

**Corvallis Historic Auto Club
Corvallis, Oregon**

CONSTITUTION

Final: September 2, 2024

ARTICLE I – Name

The name of this Club shall be **CORVALLIS HISTORIC AUTO CLUB of Corvallis, Oregon**, also known as the CHAC.

ARTICLE II – Purpose

This Club is organized and incorporated as a nonprofit organization for the mutual benefit of its members and the interest in all cars, their preservation and restoration, the extension of knowledge concerning them, and related activities.

ARTICLE III – Officers/ Board of Directors

Section 1. The officers of this Club, elected by membership, shall be a President, a Secretary, a Treasurer, and the most immediately available Past President. The Member-at-Large is appointed by the President. Up to two individuals may share the duties of any officer position but collectively retain voting power of one officer, except when voting as a general member.

Section 2. The Board of Directors consists of five members in good standing filling five positions: President, Secretary, Treasurer, immediate Past-President and one Member-at-Large.

Section 3. The term of office for officers of the Club and for the Board of Directors shall be one year to coincide with the fiscal year of the Club.

ARTICLE IV – Membership

Section 1. There shall be two classes of membership: Individual and Life.

Section 2. Individual memberships may be granted to persons who are 18 years and older who pay annual membership dues. Each membership has one vote at general membership meetings.

Section 3. A Life membership may be granted to a person who has been recommended by the Board of Directors for a Life membership and approved by a majority vote of the members present at any meeting of the Club. To merit such election, the candidate must have added significantly to the objectives of the Club per Article II of the Club constitution. Membership voting for Life Members will be conducted via a secret ballot at any membership meeting. Life members will pay no annual dues.

Section 4. The Board of Directors shall have the power by vote of a majority of its members to suspend, expel or to terminate a membership application or the membership of any member for conduct which in the Board's opinion disturbs the order, dignity, business harmony, or impairs the good name, popularity, or goodwill of the organization. In the event a member is suspended from the organization as provided under this section, said member may upon petition to the Board of Directors have their situation reviewed by the entire membership present at the subsequent meeting. The majority vote of the members present shall be final.

ARTICLE V – Dues

Section 1. All dues shall be paid to the Treasurer on or before July 1 of the calendar year, and shall become delinquent on September 1 of the same year. Members who are delinquent with dues will not be allowed to attend Club events or vote during general membership meetings. Failure to pay dues by September 1st is cause for termination of membership.

Section 2. Dues for annual membership can be changed from year-to-year by action of the Board of Directors.

ARTICLE VI – Fiscal year

The fiscal year of this Club shall be from July 1st 1 through June 30th.

ARTICLE VII– Dissolution

In the event of dissolution of this Club, funds remaining in the treasury shall be applied to any obligations of the Club. Any assets remaining after such payment of obligations shall be donated to groups or organizations as decided by remaining members.

CORVALLIS HISTORIC AUTO CLUB BYLAWS

ARTICLE I – Policy

Section 1. The Board of Directors shall manage the affairs of the Club.

Section 2. *No obligations shall be incurred in the name of this Club without the approval of the Board of Directors.* All persons or businesses extending credit to, contracting with, or having claim against the Club, shall look only to the funds and property of the Club for payment of any such contracts, claim, judgment, damage, decree or causes of action, or any money that may in any way become due and payable from the Club. Reimbursement for any expenditures on behalf of the Club of \$100 and over requires a written expense form submitted to and approved by the Club Treasurer in advance. Neither the members of the Club, the Board of Directors, nor officers, past, present, and future shall be personally liable for any debts set forth except to the extent of their unpaid dues.

Section 3. The Board of Directors shall maintain a 33% cash reserve of all cash assets available June 1 on each year, which will include all accounts receivable from current swap meet and after deducting all accounts payable or a minimum dollar amount equal to the previous year's expenses for the swap meet, official publication, and meeting space expenses, whichever is greater. The cash reserve shall only be used for the next year's swap meet/car show expenses, official publication, postage, accounting services and meeting space expenses.

Section 4. An officer vacancy occurring on the Board of Directors shall be filled by the nomination of a candidate by the Board of Directors and subsequent approval by a majority vote of membership.

