

# BY-LAWS OF MO-KAN VOLKSWAGEN CLUB

As approved and re-instated on February 28, 2010

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## **ARTICLE I - PURPOSE**

### **SECTION 1**

The general purpose of this Club, incorporated as a non-profit corporation, shall be to preserve and maintain Volkswagens of personal choice and/or historical value and to operate and function as a social and recreational association of enthusiasts of Volkswagen automobiles.

## **ARTICLE II – OFFICES**

### **SECTION 1**

The principal office for the transaction of business of the corporation is hereby fixed and located in the State of Missouri. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said State.

## **ARTICLE III - NAME**

### **SECTION 1**

The name Mo-Kan Volkswagen Club shall never be used by any person, firm, or corporation without permission first granted in each case by the Club Board of Directors, or the President. In the event such privilege is granted, for any commercial venture Mo-Kan Volkswagen Club shall be paid a fee for each such use as determined by the Board of Directors. No liability shall ever be imposed upon this Club as a result of any such use and indemnity may be required for the Club in such cases and in such form and amount as the President or Board of Directors may require.

## **ARTICLE IV - PERSONAL LIABILITY**

### **SECTION I Club Liabilities:**

All persons or corporations extending credit to, contracting with, or having any claim against the Club, shall look only to the funds and property of the Club for payment of any such contract, claim, debt, judgment, damage, decree or cause of any money that may in any way become due and payable from the Club.

### **SECTION 2 Members, Board of Directors, and Officers Liabilities:**

Neither the members of the corporation, the Board of Directors, nor the Officers, present or future, shall be personally liable for any debt set forth in Section I of this Article IV.

### **SECTION 3 Personal Vehicle Responsibilities:**

Prior to any participation in any event held by the Club, any member operating a vehicle in said event must, upon request of a Club Officer, furnish satisfactory proof that said member and the participating automobile are currently in good standing with all applicable laws regarding registration, insurance, safety inspections, etc.

### **SECTION 4 Profitability is Unlawful:**

This Club is organized under the laws of the State of Missouri as a general non-profit corporation; the members hereof shall not be entitled to any individual or collective interest, participation, share, right and/or property right in the assets of this Club, but such

assets shall be and constitute the indivisible property of this Club; no dividends, pecuniary profits or dividends or payments of like nature shall ever be declared or paid to the members of this Club.

## **ARTICLE V - MEMBERSHIP**

### **SECTION 1 Membership Eligibility:**

Any VW enthusiast may apply for membership in this Club. Ownership of any particular type or year of automobile is not required as a prerequisite for membership. Membership fees and/or annual Club dues shall be established by the Board of Directors. Approval of said application shall be conditioned upon compliance with Article IV, Section 3 above and Article V, Section 2 below.

### **SECTION 2 Applications:**

Application for membership in this club shall be in writing, filed with the Treasurer and relevant Officers (such as the Newsletter Editor), and accompanied by dues for the current year.

### **SECTION 3 Suspensions, Expulsion, and Reinstatements:**

Any member is automatically suspended upon the notification of the Treasurer of non-payment of dues after February 1st of the year in which dues are due and collectible. Upon payment of current dues a member suspended for non-payment shall be automatically reinstated.

### **SECTION 4 Suspensions, Expulsions, Reinstatement by Board of Directors:**

The Board of Directors shall have summary power by vote of a majority of the Directors to suspend or to expel the membership of any member for conduct which, in its opinion, disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will or prosperity of the Club, or which is likely to endanger the welfare, interest, or character of the Club, or for non-payment of dues, or for any conduct in violation of these By-Laws, or of the rules and regulations of the Club which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such Board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A two-thirds affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement.

### **SECTION 5 Relinquishing Member Rights:**

Upon the resignation, suspension, expulsion, or death of a member, rights and privileges as a member of this club, including any voting rights, and holding of any office, shall cease. Expelled Members shall not participate in any club events.

## **ARTICLE VI - MEETINGS OF THE MEMBERS**

### **SECTION 1 Meetings:**

An annual meeting of the members shall be held at such time and in such place as designated by the Board of Directors. Regular meetings of members may be held at such

times and places as designated by the Board of Directors. Special meetings of members may be called by the President, Board of Directors, or upon written application of ten percent (10%) of the members in good standing. A notice stating the purpose, place, date, and hour of every meeting shall be distributed to each member in good standing of this Club in a timely manner. If a member gives no address, or fails to notify the Club of any change in the address, notice shall be deemed to have been given to said member if sent by mail or other means of communication addressed to the member's last known address.

**SECTION 2 Quorums:**

At all meetings of the Club, the presence of twenty percent (20%) of the members in good standing shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required elsewhere in the By-Laws.

**SECTION 3 Voting:**

Each voting member in good standing present shall be entitled to one vote for each motion or item placed before the members at any meeting. The use of proxies at any membership or Board of Directors meeting of this Club is prohibited and the voting at any of such meeting shall be only by those personally present who otherwise qualify to vote under these By-Laws and in all other respects.

**ARTICLE VII - OFFICERS**

**SECTION 1 Officers:**

The Officers of this Club shall be the President, Vice-President, Secretary, Treasurer, Sargent at Arms. As the business of the Club may require, any other office may be created by a vote of a majority of the members present at a meeting. The Officers shall serve for one year, or until their successors are elected. An Officer shall serve no more than three (3) consecutive years in such office without the approval of the Board of Directors. Any member in good standing may be elected as an Officer by the members. Any two or more offices may be held by the same person, except the office of President. All officers shall be ex officio members of the Board of Directors.

