

THE AIKEN DRIVING CLUB BY-LAWS
Adopted August 15, 2009

ARTICLE I--NAME

The Name of this organization shall be the Aiken Driving Club, Inc., hereinafter referred to as "the Club" or "ADC."

ARTICLE II--PLACE

The principal location of the Club shall be, Aiken, SC. The mailing address is P O Box 271, Aiken SC 29802-0271.

ARTICLE III--PURPOSE

The purpose of this Club is to encourage and promote, through education and participation, the sport and art of driving equine drawn vehicles.

The Board shall determine the means by which the sport and art of driving equine drawn vehicles is encouraged and promoted.

ARTICLE IV--MEMBERSHIP

Section 1: All persons interested in fostering and promoting the sport and art of driving equine drawn vehicles and in furthering the express purposes of the Club shall be eligible for membership.

Section 2: All new members may be approved by a simple majority of the Board of Directors. Applicants for membership, including membership renewals, shall file with the Board of Directors a written application in such form as the Club shall determine. A majority of the Board of Directors may approve all applications for membership.

Section 3: There shall be four classes of membership:

- 1 ---- Individual membership--household units with one person participating in the Club and having one vote in Club activities. Households with one person participating in the Club may elect to join as a Family.
- 2 ---- Family membership—individuals living in a single household and having two votes in Club activities.
- 3 ---- Non-- resident membership--individuals or households living outside of the Central Savannah River Area (CSRA) and having one vote in Club activities.
- 4 ---- Sponsors--individuals or businesses supportive of but having no voting power in Club activities.

Section 4: The Club's membership dues shall be set by the Board annually and are payable to the Treasurer not later than October 1 of each year. New members who join after July 1 will have their memberships extended until the end of the following fiscal year.

Section 5: Membership may be voluntarily withdrawn by verbal or written notification to the Secretary or President, or will automatically transpire through failure to pay current dues one month after the beginning of the Club's fiscal year (which begins October 1).. Resignation of a member, or any officer of the Club, will be required upon a vote of two-thirds (2/3) of the full Board of Directors, when such action is deemed advisable for the good of the Club.

ARTICLE V--MEETINGS

Section 1: At least one meeting of the full membership shall be held annually at a place designated by the Board of Directors. This meeting shall be considered the Annual Meeting/Election of Board. The principal business will be the election of officers and/other members of the Board of Directors and the presentation of a summary report from the President on the Club's previous year's activities.

Section 2: Other meetings, or special meetings, may be called by the President or by the Board of Directors. Minutes of the meeting shall be kept by the Secretary and incorporated in the records of the Club.

Section 3: A quorum shall consist of those members attending and a majority of the Board.

Section 4: In the absence of the President at any meeting, the Vice President will preside.

Section 5: Notices of all meetings shall be mailed by the Secretary or his/her designate to members prior to each meeting in a timely manner.

Section 6: Board members and general members can vote by Proxy. This can be done either by sending a written vote to be included with the others or by giving another officer, board member, or general member permission in writing to vote for him/her.

ARTICLE VI---BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the four (4) officers of the Club, plus three (3) members elected, annually by the membership. Should any vacancy occur on the Board, the President, with approval of the other members of the Board, shall appoint a replacement to fill the unexpired term.

Section 2: Meetings of the Board of Directors shall be held monthly or as required. A simple majority of the Board membership shall be considered a quorum. Notice of any meeting of the Board will be given to the Secretary of the President in writing or by telephone at least one week before the meeting, except in cases of emergency. The Board may meet via telephone and/or email if warranted. The minutes of such a meeting shall be kept and incorporated in the records of the Club. In the case of a special meeting, the purpose of that meeting shall be stated in the notice.

ARTICLE VII--OFFICERS

Section 1: Officers of the Club shall be elected by the membership at the Annual Meeting; these officers are to be President, Vice President, Secretary, and Treasurer. The term of office shall be for two years following election, or until their successors are duly elected. No officer shall hold the same office for more than two consecutive terms. A Club member may serve on the Board of Directors for any length, in a non-officer position at the pleasure of the general membership. A non-officer board member may accept an officer's position, when duly elected, after an absence of one year from any previously held officer's position.

Section 2: President: The President shall be the chief executive officer and shall in general supervise the business and activities of the Club. He/She shall perform all duties incidental to the office of President, seeing that all actions recommended or required by the Board of Directors are duly expedited. He/She shall appoint chairmen of standing and special committees, and shall be an ex-officio member of all committees except the nominating committee. He/She shall preside at all meetings of the members and Board of Directors, and shall perform other duties as prescribed by the Board.

Section 3: Vice President: The Vice President, in the absence of the President, will act as the presiding officer at any meeting of the Board or general membership and will perform other duties as prescribed by the Board of Directors and/or the President.

