

**BYLAWS OF THE
MINNESOTA OLDSMOBILE CLUB**

As amended through February 1, 2009

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**BYLAWS
OF THE
MINNESOTA OLDS CLUB
a Minnesota nonprofit organization
(the “Organization”)**

**ARTICLE 1
DEFINITIONS**

Section 1.1 **Active Member** means those who have paid MOC dues. Active members are entitled to receive the Organization newsletter and to receive notice of Organization activities. Any Active Member may be called upon, or be appointed, to serve in some capacity to aid MOC.

Section 1.2 **Associate Member** means spouse and minor children (under 18 years of age) of an active member. Associate Members are entitled to participate in Organization functions in conjunction with Active Members without additional dues and must share the same newsletter with the Active Member at the same address. Associate Members may become Active Members by paying regular Membership dues in both OCA and MOC.

Section 1.3 **Honorary Member** means persons who have made significant and enduring contributions to OCA, MOC, and the automotive history or hobby, and are designated as such by the Board of Directors. Honorary Members are entitled to the same rights and privileges as Active Members and need not pay MOC dues.

Section 1.4 **MOC** means Minnesota Olds Club.

Section 1.5 **OCA** means The Oldsmobile Club of America, Inc., the parent organization.

ARTICLE 2
PURPOSE

Section 2.1 **Purpose.** The purpose of the MOC shall be to develop a program in accordance with the national club to be educational; to serve as a medium of exchange of ideas, information, and parts for members and admirers of vehicles built by Oldsmobile (including Viking); to aid the members in their efforts to restore and preserve the vehicles in their original likeness; to encourage the preservation and study of printed technical and historical material published, and to unite owners of vehicles built by Oldsmobile in order to promote the restoration and preservation of them for future generations through activities involving the club, community and family participation.

Section 2.2 **Requirements.** The MOC:

(a). shall not have divisions, subdivisions, chapters or subchapters of its own;

- (b). shall notify the OCA Vice-President or any changes in its bylaws;
- (c). agrees to conform to the provisions of the bylaws of OCA, which take precedence in the event of any conflict and that MOC will abide by the decisions of the OCA board;
- (d). has all responsibility, financial and otherwise, for any activities it conducts and OCA shall not be held responsible for any debts or other obligations incurred by MOC;
- (e). promptly forwarded any OCA membership applications and OCA dues received by MOC will be to the OCA Membership Manager; and
- (f). keep accurate books and records of account on a calendar year basis.

Section 2.3 Not-for-Profit Organization. The Organization is operated as a Minnesota non-stock nonprofit organization and is organized pursuant to the general organization law of the State of Minnesota.

ARTICLE 3 **MEMBERS**

Section 3.1 Classes of Members. The Organization shall have three classes of Members: (1) Active Member, (2) Associate Member, and (3) Honorary Member.

Section 3.2 Qualifications of Members. A Member may be any individual within and outside the boundaries of the State of Minnesota. Eligibility for Membership shall not require the ownership of a vehicle built by Oldsmobile.

Section 3.3 Admission of Members. New Members may join the organization upon submittal of an application, in a form approved by the president, and payment of the fees as established by the Organization and upon completion of an application for membership in the OCA and payment of the fees as established by the OCA.

Section 3.4 Voting Rights. Each Member in good standing shall be entitled to one vote on matters submitted to a vote of Members. A Member delinquent in payment of its dues, fees or other obligations to the Organization shall not be entitled to a vote. Spouse must obtain a voting ballot by sending a written request to the President.

Section 3.5 Transfer of Membership. A Member of the Organization may not transfer its membership or a right arising from such membership except to Surviving Spouse in the event of the death of the paid Member.

Section 3.6 Obligations of Members. By applying for and becoming a Member of the Organization, each Member acknowledges that it is authorized and agrees to comply with

obligations of Members of the Organization set forth in these Bylaws or duly adopted by the board of directors in order to achieve the purposes of the Organization.

Section 3.7 Membership Termination. A Member in default in the payment of dues to either OCA or MOC is considered terminated. Any Member may terminate Membership by filing a written termination with the membership director who shall make a record of the termination and notify the newsletter editor. The board of directors may suspend or expel, by two-thirds majority vote, any Member whose conduct is, in their judgment, in conflict with the purpose of the Organization or may adversely affect the reputation or interests of the Organization. Such action shall be taken only after the Member has been informed of the charges and has been given the opportunity for an appropriate hearing. Any Member whose membership is under suspension or has been expelled from the Organization may not renew their membership or rejoin the Organization without permission of two-thirds majority vote of the board of directors. Any membership terminated through this Article of these Bylaws is not entitled to a refund of dues.

