

BYLAWS OF STILL CRUISIN' CAR CLUB, INC.

MISSION STATEMENT

Promote the ownership and preservation of antique and collectible vehicles.

ARTICLE I – OFFICE

1. **OFFICE:** The registered office of the Organization in Minnesota shall be as set forth in the Articles of Incorporation or as may be adopted by the Board of Directors.

ARTICLE II – MEMBERSHIP

1. **ELIGIBILITY:** Any individual who expresses an interest in the ownership, maintenance, history, or promotion of antique and collectible vehicles shall be eligible for membership in the Organization.
2. **MEMBERSHIP/DUES:** Membership shall be for one year with annual dues to be paid at the January meeting. Members must be in good standing in order to vote at the **annual meeting**.

ARTICLE III – MEETINGS OF MEMBERS

1. **MEETINGS:** Meetings of the members shall be held on the date and at a time and place set by the board of Directors.
2. **ANNUAL MEETING:** The annual meeting of the Organization shall be held on the second Thursday of January of each year at a time and place set by the Board of Directors.
3. **NOTICE OF MEETINGS:** There shall be mailed/emailed to each member, at the address as shown on the books of the Organization, a notice setting out the place, date, and time of a meeting. The notice shall be mailed/emailed at least seven (7) days prior to the date of the meeting. The notice shall state the purpose(s) of the proposed meeting.
4. **QUORUM:** One-third of the members of the Organization shall constitute a quorum for the transaction of business at any meeting of the members. If a quorum is present when the meeting is convened, the members present may continue to transact business until adjournment, even though members may have left the meeting and the resulting number of members is less than the number required for a quorum.
5. **VOTING:** Upon the demand of any member, a vote upon any question before the members shall be by written ballot. All elections shall be determined and all questions decided by a majority vote at any meeting at which there is a quorum except in such cases as shall otherwise be required by law, the Organization's Articles, or these Bylaws. There shall be no voting by proxy.

ARTICLE IV – BOARD OF DIRECTORS

1. **GENERAL POWERS:** except as limited by the members of the Organization, affairs and business of the Organization shall be managed by and shall be under the direction of the Board of Directors.
2. **NUMBER AND TERM:** The board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and three at-large members. The officers of the Organization shall serve a one-year term consistent with their office term. The three at large members shall serve staggered terms of various durations, so that all three at-large positions are not vacant at the same time. The specific durations and rotation of the three at-large members shall be as voted upon by the membership.
3. **QUORUM:** At least four members of the Board of directors must be present to constitute a quorum for the transaction of business.
4. **MEETINGS, PLACE AND NOTICE:** *Meetings* may be held from time to time at any place within the State of Minnesota. Notice of any meeting shall be given by the Secretary and may be given by mail, telephone, emailed, or in person. Meetings may be held in person or by telephone.
5. **WAIVER OF NOTICE:** A board member may waive notice of a meeting. A waiver of notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance.
6. **COMPENSATION:** Board members shall receive no compensation, except they may be reimbursed for all travel and other expenses that they incur in performing their duties and directives of the Organization.
7. **REQUIRED VOTE:** The Board of Directors shall take action by an affirmative majority vote.
8. **ACTION WITHOUT MEETING:** An action required or permitted to be taken at a meeting of the board may be taken by written action signed by all board members.
9. **APPOINTMENT OF SUBSTITUTE MEMBER:** In the event a member of the Board is unable or unwilling to serve, the President shall have the power to appoint a person from the membership as a replacement person. The designated individual shall serve out the balance of the term for the office. In the event the President is unable or unwilling to serve in his or her capacity, a special meeting of the Organization shall be called and a new President elected consistent with the By-Laws.

