

## **ARCC BY-LAWS**

APRIL 1, 2010

### Article I Name and Purpose

#### Section 1. Name

The name of the organization is "THE AMERICAN ROADHOUSE CAR CLUB, INC."

#### Section 2. Purpose

To educate, promote, and encourage participation in the preservation, rebuilding, restoration, and remodeling of antique, older model, and unique automobiles and vehicles through, civic, benevolent, charitable, social, and fraternal functions and endeavors. As such, this organization supports charitable organizations and the local community through fundraising activities and community activities.

#### Section 3. Tax Status

The American Roadhouse Car Club is a tax exempt, not for profit organization as described in Section 501C(4) of the Internal Revenue Service Code and is exempt from Missouri Sales and Use Tax, pursuant to sections 144.030.2 and 144.615 rsmo.

#### Section 4. Political Activism

The organization, its newsletter, and web site shall not contain any endorsement for or promote any political candidate or cause, either public or private.

### Article II Membership

#### Section 1. Membership openness Policy

Membership in this organization is open to all persons, without regard to race, creed, color, sex, nationality, or ability who support the purpose of this organization stated in Article I, Section 2 of these by-laws.

#### Section 2. Member Support of the Organization and Its Purpose

Anyone applying for membership is expected to support the organization, other members, and the good order of organization activities in a positive manner and adhere to the provisions of these by-laws. Members are expected to conduct themselves in a manner favorable to the organization and its purpose, especially when visibly expressing their membership at events sponsored by or officially attended by the Club.

### Section 3. Membership Defined

The annual membership period is defined by calendar year January 1 through December 31. Membership is established through payment of dues to the Treasurer and registration with the organization Secretary. Any member who meets these criteria is considered a member in good standing. Children under age eighteen(18) living at home are not required to pay dues.

### Section 4. Voting Rights

Full voting are granted to each member in good standing as defined in Article II, Section 3 and are eighteen(18) and older. Married couples will hold individual voting rights under a single membership. Children under age eighteen(18) living at home are considered non-voting members.

### Section 5. Club Commitments by a Member

No member may obligate the organization or use its name in any project without approval by the Board of Directors. Any member who violates this policy will be subject to termination of membership by the Board of Directors.

### Section 6. Involuntary Termination Of Membership

Any member may be suspended or removed from the organization based on conduct that disrupts the good order of club activities at the discretion of the Board of Directors. Involuntary termination of membership may occur only as a result of a recommendation and majority vote of the Board of Directors at a regular Board Meeting.

### Section 7. Member Felony Indictment

Any member who has been indicted, convicted or is under the appeal process for any felony charge may not be nominated to office, hold office, or be appointed to a committee until such time as the individual has been cleared of

all charges by a court of law. Any member under such circumstances may be subject to suspension by the Board of Directors.

## ARTICLE III Dues

### Section I. Annual Dues and Payment

The annual dues rate will be established by the Board of Directors at their annual budget meeting. Renewal memberships are payable by March 31 of each year. Dues cover membership for an individual, couple or family as defined in Article II, Section 3.

### Section 2. New Members Dues Provision

For new club members, dues will be prorated quarterly based upon their date of membership application. Regardless of the application date, new members will not be charged less than half the full annual dues fee for that calendar year.

## ARTICLE IV General Membership Meetings

### Section 1. Rules of Decorum

During general membership meetings, all members are expected to conduct themselves in a respectful manner toward other members and the objectives of the organization and to adhere to the provisions of the organization by-laws.

### Section 2. Monthly meetings

General membership meetings will be presided over by the President and run in a business- like manner. Questions of procedure will be reconciled following 'Roberts Rules Of Order.'

### Section 3. Rules of Procedure

The following are rules of procedure that will be followed at all general membership meetings.

- A. General membership meetings will be held on the first Tuesdays of each month at 7:30 PM Central Time unless rescheduled. Location of the monthly meeting will be published in advance to the members by the club Secretary.

- B. Notice of a change of the general membership meeting location or time shall be given to each committee member, by telephone or by email, with as much advance notice as possible.
- C. All business introduced at a regular membership meeting should be on an agenda as set by the President.
- D. A secret ballot must be allowed on an issue if called for by any member with voting rights. This rule does not apply to certain voting situations as outlined elsewhere in this document.
- E. The President will have no vote at a regular membership meeting nor will the Vice-President at a Board meeting except to break a tie.
- F. All issues will carry with a simple majority unless otherwise directed in the by-laws.
- G. Monthly General Membership Meetings Order Of Business
  - 1. Announcement of new members.
  - 2. Approval of minutes of the previous meeting.
  - 3. President's Report.
  - 4. Vice-President/ Board of Directors Report.
  - 5. Treasurer's Report.
  - 6. Secretary's Report.
  - 7. Reading and Approval of Board meeting minutes.
  - 8. Reports of Committees.
  - 9. New Business.
  - 10. Adjournment.

