



QUARTER SCALE AUTO CLUB, INC

CORPORATE BYLAWS

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QUARTER SCALE AUTO CLUB

CORPORATE BY-LAWS

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I. Preface

The Quarter Scale Auto Club (QSAC) is a non-profit corporation chartered in the State of Michigan. QSAC's purpose is to provide a sanctioning body to organize and direct the sport of quarter scale radio controlled racing in the United States.

The primary functions of the organization are to provide establishment and uniform enforcement of safety and competition rules, liability insurance for the membership, and the promotion and growth of the sport through a strong, fair and unbiased management organization.

II. Quarter Scale Auto Club By-Laws

The intent and purpose set forth by the by-laws here-in is to establish the formal organization and charter for the Quarter Scale Auto Club, Inc. (QSAC, Inc.) and chartering a strong management team to organize, promote, and stimulate the growth of quarter scale radio-controlled auto racing. The management team shall be entirely voluntary, and shall embrace the "Spirit and Intent" of promoting the sport, and conducting the business of QSAC on behalf of, and for the benefit of, the QSAC general membership. "Spirit and Intent" is defined as the honest governing of the body, free of outside interest or influence either personal or financial, insuring to the general membership the management's commitment to the betterment of the sport with the general memberships' best interest and concerns at heart. The structure of this organization is detailed in the following pages.

III. QSAC Management Team

A. Board of Directors

The QSAC Board shall be comprised of two Co-Chairmen, having equal authority and responsibility with regard to the operation of the Sanctioning Body. Each Co-Chair's term shall be two years, with alternate year term expiration. That is, one Co-Chair's term shall expire each year, yielding alternate year term expiration for each Co-Chair. This alternating term expiration will provide continuity of management, meaning that the remaining Co-Chair shall assist the transition of the newly elected Co-Chair to the duties and responsibilities of his office while maintaining an experienced management presence during that transition.

The Co-Chairs will be responsible for selection and appointment of all other management team positions (committee chairmen) as well as administrative positions (secretary and treasurer). The Co-Chairs shall maintain the organizational chain of command and consider the written input of the committees in the decision-making processes of managing the business of the organization. The Board Co-Chairs shall have the ultimate responsibility of, and authority to conduct the business of QSAC, and the Board's decisions shall be final and binding. Requests for funds whether for expense reimbursement or capital expenditure can only be authorized by consensus approval of the Co-Chairs.

1. Elections

- a. The Board Co-Chairmen shall be the only elected officials in the QSAC organization. Election will be held annually, electing one Co-Chair per year, with each fulfilling a two-year term starting November 1st. A Co-Chairman may be elected to as many terms as he is willing to faithfully serve. The "Spirit and Intent" of Board nominations shall be free of conflicting interest, and as such, those persons on record as being industry related suppliers or manufacturers or are considered such by a consensus of the management team shall be ineligible for nominations/election. While there is no implication intended that manufacturers could not "serve faithfully", it is important to limit "undue influence" and level the playing field for all.
- b. Eligibility for nomination to the position of Co-Chair is open to any current member in good standing. (Exception: those persons on record as being industry related suppliers or manufacturers or are considered such by a consensus of the management team shall be ineligible for nominations /election.) A nominating committee consisting of the two existing Board Co-Chairs and three members-at-large shall interview all potential candidates from the pool of eligible persons defined in the foregoing, determining each person's ability and willingness to serve. The nominating committee shall then present to the general membership a minimum of one and a maximum of three qualified candidates for consideration. The candidate name or names, together with a brief bio, will be posted each year in June, on the QSAC website. Ballots will be mailed to the membership by July 1st. The ballot **MUST** be returned to the QSAC Secretary at the QSAC Information Center not later than September 1st in order to be counted.(1.1.14)
- c. The first QSAC Board Co-Chairman election will take place in 1995. Rotating to the remaining current Co-Chairman in 1996, etc.. The decision as to which existing Co-Chairman will commence the process will be between the existing founding Co-Chairmen.

2. Non-Fulfillment of Term

If, for any reason, a Co-Chairman cannot complete his/her term, the remaining Co-Chairman may select a replacement to fulfill the remainder of that term with the consensus approval of the six major Committee Chairmen. Non-Fulfillment shall also include resignation and impeachment.

