

# Positive Earth Drivers Club, A NJ Nonprofit Corporation Bylaws

## **ARTICLE I. Name and Insignia.**

1.1 Name. The name of the organization shall be the Positive Earth Drivers Club A NJ Nonprofit Corporation (the Club).

1.2 Insignia. The insignia of the Club shall consist of a stylized electrical ground symbol set in a circular shield, encircled by a contrasting band on which the words "Positive Earth Drivers Club" is inscribed. The insignia shall be registered with the US Patent Office and protected by Trademark. The insignia is shown in Appendix A.

## **ARTICLE II. Powers, Purpose and Office.**

2.1. Powers. This organization is organized exclusively as a not-for-profit organization under section 501(c)(7) of the Internal Revenue Code and registered in the State of New Jersey

2.2. Purpose. The purpose of the Positive Earth Drivers Club is to encourage and promote the preservation, general enjoyment and maintenance of Classic British Automobiles for educational, recreational and historic interest.

2.3. Office. The registered office of this organization shall be located and the records of this organization shall be kept at such place as shall be determined from time to time by the Board of Trustees.

## **ARTICLE III. Memberships, Dues and Duties.**

3.1. Member. Any person interested in Classic British automobiles may become a member. Ownership of a Classic British automobile is not a prerequisite. All persons who are willing to abide by the rules and regulations of these Bylaws shall be entitled to membership in the Club.

3.2. Dues. Active Membership requires payment of annual dues, and includes all of the benefits and full rights and privileges of the Club and also includes one's spouse or significant other in the Active Membership. Dues shall be payable on or before the first general meeting of each year. Any member whose dues are not paid by March 1<sup>st</sup> of the year is not considered an Active Member in good standing and shall not have any voting rights, will not receive further newsletters and will be removed from the roster until such time that all dues are paid for the current year. Dues paid by a new member on or after September 1 of any year shall be effective for the remainder of that year and for the following year; any person who submits an application, pays the required dues and agrees to abide by the bylaws of this organization shall be admitted to membership. Any changes in annual dues may be proposed by the officers to the Club's general

membership in October and voted on by the membership at the November general meeting.

3.3. Membership Year. The membership year runs January 1 through December 31.

3.4. Special Assessments. Members may be assessed for the privilege of attending special events offered by the Club or other affiliated car club events (e.g. banquet fees, registration for special events, entrance fees).

3.5. Privileges and Voting Rights. Active Members shall be entitled to exercise voting rights and are entitled to all privileges of the Club.

3.6. Honorary Membership. The Board of Trustees may, from time to time, present to the club a person or persons that through their actions have advanced the causes of the Positive Earth Drivers Club through unselfish actions and are deserving of an honorary Membership in this organization. Any such honorary membership shall be for such terms and based on such criteria, as the Board of Trustees deems appropriate. All honorary Members shall be nonvoting members of this organization.

3.7. Suspension and Expulsion. Any member may be suspended by a 2/3 vote of the Board of Trustees of the Club for infractions of the Club rules, or for action averse to the general objectives or best interests of the Club. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard in person or through a representative, by the Board of Trustees suspending such member or a committee or designee appointed by it for the purpose, concerning the alleged misconduct. The Board of Trustees may thereafter continue the suspension, expel the member, or take whatever action, in its sole discretion that it deems appropriate under the circumstances, and its decision shall be final.

#### **ARTICLE IV. Meetings**

4.1. Meeting Place. General Meetings shall be held from January to November at such locations as are determined from time to time by the Board of Trustees. The Board of Trustees shall hold quarterly meetings at a date and time to be set by the Board. Meetings shall be conducted under Roberts Rules of Order.

4.2. Annual Meeting. The Annual meeting shall be held at the November General Meeting. The annual reports of officers, Trustees, and committees, and the transaction of other business will be presented at this meeting. When the meeting is on a club election year, nominated members for officer's positions shall be elected by vote of members attending and the counting of proxy votes from members not in attendance.