ARTICLE V – OFFICERS

1. **1 NUMBER AND DESIGNATION:** The membership shall elect a President, Vice-President, Secretary, and Treasurer. If a specific person has not been elected as Secretary, the President may execute instruments or documents in that capacity.
2. **ELECTION AND TERM OF OFFICE:** The membership shall elect the officers, and such officers shall hold office for a one year term or until their successors are elected or appointed; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the membership.
3. **PRESIDENT:** The President shall be responsible for the management of the business of the Organization. The President shall preside at all meetings of the members and Board.
4. The President shall see that all resolutions are carried into effect. The President shall sign and deliver in the name of the Organization any contract or other instrument pertaining to the business of the Organization, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or it is expressly delegated by the Organization's Articles of Incorporation or By-Laws to some other officer or agent of the Organization.
5. **SECRETARY:** The Secretary shall have the following responsibilities:
 - a. Keep the minutes of the meetings of the members and the Board;
 - b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - c. Be custodian of the Organization's records;
 - d. Keep a list of the post office address of each member that will be furnished to the Secretary by each member;
 - e. In general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President.
6. **TREASURER:** The Treasurer shall keep accurate financial records of the Organization and shall deposit all monies, drafts, and checks in the name of, and to, the credit of the Organization in such banks as the board of Directors shall designate from time to time. The Treasurer shall comply with all registration requirements with the Minnesota Attorney General's office. The Treasurer shall have the power to endorse for deposit the funds of the Organization, disburse Organization funds, and issue checks and drafts in the name of the Organization. The Treasurer shall render to the President and membership, whenever requested, an account of all transactions of the Organization and a statement of the financial condition of the Organization.
7. **VICE-PRESIDENT:** The Vice-President shall assume the responsibilities of President whenever the President is not available, and such other duties and responsibilities as may be prescribed by the President or Board of Directors.

ARTICLE VI – MISCELLANEOUS

1 AMENDMENT: The Articles of Incorporation or By-Laws of the Organization may be amended by a two-thirds affirmative vote of a quorum of the members.

2. LIABILITY: To the extent permitted by law, no member nor officer of the Organization shall be personally liable for any debt or liability incurred by or on behalf of the Organization, or by any other party carrying out the duties or functions of the Organization.

ARTICLE VII – BUSINESS OF THE ORGANIZATION

- 1. **EXPENDITURES:** All expenses considered as operation expenses for the organization will require a majority vote by membership present at its regular meeting.
- 2. **FUNDS:** The Club shall operate on a pre-authorized basis for disbursements of expenses. The club shall not operate at a deficit, nor borrow or lend funds.

CERTIFICATION

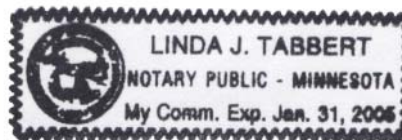
I, Reuben P. Nelson, do hereby certify that I am the duly elected qualified or acting secretary of Still Cruisin' Car Club, Inc., an Organization organized under the laws of the State of Minnesota, and that the foregoing is a true and correct copy of the By-Laws as adopted by the members on _____.

Reuben P. Nelson
By: (Secretary)

Subscribed and sworn to before me
this 9th day of October, 2003.

Linda J. Tabbert

Notary Public
My Commission Expires:



AMENDMENT TO BY-LAWS

DUES:

Annual dues are due the first meeting in January. The first year is \$40.00 and \$20.00 per year thereafter.

MINIMUM REQUIREMENTS:

Members in Good Standing:

Members in good standing are eligible to attend club-sponsored functions. (Functions paid for in full or in part by the Club.)

- Must be current with their dues
- Attend a minimum of three (3) meetings annually
- Contribute to the annual car show

Note: Some events allow that non-members or inactive members can participate however they will need to pay any expenses associated with the event.

Eligible for Club Jackets:

Members are eligible to receive a club jacket certificate for themselves and their spouse by meeting the following requirements:

- Dues paid for two (2) consecutive years
- Attend a minimum of ten (10) club meetings
- Contribute to the annual car show

INACTIVE STATUS:

If dues are not paid by the end of January, a statement will be sent to the member. If dues are not received by the April meeting, the member will be placed on an inactive status and will not receive Club correspondence (emails, minutes, meeting notices, etc.) If a member wishes to become an active member again, they must pay the new member rate to rejoin. (Note: Club jackets are purchased only one time per member.)

RESIGNATIONS:

If a member no longer wishes to participate in the Club, a written letter of resignation is required. Previous members are not eligible to win prizes at the Still Cruisin' Car Show for a period of 60 months from the postmark date of the resignation.

Current members and inactive members are never eligible to win any prizes or class trophies given at the Car Show.

CHILDREN OF MEMBERS:

A member in good standing whose children wish to join the club upon reaching the age of eighteen years, shall be eligible to do so for the fee of twenty dollars per child the first year and the standard annual dues amount each year thereafter until reaching the age of sixty five. Upon paying their yearly dues after reaching the age of 65, they will then be considered lifetime members.

LIFETIME MEMBERSHIP:

Lifetime Membership is given to members who are 65 & older who have paid a minimum of 2-years dues. Lifetime Members still need to meet the minimum requirements stated above.