

# **BY-LAWS OF THE NEW ENGLAND REGION CADILLAC & LASALLE CLUB, INC.**

Revision 0: January 7, 2010  
Revision 1: January 9, 2012  
Revision 2: February 8, 2014  
Revision 3: April 7, 2018  
Revision 4: September 8, 2018

## **ARTICLE I: Name**

The name of the organization shall be the **New England Region Cadillac & LaSalle Club, Inc.** hereinafter called the **Club** or **NERCLC**.

## **ARTICLE II: Purpose**

The object of the **Club** shall be to promote the friendship of people interested in both antique and modern Cadillac and LaSalle automobiles; to promote public interest and support; and to serve, assist, and benefit members of the **Club** in all phases of Cadillac and LaSalle auto restoration, operation, and ownership.

NERCLC does not distinguish between antique, classic, modified, stock, original, or any other term commonly used in the car hobby; the **Club** supports equally all Cadillac and LaSalle automobiles and their owners, regardless of year of manufacture, condition, or other factor that some organizations use to limit membership.

## **ARTICLE III: Board of Directors**

The business and affairs of **NERCLC** shall be controlled by a Board of Directors (Directors). The Board of Directors shall consist of six (6) members in good standing, which shall include the Officers, General Board member and the immediate past President of **NERCLC**.

The official term of office for each Director shall be two (2) years. The Office of President shall have a term limit of six (6) consecutive years. All Directors shall hold office until the expiration of the term for which each was elected, and a successor has been duly installed in said office or until they no longer hold the position to which they were elected for reason of resignation or removal from office for cause. In the event the current President is re-elected as President, the previous Immediate Past President shall remain in place, and continue to serve as a member of the Board of Directors.

## **ARTICLE IV: Meetings**

There shall be an Annual Meeting of the **Club** held on a date and at a location specified annually by the Directors. There shall be regular meetings, called Member Meetings, held on various dates and at various locations throughout the year at the discretion of the Directors. Member Meetings may be held in conjunction with other scheduled events or they may be scheduled as stand-alone events. Special meetings may be called by a majority of the Directors whenever deemed necessary. The Annual Meeting may include the presentation of special member recognition awards. All members shall be notified of all meetings by the **Club** newsletter, e-mail, and/or website.

The Board of Directors shall meet to conduct business of the Club regularly as determined by the Directors. Members may be invited to Board of Directors meetings but have no voting rights and cannot make or second motions.

## **ARTICLE V: Elections**

A special Member Meeting shall be held every two (2) years (even years, beginning 2010) in September for the purpose of nominating Directors.

The Officers shall appoint an Election Chairman to be responsible for collection and counting of the ballots. This individual must be a Full Member and shall not be an Officer or candidate for office.

To qualify as a candidate for office, all prospective candidates shall be a Full Member and be present at the September nomination meeting, including candidates nominated from the floor. Any Full Member who wishes to be nominated for an office but is unable to be present when nominations are made, must submit in writing to the Election Chairman a letter stating the office he/she would like to be nominated for. Also, a member present at the time of the nominations must nominate the absent member and it must be seconded. The name will then be added to the ballot. All nominations will be made and closed at the September meeting (every second year).

Elections shall be recorded by means most appropriate as determined by the Election Chairman. In the event an office is not contested (only one candidate nominated for said office) a vote of the Membership is not required. Elections will open November 1 and close November 30. Ballots must be returned and counted by December 31. The election results shall be reported to the Board of Directors by the Election Chairman within fifteen days of ballots being counted.

Newly elected Officers shall take office on February 1.

## **ARTICLE VI: Officers of the Club and General Board Member.**

The Officers of the **Club** shall be: President, Vice-President, Treasurer, and Secretary.

The **President** shall be the presiding Officer of the **Club**. The President shall act as chairperson of the Directors and shall call meetings of the Officers or Directors whenever he/she deems it necessary. The President may be a member of any committee at his/her own choosing. The President shall appoint all committee chairpersons, with the approval of the Officers. The President may appoint at least two members to act as interpreters of *Robert's Rules of Order* during the monthly meetings.

