

I. PHILOSOPHY OF CSRG

The philosophy and purpose of CSRG is to provide race track events for the display and enjoyment of historic cars by drivers who desire to compete with the car in a safe and enjoyable manner. These events, provided for CSRG members, are for historic racing and production cars maintained in their original condition, as nearly as possible, and used in a sportsmanlike context that accommodates widely varying levels of race track skills and driver experience.

CSRG racing provides a margin which accepts the irreplaceable nature of a piece of racing history as taking precedence over the individual need of its driver to win. For this reason, CSRG represents an attitude that has much to do with the appreciation, preservation and use of the car and relatively little to do with conventional racing that defines the car as a tool with which to win at all costs. However, CSRG does not and will not discourage competition, provided it is done with safety and respect for one's fellow drivers. Cooperation between the fast and the not-so-fast is mandatory and is in keeping with the concept of maximizing the enjoyment for all.

Historic racing, as defined in CSRG, is different from other forms of racing in that it is based upon participation, not victory. The veteran respects the beginner's right to the track and the beginner respects the veteran's right to motor to the extent of his ability and good judgment. Formal licensing is replaced by mutual respect for each other's rights. A yearly drivers' clinic is held in which the experienced drivers help the beginners to improve their skills. The participant whose only purpose is winning has no place in the CSRG structure.

II. ARTICLES OF INCORPORATION

I

The name of this (non-profit) corporation is: THE CLASSIC SPORTS RACING GROUP (hereinafter, the “Corporation” or “Club”).

II

The specific purposes for which this Corporation is formed are:

A. The specific and primary purposes are to promote interest in and sponsor activities relating to pre-1967 (amended from pre-1962 in August 1985) sports racing automobiles, as an organization qualified for exemption from federal and state income taxes under Section 501(c)7 of the Internal Revenue Code of 1954 and under Section 23701g of the California Revenue and Taxation Code, as now in effect and subsequently amended, said organization being organized and operated exclusively for social and recreational purposes; no part of the net earnings of which inures to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda or attempting to influence legislation, or participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

B. The general purposes and powers are:

1. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this Corporation and the proceeds, issues, rents and profits derived from any such property of this Corporation for any of the purposes for which this Corporation is formed;

2. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or other instruments of indebtedness of any person, firm, corporation or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

3. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property;

4. To borrow money, incur indebtedness, and secure repayment by mortgage, pledge, deed of trust, or other hypothecation or property, both real and personal;

5. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association, corporation, municipality, country, parish, state territory, government (foreign or domestic), or other municipal or governmental subdivision;

6. To do all things necessary, expedient or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Notwithstanding any of the above statements of general purpose and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in subparagraph A. of this article II.

III

This Corporation is organized under the General Nonprofit Corporation Law of the State of California.

IV

The county in this State where the principal office for the transaction of the business of this Corporation is to be located is San Mateo County (amended from San Francisco County in September 1995).

V

A. The number of Directors of this Corporation shall be seven (7)

(amended 1993 from *five*)

B. The first directors of this Corporation, who are to serve until the election of their successors are:

NAME	ADDRESS
S. Leonard Aurbach	Pier 3, The Embarcadero San Francisco, CA
David D. Love	104 Hill Road Berkeley, CA
Gordon P. Mills	3585 Powell Drive Lafayette, CA
George Newell	47 Garden Road Alameda, CA
Dean Watts	5433 Old School Road Pleasanton, CA

C. These articles shall not be amended to alter the statement of names and addresses of the first directors, as set forth in subparagraph B. of this Article V. Notwithstanding any other provision in these Articles, the number of Directors authorized by this Article can be changed by amendment of these Articles by resolution of the Board of Directors and by the vote or written consent of two-thirds (2/3) of a quorum of the Voting Members of the Corporation or, if the

voting rights are unequal, by the vote or written consent of the Voting Members holding not less than a majority of the Corporation only, and not otherwise.

D. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

E. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and manner of calling and holding meetings of Directors, shall be as stated in the By-Laws.

