

**BYLAWS**  
**SPIRIT OF ST. LOUIS REGION - CLASSIC CAR CLUB OF AMERICA**

**ARTICLE I: Name and Definitions**

The name of this organization, which is located in the State of Missouri, is the SPIRIT OF ST. LOUIS REGION of the CLASSIC CAR CLUB OF AMERICA, INC. It is referred to in this document as the Club or the Region. These bylaws apply only to the Spirit of St. Louis Region and are not intended to supercede the bylaws of the National CLASSIC CAR CLUB OF AMERICA, referred to in this document as the National CCCA or National Club. In the event of a conflict between these bylaws and the bylaws of the National Club, or an omission or lack of clarity in these bylaws, then the bylaws of the National CCCA shall prevail.

The term "Classic" as used in these bylaws means those cars classified as "Full Classics<sup>®</sup>" by the National CCCA.

**ARTICLE II: Purpose of the Club**

- To promote the interest, ownership, preservation, restoration and enjoyment of Classic cars.
- To assist members by providing information on the availability of products and services for the restoration and preservation of Classic cars.
- To sponsor activities and events providing opportunities for Club members to share their interest in Classic cars.

**ARTICLE III: Membership and Dues**

Active Membership is open to any individual who is a member in good standing of the National CCCA. Ownership of a Classic car is not required. Associate Membership is open to any one person at the discretion of any Active Member in good standing, upon payment of the membership dues provided for this classification, and shall include all privileges enjoyed by the Active Membership. Associate Members enjoy all Club privileges except receipt of Club publications. Any member who ceases to be a member of the National CCCA also ceases to be a member of the Region.

Annual Club dues are determined by the Board of Managers of the Region. The membership year of the Club is the calendar year. Dues are payable by January 31 of each year. Dues are not prorated for new members, however, a member joining (National or Regional) on or after August 1, is considered paid for the current and following year.

Membership records will be maintained by the Region and billing statements for membership dues will be mailed to each membership household annually.

**ARTICLE IV: Voting Rights and Quorum Requirements**

Active and Associate Member's in good standing have one (1) vote each at membership meetings and Elections. A Member in good standing is current in all dues. A quorum of

twenty (20) percent of current members at a membership meeting is required to conduct business of the Region.

#### ARTICLE V: Meetings

An annual meeting of the Club membership will be held each year in November (if possible by the 15<sup>th</sup>). The location and time of the annual meeting will be announced by written notice to members of the Region not less than thirty (30) days or more than fifty (50) days prior to the meeting date.

Special meetings of the membership may be called by the Board. Region members may petition the Board to hold a special meeting by presenting a petition of at least eight (8) Region members. Written notice of special meetings, including date, time, place and reason for the meeting, will be provided to members at least fifteen (15) days prior to the meeting date.

#### ARTICLE VI: Publications

The Region publishes a periodic Newsletter &/or Magazine and Membership Roster for the membership. The purpose of the newsletter &/or magazine is to keep members informed of future Club activities, report on Region and National CCCA events, provide current and historical information on Classic cars, to promote interest, ownership and restoration of Classic cars, and other items as determined by the Editor(s). In addition to the membership the newsletter &/or magazine should be sent to the National Publication Judges.

The Roster should contain the Names of all Members and Associate Members, Addresses, Phone Numbers, Email and a List of Classic's owned (if the owner is willing to have them listed). The Roster should be published to the membership, National and the National Publication Judges by February each year.

Other Club publications may be approved by the Board from time to time.

#### ARTICLE VII: Board of Managers

The Region is governed by a Board of Managers. The Board consists of thirteen (13) members plus the immediate past Director. The immediate past Regional Director shall serve ex-officio on the Board of Managers for a one (1) year term to provide for a smooth transition for the new Board. Any member in good standing is eligible to serve on the Board; however, no more than one (1) member of any household may serve as an Officer (Director, Assistant Director, Treasurer, Secretary) at the same time.

The Board of Managers consists of the Director, Assistant Director, Treasurer, Secretary, and Nine Board Members. The Director is elected annually for a one-year term and may serve as Director for no more than three consecutive years, but may serve again at a later date. The Assistant Director, Treasurer and Secretary are elected annually for a one-year term and may serve consecutive years if so elected. Three of the Nine Board Members are elected annually for three-year terms and may serve consecutive years if so elected.

A nomination Committee consisting of two or three Regional members is appointed each year by the Director to prepare a slate of possible Board Members to run for election. Any Region member in good standing may run for the Board of Managers. The Director must own a Classic car while serving as Director.

The slate of possible Board Members is to be approved by the Board of Managers prior to the election, which should occur during the month before the annual meeting. The candidates will be presented to the membership on a ballot furnished with the notice of the annual meeting of the membership. The Ballot is to be mailed out to all Members and Associate Members at least 30 days prior to the annual meeting. Write-in Candidates will be accepted when written in on the ballot that is mailed to all members prior to the election.

The results of the election are announced at the annual meeting in November. The Board meets on a regular basis, normally six times each year, to conduct the business of the Region. Special meetings of the Board may be called by the Director, with at least five (5) days notice to Board members. Each Board member has one (1) vote, and a simple majority of Board members is required to establish a quorum. The Director abstains from voting except to break a tie. Absent Board members may vote by proxy.

Decisions of the Board affecting the overall direction of the Club are subject to review by the membership at general membership meetings.

Any member of the Board of Managers who does not attend an official club function or Board of Managers Meeting for three or more consecutive months may be asked by the Board of Managers to explain circumstances of his/her absenteeism. If the majority of the board feel it would be of the best interest of the club to fill the delinquent member's seat with another member this action may be taken. Procedures in filling unexpired board terms will be followed in these instances.

