

NORTHWEST GTO LEGENDS CONSTITUTION & BY-LAWS

A Chapter of the GTO Association of America (GTOAA)

ARTICLE I

SECTION 1 - NAME

The name of the Club is Northwest GTO Legends.

SECTION 2 - PURPOSE

The general purpose of this Club shall be to encourage those people who are interested in the existence, preservation and restoration of the Pontiac GTO. The Club shall support this purpose by encouraging and participating in social activities, events, planned trips, auto exhibitions, displays and road rally events. The Club will also assist owners of this fine automobile with the location of hard to find parts, services and information to aid in the restoration and preservation of this fine car.

ARTICLE II

SECTION 1 - MEMBERSHIP

Membership in the Club shall be restricted to owners of GTOs and persons interested in GTOs and the purpose of the Club. The Board of Directors reserves the right to review membership applications for final acceptance into the club.

Membership in the Club shall be restricted to owners of GTOs and non-GTO-owners who are interested in GTOs and in the purpose of this Club. Active membership shall also require a person to be a member in the GTOAA (and current in their GTOAA dues) as it has been determined by the Club that this organization supports the same purpose as the Northwest GTO Legends, on a national level. The Board of Directors reserves the right to review membership applications for final acceptance into the Club.

SECTION 2 - MEMBERS

A member shall be any person as provided in Section I of this Article and having paid annual dues as required. Members meeting this criteria, will be recognized in the Club's data base as being in an "Active" status and by definition, their spouse will also be considered as an "Active" member of the Club.

SECTION 3 - DUES

Annual dues for members shall be recommended by the Board of Directors, with approval of membership, at the Club's next general meeting.

SECTION 4 - PAYMENT OF DUES

Members are expected to pay annual Club membership fees by January 1st of each year. These Club dues will cover the next 12 month period and will also include the amount necessary to renew the member's GTOAA yearly dues. Members joining after the 1st Quarter of the calendar year will pay a pro-rated portion of the annual Club dues based on the Quarter that they joined in. This will also apply to the portion of the dues that covers the member's GTOAA dues.

- A. Any member not renewing their Club dues by December 31st of the current calendar (for the following year) will be moved to an "Inactive" status in the Club's database and will not be considered an "active" member of the Club until their dues payments are made, at which time they will be moved back to an "Active" status in the Club's database.
- B. New members shall be required to pay their dues at the time of application to the Club and will receive a name tag and Club roster.
- C. Any fee or fine incurred by the Club's account through the negligence of any member shall be paid by that member. If the Club must pay the fee or fine and is not reimbursed for the fee or fine within 60 days of the incident, the member will be permanently suspended from the club.

SECTION 5 – CLUB PRIVILEGES

All paid members, in an "Active" status in the Club's database, are entitled to all Club privileges.

SECTION 6 - EXPULSION / BAD STANDING

Any member may be suspended by a majority vote of the club for just cause. This suspension must be reviewed by the Board of Directors, at which time the final decision will be rendered. A member may be put in bad standing for failure to pay dues, or for activities or actions, as deemed by the board or by a majority vote of the membership, to be counter-productive to the purpose and general harmony of the club.

SECTION 7 – RESIGNATION OF OFFICE

Any officer member of the Club may resign their office by directing a letter of resignation to the Board of Directors. This may be done by regular mail, UPSD, or by e-mail. If there is any form of indebtedness on the part of the resigning officer, it must be paid on full in order for the resignation to be accepted.

ARTICLE III

SECTION 1 - ANNUAL AWARDS BANQUET

The Annual Awards Banquet shall be held in December in place of (or in addition to) the regular business meeting for the purposes of thanking the outgoing officers and to welcome in the new officers for the coming business year. The awarding of the Mark E. Bilyeu Memorial Award to the member of the year, the Club's holiday gift exchange, and any other recognition awards will be held at the Annual Awards Banquet.

SECTION 2 - MONTHLY MEETINGS

Regular monthly Cub meetings shall be held on the first (1st) Saturday of each month at a pre-arranged time and place. In the event that the meeting is to be held on an alternate Saturday, a majority of the membership attending the previous meeting shall vote on and approve the alternative and the membership present will be notified of the change.

SECTION 3 - SPECIAL MEETINGS

In addition to any provision of the By-laws, special meetings of the Club may be called by the President or by a majority of the Board of Directors.

