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ARTICLE I NAME, PURPOSE AND EMBLEM

Section 1. Name.

The name of this club shall be the **INTERNATIONAL RACE DRIVERS CLUB, INC.** A NON-PROFIT ORGANIZATION incorporated in the State of Washington. Hereinafter referred to as **IRDC** or the Club.

Section 2. Purpose.

To stage and regulate competition events and exhibitions for sports/performance cars; to encourage and provide instruction in the interest of careful and skillful driving and to encourage to preservation and enjoyment of sports/performance cars.

Section 3. Emblem.

The Club emblem shall be as shown: White background displaying a steering wheel divided into 3 parts, checkered, red and blue. Black writing.

Section 4. Affiliation.

IRDC is a non-profit club and is a member of the International Conference of Sports Car Clubs, hereinafter referred to as ICSCC or Conference. ICSCC is the sanctioning body for all IRDC competition events.

ARTICLE II MEMBERSHIP AND DUES

Section 1. Membership Qualification.

Any individual interested in motor sports is eligible for membership.

Section 2. Application for Membership.

(a) All applicants for membership in the International Race Drivers Club shall fill out a membership application form. The form and fee will be forwarded to the Treasurer who will forward to the Membership Chairperson.

(b) Type of Members.

1. Driver: A member who is racing, holding a current license or permit (novice holder) issued by ICSCC. A member who has held a license or permit but whose license has expired within the last calendar year.
2. Member: A club participant other than driver.

3. Worker Member:

No applicant may be turned down for membership by reason of race, color, sex, age or disability. Upon being accepted into membership they will receive a membership card, club roster and will be added to the mailing list of the Newsletter. A list of new members will appear in the newsletter and will be read at the membership meeting. It is recommended that new members be sponsored by an existing member.

Section 3. Annual Dues.

Dues are due for the calendar year. Any dues received after October 1st shall be applied to the following calendar year. Dues are due and payable January 1st. Members in good standing the previous calendar year but who have not renewed their membership by January 1st are still considered members in good standing until March 1st.

The amount of dues will be reviewed annually at the August Board of Directors' Meeting and recommendations for any changes are to be presented at the regularly scheduled September General Meeting. Approval of any changes in dues must be voted by a 2/3 majority of members present at the September General Membership Meeting.

Section 4. Expulsion.

Any member may be expelled for infraction of Club rules or such causes contrary to the best interest of the Club. A motion to expel may be submitted by any member and must be submitted in writing to the Board of Directors 30 days prior to a General Membership Meeting. The Board of Directors shall facilitate the notification to the member in question. Before any actions is taken, the members shall have an opportunity to submit in writing and/or in person to the Board of Directors, his/her position, within 30 days, on any charge of which he/she shall be notified. A 2/3 majority of the members present at a schedule General Membership Meeting is required to expel a member.

Section 5. Voting Privileges.

- (a) Each active member shall have one vote on all Club issues presented before General Membership.
- (b) The ICSCC Rules Changes may be voted on only by Driver Members as defined by Conference Policy & Procedures Manual (P&PM) and Competition Regulations.

ARTICLE III GENERAL MEMBERSHIP MEETINGS

The Club schedules one General Membership meeting each month.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Members.

Members of the Board of Directors will consist of the current Club President, Vice President, Secretary, Treasurer, immediate Past President and 4 Directors.

Section 2. Powers.

Subject at all times to these by-laws the Board of Directors shall have the power to make, amend and enforce the rules regulating the operation and administration of the Club; to appoint such committees as it may deem advisable and by resolution define the authority of said committee and delegate thereto such authority as the Board may deem advisable, but such delegation shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it by these by-laws; to make and enter such contracts as in its judgment and discretion may deem for the best interest of the Club. Actions of the Board of Directors or Club officers, other than those specifically defined by the by-laws, shall be subject to revision by a majority vote of the membership present at a regularly scheduled meeting.

Section 3. Limitation of Powers.

The Board of Directors shall not have the power to obligate the Club beyond its own term without prior approval of the membership (See Article IV, Section 4.).

Section 4. Terms of Directors.

The 4 Directors shall be elected for a 2 year term, as hereinafter provided, with the term of 2 Directors expiring each year.

Section 5. Vacancies.

In the Event of a vacancy in the Board of Directors, a Director shall be elected by the membership to fill the unexpired term. The President will announce a special election to be held within 60 days to fill the vacancy.

