



## NSX Club of Canada Inc. Bylaws – Updated November 06, 2019

### I. NSX Club of Canada Inc. - Bylaws

1. The name of the organization shall be 'NSX Club of Canada Inc.' (abbreviated to **Club** in this document).
2. The purpose of this **Club** shall be to encourage the enjoyment of the Acura NSX. To provide an entity to persons who own NSX vehicles (or not) for the purpose of providing organization, meetings, events, social programming and the like.
3. The **Club** shall be non-profit and will not discriminate on the basis of race, sex, colour, religion, national origin, handicap, sexual orientation, or any other protected category.
4. **Club** members shall have the right to govern and control its activities through its duly elected Executive Committee.
5. The **Club** is non-profit, and no part of earnings shall benefit individual members.
6. The **Club** shall not engage in regular business of a kind ordinarily considered for-profit.

### II. Executive Committee

1. The Executive Committee shall serve without pay and consist of a President, a Vice President, a Secretary, and a Treasurer.
2. The members of the Executive Committee shall be voted on by the members of the **Club**.
3. The elected Executive Committee members will nominated the duties of the President, Vice Presidents, Secretary, and Treasurer.
4. The elected Executive Committee members will serve a period of three terms, each term consisting of 365 days for a maximum of 6 consecutive terms holding the same Executive Committee title.
5. (a) The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b) Vice Presidents shall share and assume the duties of the President in case of the President's absence. (c) The Secretary shall be responsible for the minutes of the Board, keep all minutes in a minute book, and send out event postings to all **Club** members. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.
6. Executive Committee Members who miss three (3) Board meetings in succession without due cause will automatically be removed from the Executive Committee.
7. The Executive Committee shall authorize the establishment of policies regarding confidentiality and conflict of interest guidelines for Executive Committee, members, and other voluntary participants.

**NSX Club of Canada Inc.**

### III. Meetings of the Executive Committee

1. Regular meetings shall be held at least once every six weeks via conference calls on a date agreed to by the Executive Committee members.
2. Special meetings may be held at any time when called for by the President or a majority of Executive Committee members.
3. Simple meeting agendas shall be provided at least one day in advance of the meetings.

### IV. Voting by the Executive Committee

1. A majority of Executive Committee members constitutes a quorum.
2. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
3. Passage of a motion requires a simple majority (i.e., one more than half the members present).

### V. Individual Membership

1. Membership in the 'NSX Club of Canada Inc.' is open to anyone with an interest in the marque and the activities of the **Club**. Ownership of an NSX vehicle is not a membership requirement.
2. Individual members must pay an annual membership fee determined by the Executive Committee in order to vote and participate in the full range of **Club** activities.
3. Members must operate vehicles in such a manner that it will not cause embarrassment to the **Club**, its Executive Committee, and members. If such a case arises, the offending member will be removed from the **Club**.
4. All **Club** members who drive while involved in the functions of, or are traveling with the **Club** shall abide by the laws of the Province of Ontario, or any other Province when representing the **Club**.
5. Any **Club** member while driving and representing the **Club**, shall have a valid operator's license.
6. A member may resign at will, and dues for the current year shall be forfeited. Resignations may occur in two manners:
  - a) The member may submit a written letter of resignation to an Executive of the **Club**. Such resignations will be deemed effective when accepted by the Executive Committee if not otherwise specified.
  - b) Failure to pay dues constitutes resignation of membership.
7. The Executive Committee may cancel the membership of any member by a majority vote upon determination that such member has engaged in conduct actually and substantially injuring the good name or reputation of this organization or as outlined in Code of Conduct section below.
  - a) Notification of cancellation shall be presented in writing to the member concerned.
  - b) Any individual whose membership has been cancelled may make a written appeal for reinstatement to the Executive Committee. That appeal will be considered at the next regularly scheduled meeting of the Executive Committee.

## VI. Dues

1. Membership dues will be paid annually.
2. Membership dues are per family, based on membership from January 1 to December 31.

## VII. Code of Conduct

The following are strictly prohibited:

1. Fighting (physically or verbally) with a fellow member or anyone else during events.
2. Dangerous, reckless driving during a **Club** event, on public roads, parking lots, or fields. Keep it cool and to a race track! This includes excessive speeding, burnouts (unless specified at an event), donuts, etc.
3. Engaging in a verbal argument with a sponsor. An Executive Committee member will handle any sponsor problems.
4. Stealing, damaging someone's property, vandalism, destruction of private property etc.
5. Extremely rude public behavior.
6. Illegal substance usage or sales.
7. Discrimination of other **Club** members or belittling them. (Remember not everyone can either afford or wishes to upgrade or dress up their cars the same as you).

## VIII. Meetings of Members

Notice of meetings to members who are entitled to vote at meetings will be by electronic means as long as all participants can communicate adequately with each other. Voting is by electronic participation. Absentee voting will be allowed by proxy, mailed-in ballot, or telephonic, electronic or other communication means.

1. **Persons Entitled to be Present:** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Executive Committee and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Canada Non-for-Profit Corporations Act. Articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
2. **Chair of the Meeting:** In the event that the chair of the Executive Committee and the vice-chair of the Executive Committee are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
3. **Quorum:** A quorum at any meeting of the members shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting, the members present

may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4. **Votes to Govern:** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Canada Non-for-Profit Corporations Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not exercise a vote except to break a tie.

## **IX. Support of Club Sponsors**

1. As a non-profit organization, the **Club** is not in the business of trying to promote other people's business. However, the **Club** recognizes that membership dues alone cannot support all **Club** activities. To that end, the **Club** has sponsors mutually beneficial to both those that choose to support the **Club** and the members of **Club**.

Without the support of corporate sponsors, membership dues would be more costly, and some events would be difficult for the **Club** to promote and host. Please support and patronize the businesses that support the **Club** to grow and function. Some offer **Club** specials or discounts upon presentation of a valid **Club** membership card. The **Club** recognizes these sponsors as businesses who have had experience with the NSX, however, for legal reasons the **Club** cannot endorse or condemn any of these sponsors. You are responsible for your own dealings.

## **X. Conflict of Interest**

1. Any member of the Executive Committee who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Executive Committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Executive Committee to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## **XI. Fiscal Policies**

1. The fiscal year of the Executive Committee shall be January 1st to December 31st.

## **XII. Amendments**

1. These by-laws may be amended by a majority vote of Executive Committee members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Executive Committee member at least one week prior to said meeting