3.8 Dues; Annual Regional Chapter Fee

3.8.1 Dues. Annual membership dues shall be set by the board of directors.

Annual membership dues shall run from January 1 through December 31. Any member(s) joining after January 1, will be pro-rated at an annual rate until July 1, after July 1, members will be charged half the annual rate for the remaining month(s) of the membership year.

3.8.2 Annual Regional Chapter Fee. MOC shall submit the fee to the OCA vice president in such a manner that OCA receives it no later than February 1 of each year. The MOC treasurer shall be responsible for submitting the fee to OCA.

ARTICLE 4 **MEETING OF MEMBERS**

Section 4.1 Annual Meeting of Members. The number of meetings of the Organization shall be determined by the board of directors, except that there shall be at least an annual meeting for the purpose of electing officers and Board of Directors members. The annual meeting of the Members shall be held in January of each year, or at such other time specified by the board of directors, in order for Members to hold elections of officers and board of directors members and to handle other business as necessary. All Members shall be entitled to at least fifteen (15) days prior written notice of the annual meeting.

Section 4.2 Quorum. Seven (7) members, one of which must be an officer, shall constitute a quorum.

Section 4.3 Special Meetings of Members.

4.3.1 Who May Call. Special meetings of the Members may be called by four (4) Members of the board of directors.

4.3.2 Time and Place of Special Meetings. Special Meetings of Members shall be held at a date and location determined by the president or board of directors.

4.3.3 Notice Requirements: Business Limited. The notice of special meeting must contain a statement of the purpose of the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of meeting. Business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the Organization, unless 90 percent of the Members entitled to vote were present at such meeting or have waived notice of the meeting under Section 4.4.

Section 4.4 Notice Requirements.

4.4.1 To Whom Given. Notice of meetings of Members must be given to every Active Member as the record date determined under Section 4.5. If the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment, notice is not required unless a new record date for the adjourned meeting is or must be fixed.

4.4.2 When Given; Contents. In all cases where a specific minimum notice period has not been fixed by law or these Bylaws, the notice must be given at least five (5) days before the date of a meeting and not more than sixty (60) days before the date of a meeting. The notice must contain the date, time and place of the meeting, and an agenda of the matters upon which action may be taken at the meeting. A matter may be added to the agenda of a meeting at the meeting upon the affirmative vote of three-quarters (3/4) of the votes cast on a motion to amend the agenda.

4.4.3 Waiver of Notice; Objections. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 4.5 Record Date; Determining Members Entitled to Notice and Vote. The board of directors may fix a date not more than forty (40) days before the date of a meeting of Members as the date for the determination of the Members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only Members on that date are entitled to notice and to vote at the membership meeting unless the board of directors fixes a new date for determining the right to notice and to vote, which it must do if the meeting is adjourned to a date

more than sixty (60) days after the record date for determining Members entitled to notice of the original meeting.

Section 4.6 Quorum. A quorum for a meeting of Members is seven (7), one of which must be an officer. A quorum is necessary for the transaction of business at a meeting of Members. If a quorum is not present, a meeting may be adjourned from time to time for that reason.

Section 4.7 Action by Written Ballot. An action that may be taken at a regular or special meeting of Members may be taken without a meeting if the Organization mails or delivers a written ballot to every Member entitled to vote on the matter.

Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve the matter; and (3) specify the time by which a ballot must be received by the Organization in order to be counted. A written ballot may not be revoked.

All meetings shall be conducted in accordance with parliamentary procedure as defined by Roberts Rules of Order.

ARTICLE 5 **BOARD OF DIRECTORS**

Section 5.1 Management of the Organization. Consistent with these Bylaws, the business and affairs of the Organization shall be managed by or under the direction of a board of directors who shall have the authority to act in all matters concerning the Organization, subject to law, subject to MOC bylaws, and to the provisions of these bylaws.

Section 5.2 Voting. Each Board member has one vote, regardless of the number of offices held. No proxy votes are allowed during any Board of Directors meeting. The highest ranking member present shall not vote except in the event of a tie vote.

Section 5.3 Composition of the Board of Directors. The board of directors shall consist of the nine (9) board members elected as follows:

- (a). President
- (b). Vice President
- (c). Treasurer
- (d). Secretary

- (e). Newsletter Editor
- (f). Membership Director
- (g). Chapter Representative
- (h). Three (3) Members at Large

Section 5.4 Terms of Directors. The directors will serve a one (1) year term running from February 1 through January 31. The offices of president and vice president shall have a three (3) year term limit. The nominee for president shall have a prerequisite of being a board member in the current, or at some preceding year.

Section 5.5 Vacancies. If a director resigns, dies or is removed during the term of office for which elected, the directorship shall thereupon be vacant and shall be filled by the Members by written or electronic ballot in accordance with the procedures and requirements set forth above. The successor director elected by the Members shall hold office for the unexpired term of the director replaced.

