



THE REVISED BYLAWS  
OF THE  
MULTNOMAH HOT ROD COUNCIL

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**Revised**  
**BYLAWS**  
**OF**  
**THE MULTNOMAH HOT ROD COUNCIL**

**Article One - Name**

The name of the organization shall be the Multnomah Hot Rod Council ("MHRC"). The MHRC shall at all times operate and conduct it as, and in accordance with the requirements of a mutual benefit corporation as that term is define in the Oregon Nonprofit Corporation Act (the "Act").

**Article Two - Purpose and Mission of the MHRC**

**2.1 Purpose.** The purpose of the MHRC is to promote and educate the public as to motoring safety; promote charitable and community events within or otherwise related to the automotive community; project a positive image of automotive enthusiasts to the general public; to identify, research, formulate, publicize, promote and otherwise educate the public and various legislative or regulatory entities as to MHRC positions on automotive-related issues of importance to the MHRC members; and to promote, sponsors and otherwise actively produce the Portland Roadster Show (PRS) annually.

**2.2 Mission Statement.** The Multnomah Hot Rod Council is a non-profit organization founded in 1956 for promoting the automotive hobby in a safe and enjoyable environment for car owners in the Northwest by providing an event (Portland Roadster Show (PRS)) for vehicles to be displayed each year. The Portland Roadster Show (PRS) allows other non-profits such as the (Kyron Horman Foundation, American Cancer Society and the Diabetes Foundation) to be a part of the show at no cost as a service to the community. The Multnomah



Hot Rod Council awards Automotive Scholarships to students in high school and community colleges in the Portland and Southwest Washington area, contributes to the Randall Legacy Emanuel Hospital for kids with cancer and the Ronald McDonald House.

### **Article Three - Membership**

**3.1 Qualifications.** Membership in the MHRC shall only be open to all duly organized automotive or motor-enthusiast clubs located in the Pacific Northwest, and their members, which expressively agree to be governed in accordance with these bylaws, and the MHRC Code of Conduct, and whose purposes or actions do not directly compete or conflict with the MHRC and the PRS Show. Said clubs join the MHRC by complying with the admission procedures of the MHRC and, after being admitted, having at all times at least five (5) individual members of said club also be members in good standing of the MHRC. With the sole exception of Lifetime and Honorary members, and Members at Large, no individual may be a member of the MHRC by and through his or her membership in a member club.

**3.2 Admission Procedures.** All applications for club membership shall be submitted in writing to the MHRC and shall be processed by the membership committee which includes at least one Executive Board member and one Board of Directors. Every application shall include a list of names and addresses of all members of the applicant club; a list of the club's officers; a copy of the applicant club's constitution, bylaws, articles of organization or other governing documents; and notice of date, time and location of the applicant club's regular meetings. Admission of the applicant club to the MHRC shall only be considered at a regular meeting of the MHRC when the membership committee either certifies or has certified that it has received a completed application from the applicant club and only after one or more individual members of the applicant club have attended three consecutive regular meetings of the MHRC as guest and an officer of



the MHRC or a member of the membership committee has attended a regular meeting of the applicant club. Upon these prerequisites being fulfilled, and only further upon the MHRC receiving a report by the MHRC officer or member of the membership committee attending the applicant club's meeting, an applicant shall be admitted to membership in the MHRC if it receives a two-thirds (2/3) affirmative vote of the MHRC member clubs in attendance at said meeting. Any applicant club not receiving a two-thirds (2/3) affirmative vote for admission may subsequently re-apply for membership whenever it wishes.

The three meeting requirements would be waived if a club was previously a member club in good standing with MHRC and would be reinstated upon their completion of the membership application, submitting a copy of their club's constitution, bylaws, articles of organization or other governing documents. An officer of the MHRC would also have to attend one of their regular club meetings. After these requirements have been met, the applicant club would need two-thirds (2/3) affirmative vote of those MHRC member clubs in attendance at said meeting to be reinstated.

**3.3 Member Club's Rights.** Every member club shall elect one of their members to be the club representative and another as alternate representative to sit on the Board of Directors and shall notify the MHRC in writing of its selection. All club reps and alternate rep must also be individual members of the MHRC. Each member club shall exclusively cast its vote on all MHRC business being voted upon at meetings by and through its club rep or alternate rep if the club rep is unavailable or otherwise ineligible to vote on a particular matter. Each member club has the right to use the MHRC property, including use of the MHRC logo and/or insignia, subject to availability and approval by the MHRC Executive Board.

