

YE OLDE CAR CLUB BYLAWS

ARTICLE I: Duties of Officers

Section 1. President: The President shall be the chief executive officer of the organization and shall, subject to control of the Board of Directors, have general supervision, direction and control of the business and affairs of the organization. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall be ex-officio member of all the committees including the executive committee, and shall have the general powers and duties of management usually vested in the office of the President, and shall have other such power and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall sign all contracts and other instruments in writing: provided, however, that all written contracts and instruments are first approved by a majority of officers.



Section 2. Vice President: In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall coordinate the selection of an Activity Chairman for each month. He shall have other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

Section 3. Secretary: The Secretary shall attend all meetings of the members and the Board of Directors and shall record all minutes and notes in a book kept for that purpose. He shall keep or cause to be kept, a register showing the names and addresses of the members. The Secretary shall give or cause to be given, notice of all the meetings of the members and the Board of Directors as required by the Bylaws or by law to be given and shall have other such powers and perform other such duties as may be prescribed by the Board of Directors or by the Bylaws. He shall have custody of the valuable papers and books of the club, and shall at all times be subject to the control of the Board of Directors or a majority of Officers. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro-tempore.

Section 4. Treasurer: The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the organization. He shall deposit all monies and other valuables in the name and to the credit

of the organization as may be ordered by the Board of Directors, and shall render to the President and Directors, when they request it, an account of all his transactions as Treasurer and of the financial condition of the organization and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws. No obligation, debt, or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors or a majority of the officers.

Section 5. Activity Chairman: The Activity Chairman is responsible for selection, time and place of social activities. Each month shall have a separate Activity Chairman.

ARTICLE II: Board of Directors

Section 1. Election and Term: The board of Directors shall consist of 8 members: Current Officers: President, Vice President, Secretary and Treasurer; President from the preceding year; and three (3) members, in good standing, elected from and by the active voting members. The three (3) elected members shall serve terms of three years, one term expiring each year, from and after the date of the election.

Section 2. Vacancies: A vacancy or vacancies shall be deemed to exist in the case of death, resignation or removal of any Director or if the authorized numbers be increased by amendment of these Bylaws. A vacancy or vacancies shall be filled by the general members at a monthly or special meeting of the general members entitled to vote.

Section 3. Reduction: No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 4. Notices: Notice of the time and place of regular and special meetings of the Board of Directors shall be given to each Director personally.

Section 5. Meetings: The board of Directors may hold regular meetings just prior to every scheduled business meeting.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two (2) Directors, on notice to each director of such meeting.

Section 6. Quorum: A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors shall be regarded as the act of the Board of Directors.

Section 7. Attendance: Directors shall notify the President as soon as practical if unable to attend Directors meetings. The unexcused

absence of any Director from three (3) regular meetings during any one year shall automatically result in the dismissal of said Directors from the Board and the vacancy shall be filled by the majority vote of the general membership.

Section 8. Fees and Compensation: Directors shall not receive any compensation, fee or salary for their services as Directors, but by resolution of the general membership, compensation may be allowed to any Director for any money or expenses actually incurred and paid by any Director for the benefit of the organization.

Section 9. Powers of Directors: The Board of Directors shall have power to call meetings of the organization when it deems necessary to conduct, manage and control the affairs, relations and business of the organization, and to make rules not inconsistent with the laws of the State of Washington, for the guidance and management of the affairs of the organization. The Board of Directors shall have the power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board and the note or obligation, if any, given for same, signed officially by the President and the Secretary, shall be binding on the organization. The Board of Directors may appoint other officers, agents or committees as it deems necessary and shall fill all temporary vacancies that may occur during the year in any organization office.

Section 10. Action Recall: The actions of the Board of Directors are subject to recall by a majority vote of 60% of the general membership present, assuming a quorum is met.

ARTICLE III: Personal Liability

Section 1. All persons extending credit to, contracting with or having any claim against the organization, shall look only to the funds and property of the organization for payment of any such contract, claim, debt, judgment, damage, decree or cause action or any money that may become due and payable from the organization.

Section 2. Neither the members of the organization, the Board of Directors nor officers, present or future, shall be personally liable for any debt set forth in Section 1 of this article.

Section 3. This is a non-profit organization; the members thereof shall not be entitled to any individual or collective interest, participation, share, and/or property right in and to the assets of this organization, but such assets shall be and constitute the indivisible property of this organization; no dividends pecuniary profits or dividends or payments of like nature shall ever be declared or paid to the members of this organization.

ARTICLE IV: Contracts

Section 1. Contracts and How Executed: The Board of Directors except as the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the organization, and such authority may be general or special, and unless so authorized by the Board of Directors, no officer/agent shall have any power or authority to bind the organization by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE V: Inspection of Bylaws

Section 1. The organization shall keep in its files the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

ARTICLE VI: Revenues

Section 1. Dues: Change of membership dues shall be proposed by the Board of Directors from time to time, and voted upon by the general membership.

Section 2. Dues; When Due; When Delinquent: Dues shall be payable on January 1st of each year and are delinquent on March 1st of each year.

Section 3. New Members: Any new members joining the club on or after October 1st of any given year shall be entitled to a full membership for the following year and for the remainder of the year in which they joined.