



# Sports Car Club of New Hampshire

Minutes of the Meeting – October 6<sup>th</sup>, 2021

Held at Backyard Brewery in Manchester NH and Remotely via Zoom

**Call to Order:** SCCNH President, Rob Widdick called the tenth business meeting of 2021 to order at 7:01 PM

**Members attending:** (President) Rob Widdick, (Treasurer) Brittini Widdick, (Corresponding Secretary) Seren Maxwell, (Executive Secretary) Calvin Demerath, (Past President) Paul Giblin, Charlie Parsons, John Santos, Laura Surdek, Dave Patten, Denise Patten, George Young, Howard Roundy, Rick Staley, Anthony Jones, Alex McCrady, Alex Quaintance, Mallory Quaintance, Remote: Gary Hamilton

**Secretary's Report:** A motion was made to accept the Sept 1<sup>st</sup> minutes as submitted. (Laura/Howard)

**Treasurer's Report:** Brittini reports that accounts are in good standing. Hope to wrap up CTTC finances by the end of the year. (John/Charlie)

**Membership Report:** Laura reports we have 17 life and 347 regular members for a total of 364, up 30 from last month. (Brittini/Mal)

## Programs

**Autocross Report:** Rob reports that we had a Canaan weekend and a NHMS event since last meeting. Things went well but we may not receive our full deposit back from Canaan due to someone creating and not fixing ruts. Will need to make sure people are aware in the future. Our last two events will be at NHMS this month.

**Hillclimb Report:** Mike reports that we had a couple of issues at Ascutney but are working with the park about those issues. It was otherwise a great event with 56 entrants. Calvin and Mike co-chaired with Manu on tech. The road is now much better but still bumpy at points.

## Old Business

**CTTC:** Howard reports that a meeting was held about the future of the event and a look back at how this year's event went. We are looking forward to the future and getting some new people involved.

**TSD:** Dave reports that the turkey rally is good to go. Veterans will get in free. A charity to donate to is being worked on.

**Museum update:** We have a place to put our club trophies and Paul is looking for a display cabinet.

**Holiday Party:** Ray has offered his shop and we will check with him about Dec 4<sup>th</sup> or the 11<sup>th</sup>. We will work out the details in the coming weeks.

## General

**2022 Board Nominations and Bylaw Amendments:** Accepted nominations are as follows: President – Rob Widdick; Vice President – Calvin Demerath, Ian Cook; Treasurer – Brittini Widdick, Corresponding Secretary – Seren Maxwell; Executive Secretary – Laura Surdek. Bylaw amendments are attached to this document. Brittini motioned to have the 2022 election held online via MSR and in person at the November meeting of the members. Howard seconded and the motion passed.

The meeting was adjourned at 8:49 pm (George/Howard)

Respectfully Submitted

Calvin Demerath

Executive Secretary

# Proposed Bylaw Amendments and Measures up for Vote

## MEMBERSHIP DUES VOTE:

For the fiscal year of 2022, membership dues will be \$20 for individuals, \$30 for families.  
YES / NO

## PROPOSED CHANGE 1:

To create a new section under Article II:

**Section 7. Life Members.** *The club may bestow upon current or former members, life membership in recognition of long or extraordinary service or for other reasons that may be appropriate.*

- a. Benefits: A life member shall have all benefits of membership, shall have all future dues waived, shall be awarded a special brass membership card, and may receive other benefits the club may deem appropriate.*
- b. Nomination: Any member may nominate a person for life membership. Nominations shall be in writing (paper or electronic) and delivered to the Executive Secretary. Nominations shall remain confidential to the Board of Directors.*
- c. Selection: If a nomination or nominations be made in any given year, the President shall form a selection committee to include the elected board members and three Life Members. The president shall select the three Life Members giving consideration to those with recent club activity. The selection committee shall meet within 30 days of the annual club meeting. A two-thirds majority vote shall confirm proposed candidates' Life Membership. The proposed and selected candidates shall remain confidential to the Board of Directors until time of Awarding.*
- d. Qualifications: While no specific qualifications shall be made, the selection committee should consider longevity with the club, contributions, and apparent dedication to the club.*
- e. Awarding: Awarding of life membership shall be made at the Annual Awards Banquet or at the Annual Club Meeting.*

Proposed By: Charlie Parsons

Purpose: To draw out the process of awarding life membership and its benefits

## PROPOSED CHANGE 2:

To create a new section under Article II:

**Section 8. Honorary Members.** *The club may bestow upon special non-members such as "Grand Marshalls", "Masters of Ceremonies", "Honored Guests" and similar persons, Honorary Membership.*

- a. Benefits: As this is a ceremonial membership the Honorary Member shall not receive regular member benefits but may receive special benefits such as, paid meals, honorary plaque, special membership card, club paraphernalia, or other benefits deemed appropriate.*
- b. Selection: A person may be nominated for Honorary membership by any member although typically an event chairman. Approval for Honorary membership as well as benefits shall be decided by a majority of the Board of Directors.*
- c. Awarding: The Awarding of Honorary Membership shall occur at the event where the honoree has been invited to participate.*

Proposed By: Charlie Parsons

Purpose: To draw out the process of awarding honorary membership to certain non-members of The Club.

