



## **Cape Fear Cruisers Inc. By-Laws Revised November 1, 2020**

### **Article 1 – Name**

The legal name of the organization shall be the CAPE FEAR CRUISERS INC. The Cape Fear Cruisers Inc. is a NOT FOR PROFIT organization, incorporated in the State of North Carolina and is classified by the IRS as a 501(c) (3) public charity. The Club may do business as The Cape Fear Cruisers Car Club or Cape Fear Cruisers.

### **Article 2 – Purpose**

The CAPE FEAR CRUISERS CAR CLUB is a 501(c) (3) non-profit organization located in the coastal town of Southport, NC on the Cape Fear River. Our main purpose is to develop and maintain good relationships within the community by offering assistance to local charitable organizations and individuals in need while enjoying the fellowship of other individuals with an interest in collecting, restoring, modifying and owning automobiles.

### **Article 3 – Membership and Dues**

Section 1: Membership is open to persons interested in the automotive hobby and is not restricted by race, sex, or national origin. Eligibility for initial membership is open to adults 18 years of age and older. This membership allows the adults recorded on the membership application the ability to each vote on club issues and officers. Children under the age of 18 are also included in the Club, however, they are not allowed voting privileges. Application for membership can be self-nominated or recommended by an existing member.

Section 2: Honorary Membership – Prospective Honorary Members shall be nominated and approved by the general membership during a regular Club Meeting. Honorary Members should be members of our community who have been long standing promoters, enthusiasts, and supporters of our Club. They may participate in all club activities, but are not permitted to vote at Club Business Meetings.

Section 3: Dues shall be annual in nature and shall be payable in advance of the beginning of the membership year, which starts on January 1 and ends on December

31 of the same year, or, when applying for membership. Membership applications received between October 1 through December 31 will be required to pay the full membership fee and will receive credit for the coming year membership fee.

Section 4: All moneys collected by the membership, including dues, collection for coffee, foods, etc., and meeting room space, shall be spent only on behalf of the total membership. All satellite groups or private meetings will be expected to carry their own expenses.

Section 5: Membership will be terminated automatically for those members whose dues are not paid by January 31st. In order to rejoin members must still pay the full yearly dues.

Section 6: Members must abide by the rules of the road as determined by NC state, Federal, and local laws when attending any club function. Members are to preserve the reputation of the Cape Fear Cruisers.

#### **Article 4 – Officers**

Section 1: Officers shall be: President, Vice President, Secretary and Treasurer. They shall be identified as the Executive Board.

Section 2: Board of Directors: The Board of Directors shall consist of the Executive Board (Officers) and at least one additional “Director” which shall be known as the “Regular Board”. The Regular Board shall not be limited in size but must, at all times, consist of an odd number of members. Regular Board Directors shall serve one-year terms, shall be nominated and or solicited by the Executive Board (Officers) at the January membership meeting and approved by a simple majority vote of the members present. If the membership is unable to physically meet, all of the actions will be handled via written or electronic means.

Section 3: Candidates for office will be nominated at the November meeting by the general membership and elected at the December meeting. Election of President and Vice President should be staggered to allow a smooth transition to the office. The terms of office will be for two years beginning January 1, at which time all documents and club materials will be transferred to the new officers from the outgoing officers. The outgoing officer will assist when requested by the new officers during the next two months. Officers may succeed themselves if re-elected by the membership.

Section 4: The Board of Directors shall be the governing body of the Club and shall have authority over all Club actions except as specifically outlined herein.

Section 5: The Board of Directors shall be the final authority in all matters pertaining to the interpretation of the By-Laws.

Section 6: Any member of the Board of Directors may be removed from office, provided a written notice is presented to the President or Vice President outlining the reason(s) and stating all known facts regarding the reason for removal. The President or Vice President will read the charges to the membership and ask for a discussion from the membership regarding the matter. The matter will then be voted on at the next membership meeting and will require a two-thirds majority vote of the membership to remove the Board Member. If the membership is unable to physically meet, all of the actions will be handled via written or electronic means.

Section 7: If any Officer or Board Member should resign their duties during their term it will be incumbent upon the Board of Directors to solicit and find a replacement for the remainder of the term of the vacated position. This process is to commence immediately upon the Board receiving notice of resignation. The membership shall be notified and candidates solicited. A majority vote of the members present at the next Membership Meeting will be required to fill the vacancy. Before a formal vote can be taken, the Board of Directors may, at their discretion, appoint a temporary interim replacement should it be deemed necessary for the proper continuance of Club affairs. If the membership is unable to physically meet, all of the actions will be handled via written or electronic means.

## **Article 5 – Meetings**

Section 1: Unless ordered by the Board of Directors or as decided by a majority vote of the members present at a Membership Meeting, meetings of the membership will be held the second Wednesday of each month. If the membership is unable to physically meet, reports and activities will be submitted to the membership via written or electronic means.

Section 2: Regular meetings will follow the following format:

- Call to order
- Pledge of Allegiance
- Treasurer's report
- Old Business
- New Business
- Activities Report
- Committee Reports
- Good & Welfare of Club
- Close

Section 3: At such time as the membership rolls exceed 150, monthly meetings of the Board of Directors will be mandated. These meetings will be in addition to monthly Membership meetings and will occur at a time and location as determined by the Executive Board. Such meetings shall be open to the general membership. Actionable

items shall be voted upon only by the members of the Board. A simple majority of the Board of Directors will constitute a quorum and will be required to vote on actionable items.