Nominations to fill a vacancy on the board shall be made at the first meeting after the vacancy occurs.

Section 5.6 Meetings; Notice. Special meetings of the board of directors may be called by the president or by three directors and shall be held at a time and location determined by the president after consultation with the board. Notice of the date, time and place of a special meeting shall be given by the secretary not less than seven (7) days prior to the meeting by mail or electronic communication, to each director and Member. All meetings of the board of directors shall be closed to Members and other interested persons.

Section 5.7 Quorum. Four (4) of the directors currently holding office is a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present.

Section 5.8 Board Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a great number is required by these Bylaws.

ARTICLE 6 **OFFICERS**

Section 6.1 Officers. The officers of the Organization shall include a president, a vice president, a treasurer and a secretary, in descending order to rank, Membership Director, Newsletter Editor, Chapter Representative, and three (3) Members at Large.

Section 6.2 Election and Terms of Office. The officers of the Organization shall be elected by simple ballot in accordance with Article 5.4. Each elected officer shall hold office until his or her successor has been duly elected and qualified.

Nominations for officers, chapter representative, and board of directors are to be closed at the meeting prior to the elections. Nominees must agree to perform the duties of the office if elected. In the event nominations were not made at the meeting prior to the Annual Meeting, the board of directors shall appoint a nominating committee to select a slate of candidates. Written nominations, with a signed statement of acceptance by the nominee, may be submitted to the newsletter editor not less than 20 days prior to the elections.

Election of officers, and other board of directors members shall take place by ballots returned to the current president by January 1. Any active members or associate members (over 18) may run for office or other board of directors positions. Ballots shall be mailed out to all active members. All ballots are to be counted at the annual meeting each year.

Section 6.3 Removal. Any member of the Board of Directors shall be removed from office under any of the following conditions:

- (a). resignation from the office, or
- (b). termination of Membership in the Organization, or
- (c). the board of directors, by a 2/3 majority vote of the entire board, may remove from office any member of the board whose performance in office is, in their judgment, in conflict with the purpose of the club or interests of the club. Such action shall be taken only after the member has been informed.

All board members have the responsibility to attend board meetings. It is the responsibility of the President to monitor attendance and ask for the resignation of any member who, in the opinion of the President, neglects this responsibility.

Section 6.4 President. The president shall:

- (a). be the principal officer of the Organization and shall supervise and control the affairs of the Organization as directed by the board of directors, subject to law, the OCA bylaws, and these Bylaws;
- (b). sign contracts or other instruments authorized by the board of directors to be executed; and
- (c). perform all duties incident to the office of president.

Section 6.5 Vice President. The vice president shall assist the president with the business affairs of the Organization.

Section 6.6 Treasurer. The treasurer shall be responsible for the following activities:

- (a). maintain custody of all funds and securities of the Organization;

(b). receipt of and the issuance of receipts for all monies due and payable to the Organization and for deposit of all such monies in the name of the Organization in such bank or banks or financial institutions as shall be selected by the board of directors; and

(c). generally perform all duties incident to the office of treasurer and such other duties as may be prescribed by the board of directors from time to time.

Section 6.7 Secretary. The secretary shall ensure that the following duties are carried out:

(a). the minutes of the meetings of Members and of the board of directors are recorded;

(b). all required notices are duly given in accordance with these Bylaws; and

(c). generally perform all duties incident to the office of secretary and such other duties as may be prescribed by the board of directors from time to time.

Section 6.8 Chapter Representative. The chapter representative shall:

(a). represent MOC in all matters pertaining to the Western Great Lakes Zone and shall act as a liaison between the MOC and the Western Great Lakes Zone and shall report all matters pertaining to the Western Great Lakes Zone and the OCA.

The chapter Representative may not be an Officer, Zone Director, or Zone Coordinator of the Oldsmobile Club of America, Inc.

Section 6.9 Membership Director. The Membership Director shall keep records of the status of active members and dues paid by members.

Section 6.10 Newsletter Editor. The newsletter editor shall publish a monthly newsletter to be sent to all active and honorary members according to the list provided by the Organization membership director.

Section 6.11 Members at Large. Board Members at Large assist in decision making.

All board members have the responsibility to attend board meetings. It is the responsibility of the president to monitor attendance and ask for the resignation of any member who, in the opinion of the president, neglects this responsibility.

All officers and board of directors members shall fill in during necessary times to handle routine business matters pertaining to the Organization and endeavor to hold the interest and good-will of the Organization members.

Board members may hold more than one office, except the president may not hold the office of vice president.