**3.4 Individual Member's Rights.** Any individual who is both a member of the member club and a member of the MHRC may hold any



office in the MHRC but may only hold one office at any one time; may serve as club rep or alternate rep; may chair or otherwise serve on any MHRC committee; and may attend any MHRC activity upon payment of any admission fee except executive sessions of board meetings. Any individual member may purchase and wear a MHRC jacket with insignia.

**3.5 Membership Dues.** Dues shall be assessed against member clubs and individual members of the Executive Board annually. Dues shall be assessed and due payable as of the regular meeting in January of each calendar year, dues are twenty (\$20) per single member and twenty-five (\$25) per couple. Each member club shall notify the MHRC in writing no later than the February meeting of each calendar year of the names of its individual members who are either joining or renewing their individual membership in the MHRC, and submit all MHRC annual dues owed by said new or renewing individual members. Any member club or individual member who has not paid the MHRC its requisite dues by the end of the regular February meeting shall be automatically and immediately suspended. The names of any and all member club(s) or individual member(s) who have not paid the MHRC its requisite dues by the end of the regular meeting shall be immediately reported in writing to the MHRC Executive Board and said memberships shall be subject to immediate termination at the discretion of the Executive Board.

**3.6 Membership Disciplinary Action-Member Clubs.** Any member club which fails to have either of its club rep or alternate rep who are also members of the Board of Directors attend three consecutive regular monthly meetings of the Board of Directors shall have its membership rights automatically and immediately suspended. The MHRC Executive Board shall cause said member club to be notified by telephone and follow-up letter of the membership suspension. If said club's club rep or alternate rep do not attend the next regular monthly



meeting, all members voting representatives present at such meeting (club rep or alternate rep, as the case may be), shall vote on whether to terminate the suspended club's membership. A two-thirds (2/3) affirmative vote of the member clubs present is required to terminate a suspended member's club membership. Any member club which has been terminated for lack of attendance may reapply for membership but, once terminated, must comply with all membership application procedures applicable to any new member club. Any member club located outside the Portland, Oregon metropolitan area not having an individual member living within the Portland, Oregon metropolitan area, may apply in writing for a waiver for the MHRC attendance rules. All such waiver request will be considered by the member clubs at the next regularly scheduled meeting and shall require at least two-thirds (2/3) affirmative vote of the member clubs present at said meeting in order to be granted.

### **3.7 Membership Disciplinary Action-Individual Members.**

(a) Except for failure to pay their annual dues, individual members may have their memberships in the MHRC suspended or terminated only in accordance with the provisions herein.

(b) Individual members may have their membership in the MHRC suspended or terminated for failing to follow the bylaws or for behavior or conduct which is in competition with or contrary to the purposes of the MHRC or which disturb MHRC meetings or activities or which is otherwise found to be objectionable or which is, or reasonably may be considered to be contrary to promoting MHRC code of conduct, image, reliability, integrity, honor, or high moral standards sought to be fostered by the MHRC. Said suspension and/or termination of individual membership may only occur after the MHRC provides the accused member with not less than fifteen (15) days prior written notice of proposed suspension or termination; the specific reasons for the



proposed suspension or termination; and first provides the accused members election, not less than five (5) days prior to the effective date of any proposed suspension or termination. No individual member shall be suspended or termination hereunder without at least a two-thirds (2/3) of the MHRC Executive Board voting to do so. All written notices hereunder shall be sent by both first-class and certified mail, return receipt requested, postage being fully prepaid, to the last known address of the accused member, as reflected on the most current membership records of the MHRC.

**3.8 Membership Termination by Member.** Any individual members or members club's membership in the MHRC may be terminated at any time by the authorized representative of said member submitting a written resignation to the MHRC. All individual member or any member club which terminated its membership, or which has its membership involuntarily terminated, shall also automatically have their individual memberships terminated unless said individual member otherwise independently qualifies for individual membership. No terminated member, regardless of whether said termination was voluntary or involuntary, shall be entitled to any refund of any annual dues already paid upon said member's behalf.

