

NORTH TEXAS S2000 OWNERS CLUB BYLAWS

ARTICLE I

Name, Purpose, Emblem and Seal

Section 1. Name. The name of the Club shall be NORTH TEXAS S2000 OWNERS CLUB (hereinafter referred to as the "Club").

Section 2. Purposes. The nature of the activities to be conducted and the purposes to be promoted and carried out are as follows:

- A. To inspire and enhance the experience, ownership, operation, and preservation of the Honda S2000 automobile;
- B. To encourage fellowship, commingling, and social contact among Honda S2000 owners and enthusiasts through Club publications and related social and recreational activities;
- C. To promote, develop, and arrange meetings and events for the instruction and enjoyment of its members;
- D. To encourage the safe and skillful operation of the automobile through closed circuit road racing, autocrossing, road rallies, and other forms of automotive competition.

Section 3. Emblem. The Club's emblem shall be circular in form and display a White star on Red background on which shall be inscribed the text "NTS2KOC" and "North Texas S2000 Owners Club," as set forth below:



Section 4. Seal. The Club seal shall be circular in form and inscribed with the name of the Club, the year of its incorporation and the word "Texas."

Section 5. Exempt Organization. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 1, Section 2 hereof. No substantial part of the activities of the Club shall be the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c) (7) of the Internal Revenue Code of 1986.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE II

Membership

Section 1. Classes of Members. The Club shall have (2) classes of Members: Regular and Associate. The designation and qualifications of the members of such classes shall be as follows:

- A. Regular Members: Any individual person interested in and capable of furthering the purposes of the Club shall be eligible for election to regular membership provided they are at least 18 years of age. Except as otherwise provided herein, a regular member in good standing is entitled to all the privileges of membership including the rights to vote and hold office.
- B. Associate Members: Any person, corporation, organization or association interested in and capable of furthering the purposes of the Club shall be eligible for election to Associate membership provided they are at least 18 years of age.

Section 2. Membership Process. Membership will be granted to any applicant who has paid Membership dues and whose completed application has been reviewed and approved by the officer designated for that purpose, provided that such person shall not have been expelled as a Member for any reason other than nonpayment of dues. The Club shall not discriminate against any person on the basis of race, color, gender, or religion.

Section 3. Dues. Dues shall be payable annually in such amounts as the Board of Directors establishes. No refund of dues shall be made under any circumstances.

Section 4. Termination, Suspension and Renewal.

- A. Any Member may resign by letter addressed to the Club. The resignation shall be effective upon receipt of the letter. There will be no refund of dues to any Member who resigns.
- B. The Membership term is 12 months from the end of the month during which dues are received. Membership shall automatically lapse for non-payment of dues.
- C. The Board of Directors or the governing body of a Regular Member's Region may suspend a Member at any time for infraction of any Club rule or any other cause if the suspending body deems the action in the best interests of the Club, provided that the body will afford the Member a reasonable opportunity to be heard by it or by a committee appointed by it, in person or through a representative, prior to taking any action, unless it deems it imperative to suspend the Member before a hearing can be held. The suspending body shall immediately notify a Member who has been suspended, in writing, of the suspension. The suspended Member shall then be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it. The Board of Directors may thereafter continue for a definite term, terminate, or rescind the suspension, or expel the Member, and its decision shall be final. In addition, if the Board of Directors is the original suspending body, and a hearing is held prior to any action, then the Board of Directors may suspend for a definite term or expel the Member without affording a second opportunity to be heard.

ARTICLE III

Meetings of the Members and Voting Rights

Section 1. Annual Meeting. The annual meeting of the Club shall be held each year on a date and at a time and place specified by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Club may be called by the President, Board of Directors, or by a written request therefore signed by ten percent (10%) of the Members of the Club. Such special meetings shall be held on a date and at a time and place specified by the Board of Directors.

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Section 3. Notice. A written notice of each annual and special meeting stating the place, hour, date and purpose thereof shall be delivered to every Member not less than 10 nor more than 60 days before such meeting.

Section 4. Voting. Each Member shall have one vote on each and every matter submitted to a vote of the Members.

Section 5. Action without a Meeting. Any action required or permitted to be approved by the Members, including election of officer, may be approved without a meeting if the action is approved by a simple majority of Members. The action must be evidenced by one or more written consents describing the action taken or by a ballot signed by those Members representing the requisite majority.

