

**BAY AREA HORSELESS CARRIAGE CLUB
(BAHCC)**

BYLAWS

Updated October 21, 2009

ARTICLE 1

Purposes and Classifications

Section 1 - GENERAL PURPOSES

The general purposes of this club, a nonprofit social club organized pursuant to Section 23701(g) of the California Revenue and Taxation Code and Title 26, United States Code Section 501(c)(7), are the discovery, preservation, restoration, maintenance, and exhibition of historic motor vehicles manufactured prior January 1, 1916 and their accessories, memorabilia, and history.

Section 2 - ELIGIBLE MOTOR VEHICLES

In order to facilitate the general purposes, eligible historic motor vehicles manufactured prior to January 1, 1916 shall be known as *Horseless Carriages* and/or *Brass Era Vehicles* and shall include gasoline, steam and electrically driven vehicles having two or more road wheels. Only eligible motor vehicles may be operated on BAHCC tours. Exceptions to this policy may be granted at the option of the tour chairman sponsoring a specific one day tour.

ARTICLE 2

Offices

Section 1 - PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is hereby fixed and located in the County of Alameda, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

Section 2 - OTHER OFFICES

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE 3

Seal

CORPORATE SEAL The Corporation shall have a common seal, consisting of a circle having on its circumference the words, "*BAY AREA HORSELESS CARRIAGE CLUB – CALIFORNIA - Incorporated June 15, 1953.*"

Example follows:

ARTICLE 4 Membership

Section 1 – RESTRICTIONS

Membership in this club shall be restricted to individuals who have been approved by the Board of Directors. Anyone interested in one or more of the club's general purposes is eligible for consideration by the Board of Directors. Spouses are included in all memberships.

Section 2 - There shall be four (4) classes of members in this club as follows:

(a) ACTIVE MEMBER Any person desiring to take part in the activities of the club may apply for active membership providing he or she fulfills the following requirements:

(1) The applicant must own a pre -1916 vehicle in touring condition judged authentic and approved by the Board of Directors as a credit to the Bay Area Horseless Carriage Club.

(2) The applicant tenders yearly dues with the application for membership.

(3) The applicant must be a member in good standing of the Horseless Carriage Club of America.

(b) ASSOCIATE MEMBER Shall be member with or without a pre -1916 vehicle not fulfilling the above requirements for active status. Dues shall be the same as the current active members' dues for the year. Associate members shall reapply for membership each year.

(c) LIFE MEMBER Any person who, upon nomination for this category by the Board of Directors shall, upon the majority approval of the members of the Board of Directors present at a meeting duly held, become a life member of this organization and shall enjoy all the privileges of an active member.

(d) HONORARY any person having gained eminence in the automotive industry, or any person who has commended himself to club esteem, may be elected an honorary member by unanimous vote of the Board of Directors. Proposals for election as honorary members shall be made at a regular meeting of the Board of Directors, giving the name and address of the person proposed together with a statement of his or her activities which justify his or her election as an honorary member, and action on said proposal shall then be deferred until the next regular meeting of the Board of Directors at which meeting honorary membership may be granted upon the unanimous affirmative vote of the Board of Directors.

Section 3 - PRIVILEGES

Active and life members are entitled to all club privileges. Honorary and Associate members are entitled to all club privileges except that they may not become members of the Board of Directors. All members driving on BAHCC tours must also be current members of the HCCA.

Section 4 – APPLICATION

After an applicant attends at least one club sanctioned event he or she may submit a written application for active membership, which shall be filed with the Secretary, accompanied by dues

for the current year and proof of current membership in the HCCA. Membership shall become effective upon the approval of the members of the Board of Directors present at a meeting duly held.

Section 5 – RESIGNATION

Any member may resign upon mailing a letter of resignation to the Secretary and his or her resignation shall be effective upon receipt by said Secretary provided his indebtedness to the club, if any, is paid in full. A member who voluntarily resigns may, upon written request, be reinstated to previous membership status by a majority vote of the Board of Directors at any Board meeting.