**3.9 Honorary Members.** Annual honorary memberships in the MHRC may be awarded to any person who by a majority vote of the Executive Board has shared the interest of or has significantly contributed towards advancing the purposes of the MHRC. Honorary members may, but need not be; regular members of the MHRC and said honorary membership shall be for the period of one calendar year. The Executive Board shall accept nominations for honorary memberships in December of each calendar year and shall vote and award no more than two honorary memberships in January of each calendar year. No individual member annual dues shall be required of any honorary member. Honorary membership shall not entitle any



person, solely on the basis of such membership, to hold any MHRC office or to have any voting privileges. Honorary members shall receive all MHRC membership mailings, a MHRC directory, and admission to all MHRC meetings and events on the same basis, and for the same fees charged, regular MHRC members. Honorary members are not entitled, solely upon the basis of such membership, to purchase a MHRC jacket.

**3.10 Lifetime Members.** Lifetime membership in the MHRC may be awarded by majority vote of the Executive Board to those person(s) the Executive Board finds to have made outstanding contributions to the welfare of the MHRC and/or who have significantly advanced the causes of the MHRC. This contribution and/or advancement may be the result of a single act or as the result of a series of services performed over a sustained period of time. A lifetime member must have been an individual member of the MHRC for at least five (5) years but not need be a current member or a member of a current member club at the time of his or her nomination for the lifetime membership. Lifetime membership shall not entitle any person solely on the basis of such membership, to hold any MHRC membership office or to have any voting privileges. Lifetime members shall receive all MHRC membership mailings, a MHRC directory and admission to all MHRC meetings, and events on the same basis, and for the same fees charged regular MHRC members. Lifetime members may be entitled to purchase a MHRC jacket, at the discretion of the majority of the Executive Board.

**3.11 Members at Large.** These members would be non-voting members of the council because they are not a Car Club member. These members would be supporters of the council, educators who participate in the automotive industry, companies, and/or individuals, who have an interest in car activities and the MHRC. A Member at Large represents the membership on issues of interest or concerns and could lead projects to further the council's reputation, goals, develop services for the membership, and help influence the community. These



members could be a member of any ad hoc committee formed to develop special projects and be advisor's for youth programs. Any member at large will have to attend three consecutive meetings to be voted on member dues will remain the same.

#### **Article Four - Board of Directors**

**4.1 Composition.** The Board of Directors shall consist of the member clubs, club reps, alternate reps, and Chairperson of the Portland Roadster Show (PRS), as specified in paragraph 3.3. The officers of the MHRC Executive Board shall also be members of the Board of Director but shall have no voting rights conveyed upon them by their status as officers.

**4.2 Powers and Duties.** Each member club shall be entitled to one vote on the Board of Director's resolutions. Member clubs, club reps shall have the power and fiduciary duties of a director as that term is define in the act except that alternate reps may only vote in the absence, disclaimer, or disqualification of club reps. Except as otherwise specified or provider herein, all resolutions shall carry if they receive more affirmative votes than negative votes. No Board of Director shall represent more than one member club when voting. If one board of director represents more than one member club, the secondary member club must have alternate rep be present for voting.

**4.3 Governance.** The MHRC shall be governed by the Board of Directors except as otherwise provided herein or by the bylaws. All officers of the MHRC shall be elected by and accountable to the Board of Directors, as provided hereafter. The officers shall only have those powers which are delegated to them by the Board of Directors or which are provided the in these bylaws.

**4.4 Conflicts of Interest.** Potential conflicts of interest exist for any member of the Board of Directors when one or more director(s)



could experience a direct or indirect personal gain or loss as a result of the outcome of a board resolution. All members of the Board of Directors have an affirmative duty to openly disclose to the rest of the Board of Directors any and all material facts relevant to any potential conflict of interest for said member. In the event of a potential conflict of interest, the affected member of the Board of Directors may excuse him or her from voting on the relevant resolution or the Board of Directors can disqualify any member from voting on any resolution due to potential conflict of interest when remaining Board of Directors determine by majority vote that it is proper to do so. Any and all actions by the Board of Directors are not voidable on the grounds of conflict of interest except as provided as in the act.

**4.5 Removal of Director(s) By Member Club.** Every member club shall have the absolute right to remove its club rep or alternate rep and appoint substitute club rep or alternate rep at any time by providing written notice of said act to the MHRC.

