

West Coast Kappa Car Club Bylaws

Adopted by the Membership February 18, 2006

| Revised by the Membership April 30, 2008

Article I - Name

- A. The name of this organization shall be the West Coast Kappa Car Club (WCKCC) (also referred to as “the Club”).

Article II - Purpose

- A. The purpose of this organization shall be to encourage the enjoyment of the Pontiac Solstice, Saturn Sky, and other cars developed on the Kappa platform.

Article III – Structure

- A. This Club shall be nonsectarian, nonprofit, and will not discriminate on the basis of race, sex, color, religion, national origin, handicap, sexual orientation, or any other protected category.
- B. Club members shall have the right to govern and control its activities through its duly elected Officers.
- C. This organization is non-profit, and no part of earnings shall benefit individual members. It shall not engage in regular business of a kind ordinarily considered for-profit.
- D. The Club will be divided into geographical districts by the Board of Directors and approved by the membership.

Article IV - Membership

- A. Membership shall be open to anyone who has an interest in the Pontiac Solstice, Saturn Sky, or other vehicles built upon the Kappa platform. Ownership of a Solstice or Sky is not a requirement.
 - a. Membership in this Club shall be subject to compliance to the provisions of these bylaws.
 - b. A person joining alone is considered an “Individual Member.”
 - c. A “Household Member” includes more than one person living in the same household. This will be considered a single membership.
 - d. Companies may join as an “Industry Member”. *Industry Members are non-voting and may not hold Director or Officer positions.*
 - e. Members must be eighteen (18) years of age or older.

- f. All new members must be voted-in at any district *or board* meeting. Members may be voted in “in absentia.”
- B. Any member in good standing is entitled to full participation and all the Club's benefits. Any ~~person~~ *member* may be classified as a member in ~~full~~ *good* standing with payment of dues in full.
 - a. Members will be assigned to the district in which they reside.
- C. A member may resign at will, and dues for the current year shall be forfeited. Resignations may occur in two manners:
 - a. The member may submit a written letter of resignation to an officer of the club. Such resignations will be deemed effective when accepted by the Board of Directors (“the Board”) if not otherwise specified.
 - b. Failure to pay dues constitutes resignation of membership.
- D. The Board of Directors may cancel the membership of any member by a majority vote upon determination that such member has engaged in conduct actually and substantially injuring the good name or reputation of this organization.
 - a. Notification of cancellation shall be presented in writing to the member concerned.
 - b. Any individual whose membership has been canceled may make a written appeal for reinstatement to the Board of Directors. That appeal will be considered at the next regularly scheduled meeting of the Board.

Article V - Dues

- A. For both Individual and Household Members, annual dues shall be equivalent.
- B. Dues must be paid by April 1 of each year.
- C. For new members, dues will be prorated according to the quarter joined.

Article VI – Officers and Directors

- A. The officers of this organization and their order of command shall be President, Vice President, Treasurer and Secretary.
- B. All Directors must be members in good standing of the Club during their entire term of office.
- C. The Board will be composed of two Directors from each district.

- a. The terms of the Directors from within a district will be staggered, so one position is vacant each year.
- D. Directors shall serve a term of two years
 - a. Directors may not serve more than two consecutive terms.
- E. The officers will be selected by the full board, from the current members of the board.
 - a. Officer terms are one year in length.
 - b. A person may serve no more than two consecutive terms in the same office.
- F. A Director may resign his or her position with written notification to the board. It will be considered effective immediately if not otherwise specified.
- G. A Director may be removed from office with a supermajority vote (>2/3 of the members) of the full board if he or she has engaged in behavior injurious to the Club.
- H. In the case of a Director vacancy, the board shall appoint a director to complete the remaining term.
- I. All Directors shall disclose any real or perceived conflict of interest.