#### Section 4. Quorum

A quorum is defined as a simple majority of voting members in attendance at a general meeting. A quorum is required to conduct club business and for motions to be made or voted upon.

### Article V Special Meetings

#### Section 1. Calling of Special Meetings

Special meetings may be called by the Officers or a Committee Chair when deemed necessary to conduct the business of this organization. Notice of the meeting location and time shall be given to each committee member, by telephone or by email, with as much advance notice as possible.

## Section 2. Rules of Procedure for Special Meetings

Special meetings shall follow the same rules of procedure as defined for general membership meetings in Article IV, Section 3.

## Article VI Board of Directors

### Section 1. Duty of Loyalty

By assuming office, all elected officials acknowledge that with regard to any club activity the best interest of the club must prevail over individual interests. Elected officials shall not use their position for individual personal advantage. They must exercise their powers in good faith and the best interest of the club rather than their own personal interests or the interests of another entity or person.

### Section 2. Board of Directors–General Qualifications

All members of the Board of Directors shall remain members in good standing in order to keep their elected position. All Board members serve with no compensation, consideration, or remuneration of any kind.

### Section 3. Board of Directors– Composition

There will be an elected nine (9) member advisory board consisting of the four (4) elected officers defined in Article VII and five (5) “at large” board members, all with equal voting rights unless chairing a Board of Directors meeting as defined in Article VI, Section 5.

### Section 4. Duties and Responsibilities

Any Board member who is unable to attend membership and Board of Directors meetings and general membership meetings regularly and promptly may be requested to resign the position through the procedure outlined in Article VI, Section 7.

### Section 5. Board of Directors Meetings

#### A. General Provisions

The Board of Directors will meet quarterly or as necessary at a place and time agreed upon by the members of the Board. The Secretary will record the proceedings of all the Board meetings for the club records. Vice–President will chair Board of Directors meetings and have no vote such a meeting, except to break a tie. Emergency

Meetings will be called by the Vice-President or any member of the Board as needed. Emergency Meetings will be conducted under the same procedures as any other Board meeting.

B. Quorum

A quorum for a Board of Directors meeting is defined as at least five (5) of the Advisory Board members in attendance.

C. Annual Expense Review Meeting

The Board of Directors will meet as soon after the December general membership meeting as possible to review past expenses and identify projected expenses for the upcoming year.

D. Calendar of Events Planning

The Board of Directors will meet as soon as possible after the December general membership meeting to plan a calendar of events for the coming year and appoint chair persons for any Event committees.

E. Annual Charity Budget Determination

The Board of Directors shall determine the club total annual charity donation limit for the year at the first monthly Board meeting following the organization's Annual Car Show event.

## Section 6. Succession and Vacancies

A. Succession

If the office of President becomes vacant at any time, the Vice-President will automatically assume that position. A new Vice-President will be elected at the next monthly meeting, following the process outline in Article VIII, Elections.

B. Vacancies

1. Resignation of a Board member or Officer must be submitted in to the club Secretary or Vice-President in writing.
2. When a vacancy of any Board position occurs as a result of resignation or removal from office, (other than the president), nominations will be accepted from the members in good standing in attendance at the next general membership meeting. The names of those nominated will be sent out in the monthly newsletter to all members and will be voted upon at the following monthly general membership meeting following the procedures in Article VIII, Election Procedures.
3. Vacancies will be filled only to the end of the vacated Board Members term.

## Section 7. Removal from Office

Removal from the office proceedings may be initiated against any Board member by a motion of another Board member. A majority vote of the remaining members of the Board of Directors is required for a Board member to be removed from office.

## Article VII Officers

The four (4) officers listed below are by default members of the club's Board of Directors.

### Section 1. President- Duties and Responsibilities

The President shall be the spokesperson of the organization and ensure that the club operates within the bylaws established by the membership. The President will preside over monthly general membership meetings, appoint and act as a member of all committees, call special meetings as required, and may co-sign club checks.

### Section 2. Vice President- Duties and Responsibilities

The Vice President shall assume the responsibilities of the President in his or her absence. The Vice President will preside over Board of Directors meetings and at general membership meetings in the absence of the President. The Vice President will actively work with the Treasurer on establishing operating expenses for club functions and may co-sign club checks.

### Section 3. Treasurer- Duties and Responsibilities

The Treasurer shall hold care and custody of all monies belonging to the organization and is the custodian of all club financial records. The Treasurer will be responsible for presenting a monthly report of all club finances and account balances at the general membership meeting. The Treasurer is designated as one of the two required signatures for club checks. The Treasurer shall keep an accurate balance of the club net annual income and advise the Board of Directors of funds available for charitable contribution as defined in Article IX, Rules of Finance.

### Section 4. Secretary- Duties and Responsibilities

The Secretary shall record and file the minutes of all club meetings and keep historical records. The Secretary maintains the roster of membership and voting eligibility for each member. The Secretary shall attend to written correspondence as requested by

the Board of Directors in a timely manner. The Secretary shall preside over the regular membership meetings in the absence of President and Vice President.

