

Connecticut Seaport Car Club, Inc.

By-Laws

Article I: Name

The name of the corporation is "Connecticut Seaport Car Club, Inc."

Article II: Purpose

In addition to the purpose of the corporation set forth in the corporation's Certificate of Incorporation, the purposes of the Connecticut Seaport Car Club, Inc. are to promote the enjoyment of collectable vehicles, to encourage members to participate, to encourage friendship among members, and to promote and sponsor events and social activities for members and nonmembers.

Article III: Membership

Membership must be 18 years of age or older and have an interest in collectible automobiles. Applicants for membership must submit a written application, and be nominated for membership by a member in good standing during a regular or annual meeting. A majority vote of the membership in attendance at such meeting is required for acceptance as a full member. Membership application forms shall be adopted and amended by the Board of Directors.

Article IV: Directors

Section 1: The corporation's Board of Directors shall consist of up to five members elected for two-year terms at the corporation's annual meeting. Each Director's term of office shall commence on January 1 of the year immediately following meeting during which he or she is elected. Directors shall be elected by majority vote of those members in attendance and voting during the meeting.

Section 2: The Board of Directors shall manage the business and affairs of the corporation, and may call Directors' meetings as necessary. The Secretary shall provide notice of meetings of the Board of Directors to each Director by email, with telephonic confirmation, at least five business days prior to such meeting. A majority of the Directors shall constitute a quorum.

Section 3: The Board of Directors may form a nominating committee of members in good standing prior to the annual meeting. The nominating committee may present a slate of

directors for election during the annual meeting. Additional nominations may be made from the floor during the annual meeting.

Section 4: The past president has one term on the Board of Directors.

Article V: Officers

Section 1: The corporation shall have the following officers: President, Vice President, Secretary and Treasurer.

Section 2: The President shall oversee the operations of the corporation, and shall preside over every meeting. The president, in his or her discretion, may appoint committees and committee chairs.

Section 3: The Vice President shall assist the President at every meeting. In the President's absence, the Vice President shall act as the President and assume his duties.

Section 4: The Secretary shall keep the official records of the proceedings of the corporation, for both regular and special meetings, and a complete record of the By-Laws and all amendments to the By-Laws. The records shall include each motion, the name of the person making the motion, the name of who seconded it and the vote on the motion. The Secretary shall also receive communication regarding the business of the club and shall distribute it to the club as instructed by the board. The Secretary shall notify all members of meetings and special meetings, take attendance of all members present, and shall read the roll call of officers at each meeting. The Secretary shall bring copies of the By-Laws to every meeting and will provide a copy of the By-Laws to new members as needed.

Section 5: The Treasurer shall maintain an account of all monies received and dispersed, and shall pay all bills and sign all checks, except that checks in the amount of \$1,000.00 or more must be signed by both the President and the Treasurer. The Treasurer shall report all financial transactions to the members at each meeting.

Section 6: Financial officers' will consist of: The President and Treasurer.

Article VI: Membership Meetings

Section 1: The annual meeting of the corporation shall be held on the last Tuesday of December. Regular membership meetings shall be held on the last Tuesday of each month. A majority of the Directors shall constitute a quorum.

Section 2: Special meetings of the membership may be called by the President or by ten percent of the members in good standing. The secretary shall notify all members by email of the date, time and place of special meetings at least five business days prior to such meetings.

Section 3: Parliamentary procedure shall be governed by Roberts Rules of Order, Revised, unless superseded by these By-Laws or by statute. Questions concerning parliamentary procedure shall be decided by the Secretary or by the President in the Secretary's absence.

Article VII: Voting rights

Section 1: Each member in good standing present during a membership meeting is entitled to cast one vote on any matter presented for vote during a membership meeting or during the annual meeting. The President shall not vote except to break a tie.

Section 2: Each Director present during a meeting of the Board of Directors or by proxy is entitled to cast one vote. The President shall not vote except to break a tie.

Article VIII: Resignation, Leave of Absence, Termination and Expulsion

Section 1: Resignation and Leave of Absence. A member may resign or take a leave of absence at any time by giving written notice of resignation or leave of absence to any Director. A member who has resigned in good standing, may upon written application within two years, apply for reinstatement.

Section 2: Termination. The Treasurer shall notify any member who is in arrears in dues or assessments by February 28 of each year. Any member who has not paid the arrearage on or before the March 31st shall be terminated and shall forfeit all membership rights.

Section 3: If a member is not able to pay dues is due to health, financial difficulties, or family matters, he or she may request from the Board of Directors an accommodation in the form of reduced payments, incremental payments or exemptions. Accommodations may be granted or denied at the discretion of the Board of Directors.

Section 4: Any member, whose conduct shall be determined by the Board of Directors to have been injurious to the interest or welfare of the club, shall be expelled from the club and shall forfeit all membership rights. Any member who is being considered for expulsion shall be given at least five business days prior notice of the proposed expulsion, and on request, shall be given an opportunity for a hearing before the Board of Directors. The Board of Directors shall not make a final decision on expulsion until after the member has had a fair opportunity to respond to the alleged basis for expulsion. Following expulsion, the Secretary shall notify the expelled

member by first class mail. A member who has been expelled will not be eligible for reinstatement

Article IX: Elections

Section 1: Directors shall be elected in December of each odd year for a two-year term. Each term will start on January 1 of the year following the election.

Section 2: Any member in good standing for at least two year can be nominated to any position.

Section 3: Any member may nominate another member or yourself. All nominations must be seconded, including nominations made by the nominating committee.

Section 4: Nominations will made during the November meeting and voting will take place during the December meeting.

Article X: Vacancies

Vacancies on the Board of Directors shall be filled by majority vote of the membership during a regular or annual meeting. The Director so elected shall serve the remaining term of the departing Director.

Article XI: Dues, and Assessments

Section 1: The initial annual dues shall be \$25.00 per member.

Section 2: The Board of Directors may amend the amount of the annual dues by a vote of four Directors.

Section 3: Annual dues will be due at the January meeting and paid by, no later than, the March 31st.

Section 4: If dues are not received by the March 31st, the member will be terminated (refer to Article VIII section 2).

Section 5: Any member, who was terminated for not paying their dues by March 31st, wants to rejoin the club. A \$10 fee will be submitted with the annual dues and a membership application. Refer to: Article III, Article VIII Section 2, and Article XI Section 1 and 3.

Section 6: If the need arises, an additional assessment of funds may be imposed on the membership upon a vote of at least four Directors.

Article XII: Order of Business

The order of business during membership meetings shall be as follows:

1. Call to Order (noting date, time and place of meeting)
2. Roll call of Officers and Directors
3. Secretary Takes Attendance of Members
4. Reading of Minutes of Previous Meeting
5. Treasurer's Report (Receipts, disbursements, bills, account balances and cash on hand)
6. Unfinished business
7. Actions on applications
8. Reports of officers and committees
9. Cruises and Car Shows
10. Other Social Business
11. Good and Welfare
12. New business
13. Adjournment

Article XIII: Amendments to By-Laws

By-laws will be read and reviewed at the October meeting, suggestions for amendments will be received at the November meeting and voting will take place during the annual meeting.

Amendments to the By-Laws require a vote of two-thirds of the members in attendance during the annual meeting.

Members may submit requests to amend the By-Laws to the Board of Directors at any time, and a special meeting for By-Law revision may be called at that time if needed.

I hereby certify that the foregoing By-Laws were approved by the Members of Connecticut Seaport Car Club, Inc. at its organizational meeting on December 29, 2009.

_____ Secretary