Section 4: Secretary: The Secretary shall take and keep the minutes of all meetings. The Secretary shall maintain issue and attest all corporate documents requiring attestation. He/she shall handle routine club correspondence. He/She shall see that all notices are duly given in accordance with the provisions of these by-laws. He/She shall be a custodian of the records, and shall, in general, perform all the duties incidental to the office of Secretary and shall also have such other duties and powers as may be prescribed by the Board of Directors and/or the President.

Section 5: Treasurer: The Treasurer shall be the custodian of all monies and securities of the Club and shall do with the same as may be ordered by the Board of Directors. He/She shall supervise the keeping of the financial accounts of the Club. He/She, the President, or individuals voted on by the Board of Directors only shall be authorized to sign checks for the Club. He/She shall in general perform such duties incidental to the office of the Treasurer, including retrieving mail from the post office box, and shall also have such duties and powers as may be prescribed by the Board of Directors and/or the President.

Section 6: Any officer or Board of Directors member who misses two consecutive board meetings without mitigating circumstances will be relieved of that position.

ARTICLE VIII---STANDING COMMITTEES

Section 1: Nominating Committee: Not later than January 31 of each year, the President shall appoint three members of the Club to serve on a Nominating Committee. It shall be the

duty of this committee to develop a slate of nominees for board positions, officer and other board positions, that are open and those positions occupied by individuals whose term would be completed at the Annual Meeting/Election of Board Members. . Members eligible for the Nominating Committee are individuals from the general membership and non-returning officers or members of the Board of Directors. Membership of the Nominating Committee shall be posted on the Club's website not later than February 5 of each year. This slate will be submitted to the Secretary to be included with the notice of the Annual Meeting/Election of Board Members. The Nominating Committee Chairman will then present the slate at the Annual Meeting/Election of Board for consideration by the General Membership. Nominations from the floor shall be called for. Should nominations be made from the floor, the chairman and his/her designate, shall act as chief election officer to supervise a proper election by written ballot.

Section 2: Education Committee. Three months prior to the beginning of the fiscal year (October 1), the Board of Directors shall appoint a Chairman of the Education Committee. The Chairmanship is a one year appointment, effective at appointment. There is no re-appointment term limit. The Chairman will select volunteers from the general membership to serve on the committee. Safety issues are assumed to be an integral component of an education program. The chairman will develop a program for the fiscal year and a budget. The program and budget will be presented to the Board for consideration each September.

Section 3: Media Committee. The President shall annually appoint, 1 month prior to the start of the fiscal year, with a term to coincide with the fiscal year, a Media Coordinator. He/she is responsible for the Club's monthly newsletter, new member package, annual membership brochure, development of print ads, and shall also have such duties and powers as may be prescribed by the Board of Directors and/or the President.

Section 4: Webmaster. The Board shall annually appoint, 1 month prior to the start of the fiscal year, with a term to coincide with the fiscal year, a Webmaster. He/she shall be responsible for maintaining the ADC website in a timely and accurate manner. The Webmaster will routinely coordinate with the Media Coordinator, Secretary, and President to insure that the general public and ADC membership have appropriate information. Some information maintained on the website may be available to ADC members, but not available to the general public.

Section 5: The Board of Directors will appoint an events chairman for each Club sponsored event. It shall be the responsibility of that chairman to organize and develop the event. The events chairman is responsible for reporting to the Treasurer any funds collected by the event as well as any expenditures in a timely manner.

Section 6: Guidelines on safety, as established by the American Driving Society, will be enforced at all Club sponsored events.

ARTICLE IX--MISCELLANEOUS

Section 1: Roberts Rules of Order, revised, shall govern the Board of Directors and membership meetings when not in conflict with the by-laws.

Section 2: The Club shall be operated as a self-governing, self-supporting, non-sectarian, and non-partisan organization. The Club is “an IRS 501 (c) (7) organization; a social club organized for the pleasure, recreational, or other similar non-profitable purposes and substantially all of its activities must be for these purposes.” No part of the Club's assets shall inure to the benefits of any of its officers, directors, or members.

Section 3: No officer, director, committee chair, or member of the Club shall contract or incur any debt on behalf of the Club or in any way render it liable unless authorized by the Board of Directors.

Section 4: No member of the Club, officer, or member of the Board of Directors or committees shall be personally liable for the acts of the Club, its Board, committees, officers, agents, or employees.

Section 5: The fiscal year shall be October 1 - September 30.

Section 6: Dissolution of the Club may be effected by a two-thirds (2/3) vote of the membership present at any regular or special meeting. Upon dissolution of the Club, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Club, dispose of all the liabilities of the Club exclusively for the purposes of the organizations organized and operated exclusively for charitable, scientific, literary, religious or educational purposes and shall at the time qualify for an exempt organization described in Section 501 (c) (3) and 509 (a), (1), (2), or (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Section 7: These by-laws may be amended or revised at any meeting of the Membership by a two-thirds (2/3) vote of the members present and valid proxies, providing the membership has been previously notified of the proposed changes, in writing, a minimum of one week in advance of the vote.

President, Aiken Driving Club

Attested, Secretary of Aiken Driving Club