

## BY-LAWS

### Rebels Auto Club

#### ARTICLE I OFFICES

**Section 1. Principal Office.** The principal office of the Corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster.

**Section 2. Registered Office.** The registered office of the Corporation required by The Nebraska Business Corporation Act to be maintained in the State of Nebraska may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

#### ARTICLE II MEETINGS

**Section 1. Annual Meeting.** The annual meeting of the Corporation shall be held each year, at an hour to be designated and shall be for the purpose of electing the officers/directors and such other typical corporate business as may come before the meeting. If the election is not held on the day designated then the Board of Directors shall cause the election to be held at a special meeting of the Corporation as soon thereafter as may conveniently be held.

**Section 2. Special Meetings.** Special meetings of the Corporation, for any purpose may be called by the President or by any three members of the Board of Directors, and shall be called by the President at the request of ten of the members entitled to vote at any such meeting.

**Section 3. Place of Meeting.** The Board of Directors may designate any place within Lancaster County Nebraska, as the place of meeting for any annual or special meeting.

**Section 4. Notice of Meeting.** Written or printed notice of a meeting stating the type, place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three nor more than fifty days before the date of the meeting, either personally, by e-mail or regular U.S. mail to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. Notice by e-mail shall be deemed delivered when sent. All mail shall be sent to the address provided by the member.

**Section 5. Quorum.** Twenty per cent of the members of the Corporation attending in person or by proxy, shall constitute a quorum at any meeting of the Corporation. If there are less than twenty per cent of the members represented at a meeting, a majority of those so represented may adjourn the meeting to another date and time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members resulting in the presence of less than a quorum.

**Section 6. Proxies.** At all meetings of the Corporation a member may vote by a written proxy. Such proxy shall be filed with the Secretary of the Corporation before or

at the time of the meeting. No proxy shall be valid after two months from the date of its execution.

**Section 7. Action without Meeting.** Any action required to be taken at any meeting of the Corporation, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the total membership plus one, of the those entitled to vote.

### **Article III MEMBERSHIP**

**Section 1. Membership.** Each individual person who is a paid member shall be entitled to membership in this Club. Rules of conduct, membership rights and responsibilities and other matters relating to membership shall be set forth in the "Rules of Membership". Membership shall be subject to payment of annual dues and other requirements as set forth in the "Rules of Membership". There shall be no discrimination of membership based on sex, age, ethnic origin, race or religion. Membership shall be open to all who agree to abide by the "Rules of Membership" and the laws of the state and nation maintaining good behavior so as not to bring disfavor upon other members or the club.

Non-voting Honorary recognition of past members may be granted by the Board of Directors subject to approval by a vote of the Club members at any time and said Honorary members may attend Club events without cost, if approved by the Board.

**Section 2. Dues.** The Board of Directors, with approval of the membership, shall determine the annual dues for membership in the Club and prescribe the date for the payment of said dues. Payment of the dues as are prescribed by the Club shall be required in order to exercise the voting membership right of each member. The Board of Directors shall determine whether or not a member is delinquent in the payment of said dues and by reason thereof disqualified to vote.

**Section 3. Amendment of "Rules"** In order to amend the "Rules of Membership" or take other significant Club related action said proposals shall be presented at a prior regular club meeting or at least thirty (30) days in advance of any such vote on said proposal.

#### **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors.

**Section 2. Number.** The number of directors shall be as determined by the Board and shall consist of not less than five nor more than nine, consisting of at least, a President, Vice-President, Secretary, Treasurer and Coordinator and if any, Directors-at-large .

**Section 3. Election and Term of Office.** The officers and directors shall be elected at each annual meeting of the Corporation and shall hold office until removed or until their

successors are respectively elected and qualified; **provided**, nothing contained herein shall in any way bar the re-election of incumbent officers or directors.

**Section 4. Qualifications.** All officers and directors shall be required to be an individual who has been an active member for a period of at least twelve (12) months prior to their election. In order to be eligible for a position as an officer on the Rebel Board of Directors the nominee must not be currently serving a term as an officer of another automobile or car club.

**Section 5. Regular Meetings.** A regular meeting of the Board of Directors may be held without notice other than required by these By-Laws immediately after, and at the same place as, the annual meeting of the Corporation. The Board of Directors may provide, by resolution, the time and place, for the holding of such additional regular meetings without other notice than such resolution.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the President, any three directors or *ten* voting members. The person or persons who called such special meeting of the Board of Directors may fix the time and the place for holding such special meeting of the Board.

**Section 7. Notice.** Notice of any special meeting shall be given at least ten (10) days prior thereto by written notice delivered personally, mailed or e-mailed to each director at his/her membership roster address, or other wire or electronically transmitted facsimile procedure. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If

notice is given by e-mail, wire or other electronically transmitted facsimile copy procedure, such notice shall be deemed to be delivered when the same is delivered to the transmitting network, internet or other electronic system.

Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum.** A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Meetings via telephonic conference involving three-fourths majority of the Board are hereby authorized to transact any required business of the Board.

**Section 9. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 10. Vacancies.** Any vacancy occurring in any office or other position on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum, of the Board of Directors. A director or

officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose. A tie vote for the election of any officer or member of the Board shall be decided forthwith by a majority vote of the then present Board of Directors.

