

**BY-LAWS**  
**OF THE**  
**INLAND NORTHWEST CAR CLUB COUNCIL**  
**(I.N.C.C.C.)**

Amended October 24, 2011

**ARTICLE I**  
Name and Purpose

The Inland Northwest Car Club Council and or the I.N.C.C.C. is a non-profit organization formed to function as an advisory and information center. The purpose of the council is to exchange and disseminate information.

**ARTICLE II**  
Membership

Section 1

A set membership fee will be determined by the Board and voted on by the membership. This annual fee will be due in January of each year. The Council shall be in existence as long as there is interest in maintaining the Council. If the Council disbands, any funds in the treasury shall be distributed to a licensed charity as determined by the remaining members.

Section 2

Each club membership in the council is to include: One (1) voting representative; they in turn will receive two newsletters. If a club wishes to receive more than two (2) newsletters they will pay an additional fee determined by the Board. An individual membership will receive one newsletter and pay the same dues as a club membership. If the individual is a member of a club, they will not receive a vote in any balloted issue, as their club vote will prevail. If they are not a member of a club, they will receive one vote. All votes must be cast in person and no proxy votes will be allowed.

Section 3

All non ballot voting issues will be resolved by a simple majority vote of the members present.

Section 4

The membership is open to any club, automobile enthusiast or persons with an interest in this organization.

## ARTICLE III Officers

### Section 1

The officers of this corporation shall be the Chairperson, Assistant Chairperson, Secretary, Treasurer, and five (5) voting members serving as Directors. The four officers will be non-voting members of the Board.

The Board shall be responsible for the general management and control of the affairs of the Council and shall proceed in any manner, as it may, in its judgment serve the best interests of the Council.

Any requests for capital expenditures over \$200 must be sent to the treasurer so said treasurer can determine if the request is financially feasible before the request goes to the board and membership for approval. A voice approval from the treasurer to the chairman shall be sufficient for the board and membership to act upon said request.

### Section 2

Election of officers:

For balloted issues a nomination committee of three (3) volunteers shall be selected from the floor at the September general meeting. This committee shall be responsible to follow the guidelines set by the board for the nomination and election process. Any member of the nomination committee cannot hold or be nominated for any board position.

Nominations for the Officers/Directors shall be submitted no later than the September/October general meetings. All nominees must approve of their nomination and be present at the September or October general meetings to accept the nomination in person. *Or, acceptance of the nomination may be by letter to the Chairperson if the nominee is unable to attend the September or October general meetings.* Directors shall be elected each year at the November general meeting and may be re-elected. Elected officers have no term limit. The newly elected Board will take over the Council in January of the following year. The out going Board members will assist the incoming members as needed. The Board shall consist of no more than two (2) Directors and two (2) Officers from any one club.

All offices, which are vacated by normal processes of time resignation, suspension, or death, must be filled in the following manner: the office will be filled by nomination, either by committee or from the floor, and the written vote cast by the majority of the members present at a general meeting. A majority is defined as the greater number of votes cast. Any Board member must resign in writing. All votes by written ballot must be certified by a committee of three (3), selected from the floor.

If a slate of nominees is presented for approval and the nominees are unopposed, (one nominee per position), the nominees may be approved and elected by acclamation rather than written vote.

### Section 3

Duties of officers:

Could be appointed to be a liaison to any committee.

Chairperson:

The Chairperson shall be the chief executive officer of the Council. He/She shall preside over general meetings, board meetings and council functions. He/She shall perform such other duties as usually pertain to the office of Chairperson and/or duties assigned by the Directors. The Chairperson may also act as liaison between various committees, to represent the Council. The Chairperson would not be a voting member of the committee.

Assistant Chairperson:

The Assistant Chairperson shall perform all the duties of the Chairperson in His/Her absence and will serve as the Chairperson of the Audit Committee.

An audit of the prior calendar year, of the I.N.C.C. bank account, shall be made before the February general membership meeting by two members from the membership and the Co-Chair of the Council. A report of the audit will be read at the February general membership meeting.