4.3. Special Meetings. Special meetings of the Board of Trustees or committees may be called as required by the Chairman of the Board of Trustees.

4.4. Special Requests at meetings. Special requests or topics of discussion that are presented by a member at a general meeting, may at the discretion of the presiding officers, be included for discussion and voting at the current meeting, or tabled for further review until the next General meeting. All special request and topics of discussion shall be included in the minutes of the current meeting.

4.5. Proxy Voting. The notice of any type of meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies.

4.6. Voting Quorum. At all types of meetings of the members, each active member shall be entitled to cast one vote on any question coming before the meeting. If Proxy voting has deemed applicable for a specific vote, then members may vote by proxy by following the procedure outlined for the particular proxy vote. Cumulative voting shall not be permitted. The presence of fifteen members in person or by proxy shall constitute a quorum of any meeting thereof. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment takes place.

## **ARTICLE V. Trustees.**

5.1. Number and Method of Election. The Board of Trustees of this Club shall consist of at least five but not more than nine persons. The members may, by an affirmative change in the bylaws, increase the number of the Board of Trustees to more than nine. The Trustees of this organization shall consist of the current President, Vice President, Treasurer, Secretary, and up to five members at large as nominated by the board and voted on by the membership at any general meeting. Nominations for Trustees at large shall be made as soon as practicable after the election of Officers.

5.2. Term. Trustees of this organization shall serve for a term of two years. A Trustee shall hold office for the term for which he or she was elected until the end of the meeting at which his or her successor has been elected. Any vacancies occurring in the Board of Trustees shall be filled by a vote of the majority of the Trustees then in office.

5.3. Management of Affairs of Organization. The property, affairs, activities, and concerns of the organization shall be managed by the Board of Trustees, which, without limiting the scope of the foregoing, shall have the power to appoint and direct agents, to grant general or limited authority to officers, and agents of the Club, to make, execute and deliver contracts and other instruments and documents in the name of and on behalf of the Club. In addition, the Board of Trustees may exercise all the powers of the Club and do all lawful acts and things which are not reserved to the members, by law, or the bylaws of the Club. The Board of Trustees shall interpret the bylaws.

5.4. Quorum. At every meeting of the Board of Trustees, the presence of 50% or more of the Board including at least two current officers shall constitute a quorum. A vote of a majority of the Trustees present at any such meeting at which a quorum is present shall be an act of the Board of Trustees. In the absence of a quorum, the President may adjourn any meeting from time to time until a quorum is present.

5.5. Presiding Officer. The President shall preside at all meetings of the Board of Trustees. In the absence of the President, the Vice President shall preside. In the absence of both, a temporary chair may be chosen by the members of the Board of Trustees present. In the absence of the Secretary a temporary secretary shall be appointed by the chair of the meeting.

5.6. Resignation. Any Trustee may resign at any time either by oral tender of resignation at any meeting of the Board of Trustees or by such tender to the President, or by giving written notice thereof to the President. Any resignation shall be effective immediately unless a date is specified for it to take effect. Resignation of a Trustee is effective the date of notification to the President.

## **ARTICLE VI. Officers.**

6.1. Officers and Tenure. The officers of this Club shall be as set forth in these Bylaws and such additional officers as the Board of Trustees may from time to time designate. Officers shall be elected to serve for terms of two years and/or until their successors are elected. No officer shall serve in the same office more than two consecutive terms.

6.2. Nomination of Officers. All nominees for an Officers position must have been a member in good standing for at least one year prior to the annual meeting. The list of candidates will be included, on a ballot that will be made available to all members. Nominations for the Officer positions will be presented at the October General meeting in an election year. The vote will be counted at the November general meeting and the newly elected officers' term of office will start on the first of January. The current officers will preside over club affairs for the month of December and will make them selves available to the incoming newly elected officers so as to transfer all needed documentation and information needed for a smooth transition in the continued management of the club's affairs.

