

CADILLAC CLUB OF KANSAS CITY

MISSOURI VALLEY REGION

CADILLAC & LASALLE CLUB

BY-LAWS

AUGUST 2014

ARTICLE I

PURPOSE AND CLASSIFICATION

Section 1. NAME:

This organization shall be known as: The Cadillac Club of Kansas City Inc., hereinafter called The Club. It is a nonprofit organization registered in the State of Missouri. The Club is also known and referred to as the Kansas City Cadillac Club and the Missouri Valley Region of the Cadillac & LaSalle Club, Inc.

Section 2. PURPOSE:

The general purpose of The Club shall be to preserve and maintain the Cadillac and LaSalle cars manufactured by General Motors including the motor vehicles produced in model years 1902 through to the present, and to serve as an accurate source of technical information concerning these automobiles for the benefit of its members.

Section 3. CLASSIFICATION OF VEHICLES:

In order to facilitate the general purpose, the vehicle identification number must be traceable to Cadillac or LaSalle by General Motors from 1902 through to the present.

ARTICLE II

THE CADILLAC & LASALLE CLUB INC. CHARTER

Section 1. DEFINITION:

The Club is a regional extension of the Cadillac & LaSalle Club, Inc. of Columbus, OH hereinafter referred to as CLC, and will be entitled to benefits granted by the CLC Board of Directors.

Section 2. QUALIFICATIONS:

All members of The Club must be members in good standing of CLC. The Club will annually submit The Club's register of members to the CLC Secretary for verification of compliance with CLC requirements.

ARTICLE III

OFFICERS

Section 1. TYPE OF OFFICERS:

All officers of The Club must be members of The Club and CLC.

The officers of The Club shall be President, VicePresident, Secretary and Treasurer. Officers shall serve for a term of three (3) years or until their successors are elected. No member may serve more than four (4) consecutive full terms in the same office. Terms begin on the first day of a calendar year with the exception of appointments/elections due to resignation, death or removal. Such appointments/elections will serve out the remaining term of office for the person(s) whom they are replacing.

Section 2. REMOVAL AND RESIGNATION:

Any officer may be removed for cause by a threefourths (3/4) majority vote of the members at a regular or special meeting of The Membership. Any officer may resign at any time by giving written notice to the President or Secretary of The Club. Any such resignation shall take effect on the date of receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 3. VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular election or appointment to such office.

Section 4. VOTING:

All Officers shall have the right to vote with the assembly and to debate questions, as may any other member. Appointment or election to office shall not preclude the officer's right to vote on any matter for which they would be eligible to vote.

Section 5. EXECUTIVE COMMITTEE:

The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. Committee Chairpersons and other appointed positions within the Club will serve as a subset of The Executive Committee and are invited to attend all Executive Committee meetings. Only The Executive Committee shall have the authority to conduct emergency business, and set the agenda for meetings.

ARTICLE IV

DUTIES OF OFFICERS

Section 1. PRESIDENT:

The President shall be the Chief Executive Officer of the Club and shall, subject to the control of the CLC Board of Directors, have general supervision, direction, and control of the business and affairs of The Club. The President shall sign all contracts and other instruments in writing, provided however, that all contracts and instruments are entered into in good faith. Positions to which members may be appointed by the President include, but are not limited to, Committee Chairs, Newsletter Editors, Historian/Technical Advisors, Show Coordinators, Webmaster and Public Relations Officer.

Section 2. VICE-PRESIDENT:

The Vice-President shall perform all the duties of the President in the President's absence, and when so acting, shall have all the powers and restrictions of the President as set forth in Section 1.

Section 3. SECRETARY:

The Secretary shall attend all meetings of The Membership and record the minutes of all meetings, keep or cause to be kept, a current register of members, and give notice of all meetings of The Membership. The Secretary shall have control of valuable papers and books of The Club. The Secretary will certify and file amendments and revisions of the By-Laws. In the absence of the Secretary from any meeting of The Membership, the presiding officer shall appoint a Secretary pro-tempore.