3. Impeachment/Dismissal/Appointment

a. QSAC Co-Chairmen – Impeachment

The mechanism for removal of a Co-Chairman shall be the consensus opinion of the six major Committee Chairmen (Rules, Competition, Long-Range, Special Projects, Finance, and Manufacturer's Advisory) and the remaining Co-Chairman. A Co-Chairman or Committee Chairman must present the petition for a vote of confidence. A resulting "no-confidence" vote would result in the immediate removal of the affected Co-Chairman.

b. Appointment/Dismissal

The QSAC Co-Chairmen shall have sole authority to appoint or dismiss any organizational or administrative position in the corporation, including Committee Chairman, District Director, Treasurer, or Secretary.

IV. QSAC Committee Charters

The following is a review of the charters of each of the formal Committees within the organization. It is the responsibility of each Committee Chairman to assure the proper execution of the duties of the Committee as defined by the charter of the Committee, and to review the results of the committee's activities with Co-Chairmen on a regular basis.

A. Finance Committee

The committee will review the income and expenses of the prior year and, based on revenue projections, make recommendations on budgets for the coming year. The committee will also advise on methods to generate new income sources for the organization, and using recommendations of the Competition and Long-Range Planning Committees, review the organization's capabilities to finance new programs for the benefit of the membership. The committee shall also be responsible to review proposed unscheduled or unbudgeted expenditures to determine if resources are available to fund such expenditures. Additionally, the committee will be responsible for the filing of corporate tax returns as required, and the review and approval of the annual financial statement prior to its presentation to the membership via the QSAC Newsletter.

B. Rules Committee

The primary function of the committee is to gather input from the Competition, LRP, and Manufacturers' Advisory Committees, as well as District, Region, and Area Director's field, and review and recommend change to the prior year's Rules Package to "fine tune" the Package for the coming racing season/year. Since it is the goal of the organization to maintain a stable Rules-set, absent of massive, disruptive changes from year to year, care must be exercised to consider each proposed change with an eye toward its impact on the membership, as well as each of the industry manufacturers.

C. Competition Committee

The committee shall be responsible to gather input from the other committees, the field organization and the membership at large to determine what changes in safety and race format would be beneficial to the membership and the sport of Quarter Scale RC racing in general. The committee shall also be responsible to serve as a "clearing house" for race dates on the National, District, and Regional schedules, review and resolve possible conflicts and recommend possible additional events. Further, the committee shall review all sanction requests to insure all sanction requirements are met prior to the issuance of a sanction. Key to the function of this committee will be the close, continuous contact with the QSAC Field Organization that is the primary collection point of information and ideas from the general membership.

D. Long-Range Planning Committee

The committee shall gather input from all committees and the field organization, and, working closely with the Finance Committee, construct a "rolling" five-year plan. As part of their long-range planning, the committee should formulate plans and methodologies to promote QUARTERSCALE and QSAC on a National, and possibly international basis, develop potential Corporate Sponsorship opportunities, and explore potential mutually beneficial affiliations with other organizations. The committee is the concept group of QSAC, with the responsibility to review and evaluate the ideas and suggestion of QSAC as a whole. All ideas, no matter how seemingly outrageous or impossible, shall be thoroughly reviewed and evaluated. The committee shall work extremely closely with the Special Projects Committee to find ways to promote QUARTERSCALE and QSAC.

E. Manufacturer's Advisory Committee

The committee is comprised of all QUARTERSCALE Industry Manufacturers of record on Jan 1 of each year, shall elect its chairman every 3rd year, who will then be responsible to input group consensus recommendation to the appropriate committees for review. The committee shall input to all major committees and shall present thoughtful, well-considered recommendations with the interests of the competitors and manufacturers in mind.

F. Special Projects Committee

The committee shall be responsible for public and media relations and shall be the primary developer of Corporate Sponsorships. Compilation and publishing of promotional materials, together with principal contact responsibility with print, radio, and television media shall be the primary function of the committee, in pursuit of continuous effective promotion of QUARTERSCALE and QSAC. This committee shall, as with the other committees, report directly to the Co-Chairmen, who have discretionary authority to fund minimal expenditures this committee may propose. The committee shall "keep its finger on the pulse" of QSAC through regular contact with the other committees and the field organization.

G. Rules Ratification Committee

The purpose of the Ratification Committee shall be to confirm and verify any proposals of rule changes brought forth by the Co-Chairs. The Ratification Committee shall have no authority over any other function pertaining to the Co-Chair's day to day responsibilities or decisions. Furthermore, Ratification Committee members shall have no authority to propose or institute any rule change. Any Ratification Committee member who wishes to propose a rule change shall follow the procedures already set forth for members and manufacturers.