The **Vice-President** shall fill the vacancy of the position of any absent officer and shall perform the standard duties of that office. If a vacancy occurs in the office of the Vice-President, an interim Vice-President shall be appointed by the President, with the approval of the Officers.

The **Treasurer** shall receive all monies due the **Club**, and pay all bills approved by the Directors in the name of the **Club**. The Treasurer shall make a detailed report of all receipts and disbursements at each regular Board of Directors meeting and at such other times as the Directors may direct.

The **Secretary** shall maintain all correspondence and have charge of all documents belonging to the **Club**. The Secretary's Report may include, at the Secretary's discretion, the report of the Treasurer, number of members and guests present at each meeting, all business transactions and all standard items and accounts expected in a Secretary's report. The Secretary's reports are automatically approved once published in the **Club** newsletter and without exception from a Full Member within 30 days.

A **General Board Member**, elected at large, shall assist the Board Officers with various club responsibilities as agreed by the General Member and a majority of the Board of Directors. The General Member will be a member of the Board of Directors and will have full voting rights and his / her attendance will count towards a quorum.

The **Immediate Past President** shall serve in an advisory capacity and shall be a nonvoting member of the Board of Directors, In the event of a vacancy of a voting member of the Board of Directors, the Immediate Past President shall become a voting member, limited to one vote per matter until the vacancy is filled. Only when eligible to vote, shall the Immediate Past President's attendance count towards a quorum.

**Vacancies:** Vacancies that occur on the Board of Directors in between annual meetings, shall be temporary filled by an appointment of a majority of the remaining Board members in attendance, at the Board meeting in which the temporary appointment is voted on. Board members serving in temporary appointments will be put to a vote before the membership, at the next annual meeting.

**Removal:** Board members must attend every Board meeting or be excused. Any Board member who shall have been absent from (3) consecutive regular meetings of the Board of directors without just cause as determined by the Board of directors shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these bylaws; however, the Board of Directors shall consider each absence of a Board Member as a separate circumstance and may expressly waive such absence by a majority vote of the members present at that meeting. Board Members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by a majority vote of the Board members present at a Board meeting.

All **Club** committees or individuals conducting **Club** functions or business must submit a proposed budget or expense account to the Officers for approval. Checks may then be issued by the Treasurer, within the boundaries of the budget. Budgetary overrides must be approved by a simple majority of the Officers before any further funds are allocated. At the cessation of the committee's business, unused monies will be transferred back to the **Club's** general operating fund.

It shall be the duty of the Officers to see that no appropriations shall exceed the amount of funds on hand.

The Board of Directors shall hold annually a special meeting to review all pertinent books and records prior to the preparation of required government forms and establish an operating budget for the following fiscal year. At the discretion of the Directors by simple majority vote, Club records may be submitted for an external review. The Treasurer shall be responsible for ensuring all required forms are filed timely in accordance with the law. The corporate year-end shall be December 31.

## **ARTICLE VII: Committees and Appointees**

The following shall be standing committees and appointees:

- (a) Tour Committee: It shall be the duty of the Tour Chairperson and committee to organize, plan, and direct all tours sponsored by the **Club**. The Tour Chairperson is appointed by the Officers.
- (b) Public Relations Committee: It shall be the duty of the Public Relations Chairperson and committee to inform the local media and other auto clubs regarding activities that may interest the public. The Public Relations Committee is appointed by the Officers.
- (c) Annual Meeting Committee: It shall be the duty of the Chairperson and committee to plan and organize the Annual Meeting. The committee shall pick the date, time, place, menu, entertainment, gifts and awards with the approval of the Officers. The Annual Meeting Committee is appointed by the Officers.