The Secretary shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times.

Section 4. TREASURER:

The Treasurer shall keep a correct accounting of The Club's business transactions. The Treasurer or designee shall deposit all monies and other assets in The Club depository; disburse the funds of The Club; and shall render to the President an accounting of The Club's assets and liabilities when requested. The Treasurer without specific approval shall incur no obligation, debt, or other liabilities.

ARTICLE V

MEMBERSHIP

Section 1. TYPES OF MEMBERSHIP:

Membership shall be open to any person interested in promoting the purposes of The Club.

Active members are those members whose applications have been accepted and whose dues have been paid. Active membership is limited to the registered member and a spouse, and both are entitled to all Club privileges, including the right to vote with the assembly. Additional family members or significant others other than a spouse will not be accorded full privileges or voting member status. Active members must also be in good standing with the CLC.

Section 2. SUSPENSION, EXPULSION, REINSTATEMENT BY THE TREASURER:

Any member may be suspended by the Treasurer for non-payment of dues by the second meeting of the year. Suspension by the Treasurer shall be at the discretion of the Treasurer. Upon payment of back dues, a member suspended for non-payment shall be automatically reinstated providing any additional dues that have accumulated during the suspension period together with the delinquent amount that caused the suspension are paid.

Section 3. GENERAL:

Upon the resignation, suspension, or expulsion of a member, the member's rights and privileges shall cease.

Section 4. QUORUM:

At all meetings of the Club, the voting members in good standing who are present at such meeting shall constitute a quorum entitled to conduct legal business of the assembly.

It is incumbent upon The Executive Committee to ensure that all such meetings are duly called and that The Membership is notified as to the date, time and place of each meeting. Such notification shall be sent at least two weeks prior to the date of such meeting, and may take written, voice or electronic form, as The Executive Committee determines most appropriate. The Club shall send written or voice communication to any member(s) without an e-mail address on file with The Club.

Section 5. PROCEDURE:

Each voting member (one vote per membership number and one vote per spouse) in good standing shall be entitled to vote at any meeting.

ARTICLE VI

DUES

Section 1. DUES:

Membership dues shall be fixed by the Officers from time to time and adjusted as necessary to provide a balanced budget. Dues shall be payable by the first meeting of the calendar year.

ARTICLE VII

PERSONAL LIABILITY

Section 1. MEMBERS:

Neither the members of The Club, nor Officers, nor CLC officers present or future, shall be held personally liable for any claim, damage or debt against The Club or its members.

Section 2. CLUB ASSETS

No member of The Club shall have the right to individual proceeds of The Club assets or property.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Section 1. RULES

The rules contained in the current edition of Roberts Rules of Order shall govern The Club in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order.

ARTICLE IX
USAGE OF FUNDS

Section 1. PURPOSE

This Article IX covers the usage of funds by The Club.

It shall be the responsibility of The Executive Committee of The Club and The Club Membership in total to use The Club's funds in a responsible manner.

Section 2. PRIORITIES

The First Priority for use of The Club's funds shall be to pay the legal obligations and commitments of The Club. This may include such expenditures as legal fees incurred, any taxes deemed due and payable as well as business obligations incurred by The Club, such as facilities usage fees.

The Second Priority for use of The Club's funds shall be for the benefit of The Club in general. This may include such expenditures as subsidizing The Membership costs for activities of The Club. Examples of activities include driving tours, local tours of historical sites and special events such as the Christmas Party.

The Third Priority for use of The Club's funds shall be for Charitable Contributions. See Section 3.

Section 3. CHARITABLE CONTRIBUTIONS

The Club is a responsible member of the national CLC specifically and the collector-car hobby in general. The Club is authorized to contribute funds to organizations which are part of or affiliated with the CLC and organizations within the collector-car hobby which, after due diligence, are deemed to be worthwhile. No Charitable Contributions shall be made by The Club to any person or to any organization which is not recognized as a 501(c)(3) organization under Federal Tax Law, nor to any organization which does not have as a primary purpose the furtherance and support of the collector-car hobby. In case of any dispute as to the qualifications of an organization to receive Charitable Contributions under this Article IX, The Executive Committee shall make the final determination.

