

The Rocky Mountain Region CADILLAC & LaSALLE CLUB

CONSTITUTION As amended, March 2005

ARTICLE I—Name & Purposes

Section 1—NAME: The name of the Club shall be THE ROCKY MOUNTAIN REGION CADILLAC & LaSALLE CLUB, INCORPORATED. The Club is a taxable C Corporation chartered in the state of COLORADO.

Section 2—PURPOSES: The purposes for which the Club is founded are: to develop, publish and exchange information pertaining to recognized Cadillacs and LaSalles; to encourage the maintenance, preservation and restoration of recognized Cadillacs and LaSalles; to maintain references on recognized Cadillacs and LaSalles; and to promote social fellowship among the Club members. The Club is intended to be a local Region of the Cadillac & LaSalle Club, Inc., a national Club.

Section 3—RECOGNITION: Cadillacs and LaSalles of all years shall be recognized by the Club.

ARTICLE II—Membership

Section 1—APPLICATION FOR MEMBERSHIP: Any person who is in sympathy with the best interest of the Club and the Cadillacs and LaSalles it recognizes shall be eligible for membership. Such memberships can be obtained upon application. Active membership shall also include the spouse, who shall be granted all privileges, including the right to vote. Each family, however, shall be entitled to only one copy of the Club newsletter, roster, and other notices.

Section 2—MEMBERSHIP: Membership in the national Cadillac & LaSalle Club shall be a requirement for participation in the Region.

Section 3—OTHER MEMBERSHIPS: Associate, honorary or other special memberships may be granted upon approval of the Club Board of Directors.

Section 4—EXPULSION: Any member whose conduct is judged not to be in keeping with the purposes, aims and best interest of the Club may be expelled after a due hearing through the affirmative vote of a majority of the Board of Directors. A notice of the charge(s) shall be posted by registered mail by the secretary to the member concerned. The member will be given a period of thirty days after a charge has been posted to answer the allegations before expulsion takes effect. All rights and privileges of an expelled member shall be terminated immediately after expulsion. Reinstatement of an expelled member cannot occur until at least one year has elapsed from the date of expulsion, and the application for re-admission has been approved by the Board of Directors.

ARTICLE III—Dues

DUES: Dues for Club members shall be established by the Board of Directors and approved by the members. The annual dues of Club members are due and payable on the first day of March of each year and shall apply to that year ending the last day of February.

ARTICLE IV—Directors

DIRECTORS: The Board of Directors shall consist of all officers and the immediate past Director, if a Club member is in good standing.

ARTICLE V—Officers

Section 1—NUMBERS: The officers of the Club shall be Director, Deputy Director, Activities Director, Secretary, Membership Chair, Treasurer, and Newsletter Editor. The term of office of elected officers shall be one year or until relieved by a qualified elected successor. Officers must be Club members in good standing.

Section 2—ELECTION OF OFFICERS: The nominating committee, appointed by the Director at the October meeting each year, will provide a suggested slate of officers which may be supplemented with nominations from the floor at the November meeting. The final slate of officers nominated will be emailed to the membership prior to the December meeting. The election will be held at the December meeting.

Section 3—VACANCIES: Any vacancy which may occur for any cause other than expiration of a term may be filled with a Club member in good standing for the unexpired term by a majority vote of the board members present at any duly called meeting of the board.

Section 4—APPOINTED ASSISTANTS: The Board of Directors through the Director may, in their discretion, appoint assistants to the other officers as may be appropriate.

Section 5—DUTIES OF OFFICERS: The duties of the officers of the Club shall be as follows:

DIRECTOR—The Director shall: be the chief executive officer of the Club; preside at all meetings; appoint all committees; decide all questions of equal division; and have the authority and duties usually accorded a Director.

DEPUTY DIRECTOR—In case of death or absence of the Director, shall perform the duties of the Director.

ACTIVITIES DIRECTOR—The Activities Director is in charge of planning and coordinating the Club's activities.

SECRETARY—The Secretary shall record all minutes of meetings of the Board of Directors and meetings of the members.

MEMBERSHIP CHAIR—The Membership Chair shall: keep an up-to-date register of the names and addresses of all Club members; send membership applications upon request; process membership applications; and receive dues to be turned over to the Treasurer.

TREASURER—The Treasurer shall: collect and disburse the funds of the Club as directed by the Board of Directors; render a financial status report at each membership meeting and/or whenever the Board of Directors or Director directs; and shall prepare an annual report detailing the contents of each of the Club financial accounts.

NEWSLETTER EDITOR—The Newsletter Editor shall publish and mail a regular newsletter to all Club members in good standing, and in these include summaries of the monthly business meeting as well as items of interest to the Club or for Club action.

Article VI—Club Management

Section 1—BOARD OF DIRECTORS: The Club shall be governed by a Board of Directors. The Board of Directors (as defined by Article IV) shall assume management and control of the affairs and property for the Club not

otherwise specified by the constitution, shall perform all duties usually accorded a Board of Directors, and at all times shall act in the best interest of the Club and its members.

Section 2—MEETINGS OF THE BOARD: Meetings of the board shall be held at the call of the Director or upon written application to the Secretary of no less than one-half of the Board members.

Section 3—VOTING: Each member of the board has one vote. A majority vote of those present at a meeting shall decide at all times.

Section 4—QUORUM: A quorum shall constitute all Board members present at an officially called meeting, but not less than three Board members.

Section 5—ORDER OF BUSINESS: *Robert's Rules of Order—Revised* shall govern this Club in all cases where applicable and where they are not in conflict with the constitution.

Article VII—Amendments

The constitution may be amended, repealed, or altered in whole or in part by an affirmative majority vote of those members exercising their right to vote. Any proposal for revision of the constitution shall be submitted in writing to the Board of Directors through the Director or corresponding secretary for an affirmative vote. If the Board of Directors votes affirmatively, the Secretary shall give notice of the proposed amendment at the next annual election of officers. All amendments shall be in full effect upon the confirmation by an affirmative majority vote as to their adoption

**The Rocky Mountain Region
CADILLAC & LASALLE CLUB**

**BYLAWS
As amended, March 2005**

Article I—Principal Office

CLUB OFFICE: The principal office of the Club shall be maintained at the office of the Treasurer.

Article II—Membership and Dues

Section 1—MEMBERSHIP APPROVAL: The Membership Chair may approve all applications for a new membership.

Section 2—DUES: Dues for Club members shall be established by the board of directors and approved by the members.

Section 3—MEMBERSHIP TERM: Membership dues shall apply to the membership year. New memberships received after March 1 of each year shall become effective upon receipt to include that fiscal year.

Section 4—FISCAL YEAR: The fiscal year of the Club shall begin on the first day of January of each year.

Article III—Amendments

The bylaws may be amended at any meeting of the Board of Directors by a majority vote of the Board. All amendments shall be in full effect upon their adoption.

Article IV

No part of the net earnings of the Club shall inure to the benefit of, or be to its members, trustees, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 of the constitution. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article V

Upon dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the board of directors shall determine. Any such assets shall be disposed of by the circuit court of the county in which the principal office of the Club is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated.