

CONSTITUTION AND BY-LAWS OF THE BELLTOWN ANTIQUE CAR CLUB

DATE Issued November 6, 2021 and Amended 12/21/2019, 11/6/2021 and 4/2/2022 as noted

ARTICLE I - NAME:

SECTION 1; This organization shall be known as the Belltown Antique Car Club Incorporated

ARTICLE II - PURPOSE:

SECTION 1; To foster a continuing interest in older automobiles, their history, construction, restoration, preservation and to promote such an interest among individuals, other similar groups and the general public.

ARTICLE III - MEMBERSHIP:

SECTION 1; Membership shall be open to any person of good character who endorse the Constitution and its By-Laws.

SECTION 2; Persons desiring to join this Club are required to read this Constitution and its By-Laws and must be in agreement with the purposes, conditions and methods herein set forth. An applicant(s) will become a member(s) of the Club by submitting a properly completed application form with the first year's dues. Ownership of an antique car is not required.

Further: The applicant agrees to refrain from any religious or political discussions at any time of the gathering of the Club, and, further agrees not to display any badge or marker of the Club on any vehicle or any other place being used for Commercial purposes, or detrimental to the best interests of the Club.

Further: The applicant agrees that any vehicle, whether owned or operated by him, to be displayed or operated in any public function supported by or sponsored by the Club shall be properly covered by appropriate and adequate insurance.

SECTION 3; Dues shall be for one year and shall be payable on January 1st. The amount of the dues will be proposed by the Board of Directors and voted on at the Annual Meeting. It will include an amount for each primary member and an additional voluntary amount for each associate member of the family residing at the same address. Dues for new members joining during or after the August meet will include the following calendar year. Any increase in dues approved at the Annual Meeting shall not take effect until March 1 of the following year, meaning that timely membership renewals for the new year which are submitted prior to that date will be considered paid in full at the level of dues in effect prior to the change. The treasurer will send bills to all members whose names appear on the membership list excepting those who paid their dues at the Annual Meeting. Bills may be sent individually or included with the Club newsletter. If dues have not been paid within 60 days after the bill, a second notice will be mailed. If dues remain unpaid thirty (30) days after the second notice, the member(s) will be automatically dropped from the Club's membership. Reinstatement to the Club will be available upon payment of the proper dues in full.

SECTION 4; Any member whose actions or behavior at club meetings, or any other Club function, are deemed detrimental to the best interests of the Club will be liable to expulsion from the Club. Such expulsion will be made only after the member in question has been given an opportunity for a hearing by the Board of Directors and upon a majority vote of the Board of Directors.

SECTION 5; Lifetime and Complimentary memberships. Primary members or associates who have demonstrated a long-term commitment to the club may be nominated for lifetime membership. Lifetime members are exempt from annual dues, but they remain primary members with full benefits. Complimentary membership may be granted for a period of one (1) year for hospitalities granted to the club. Persons hosting a tour, giving a presentation or providing special services to the club would be eligible for complimentary membership. Any

granting of a lifetime or complimentary membership must be proposed at a meeting of the club and be approved by a vote, with the stipulation that there be a quorum of members in attendance.

ARTICLE IV - MEETINGS:

SECTION 1; The Annual Meeting of this Club shall be the first meeting in November of each year. No special notice is required. The time, date and place of the meeting shall be the same as the normal club meeting.

SECTION 2; Monthly meetings shall be held at a time and place suited to the majority of the members. The primary purpose of these meetings shall be the opportunity for members and guests to enjoy association with persons of similar interests, the exchange of ideas and the furtherance of the aims of the Club. To this end the business portion of the meetings shall not exceed one hour in length.

SECTION 3; Special meetings of the Club may be called by the President or by a majority of the Board of Directors.

SECTION 4; Notice of Regular or Special Meetings, giving time, date and place for such meetings, shall be written, typed, printed, or e-mailed and shall be given or mailed by the Secretary or Newsletter Editor to each member whose name appears on the membership list.

SECTION 5; Quorum. Those members attending any properly called meeting shall be considered a quorum to conduct regular business proper to come before the meeting except voting on an Amendment to this Constitution and these By-Laws. For this purpose, a quorum shall consist of one-fourth (25%) of the members of the Club. For the conduct of the business by the Board of Directors, a quorum shall consist of those members of the Board who are present at any meeting of which proper notice was given by its Chairman.

ARTICLE V - OFFICERS:

SECTION 1; Officers of the Club shall be a President, Vice President, Secretary and Treasurer. The term of office shall be one (1) year or until their successors are duly elected. Officers may be re-elected to the same office for consecutive terms. The Officers term will start on January 1st.

