

THE FREEWHEELER'S BY-LAWS

I. BOARD OF DIRECTORS AND OFFICERS

A. Board of Directors

1. The board shall consist of twelve directors elected from the general membership.
2. Directors' terms of office are two years, staggered so that six directors are elected each year.
3. Any member is eligible for election.
4. Nominations may be made in the following ways:
 - a) Any member may nominate another member at the board meeting prior to the annual business meeting. All nominations made as well as the results of the election will be listed in the club newsletter.
 - b) Any member may nominate another member at the annual business meeting.
5. The board can remove a director for good cause by a two-thirds majority vote of the board.
6. If a vacancy occurs on the board, the board may fill the vacancy for the remainder of the calendar year. The members will then elect a new director at the next annual business meeting for the final year of the departed director's term.

B. Officers' and Directors' Duties

1. The board shall have the primary responsibility for carrying on the business of the club and shall exercise all the normal and customary authority accorded to a board of directors.
2. The board shall formulate and adopt Rules of Conduct which shall be appended to the By-laws.
3. The board shall decide membership dues.
4. The term of office is two years for officers and directors.
5. The club shall indemnify and hold harmless any director/officer acting in the reasonable interests of the club while performing his or her duties as a director.
6. At the first meeting of the board after each annual business meeting, the board shall elect from the board membership the following officers to perform these duties.
 - a) President-Chairman shall:
 - 1) Preside at meetings of the board.
 - 2) Call meetings of the board as needed to carry on the business of the club.
 - 3) Lead the club and represent the club in dealings with other groups and the public.
 - b) Vice President-Activities Director shall:
 - 1) Organize and oversee the schedule of events.
 - 2) Perform duties of the President in his or her absence.
 - 3) Represent the Club in correspondence (specifically thank you notes) to hosts and/or sponsors of events.
 - c) Secretary shall:
 - 1) Take minutes at board and annual business meetings.
 - 2) Represent the club in formal and informal correspondence, unless otherwise specified in this document.

- d) Treasurer shall:
 - 1) Collect all monies due the club and make disbursements as appropriate.
 - 2) Report to the board regularly on the financial status of the club.
 - 3) Compile and file necessary tax and financial forms as per federal, state and local requirements.
 - 4) Ensure a minimum prudent reserve of 12 months - with a target of 18 months - annual operating budget (approx. 1.5 times) is maintained in the treasury.
- e) Membership Director shall:
 - 1) Maintain the club roster.
 - 2) Publish and distribute a club roster at least once a year.
 - 3) Furnish membership information to prospective members.
 - 4) Present new and returning members to the board for board review and approval.
 - 5) Keep records as necessary for the board.
- f) Newsletter Director shall:
 - 1) Edit, publish and distribute the club information via the club newsletter.
- g) Director of Electronic Media shall:
 - 1) Distribute the club information via electronic communications media.
 - 2) Maintain and update the club's web site.
- h) Club Promotions Director shall:
 - 1) Organize participation in Pride Festivals, Parades, the Benefit Car Show and New Member brunch(es).
 - 2) Actively seek individuals and businesses who want to advertise in the newsletter and/or the website.
 - 3) Respond to outside requests for club interest in community events of commercial participation.
- i) Registration Director shall:
 - 1) Register and collect fees at all club events.
 - 2) Report income and attendance to the board and turn money over to the Treasurer.
 - 3) Ensure that coffee and doughnuts are provided where appropriate.
- j) Board Members-at-Large shall:
 - 1) Fill out the required board number and perform duties as needed by the board and the club.
- k) Past President shall:
 - 1) Provide support to the new president, and to the board.
 - 2) A required role for one year after leaving the office.

II. MEMBERSHIP

A. Membership

1. Definition: A member in reference to this document shall mean any club member whose membership status and dues are current.
2. All applications are subject to approval of the Board of Directors.
3. Requirements to become a member.
 - a) Sincere interest in cars and an enthusiasm for the hobby of car collecting; ownership of a vehicle is not mandatory.
 - b) At least eighteen years of age.
 - c) Liability insurance is required for all vehicles driven on club events. If requested, be able to supply proof of insurance coverage.
 - d) Submit a signed Application for Membership if a new member and each year if a renewing member.
 - e) Pay annual dues.
4. Benefits of Membership
 - a) Vote to elect the Board of Directors and on other matters at the annual business meeting.
 - b) Run for the Board of Directors.
 - c) Bring guests to club events.
 - d) Receive club newsletter and club roster.
 - e) Access "members only" area of the club website.