ARTICLE II – Duties of the Board of Directors and Club Officers

Section 1. The Board of Directors shall be responsible for all Club property: the inventory, storage, transportation, and other activities relating to properties and supplies belonging to the Club.

Section 2. The President or designated representative shall preside at all meetings of the Club, shall sign all contracts made on behalf of the Club, and shall perform such other duties as may be required in the bylaws or by the membership.

The President shall verify Club liability and E&O insurance in the amount of \$2,000,000.00 is maintained unless changed by the Board of Directors.

The President shall appoint a Member-at-Large to the Board of Directors.

Section 3. The Secretary shall keep minutes of all Club meetings and distribute them to the Board and general membership in a timely manner. The Secretary shall keep an up-to-date directory of all members and distribute the directory quarterly to the general membership.

Section 4. The Treasurer shall collect dues, keep a record of paid members, retain all receipts, make monthly reports to both the Board and membership, prepare monthly and annual reports, and prepare a budget for the following fiscal year. The Treasurer shall annually renew our assumed business name, and file our 990-N non-profit tax statement. The Treasurer shall provide to the Secretary a copy of each new membership application.

The Treasurer shall also prepare the annual corporation report for the State of Oregon on the anniversary of incorporation, Nov 22. The Treasurer shall also prepare a current year final budget, which will be approved by the board and made available to members in June. All statements shall be preserved and turned over to the succeeding Treasurer.

Section 5. The Member-at-Large shall provide support to the President or any Board Member. They shall attend Board meetings, can join committees, and can become a committee chairperson. The Member-at-Large is a full voting member of the Board and will represent the membership at the Board Meetings.

Section 6. The immediate Past-President shall provide the incoming officers with the knowledge needed to administrate the Club activities, and shall attend Board meetings, can join committees, and can become a committee chairperson. The immediate Past-President is a full voting member of the Board. If, for any reason, the immediate Past President is unable to serve in this role, then a Club President from previous years may be chosen to fill the position.

Section 7. The immediate Past President will substitute for the President if the President is unable to attend a meeting due to illness etc. Likewise, the Treasurer and Secretary can fill in for each other in the event of illness or absence.

ARTICLE III – Meetings

Section 1. Monthly meetings shall be held on the fourth Monday of each month unless a necessitated change is in order. There is no membership meeting in December.

Section 2. The Annual Meeting shall be held on the fourth Monday of June or as called by the President and Board of Directors. The business to be transacted at the Annual Meeting will be the installation of officers, reports of officers and committees and other such business that may come before the meeting. Notice shall be distributed to members, either written and/or email, in good standing at least ten days before the date of the meeting, stating the date, time and place.

Section 3. Special meetings of the Club may be called by the President whenever directed by the Board of Directors. Notice shall be distributed at least five days before the date of such meeting.

Section 4. The number of members necessary to constitute a quorum at any membership meeting shall be 25% of members in good standing in the Club. Two thirds of the members present will be necessary to adopt or amend the bylaws or constitution. No proxy voting will be allowed.

Section 5. Meetings of the Board of Directors shall be held monthly.

ARTICLE IV – Depositories

Section 1. The Board of Directors shall designate the bank in which the Club funds are kept.

Section 2. The checks written upon the bank account shall be signed by any two of the following Board members: Treasurer, President, Secretary, and Past President.

ARTICLE V – Miscellaneous

Section 1. Refreshments at the regular meeting shall be furnished by member volunteers; reimbursement for refreshments up to \$25 may be provided by the Club upon request.

Section 2. There shall be no consumption of alcohol of any type, no recreational drugs, and no marijuana allowed at any Club-sponsored function. There are no exceptions to this rule.

Section 3. Any drivers on CHAC tours shall be compliant with all motor-vehicle licenses, registration, and insurance laws applicable for themselves, their vehicles and the jurisdictions encountered during the tours. No driver under the age of 21 will be allowed to lead club events.

Section 4. CHAC shall not hold any responsibility for any auto accidents or tickets incurred by an individual while on CHAC outings.

Section 5. Vehicle display: if the display of vehicles owned by members is for the benefit of a charitable or non-profit organization, there will be no charge to that organization for such display of vehicles.