6.3. Conduct and Results of Election. The Board of Trustees will determine each voting member was an active member in good standing at the date of the election. The President and two nominees appointed by the Board will count the ballots and certify the results to the Board. Upon election by the Board of Trustees, the Secretary shall notify' each person of their election. From the date of notification, until the start of the new term on the first of January, these members will now be deemed "Officers Elect". The President will maintain the documentation of the election for a period of one year after the election date, for examination of any active member of the Club. The results of the election will be posted in the next issue of the Club newsletter.

6.4. President. The President of the Board shall be the Chief Executive Officer of this Club and shall be responsible for the general supervision, direction and management of the affairs of the Club. The President may execute on behalf of this organization all contracts, deeds, conveyances, and other instruments, which may be required or authorized by the Board of Trustees for the proper and necessary transaction of the business of this organization. The President shall preside at all meetings of the Board of Trustees and shall be an ex-officio member of all standing committees of the Board.

6.5. Vice President. The Vice President shall assist and/or perform the duties of the President in the latter's absence or disability. Actions taken by the Vice President on behalf of the Club, whenever the President is unable to serve, shall have the same force and effect as if they were executed by the President.

6.6. Secretary. The Secretary shall keep accurate minutes of all General Membership meeting and meetings of the Board of Trustees and shall be the custodian of the records, documents and papers of this Club. The Secretary shall supervise the safe keeping of all Club records. The Secretary shall have and may exercise any and all other powers and duties pertaining to law, regulation or practice to this office, or imposed by these Bylaws. The Secretary shall also perform such other duties as may be assigned to the Secretary from time to time by the Board of Trustees.

6.7. Treasurer. The Treasurer shall be responsible for maintaining accurate financial records for this Club and safeguarding of Club assets. The Treasurer shall present a report of the organization's financial transactions and status to the Board of Trustees and to the Members at the General meetings, and from time to time shall make such other reports to the Board of Trustees, or members, as requested from time to time. The Treasurer shall perform such other duties as may be assigned to them from time to time by the Board of Trustees.

6.8. Additional Powers. Any officer of this Club, in addition to the powers conferred upon them by these Bylaws, shall have such powers and perform such additional duties as may be prescribed by the Board of Trustees.

6.9. Resignation of an Officer or Officer Elect. If any Officer or Officer Elect of this Club, is unable or unwilling to serve and tenders their resignation to the Board, or unable to serve and unable to tender a resignation, a special election will be initiated by the Board of Trustees. One or more members of the Board of Trustees will temporarily assume the duties of the resignee. A notice of intent to hold a special election and a call for nominees to fill the vacated Officer's or Officer Elect's position will be distributed via electronic transmission. The Board will determine a suitable timeframe and deadline for potential nominees to respond. All nominees for an Officers position must have been a member in good standing for at least one year prior to the special election. All nominees for the open officer position will be presented to the membership on a Special Election Ballot, that will be distributed to the membership via electronic transmission or

another method determined by the Board. The ballot will contain starting and deadline dates for the voting process. Votes will be collected from the membership via electronic transmission or another method as determined by the Board. At the close of the voting period all votes will be tallied and the membership will be notified of the result. On the date of notification the newly elected officer will immediately begin to serve. The term of an Officer elected by Special Election will be congruent with the term of the existing officers at the time of the special election.

## **ARTICLE VII. Executive Board and Committees.**

7.1. Executive Committee. The President, Vice President, Secretary and Treasurer shall constitute the Executive Committee. The Committee shall be responsible for proper conduct of the administrative affairs of the Club, the proper functioning of the Committees, and shall ensure compliance with the Bylaws. All decisions of the Committee shall be a majority vote unless otherwise provided by these Bylaws.

7.2. Committees. The Board of Trustees may appoint such committees as may be specified in resolutions adopted by a majority of the members of the Board of Trustees. Each such committee shall have such duties and responsibilities as are granted or delegated to it from time to time by the Board of Trustees. Committee members need not be Trustees of the Club.