ARTICLE IV

Board of Directors

Section 1. Jurisdiction. The affairs and property of the Club shall be managed by the Board of Directors consisting of Members of the Club elected in the manner set forth below. The Board of Directors shall be comprised of Four (4) Officers including a President, Vice President, Secretary, and Treasurer and other Directors specific to the promotion, development, and arranging of meetings and events. Examples of these Directors include, but are not limited to, Social, Track, or Webmaster Directors.

Section 2. Terms. The normal term for Directors commences on January 1 following their election and terminates on the third succeeding January 1. No person shall be elected to more than two consecutive terms as a Director.

Section 3. Nominations. Any Member may nominate another Member to be a candidate for election to the Board of Directors. All nominations shall be made in writing signed by the Member making the nomination, and delivered to the office of the Club by November 1 of the year proceeding the year when the term of office is to start.

Section 4. Election. The Board of Directors shall be elected at the Annual Meeting of the Club.

Section 5. Quorum. A simple majority of the Members of the Board of Directors shall constitute a quorum, which may act in any manner within its competence by vote of a majority of the Directors present while a quorum is present.

Section 6. Removal of Director. The Board of Directors may, at any regular or special meeting, by the affirmative vote of at least two-thirds (2/3) of those Directors voting, remove a Director from office for infraction of any Club rule or any other cause, including physical or mental incapacity to serve, conflict of interest, conviction of a felony, or behavior detrimental to the Club or deemed not in the Club's best interests. Written notice of the proposed action must be sent to all Directors at least 30 days prior to the meeting. The Director whose directorship is in question shall be given an opportunity to be heard at this meeting, but shall have no vote on the question.

ARTICLE V

Duties of the Officers

Section 1. President. The President of the club shall be the Club's chief executive officer and shall perform his or her duties under the policies established by the Board of Directors. The President will supervise and control all day-to-day business and affairs of the Club. The President shall be present at each Annual Meeting and will call meetings as prescribed in these Bylaws. The President shall have signature authority over all Club actions and accounts, except in cases where the authority thereof shall be expressly delegated to some other officer or agent of the Club.

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Section 2. Vice President. The Vice President of the club shall be the Club's chief financial officer and shall perform his or her duties under the policies established by the Board of Directors. In the absence of the President, or in the event of the President's death, inability or refusal to act, a Vice President may be designated to perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 3. Secretary. The Secretary or designated assistant shall attend and keep minutes of all meetings of the Members and Board of Directors. The Secretary shall issue notice of all meetings in accordance with the Bylaws.

Section 4. Treasurer. The Treasurer shall have care of all assets and liabilities of the Club, subject to the direction of the Board of Directors.

ARTICLE VI

Administration

Section 1. Board of Directors. The Board of Directors shall establish the policies of the Club and shall oversee and direct the implementation and execution of such policies and the administration of the affairs of the Club.

Section 2. Conflict of Interest. No officer, Director or employee of the Club may participate in, or attempt to influence any decision by the Club affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

ARTICLE VII

Personal Liability

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

ARTICLE VIII

Indemnification

Section 1. Third Party. The club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative (other than a action by or in the right of the Club) by reason of the fact that such person is or was a Director, Officer, Employee, or Agent of the Club, or is or was serving at the request of the Club as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suite, or proceeding if such person acted in a manner believed in good faith to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's own conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, is not, of itself, determinative that the Director, Officer, Employed, or Agent did not act in a manner which such person reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such persons' own conduct was unlawful.

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Section 2. Club. The club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, Employee, or Agent of another corporation, or is or was serving at the request of the Club as a Director, Officer, Employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Club, and, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Club, unless and only to the extent the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Mandatory Indemnification. To the extent that a Director, Officer, Employee, or Agent has been successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party, or in defense of any claim, issue, or matter therein, because such person is or was a Director, Officer, Employee, or Agent of the Club, the Club shall indemnify the Director, Officer, Employee, or Agent against reasonable expense incurred in connection therewith.

ARTICLE IX

Amendment of Articles of Incorporation and Bylaws

The Board of Directors, or five per cent or more of the Members, may propose an amendment to the articles of incorporation or bylaws by submitting such proposal in writing to the secretary. The proposal will be reviewed by the Board of Directors and a draft of the proposed amendment in the form of a ballot will be prepared by the Secretary and mailed to the Membership. Each Member shall receive one vote. Ballots will be counted by the Secretary and the results published for the information of the Membership. If at least two-thirds of the Members voting are in favor of the amendment, it shall be adopted.