Section 6 - SUSPENSION, EXPULSION, REINSTATEMENT BY TREASURER

Any member may be suspended by the Treasurer for nonpayment of dues and/or assessment at the expiration of thirty (30) days after mailing said member a delinquency notice for said dues and/or assessment. Suspension by the Treasurer shall be at the discretion of the Board of Directors. Upon payment of back dues and/or assessment, a member suspended for nonpayment shall be automatically reinstated providing he or she pays any additional dues that have accumulated during the suspension period together with the delinquent amount that caused the suspension.

Section 7 - SUSPENSION, EXPULSION, REINSTATEMENT BY BOARD OF DIRECTORS

The Board of Directors shall have summary power by vote of a majority of its members, to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony or impairs the good name, popularity, good will or prosperity of the organization, for nonpayment of dues and/or assessment or for any conduct in violation of these bylaws or of the rules and regulations of the club which may be made from time to time. Lack of participation may, in the discretion of the Board of Directors, be reason for suspension or termination of membership. Attendance at two club functions per fiscal year shall be considered minimum participation. Such action by the Board of Directors in such matter shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the member shall be automatically reinstated. A two-thirds affirmative vote of the Board of Directors at any Board meeting will be required for reinstatement upon any application *for* reinstatement following expulsion by the Board of Directors.

Section 8 - CESSATION OF RIGHTS

Upon the resignation, suspension, expulsion, or death of a member, his or her rights and privileges as a member shall cease.

**ARTICLE 5
Meetings of the Members**

Section 1 - MONTHLY MEETING

A monthly meeting of the members of this corporation shall be held on the first Wednesday of each month except July; provided, however, that should said day fall upon a legal holiday, then such monthly meeting shall be held on a date specified by the Board of Directors. Special meetings held as regular monthly but in lieu of monthly meetings may be specified by the Board of Directors. Normal business shall be processed at such meeting.

Section 2 - SPECIAL MEETINGS

Special meetings of the members may be called after a majority affirmative vote of the Board of Directors or by the Secretary upon written application of at least twenty-five percent (25%) of the members of the club in good standing. The application shall state the purpose of the meeting. The Secretary must send notice of special meetings as provided in Section 4 of this Article within thirty (30) days after receipt of a valid and proper application for same.

Section 3 - TIME AND PLACE

Any monthly or special meeting shall be held at such time and place and date as the Board of Directors shall select. The Board of Directors shall select a time, place, and date for a special meeting within thirty (30) days after receipt of a valid and proper application for same by the Secretary.

Section 4 - NOTICES

A written or printed notice stating the purpose, place, date, and hour of a special meeting shall be mailed to each member in good standing of this club at least ten (10) days prior to and not more than thirty (30) days prior to said meeting. If a member gives no address, notice shall be deemed to have been given him or her if sent by mail or other means of written communication addressed to the member's last known address or to the place where the principal office of the corporation is situated.

Section 5 - QUORUM

At all meetings of the members a quorum shall consist of at least five percent (5%) of the members in good standing. Less than a quorum may, by a three fourths vote of those present, adjourn a meeting from time to time until the business shall be finished.

Section 6 - PROCEDURE

Each member in good standing shall be entitled to one vote at any meeting of members. The use of proxies at any membership meeting is prohibited. Questions of Parliamentary procedure, if any, shall be determined by *Roberts's Rules of Order*.

ARTICLE 6

Corporate Powers

Section 1 - VESTED IN DIRECTORS

The corporate powers of this club shall be vested in a Board of Directors who shall be active members in good standing elected in accordance with these bylaws. All corporate power shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board of Directors.

ARTICLE 7

Directors

Section 1 - ELECTION

The Directors of this corporation shall be elected by the members on the first Wednesday in November of each year. Nominations are restricted to active members in good standing and shall be made by the Nominating Committee or from the floor in case the Nominating Committee fails to nominate a complete slate. The nominees receiving the highest number of votes shall be elected Directors for a two-year term.