7.3. Meetings and Voting. Meetings of any committee may be held at such time and place as are announced by the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the Chairman or the President. The presence of a majority of the membership of any committee shall constitute a quorum at any meeting. A majority vote of the members of a committee shall be sufficient for the transaction of the business of such committee. Committee actions, excepting the Executive Committee, are not binding until approved by the Board of Trustees.

## **ARTICLE VIII. Indemnification.**

8.1. Indemnification of Officers and Trustees. To the full extent permitted by any applicable law, this organization shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, or administrative claim, litigation, arbitration or investigative proceeding including a proceeding by or in the right of this Club, by reason of the present or former capacity of such person as

(a) a Trustee, officer, or member of a committee of this organization, or

(b) a Trustee, officer, partner, trustee, employee, or agent of another organization who while a Trustee, officer, or member of a committee of this organization, is or was serving the other organization at the request of this organization whose duties as a Trustee, officer or member of a committee of this organization involve or involved such service to the other organization, against judgments, penalties,

fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a Trustee, officer, or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided under this section.

#### 8.1.1 Interpretive Statement

*To "indemnify" means to "protect or compensate from harm". In this case, we are stating that the Club will use its resources to protect or compensate the Trustees, Officers, Members of Committees and others who were working for the Club from any legal actions, judgments or fines incurred as a direct result of their Club duties.*

8.2. Insurance. This organization may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, or member of a committee of this organization against any liability asserted against such person and incurred by such person in any such capacity.

### **ARTICLE IX. Miscellaneous.**

9.1. Fiscal Year. The fiscal year of this Club shall begin on January 1 and end on the succeeding December 31

9.2. Electronic Communications. A member, Trustee or committee member may participate in a meeting by any means of communication by which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by electronic means constitutes presence in person at the meeting. A conference among members, Trustees, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Board of Trustees, or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

9.3. Authority to Borrow. Encumber Assets. No Trustee, officer, agent or member of this Club shall have any power or authority to borrow money, execute an operating or capital lease on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of

Trustees. Authority may be given by the Board of Trustees for any of such purposes and may be general or limited to specific instances.

9.4. Deposit of Funds. All funds of this organization shall be deposited from time to time to the credit of this organization in federally insured banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees.

9.5. Use of Funds. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

9.6. Dissolution. Upon the dissolution of the organization, The remaining assets minus any outstanding debts shall be distributed to one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE X. Amendment of Bylaws.**

10.1. Majority Vote. These Bylaws may be amended by a majority of the votes cast in a referendum of the active membership, in a manner as directed by the Board of Trustees.

10.2. Proposed Amendments. The Board of Trustees or a consortium of not less than 20% of the active members may propose amendments to these Bylaws. Amendments proposed by the active members shall be submitted to the Secretary in writing and shall be signed by each of the active members requesting the amendment.

10.3. Ballots. Votes for or against a proposed amendment to these Bylaws shall be cast in a manner approved by the Board of Trustees that identifies the member casting the vote and the date cast. All ballots shall be delivered to the Club Secretary and must be received no later than the date set forth in the notice of referendum. Ballots not executed and presented in accordance with the above shall not be counted.

10.4. Tabulation of Votes. The President and two nominees of the Board shall tabulate the votes cast in the referendum within fifteen days of the due date and certify the results to the Board.

10.5. Notice of Vote or Referendum Results. The Secretary shall publish the results of the referendum. The results will be posted in the next issue of the Club newsletter.



**Appendix A: Club Insignia.**



**CERTIFICATION**

I, Carol Kyle, do hereby certify that I am the duly elected, qualified or acting Secretary for the Positive Earth Drivers Club, and that the foregoing is a true and correct copy of the bylaws adopted on October 5<sup>th</sup>, 2016.

(signed) Carol A. Kyle, Secretary