**4.6 Removal of Director(s) By Board of Directors.** Upon at least five (5) days prior to written notice to all member clubs, at any meeting called for the purpose or at any meeting whose previously announced purpose included it, any member of the Board of Directors may be removed at any time with or without the cause by an affirmative vote of at least two-third (2/3) of the members of the Board of Directors. Any member of the Board of Directors remove pursuant to the provisions of this paragraph shall retain his or her individual membership in the MHRC unless and until it is removed pursuant to the provisions of paragraph 3.7 herein. Removal for cause includes, but not limited to, holding membership in any organization which competes with the MHRC or show; communicating any confidential information relating to the MHRC or any of its activities to any person other than a member club, member of the Board of Directors, MHRC officer, a



person designated by the Board of Directors, MHRC officers or Executive Board, or MHRC legal counsel and accountants.

## **Article Five - Director Voting**

**5.1 Voting Rights.** Voting rights are limited to one vote per member club, to be exercised only through said club's club rep or alternate reps who are members of the Board of Directors. When voting on behalf of a member club, said club rep or alternate rep shall state his or her name, along with his or her vote, and said vote shall be notated in the MHRC records pertaining to that vote.

**5.2 Quorum.** Voting members of the Board of Directors representing at least fifty-one (51) percent of the member clubs must be present in order to conduct any MHRC business requiring a vote of the Board of Directors.

**5.3 Voting Requirements.** Motions will carry only if they receive affirmative votes from at least fifty-one (51) percent of the member clubs present when the vote is taken. Member clubs are considered present when their club rep or alternate rep is physically present, regardless of whether said club rep or alternate rep actually votes, abstains from voting, or does vote upon the resolution under consideration.

**5.4 Club Take-Backs.** A "club-take back" is a motion which may not be voted upon by the Board of Directors during the same meetings which it is first purposed. Board of Director alternate reps have the duty to take the motion back to their entire clubs for discussion and comment between the Board of Directors meeting at which said motion was first purposed and the next scheduled MHRC Board of Directors meeting. The motion may be voted upon at the next scheduled MHRC Board of Directors meeting regardless of whether any or every club rep or alternate rep actually took the motion back to his or her respective



member club. A written notice of any and all club take backs motions shall be sent to all club reps by the MHRC secretary, or his or her designate, within ten (10) days after the Board of Directors meeting at which said club take back was first purposed. Regardless of the discussion and comment at a member clubs meeting regarding a club take back, each club rep or alternate rep has a fiduciary duty to act and vote in the best interests of the MHRC.

**5.4.1 Mandatory Club Take-Backs.** The following motions are mandatory club take-back motions unless such motion is required to comply with applicable law;

(a) Any motion reasonably believed to require a previously unbudgeted expenditure of greater than \$1,000.00;

(b) Any amendment to the MHRC Articles of Incorporation and/or these MHRC bylaws;

(c) Any amendment which is a requirement to be approved by the MHRC members under the terms of the act;

(d) Any motion that the MHRC President or that a majority of the voting members of the Board of Directors in attendance at a regular meeting determine should be a club take-back; and

(e) Any motion to cancel a scheduled Annual event. For any motion to cancel a scheduled annual event to carry, said motion must receive an affirmative vote of at least two-thirds (2/3) of all MHRC member clubs, regardless of the number of said member clubs actually participating in said vote.

(f) Any motion made for a new promoter or chairperson for the Portland Roadster Show (PRS)



## **Article Six - Board of Directors Meetings**

**6.1 Regularly Scheduled Meetings.** Regularly scheduled meetings of the MHRC Board of Directors shall be held on the third Tuesday of each calendar month throughout the calendar year at such time and place in the Portland metropolitan area as the Board of Directors themselves shall from time to time decide unless changed by the Board of Directors. All such Board of Directors meetings shall last no longer than two (2) hours unless a majority of the voting members of the Board of Directors decides otherwise.

**6.2 Annual Membership Meeting.** The January MHRC members' meeting shall be considered the annual meeting of the MHRC. During said meeting the MHRC president and/or other MHRC officers or designates shall report to the membership about the activities and financial condition of the MHRC.

## **Article Seven - Fiscal Year**

The MHRC fiscal year shall commence June 1<sup>st</sup> and end the following May 31<sup>st</sup> of each calendar year.