## PROPOSED CHANGE 3:

To update Article IV, Section 3 to:

**Section 3. Vacancies.** In case a vacancy shall occur in any of said offices, the Board of Directors shall select a person to fill the said vacancy until the next annual meeting. ***A vacancy may be due to any reason, including reasons from Article II, Sections 4 and 5.***

Proposed by: Rob Widdick

Purpose: To reduce ambiguity around what constitutes as a vacancy

## PROPOSED CHANGE 4:

To update Article II, Section 4 to:

**Section 4. Expulsion.** Any member may be suspended until the next annual meeting for infraction of the Club rules by a vote of a majority of the Board of Directors or for other cause if a majority of the Board of Directors shall deem such suspension to be in the best interest of the Club. Upon such suspension, the member shall be so informed in writing, ***delivered by the Executive Secretary or Secretary Pro Tempore***, and shall be given a reasonable opportunity to be heard thereon.

Any member suspended as provided above may be presented at the next meeting for expiation and shall be expelled if a majority of the members present and voting, vote to expel him/her. The vote shall be by secret ballot. ***Upon member expulsion, all outstanding debts owed to the member by the club, if any, minus membership dues, shall be paid to the member by the Treasurer within 30 calendar days.***

Proposed by: Rob Widdick

Purpose: Add additional process clarity around member expulsion, grammar, and debts owed.

## PROPOSED CHANGE 5:

To create a new section under Article II:

**Section 7. Anti-Discrimination, Harassment, Retaliation.** ***Under no circumstances shall any person be suspended, expelled, discriminated, or retaliated against under any protected status, including but not limited to age, race, color, religion, sex (including pregnancy and gender identity), sexual orientation, national origin, marital and parental status, disability, genetic information, family medical or genetic history, or political affiliation.***

***Any person subject to discriminatory behavior, harassment, or retaliation may submit a complaint to the Executive Secretary to present to the Board of Directors for review. If the complaint involves a Board of Directors member, the complaint shall be given to any member of the Board of Directors for review and presentation to the entire Board of Directors.***

***The complainant's identity may be kept confidential if requested. All complaints shall be kept in the club records for a minimum of five (5) years and must be furnished upon request by any person. Complaints shall not be required to include any evidence. All open complaints shall be reviewed and***

**acted upon at the next meeting by the Board of Directors and present members. The complainant may withdraw their complaint without prejudice prior to the next meeting for review.**

**Additionally, all persons subject to discriminatory behavior, harassment, or retaliation may submit a complaint to the New Hampshire Commission for Human Rights. Nothing in this section shall constitute arbitration over legal recourse.**

Proposed by: Rob Widdick

Purpose: To provide protection, action, and record keeping for all persons around all recognized statuses.

## PROPOSED CHANGE 6:

Update Article II, Section 2 to:

**Section 2. Future Members and Present Members.** Applications for membership shall be forwarded to the Treasurer for tabulation of such annual dues as may be required, then to the Membership Director for the issuance of membership card. ~~[In the case of a new member, the sponsoring member shall be responsible for the fitness of the proposed member.]~~ The Secretaries shall be informed by the Membership Director that a membership has been issued. The Membership Director would send bills for dues out thirty days prior to ~~[January]~~ **February** 1st. ~~[A member would be penalized his/her points if dues are delinquent, for the dead period of time between January 1st and time he/she actually pays his/her dues.]~~ ~~[Dues]~~ **Membership renewal dues are due by** the 1st of ~~[January]~~ **February** of a given year. Membership privileges lapse if dues are delinquent as of ~~[January]~~ **February** 1st of that year.

Update Article II, Section 3 to:

**Section 3. Dues.** The annual dues shall be established each year by vote of the members at the annual meeting. **Membership renewal dues** ~~[and]~~ shall be **billed within 30 days after the annual meeting by the Membership Director, and** payable ~~[within thirty days after billing by the Membership Director]~~ **before February 1st to be considered a renewal and benefit from any special membership pricing. After February 1st, all persons shall pay full dues to become a member of the club.**

Proposed by: Rob Widdick

Purpose: Removes implied responsibility of having a sponsoring member (as this is not a referral-based membership club; club is open to anyone). This update also changes when membership renewal dues are due so that members may take advantage of a discounted renewal membership fee versus a new membership fee, when such a benefit exists. The updated membership due date also allows the membership director and treasurer more time to process renewals - given the growth of the club now to over 300 members, this can be a daunting task with insufficient time.