SECTION 4 - OFFICER ELECTIONS

Nominations of candidates for officer positions will take place at the October, November and December monthly Cub meetings. The member nominated for office MUST be present at a Club meeting in October, November or December to accept the nomination. A member nominated, but not accepting nomination at a meeting SHALL NOT be included on a ballot or be considered as a write in candidate. The election of officers will be by written secret ballot at the Annual Awards Banquet, held during the month of December. In the event that an officer position becomes vacant, a new officer shall be, at the discretion of the Board, either appointed by a majority vote of the Board, or left open until the next opportunity to conduct an election by the membership.

ARTICLE IV

SECTION 1 - OFFICERS

Elected Officers - Elected Officers shall consist of:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

SECTION 2 – APPOINTED POSITIONS

Appointed Positions - Appointed Positions may consist of the following:

- a. Newsletter Editor
- b. Newsletter Publisher
- c. Membership Chairperson
- d. Promotions Chairperson
- e. Webmaster
- f. Historian
- g. Legislative Chairperson
- h. Events Coordinator
- i. Board Member at Large

SECTION 3 - BOARD OF DIRECTORS

The Board of Directors shall consist of all above mentioned “Elected Officers” in Section 1 and the Board Member at Large.

ARTICLE V

SECTION 1 - DUTIES OF ELECTED OFFICERS

A. President

The President shall preside at all business meetings and Board meetings. He (She) may call special meetings under provisions of Article III. He (She) shall be the Chief Executive of the club.

B. Vice President

In the absence of the President, or in the case of his (her) resignation, or their inability to act on the duties usually pertaining to that office, those duties shall be performed by the Vice President. He (she) shall act as a liaison with other clubs and shall assist other Board members with public relations duties of the Club.

C. Secretary

The Secretary shall keep a written record of all business and agendas discussed at the Club and Board meetings and will read condensed minutes of these records at the next Club business meeting. He (she) will be responsible for leading the Club dues renewal process during the last quarter of the year and together with the Club Treasurer, will provide new dues and dues renewal monies and information to the GTOAA Membership Coordinator. The Secretary will have primary responsibility for updating the Club's database with new/changing member information, including dues renewal records and for providing Club rosters upon request. The Secretary will also be responsible for completing the Yearly GTOAA Chapter Survey and returning it to the GTOAA Chapter Coordinator.

D. Treasurer

The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies of the Club and deposit same in the Club's banking account. He (She) shall make all payments of the Club. All contracts, checks drafts, notes or other orders for payment of money shall be signed in the name of the Club by either the Treasurer or the President. He (She) shall give bond, at Club expense, if required by the Board of Directors. The Treasurer shall give a report on the financial status of the Club at each monthly business meeting, and if so requested, at any other meeting of the Board of Directors. The Treasurer shall not be held personally responsible for any Club indebtedness.

SECTION 2 - DUTIES OF APPOINTED POSITIONS

A. Newsletter Editor

The responsibilities of the Newsletter Editor(s) shall be to gather information for the Club Newsletter and to see that an edited copy is delivered to the Newsletter Publisher for layout and printing in time for the Publisher to deliver a copy to all of the Club members.

B. Newsletter Publisher

The responsibilities of the Newsletter Publisher(s) is to take the content received from the Editor and format it for the Newsletter and to print and deliver it to all members, either by E-Mail, conventional mail, or in person at the Club meetings. A copy of the finished Newsletter shall be sent to, and approved by the Editor before sending out to the membership. The Publisher will also send a copy the Newsletter to all Clubs participating in the Club Newsletter Exchange Program via E-Mail.

C. Membership Chairperson

The responsibility of Membership Chairperson shall be to promote the Club to Pontiac enthusiasts and the general public. He (She) shall provide the club with membership forms and flyers for distributions. The Membership Chairperson will also send letters and membership packets to all interested persons. He (She) shall introduce all new members at regular business meetings.

D. Promotions Chairperson

The responsibility of the Promotions Chairperson is to promote the club. The two basic types of promotions shall be:

1. Promoting all club activities and events assigning promotion liaison to work with the event specific coordinator.
2. Promoting advertising and sponsorship in order to generate funding for club maintenance and activities.

