

Connecticut Seaport Car Club, Inc.

Bylaws

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 purpose of the Connecticut Seaport Car Club, Inc. is to promote the enjoyment of collectible 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

Section 1: Members must be at least 16 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 member in good standing is defined as someone who has paid their annual dues. Any applicant who has not reached the age of 18 must include, as part of their application, written approval by a parent or legal guardian. A majority vote of the membership in attendance at such meeting is required for acceptance as a full member. Membership application forms shall be approved by the Board of Directors.

Section 2: Spouses of members are welcome and encouraged to be involved in the Club, however, they will not have the right to vote, unless they are a separate paid member.

Section 3: An Honorary Member is appointed for life, and shall have all the rights of a full member, and is exempt from paying annual dues. To become an Honorary Member, the individual's name will be submitted to the Board of Directors by a member in good standing. If this application is approved by the Board, the application will then be brought up for a vote at the next regular meeting.

Article IV: Directors

Section 1: The Corporation's Board of Directors shall consist of up to six 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 the meeting during which he or she is elected. Directors shall be elected by a 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 Director's 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, Treasurer, Webmaster, and Director.

Section 2: The President shall oversee the operations of the corporation and shall preside over every meeting. The President, at 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 or her duties.

Section 4: The Secretary shall keep the official records of the corporation. These shall include the proceedings of both regular and special meetings, and a complete record of the Bylaws and all amendments to the Bylaws. The record 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 Bylaws to every meeting and will provide a copy of the Bylaws to new members as needed.

Section 5: The Treasurer shall maintain an account of all monies received and disbursed, and shall pay all bills and sign all checks, except checks in the amount over \$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. In order to maintain transparency, the Treasurer shall generate a detailed report of all revenues and expenditures associated with all Club sponsored events (including, but not limited to, the annual car show, Holiday party, summer picnic, etc.) and distribute a report to all members of the Club reflecting profits/losses associated with each event.

Section 6: The Webmaster shall maintain the website (www.ctseaportcarclub.com) including, but not limited to, keeping the following as up to date as possible: Club information, car show events, cruise events, names of members, photos of members' autos, and the overall design and layout of the site. When available, the Webmaster will post photos from past car shows, cruises and Club events. Additionally, the Webmaster shall create ads for sponsors, and once approved by the sponsor, will post them on our site with live links to the sponsor's website or other social media, if available. The Webmaster will only need to get the Board's approval for major layout changes and web sponsorship ads. The Webmaster shall also forward any inquiries about the Club to the President, as needed.

Section 7: The Director shall have no specific on-going responsibilities but will support and advise the other Officers in the running of the Club and assist whenever possible.

Section 8: Financial Officers will consist of the President and Treasurer.

Article VI: Membership Meetings

Section 1: Regular monthly membership meetings of the corporation and the annual meeting held in December shall be on a set agreed upon date each month, unless they need to be rescheduled due to holidays, conflicts, or weather. If a meeting date needs to be rescheduled, notification will be provided in advance via email to the membership by the Board of Directors. 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 membership 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 Bylaws 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. Each couple with a singular membership will only be allowed one vote. The President shall not vote except to break a tie. Additionally, only members in good standing are entitled to make a motion or suggest changes to the Club. Refer to Article III Section 1 and 2.

Section 2: Each member in good standing who cannot be present at a monthly meeting, or the annual meeting, may cast one vote by proxy through another member attending the meeting or by contacting the President in advance of the meeting with their vote.

Section 3: Each Officer 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 Officer. 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 28th of each year. Any member who has not paid the arrearage on or before March 31st shall be terminated and shall forfeit all membership rights.

Section 3: If a member is not able to pay dues 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: Officers 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 one year can be nominated to any position. A member with less than one year with the Club can be nominated or nominate himself or herself for a position if no other member with at least a one-year tenure is available or interested in the position.

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

Section 4: Nominations will be 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 elected Officer shall serve the remaining term of the departing Officer.

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 Officers.

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

Section 4: If dues are not received by 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, and wants to rejoin the Club will be charged a \$10 surcharge along with their annual dues and will be required to submit a new membership application. Refer to Article III, Article VIII section 2 and Article XI Sections 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 members of the Board of Directors.

Section 7: Dues paid in September, October, November, or December by new members will be activated in said month and be carried over to the following year as a paid member.

Section 8: Dues will be paid by check, or money order only.

Article XII: Club Assets

Section 1 - Cash: The cash assets of the Club shall be kept in a checking-type account established at a local bank. To minimize monthly service fees payable to the bank, it is encouraged to maintain an average daily balance sufficient to qualify for a fee waiver. The Treasurer shall maintain this account.

Section 2 - Property: A list of physical property owned by the Club shall be maintained by the Secretary in a Physical Property Asset List and shall be updated at the time of each new acquisition or de-acquisition. The Physical Property Asset List should include items not intended for sale, but for Club use, including, but not be limited to, the generator, sound system, folding tables and banners. An Officer shall report each new acquisition or de-acquisition at the next monthly meeting. This list of physical property should include the model number and serial number of the asset where applicable. If the exact value is not known, a reasonable estimate of value at the time of acquisition may be used in lieu of the exact value.

The asset inventory for smaller items intended for sale or promotion including, but not limited to, t-shirts, jackets, patches, and dash plaques will be updated on the Physical Property Asset List only at the end of each year.

Section 3 - Acquisition of New Property: Physical property over \$400 may be acquired by the Club through the following procedure: any Club member may propose a demonstrated need/justification for purchasing an item, how it will benefit the Club, along with the proposed vendor, and cost. Once presented at a monthly meeting, a discussion will ensue and then it will be put to vote.

Section 4 - De-Acquisition of Property: The sale or donation of physical property owned by the Club may be made when the asset is no longer needed by the Club. Any Club member may propose a suggestion to sell or donate an item including a justification for its de-acquisition and potential replacement. Once presented at a monthly meeting, a discussion will ensue and then it will be put to vote.

Section 5 - Website: The Club website, www.ctseaportcarclub.com, and its content pages shall be considered a Club asset. The website has the ability to generate income through advertising, as well as being an influential face of our Club to anyone who looks at the site. The web pages shall be maintained by the Webmaster. The Webmaster will only need to get the Board's approval for major layout changes and web sponsorship ads.

Section 6 - Charitable Donations: At the January monthly meeting, the Club President will solicit suggestions from the Club members for charities to whom the Club will donate a charitable contribution of our cash assets from the proceeds of our annual car show. At the February monthly meeting, a vote will take place to select the charity or charities that will benefit from our donation. After our annual car show, and once all expenses and obligations are determined, the President and Treasurer will decide how much the Club can afford to contribute to each selected charity. A representative from the selected charity or charities will be invited to attend a monthly meeting to receive our Club's charitable donation.

Article XIII: Order of Business

Order of business during membership meetings shall be as follows:

1. Call to order (noting date and place of the meeting)
2. Roll call of the Officers and Directors
3. Secretary Takes Attendance of Members
4. Reading of the 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. Report of Officers and committees
9. Cruises and Car Shows
10. Other Social Business
11. Good and Welfare
12. New Business
13. Adjournment

Article XIV: Amendments to Bylaws

Bylaws will be read and reviewed at the October meeting, suggestions for amendments will be received at the November meeting and voting will take place at the December meeting.

Amendments to the Bylaws require a vote of two-thirds of the members in attendance.

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

I hereby certify that the foregoing Bylaws were approved by the Members of the Connecticut Seaport Car Club, Inc. on. December 20, 2023.

Laura Rachinsky
Secretary