## **Article Eight - Officers**

**8.1 Officer Positions.** There shall be a President, Vice-President, Secretary, Treasurer, and Sergeant at Arms.

**8.2 Officer Qualifications.** All Executive Board members shall have been an individual member of the MHRC for at least two (2) consecutive years immediately prior to assuming office. All officers must be individual members in good standing at the time of entering their office and throughout their term in office. Officers may, but are not required to, also be club reps or alternate reps. any current or past officer may run for re-election to the same or any different office.



**8.3 Term of Office.** The regular term of office for all MHRC officers shall commence on the first day of June and terminate the later of the following May 31<sup>st</sup> or when his or her successor in office is elected and qualified pursuant to the terms of these bylaws. Executive Board members for MHRC will hold office for no more than a 4-year consecutive term. If the position is un-opposed a member may be elected for another term until opposed.

**8.4 Vacancies in Office.** Any vacancy in an office shall be filled by appointment by the MHRC President. In the event that the MHRC's President's office becomes vacant, the vice-president shall assume the duties and position of the president, thereby automatically filling the presidential vacancy and creating a vacancy in the office of vice president, which in turn, would be filled pursuant to the terms herein.

**8.5 Officer Voting Rights.** No officer shall be entitled to vote at any Board of Directors meeting solely because of his or her official position. If the President and Vice President positions are vacant at the same time, the Board of Directors shall appoint a temporary President until a special election is held. This President shall appoint and fill any vacancy(s).

**8.6 Nomination of Officers.** Nomination of candidates for each MHRC Office may be made by any individual member (present) during a regularly scheduled MHRC December or January Board of Directors meeting. All candidates nominated for any office may make a campaign speech during the regularly scheduled January Board of Directors meeting. Candidates for no more than two offices shall be nominated & run for election from the same member club. No more than one member per household may hold a position on the Executive Board, and there shall be no immediate family holding President, Vice President, or Treasurer.



**8.7 Election of Officers.** Election of officers shall be conducted by secret ballot during the regularly scheduled February Board of Directors meeting. Every voting member of the Board of Directors (present) shall be entitled to cast a single vote for a candidate for each MHRC office. The candidate for each respective office receiving at least fifty-one (51) percent of all votes cast shall be the winner and assume his or her respective office as of the following June 1<sup>st</sup>. If no candidate for a particular office receives at least fifty-one (51) percent of the vote a runoff election will be held between the top two candidates receiving the most votes in the initial election and the candidate receiving the majority of votes in the runoff election shall be the winner and assume his or her respective office as of the following June 1<sup>st</sup>. Any runoff elections being necessary hereunder shall be held during the regularly scheduled May Board of Directors meeting or as soon thereafter as is practical and convenient for the voting members of the Board of Directors. If no candidate receives more than fifty-one (51) percent of the votes during the regular scheduled May Board of Directors meeting then a coin toss will decide the tie for the position, the call will be made by the appointee.

**8.8 Executive Board.** Collectively, the five officers shall constitute the Executive Board. In addition to their individual officer ship duties, rights, and powers enumerated herein, the Executive Board shall assist the president in the day to day management of the MHRC; assist the various committees, independent contractors, and others working with the MHRC; issues reports to the MHRC members; and arrange the various MHRC annual events, including overseeing the production of the Portland Roaster Show (PRS), the awards ceremony, unless any or all such events are otherwise canceled as provided herein. Executive board meetings are only open to the five members of said board and any specifically invited guest.



**8.8.1 MHRC Employees, Contractors and Volunteers.** The Executive Board, by majority vote, shall be responsible for the hiring and firing of any and all MHRC employees and/or independent contractors with the approval of a majority of the Board of Directors voting on the issue, determine the terms, conditions, wages, benefits, and all other matters pertaining to said employment or agreements to retain independent contractors.

**8.9 Voluntary Resignation of Officers.** Any officer may voluntarily resign his or her office at any time by submitting a written resignation to the Executive Board.

**8.10 Involuntary Resignation of Officers.** Any officer may be removed from office, with or without cause, at any time by an affirmative vote of two-thirds (2/3) of the voting members of the directors present at any meeting of the Board of Directors.

## **Article Nine - Duties of Officers**

**9.1 President.** The president shall be the chief executive officer of the MHRC. He or she shall preside at all meetings of the officers and the Board of Directors, and shall be responsible for managing and directing the day to day affairs of the MHRC, subject to the board of director's direction and control. The president shall serve as an ex-officio member with the voting rights on all MHRC committees. The president shall personally approve and sign all contractual obligations of the MHRC and payments therefore, except that he or she may not approve sole signatory on MHRC payments. The president is expressly authorized to approve any otherwise budgeted expense, subject only to the direction of the Board of Directors.