E. Webmaster

The responsibility of the Webmaster shall be establishing and maintaining and updating the club website, including but not limited to rosters and advertising as well as club information, forms, forums, and articles. The Webmaster coordinates with the Newsletter Editor(s) and Membership Chairperson for updating web material and mailing lists and rosters. He (She) is the primary contact for club email activity. The Webmaster establishes and maintains a central data bank of sources of technical information for club members.

F. Historian

The responsibility of the Historian is to maintain the club archives of the newsletter, events and club projects and activities.

G. Legislative Chairperson

The responsibility of the Legislative Chairperson is to maintain awareness of legislation and proposed legislation which may affect the car preservation and collecting hobby. He (She) reports the findings to the club on an as-needed basis.

H. Events Coordinator

The Event Coordinator will be responsible for coordinating the preparation and activities of a particular Club event. The President will assign an Event Coordinator for all major Club events and that person will be responsible for planning, scheduling, communicating and obtaining event resources, including venues, sponsors, signs, flyers, volunteers, and in leading the event volunteers to achieve a successful Club event.

I. Board Member at Large

The responsibility of the Board Member at Large is to provide a Club historic perception to the Board's decision making process. The Board Member at Large will serve at the Board's pleasure and will participate in the Board's voting process.

ARTICLE VI

SECTION 1 - APPOINTMENT OF COMMITTEES

The President shall appoint such committees as he deems necessary and shall outline the duties and responsibilities of such committees. Any Board Member shall have the authority to appoint committees or committee members as needed per their designated area.

SECTION 2 - ACTIVITIES

The activities of the club shall consist of planned trips, social gatherings, events, exhibitions, car shows, road rallies and fund raising event as planned by the Promotions Committee, Events Coordinator(s) and/or the club Board of Directors and voted on by a majority at club meetings.

ARTICLE VII

SECTION 1 - FISCAL YEAR

The Cub's fiscal year shall be from January 1st to December 31st of the current calendar year.

SECTION 2 - ELECTION YEAR

Terms of officers shall be served from January 1st through December 31st of each calendar year.

ARTICLE VIII

SECTION 1 - PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with or having any claim against the Club or the Board of Directors shall look only to the funds and property of the Club for payment of any such contract of claim or for payment of any debt, damage, judgment, or decree, or any other money that may otherwise become due or payable to them from the Corporation or the Board of Directors, so that neither the members of the Club, the Board of Directors, present or future, shall be liable personally thereof.

ARTICLE IX

SECTION 1 - AMENDMENTS TO THE BY-LAWS

The Board of Directors of the Club or any majority of members in good standing, by written proposals submitted to the Board of Directors, may propose an amendment to the By-Laws. If a majority of the members qualified to vote, vote in favor of the proposal at a Club meeting, the proposed amendment(s) shall thereby be approved and adopted.

ARTICLE X

SECTION 1 – CLUB FINANCIAL POLICIES

The Club adopts the following “Club Financial Policies” (as of March 31, 2018) which are incorporated into these By-Laws to provide policies and guidelines governing its financial activities. The Club shall maintain three bank accounts as follows: (1) the “Operating” checking account (to be used for most normal Club operating functions, including one-day car shows), (2) the “Convention” checking account (to be used for multiple-day car show events, such as the “Tigers on the Columbia”), and (3) the “Savings” account (to be used according to the Club’s “Savings Account Usage Policies & Guidelines that are set forth in SECTION 3 – CLUB SAVINGS ACCOUNT USAGE POLICIES & GUIDELINES of this Article). On or about March 1st of each year after 2018, the Club’s Treasurer shall review the Club’s three bank accounts and make transfers as follows: if the total funds in the three bank accounts is sufficient, transfers shall be made so that the cash balance in the “Operating” account shall be \$5000 and the cash balance in the “Convention” account shall be \$5000. The remainder of the Club’s funds at this time shall be put into the “Savings” account. If sufficient funds are not available, the Club’s available cash will be allocated equally between the “Operating” and the “Convention” checking accounts. Once these transfers are completed each year, Club members may make proposals as to what, if any, usage of the funds in the “Savings” account shall take place (See Section 2 for detailed guidelines). Club members will then have the opportunity to vote on these proposals and the officers will be directed to disburse “Savings” account funds accordingly. Funds thus designated, will then be transferred from the “Savings” account into the “Operating” account, from which disbursement checks can be written.