- (d) Show Committee: It shall be the duty of the Show Committee to develop plans and to implement those plans for any show in which the **Club** hosts. The Show Committee is appointed by the Officers.
- (e) Newsletter Editor: It shall be the duty of the Newsletter Editor to produce, publish, copy, and distribute the **Club** newsletter. The name of the newsletter shall be *Cadillac Past* and there shall be a minimum of 8 issues per year. The Newsletter Editor is appointed by the Officers. At the discretion of the Officers, the Editor may receive appropriate financial compensation.
- (f) Chief Judge: It shall be the duty of the Chief Judge to form a Judging Committee, complete judging at **Club** shows and events, conduct judge education sessions, and complete other tasks associated with official car judging. The Chief Judge is appointed by the Officers.
- (g) Web Master: It shall be the duty of the Web Master to maintain the **Club** website, known as *nerclc.com* and any other domains owned by the **Club**. The **Club** owns the domain *nerclc.com*. The Web Master will also maintain the **Club** e-mail address, which is *info@nerclc.com* and any other e-mail addresses owned by the Club. The Web Master is appointed by the Officers. At the discretion of the Officers, the Web Master may receive appropriate financial compensation.
- (h) Election Chairman: It shall be the duty of the Election Chairman to oversee the elections of Officers as described in Article V of these By-Laws. The Election Chairman may form a Nomination Committee, members of which shall not be an Officers or a candidate for office, to assist in gathering nominations for Officers. The Election Chairman shall be appointed by the Officers.

## **ARTICLE VIII: Membership**

Full Members are members in good standing of both **NERCLC** and the Cadillac & LaSalle Club, Inc. (CLC). Full Members shall have a CLC membership number.

**Club** membership shall be handled by the Treasurer. The Treasurer shall accept and process all applications for the membership and shall collect all fees accompanying such applications.

Membership allows the individual full participation privileges to **NERCLC** including participation in Officer Elections. This member may attend and contribute to regular **Club** meetings and events, uphold the By-Laws and standards of **NERCLC**, and promote the knowledge and enrichment of the Cadillac and LaSalle brand.

All applications for membership in the **Club** shall be in writing on a **Club** application. All applications for membership shall be referred to the Treasurer who shall read

applications for new members at the next Board meeting at which time any objections to the approval of the application will be heard, discussed, and voted on by the Officers. If the application is approved, the applicant becomes a member immediately.

There will be no limit on the number of total members.

Membership shall be annually beginning February 1 and ending January 31. New Members applying after September 1 of the current membership year will be credited as an application for the upcoming membership year.

Any member of the **Club** who fails to subscribe to the object of the **Club**, as outlined in ARTICLE II, **acts** in a manner that puts the **Club** or its members at legal peril, engages in behavior that is unbecoming of the **Club** while at **Club** events or meetings, or blatantly disregards the decisions of the Directors shall, upon a majority vote of the Directors, be expelled from the **Club**, and may, by a majority vote of the Directors, be reinstated at any time.

## **ARTICLE IX: Meeting Agenda**

The presiding officer shall conduct each Board of Directors Meeting as follows:

1. Opening of the meeting and introduction of guests.
2. Secretary's Report of the previous meeting.
3. Report of any correspondence.
4. Treasurer's Report: prior balance, income, expenses and present balance.
5. Membership Report: new members, applications for membership.
6. Committee Reports.
7. Old Business.
8. New Business

*"Robert's Rules of Order"* unless waived, shall conduct all meetings.

Member Meetings do not need to follow any such agenda but should include a summary of activities or business of interest to members.

## **ARTICLE X: Quorum**

A quorum of Directors is required to conduct **Club** business and is achieved with 3 out of 5 Directors present.

Due to the geographic complexity of the **NERCLC** membership, a quorum for Member Meetings shall be defined as at least seven (7) members.

## **ARTICLE XI: By-Laws**

All By-Laws are to be adhered to. Amendments to these By-Laws may be introduced by any member by submitting the amendment(s) in writing to the Secretary of the **Club**. Any Amendment(s) shall be discussed/reviewed by the Directors. Prior to the Directors voting on a proposed amendment (s), the proposed amendment (s) will be published in the Club newsletter. During the period between Board meetings, in which the amendment (s) were published in the club newsletter, full members may provide comments / support or objections to the changes in writing to a director.

## **ARTICLE XII: Dissolution**

In the event that no meeting or event of the **Club** is held for twelve (12) consecutive months, the **Club** shall be considered dissolved and the most recent Directors shall meet and designate that all properties and assets of the **Club** shall be distributed equally to Full Members as of the day of the last known meeting (considered the day of dissolution).

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