**9.2 Vice-President.** In the absence, temporary incapacity or unavailability of the president, the vice president shall automatically assume the powers, rights and authority of the president and become



the acting president. He or she shall remain the acting president until the president again becomes capable and available, at which time the acting president shall automatically revert to being vice president of the MHRC. If at any time, the president becomes deceased or permanently incapacitated, resigns his or her membership in the MHRC, or is otherwise removed from office or membership as provided elsewhere herein, the vice president shall automatically and immediately become the new president, with all the powers and authority of that office, for the balance of the original president's elected term. A new vice president shall be selected as provided elsewhere herein. The vice president shall assist and work with the president at his or her request on any and all MHRC internal matters, including committees and helping organize, any and all annual events. Additionally, the vice president shall maintain the membership roster and conduct roll call at each meeting of either the Executive Board or the Board of Directors.

**9.3 Secretary.** The secretary shall maintain custody of the official records of the MHRC and shall further attest to all contractual obligations of the MHRC signed by the president, with the sole exception of the MHRC payment to its creditors. The secretary or his or her designate shall keep accurate written records of the events occurring during all meetings of the Executive Board and/or of the Board of Directors, as well as maintaining all official correspondence on behalf of the MHRC except for monetary matters. The secretary shall provide a copy of the minutes of the last previous meeting of the Board of Directors to each club rep or alternate rep anticipated to be attending the next board of director meeting, and shall email of said minutes to those club reps anticipated not to be in attendance at the next said meeting.

**9.4 Treasurer.** The treasurer shall collect all dues and other monies due and owing to the MHRC; pay MHRC bills which are authorized by the Board of Directors; maintain bookkeeping records in



accordance with normal accounting practices; and provide a detailed written report as to the financial condition of the MHRC semiannually or at such times as the Board of Directors' requests. The treasurer shall provide informal, verbal reports about the MHRC finances to the Board of Directors and/or the Executive Board on a regular basis. The treasurer shall maintain all MHRC bank accounts in the name of the MHRC from which its legitimate expenses shall be paid. Checks may be written on said account only if they bear at least two signatures of eligible and then currently serving MHRC officers, said eligible officers consisting exclusively of the president, the vice president and the treasurer. Upon the election or appointment of a new treasurer, the previous treasurer shall transfer the MHRC books and financial records to the new treasurer within twenty-four (24) hours of said election and the previous treasurer shall, to the best of his or her ability, help and assist the new treasurer achieve as smooth and seamless of a transition as is reasonably possible.

**9.5 Sergeant at Arms.** The sergeant at arms shall maintain order and a professional decorum at all meetings of the Board of Directors and the Executive Board.

**9.6 Chairperson of the Portland Roadster Show (PRS).** The Chairperson of the Portland Roadster Show (PRS) shall be allowed to sign contracts for the Show but must keep the President and the E-Board informed.

#### **Article Ten – Committees**

Committees shall be organized, formed, and dissolved at the discretion of the Executive Board in order to help accomplish specific goals, purposes, or annual events. Committees shall meet and work independently of the Executive Board but every committee shall be responsible to and work with the Executive Board.



### **Article Eleven - Annual Events**

Unless the Board of Directors otherwise provides, as allowed for herein, the MHRC shall annually host the Portland Roadster Show (PRS), awards ceremony. Other events may be sponsored and held by the MHRC on an isolated or repetitive basis with the approval of the Board of Directors.

### **Article Twelve - Annual Budget**

The Executive Board and the Chairperson of the Portland Roadster Show (PRS) shall prepare a detailed annual budget for the MHRC containing all reasonably anticipated expenses for the operation of the MHRC and its related events, as well as all sources and amounts of anticipated income, and present said budget proposal to the Board of Directors for its approval or modification at the regularly scheduled Board of Directors meeting in June of each year. An approved budget will be in place no later than the regularly scheduled Board of Directors meeting in September of each year. Once a budget is approved by the Board of Directors, the Executive Board in general and the president, vice president and/or treasurer specifically are authorized to negotiate, contract, pay expenses, and otherwise transact business within the boundaries of said approved budget without further prior approval or authorization of the Board of Directors. Any and all cost or expenses arising from time to time which were not previously included in said budget and which have not otherwise been expressly authorized by the Board of Directors must be approved by their majority vote before the Executive Board is authorized to include said cost or expense.