SECTION 2; Term limits for President and Vice President. The President and Vice President are limited to two (2) consecutive one-year terms in office. The Vice President may serve two terms as VP and then may be elected to serve up to two terms as President. The Secretary and Treasurer are not limited as to the number of times they may be elected to serve. **[Section added 4/2/2022]**

SECTION 3; Nominations and elections. Nominations for elected officers of the Club may be made from the floor at the October business meeting. The nomination period will remain open until the Annual Meeting. Whenever more than one person is nominated for the same office, voting shall be by secret ballot. Elections shall be by majority vote of the members present provided that there is a quorum in attendance.

SECTION 4; Duties of officers. The President shall preside at all meetings of the Club and shall perform such duties as are normal to the office. He may at any time, with reasonable notice, call special meetings of the members and of the Board of Directors. He shall serve as Chairman of the Board of Directors and shall be, ex-officio, a member of all committees.

The Vice President shall, in the absence of the President perform the duties of the President. In addition, he shall serve as the Program Chairman during his term in office.

The Secretary shall make every effort to attend all meetings of the Club and of the Board of Directors and shall keep a record of all proceedings and votes. He shall be responsible for notices of all meetings as required by the

Constitution and By-Laws and for all correspondence of the Club not otherwise provided for by the Constitution and By-Laws. He shall perform all duties usually appertaining to his office and those required by the laws of the State of Connecticut.

In the absence of the Secretary from any meeting, a secretary pro-tem shall be appointed by the presiding officer.

The Treasurer shall have custody of all funds belonging to the Club. He shall receive all monies due the Club and deposit same in a bank account in the name of the Club. He shall have authority to make payments of all regular routine expenses of the Club. All non-routine expenses must have the approval of the Board of Directors before being incurred. All checks or orders for the payment of money shall be signed in the name of the Club by the Treasurer. He shall keep records and books of account and give reports on the financial status of the Club at the regular meetings. Each year at the September meeting the President shall assign two members of the Club to examine the Treasurer's books of account as of the close of the fiscal year which period shall start January 1st and end December 31st. These members shall report the findings of their examination at the January meeting.

The Treasurer shall receive all applications for membership and collect all fees and dues in accordance with the rules established by the Constitution and By-Laws. In this capacity he shall keep an up-to-date membership list and promptly advise the Secretary of new members and changes in the of status of present members. He shall send to all members whose names appear on the mailing list of the Club a copy of a Membership List showing the names and address of all members who have paid their dues by February 1 of each year.

ARTICLE VI - COMMITTEES:

SECTION 1; The President shall appoint such committees as he deems advisable. Committee action or recommendation will be determined by a majority vote of such committee. Committees may be appointed for a specific period of time but none shall continue beyond the expiration of the President's term of office.

ARTICLE VII - BOARD OF DIRECTORS:

SECTION 1; The Board of Directors shall consist of seven (7) persons: all elected officers currently in office; the immediate past President; two (2) from among the members not including the five (5) named above. These two members-at-large will each serve for a period of two (2) years, and only one will be elected each year at the Annual Meeting.

SECTION 2; The two (2) elected members-at-large board positions will be limited to serving no more than two (2) consecutive two (2) year terms (4 years). **[Amended 11/6/2021]**

SECTION 3; The function of the Board of Directors shall be to establish policy for the Club, and in general, serve as an advisory body both to the Club and its officers.

ARTICLE VIII - RULES:

SECTION 1; Robert's "Rules of Order" shall serve as the parliamentary authority for all questions arising that have not been fully provided for by the Constitution and By-Laws of the Club.

ARTICLE IX - AMENDMENTS:

SECTION 1; Amendments of the Constitution and By-Laws. Any voting member of the Club may introduce a petition for a change in the Constitution and By-Laws. The petition must be in writing, fully setting forth the desired change. It must be submitted by the Secretary of the Club at a regular meeting, at which time it will be read to the members present. The Secretary will include notice of the proposed change on the next regular mailing of the Club announcing the next meeting. This notice shall also inform the members that the proposed change will be voted upon at the next meeting, providing the necessary quorum is present. (Minimum of one-fourth (25%) of the primary members of the Club. However both primary and associate members may vote.). If this quorum is not present, no

action shall be taken until the next meeting that has a sufficient attendance to meet the quorum requirement. With the necessary quorum present, the proposed change will be read from the original petition and voted upon. A favorable vote of two-thirds of the members voting at this meeting will be required for adoption of the proposed amendment.

***The Constitution and By-Laws of the Belltown Antique Car Club were amended
December 21, 2019 to include two addendums as follows:***

Addendum 1: Dissolution Provision

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Addendum 2: Conflict-of-Interest Policy

Article I, Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Belltown Antique Car Club) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II, Definitions

1. Interested Person

- a. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- c. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III, Procedures

1. Duty to Disclose

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

- a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict-of-Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV, Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V, Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI, Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII, Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII, Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.