

Constitution and By-Laws Northern Nevada Z Car Club

ARTICLE I – Name and Purpose

Section 1: The name of this organization shall be NORTHERN NEVADA Z CAR CLUB, known herein as the Club.

Section 2: This Club is organized as a not for profit organization to gather Reno, Nevada and surrounding area Datsun/Nissan Z's owners together to share knowledge, to help fellow Z car enthusiasts with their car projects, and to enjoy fellowship through automotive activities and service to local communities.

Section 3: A Club emblem and flag may be designed around the Club name and the Letter Z as commissioned and approved by the Board of Directors.

ARTICLE II – Membership

Section 1: Club members should be people that exhibit good character, fellowship, and sportsmanship and are eager to actively participate in Club activities, and meetings. Prospective members must complete and submit a Club membership application, along with dues appropriate for their membership category. Membership applications should be acted upon at the earliest possible regular business meeting, either a general membership meeting or a Board of Directors Meeting, and approved by simple majority of the quorum at that meeting. If the Board of Directors disapproves an applicant's membership request, the application will be acted upon by the membership at the next general membership meeting. If the Club membership disapproves the applicant's request, the Secretary will notify the applicant in writing of the decision by USPS and return the dues promptly by check or money order.

Section 2: Full Club Membership: Full Club Membership is available to any person over the age of 18, and who owns a Datsun or Nissan Z Car, a Nissan GTR, or a Datsun Fairlady Roadster. Owners of other Datsun and Nissan and Infiniti sports cars may be Full Members as approved by the Board of Directors or Club membership. Full membership is provided to both spouses of a household based on paying single dues, each member may hold office, but that household is entitled to only one vote at Club business meetings. Both spouses in a household are entitled to individual full membership, based on owning a second qualifying vehicle and each paying individual annual dues, and thus both spousal members are entitled to a vote in Club Business Meetings. All full members that participate in driving activities must have a valid state driver's license and approved insurance for their qualifying vehicles(s). Full members that no longer own a qualified vehicle may move to Honorary Membership until the end of the driving year.

Section 3: Honorary Club Membership: Honorary Club Membership is eligible to those persons who have a keen appreciation of Nissan sports vehicles or Nissan sports vehicle owners under the age of 18 that possess a valid state driver's licenses and state approved car insurance. Owners under the age of 18 must have a parent or guardian endorse their membership application. Honorary members may participate in Club activities, but may not hold office or vote in Club business meetings. Honorary members are not required to pay dues, unless they participate in Club driving activities, whereas they are required to pay the portion of the dues that goes toward that activities insurance.

Section 4: Sponsor/Corporate Membership: Organizations or individuals that sponsor or support Club activities may be awarded a Sponsor/Corporate Membership at the discretion of the Board of Directors, and may be presented a certificate or plaque designating such. Sponsor/ Corporate members are not required to pay dues and may not hold office or vote in Club business meetings.

Section 5: Dues: Dues shall be payable on an annual basis and are intended to cover the daily operating expenses of the Club. The basis and amount of the annual dues shall be determined by the current Board of Directors on or before October 15th of each year and communicated to the Membership in the fall general membership meeting. Dues are payable in full by January 1st of the new driving year. The Secretary and/or Treasurer will communicate to the membership the amount payable for the upcoming year by social media, email, or USPS mail by November 15th of the current year. Dues are non-refundable, except in the case where a member has paid in full for the upcoming driving year and then terminates their membership in writing to the Club Secretary prior to February 1st of the new driving year. Dues not received by Treasurer by February 1st of the new driving year will cause the member to be delinquent and cause the membership to be suspended. Dues not received by March 1st or the first Club activity of the new driving year, which ever one is earlier, will cause the member to be terminated from the Club. Terminated members must submit a new application and be approved in the same manner as a new member. Dues of new members, which join after March 1st, will be prorated, for their initial membership year only. New members joining after October 31st of the current year and pay full yearly dues will be given credit for the next year's dues.

Section 6: Fees: Club members may be charged fees for Club activities that are not covered by member's dues, fund raising events, or by Sponsor contributions, as determined by the Board of Directors. Honorary Club Members that wish to participate in Club driving events that are insured by the Club, will be required to pay an event fee as determined equitable by the Club Treasurer and approved by a majority of the Board of Directors.

Section 7: Privileges: Full and Honorary Members in good standing are entitled to all Club privileges based on this document. In addition, all Full Members shall have the right to hold

office and vote at all general meetings of the Club. In order for a person to be in good standing they must own a qualifying Nissan automobile, pay dues appropriate for their membership, have a state issued driver's license, state approved automobile insurance, and have their membership approved by the Club.