Section 6. Eligibility of Director.

- (a) All Directors shall have been members in good standing for a least one year immediately prior to nomination. The nominee must be a current member at time of election.
- (b) No member may hold more than one position on the Board of Directors at any one time.
- (c) One Director must hold a current active ICSCC Senior license.
- (d) One Director must be a current active worker member of IRDC.

(e) Two Directors shall be elected "at large" from the membership.

Section 7. Meetings of the Directors.

The Board of Directors shall schedule a meeting at least once each month. Meeting shall be held at the call of the Chairperson or any three members of the Board at such a place as designated by the person or persons calling the meeting. Five Board members shall constitute a quorum at any meeting. A majority of those present voting for or against any proposition shall prevail except where otherwise specified in the by-laws. A report of any action taken shall be made to the membership. Board meetings are generally reserved for the Board of Directors to transact the business of the Club. Views, observations and suggestions of Club members will be welcomed when appropriate and when time allows. The President shall indicate such times when member contributions will be accepted. At all times, debate is limited to members of the Board. Committee Chairpersons may be asked to present reports and provide advice. Attendance by committee heads is welcomed. Members are encouraged to submit their ideas and views on specific issues in writing and to request time for oral presentation in advance of meetings.

Section 8. Removal from Office.

- (a) Any Director and/or officer must be removed from office at any time by a 2/3 majority vote of members in good standing present at the scheduled General Membership meeting called for the purpose Notification of the purpose of the meeting must occur in the prior newsletter.
- (b) Any Director who fails to attend three (3) consecutive meetings of the Board and General Membership without previous notification may be removed from office.

**ARTICLE V
OFFICERS**

Section 1. Duties of the President.

The President shall preside at all meetings of the membership and of the Board of Directors. In the name of the Club, the President shall sign all written contracts and obligations of the Club; shall be ex-officio member of all committees of the Club; shall exercise general supervision over the business and affairs of the Club and at the Annual Awards Dinner of the membership, shall make a report relative to such business and affairs during the term of the presidency.

Section 2. Duties of the Vice President.

In the absence, incapacity, relinquishment or inability of the President to perform the duties of office, or any thereof, the Vice President shall perform the duties of the President. In the event the Vice President is called upon to fill the office permanently he/she will finish the Presidents term of office.

Section 3. Duties of the Secretary.

The Secretary shall be responsible for keeping the minutes of all meetings; shall have custody of all the Club's records, other than financial records; shall maintain the official correspondence of the Club and do and perform all such other duties as may be required of the Secretary by the Board of Directors. In the event of absence, incapacity or inability to act, any other Officer or Director of the Club may perform these duties and if the Secretary is not present at any meeting of the Directors or of the Membership, a Secretary pro-tem may be chosen to perform these duties. If both the President and the Vice President are absent from any meeting, the Secretary shall preside.

Section 4. Duties of the Treasurer.

The treasurer shall be responsible for collection and disbursement of all Club funds in accordance with the instructions of the Board of Directors. The Treasurer shall be responsible for the maintenance of the financial records of the Club, make a monthly, written Treasurer's report to the members, and make a detailed financial report for the previous year with the help of the Finance Committee for presentation to the General Members at the February General Meeting. In consultation with a Board-approved accountant the Treasurer shall prepare, file and pay any taxes owed. The treasurer will be responsible for the activities of the property committee.

Section 5. Duties of the Contest Board Representative.

The Contest Board Representative shall hold a current ICSCC Senior license and shall represent IRDC Conference drivers at meetings of the Conference Contest Board. The Contest Board Representative shall reside at any rule changes meetings and shall perform those duties as outlined in the Conference Policies and Procedures Manual and Competition Regulations. An alternate representative shall be appointed by the Board of Directors.

Section 6. Duties of the Executive Board Representative.

The ICSCC Executive Board Representative shall perform the duties of the office as described in the ICSCC Policy and Procedure Manual. The representative will take direction from the IRDC Board of Directors and General Membership regarding the Club position concerning ICSCC issues;

shall represent IRDC at the Fall and Spring meetings of ICSCC and any special meetings; shall be authorized to make necessary ICSCC Board decisions on matters as they may arise and will report these to the IRDC Board and General Membership in a timely manner. An alternate Representative shall be appointed by the Board of Directors.