ARTICLE 7
BOOKS AND RECORDS

Section 7.1 Books and Records; Financial Statements. MOC shall maintain an official club mailing address to be determined by the board of directors. The MOC is empowered to maintain a club library and a depository of club records, each at a location to be determined by the Board of Directors. Records shall be maintained in perpetuity as follows;

- (a). Membership records;
- (b). board meeting minutes;
- (c). treasurer reports;
- (d). general meeting minutes;
- (e). newsletters;
- (f). bylaws;
- (g). Articles of Incorporation; and
- (h). all correspondence with OCA.

ARTICLE 8
CONTRACTS, CHECKS, DEPOSITS, AND COMPENSATION

Section 8.1 Contracts. The board of directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or may be confined to specific instances.

Section 8.2 Checks, Drafts, or Orders. All checks, drafts, or order for the payment of money, notes, or other evidence of indebtedness issued in the name of the Organization, shall be signed by such officer or officers of the Corporation and in such a manner as shall from time to time be determined by the board of directors.

Section 8.3 Deposits. Any and all membership dues must be turned over to the Organization treasurer for deposit in the Organization account at a FDIC insured banking facility.

Section 8.4 Compensation; Expense Reimbursement. No member of the Organization shall receive any compensation for their voluntary services, but shall be reimbursed

for expenses incurred after the receipts are submitted to the treasurer for approval. If the treasurer refuses to approve an expense reimbursement, a request may be made to the board of directors for such reimbursement.

ARTICLE 9
CLUB POLICY

Section 9.1 The name of MOC shall not be associated with any commercial enterprise or business in such a manner which implies that MOC is a co-sponsor of the commercial enterprise.

Section 9.2 Membership records, mailing list and published roster of MOC are property of the club and shall not be disclosed outside the club without the approval of the board of directors.

Section 9.3 Membership information shall not be used for any commercial purpose or for any mass mailings unless the board of directors has given permission.

Section 9.4 A member shall have the right to not have his name included on such mailing list if he so notifies the membership director in writing.

ARTICLE 10
GOOD WILL AND WELFARE

Section 10.1 MOC will co-operate with the OCA and other OCA chapters to encourage and promote the annual convention.

Section 10.2 MOC and its members may provide information to OCA which includes parts information, service data, cars for sale, parts available, etc., as provided in the "Journey With Olds" newsletter.

ARTICLE 11
NEWSLETTER

Section 11.1 The name of the newsletter shall be determined by the board of directors.

ARTICLE 12
ZONE MEETS (QUAD STATES)

Section 12.1 MOC shall encourage the formation of annual zone meets in the Western Great Lakes Zone with other OCA chapters within the Zone.

ARTICLE 13
JUDGING

Section 13.1 MOC will encourage some type of judging at its meets, but the choice is up to the committee responsible for the meet in accordance with Article 33 of the OCA Bylaws.

ARTICLE 14
RULES

Section 14.1 Rules are part of the governing policy of MOC.

Section 14.2 Rules are to augment these bylaws but never take precedence over these Bylaws.

Section 14.3 There can be a rule on any subject not covered by these Bylaws.

Section 14.4 The board of directors shall have the authority to adopt, change or delete rules from time to time as may be necessary.

Section 14.5 Rules adopted, changed or deleted by the board of directors must be published in the club newsletter.

ARTICLE 15
COMMITTEES

Section 15.1 Committees, not having and exercising the authority of the board of directors, in the management of MOC, may be designated by the majority vote of the board at any meeting which a quorum is present.

Section 15.2 Each committee shall consist of three members unless the board determines a larger number is necessary to complete the assigned task.

Section 15.3 The board of directors shall appoint all members of a committee, name the chairperson of the committee, remove any member of a committee, if in their best judgment the best interest of MOC shall be served by such removal, and appoint replacements to fill vacancies in a committee.

ARTICLE 16
BYLAWS

Section 16.1 The Bylaws may be amended at any regular or annual meeting by the simple majority ballot of the active membership present and by absentee ballots received at the meeting when members have been notified by mail for this intent and purpose providing the changes are not in conflict the OCA Bylaws.

Section 16.2 Any proposal to change the bylaws must be brought forth at the meeting prior to the actual vote and minimum of seven day mail notice of the actual vote with exception of the annual meeting which requires a fifteen day mail notice.

Section 16.3 The board of directors shall periodically review the current bylaws and accept proposed changes from members for consideration.

ARTICLE 17 **DISSOLUTION**

Section 17.1 MOC chapter may be terminated by 2/3 vote of the OCA board of directors in accordance with Article 19 of the OCA Bylaws.

Section 17.2 MOC chapter may dissolve or disband by a 2/3 majority vote of all active members of MOC.

Section 17.3 Notice of dissolution must be given in writing to the OCA Vice President.

Section 17.4 In the event this chapter is disbanded, dissolved or charter is forfeited or revoked, all properties, chattels or money in this chapters treasury shall immediately be turned over to OCA.