Section 8: Resignation: Resignations may occur in two manners: by written letter or by failure to pay dues. A member may submit a written letter of resignation to the Club Secretary, in which case the resignations will be deemed effective upon receipt. In the case of a member's failure to pay dues, the resignation occurs in accordance with Article II Section 5 of this document. When a member resigns from the Club, they will not be entitled to any share of the Club treasury or Club possessions, and any Club property in a member's possession must be returned immediately to the Club Sergeant at Arms or in his/her absence to an elected officer.

Section 9: Expulsion: A member may be expelled from the Club for gross or repeated unsafe driving acts, violation of Club rules, lack of good order, or for actions that are detrimental to the purposes or reputation of the Club. When cause for expulsion of a Club member is brought to the Board of Directors, the Board will review the evidence presented and determine if there is just cause to take the evidence to the general membership for a decision of expulsion. Prior to any expulsion hearing before the general membership, the member in question shall be notified by letter of the date, time and items to be considered at the intended hearing. The Sergeant at Arms or Vice President will present the cause, evidence, and the Board's recommendation to the membership. In turn the member will be allowed to present written and or verbal evidence at the hearing refuting the charges. Authority for expulsion shall come from 3/5 affirmative vote of all members in good standing present at the general membership meeting. Voting shall be by secret written ballot and shall be tabulated and verified by three (3) members in good standing appointed by the President. In the event the President is accused the Vice president will preside. A member that has been expelled may apply for new membership after expulsion from the Club for the remainder of the current driving season and one additional driving season. The Board of Directors will review the application and any ancillary information provided by the member, and then provides a recommendation to the general membership. General membership must approve reinstatement by a 3/5 vote.

Section 10: Suspension.

- a). If the Board determines that evidence presented for expulsion (Article II, Section 9) demonstrates lesser cause, and the Board feels that the member's actions will not be repeated, the Board may elect to offer the member a period of suspension not to exceed the remainder of the driving year. If the member declines to accept the suspension, then the cause will be taken to the general membership for determination of expulsion.
- b). If the Board feels that cause for expulsion (Article II, Section 9) is great, they may elect to immediately suspend the member from the Club until the membership has made a determination on expulsion.
- c). Club membership will be suspended if member dues are not received by February 1st of the new driving year in accordance with Article II, Section 5.

Article III – Meetings

The Club will regularly hold both general membership meetings and Board of Director Meetings. All meetings shall be conducted according to Roberts Rules of Order. The Secretary will record the proceedings in meeting minutes and make those minutes available to the membership.

Section 1: General Membership Meetings. General Membership Meetings will be scheduled by the Board when the body of Full Members needs to act on Club business. As a minimum one General membership meeting shall be held annually, in the month of October or November, to elect new Club officers and to communicate the upcoming dues. During the meeting each elected officer should present a summary of the activities and accomplishments under their control. Membership may petition for a general membership meeting by submitting a request, endorsed (electronic and/or written message) by 15% of the Full Members, to the Secretary. The President will convene a General Membership Meeting within 30 days of the request.

Section 2: Board of Directors Meetings. The Board of Directors will hold a Board meeting no lesser than quarterly throughout the calendar year to oversee Club business. The President may call a Special Board Meeting at any time to address single agenda item urgent business. Members may attend and observe Board meetings, but will not participate, except to provide information as requested by the Board. If there are agenda items membership wish to be considered at the meeting, those agenda items must be presented to the Club President at least one week prior to the meeting.

Section 3: Notice of Meetings. Notice of General Membership meetings will be provided at least four weeks in advance of the meeting and Notice of Board Meetings will be provided at least two weeks in advance of the meeting. Notice need not be provided if meetings are schedule in a published standing schedule, unless a date changes. General membership meetings will be published in an email to each Full member and also announced on Club Web/social media accounts. Board meetings will be announced on Club Web/social media accounts. A Special Board meeting requires 24 hours' notice to the Board of Directors, and posting to Club social media if possible.

Section 4: Quorum and Voting. A quorum at a general membership meeting consists of 15% of the full membership and 50% of the elected officers. A quorum at a Board meeting consists of 50% of the Elected and Non-Elected Officers. All full members may vote at the general membership meeting, with the President abstaining. If there is a tie vote at the general membership meeting the President will use their vote to break the tie. All members of the Board that are full members of the Club may vote at a Board Meeting, and if there is a tie the President's vote will decide the tie.