Section 7. Terms of Office.

The term of office for all elected officers herein described in Article VI shall be for one (1) calendar year. Installation shall be at the January General Membership Meeting.

**ARTICLE VI
ELECTIONS**

Section 1. Annually, during the month of November, there shall be election of the Club Officers, Directors, ICSCC Executive Board Representative and ICSCC Contest Board Representative.

Section 2. Nominating Committee.

At the direction of the Board of Directors a nominating committee shall be appointed by the President during the month of September and nominations opened with the General Membership Meeting in September. They will be charged with providing a slate of candidates for each vacant position. It is recommended that no less than two (2) candidates for each vacant position be provided.

Section 3. Nominations.

At the General Membership Meeting in October, the nominating committee shall present their slate of candidates. Additional nominations may be from the floor with the permission of the candidate nominated. The candidates names shall be published in the following Newsletter. Nominations will be closed in the October General Membership Meeting.

Section 4. Voting.

The official ballot listing all nominees for office shall be mailed to each member in good standing for their vote. The ballots shall be mailed in the November Newsletter which must be mailed no later than October 20th and ballots returned

Section 5. Counting of ballots.

The ballots shall be return addressed to the teller committee and only those ballots with a postmark no later than November 20th will be counted. The teller committee will be appointed by the President no later than the September General Meeting. The committee shall consist of not less than two (2) Club members in good standing, neither of which shall be a candidate nor candidate's family member. Write-in candidates shall not be counted. The ballots shall be counted, verified and the results made known to the General Membership at the first meeting in December.

**ARTICLE VII
COMMITTEES**

Section 1. Race Committee.

The Race Committee shall consist of, at a minimum, the Race Chairman, Course Marshall, Chief of Communications, Chief of Scoring, Registrar and Technical Inspector. The Race Committee shall be approved by the Board of Directors and shall be responsible for the conduct of each of the club's races.

Section 2. Finance Committee.

This Committee shall consist of not less than three (3) members to be appointed by the Board of Directors. It shall perform an annual review of the previous years' finances and report to the Board of Directors at the January Board meeting. The members of this committee shall be available to assist and advise the Treasurer on all financial matters.

Section 3. Property Committee.

There will be a property committee chaired by the Treasurer. It will be their responsibility to inventory all IRDC property annually and records kept of all property. It will be their responsibility to insure that outgoing and incoming officers sign property transfer lists. This includes but is not limited to radios, computers, copiers, office equipment etc.

Section 4. Special Committees.

The President and/or the Board of Directors may appoint any additional special committee that they deem necessary.

**ARTICLE VIII
APPOINTED POSITIONS**

Section 1. Appointments.

All positions in Article VIII may be approved by the Board of Directors to serve for one (1) calendar year. These appointees may be removed by the President and/or the Board of Directors.

Section 2. Race Chairman.

The Race Chairman shall be responsible for the safe conduct of each IRDC race event. Duties shall be in accordance with the ICSCC Policy & Procedure manual and Competition Regulations. The Race Chairman shall preside over the Race Committee and establish communications with race track officials regarding specific track needs.

Section 3. Public Relations Director.

The Public Relations Director shall be responsible for handling all public relations functions of the Club. The Director shall submit IRDC race announcements to the various media (i.e. newspapers, television, radio) in a professional manner. A copy of any submission shall be forwarded to the President no later than three (3) days prior to the event.

Section 4. Membership Chairman.

The Membership Chairman shall be responsible for all matters concerned with new membership applicants and membership renewal.

Section 5. Newsletter Editor.

The Newsletter Editor shall be responsible for the publication of the monthly IRDC Newsletter (See Article X)

Section 6. Chief Driving Instructor.

The Chief Driving Instructor shall be responsible for the organization and conduct of all IRDC Driving Schools.

Section 7. Driving School Registrar.

The Driving School Registrar shall have the responsibility for registration of all driving school students, collection of fees/tuition and distribution of certificates to those who successfully completed the school as required in the ICSCC Policy & Procedures Manual. In all cases moneys collected shall be submitted to the Treasurer in a timely manner. All funds must be remitted to the Treasurer no later than 10 days after the completion of any school and all registration application to the Membership Chairman.

Section 8. Race Registrar.