F. Directors shall not be personally liable for the debts, liabilities, or obligations, of the Corporation.

III. BY-LAWS

As ammended February 2011

A. PRINCIPAL OFFICE

The principal office of the Club is fixed and located at: P.O. Box 3223, San Rafael, CA 94912 (amended February, 2011 from *P.O. Box 825, Danville, CA 94526*)

B. DIRECTORS

Section 1. Number and Qualification

The authorized number of Directors of the Club shall be seven (7) (amended 1975 from *five*) until changed by amendment of the Articles of Incorporation or by amendment of these By-Laws adopted by the members. Each Director of the Club shall be a Voting Member of the Club, as defined in Section E below, with at least eighteen months of continuous membership before election (added by amendment 1990), and if a person ceases to be a Voting Member of the Club, s/he shall also cease to be a Director of the Club.

Section 2. Election and Term of Office

Directors shall be elected by the Voting Members by ballot distributed by mail and/or electronically. All Directors shall hold office until their respective successors are elected, except in the case of the resignation, death, disability, or removal of a Director. Directors shall serve a term of two years following the election to the Board, and may be re-elected by vote of the Voting Members. No Director shall serve in continuous office for more than *five* (changed from *two July 2015*) consecutive terms. (THOUGHT TO HAVE BEEN AMENDED 1990 FROM *There is no limit to the number of terms a Director may serve.*)

Of the seven Directors, four shall be elected to serve (added in February, 1999) in even numbered years, and three in odd numbered years. The president of the Board of Directors shall cause to be held an election of Directors in the fourth calendar quarter of each year for the purpose of electing Directors for the following year.

Section 3. Removal of Directors

A Director may be removed from office by the affirmative vote of two-thirds (2/3) of the Voting Members of the Club. A Director who misses two consecutive Board of Director meetings, or four total meetings within one twelve month period, without extenuating circumstances, shall be removed by an affirmative vote of the majority of the remaining Directors. (added by amendment 1990).

Section 4. Vacancy

A vacancy in the Board of Directors caused by death, resignation, disability, or removal of a Director shall be filled by a majority vote of the remaining Directors or by the sole remaining Director.

Section 5. Meetings of the Board of Directors

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Immediately preceding (amended 1986 from *following*) each annual meeting, or the special meeting held in lieu of the annual meeting, the Board of Directors shall hold a meeting for the purpose of organization and transaction of other business. No notice of this meeting need be given.

Regular meetings of the Board of Directors shall be held at the discretion of the president of the Board of Directors, who shall have the responsibility to designate place and time for such meetings (amended 1986 from *shall be held without call on April 1, July 1, and October 1 of each year*). Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president, or if s/he is unable or refuses to act, by any two Directors. Notice of the time and place of all meetings of members, or the special meeting held in lieu of the annual meeting, shall be given personally to the Directors or sent to each Director by mail and/or electronically, addressed to him/her at his/her address as it is shown on the records of the Club. If notice is mailed (amended 1986 to delete *or telegraphed*), it shall be deposited in the United States mail (amended 1986 to delete *or delivered to the telegraph company*) at least 72

hours before the time of the meeting. If the notice is delivered personally or electronically to each Director, it shall be so delivered at least 24 hours prior to the time of the meeting.

Section 6. Powers of the Board

Subject to the limitations of the Articles of Incorporation and of the General Non-profit Corporation Law of California on action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

- a.** To appoint and remove all officers, agents and employees of the Club, and to prescribe powers and duties for officers, agents and employees as may (removed *not* February, 1999) be consistent with law, with the Articles of Incorporation, or with these By-Laws.
- b.** To conduct, manage and control the affairs and business of the Club, and to make such rules and regulations as are not inconsistent with law, with the Articles of Incorporation, or with the By-Laws, as they deem best.
- c.** To adopt, make and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of law.
- d.** To borrow money and incur indebtedness for the purpose of the Club and, for that purpose, to cause to be (added February 1999) executed and delivered, in the Club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt, and securities for them.
- e.** To manage in the manner they may deem best all funds and property, real and personal, received, acquired or earned by the Club, and to distribute or dispense them.
- f.** To make and publish house rules, not inconsistent with the By-Laws, to govern the operation and use of Club facilities.

