

June 18, 2007

Garden State GTO's Club Inc. Official Bylaws

ARTICLE 1. NAME

Garden State GTO's Club Inc, (sub-chapter of the GTO Association of America)

ARTICLE 2. PURPOSE AND MISSION STATEMENT

Insofar as permitted under the general laws of the State of New Jersey, without profit, to promote interest in classic Pontiacs, car club activities, and to encourage safe and lawful participation in club activities, publications and events related to classic Pontiac automobiles; to perform such services and sponsor such events as are in keeping with the members' desires. Performing and hosting charitable events in accordance with such activities with net proceeds from such events awarded directly to chosen charities.

ARTICLE 3. LOCATION

Board of Directors and General Membership meetings will be held at a location chosen by the PRESIDENT of the club. For corporate matters, until the board deems otherwise, the address of the club shall be:

Garden State GTO's Club Inc.
PO Box 41
Oakland, NJ 07436

ARTICLE 4. MEMBERSHIP

Section 1. Membership is open to anyone interested in Pontiac automobiles, the activities of the CLUB or activities related to ownership and restoration of such automobiles

Section 2. Members and associate members as defined by being in and of good standing are entitled to vote and hold office with equal rights in the club, to attend any general meeting and all other benefits of membership. Membership shall be considered valid and in good standing subsequent to timely annual dues payment. Members of the club shall be governed by these Bylaws.

Section 3. The board may provide for special types of membership in the club as deemed necessary.

Section 4. Any active member or associate member of the club may have his or her membership revoked by unanimous vote of the board for cause. The members in question will be contacted via certified mail and notified of the next board meeting and location. At that time the member will have the opportunity to respond to the board's statement of cause before the board votes on the matter.

ARTICLE 5. ELECTIONS

Section 1. Any active member of the club may nominate a member in good standing for an elective office at the annual October general meeting, subject to the nominee's consent to such nomination. An active member is defined as a member of the Garden State GTO's, Inc. and has paid the current Garden State

GTO's Inc. annual membership fee. Nomination for the position of club President shall require that such person be a club officer, either past or present. Club officers shall be required to be or become GTOAA members.

Section 2. Election of the board and Officers will be by a plurality vote of those active members present at the December general meeting plus those members voting by absentee ballot. Each member shall have one vote. Ballots to be collected, confirmed and tallied by a member in good standing not currently running for office and results announced at the December membership meeting.

Section 3. If a vacancy occurs between elections, the vacancy shall be filled by an active club member appointed by the board by majority vote. The board may, at its discretion, appoint a club member to assume the duties of any Officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

ARTICLE 6. OFFICERS

Section 1. The CLUB shall have Officers in a hierarchy consisting of:

PRESIDENT

VICE-PRESIDENT

TREASURE

SECRETARY

Each of the above positions will be filled by a member in good standing. The board may appoint other positions, as the board shall decide.

Each board member shall have one vote at a board of directors meeting. The offices of PRESIDENT, VICE-PRESIDENT, TREASURER and SECRETARY are elected by the membership. All other officers including board members are appointive at the discretion of the elected officers and present board members. Any appointive office, except Legal Counsel and Newsletter Editor, may be left vacant by a majority ad hoc vote of the elected officers.

Section 2. Officers other than the PRESIDENT shall serve a term of one year commencing January 1 and termination December 31 of the same year. The position of PRESIDENT shall serve a two year term with a maximum of three (3) consecutive terms. Incoming officers will hold a joint meeting with the outgoing officers in the first 15 (fifteen) days of the new term to turn over club assets, financial reports, and the like.

Section 3. Any Officer shall have the right to resign by submitting his/her resignation in writing to the board. The general membership shall have the right to approach the board of directors with any concerns or grievances concerning any club officer. The board of directors shall have the power to veto any club decision made by the officers in charge. This motion shall only be brought about after the board of directors meets with the officers to discuss their reasoning and an attempt is made to arbitrate the matter.

Section 4. Any Officer may be removed from office by a two-thirds vote of the board at a duly designated meeting including provision for written absentee board vote. After 30 (thirty) days advance written notice of reasons for removal. Any Officer may also be removed by a vote of the membership utilizing the following procedure. When a repeal motion is made, seconded, and passed by a simple majority of members present at any regularly scheduled membership meeting, a special meeting notice will be prepared and mailed to all chapter members within 10 days. The next regularly scheduled membership meeting will be designated a special meeting. The first order of business at the special meeting will be a statement of the repeal motion and the rationale. Next, the Officer in question will have an opportunity to respond. Each statement will be limited to 5 (five) minutes. Immediately following statements, active members present will vote on the recall motion. The motion will carry or not based on a plurality of members present at the special meeting.

