

Bylaws of
North Idaho Classic Car Club, Inc

Article I
Offices

Section 1.01 Office- Offices of the Corporation

The principal office of the Corporation shall be located in the County of Kootenai, State of Idaho.

Article II
Members

Section 2.01 Membership

Membership of the Club is composed of individuals dedicated to the preservation and common love for automobiles, music and fun-filled life-styles of the past. The club exists to create good fellowship, car safety, skill and sportsmanship and to participate in automobile related activities to include cruises, picnics shows, rod runs and creating a goodwill family atmosphere for other clubs and individuals to show their cars.

Any person (*or spouse*) who is the registered owner of, or is interested in, special interest automobiles and/or trucks, (*which are defined as twenty-five (25) years or older*) shall be eligible to become a member of the Corporation. Children of members, who are 18 years of age or older, must obtain their own membership. Applications for membership shall be completed on a form approved by the Board of Directors and submitted to the Secretary of the Corporation.

Section 2.02 Voting Rights

Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 2.03 Transfer of Membership

Membership in this Corporation is not transferable or assignable.

Article III
Meetings of Members

Section 3.01 Notice of Meetings

Regular monthly meetings of the Corporation shall be held on the third Tuesday of each month, unless otherwise agreed by the membership. Written or printed notice stating the place, day and hour of any regular or special meeting of members shall, where practical, be included in the Newsletter. In lieu of notice in the Newsletter, notice may be given orally, either in person or electronically, (e.g. telephone, email, posting on Social Media pages etc.)

Note: Newsletters are now emailed.

Section 3.02 Annual Meeting

The annual meeting of the members shall be held on the third Tuesday in the month of November each year, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 3.03 Special Meetings

Special meetings of the members may be called by the President, any member of the Board of Directors or not less than ONE TENTH (1/10) of the members having voting rights at the time the meeting is requested. General membership always welcome at Special Meetings.

Section 3.04 Quorum

A simple majority of Officers and Directors shall constitute a quorum at such a meeting.

Section 3.05 Proxies

No proxy voting shall be permitted.

Articles IV Directors/Officers

Section 4.01 General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Idaho.

Section 4.02 Number, Tenure and Qualifications

The number of Directors shall be Seven (7). Directors shall be elected at an annual meeting of members, and the term of office of each Director shall be until the next annual meeting of members and the election and qualification of his or her successor. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and THREE (3) members elected annually by the membership. The immediate Past President shall be an ex officio, non-voting member of the board.

Section 4.03 Board Meetings

If reasonably necessary, a regular meeting of the Board of Directors shall be held without any other notice than this Bylaw immediately before or after, and at the same place as, the annual and monthly meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular or special meetings with other notice than this resolution. Any member in good standing may call a meeting by submitting by email a request to do so.

Section 4.04 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.05 Officers

The Officers of the Corporation shall be a President, Vice President, Secretary and a Treasurer. The Board of Directors may elect or appoint ONE(1) or more Assistant(s) Secretaries and ONE (1) or more Assistant Treasurers, as it shall deem desirable, such Officer to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 4.06 Election and Term of Office

The Officers of the Corporation shall be elected annually by the members entitled to vote at the regular annual meeting of the membership. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each Officer shall hold office until his or her successor has been duly elected and qualified.

Section 4.08 Powers and Duties

The several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of Officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

President:

To preside over the meetings of the Board and membership and to call meetings whenever there is business to discuss.

Vice-President:

To assist the President in all functions the President deems necessary and to perform the duties of the President in the absence of the President.

Secretary:

To record the minutes of the meetings, receive and prepare correspondence and generally keep and maintain the records of the Corporation. Minutes shall be taken of the Corporation's Board of Directors meetings, monthly meetings, and any special meetings called by the Board. Minutes shall include the date, place, and time of the meetings, those present, a statement of actions taken on issues brought before the meeting and include a record of the names of parties making and seconding motions and results of any votes taken.

The Secretary will also be responsible for maintaining a permanent record of all written votes including the annula election of officers and changes or amendments to the Bylaws.

Treasurer

To receive and disburse funds of the Corporation, maintain accurate books of accounts and cash flow, and to present the books annually to an audit committee appointed by the President.

The Secretary or Treasurer may provide a substitute member to perform his or her required duties on an interim basis, with the approval of the Board.

Article V

Contracts, Checks, Deposits and Funds

Section 5.01 Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confirmed to specific instances.

Section 5.02 Checks, Drafts or Orders and Deposits

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Corporation.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in scuh banks, trust companies or other depositories as teh Board of Directors may select.

Section 5.03 Gifts

Club members may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

Section 5.04 Contributions/Donations

Contributions/Donations authorized by the membership shall not exceed Five Hundred Dollars (\$500), unless otherwise voted on by the club. Under normal circumstances, Two Hundred Fifty Dollars (\$250) will be the usual donation.

Article VI
Certificates of Membership

Section 6.01 Evidence of Corporate Membership

Each new member shall receive a New Member Packet with information relevant to their membership and the Corporation.

Article VII
Books and Records

Section 7.01 Books and Records of the Corporation

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office, (the club trailer) or in the possession of the Secretary, a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, for any purpose, at any reasonable time.

Article VIII
Fiscal Year

Section 8.01 Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on January 1 of each year and end at midnight on December 31.

Article IX
Dues

Section 9.01 Annual Dues

The annual dues payable to the Corporation by the members shall be determined at the annual meeting of the membership.
Dues currently per member will be \$25, each additional family member will be an additional \$10.

Section 9.02 Payment of the Dues

Dues shall be payable on the first day of January in each year.

Section 9.03 Member Insurance

Each member will have to provide proof of insurance for their vehicle to participate in club events.

Section 9.04 Default and Termination of Membership

When any member is in default in the payment of dues for a period of Ninety (90) days from the beginning of the period for which such dues became payable, his and /or her membership may there upon be terminated by the Board of Directors as provided herein above.

Articles X
Disolution of Corporation

Section 10.01 Dissolution

In the event of the dissolution of the Corporation, The Board of Directors and/or a special committee assigned will submit plans for distribution of Assets. Assets of the club will be distributed as determined by the majority of the voting members. No assets distributed should benefit any one associated with the club personally.

Articles XI
Amendment of Bylaws

Section 10.01 Amendments

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting. Bylaws should be reviewed when necessary and the club should appoint a committee for the purpose of updating and changing bylaws for approval of the general membership.