Section 4: At such time as the membership rolls exceed 150, all authority for the activities of the Club will reside with the Board of Directors as it deems appropriate except for the following items:

- 4a. Changes in the By-Laws
- 4b. See Article 9A, Section 5
- 4c. See Article 9B, Section 4
- 4d. Dissolution of the Club
- 4e. Chapter elections

## **Article 6 – Duties of Officers**

### ***President***

- Presides over all Membership, Special, Board of Directors and Executive Board meetings
- Must keep meetings orderly and to the point so Club business will get accomplished in a timely fashion
- Authenticates all legally binding actions of the club
- Appoints such special committees as are necessary in carrying out club programs
- Provides for an audit of books by appointing someone from the general membership. See Article 6, Auditor.

### ***Vice President***

- To be aware of the duties of the President and to serve as Chairman of meetings in the absence of the President
- Oversees membership by reviewing new member applications, conducts new member orientation, maintains the membership list, and tracks payment of membership dues.

### ***Secretary***

- Keeps minutes of all Executive Board, Board of Directors, Special and Membership meetings and publishes by electronic media the minutes to all membership
- Writes letters concerning Club business as directed by the President or Executive Board
- Send e-mail communications to members as needed
- Keep all records and issue notice for election of Officers

- Provide copies of the Club By-Laws to all members.

### ***Treasurer***

- The Treasurer is solely responsible for making deposits and keeping funds of the Club in a specified bank account, makes payments from the Club account as necessary. There will be one other person who will be allowed to make such deposits and write checks. This person shall be appointed by the Executive Board but must be a Regular Board member.
- Collects dues and fees
- Has charge of all funds and pays bills upon the approval of the Executive Board and or the membership as applicable. See Article 9.
- Reports all receipts and expenditures at regular meetings
- Files applicable IRS forms and documents based on our 501.c.3 nonprofit status
- Maintains ownership of the PO Box key
- Prepares and presents an annual budget for membership approval in February by a majority vote of the members present at a Membership Meeting. If the membership is unable to physically meet, reports and activities will be submitted to the membership via written or electronic means
- Makes a written report of all receipts and expenditures annually.

### ***Auditor – Appointed Position***

- The auditor shall be responsible for conducting an annual audit of the Clubs financial transactions and records. The office of Auditor shall be someone other than the Treasurer and preferably someone not currently an Officer.
  - a. Should the Treasurer resign before their term has expired the President shall immediately call upon the Auditor to conduct an audit.
  - b. The Clubs financial books may be audited at any time for good cause.

### ***Directors:***

- Shall attend all regular board meetings
- Shall act as a trusted advisor to the Executive Board.

## **Article 7 - Amendments**

Section 1: By-Laws may be revised or amended at any time but requires a two thirds majority vote of the entire membership. Proposed changes or amendments shall be provided to the membership, in writing or by electronic means at least one month before any changes or amendments can be held. The formal vote shall be taken at a Membership meeting. Voting shall be in person and or by written proxy received by the Executive Board.

## **Article 8- Event Participation**

Vehicles must follow strict safety guidelines when participating in club events such as cruising or shows.

## **Article 9- Club Accounts**

The Club shall have two (2) financial accounts and shall be known as, Club General Operations and Club Charitable.

Article 9A: Club General Account:

Section 1: This account will consist of all monies related to the direct operations of the Club and shall consist of, but not limited to, membership dues, monetary and non-monetary donations earmarked expressly for Club use, Club merchandise, utilities, meeting place fees, franking and bookkeeping. All efforts shall be made to maintain this account in a balanced or positive disposition. Monies from this account may be used for Club approved charitable purposes but in no circumstance may a measure be allowed to deplete the account.

Section 2: Expenditures of less than or equal to \$100.00 from the Club General Operation Account must be approved by the President or any Officer other than the Treasurer.

Section 3: Single item expenditures from this account in excess of \$100.00 but no more than \$500.00 must be approved by the Board of Directors.

Section 4: Single item expenditures from this account in excess of \$500.00 but no more than \$2,000.00 must be approved by a majority vote of members present at a regularly scheduled Membership meeting or by proxy (written or electronic) received by the President.

Section 5: Single item expenditures from this account in excess of \$2,000.00 must be approved by a simple majority vote of the entire membership, the action being published

by written or electronic means at least one month prior to the next Membership meeting. Votes may be in person or by proxy (written or electronic) received by the President.

#### Article 9B: Club Charitable Account

This account will consist of all donations both monetary and non-monetary received by the Club and solely earmarked for donation by the Club to Charities.

Section 1: No member may benefit in any way from the disbursement of funds from this account.

Section 2: All charitable disbursements, regardless of the amount, must be presented to the general membership for approval. Votes may be in person or by proxy (written or electronic) received by the President

Section 3: Lump sum disbursements from this account of less than or equal to \$1,000.00 require a simple majority vote of members present at a regular membership meeting or by proxy (written or electronic) received by the President.

Section 4: Lump sum disbursements from this account in excess of \$1,000.00 require a simple majority vote of the entire membership or by proxy (written or electronic) received by the President.

Section 5: All efforts must be made to fully disperse all donations received during the calendar year by January 1<sup>st</sup> of the following year.

#### **Article 10 – Club Dissolution**

Section 1: The dissolution of the Cape Fear Cruisers may only be accomplished by a two thirds majority vote of the entire membership.

Section 2: Should such action be mandated by the membership the Executive Board shall be empowered by the Membership to take all required actions to legally dissolve the Club.

Section 3: After meeting all monetary obligations required to dissolve the Club, any remaining funds from both the Club Operation and the Club Charitable Accounts shall be dispersed to a charity or charities as so voted upon by the Membership.



Above By-Laws are hereby endorsed by the Board of Directors;

Peggy Lilly: Peggy Lilly

Robert Ryan: Robert P Ryan

Gail Lippincott: Gail Lippincott

Dave Lippincott: Dave Lippincott

Dennis Faver: Dennis Faver

Jim Hunt: Jim Hunt

Rich Largent: Rich Largent