This person shall have the responsibility for management of all race registration including racers, crew, workers and officials. The Race Registrar shall also be responsible for other duties as defined in the ICSCC Policies and Procedures Manual and Competition Regulations.

Section 9. Awards and Merchandise Chairman.

The Awards & Merchandise Chairman shall be responsible for all awards purchased by the Club (i.e. trophies, service awards, dash plaques, special awards); shall be responsible for purchase and marketing all Club merchandise and shall be the singular merchandising point of contact for all Club items (i.e. name tags, decals, patches, etc.) Such purchases must be pre-approved in accordance with Article XII. All money collected shall be sent to the Treasurer in a timely fashion. All funds must submitted no later than 10 days after the completion of any event (exclusive of "seed money" of approximately \$100.00). An annual report is to be submitted to the January Board of Directors meeting itemizing inventory, sales and income for the previous calendar year.

Sections 10. Radio/Communication Specialist.

This person shall be responsible for all IRDC race communications equipment. This shall include keeping the equipment in good working order and in place at the track for all IRDC events. The contact person for the rental equipment shall be the Radio/Communication Specialist.

Section 11. Chief of Specialties.

As deemed necessary, other officials shall be appointed to insure the safe conduct of IRDC events. These Chiefs and Specialties shall include, but are not limited to: Course Marshall, Communications, Pit/Grid, Technical Inspection, Timing, Scoring, Driver Services, Social Events, Spectator/Gate.

Section 12. Website Editor.

The duties of the Website Editor is to maintain the website as needed by the President and Board of Directors. When necessary the Website Editor will install, update or change the website as stated in contract.

**ARTICLE IX
DECLARATION OF INTENT: CONFLICT OF INTEREST**

A candidate for elective or appointive office within IRDC shall be required to submit a declaration of intent regarding the following:

- A. That the candidate does not intend to seek or accept any position, elective or appointive in any other group or organization which promotes or organizes sports car races thereby avoiding any conflicts with the best interests of IRDC without the express permission of the Board of Directors.
- B. The candidate shall not engage in any activity which may be construed as self dealing while holding any position, elective or appointive within IRDC. Self dealing is defined as entering into a gainful relationship with IRDC. Any self dealing relationship that currently exists or those that come forward in the future must be approved by the Board of Directors.
- C. That the candidate acknowledges any violation of the declaration of intent may be deemed just cause for removal from the position occupied, subject to review by the Board of Directors.

**ARTICLE X
NEWSLETTER**

IRDC shall have a newsletter for the purpose of informing the membership and interested parties of Club activities, elections, special events, articles of interest, etc. To the greatest extent possible, the newsletter shall be published monthly. The IRDC Newsletter shall be the official publication of the Club.

**ARTICLE XI
METHOD OF CHANGING BY-LAWS**

IRDC BY-LAWS

Revised 2005

- Section 1.** These by-laws may be changed by amendments at any regular scheduled meeting of the Club. Written notice is required prior to the meeting where the changes are to be considered. Notice may be given by Club newsletter or special notice. Changes to by-laws require consideration at two (2) consecutive general membership meetings prior to a vote being taken. A 2/3 vote of the members present at the second meeting is required to change the by-laws.
- Section 2.** In the event of any emergency, the by-laws may be suspended for a one (1) meeting duration by a ¾ majority vote of those members present.

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rule of Order shall apply on all questions, procedures and parliamentary law not specified within these by-laws.

ARTICLE XIII RIGHT OF OBLIGATE

Any member must have the approval of the Board of Directors to obligate the Club. Any member who obligates the Club without approval must bear the responsibility for that action.

ARTICLE XIV DISSOLUTION

- Section 1.** IRDC, as a Washington Corporation shall be dissolved in accordance with the Washington State Corporation laws.
- Section 2.** Upon the dissolution of the Corporation all funds remaining after the payment of all liabilities and obligations of the Corporation, costs of liquidation and dissolution shall be donated to a charity to be voted on by the board of directors.

ARTICLE XV AWARDS

Section 1. Perpetual Trophies.

Perpetual trophies will be presented at the Annual Banquet. These will be retained by the recipients until the next year's banquet. To replace the perpetual award, a permanent plaque will be provided.

- A. There will be seven (7) perpetual trophies:
1. The Phillip's Cup
 2. IRDC Crew of The Year
 3. IRDC Driver(s) of The Year
 4. IRDC Lifetime Achievement Award
 5. Novice of The Year
 6. Worker of The Year
 7. Communicator of The Year
 8. The Robert "Bob" McDaniel Sportsmanship Award

Description of the perpetual awards, selection criteria and process is described in Appendix A.