Article VII – Elections

- A. A Nominating Committee shall be appointed annually by the President. It shall consist of a member from each district.
 - a. The Nominating Committee will solicit candidates for each available Director position, and present a slate of qualified candidates to the Board no less than two months prior to the election.
 - b. The Board will either approve the slate and conduct Director elections or return it to the Nominating Committee in order to address concerns.
- ~~D.B.~~ A quorum is required to validate an election. Fifteen percent (15%) of active members of the appropriate jurisdiction shall constitute a quorum.
- ~~E.C.~~ Directors shall be elected with a simple majority (50% +1) by ~~written ballot at district meetings~~ *once per year*.
 - a. If no member achieves a majority vote, a run-off election between the top two vote-getters will be conducted ~~at the same meeting~~.
 - b. Only members of that district may vote for Directors representing a given district

- ~~F.D.~~ Matters requiring vote by the entire club will be conducted via mail *or email*.
- ~~G.E.~~ For all elections, a Household Membership is considered a single membership with a single vote.
- ~~H.F.~~ Industry members are non-voting.

Article ~~VII~~ VIII - Duties of the Officers and Directors

- A. The duties of the President shall include the following:
 - a. Maintain general supervision of the affairs of the Club.
 - b. Preside at all meetings of the Officers, Board, and Club.
 - c. Appoint members to committees.
 - d. Represent the Club in all matters outside club meetings.
 - e. Vote in Board and Officer actions only when one vote is necessary to make or break a tie.
- B. The duties of the Vice President shall include the following:
 - a. Perform the duties of the President in his or her absence
 - b. Attend all Officers and Board of Directors meetings.
- C. The duties of the Treasurer shall include the following:
 - a. Attend all Officers and Board of Directors meetings.
 - b. Keep accurate records of Club finances.
 - c. Collect club dues annually
 - d. Maintain a record of paid members
 - e. Prepare club financial statements for Board and membership meetings
 - f. Make payments as required for club actions
- D. The duties of the Secretary shall include:
 - a. Attend all Officers and Board of Directors meetings.
 - b. Record minutes of all Officer, Board and membership meetings.
 - c. Maintain club records
 - d. Manage club correspondence
- E. The duties of all members of the Board of Directors shall include:
 - a. Act for the Club in all matters
 - b. To conduct a financial review annually.

Article ~~VIII~~ IX - Quorums

- A. A quorum to conduct business at any Officers or Board of Directors meeting shall be fifty percent (50%) of the officers or Directors.

- B. A quorum to conduct business *for a given jurisdiction* at any general membership meeting shall be deemed to be no less than fifteen percent (15%) of the active membership *from the appropriate jurisdiction* in attendance.

Article ~~IX~~-X - Committees

- A. The Board may create ad hoc committees as necessary to promote the purpose and objects of the association.
- B. Only members in good standing shall be eligible to serve in appointed positions.
- C. The president will appoint all committee members and chairpersons.
- D. The term of each chairperson shall be one year or until the committee is no longer necessary.
- E. The President shall be a member ex officio of all committees, except the nominating committee.

Article ~~X~~-XI - Dissolution

- A. In the event the number of voting members becomes ten or less, the remaining members may vote to dissolve the Club.
- B. After all outstanding debts have been paid, the assets of the Club shall be distributed as determined by a two-thirds majority of the remaining members. The assets may not benefit anyone associated with the organization.

Article ~~XI~~-XII – Bylaws Changes

- A. Bylaws may be modified with a two-thirds majority vote of all members *who return ballots. A minimum return of 15% of active members is required for the vote to be valid.*
- B. A minimum thirty-day written notification to all current members must precede a vote on any proposed modifications.

Article ~~XII~~-XIII – Transitional Leadership

- A. For the first year of the club, the following modifications of the leadership structure exist:
 - a. A transitional leadership team will be selected.
 - i. These members will serve on the initial Board of Directors.

- ii. The transitional terms will expire when elections have been held in all districts, or March 31, 2007, whichever comes first.
 - iii. Transitional directors are eligible to run for elected Director positions in their District.
 - b. Each District will elect two Directors at its next meeting.
 - i. Candidates will be self-nominated at the meetings
 - ii. The candidate receiving the most votes will be elected to a two-year term as Director.
 - iii. The candidate receiving the second-most votes will be elected to a one-year term as Director.
- B. This article will sunset April 1, 2009.