While The Club may, from time to time, make such Charitable Contributions, it is under no obligation to do so.

Limits: During any calendar year, the total of any and all Charitable Contributions to any and all organizations shall not exceed the lesser of:

1. 10% (ten percent) of that year's beginning balance of all funds administered by The Club; or

2. 50% (fifty percent) of the net funds received by The Club during the previous calendar year from General Fund-Raising Activities.

An example of a General Fund-Raising Activity is the Mecum Auction car-pushing activity. The net funds received from this activity shall be the total received from Mecum, after deducting any amount paid to any other organization for assistance and any other expenses incurred by The Club as a result of this activity.

Under no circumstances shall payment of dues, registration fees, activity fees or other such payments be considered General Fund-Raising Activities.

Scheduling, Review and Approval: Any requests for Charitable Contributions shall be forwarded by The Membership or other sources to The Executive Committee for consideration. At the beginning of each calendar year, The Executive Committee shall designate a deadline for submission of all requests for Charitable Contributions. Once that deadline has arrived, The Executive Committee shall, at its next scheduled meeting (Meeting 1), consider all Charitable Contribution requests received. If The Executive Committee determines that any added information is needed in order to evaluate any of the requests received, The Executive Committee shall defer action on all Charitable Contribution requests. Within three days following Meeting 1, The Executive Committee shall request such added information from the member or other source who forwarded the Charitable Contribution request needing added information. The added information must be received in time for The Executive Committee to consider it at the next scheduled meeting of The Executive Committee (Meeting 2). If the requested added information does not arrive in time for The Executive Committee to consider it at Meeting 2, that Charitable Contribution request shall lapse and may not be considered again until the following year's review of Charitable Contributions.

At Meeting 1 (or Meeting 2 if added information is requested for any Charitable Contribution request), The Executive Committee shall, after due diligence and consideration, determine which request(s), if any, and for what amount(s) to forward to The Membership for final approval. In order for any Charitable Contribution request to be forwarded to The Membership, at least 66% of The Executive Committee members present must vote in favor of the request. At its sole discretion, The Executive Committee may reduce the amount of any Charitable Contribution request. This may be needed in order to meet the limits identified above or for other reasons. If any Charitable Contribution request does not receive the minimum 66% favorable vote by The Executive Committee, such request shall lapse and may not be considered again until the following year's review of Charitable Contributions.

If The Executive Committee determines that any Charitable Contribution request(s) are to be forwarded to The Membership for approval, The Executive Committee shall notify The Membership as to the substance (name of organization and amount) of each such request and the date, time and place of the meeting at which the voting will take place. Such notification shall be sent at least two weeks prior to the date of such meeting, and may take written, voice or electronic form, as The Executive Committee determines most appropriate. The Club will send written or voice communication to any member(s) without an e-mail address on file with The Club.

At The Membership meeting scheduled as above, The Executive Committee shall present specifics as to all Charitable Contribution requests for consideration and any needed discussion by The Membership. In order for any Charitable Contribution request to be approved by The Membership, at least 66% of the members present must vote in favor of the request. If any Charitable Contribution request does not receive the minimum 66% favorable vote by The Membership, such request shall lapse and may not be considered again until the following year's review of Charitable Contributions.

ARTICLE X

INSPECTION OF BY-LAWS

Section 1. AVAILABILITY

The Club shall keep in its principal office the original (or a copy) of the By-Laws 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 XI

AMENDMENTS

Section 1. BY MEMBERS

New By-Laws may be adopted or these By-Laws may be amended or repealed by a 66% majority vote of the voting members present at a duly called meeting.

Section 2. RESTRICTIONS

Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same or substantially the same, amendment or repeal.

President

Vice President

Secretary

Treasurer