### **Article Thirteen - Limitations of Liability; Indemnification**

**13.1 Limitations of Liability.** Subject to the limitations and provisions of the act, no MHRC officer or member of the Board of Directors shall be personally liable to the MHRC, its member clubs, individual members, or to any other person or party for any act or conduct arising out of, or in any way related to, the good faith



performance of his or her office or position. The protections offered herein are intended to broaden, not limit, any and all other applicable protections and/or provisions available herein or by statute, rule, or regulation. Any amendment to the act which has the effect of narrowing, eliminating, or reducing the acts or omissions for which the elimination of liability is permitted shall not apply to any MHRC officer or member of the Board of Directors whose conduct in question occurred prior to the effective date of said amendment.

**13.2 Indemnification.** All MHRC officers, employee(s), individual members, club members, members of the Board of Directors, or other MHRC agents named or threatened to be named in any action, lawsuit, threatened lawsuit, or administrative proceeding arising out of, or anyway allegedly connected to, said party's acts or alleged failure to act on behalf of, or in any way in connection to, the MHRC shall be indemnified against all reasonable expense including, but not limited to, attorney's fees, judgments, fines, and amounts paid in settlement of claims, provided that at the alleged material time, said MHRC officer(s), employee(s), individual member(s), club member(s), member(s) of the Board of Director, or other MHRC agent(s) acted in good faith and in a manner which he/she/it reasonably believed to be in the best interests of the MHRC and which did not create any unapproved personal conflict of interest.

#### **Article Fourteen - Amendments to these Bylaws**

These bylaws may be amended only by each member club, by and through its respective club reps, receiving written notice of proposed bylaws amendment(s) at least twenty (20) days prior to the date of said regularly scheduled meeting of the Board of Directors at which the motion to amend said bylaw(s) will be first discussed; discussion of the proposed amendment(s) at said regularly scheduled Board of Directors meeting; each member club taking the proposed amendment(s) back to its club pursuant to the provisions herein for mandatory club take



backs; and at next regularly scheduled meeting of Board of Directors, obtaining an affirmative vote of at least two thirds (2/3) of the member clubs present at said meeting.

#### **Article Fifteen - Public Benefit 501(c)(3) Information**

The purpose or purposes for which the corporation is organized are as follows; said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carry on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation exempt from federal tax under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for 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 organizations, as said court shall determine which are organized and operated exclusively for such purposes.

### **Article Sixteen - MHRC Scholarship**

Scholarship committee consists of at least one Executive Board member and at least one Board of Director's member. Scholarships are designed for students by application to the Executive Board of MHRC. Scholarships will be awarded for 2-year programs only if applicant is qualified. For those who are enrolled in college/vocational automotive course, money can be designed from the scholarship fund and be used for other automotive educational programs approved by the Board of Directors.

### **Article Seventeen - Charitable Donations**

**17.1 Donations Received.** When charitable donations are received by the MHRC, donations in the way of goods and services provided by semi-professionals, license holders, or of an artistic nature, whether or not the goods are signed, initialed, bear trademarks or logos. It is understood that the goods and services donated are received free and clear, unencumbered, and without debt. And that the donor relinquishes any holds, copyrights, or artistic ownership. The use of such donations by the MHRC is indefinite and may not be revoked. Individuals who volunteer at the Portland Roadster Show (PRS) shall not have legal rights to any products produced by, or as a result of the Show.

**17.2 Donation Receipts.** Donations to the MHRC as described above: The donor is entitled to a signed receipt bearing an agreed upon value as a charity donation for tax purposes. A receipt must be asked for at the time goods and services are rendered and donated.



## **Article Eighteen - Code of Conduct**

(a) No Director/Rep or council member (Director/Rep or council members shall be referenced to as MHRC members) shall commit any offense or serious misconduct pertaining to property and/or funds of Multnomah Hot Rod Council (MHRC) or Portland Roadster Show (PRS).

(b) Any MHRC members shall conduct him or herself in a professional manner wearing any council apparel or logo representing MHRC or PRS in the community.

(c) Any MHRC member that uses inappropriate language will not be accepted at the MHRC meeting or function. Respect is a value of MHRC and any attitude not representing MHRC's values toward the organization or council member will not be tolerated.