(a) There will be seven (**7**) members comprising the Board of Directors, as nearly one half as

possible to be elected each year for a two-year term.

(b) Each immediate Past-President of this club, without nomination nor election, automatically becomes Chairman of the Board and will serve as Chairman of the Nominating Committee for the ensuing year.

Section 2 - VACANCIES

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased by amendment of these bylaws. A vacancy or vacancies shall be filled by the remaining directors, and if there are no remaining Directors, by the general members at any meeting duly held.

Section 3 - REDUCTION

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 4 – PLACE OF MEETING

Regular meetings of the Board of Directors shall be held at any place within the State of California which has been designated from time to time by resolution of the Board of Directors.

Section 5 – REGULAR MEETINGS

The Board of Directors shall hold at least six (6) regular meetings during the fiscal year.

Section 6 - SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if he is absent or unable or refuses to act, by any Director.

Section 7 - QUORUM

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, the Articles of Incorporation or the bylaws.

Section 8 - ADJOURNMENT

A quorum of the Directors may adjourn any Directors' Meeting to meet again at a stated time, place, and hour; provided, however, that in the absence of a quorum, the Directors present at any Directors' Meeting, either regular or special, may adjourn from time to time until the time fixed for the for next regular meeting of the Board.

Section 9 - FEES AND COMPENSATION

Directors shall not receive any compensation, fee, or salary for their services as Directors, but, by resolution of the Board, compensation may be allowed to any Director for any monies or expenses actually incurred and paid by any Director for the benefit of the corporation.

ARTICLE 8 Powers of Directors

Section 1 - POWERS

The Board of Directors shall have power to call meetings of the club when it deems necessary, to conduct, manage, and control the affairs, relations, and business of the club and to make rules not inconsistent with the laws of the State of California for the guidance of the officers and

management of the affairs of the club. The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board, and the note or obligation, if any, given for the same, signed officially by the President and the Secretary shall be binding on the club. The Board of Directors may appoint such other officers, agents or committees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any club office.

ARTICLE 9

Officers

Section 1 - TYPES OF OFFICERS

The officers of this club shall be a Chairman of the Board, President, Vice-President, Secretary, Treasurer, Tour Chairman, Authenticity Chairman, and Membership Chairman. When the duties do not conflict, one person may hold more than one office. In any given year, no one person shall be both President and Secretary. Officers shall each serve for one (1) year or until their successors are elected. The aforementioned officers shall each be a member of the Board of Directors. Board members shall elect a president from their membership and the President, in turn, shall appoint the other officers.

Section 2 - SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for a period of one year or less, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 3 - REMOVAL AND RESIGNATION

Any officer may be removed for cause by a two thirds majority vote of the Directors at the time in office, at a regular or special meeting of the Board of Directors, and, in the case of a subordinate officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors or by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and unless otherwise specified the acceptance of such resignation shall not be necessary to make it effective.

Section 4 – VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws in Article 7, Section 2.

ARTICLE 10

Duties of Officers

Section 1 - CHAIRMAN OF THE BOARD

The Chairman of the Board shall be the immediate Past President and shall be responsible for compiling and issuing a roster of members. No obligation, debt or other liability shall be incurred by the Chairman of the Board without the specific approval of the Board of Directors.

Section 2 – PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be ex-officio a

member of all committees, shall have the general powers and duties of management usually vested in the office of President, and shall have such powers and duties as may be prescribed by the Board of Directors or by the bylaws. The President shall sign all contracts and instruments in writing, after approval by the Board of Directors. The President may draw checks upon the treasury when so directed by the Board of Directors.

Section 3 - VICE-PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the bylaws.