Board vacancies that occur during an elected term may be filled by appointment of the Director, with approval by the Board at the next Board meeting.

Any Region member in good standing may be appointed to chair a committee or hold a non-board position in the Region as appointed by the Board or the Director.

Board members do not receive direct or indirect compensation for their services to the Region, nor may they benefit directly or indirectly from any contract that results from the operation of the Region.

The Region is expected to have at least one member in good standing attend the National Annual Meeting to represent the Region. A stipend is made available to help defray the cost of one person attending the National Annual Meeting. The representative is usually the Director, Assistant Director or Board Member and should be approved by the Board annually.

#### ARTICLE VIII: Duties of Officers

The Director is the leader of the Region and presides at Board and membership meetings. The Director represents the Region to outside organizations and may make

commitments on behalf of the Region. The Director appoints committee chairs as required to manage the functions of the Region.

The Assistant Director performs the duties of the Director in the absence of, or at the request of the Director.

The Secretary maintains records and all official actions of the Board and membership meetings and notifies the members of membership meetings and elections in accordance with the timetables established in the By Laws.

The Treasurer receives and disburses all funds of the Region in accordance with guidelines for approval established by the Board. The Treasurer maintains financial records for all transactions, prepares a financial report monthly that is presented at the Board Meetings. The Treasurer prepares an annual report of the Region's financial status for the annual membership meeting. The annual Treasurer's report will be published and distributed to the Board Members and made available to the general membership upon request. The Treasurer invests the Region's reserve funds and arranges for an independent review of the Region's financial records each year. An audit committee appointed by the Director conducts an Annual Audit. The audit results are presented at a regularly scheduled Board Meeting.

#### ARTICLE IX: Standing Committees and Appointed Positions

Other Committees and Appointed Positions may be required to assist the Director and Board of Managers. These positions are not considered part of the Board of Managers but may attend Board Meetings. These individuals may come from the Board or from the membership. They are usually appointed by the Director and remain active as long as the need remains and are willing to continue in a particular position or committee. The Board of Managers should approve the appointments.

The Standing Committees and Appointed Positions may include (but not limited to):

➤ **Membership Chairperson**

The membership committee has two major responsibilities (membership recruitment and membership retention).

Under membership recruitment the committee maintains recruitment materials for both the regional as well as the national organizations. Membership materials are handed out at a booth that is typically maintained at major club activities, which the public attends. Mailings are periodically made to prospective members that are identified through membership rosters of clubs representing various makes of Classics. Additionally, the national membership roster is monitored closely for members that reside within our service area and are not members of the region; these members are periodically sent recruitment materials. In carrying out recruitment the committee relies heavily on existing members to: identify prospective members, ask prospects to come as a guest to an event, invite potential members to join, then introduce the new member and make them feel welcome during the first few months of his/her membership.

Membership retention efforts are closely coordinated with the club Secretary and Treasurer. Dues reminders are typically placed in the club newsletter and individual mailings are made to members.

➤ **Publication Committee**

The functional components of the Publication Committee are:

1. Editor and Associate Editor produce the region magazine (The Spirit) twice a year primarily for our members.
2. Sparkplug Editor produces the region newsletter six times a year for our members
3. Membership Chairman produces the Member Roster and sends a copy to National office by February 15 annually as well as the five Publication Judges, and National VP Publications.
4. Webmaster continually maintains the Spirit website for our member's as well as prospective members.

➤ **Activities Chairperson**

Functions under direct coordination of the Regional Director concerning activities of the Region. This includes activities, which support the charter of the Region including the gathering of club members to support Classic cars. The Committee identifies activities, which could be of interest to the Region and additionally solicits activities from the Regional members. The Committee to the extent possible attempts to avoid conflicts with major competing events with other clubs in the Regional area and with national CCCA activities. The Committee then recommends to the board a proposed annual activity schedule, obtains approval from the board and publishes the approved annual activity schedule to the Regional members. The Committee then with the activity sponsor coordinates the schedule, publishes specific information associated with the activity, attends the activity when possible and follows up open items identified during the activity. The Committee throughout the year appropriately adjusts the proposed activities resulting in a managed series of activities to represent the Region.

➤ **Project Chairperson**

National must approve all Regional Projects before they are offered for sale. Once a Project is approved the Chair is responsible to obtain the necessary inventory, provide the ordering information to National (for the National Bulletin), handle the shipping and make sure the funds are given to the Treasurer. All shipping costs are to be turned in to the Treasurer using the proper form to get a refund.

➤ **Nominating Committee**

The Nominating Committee consists of two to three Regional members and is appointed by the Director each year to prepare a slate of Nominations to be voted on by the membership (see Article VII). The Nominating Committee will assess the Job Positions listed above discussing with the Director qualified people to fill these positions. Keeping in mind that the club is not static and needs to continue to grow and have new faces and not necessarily just rotating the same people, always looking for people with experience and certain skills. After the Board approves the slate of Nominations the Nominating Committee will prepare a ballot for the Membership to vote on. The results are announced at the November Annual Meeting (see Article VII).

➤ **CARavan Coordinator**

The CARavan Coordinator(s) is responsible for organizing a committee to plan the CARavan. The Coordinator and the committee is responsible for subdividing the responsibilities and the planning of the CARavan according to the CARavan Handbook which is provided from National CCCA.

➤ **Museum Contact**

The Museum contact is the Director who will keep abreast of the planned Museum activities and communicate the information to the Publication Committee, Activities Chairperson and the Membership.

ARTICLE X: Amendments

These Bylaws may be amended only by a majority vote of the Region's membership at any membership meeting called in accordance with these Bylaws.

END OF BYLAWS.

9/24/07 Adopted 10/18/07