**Section 11. Compensation.** By resolution of the Board of Directors, the directors and officers may be paid their necessary expenses, if any, incurred on behalf of the corporation with prior approval of the Board. Any officer, member or director who serves the Corporation in any other capacity or incurs expenses for and on behalf of the Corporation may receive reimbursement therefore, if approved in advance by resolution of the Board.

**Section 12. Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action.

**Section 13. Presiding Officer.** The President of the Corporation shall be the Chairperson of the Board of Directors and shall preside at all of its meetings. The Vice-President shall act in the absence of the President.

**Section 14. Dispensing with Meetings.** Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of directors may be dispensed with and the corporate action may be carried forward if each director consents in writing to a written vote on the action without a meeting of directors and such written consent is filed in the corporate minute book.

## **ARTICLE V ORDER OF BUSINESS**

**Section 1. Order of Business.** The order of business at all meetings of the Corporation and directors shall be:

1. Reading of the minutes of the previous meeting.
2. Consideration of financial statements and reports.
3. Reports of officers.
4. Consideration of unfinished business.
5. Consideration of new and miscellaneous business.
6. Election of directors and officers, if that be an item of business.

**Section 2. Rules of Order.** The latest edition of ROBERT'S RULES OF ORDER shall be determining procedure in all meetings of the Corporation and the Board of Directors.



## ARTICLE VI OFFICERS

**Section 1. Number.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, Treasurer and Coordinator. The Board of Directors may also include any Directors-at-Large who have been elected.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected at the annual meeting of the Corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Beginning January 1, 2012 the position of President, Treasurer and one of the two Directors at Large (also known as Director at Large B) will be elected for the 12 month period ending 2012. The Vice President, Secretary, Coordinator and the remaining Director at Large (also known as Director at Large A) shall be selected to serve during the years 2012 and 2013. All terms thereafter shall be for a period of 2 years.

*(Approved 9-22-2011)*

Any member of the Board of Directors who is currently serving in a position on the Board of Directors may be a candidate for any other position on the Board of Directors without having to resign from their current position. In the event they are elected to the new position, their shall be deemed a vacancy in their prior position. In the event they

are not elected, they shall be entitled to serve out their existing term. (*Approved 11-28-2012*)

**Section 3. Removal; Resignation.** The Board of Directors may remove any officer or board member when in its judgment the best interest of the Corporation will be served thereby.

**Section 4. Vacancies.** Any vacancies occurring in any office or position on the Board by death, resignation, removal or otherwise, may be filled for the unexpired portion of the term by the Board of Directors at a special meeting of the Board called for such purpose but such vacancies need not be filled until the next annual meeting if the Board of Directors does not deem it advisable to fill the vacancy prior to that meeting.

**Section 5. Salaries.** There shall be no salaries for the officers or directors of the Corporation acting in their official capacities.

**Section 6. President.** The President shall be the chief executive officer of the Corporation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation and control of its several officers. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to the President or the Board of Directors.

**Section 7. Vice-President.** At the request of the President, or in his/her absence or disability, the Vice-President shall perform all the duties of the President.

When so acting the Vice-President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned to him/her by the Board of Directors or the President.

**Section 8. Secretary.** It shall be the duty of the Secretary to keep an accurate record of the proceedings of all members' and directors' meetings; give all notices required by law or these By-Laws; keep a proper membership roster and assist in keeping the records of the Corporation and its correspondence. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time-to time may be assigned to him/her by the Board of Directors or the President.

**Section 9. Treasurer** The Treasurer shall have custody of the Corporation's funds and securities; keep full and accurate accounts of all receipts and disbursements of the Corporation, an inventory of assets and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as ordered by the President and the Board of Directors; taking proper vouchers for disbursements; and prepare all statements and reports required by law or by the President or the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him/her by the Board of Directors or the President.

## **ARTICLE VII PURPOSE**

**Purpose of the Club.** The members of the club are those persons in the community who agree to abide by the "Rules of Membership" and are interested in the ownership and preservation of all types of motor vehicles including classic, modified and performance vehicles. The Club participates in Club and civic activities which include car shows, cruises and garage activities which allow members, participants and guests an opportunity to demonstrate or learn about automobiles, their repair and maintenance. The Club provides charitable, social, recreational, hobby and civic opportunities to participate in activities which will enhance the community through projects that will contribute to the community betterment such as assisting youth within the community to become educated in the area of automobile mechanics and repair; providing positive sponsored activities for youth and adults; initiating, assisting or fostering other worthy civic projects that generally enhance civic pride and devotion to the principles upon which the nation was founded.

## **ARTICLE VIII Seal**

**Seal.** The Corporation shall have a corporate seal which shall be in the form of a circle with the name of the Corporation, **REBELS AUTO CLUB**, inscribed thereon.

## **ARTICLE IX Waiver**

**Waiver of Notice.** Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these By-Laws or under the

provisions of the Articles of Incorporation or under the provisions of the Nebraska Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X Fiscal Year**

**Fiscal year.** The fiscal year of the Corporation shall end each year on the last day of the month as determined by the Board of Directors.


**Article XI Amendment**

**Amendment of By-Laws.** These By-Laws may be amended, altered, supplemented or repealed by a majority vote of the members at any regular or special meetings upon due Notice.

Adopted at a meeting of the members held on the 24th day of October, 2007, to become effective December 31, 2007.

  
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Secretary

ATTEST:

  
\_\_\_\_\_  
President  
Revised 10/24/07  
Revised 11/28/2012