Article IV – Officers and Directors

Club activities and business will be directed by a Board of Directors, known herein as the Board, consisting of Elected and non-elected officers. At no time will non-elected officers outnumber the elected officers. All officers must be Club members in good standing.

Section 1: Elected Officers. Elected officers will consist of the President, Vice President, Secretary, Activities Director, Media/Communications Director, and Membership/Community Relations Director.

Section 2: Nomination and Election of Officers. Officers will be elected in the General Membership meeting conducted in October or November of the year. Nominations for each open office will be asked for from Full Club members and if a nominee is seconded by another Full Club member that name will be added to the ballot for the office. All Full Club members may vote for each office and the winner is the individual that receives greater than 50% of the voting members. If no candidate receives greater than 50% of the vote, the 2 candidates with the most votes for an office will be voted on a second time.

Section 2: Non-Elected Officers. The elected officers will appoint persons from the membership with the qualifications to be Sergeant at Arms and Treasurer. The Sergeant at Arms must be a Full Club Member. Treasurer must also be a Full Member, unless the Board of Directors wishes to appoint or hire a professional to be the Treasurer from outside of the Club, that person will become an Honorary Club Member. If the Treasurer is not a Full member, they may not vote in Club business.

Section 3: Board of Directors. The Board of Directors will consist of the Elected Officers, the Non-Elected Officers, and the Club Founder and the immediate Past President, if they desire to serve on the Board and are members in good standing.

Section 4: Terms of Office. The terms of office for the elected officers will be 2 years, with half of the elected officers elected on one year and the other portion of the elected officers elected on the following year. In the year after these by-laws are adopted all officers will be elected, but the initial term for the Vice President, Secretary, and Activities Director will be limited to one year, thus setting forth an overlap of service. The term for the Sergeant-at-Arms and Treasurer will be one year, but they may be appointed to consecutive terms at the pleasure of the Board of Directors. Terms of office start on January 1st following the election.

Section 5: Vacancies. If a vacancy should exist in the membership of the Board of Directors, the Board will select a member of the Club to fill the position until the next officer election. At the next officer election, a member will be elected to serve the remainder of the term, thus if there is still one year remaining of the vacant term the new officer will serve one year, but if the term has ended the new officer will serve two years. If another Board member is selected to fill a vacant position on the Board, thus vacating their position, these rules will apply for both positions.

Section 6: Impeachment of Officers and Board Members. Any full Club member in good standing may file charges of impeachment against any Club officer or Board member with the Board of Directors. Charges of impeachment must be in written form and must be endorsed by 3 additional full Club members.

a) Grounds for impeachment include, but are not limited to, failure to maintain good standing, missing more than two consecutive general membership meetings or Board meetings in any Club year without concurrence of the Board, misrepresentation of office or Club, misuse of Club

funds, inability or unwillingness to perform the duties of office as outlined in Article V, or conviction of a serious crime.

b) The Board of Directors will review the charges and schedule a hearing at the next general membership meeting. Prior to the impeachment hearing, the officer in question shall be notified by letter of the date, time and charges to be considered at the hearing. The Sergeant at Arms or Vice President will present the charges, all evidence supporting them, and the Board's recommendation to the membership. In turn the charged officer will be allowed to present written and or verbal evidence refuting the charges. Authority for impeachment shall come from 2/3 affirmative vote of all members in good standing present at the General Membership Meeting. Voting shall be by secret written ballot and shall be tabulated and verified by three (3) members in good standing appointed by the President. In the event the President is accused the Vice president will preside.

c) A separate set of minutes of the impeachment will be maintained.

Article V – Duties of Officers and Directors

Section 1: Duties of President

a.) The President shall be the principle officer of the Club and shall supervise and control all the daily business and affairs of the Club.

b.) The President shall preside at all meetings of the membership and the Board of Directors.

c.) The President may be one of the two co-signers of all checks issued by the Club.

d.) The President shall be the general coordinator for all Club functions and will be the official Club spokesperson.

e.) The President shall be responsible to plan and oversee the budget of the Club funds during his term of office.

f.) The President may form and supervise committees deemed proper and necessary for the operation of the Club.

g.) The president with the concurrence of the Board of Directorss shall establish and maintain the business address of the Club.

Section 2: Duties of Vice-President

a.) The Vice President shall perform the duties of the President in his/her absence.

b.) The Vice President shall assist the President in the performance of his/her duties.

c.) The Vice President will seek out sponsors appropriate for the Club, and present them to the Board for approval.

d.) The Vice-President will issue a receipt for all contributions provided by sponsors and benefactors, whether financial or merchandise, and provide a copy to the secretary and Treasurer.

e.) The Vice President shall serve as Chairman of the Audit Committee.

f.) During the course of the year the Vice-President will review Club bank statements, ledgers, and other financial documents for accuracy.

g.) The Vice President shall serve as liaison with other Clubs and with sponsors.

h.) The Vice President may be one of the two co-signers of all checks issued by the Club.

i.) The Vice President shall perform other duties as delegated by the Board.

