

BY-LAWS OF
ROAMIN' OLDIES CAR CLUB, INC.

ARTICLE I

Section 1 – Principal Office: Per State of Florida Registration

Section 2 – Registered Office: P.O. Box 5477, Sun City Center, FL 33571-5477

ARTICLE II

Section 1 – General Powers: The Board of Directors shall manage the affairs of the corporation, here and after identified as “*The Club*”.

Section 2 – Number, Term and Qualifications: The Board of Directors shall consist of the five (5) elected officers. Officers shall be elected for a period of one (1) year beginning each January 1st.

Section 3 – Vacancies: In the event of resignation or removal of the President or Vice President, the subordinate officer will assume the duties of the vacant position. Election of the officer will be at the next scheduled meeting.

Section 4: The President shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the board.

ARTICLE III

Section 1 – Purpose: Our mission is to further promote the interests of our organization and our members to the community. We strive to make a difference by education the public and expanding our reach.

The purpose of this organization is to increase the popularity of our common interests. As our major activity, we decided to present a monthly cruise-in. We also want to have fun while and when we are together. By getting our “rides” out of the garages, we are developing relationships and friendships.

Section 2 – Regular Meeting: A regular meeting of the Board of Directors shall be held at such time and place as the President, by due notice shall direct.

Section 3 – Special Meetings – Board of Directors: Special meetings of the Board of Directors may be called by or at the request of the President of any three (3) members of the Board of Directors.

Section 4 – Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting, give notice thereof by any usual means of communications. Such notice need not specify the purpose of the meeting.

Attendance by Directors at meetings shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of obtaining to the transaction of any business because the meeting was not lawfully called.

Section 5 – Quorum – Board of Directors: A majority of the Directors fixed by these by-laws constitute a quorum for the transaction of business at any acting of the Board of Directors and/or open meeting.

Section 6 – Rules of Order: Except when in conflict with these by-laws “Roberts Rules of Order” (latest edition) shall be the parliamentary authority of the club.

Section 7 – Manner of Action: Except as there is provided in this section, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE IV **OFFICERS**

Section 1 – Number: The Officers of the club shall consist of a President, Vice President, 2nd Vice President (if applicable) Secretary, Treasurer and Communications Director.

All elected offices will be filled by elections on a yearly basis and voting will be done by General Membership. Nominations for officers will be taken during the first business meeting of the calendar year. Elections of officers will be held during the first general meeting of the calendar year. At no time will two (2) offices be held by the same person.

Section 2 – PRESIDENT: The duties of the President of the club are as follows:

- A. Preside over all club functions and meetings as required.
- B. Follow the rules as specified.
- C. Will not have any voting power except during the general election, or to break any tie votes.
- D. Has authority to appoint committees and committee chairman when necessary.
- E. Has authority to institute disciplinary measures when necessary.
- F. Is responsible for directing payment of all club checks.
- G. Has the authority when necessary to choose the decision that would be in the best interest of the club.

Section 3 – VICE PRESIDENT AND/OR 2ND VICE PRESIDENT (IF APPLICABLE): The duties of the Vice-President and/or 2nd Vice President (if applicable) of the club are as follows:

Act on behalf of the President if and when they are not available. The Vice-President and/or 2nd Vice President (if applicable) would then abide by the same regulations as the President.

Section 4 – SECRETARY: The duties of the Secretary are as follows:

- A. Handle all secretarial matters of the club such as correspondence, minutes, recordings.
- B. Read previous meeting's minutes at opening of each business meeting and maintain all minutes and/or recordings.
- C. In the absence of the Present and Vice-President, the Secretary shall preside over the meeting. The Secretary would then abide by the same regulations as the President.

Section 5 – TREASURER: The duties of the Treasurer are as follows:

- A. Maintain all financial records pertaining to the club.
- B. Maintain post office box.
- C. Prepare quarterly a list of members delinquent in payment of dues.
- D. Supply financial report to membership monthly.
- E. Sign all club checks at direction of the President.
- F. Ensure financial records are audited prior to the last week of December.

Section 6 – COMMUNICATIONS DIRECTOR: The duties of the Communications Director are as follows:

- A. Maintain emails, correspondence to and from the club and all press releases.

ARTICLE V **LOANS AND DEPOSITS**

Section 1 – Contracts: The Executive Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument on behalf of the club any such authority may be general or confined to specific instances with the approval of the General Membership.

Section 2 – Loans: No loans shall be contracted on behalf of the club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors with the approval of the general membership. Such authority may be general or confined to specific instances.

Section 3 – Checks and Drafts: The President or Treasurer shall sign all checks, drafts or other orders for money issues in the name of the club.

Section 4 – Deposits: All funds of the club not otherwise employed shall be deposited from time to time to the credit of the club in such depositories as the Board of Directors shall direct.

ARTICLE VI
DISTRIBUTION OF ASSETS

Section 1 – Prohibited Transactions: The club may not enter into any of the hereinafter enumerated prohibited transactions with its creator, or with a person who has made a substantial contribution to it; or with a member of the creator’s family; or with a member of the family of one who has made a substantial contribution; or with a corporation controlled by the creator or the person who has made substantial contributions. The prohibited transactions are:

- (1) Payment of compensation in excess of a reasonable allowance for salaries or other compensations for services actually rendered.
- (2) Purchase of securities or any other property for more than adequate consideration in money or money’s worth.
- (3) Sale of a substantial portion of the securities or other property of the club for less than an adequate consideration in money or money’s worth.
- (4) Any other transaction which results in substantial diversion of such income or corpus to one of the specified persons or corporation(s).

In addition, the club shall not make a part of its service available on a preferential basis to one of the specified persons or corporations.

Section 2 – Distribution upon Dissolution: In the event the dissolution, the residual assets of the club will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and L70(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or local Government for exclusive public purpose.

Notwithstanding any other provisions of these articles, this club will not carry any other activities not permitted to be carried on by (a) a non-profit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a non-profit corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII
AMENDMENTS TO BY-LAWS

Section 1 – Power to Amend: The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested on a two-thirds (2/3) vote of the General Membership.

ARTICLE VIII
MEMBERSHIP

The club shall be open to owners of any vehicle. In the event, the applicant has no vehicle, applicant may be accepted into the club as an Associate Member. The club shall accept all prospective members without regard to sex, race, creed, or national origin, who meet the club's requirement and agree to abide by the clubs' by-laws.

- A. Prospective members may be introduced to the club by a current member.
- B. Upon being accepted into the club, the new member agrees to pay yearly dues.
- C. Any member who fails to pay the current year dues by April 1st will be notified and subject to a penalty of \$10.00
- D. At the direction of the Executive Board, failure to pay club dues could result in the termination of membership.
- E. All new members shall receive a welcome packet to include club memorabilia.

The club is organized into the following bodies:

A. General Membership

- 1. Consists of all dues-paying members in good standing.
- 2. Agree to abide by the by-laws of the club.
- 3. Make an effort to build the club by bringing in prospective members.
- 4. Make an effort to help any member of the club when called upon to do so.

B. Associate Membership (non-car owning member)

- 1. Pay a yearly due.
- 2. Invited to any and all meetings and functions of the club.
- 3. Shall have all rights and club privileges as car owning members

ARTICLE IX
DISSOLUTION

In the event of dissolution of the club, the laws of the State of Florida will be adhered to.

ARTICLE X
MISCELLANEOUS

1. Conduct

- A. Members will conduct themselves at all times so as to bring no reproach to the club as per Florida State Laws.
- B. Members will operate their vehicles in accordance with the laws of the State of Florida.
- C. No abusive language, personal attacks, fighting or gestures will be used or tolerated.