SECTION 2 – FINANCIAL POLICY VOTING PROCESS

The Club’s Financial Policies shall be approved by a formal “Majority Vote of all Club Members”. The definition of “Majority Vote of all Club Members” (referred to as Majority Vote here after) shall consist of 51% of all those club members in good standing who respond to ballot proposals with regard to “Club Financial Policies”. Members who do not respond, will not be counted in determining the percentage of the “Majority Vote”. Any changes to the “Club Financial Policies” will also require a Majority Vote.

Voting issues, explanatory information and ballots shall be emailed to all members in good standing unless the member does not have email access, in which case, that member will be contacted by telephone, by a Club officer and asked whether or not they would like to have a ballot “U.S. Mailed” to them. A voting period start date will be established and members will be given a closing date of approximately 30 days after the voting period start date in which to respond with their vote. To assure no double-counting, returned ballots must include the name of the Club member voting. A Club “voting administration sub-committee” of one or more persons may be established to prepare and send out the ballots, in order to remove this task/burden

from the Club Secretary or other Officers. All proposals that go to a vote of the full Club membership and the results of said vote, shall be documented in writing in the official Club Meeting Minutes.

At the close of the voting period, the Club Officers (with the possible help of the “sub-committee”) will count the votes and report the results back to the membership. This reporting can be done through the Club Newsletter, ideally with 30 to 60 days of the close of the voting period.

SECTION 3 – SAVINGS ACCOUNT USAGE POLICIES & GUIDELINES

The Club adopts the following “Savings Account Usage Policies and Guideline” (as of March 31st, 2018):

1. All “Savings” account usages require that a motion be made and a vote (either voice vote from members present at a Club meeting, or a “Majority Vote”, explained later in this SECTION) be taken and approved. Any Club member in good standing can make a motion for a proposal for usage of the “Savings” account funds, including donations to charitable organizations, scholarships, subsidizing Club events, membership awards, etc. If seconded, a voice vote of the members present at the meetings shall determine if the proposal shall go forward to a formal vote of the full membership (if required). If the proposal is not submitted at a Club meeting, but transmitted to Club officers at another time, then that proposal shall be submitted as a motion to those members present at the next Club meeting.
2. Donations to Organizations or Scholarships should be in some way relate to an industry that helps support our hobby of preserving and enjoying classic and other automobiles. Ideally, scholarships should be given to worthy young people attempting to learn a trade or function in the automotive industry that would eventually provide a living wage for themselves and their families in the future.
3. Any organization or scholarship that our Club donates to shall be vetted by the Club member who proposes it, to ensure that the organization or scholarship program in turn, distributes at least 90% of what they receive from the Club to the intended recipient (Note: “Guidestar.org” can be utilized to provide this information). This information shall be made available to all Club members at the time of voting.
4. Some of each year’s “Saving” account usage can be donated to a charity suggested by one or more of our event “Host” venues (example: Griot’s Garage, XXX Root Beer Drive-In, etc.).
5. Two charities that the Club has historically donated to (Army Fisher House JBLM and Life Enrichment Options – LEO) may be grandfathered in and donations to them, not exceeding

\$250/year may be approved by a voice vote of the members present at a Club meeting.

6. Once initially approved, donations of \$250/year or less, do not need to be vetted (reference item 3 above and can be “grandfathered” into future years by a voice vote each year.
7. Some of each year’s Savings account usage may be used for purposes of defraying the costs of Club sanctioned events and activities (examples would include: Club Christmas parties or picnics, Poke Runs or other cruises, bowling nights, recognition awards, entry fees to car shows, etc.) The use of “Savings” account funds for Club sanctioned events and activities will require only a voice vote of those attending a Club meeting and will not require a formal Majority Vote.
8. Incidental Club expenditures (example: Class Sponsorships at the Pontiac Oakland Museum) may also be taken from the Club “Operating” account funds, with only a voice vote of the Club meeting member attendees required.

SECTION 4 – SAVINGS ACCOUNT USAGE VOTING PROCESS

“Savings” account policies, guidelines and some “Savings” account usage proposals (also refer to paragraph 1. above) shall be approved by a formal “Majority Vote” of all Club members. The definition of a “Majority Vote of all Club Members” (referred to as Majority Vote hereafter) shall consist of 51% of all those club members in good standing who respond to ballot proposals with regard to usage of “Savings” account funds. Members who do not respond will not be counted in determining the percentage of the Majority Vote. Majority Vote is also required for any changes to the “Club Savings Account Usage Policies and Guidelines”.