## PROPOSED CHANGE 7:

To update Article V, Section 4 to:

**Section 4. Corresponding Secretary.** The Corresponding Secretary shall

- a. Give notice of all meetings to all members required by law of these Bylaws
- b. Send notices of events and activities of the Club
- c. Generally be responsible for the Club's correspondence

- d. Maintain the club's [~~web site~~] **website directly or direct the Website Chair to make changes**
- e. Maintain the club's electronic mail list
- f. Post meeting minutes on the club's [~~web site~~] **website directly or direct the Website Chair to post the meeting minutes.**
- g. Shall perform all duties incidental to the office.

Proposed by: Rob Widdick

Purpose: Add ability to shift some responsibility to Website Chair when one exists

## PROPOSED CHANGE 8:

To update Article XII to:

The dissolution of the Club, The Sports Car Club of New Hampshire, [~~is in accordance with the Club Charter of June 8, 1977~~] **shall be in accordance with the latest State and IRS rules at time of dissolution and shall include the following steps when possible:**

1. **The Board Of Directors shall vote to dissolve the organization with a two-thirds majority in the favor of dissolution, for any reason the board deems acceptable and appropriate.**
2. **Upon a passed vote, the Board Of Directors shall draft a plan of dissolution which shall include a list of all assets and liabilities and how the club intends to address any liabilities, sell assets, and distribute any remaining assets. The plan of dissolution shall not, under any circumstances, include any donation of funds or assets to any charity due to legal ramifications with the IRS rules. The board shall also include in its plan a completed Schedule N of the IRS Form 990. If there are insufficient assets to cover liabilities, the Board of Directors shall also include an additional liability plan, including the potential path of filing bankruptcy. The plan of dissolution shall include, but not be limited to:**
  - a. **A plan for all liabilities to be paid for**
  - b. **A plan to transfer or sell all non-monetary assets**
    - i. **All remaining assets sold may incur a capital gains tax which must be filed and paid to the IRS, as dissolution will likely be immediately following within one year of sale.**
  - c. **All remaining monetary assets, if any, may be transferred (not donated) to another tax-exempt organization, or evenly distributed back to the members.**
    - ii. **Distributions to the members shall be based on tenure in a monthly aggregate, dating back to at most ten (10) years from the month and year of dissolution. Distributions shall be made evenly across all members based on their total monthly tenure.**
    - iii. **Any and all member distributions must be reviewed and approved by a majority vote of the members in good standing.**
3. **The Board of Directors shall vote to dissolve the club by a two-thirds vote of a quorum of the directors and members in good standing. The vote to dissolve must be accompanied by the plan of dissolution, and shall be voted in its entirety. If a vote shall fail, the Board of Directors may revise the plan of dissolution based on feedback and try again or cancel the dissolution.**
4. **Upon successful vote to dissolve the club by a two-thirds vote of a quorum of the directors and members in good standing, the club shall notify the IRS and the Corresponding Secretary, or another board member, shall notify all members of the dissolution. The drafted plan should be executed upon successful vote.**

5. ***Upon completion of the dissolution plan, a final financial statement shall be created and shall not reflect any remaining liabilities or assets of the club, and the final financial statements shall be mailed to all members in good standing, and all members who received a distribution, if any. The State of New Hampshire and the IRS shall also be notified.***
6. ***The past Board of Directors members shall continue to be available for a time period of no less than six (6) months to assist in the complete dissolution of the club.***

Proposed by: Rob Widdick

Purpose: The Sports Car Club of New Hampshire does not have any copies of the Club Charter of June 8, 1977, therefore invalidating this article in its entirety. However, legally and per the IRS, the club should have an instrument for the dissolution of the club, should it ever occur.

## Contested Position Bios - Vice President



Calvin Demerath has been a SCCNH member since 2014 and has served the club in a number of roles, including Executive Secretary since 2018, Technology Chair since 2020, CTTC 2021 Chief of Timing and co-chair at various events. He is a regular at both autocross and hillclimb, including hosting the autocross schools the past few years. He looks forward to continuing to serve the club in the future.



Ian Cook is a Project Engineer at Thermo Fisher Scientific. He designs water analysis and water purification systems. He is a former board member and current auto-lift instructor at Makelt Labs in Nashua, New Hampshire. In his free time, he builds hill climb racecars, radio systems, and other electronics.