(d) MHRC members or council members must act in good faith and in a manner that is in the best interest of the council.

(e) MHRC member clubs that maintain club websites, FaceBook Pages and public media forums are responsible for the content published or shared in the community. The MHRC will visit member sites from time to time in a cursory content monitoring capacity. It is in nobody's best interest to post derogatory comments about other member clubs or their members. We encourage mutual respect between member clubs and their members. Please keep your public media posts hate-free and complementary.

(f) Any MHRC member that holds a position of trust shall not create a conflict of interest relating to any personal or business transaction, nor use their position to further their own private interests, or the interests of other individuals where they might receive some benefit. If you conclude there is a conflict of interest, the MHRC



members must either relinquish the outside interest/activity or his/her position with the council.

Example: An MHRC member is in a position to influence the business/operations or sponsor or vendor. As a result, the MHRC member needs to fully disclose to the council all financial, proprietary or other type of controlling or influencing interest towards the sponsor/vendor, which the MHRC members may have personal gain with respect to the sponsor or vendor.

(g) All MHRC members should be knowledgeable in the responsibilities they perform in accordance with our state laws, federal non-profit corporation law, the Articles of Incorporation and the Bylaws.

(h) Any MHRC members who have knowledge of MHRC or PRS confidential information have an obligation to keep confidential information protected. Information may only be shared with another director, officer or the council's lawyers or accountants. Breach of confidentiality may result in liability for the individual director and may result in disciplinary action by the board.

(i) No MHRC member shall influence voting rights of another MHRC member(s) or alternate representatives.

(j) MHRC members are responsible for the accuracy, completeness of MHRC documentation and submission of documentation in a timely manner. Filing of the required forms including appropriate backup documentation for receiving reimbursement, advancement of funds, or credit card purchases for MHRC or PRS purposes.



(k) MHRC members should be knowledgeable of MHRC's record retention guidelines and adhere to them in all aspects of their MHRC activities and internal operations.

(l) MHRC members should be knowledgeable of MHRC's historical property guidelines and follow these guidelines in the best interest of MHRC.

(m) All information, files, photos, etc. that is in possession of a committee member or officer that has voluntarily or involuntarily resigned, needs to have all material and or items returned to an active committee member or officer with the club, no later than two (2) weeks after such resignation.

### **Definitions**

**Chairperson:** A Chairperson is not a paid employee for the Portland Roadster Show (PRS), but is to be reimbursed expenses, in a set amount of money from the MHRC/PRS expense budget voted on by the Board of Directors. The Chairperson shall sit on the annual budget committee. The Chairperson is responsible for providing updated expense reports to the E-Board and Board of Directors. The Chairperson and/or Promoter shall be solely responsible for the Show and there shall be no co-Chairperson nor co-Promoter. Upon leaving this position, he/she shall sign a non-compete contract that specifies no information shall be shared with a similar venue nor shall this person contact sponsors, vendors or other participants for the purpose of discussing negative information.

**Promoter:** A Promoter of the Portland Roadster Show (PRS) under contract, is a paid employee, which is paid under a signed contract and voted on by the Board of Directors. Upon leaving this position, he/she



shall sign a non-compete contract which specifies that no information shall be shared with a similar venue nor shall this person contact sponsors, vendors or other participants for the purpose of discussing negative information.

MHRC Member in good standing: A member will be considered to be 'in good standing', provided that membership dues are paid and are current. The member has a history of participation in MHRC events and is an avid supporter. The member, at the time of consideration, shall not be under any disciplinary actions or reviews.

#### Revision Date

January 24, 2019

Mike Itel, Mark Magianos, Joe Roberts, Duane Caseday, Lynn Kirwan

#### Certification

I hereby certify that I am secretary of the Multnomah Hot Rod Council, an Oregon non-profit corporation; that the foregoing **Revised Bylaws of the Multnomah Hot Rod Council** were duly approved and adopted by an affirmative vote of at least two-thirds (2/3) majority of the Board of Directors of the Multnomah Hot Rod Council on the 19<sup>th</sup> Day of March 2019, and that, as such, they now constitute the official **Revised Bylaws of the Multnomah Hot Rod Council**.

In witness whereof, I have hereunto subscribed my name on this

30<sup>th</sup> Day of March, 2019.

**Multnomah Hot Rod Council**

By:   
Lynn Kirwan