All Club members in current good standing with the Club shall have the opportunity to vote on all “Savings” account usage issues (exceptions requiring only a voice vote of members present at a Club meeting are noted in paragraphs 4-8 above in SECTION 3), one vote per family, unless the family pays for more than one membership. Voting issues, explanatory information and ballots shall be emailed to all members, unless the member does not have email access, in which case that member will be contacted by telephone, by a Club officer, and asked whether or not they would like to have a ballot “U.S. Mailed” to them. A voting period start date will be established and members will be given a closing date of approximately 30 days after the voting period start date in which to respond with their vote. To ensure no double-counting, returned ballots must include the name of the Club member voting. (Note: a Club “voting administration sub-committee” of one or more persons may be established to prepare and send out the ballots, in order to remove this task/burden from the Club Secretary or other Officers.) All proposals that go to a vote of the full Club membership, and the results of the vote, shall be documented in writing in the official Club minutes.

At the close of the voting period, the Club Officers (with the possible help of the “sub-committee”) will count the votes and report the results back to the membership. This reporting can be done through the Club Newsletter, provided that the newsletter is published within one month of the close of the voting period.

SECTION 5 – SAVINGS ACCOUNT DISBURSEMENTS

Once the votes have been tabulated, the Club Treasurer will be authorized to transfer funds from the “Savings” account to the “Operating” account and to write the donation check or checks to the organizations, scholarships or other usages that have been selected. The Club President and/or Secretary will then present or mail the check(s) to the recipients with accompanying cover letter(s). The Club Treasurer and Club Secretary will keep permanent records of all voting and usage of “Savings” account funds to be available if future audit is ever required.

GLOSSARY OF TERMS & DEFINITIONS

The following Glossary of Terms & Definitions is included to provide further clarification to the previously stated language of the Club’s Constitution & By-Laws:

- A. **“Club Member”** – Person(s) belonging to the Northwest GTO Legends who meet the requirements of ARTICLE II, Section 1, are considered Club members. By definition, a Club member also includes the member’s spouse. All other relatives and friends have to be registered as separate Club members in the Club database and are subject to annual Club dues.
- B. **“Active Member”** – Member records are kept in the Club’s official database, which utilizes an online Microsoft product that is maintained by the Club’s Webmaster. In this database, member records may be in one of three statuses. If the member (and his or her spouse) meets the criteria of ARTICLE II, Section 1, and is current in his/her annual dues, that member will be in status 1 (“current member”) in the database and will be considered an “Active Member” of the Club.
- C. **“Non-Active Member”** - If a previous member is not current in their annual dues, they will be moved to status 3 (“expired member”) in the database. Their member record will remain in the Club database and they will be considered a “Non-active” member of the Club until they decide to re-activate their membership by paying their Club dues for the current year.
- D. **“Non-Member”** – For the purposes of sending our Club Newsletter and other possible communications to a person or entity who is not a member of our Northwest GTO Legends Club, a member record for that entity will be added to the database and put into status 2 (“newsletter exchange”) to facilitate an e-mail or regular mailing process.
- E. **“Board Member at Large”** – The Club recognizes the value of having a long standing Club member to help the Board with various decisions affecting the membership. In order to bring an historic perception to their decision process and to promote a smooth transition from old to new operational practices, the Board may elect a “Board Member at Large” to assist them with various Board activities. The Board Member at Large will serve at the pleasure of the elected Board for an ongoing length of time, mutual to both parties.
- F. **“GTOAA or GTO Association of America”** – The GTO Association of America is a not-for-profit Corporation that was established with the stated mission of “preserving and promoting the Pontiac GTO” and to “offer enthusiasts opportunities to share their common interest”. They also state “We do this by promoting and publicizing the GTO Association of America, our Chapters, and our members.” Their organization is open to “any person interested in Pontiac GTO or GT-37 or 1964-74 Tempest/LeMans vehicles is eligible for membership”. Our Club, the Northwest GTO Legends, is an affiliated chapter of the GTOAA and we require all members of our Club to also be a member of the GTOAA as a way of supporting the common values both organizations have for the preservation of the Pontiac GTO.