#### Section 5. Web Master

The Web Master is responsible for the accuracy of content of the club web site and may enlist assistance as required to perform that particular duty.

### Article VIII Elections

#### Section 1. Elections and Terms of Office

Board members and officers will be elected in December and serve a one (1) year term.

#### Section 2. Eligibility

To be nominated and serve on the Board of Directors the nominee must be a member in good standing as defined in Article II- Membership

#### Section 3. Nominations

Nominations for the annual election shall be open at October and November general membership meetings. All nominations to be recorded by the Secretary. Nominations will close at the end of November general membership meeting.

#### Section 4. Election Procedures

##### A. Ballots

Election of Board of Directors members will be by written ballot, performed as the last item of business at the December general membership meeting. Absentee ballots may be obtained from the club Secretary and mailed to any American Roadhouse Car Club Officer prior to the December membership meeting. Absentee ballots must be received prior to the December general membership meeting in order to be counted in the balloting.

##### B. Election Tally

Ballots will be counted by three (3) election referees by the membership present at the December general membership meeting. The election of these referees will be by show of hands of the members in good standing attending the meeting.

##### C. Election Results

The results of the election will be announced by the President at the December meeting and recorded by the Secretary. The newly elected Advisory Board will assume their positions the following January 1.

## ARTICLE IX RULES OF FINANCE

### Section 1. Check Writing

All club checks must have any two officers signatures, one of which must be the Treasurer. Both the President and Vice President are eligible cosigners of club checks.

### Section 2. Annual Charity Donations Limit

The club may donate funds to community charitable organizations not to exceed 50% of the yearly net income of the organization.

### Section 3. Annual Audit and Report to Membership

Two (2) designated Advisory Board members will perform an annual audit of the financial records of the club in October of each year. The results of that audit will be documented by the Secretary, read at the November general membership meeting, and filed with the club financial records by the Treasurer.

### Section 4. Miscellaneous Finance Rules

#### A. Telephone Approval of Funds

No spending of club funds will be approved by telephone except in the event of the death of a members' immediate family. In such an event, flowers or a donation to a charity of the members' choice will be automatic with a maximum budget of \$50.00.

#### B. Preapproval of Expenditures

All non-reoccurring expenditures exceeding \$100.00 must be presented to the Board of Directors and approved by the membership at a general membership meeting.

#### C. Limit on Cash Expenditures

Expenditures exceeding \$100.00 must be paid with a club check. An advance check can be issued by the Treasurer only upon receipt of the proper billing and must be made out to the supplier as the payee.

#### D. Limits on Event Payments On Members Behalf

At events where official club participation takes place and part of a fee is paid from club funds, the club will pay its share of a members' costs.

## Article X Committees

### Section 1. Committee Charters

Committees may be created by a majority vote of the Board of Directors to perform business on behalf of the club. All committee members and chairpersons serve at the pleasure of the Board of Directors.

### Section 2. Committee Creation and Dissolution

Committees may be created and dissolved as needed without approval of the general membership.

### Section 3. Committee Membership

Committee members will be selected from volunteers at general membership meetings or at the discretion of the Board of Directors.

### Section 4. Financial Rules of Committees

- A. All committees must present funding requests to the Board of Directors for approval.
- B. No more than \$100.00 will be allowed to a committee for petty cash.
- C. Committee budgets for an event cannot exceed their original estimates by more than 20% without prior Board approval.
  1. Once a committee budget is approved, finances for a given event become the responsibility of the committee chairperson.
  2. All chairpersons will provide a detailed financial report within 10 (10) days after an event to the Board of Directors. The report will list the total revenue, costs, and net profit or loss of the event.
  3. Committee financial reports for events will be filed by the Treasurer and presented at the next general membership meeting.

## Article XI Club Sponsored Events

### Section 1. Member Participation

Club members may not enter their own cars for competitive awards in any event sponsored by the American Roadhouse Car Club which is open to the public.

## Article XII Newsletter and Web Site Disclaimer

The organization newsletter and web site will never contain any libelous statements, nor will it endorse or promote any political candidate or cause, either public or private.

## Article XIII Amendment Procedures

### Section 1. Bylaws Revision Procedures

Revisions to the bylaws may be offered by any member in good standing at a general membership meeting.

- A. Revisions must be submitted in writing exactly as they are to be considered by the membership.
- B. Any revisions submitted will automatically be referred to the Board for review, discussion, and recommendation at the next general membership meeting.
- C. The author of the revision must hear and accept or reject all offered amendments before the revision is submitted to the general membership for consideration.
- D. The final proposed revision must be published in the newsletter before it can be brought to a vote of the members in good standing.
- E. Revisions will be passed when approved by a simple majority of the entire membership in good standing of the club.

