device as the Board of Directors may from time to time elect.

**ARTICLE XI  
MEETINGS OF THE MEMBERS**

**Section 1. ANNUAL MEETING:**

The annual meeting of the members of this Corporation shall be held in a location to be determined by the Board of Directors during the 3rd or 4th Friday, Saturday, or Sunday in January, for the purpose of reporting the results of the election of the Board of Directors by the Active Members, and the results of the election of Officers by the Directors of the Club.

- A. For purposes of clarification: The Board of Directors may elect to hold an annual installation dinner during the 3rd or 4th Friday, Saturday, or Sunday in January in lieu of a membership participation meeting.

**Section 2. NATIONAL SHOWS:**

Meetings may be held at nationally sanctioned shows, but shall not be required.

**Section 3. SPECIAL MEETING:**

A Special meeting of the members may be called at any time by the President, or by the Secretary, upon written application of at least one hundred (100) active members in good standing. The application shall state the purpose of the meeting. The Secretary must send notices of special meetings, consistent with Section 8 of Article V within thirty (30) days after receipt of a valid and proper application for same.

**Section 4. TIME AND PLACE:**

Any annual or special meeting shall be held at such time and place and date as the Board of Directors shall select. The Board of Directors shall select a time, place and date for a special meeting within thirty (30) days after receipt of a valid and proper application for same by the Secretary.

**Section 5. NOTICE:**

A written or printed notice stating the purpose, place, date, and hour of every meeting shall be mailed by the Secretary to each active member in good standing at least ten (10) days prior but not more than thirty (30) days prior, to said meeting. If a member gives no forwarding address or current address is deemed undeliverable by delivery service, notice shall be deemed to have been given if attempted by mail or other means of communication addressed to the member's last known address.

**Section 6. QUORUM:**

At all meetings of the club, two-thirds (2/3) voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

**Section 7. PROCEDURE:**

Each voting member (one vote per membership number) in good standing shall be entitled to one vote at any meeting, annual or special. The use of proxies at any membership meeting or Board of Directors' meeting of this club will be allowed, and the proxy authorization must be in writing and signed by the absent member. A proxy shall not be considered to represent a member present at the meeting for the purpose of constituting a quorum.

**ARTICLE XII  
CONTRACTS**

**Section 1. EXECUTION OF CONTRACTS:**

The Board of Directors, except as the Bylaws or Articles of Incorporation otherwise provide, may authorize any Officer(s), or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or special. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any person or authority to bind the Corporation by any contract or agreement or to any amount.

**ARTICLE XIII  
DUES**

**Section 1. DUES:**

Membership dues shall be fixed by the Directors from time to time and adjusted as necessary to provide a balanced budget. Dues shall be payable at the end of twelve (12) month membership anniversary, and are delinquent thereafter.

**ARTICLE XIV  
CHARTERED CLUBS**

**Section 1. DEFINITION:**

A chartered club is a local extension of ISSCA entitled to benefits granted by the Board of Directors.

**Section 2. QUALIFICATIONS:**

- A. The chartered club must include, and maintain, a minimum of ten (10) ISSCA members in good standing.
- B. All officers of the chartered club must be ISSCA members in good standing.

**Section 3. APPLICATION**

Application for chartered club status shall be made to the Board of Directors of ISSCA in the form of an application which shall be duly signed by ten (10) or more club members who are active members of ISSCA. Applications may be obtained from ISSCA Secretary.

**Section 4. CONFORMANCE TO BY-LAWS:**

All chartered clubs must conform to the provisions of the Bylaws of ISSCA. Any chartered club found in non-compliance may have their charter suspended or revoked by action of the Board of Directors.

**ARTICLE XV  
PERSONAL LIABILITY**

**Section 1. MEMBERS AND BOARD:**

Neither the members of the Corporation, the Board of Directors, nor Officers, present or future, shall be held personally liable for any claim, damage, or debt against the Corporation or its members.

**Section 2. CLUB ASSETS:**

No member of this nonprofit corporation shall have the right to individual proceeds of the club assets or property.

**ARTICLE XVI  
PARLIAMENTARY AUTHORITY**

**Section 1. RULES:**

The rules contained in the current edition of Roberts Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order ISSCA may adopt.

**ARTICLE XVII  
INSPECTION OF BY-LAWS**

**Section 1. AVAILABILITY:**

The Corporation shall keep in its principal office the original (or a copy) of the Bylaws as amended or otherwise altered, to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

**ARTICLE XVIII  
AMENDMENTS**

**Section 1. BY MEMBERS:**

New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds (2/3) majority vote of the active voting members, either present or represented by a proxy, at an annual or special meeting where a quorum is present.

**Section 2. BY THE BOARD OF DIRECTORS:**

The Board of Directors may adopt, amend, or repeal Bylaws. To be considered, a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors. To be enacted, the proposed amendment or change must receive a two-thirds (2/3) majority vote of the Directors present or by proxy, at the next regular or special meeting of the Board of Directors.

**Section 3. RESTRICTIONS:**

Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same or substantially the same, amendment or repeal.