Section 3: Duties of Secretary.

- a.) The Secretary is responsible for managing all Club records and business communication.
- b.) The Secretary shall keep minutes of General Membership and Board of Director meetings.
- c.) The Secretary will provide a copy of meeting minutes to the President and to the Media/Communications Director, for distribution to Club members, no later than 2 weeks after the meeting.
- d.) The Secretary is responsible for keeping a record of all correspondence to and from the Club, and for keeping a record of all resolutions adopted by the Board of Directors or the Club Membership.
- e.) The Secretary is responsible for keeping the schedule of all planned General Membership and Board meetings and for notifying members of additions and changes to schedule via email, and to provide such updates to the Media/Communications Director for distribution to Club members via Club web and social media.

Section 4: Duties of Treasurer

- a.) The Treasurer shall keep an accurate record of all moneys collected and disbursed by the Club.
- b.) The Treasurer shall issue invoices by November 15th to membership for the upcoming year's dues, either by email and/or USPS.
- c.) The Treasurer in conjunction with the Vice-President will invoice Sponsors that have committed to an ongoing financial support of the Club.
- d.) The Treasurer shall maintain and coordinate preparation of financial documents as required by state and federal regulations for each fiscal year January 1 – December 31.
- e.) The Treasurer shall provide a written financial report at the general membership and Board meetings, and make bank statements, ledgers, and supporting documents available for review at Board meetings.
- f.) The Treasurer shall assist the President and the Board in development of the fiscal budget.
- g.) The Treasurer shall maintain copies of all financial records, including but not limited to; bank statements, canceled checks, check stubs, deposit slips, bills, invoices, receipts for dues, and other paperwork relative to the Club treasury. These records will be readily available for review of the Board or Audit Committee.
- h.) The Treasurer shall be responsible for the timely payment of the debts of the Club and the timely deposit of all receipts.
- i.) The Treasurer may be one of the two (2) co-signers of all checks issued by the Club.

Section 5: Duties of the Sergeant at Arms

- a.) The Sergeant at Arms is responsible for order and decorum among all members and persons present at Club activities. In unusual cases, the sergeant at arms may need to ask a person to leave the venue or contact authorities such as the property owner, site security, or law enforcement for assistance.
- b.) The Sergeant at Arms is responsible for insuring meeting venues have been organized and are appropriate for Membership and Board meetings.

- c.) The Sergeant at Arms is responsible for insuring that material needed at meetings such as flags, regalia, equipment, ballots and such are available.
- d.) Sergeant at Arms is responsible to ensure that American and Foreign flags that will be displayed at an activity are appropriately handled and displayed according to custom.
- e.) The Sergeant at Arms is responsible to ensure visitors and prospective new members are greeted.
- f.) The Sergeant at Arms is responsible for conducting sign in or roll call as required, and for ensuring that only Club members are present at closed events.
- g.) The Sergeant at Arms will present the case at the membership meeting against a member that is being considered for expulsion or impeachment.
- h.) The Sergeant at Arms is responsible to oversee the cleanup and equipment pack-up after an event, with the help of the Club membership.
- i.) The Sergeant at Arms is responsible to oversee safe traffic management at Club events that involve moving vehicles.
- j.) The Sergeant at Arms is typically responsible for the safe storage of any equipment, supplies and property owned by the organization, inventorying them after each meeting as necessary, and providing an inventory to the annual audit committee

Section 6: Duties of the Activities Director.

- a.) The Activities Director is responsible for overseeing all Club sponsored events and ensuring that they have been pre-coordinated with the President and/or the Board of Directors.
- b.) The Activities Director will review all Club events with the organizer to ensure that plans, safety considerations, and logistics are in place to ensure a safe and pleasant experience for Club members.
- c.) The Activities Director will encourage other Board members and Club members to organize events throughout the year, assisting the organizer to ensure that events are in line with the purpose of the Club, and that event planning, safety and logistics are in place.
- d.) The Activities Director will provide budget input to the president for events that required Club funds.
- d.) The Activities Director will provide a yearly calendar of known events (regular meetups, BBQ, runs, end of year party) to the Board and Media Director at the 1st Board meeting of the year.
- e.) The Activities Director will ensure that event details have been communicated to the Media Director in a timely manner, such that the Club membership is properly informed.
- f.) The Activities Director may establish an Events Committee to help organize and control regular Club activities or large Club Sponsored events.

