

BY-LAWS

(Saint Louis Gateway Chapter, Buick Club of America)

ARTICLE I

NAME and PURPOSE

The name of the Chapter which is a nonprofit membership Social and Recreation Club in the State of Missouri shall be:

Saint Louis Gateway Chapter, Buick Club of America (BCA)

The purposes for which the Chapter is founded are: for the development, publication and interchange of technical, historical and other information for and among members and other persons who are interested in Buick automobiles, and to promote social intercourse and fellowship among its members; and to maintain references upon and encourage the maintenance, restoration and preservation of all models of the Buick Motor Division of General Motors.

ARTICLE II

MEMBERS

Section 1-- Application for membership. Any person may apply for membership in the Saint Louis Gateway Chapter who shall be a member of and in sympathy with the interests and purposes of the BCA. He/She must present their BCA membership number, and tender dues and any other fees required with their application for membership. The Director and/or his/her delegated agent(s) shall approve or disapprove applications for membership. Each applicant, when approved, is known as a named member of the chapter.

Section 1.1-- Household membership. The spouse or companion of each named member holds membership in common with that member and is considered a member of the Chapter. Spouses and companions are entitled to all privileges of membership, including voting, and the right to hold office. Under BCA by-laws a spouse can choose to be included in the general membership with the named member. The general membership of the Chapter is the sum of the named members and the spouses or companions of the named members. When Chapter membership of the named member is terminated, all privileges of membership-in-common cease.

ARTICLE II, continued

Section 2-- Membership Dues. Membership dues shall consist of a fiscal year membership fee, in an amount as set by the general membership, which is the total of all members in good standing including the officers of the Chapter. Annual dues thereafter shall be payable in advance upon the expiration date of the fiscal membership period. Any member who shall have failed to pay dues within two months after they become due shall cease to be a member. Such person may, however, be reinstated to membership upon payment of dues, but said payment will only apply through the end of the current fiscal year.

Section 3-- Honorary Members. Honorary members shall pay no dues and are entitled to all the privileges except the right to vote and to hold office. Honorary members are those who have made an outstanding contribution to either the Chapter, to automotive history or to the automotive hobby. These members shall be nominated by the Director and approved by a 2/3 vote of the general membership present at the meeting to consider such approval.

Section 4-- Expulsion. In addition to expulsion for nonpayment of dues as provided for in Section 2 of this Article II any member may be expelled and his membership in the Chapter terminated for conduct which the Officer(s) of the Chapter or member(s) shall have determined to have disturbed the order, dignity, business or harmony of the Chapter, or to have impaired its good name, good will or prosperity, or to have violated these Bylaws, or any rules or regulations of the BCA which are in force at the time of the alleged infraction, as adopted by the BCA Board of Directors. An Infractions Review Committee shall be appointed to determine if expulsion proceedings should be pursued. Such expulsion shall be by two-thirds (2/3) vote of the general membership present at a meeting thereof duly called and held; provided, however, that the Infractions Review Committee at a prior meeting thereof shall first have voted to institute expulsion proceedings and that thereafter a statement of the charges shall have been mailed by registered or certified mail to the accused member, directed to his/her last known address, at least 30 days before final action is taken thereon. This statement shall be accompanied by a notice of the time when and place where the general membership is to take action on such charges and such notice shall state that the accused member will have an opportunity to present a defense at the time and place designated in such notice. The decision shall be final and conclusive. All rights and privileges of an expelled member shall terminate immediately after the expulsion.

ARTICLE II, continued

Section 5-- Reinstatement of an expelled member. No member expelled from the Chapter may be readmitted as a member until at least one year has elapsed from the date of his/her expulsion and unless his/her application for Re admission is approved by two-thirds (2/3) vote of the general membership present at a duly constituted meeting thereof provided notice that reinstatement of a member is to be considered to be included in the notice of the said meeting.

ARTICLE III

MEETINGS OF MEMBERS

Section 1-- Business Meetings. A business meeting will be held monthly at a time and place to be designated by the Director. The Director or one of the elected officers of the Chapter designated by the Director shall conduct this meeting. All committee chairpersons or a delegate from each committee will be in attendance. The Secretary or his/her representative shall be in attendance to record the minutes of the meeting.