Treasurer:

The Treasurer shall keep an accurate account of Council funds in a bank account, record memberships and forward information to the secretary, and perform all other duties generally attributed to the office of Treasurer. The INCCC Treasurer will automatically serve on any committee handling Council funds.

Secretary:

The Secretary shall keep minutes and records of all Council meetings, conduct routine correspondence pertaining to the Council, maintain addresses and phone numbers of all members, and perform such other duties as usually pertain to the office.

The Secretary shall record all written ballots and maintain a permanent record of such ballots.

Directors:

The active Directors shall be in attendance at all general and board meetings and be available to vote on any subject that may require their attention. Any action which may be taken by the Board may also be taken without a meeting, if all members of the Board shall individually or collectively consent to such action.

#### Section 4

In all issues, a simple majority of votes cast by a quorum present at Board meetings is sufficient to resolve any issue. In a tie vote, the Chairperson will have the tie-breaker vote.

### **ARTICLE IV** Committees

The Chairperson shall appoint such committees as He/She finds desirable and shall outline the duties and responsibilities of such committees. All reports or actions taken by a committee must be approved by a majority of the committee present.

**ARTICLE V**  
Removal From Office

Section 1

Any Officer or Director Committee Chair, or others appointed by the Council to handle specific functions may resign from office by giving written notice to the Chairperson. The Chairperson may resign by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice. Notice of resignations should be mailed to the Inland Northwest Car Club Council, P.O. Box 11282, Spokane, WA 99211-1282. Such resignation shall take effect on the date of receipt of such notice or any later date specified therein.

Section 2

As Officers and Directors are elected by the members, any Officer or Director may be removed either with or without cause at any time as follows: (1) by a resolution signed by 30% of the members requesting removal delivered to the Board or (2) by a simple majority of the Board requesting removal.

Upon receipt of or passage by the Board of either such resolution, the Board shall, upon proper notice, schedule a meeting of the members regarding removal, at which the members, by a simple majority vote of the voting power in the Council at such a meeting may remove the Officer(s) or Director(s).

**ARTICLE VI**  
Personal Liability

All persons or corporations extending credit to, contracting with, or having any claim against the Council or the Board shall look only to the funds and property of the Council for payment of any such contract, claim or for the payment of any debt, damage, judgment, or decree, or any other moneys that may otherwise become due or payable to them from the Council or the Board, so that neither the members of the Council or the Board present or future, shall be personally liable therefore.

No members of this non-profit Council shall have the right to individual proceeds of the Council assets or property.

Under no circumstances shall the Council, its property, the Board or members be responsible for any debts, damages, or liabilities of any kind or nature, incurred or sustained by any member.

**ARTICLE VII**  
Conflict

In the event of any conflict involving individual members or clubs which is not within the scope of the normal operations of this Council, it is recommended that the conflicting parties meet and resolve their differences. If that is not possible, the Board has the right to either bar one or more parties from Council activities or assign a binding arbitrator chosen by the Board. Any person or club who engages in activity that is deemed detrimental to the Council by the Board will be denied membership in the Council.

**ARTICLE VIII**  
Amendments

These By-Laws may be amended, repealed, or altered in whole or in part by a 2/3 vote for all the voting membership of the Council present in person at any duly constituted meeting thereof or by a 2/3 vote of the Directors with at least two (2) weeks written notice to all Council members stating proposed changes. Any proposed amendments be published in the newsletter and stated they will be voted on at the next general meeting.

Any proposed amendments may be made from time to time by a majority vote of the Council members in good standing, upon at least two (2) weeks written notice to all Council members stating proposed changes. Any proposed amendments must be published in the newsletter and stated they will be voted on at the next general meeting.

**INLAND NORTHWEST CAR CLUB COUNCIL  
(I.N.C.C.C.)  
PO Box 11282  
Spokane, Washington 99211-0282**

**Chairperson:** Duane Murphy

**Assistant Chairperson:** Ted Davis

**Secretary:** Nadine Smith

**Treasurer:** Jacquie Witham

**Directors:** Tom Scharf, Larry Roullier, Chris Hall