Section 7: Duties of the of the Media/Communications Director.

- a.) The Media/Communications Director is responsible for the Club Web Page, Facebook Accounts, Instagram Accounts, and other like social media, and for ensuring that they are managed in a manner that supports the purpose of the Club and brings no harm or disrepute to the Club

- b.) The Media/Communications Director will ensure that Club communications and event scheduling via the Club media is made to membership in an appropriate and timely manner.
- c.) The Media/Communications Director is responsible to oversee Club news released to the membership and the public. All press releases will be coordinated through the Board of Directors before release.
- d.) The Media/Communications Director will provide budget input to the President for upcoming fiscal year web page and media expenses.
- e.) The Media/Communications Director will work with the Vice-President and with Club sponsors to ensure sponsors and sponsor products are represented on Club media that meet the needs of the sponsor and also support the Clubs purpose and reputation.
- f.) The Media/Communications Director will assist other Directors in communicating with the Club membership.

Section 8: Duties of the of the Membership/Community Relations Director.

- a.) The Membership/Community Relations Director will be the membership representative to the Board of Directors, and thus responsible for gathering membership input on Club operation, activities, requests, and communication of such to the Board of Directors
- b.) The Membership/Community Relations Director is responsible for recruiting new Club members and for making them feel welcome in the Club. A recruitment committee may be formed to support new Club member recruitment activities.
- c.) The Membership/Community Relations Director will maintain a current roster of all Club members, to include vehicle identification; phone numbers, email and USPS address, and make the roster available to other Board Member to facilitate their communications with membership
- d.) The Membership/Community Relations Director along with the President will represent the Club to the community; and will advise the Board and other Directors on community relations.
- e.) The Membership/Community Relations Director will actively seek out community and charitable activity suitable for Club support
- f.) The Membership/Community Relations Director along with the Vice-President will actively seek out sponsors appropriate for the Club.

Section 9: Club Founder and Past President

The Club Founder and the Past President will use their experience and good judgment to advise the other members of the Board of Directors.

Article IV – Club Financial Management

Section 1: The Club is organized as a not for profit organization and at no time may Club funds be used to enrich or provide personal benefit to individual Club Officers or members. The Treasurer will act as the chief financial officer of the Club as outlined in Article V, Section 4. The financial fiscal year for the Club shall be from January 1 to December 31.

Section 2: Financial Management

- a.) An annual audit will be conducted by an Audit Committee headed by the Vice President and including at least two other Club Members in good standing, who are not part of the Board.
- b.) An annual budget will be prepared by the President and Treasurer, and approved by the Board of Directors.
- c.) At no time may the Board of Directors, President or other members obligate Club funds that cannot be paid immediately from unobligated Club reserves.
- d.) All dues and other moneys received by the Club will be documented by either a copy of the original check or by issuing a paper receipt signed by the individual receiving the funds. Normally dues will only be received by the Treasurer, but in the Treasurers absence another Board member may receive dues in the form of check or money order.
- e.) Checks issued by the Club must be endorsed by two Board Members.
- f.) The Treasurer may maintain a petty cash account at an amount determined by the Board.
- g.) The Treasurer may reimburse Club members for low dollar amount expenditures made for the benefit of the Club, if approved by more than 50% of the Board of directors. Expenditures over \$100 must be approved by the Board in advance.

Article VII – Dissolution of Club

The Club may be dissolved by a majority vote of membership at a specially called General Membership Meeting. Meeting notice will be made by email and/or USPS and by social media to Club membership at least 30 days in advance of the meeting, and if the date is changed notice must be resent and another 30 days must pass before the meeting can be held. Upon dissolution of the Club, the Board of Directors will comply with State and Federal law dealing with dissolution of the organization. Once all obligations have been settled, the Treasurer and the President will close all bank accounts and draw a bank draft(s) of remaining Club funds to be donated to another local non-profit service organization(s) of the membership's choosing.

Article VIII – Amendment of Constitution and By-laws

Any article of this Constitution and By-laws may be waived and/or amended by a 2/3 affirmative vote of the members in good standing present at a General Membership Meeting. A copy of all proposed amendments shall be sent to each member of the organization at least 30 days prior to scheduled vote. The record of the vote and a permanent record of all waivers and/or amendments shall be kept by the Secretary with the record of Club minutes.

By-Laws adopted: 08/17/2016
By-Laws amended: No amendments to present date.