Section 2-- Special Meetings. The Director or his/her designee may call special meetings of the members of the Chapter. The members of the Chapter may also call special meetings. A written request is required, signed by no less than a sum of the named and household members attending equal to 10% of the named members as computed from the most recent roster available. The Director shall fix the time and place for the holding of any meeting called by said members. No business other than that specified in The Notice of Meeting shall be transacted at any special Meeting. Quorum requirements and voting procedures at special meetings shall be as prescribed below in Article III, Section 3 and Section 4 respectively.

ARTICLE III, continued

Section 3-- Quorum. A sum of the named and household members equal to one-fourth the number of named members from the membership roster shall constitute a quorum at chapter business meetings. The count of the named members in good standing to determine a quorum shall be established from the most recent roster available at the time of voting. A quorum is required for the election of officers, election of Board of Director at-large positions, expenditure of funds for any purpose in excess of \$200.00, approval of a bid to host a National Meet and an agreement to host the Heartland Regional Meet. If a quorum is not present, voting shall be postponed to subsequent Chapter meetings until a quorum is present. Current officers or Board of Director members shall continue to serve if the vote to determine their successor(s) is postponed. The transaction of all other business shall proceed with those present at the chapter business meetings, provided that notice and location is given prior to each meeting.

Section 4-- Voting. Every member of the chapter is entitled to vote at any meeting of the members thereof and may vote in person or by absentee written (signed) notice. Absentee notices are counted in the establishment of a quorum, hand-count totals and are considered ballots in such required circumstance. The quorum requirements of Article III, Section 3 applies. The Voting is normally conducted by hand count with approval being established by a simple majority. Voting by ballot is required at normal election intervals if more than one member is nominated for any elective office or more than three (3) members are nominated for the at-large board of director positions. Ballots are also required if more than one member is nominated to fill the vacancy of an elected officer or the vacancy of an at-large position on the Board of Directors. Ballots shall be provided to each member at the meeting to determine such elections, counted with any absentee notices and quorum requirements verified. No vote is required at normal election intervals if only one member is nominated for any elective office or only three (3) members are nominated for at-large positions on the Board of Directors.

Unchallenged nominees are automatically elected. When a ballot vote is required the nominee receiving the majority of votes is elected. No vote is required if only one member is nominated to fill the vacancy of an elective officer or an at-large position on the Board of directors. When no vote is required the nominees are automatically elected.

ARTICLE IV

BOARD OF DIRECTORS

Section 1-- The Board of Directors shall consist of nine (9) members or as limited by vacancies. The Board of Directors shall consist of the four (4) elected officers of the chapter, the editor of the "Gateway Gazette", the immediate past Director of the chapter, the three (3) Directors elected from the membership at-large.

Section 2-- The term of office for the Directors who are the elected officers of the chapter shall be concurrent with their terms of office. The term of office for the Director who is the editor of the "Gateway Gazette" shall begin when appointed by the Director of the chapter and continue until a new editor is appointed. The term of office for the Directors selected from the membership at-large shall be two (2) years, and shall begin on May 1 in the year following the election of officers of the chapter.

Section 3-- The Directors selected from the membership at-large shall be nominated by any member present at the Chapter business meeting in the month of March of the even-numbered year that their term of office begins. Nominees shall be elected in April and take office May 1st of the year that the term of office begins. Quorum requirements and voting procedures shall be as prescribed in Article III, Section 3 and Section 4 of these by-laws respectively.

Section 4-- All members of the Board of Directors shall be members in good standing of the BCA. Should a member cease to be a member of the BCA he/she shall cease to be a Director.

Section 5-- Regular meetings of the Board of Directors shall be held, but there shall not be less than one (1) meeting each calendar year. A simple majority of members of the Board of Directors (five) shall constitute a quorum for transaction of business. Minutes of each meeting shall be recorded by the Secretary of the chapter or his/her designee, reviewed by the Board of Directors for approval, and issued in the "Gateway Gazette".

ARTICLE IV, continued

Section 6-- Any vacancy which may occur in the Board of Directors of the members selected at-large shall be filled for their remaining term by nomination and election at the next Chapter business meeting following the notice of vacancy and under the same voting requirements of Section 3 above. Adjustment for any vacancy of Board members who are officers of the chapter shall be as prescribed by ARTICLE V, Section 6, of these by-laws. The Director of the chapter shall fill the vacancy of the board member who is the editor of the Chapter's newsletter by appointment of a new editor. If the immediate past Director of the chapter is unavailable to serve a predecessor shall serve in order of their precedence. If no past Director is available the immediate past Assistant Director shall serve, and if unavailable a past Assistant Director shall serve in their order of precedence.