C. OFFICERS

Section 1. Officers

The officers of the Club shall be a president, vice-president, a secretary and a treasurer (amended 1975 from a secretary-treasurer), each of whom must be chosen from the membership of the Board of Directors of the Club. The Club may also have such other officers, who need not be Directors, as may be appointed by the Board of Directors. A person may hold two or more offices, except those of president and secretary.

Section 2. Election

The officers shall be chosen annually by the Board of Directors at the meeting of the Board held immediately preceding (amended 1986 from *following*) the annual meeting of members, or before (amended 1986 from *after*) any special meeting held in lieu of the annual meeting. Each officer shall hold his office until he shall resign, be removed by the Board of Directors, or otherwise be disqualified to serve, or until his successor shall be elected and qualified.

Section 3. Removal and Resignation

Any officer may resign, or may be removed without cause, by the Board of Directors at any time. Vacancies caused by death, resignation, or removal of any officer may be filled by appointment by the Board of Directors.

Section 4. President

The president shall be the executive officer of the Club and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the affairs of the Club. The president shall preside at all meetings of the Board of Directors. At the annual meeting of members the president shall make a report of the general business of the Club during the previous year.

Section 5. Vice President

The vice president shall, in the absence or disability of the president, perform all the duties of the president, and so acting shall have all the powers of, and be subject to the restrictions on the president.

Section 6. Secretary

The secretary (amended 1986 from *secretary-treasurer*) shall keep a book of minutes of all the meetings of the Directors and of the members. The secretary shall maintain a membership book for the Club showing the name and address of each member. (Deleted by amendment 1986 *He shall assign membership number to each regular member.*) He shall conduct the official correspondence of the Club and shall perform such other duties as may be designated by the Board of Directors.

Section 7. Treasurer

The treasurer (amended 1986 from *secretary-treasurer*) shall have general charge of the financial records and accounts of the Club and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Club and an account of its cash and other assets (amended 1986 from *It shall be the responsibility of the secretary-treasurer to issue, or cause to issued to each regular member of the Club a quarterly statement of dues and other indebtedness owed by him in accordance with the By-Laws.*) The treasurer shall deposit all monies of the Club with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Club as may be ordered by the Board of Directors. He shall render to the president of the Board of Directors on request statements of the financial condition of the Club, provided that the statements shall be rendered at least quarterly.

D. MISCELLANEOUS BY-LAWS

Section 1. Execution of Documents

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Club, and this authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other such person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

Section 2. Inspection of By-Laws

The Club shall keep in its principal office the original or a copy of its By-Laws, as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Rules of Order

The rules contained in Roberts' Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Club, except in instances of conflict between Roberts' Rules of Order and the Articles of Incorporation, By-Laws of the Club, or provisions of law.

E. MEMBERSHIP

Section 1. Classification and Number of Members

There shall be two classes of members of the Club, one shall be known as Racing Members and the other as Associate Members. There shall be no limit on the number of such members. In addition, the Directors may, from time to time, appoint Honorary Members. Only Racing Members and Honorary Members shall be Voting Members, as used herein.

Section 2. Election to Membership

The members of the Club shall consist of those persons who are elected to membership in accordance with these By-Laws.

Section 3. Initiation Fees and Dues

Annual Membership dues shall be determined from time to time by majority vote of the Board of Directors, and shall be payable on the first day of each calendar year (amended January 2002 from *Each regular member of this Club shall pay dues of \$50.00 per year payable on the first day of each calendar year*) or upon his/her joining if s/he is a new member. In the event s/he joins in the fourth calendar quarter of any year, his/her initial dues shall satisfy the dues obligation for the succeeding year as well. Unpaid dues and other indebtedness due the Club from a member are delinquent on the twentieth day of the month in which they become due.