Section 5. Duties and Responsibilities of Elected officers.

The PRESIDENT shall officiate at all meetings, create and appoint special committees as he or she deems necessary to carry out the objectives of the club, supervise the overall operation of the club, call meetings of the full Board of Directors as conditions warrant, and perform other executive functions as may be necessary.

The VICE-PRESIDENT shall officiate in the absence of the PRESIDENT, coordinate the activities of the club in conjunction with event chairpersons and/or appointed committees, and promote the club to the general public in good faith. The President or board of directors shall have to power to request assignment of a second vice-president as deemed necessary.

The TREASURER shall be responsible for all funds, making expenditures which are authorized by the club, maintaining financial records in accordance with generally recognized accounting practices, submitting timely and accurate financial reports to federal, state and local government agencies as required, reporting on the treasury monthly to the general membership and arranging to have the financial records reviewed or audited by a professional accountant as required.

The SECRETARY shall maintain minutes of all meetings, carry on all correspondence, keep all current club records, maintain a current roster of members, collect, or cause to be collected any such information needed to maintain the roster, distribute all mail incoming to the club, and perform other duties as assigned by the board.

The board may appoint club members to assist the SECRETARY as necessary.

ARTICLE 7. MEETINGS AND EVENTS

Section 1. Except as otherwise provided, monthly membership meetings will be called by the PRESIDENT of the club and well publicized in the club newsletter.

Section 2. The board shall meet at such times as they determine by vote, or at the call of the PRESIDENT. For purposes of conducting the board meeting, a quorum shall be present. A quorum shall consist of an odd number of members of the board.

Section 3. The board shall set aside a portion (not to exceed 30 minutes) of the board meeting to allow members to present a proposal to the board for consideration.

Section 4. The annual meeting to elect club Officers shall be held in December. All members shall be notified of the date, time and place of this meeting at least ten (10) days in advance.

Section 5. Events, consistent with the purpose of the club will be held per the approval of the board. Any and all net operating profits from such events to be awarded to chosen charitable organizations as voted upon by the club membership in good standing.

Section 6. All meetings will be conducted by Roberts Rules at the discretion of the ranking officers present.

ARTICLE 8. CORPORATION POWERS

Section 1. The officers on behalf of the club shall be empowered to do all things and conduct all business, not for profit, necessary to achieve the objectives of the club and in keeping with these Bylaws.

Section 2. These Bylaws shall provide a broad administrative framework within which the objectives of the club may be reached and continued. All business of the club shall be conducted in accordance with these Bylaws.

Section 3. Except as herein otherwise provided; only the officers shall exercise all powers of management of the club and enter into any contracts written or verbal.

Section 4. It shall be the policy of the officers to consult the members on any matters involving the general welfare and conduct of the club. Failure to do so shall not affect any vote of the board.

ARTICLE 9. DUES AND FEES

club dues and fees shall be consistent with current club pricing and policies. The editor of the monthly club newsletter shall be indemnified from payment of dues.

ARTICLE 10. LIABILITY

Section 1. All persons or Corporations extending credit to, contracting with, or having any claim against, the club or board or officers, shall look only to the funds and property of the club for the payment of any debt, damages, or judgment of decree or any other money that may become due and payable to them from the club so that neither the members of the club nor its board or officers are personally liable therefore.

The Corporation will provide advance indemnification for the officers. The Corporation may provide insurance for the officers at the discretion of the board.

ARTICLE 11. SEAL

The custody of the Seal shall remain with the TREASURER.

ARTICLE 12. AMENDMENTS

No checks will be issued unless receipts accompany check requests or unless the officers and board of directors approve the specific individual expense by vote. This should apply to expenses of \$100.00 or more.

Amendments to these Bylaws will be voted on and changed at the December membership meeting. The bylaws and amendments to such bylaws shall only be signed into approval by the board of directors.

Adoption of the Amendments to the Bylaws shall require a two-thirds majority vote of those active members present at the December general meeting of the club plus those active members voting by Absentee ballot. All active members shall be notified of date, time, place and contents of the proposed amendment at least ten days in advance of said meeting.

No Amendment shall become effective until approved by the Membership.

ARTICLE 13. DISSOLUTION

Upon dissolution of Garden State GTO's Club Inc, a final accrual accounting review shall be performed by an accredited accounting firm. All outstanding payables and expenses incurred by the club and or its

members in good standing shall be reconciled and distributed to such payees as required. All remaining funds shall be awarded to one or more charitable organization as decided upon by the membership in good standing at the time of dissolution at a special meeting to be held by the club officers and board of directors, place and time to be decided upon by the reigning club president.

Signed and accepted as of November 18, 2007 ;

Board Member

Board Member

Board Member

Board Member

Board Member