ARTICLE V

OFFICERS

Section 1--The titles of the officers of the Chapter shall be Director, Assistant Director, Treasurer and Secretary.

Section 2--The Chapter's general membership shall elect said officers for terms of two years beginning with the chapter's fiscal year on the first of May of odd-numbered years, and they shall serve until the election of their respective successors. Nominations and voting in each election year shall be conducted as follows:

January Business Meeting-- The Director shall announce the appointment of an Election Committee composed of three members, excluding all incumbent elected or appointed officers. The Election Committee shall oversee the nomination and election process, including verification and counting of ballots. If no January meeting is conducted the announcement of the election committee is postponed until the February business meeting.

February Business Meeting- Nominations begin.

March Business Meeting- Nominations are finalized and announced

ARTICLE V, Section 2, continued

April issue of the Gateway Gazette- If no more than one member is nominated for each office an announcement is given that no vote is required and the officers are automatically elected. If more than one member is nominated for any office and announcement is given that ballot voting will take place for the office(s) affected. Unchallenged nominees are automatically elected. Quorum requirements are announced, and absentee voting is solicited.

April Business Meeting- Ballots are issued, if required. Voting results are tallied and announced. The nominee(s) that receive the majority of the votes from the ballots cast shall be declared elected.

May Business Meeting - New officers begin officiating.

Section 3-- Appointive Officers. The Director shall appoint an editor of the Chapter's newsletter publication: "Gateway Gazette". The editor is a members of the Board of Directors. The Director at his/her discretion may appoint an Assistant Treasurer and an Assistant Secretary to serve at their pleasure.

Section 4-- Eligibility. All officers whether elected or appointed must be members in good standing of the (BCA). Upon ceasing to be members in good standing of the BCA, the term of office of any such officer shall automatically terminate.

ARTICLE V, continued

Section 5-- Duties of Officers. The duties and powers of the officers of the Chapter shall be as follows:

DIRECTOR

The Director shall be the chief executive officer of the Chapter and his/her address shall be the official address of the chapter. He/She shall preside at all meetings of the members of the Chapter and shall discharge the duties usually performed by the Director. He/She is a member of the Board of Directors, has the title of "President of the Board", and shall preside over all meetings thereof. He/She shall perform such other duties and possess such other powers as usually pertain to the office of the Director. He/She is responsible for preparing an agenda, determining the location and conducting the Chapter business meetings. The Director is the liaison between the Chapter and the BCA, gathering and distributing reports and information from the BCA Board of Directors and other Chapters, and representing the Chapter at Regional and BCA National meetings. The Director shall approve all expenditures, other than those related to the day-to-day operation of the Chapter, sign, or approve for signature, all correspondence prepared by the Secretary and the Treasurer. He/she shall maintain or delegate the maintenance of a file of all originals of the official documents of the Chapter.

ASSISTANT DIRECTOR

The Assistant Director is second in responsibility to the Director. In case of the temporary or permanent absence of the Director, or inability from any cause to act, the Assistant Director shall perform the duties of Director. He/She is a member of the Board of Directors. The Assistant Director assigns and oversees committees as determined necessary by the Director or by the general membership, except for the Election Committee. The Assistant Director is responsible to count the members present at each chapter business meeting and to oversee all voting counts except those for the election of officers.

ARTICLE V, continued

TREASURER

The Treasurer manages the finances of the chapter, and is a member of the Board of Directors. He/She shall prepare a fiscal-year summary of income and expenses and present this information at the meetings of the Board of Directors and at chapter business meetings. He/She shall deposit all funds received in a bank or banks or other savings institution. The Treasurer shall be responsible to prepare the status of the Chapter account(s), presenting at the chapter business meetings the balance of funds along with the amounts and sources of income and amounts of and identity of those in receipt of expenditures. He/she shall also, on a monthly basis, provide copies of checking account records and bank statements to the Director and one additional Board Member. The Treasurer shall pay all bills, both those related to day-to-day activity and those requiring approval by the Director. The Treasurer secures insurance covering general public liability each year, if any is required. The Treasurer collects all membership dues. The Treasurer prepares all official correspondence related to Chapter financial matters, including tax forms required to be filed with the IRS, and maintains a file of all financial records. The Treasurer collects applications of new members and provides this information to the newsletter editor for the purpose of updating the membership roster. He/she shall at the expense of the chapter give bond for the faithful performance of his/her duties if requested by vote of the general membership.