Section 4. Procedure for Admission to Membership

Every person desiring to become a member of this Club shall submit an application for membership and shall become a member of the Club upon payment of the dues for the year in which s/he is admitted to membership. Associate Members shall be admitted as such upon application and payment of \$60.00 in annual dues, which dues may be waived for spouses or othermMember of the same household; Racing Members shall be admitted as such upon application, determination by the Club of eligibility to race, and payment of \$100.00 in annual dues; and Honorary Members shall be appointed as such at the discretion of the Directors. (Admmended February 2011)

Section 5. Termination of Membership

Any member in good standing, whose account is fully paid may resign, and this resignation shall be accepted at the next meeting of the Board of Directors and shall be effective as of the date of resignation. Notwithstanding any termination of membership, all sums due to the Club from any member shall be due and remain a debt in favor of the Club and shall be enforceable against the member or the member's estate.

Section 6. Expulsion of Members

Any member of the Club may be expelled by the affirmative vote of the Board of Directors for nonpayment of dues or any other indebtedness to the Club or by the affirmative

vote of two-thirds (2/3) of the Board of Directors for conduct which the Board of Directors shall deem inimical to the best interests of the Club. The membership of such a person, and all rights pertaining to his/her membership, shall terminate immediately on expulsion.

Section 7. Rights of Dissolution

None of the members of this Club shall have any rights, upon dissolution of the Club to any property or funds held in the name of the Club. All such property and funds, shall be distributed as provided in the paragraph V of the Articles of Incorporation.

Section 8. Meetings of Members

The annual meeting of the members of the Club shall be held in January or February of each year, at a time and place determined convenient (amended in 1995 from 10:00 A.M. on the third Thursday of January), and special meetings of the members of the Club may be called and held as may be directed by the Board of Directors or by any twenty-five (25) Voting Members. Notice of each such meeting shall be distributed by mail and/or electronically to each Voting Member at his/her address as shown on the Club records not less than ten days before the meeting. If for any reason the annual meeting is not held prior to February 28, the Board of Directors shall call a special meeting of Voting Members in lieu of the annual meeting, which shall be held no later than February 28 of the same year.

Section 9. Voting

Each Racing Member and Honorary Member shall have an equal voting right and shall be entitled to cast one vote as to all matters on which the Voting Members are permitted to vote. Associate Members shall not be entitled to vote.

Section 10. Quorum

The presence in person and/or by proxy of one-fifth (1/5) of the Voting Members of the Club shall constitute a quorum for the transaction of business at any meeting of the Voting Members.

APPENDIX A

NOTES FROM THE 1994 OFFICERS

Secretary: The secretary should observe the following format when recording the minutes:

1. The name of the group, the date, and the type of meeting should be set off from the body of the minutes.
2. The date, time, location, and presiding officer should be included in the first paragraph.
3. Attendees should be listed alphabetically, include a list of absentees.
4. The minutes should include but not be limited to the following:
 - (a) Date, time, location, and presiding officer
 - (b) Attendees
 - (c) Approval of previous minutes and treasurer's report
 - (d) Unfinished business
 - (e) Summary of reports
 - (f) New business
 - (g) Committee appointments
 - (h) Election of Officers
 - (i) Adjournment time
 - (j) Date and time of next meeting, if available
5. Send copies of minutes to:
 - (a) Board of Directors
 - (b) Chief Steward
 - (c) Event Chairman
 - (d) Relevant notes to members
 - (e) Others, as directed by the Board or the president

Treasurer: The treasurer should focus on these primary duties:

1. Generate financial reports
2. Manage Club's accounting
3. Collect Membership fees and renewals
4. Supervise event expenses and receipts
 - (a) refunds
 - (1) Canceled Race Entries received by deadline will receive full refund
 - (2) Late Cancellations
 - if approved by the Board, a full refund will be issued
 - if not approved, member will be notified