Section 2. Service Awards.

Suitable recognition may be given to officers, chairpersons, committee heads, etc. at the Annual Banquet for service to the Club for the previous year.

APPENDIX A

PHILIP'S CUP

Selection Procedure:

Previous year's recipient to solicit nominations in October, November and December's Newsletter and General Membership Meetings. Consultation with other recipients is appropriate but not required. The final decision is his/hers. Upon final selection, the previous year's recipient is to arrange for engraving of perpetual trophy with the new recipient's name and year. Billing to be sent to the treasurer

Criteria for selection:

- (a) The candidate's contribution to the current year.
- (b) Participation in a variety of Club activities.
- (c) Loyalty and dedication to IRDC.

SERVICE AWARDS

The President of the Club solicit names from each of the various specialties, committee chairpersons and special committees, as well as, fellow Board of Directors and officers for service awards. A list of previous awards should be available. The type of service award is discretionary. The list of final candidates to be provided to the Chairperson of the Awards committee for purchase and engraving.

IRDC CREW OF THE YEAR

Selection Procedure:

Previous year's recipient to solicit nominations in October, November and December's Newsletter and General Meetings. Consultation with other recipients is appropriate but not required. The final decision is his/hers/theirs. Upon final selection the previous year's recipients to arrange for engraving the names of the new recipients and the year of the award. Billing to be sent to the treasurer.

Criteria:

- (a) The candidates contributions of the current year
- (b) Participation in a variety of Club Activities
- (c) Loyalty and dedication to IRDC

Eligibility:

Active crew members from IRDC members.

IRDC DRIVER(S) OF THE YEAR

Selection Procedure:

Nominations for candidates will be accepted by the Board of Directors at the end of the current year. Ballots will be provided in the November and December newsletter. Each member of IRDC in good standing will be entitled to vote. The ballots will be tallied and the decision will be made by the Board of Directors in Executive Session. This award can be granted to one or more racers, open wheel and/or closed wheel drivers.

Criteria:

- (a) Overall driving ability
- (b) Finishing place in Conference championship races
- (c) Contribution to IRDC and racing in the Northwest while participating in Conference races.

Eligibility:

Licensed ICSCC driver for the entire race year. Member in good standing in IRDC.

IRDC LIFETIME ACHIEVEMENT AWARD

This is a very special award given to those persons exhibiting extraordinary efforts in promoting IRDC, ICSCC and racing in the Northwest. The President of IRDC will solicit nominations in the October, November and December Newsletter, as well as, at the General Membership Meetings. Each nomination will include a written reason of nomination and a "biography" of the candidate's involvement with IRDC and racing. Several candidates can be selected for this award per year but a candidate can only win this award once in his/her lifetime. This award will include a lifetime membership in IRDC and a lifetime "pit pass" to all IRDC races. The final decision for this award will be made by the President of IRDC. Consultation with previous recipients and or members of the Board of Directors is appropriate but not required. The President will arrange for the engraving of the award(s). All billing to be sent to the treasurer.

Eligibility:

Any member or previous member of IRDC

CHATEAU BONZO AWARD

IRDC NOVICE DRIVER OF THE YEAR

Nomination for candidates come from the ICSCC License Director
Selection to be made by the IRDC Board of Directors

Suggested guidelines:

Progress in driving skills.

Contribution to IRDC as an active participant.

IRDC WORKER OF THE YEAR

COMMUNICATOR OF THE YEAR

The Executive Board will seek nominations and recommendations from all members of IRDC for the purpose making the above two awards.

Robert "Bob" McDaniel Sportsmanship Award

Selection Procedure

This award honors those individuals who, because of their own selfless generosity, have enriched the racing experience of a less experienced or less fortunate racer. Of particular favor are those individuals who have acted as enablers and mentors, creating opportunities for those with strong desire but modest means to realize their dreams of driving a racecar in wheel-to-wheel competition.

IRDC BY-LAWS

Revised 2005

Criteria:

- (a)** The candidates contributions of the current year
- (b)** Participation in a variety of Club Activities.
- (c)** Loyalty and dedication to IRDC

Eligibility

Any member of IRDC