The Ratification Committee shall consist of one representative from each quarter scale manufacturer (currently five(5) manufacturers)*, plus an equal number of member representatives. Member representative shall be selected by the Co-Chairs from members of the Committee Chairs, District, Regional and Area Directors. Should there be an insufficient number of eligible "member representatives" willing to serve, the Co-Chairs have the option of appointing additional member representatives from the general membership.

The intent is that manufacturers and members representatives shall always remain equal in number. For purposes of the ratification committee, it is the Co-Chairs' responsibility to decide who qualifies as a quarter scale manufacturer.

Rule changes may only be instituted by a majority vote of the Ratification Committee. A tie vote shall result in no rule change. A majority is required. An abstention vote shall be considered as relinquishing that vote to the Co-Chairs. The Ratification Committee shall have ten (10) days from the date they are presented a rule change to render a yes/no vote to the Co-Chairs. During this time period, the Co-chairs shall be available to answer questions or provide clarification to any Ratification Committee member.

The Ratification Committee members shall be responsible to maintain current e-mail addresses and phone numbers to the Co-Chairs. Ratification Committee members shall acknowledge receipt of a vote request to the Co-Chairs.

The Co-Chairs shall make three (3) attempts to provide this information, after which the vote will be considered an abstention. All members of the Ratification Committee must be current QSAC members in good standing.

H. Sub-Committees

From time to time, the Co-Chairmen may appoint sub-committees or ad-hoc committees to study a particular problem or situation, and make recommendations to the Co-Chairmen or the major committees.

1. Product Review Sub-Committee

Originally empanelled as an ad-hoc committee in February '93, this committee, comprised of the Chairmen of Rules, Long-Range Planning and Competition Committees, chaired by the Competition Committee Chairman, is now a permanent sub-committee of the Competition Committee. The sub-committee is chartered to review and evaluate new products and determine their "impact" on the sport, as well as the applicability and acceptability of the product in relation to the QSAC Rules, including "spirit and intent".

V. Field Organization – Charters

The Field Organization is comprised of Area Directors, reporting to Region Directors, reporting to District Directors. It is intended as a field management “team”, designed to be the principal point of contact between the National Organization and the general membership. The field organization is the “face” of the National Organization, representing QSAC to the membership and the general public, in most cases presenting the “image” of QSAC, and as such, plays an extremely important role in QSAC.

There are three Districts across the country, each District having from one to three Regions, and each Region having as many Areas as necessary to adequately serve the membership.

A. District Director

The District Director is responsible for the coordination of all activities within his/her District. The Director is responsible to assemble his “team” of Region and Area Directors, and has the ultimate authority to appoint or replace subordinate positions as necessary to accomplish the tasks of the District. The District Director position is a direct appointment of the Co-Chairmen of QSAC.

Included within the purview of the District Director are responsibilities for Major event scheduling within the District, and in concert with his peers and the Competition Committee Chairman, resolving event-scheduling conflicts on the national level. Further, he is responsible for providing an open door for the comments and ideas from the general membership, and resolving disputes within the District. The District Director is also responsible to forward, in writing to the appropriate committee or the Co-Chairmen, any problem or dispute irresolvable at the District level or below.

B. Region Director

Appointed by and reporting to the District Director, the Region Director is responsible for the implementation of plans and programs of the National organization and the District Director within his/her Region. The Region Director is also responsible to identify and appoint able and effective Area Directors to provide direct contact for the membership in areas outside his immediate area. The Region Director has the authority to appoint or replace Area Directors as is required by the needs of the membership in his region. The Region Director is also responsible to forward to the District Director any problem or dispute irresolvable at the Region level or below.

C. Area Director

The Area Director is responsible for presenting the “image” of QSAC to the membership and general public, and is the first-level provider of member-services. The Area Director is responsible to the organization and the membership to be the mediator of local disputes and to listen and redirect member input to the Region level and above. He/she is in charge of the interpretation and enforcement of QSAC procedures and rules when he/she is the ranking QSAC official on site. First and foremost, however, is the responsibility to serve the membership in his/her area, and ensure fair and equitable treatment of the membership. The Area Director is also responsible to forward to the Region Director any problem or dispute irresolvable at the Area level.

QUARTER SCALE AUTO CLUB, Inc.

Organizational Chart