Section 4 – SECRETARY

The Secretary shall attend all meetings of the members and the Board of Directors and shall record all minutes and votes in a book kept for that purpose. The Secretary shall keep or cause to be kept a register showing the names and addresses of the members. The Secretary shall give or cause to be given, notice of all meetings of members and the Board of Directors, as required by the bylaws or bylaw to be given and the Secretary shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. The Secretary shall have custody of valuable papers and books of the club, and shall at all times be subject to the control of the Board of Directors. In the absence of the Secretary from any meetings of the members or Board of Directors, the presiding officer shall appoint a Secretary pro-tempore. No obligation, debt or other liability shall be incurred by the Secretary without the specific approval of the Board of Directors.

Section 5 - TREASURER

The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall prepare or cause to be prepared such financial and other reports as may from time to time be required by law, and shall also render to the President and Directors an account of all of his transactions as Treasurer and of the financial condition of the corporation when requested, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors.

Section 6 - TOUR CHAIRMAN

The Tour Chairman shall plan events involving members' motor vehicles and report at both monthly meetings of the members and Board of Directors' meetings on forthcoming activities. He or she shall perform such other duties as may be prescribed by the Board of Directors or the bylaws. No obligation, debt or other liability shall be incurred by the Tour Chairman without the specific approval of the Board of Directors.

Section 7 - AUTHENTICITY CHAIRMAN

The Authenticity Chairman shall be appointed by the President. The Authenticity Chairman authenticates vehicles when requested by the Board of Directors. No obligation, debt or other liability shall be incurred by the Authenticity Chairman without specific approval by the Board of Directors.

Section 8 - MEMBERSHIP CHAIRMAN

The Membership Chairman will distribute and receive all applications for membership and shall present said applications for membership to the Board of Directors for approval. He or she shall perform such other duties as may be prescribed by the Board of Directors or the bylaws. No obligation, debt or other liability

**ARTICLE 11
Fiscal Year**

Section 1

The fiscal year of the club shall be the calendar year.

**ARTICLE 12
Contracts**

Section 1 - CONTRACTS: HOW EXECUTED

The Board of Directors, except as the bylaws or Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or special, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

**ARTICLE 13
Personal Liability**

Section 1

All persons or corporations extending credit to, contracting with, or having any claim against, the corporation shall look only to the funds and property of the corporation for payment of any such contract, claim, debt, judgment, damage, decree, or cause of action or any money that may in any way become due and payable from the corporation.

Section 2

Neither the members of the corporation, the Board of Directors, nor officers, present or future, shall be personally liable for any debt set forth in Section 1 of this Article.

Section 3

This corporation is a nonprofit corporation; the members thereof shall not be entitled to any individual or collective interest, participation, share, right and/or property right in and to the assets of this club, but such assets shall be and constitute the indivisible property of this club; no dividends, pecuniary profits, or payments of like nature shall ever be declared or paid to the members of this club.

**ARTICLE 14
Inspection of Bylaws: Time**

Section 1 - INSPECTION: TIME FOR

The Corporation shall keep in its principal office the original or a copy of the bylaws as amended to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

ARTICLE 15
Revenues

Section 1

Yearly dues will be established by the Board of Directors.

Section 2 - WHEN DUE; WHEN DELINQUENT

Dues shall be payable on January 1st of each year and are delinquent March 1st of each year.

Section 3 - NEW MEMBERS

Any new members joining the club on or after October 1st of any, given year shall be entitled to a full membership for the year in which they joined and for the following year.

ARTICLE 16
Amendments

Section 1 - BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by a two thirds vote of the total number of members in the club at a posted monthly or special meeting.

Section 2 - BY BOARD OF DIRECTORS

The Board of Directors may adopt, amend, or repeal bylaws. To become effective, a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors and a two thirds majority vote of the Directors present at the next regular or special meeting of the Board of Directors.

Section 1 - RESTRICTIONS

Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same amendment or repeal.

The foregoing Bylaws, as revised, were approved by a majority of the Board of Directors of Bay Area Horseless carriage Club on October 21, 2009

This version supercedes the last revision dated March 2009.

Acknowledged:

David Pava, Chairman

Don Johnson, President

Kaaren Brommer, Secretary