B. Membership Dues

1. Charter Members are those members who founded the club in 1978. Their dues are waived.
2. All other members of the club must pay annual membership dues.
3. Club membership terms are from January 1st through December 31st.
4. Renewal dues are due by December 31st.
5. New members who join on or after October 1st will receive the following year membership for no additional cost.
6. Membership dues will be decided by the board.

C. Temporary Members

More and more people are becoming aware of the Club through social media. Those who are not attending as someone's guest or have not become members will be referred to as Temporary Members.

1. Temporary Members should only be included in events held in a public venue.
2. A member of the Board shall make the ultimate determination if the event is private (e.g., at a residence) or held in a public venue (such as a museum or park). When there is a question or grey area regarding private versus public venues, the person hosting the event will make the final determination and notify the Activities Director.
3. Temporary Members will not be charged an event fee but should pay their own admission fees (e.g., to a museum).
4. Temporary Members should provide their name, address, telephone number, etc. by filling out a form similar to the membership application, available through the Registration Director.
5. Participation by a Temporary Member who is not the guest of a member will be limited to one event.

D. Rules of Conduct

1. The board shall adopt rules of conduct in keeping with the stated purpose of the club. The rules of conduct will be made available to the general membership and printed in the roster, and on the club web site.
2. Members will be responsible for the behavior of their guests and informing them of the rules of conduct.

E. Expulsion

1. The board may expel any member by a majority vote on any of the following grounds:
 - a) Conduct not in keeping with the stated purpose of the club.
 - b) Conduct harmful to the club or to the reputation of the club.
 - c) Use of the club roster for any commercial or other inappropriate purpose.

III. MEETING AND EVENTS

A. General Membership

1. There shall be one annual business meeting of the general membership in January or February of each year. The agenda shall include:
 - a) Report by the President-Chairman on the state of the club.
 - b) Report by the Treasurer on the financial state of the club.
 - c) Election of Board Members and installation.
2. Each club event will be planned and produced by the club membership at large.
 - a) Members are encouraged to participate as much as possible.
 - b) Board members are expected to participate as necessary at all club events.
 - c) Those responsible for a club event reserve the right to limit the number of guests.

B. Meetings of the Board

1. A quorum of at least half (six members) of the board is necessary for normal transaction of business and at least eight members for important business (e.g., changes in Rules of Conduct, changes in By-Laws, or disciplinary actions). Board members not physically present may participate using electronic or teleconferencing means.
2. Chairman-President shall call such meetings as necessary to plan and produce events and to carry on the general business of the club.
3. All meetings of the board shall be open to the general membership; however, the board reserves the right to remove a member from a Board Meeting should their behavior be deemed disruptive or disrespectful and not in keeping with the Club's Rules of Conduct.
4. The Board may elect to have an Executive Session (as defined in Robert's Rules of Order) when the proceedings are of a confidential nature, which will limit attendance by persons other than the board members or board members who have a conflict of interest.
5. The board shall meet and plan the schedule of events for the coming year, which shall be published in the newsletter.
6. The board may vote by unanimous written consent to address issues that arise between board meetings. Such written consent may be via letter, fax, email or other electronic format and must be ratified by the Board at a subsequent board meeting.
7. In default of compelling language in the By-laws, Robert's Rules of Order prevail.

IV. AMENDMENTS

A. Amendments to the Constitution

1. Amendments to the Constitution may be made only by the general membership at the annual business meeting.
2. Proposed amendments to the Constitution will be reported in the newsletter or other means of notification as appropriate prior to the Annual Business Meeting.

B. Amendments to the By-laws

1. Amendments to the By-laws may be made by the Board of Directors at board meetings during the year.
2. Changes to the By-laws will be reported in the following newsletter.
3. A current copy will be available on the club web site. A printed copy will be made available upon request

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