SECRETARY

The Secretary records the minutes of each Chapter business and Board of Directors meetings, and maintains a file of these minutes. He/She is a member of the Board of Directors. He/She reads the minutes at the next Chapter business meeting when requested by the Director. The Secretary prepares all official correspondence required by the Chapter except that related to financial matters, and maintains a file of this correspondence. The Secretary shall prepare, or delegate the preparation of any By-Law amendments and submit to the IRS any amended By-Laws, and changes in officers and chapter address. The secretary shall also submit to the State of Missouri any amended By-Laws and any State sales tax exemption Registration Change forms for the purpose of reporting changes in officers and chapter address and any State of Missouri Application forms for renewal of an expiring exemption when applicable.

ASSISTANT TREASURER and ASSISTANT SECRETARY

The Assistant Treasurer and Assistant Secretary, if any, shall act in the absence of, or by the direction respectively of the Treasurer or Secretary, as the case may be, and shall perform such other duties as may be assigned by the Director.

ARTICLE V, continued

Section 6-- Vacancies. Any permanent vacancy which may occur shall be filled for the remaining term by nomination at the next Chapter business meeting following the notice of vacancy and under the quorum and voting requirements of Article III, Section 3 and section 4 respectively. During temporary vacancies, and the interim period before a nomination and election of an officer to fill a permanent vacancy, the duties are shared as follows:

Director- All duties are performed by the Assistant Director.

Assistant Director- All duties are performed by the Secretary.

Treasurer- Duties are performed by the Assistant Treasurer. If no Assistant Treasurer has been appointed the Director or other officer having check signing authorization performs the duties of the Treasurer.

Secretary- Duties are performed by the Assistant Secretary. If no Assistant Secretary has been appointed, the duties are performed by the newsletter editor or volunteer from the general membership.

ARTICLE VI

COMMITTEES

Section 1-- Appointment. Unless otherwise specified in these Bylaws, the Director shall appoint all committees.

Section 2-- Committees. Unless otherwise determined by a simple majority of the general membership the Director may, at any time appoint such committees as may be deemed advisable.

Section 3-- Committee Procedures. All members of committees must be members of the Chapter in good standing, and shall serve at the pleasure of the general membership. Each committee shall make its own rules and regulations as to procedure.

ARTICLE VII

MISCELLANEOUS

Section 1-- Membership Fiscal Year. The fiscal year of the Saint Louis Gateway Chapter for membership renewals shall begin on the first day of May each year. Financial records shall be kept on a calendar-year basis.

Section 2-- Conflicts of Interest. The Director, other officer or member of the Chapter shall not receive, directly or indirectly any salary or compensation from the Chapter, either as such officer, director or member in any other capacity. The Director, other officers or members shall not be interested, directly or indirectly, in any contract relating to the operations conducted by the Chapter or the BCA, and in any contract for furnishing supplies thereto.

Section 3-- Reimbursements. The Director, other officers or members, when they request it, shall be reimbursed from Chapter funds for the cost of travel and lodging when representing the Chapter at National BCA meetings, Regional meetings and at the meetings with other Chapters except those that are conducted in conjunction with car shows. All meetings and the purpose for each shall be announced and approved prior to their occurrence by the Director at the Chapter's business meetings. The Director or other officer(s), including appointed officers, when they request it, shall be reimbursed from Chapter funds for costs incurred in carrying out the duties of their office. Costs include, but or not limited to, postage, copies and phone calls. All members, other than officers, when they request it, and when authorized by the Director and the general membership, shall be reimbursed for costs incurred for various Chapter activities, including, but not limited to, the arrangements for the Chapter's tour events.

All reimbursements shall be made only after approval by the Director and submittal to the Treasurer of a detailed written accounting of such costs, including date and amount for each item.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended or altered in whole or in part by a simple majority vote of the members of the Chapter present at any duly constituted meeting, provided notice to that effect shall have been sent 30 days in advance of the meeting to determine their approval. Any member may request a copy of the amended by-laws for their review prior to voting.

Saint Louis Gateway Chapter Charter Date.....	March 1, 1978
1st. By-law Amendment.....	February 3, 1994
2nd By-Law Amendment.....	January 18, 1996
3rd By-Law Amendment.....	December 14, 1997
4 th By-Law Amendment.....	October 1, 2005
5 th By-Law Amendment.....	February 11, 2013
6 th By-Law Amendment.....	March 5, 2018
6 th By-Law Amendment.Revised.....(w/\$200.00 update)....	April 2, 2018