**SECTION 2 Committees:**

The Board of Directors may appoint a member in good standing to form a committee of other members in good standing as the business of the Club may require. Such committees shall have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may, from time to time, determine.

**SECTION 3 Removal and Resignation:**

Any Officer may be removed by a two-thirds (2/3) majority of the members present at a regular meeting of the members, whenever the best interests of the Club will be served thereby. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein,

and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 4 Elections:**

Elections of Officers shall be held at the last members meeting of the fiscal year. Each Officer shall be elected by a majority of the members in good standing present.

**SECTION 5 Vacancies:**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by an election of a majority of the members in good standing present at the next meeting of the members following such vacancy. The Board of Directors shall appoint a member in good standing to fill such vacancy until said office has been filled by an election by the members.

## **ARTICLE VIII - DUTIES OF OFFICERS**

**SECTION I President:**

The President shall be the chief executive officer of the Club and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Club. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be ex-officio member of all the committees, and management usually vested in the office of President, and shall have such other power and duties as may be prescribed by the Board of Directors or by the By-Laws. The President shall sign all contracts and other instruments in writing provided, however, that all contracts and instruments in writing must first be approved by the Board of Directors. The President may draw checks upon the treasury when so directed by the Board of Directors.

**SECTION 2 Vice-President:**

In the absence, or disability, of the President, the Vice President shall perform all the duties of the President, and shall have all the powers of, and be subject to, the general powers and duties of the President. The Vice-President shall have and perform such other duties as prescribed by the Board of Directors or the By Laws.

**SECTION 3 Secretary:**

The Secretary shall attend all meetings and shall record all minutes. The Secretary shall keep, or cause to be kept, a register showing the names and addresses of the members. The Secretary shall give or cause to be given, notice of all meetings of members and of the Board of Directors as required by the By-Laws. The Secretary shall have custody of valuable papers and Club records, and shall at all times be subject to the control of the Board of Directors. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro-tempore.

**SECTION 4 Treasurer:**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Club. The Treasurer shall deposit all monies and other valuables in the name, and to the credit of, the Club

with such depositories as may be designated by the Board of Directors. The Treasurer shall disperse the funds of the Club as may be ordered by the Board of Directors, and shall render to the President and the Directors, when they request it, an account of all his or hers transactions as Treasurer and of the financial conditions of the Club and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws. No obligations, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors.

**SECTION 5 Sargent at Arms:**

The Sargent at Arms has the responsibility to maintain order as directed by the Board of Directors. In certain circumstances, the Sargent at Arms may request assistance from the membership present.

**ARTICLE IX - CORPORATE POWERS**

The management of the affairs of the Club shall be vested in the Board of Directors who shall be voting members in good standing. The Officers of the Club shall be Directors. The number of Directors shall not be less than three (3).

The term of office of a Director shall be one year. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors, and any Director so appointed to fill such a position shall be appointed for the unexpired term or until the next regular election of Directors.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, two (2) Directors, or upon written application of ten percent (10%) of the members in good standing.

Notice to each Director may be send and must be given at least five (5) days prior to and not more than thirty (30) days prior to any meeting. Notice to the membership may be posted in any club publication. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision that are made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, the Articles of Incorporation, or by the By-Laws.

A quorum of the Directors may adjourn any Directors meeting to meet again at a stated time, place, and hour provided, however, that in the absence of a quorum the Directors present at any Directors' meeting either regular, or special, may adjourn from time to time until the time fixed for the next meeting of the board. Directors shall notify the President as soon as practicable if unable to attend Directors' meeting.

Directors shall not receive any compensation, fee, or salary for their services as Directors, but by resolution of the Board, compensation may be allowed to any Director for any monies or expenses actually incurred and paid by any Director for the benefit of the Club.

## **ARTICLE X - POWERS OF DIRECTORS**

The Board of Directors shall have power to call meetings of the club when it deems it necessary to conduct, manage, and control the affairs, relations and business of the club, and to make rules not inconsistent with the laws of the State of Missouri, or for the guidance and management of the affairs of the club.

The Board of Directors shall have power to incur indebtedness, with the approval of the membership, the term and amount of which shall be entered in the minutes of the Board, and the note or obligation, if any, given for the same, signed officially by the President and the Secretary, shall be binding on the Club.

The Board of Directors may appoint such other Officers, agents, or committees as it deems necessary and shall fill all temporary or permanent vacancies that occur during the year in any Club office, or the Board of Directors.

## **ARTICLE XI- CERTIFICATE OF MEMBERSHIP**

Certificates of membership or membership cards, or both, shall be of such form and device as the Board of Directors may elect, and each certificate or membership card may be signed by an Officer, as the Board elects.

## **ARTICLE XII - FISCAL YEAR**

The fiscal year of the Club shall be the calendar year.

## **ARTICLE XIII - CONTRACTS**

The Board of Directors, except as the By-Laws or Articles of Incorporation otherwise provide, may authorize any office or Officer, agent or agents, to enter into any contract, or execute any instrument, in the name of, and on behalf of the Club, and such authority may be general or special, and unless so authorized by the Board of Directors, no Officer, agent or employee, shall have any power or authority to bind the Club by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

## **ARTICLE XIV - INSPECTION OF BY-LAWS**

The Club shall keep the By-Laws as amended or otherwise altered, to date, approved by the Board of Directors. By-Laws shall be open to inspection by the members at all reasonable times.

## **ARTICLE XV - REVENUES**

### **SECTION 1 Dues:**

Membership dues shall be such as shall be fixed by the Board of Directors and approved by the membership.

### **SECTION 2 When Due:**

Dues shall be payable on January 1 of each year, and unpaid dues are delinquent as of February 1 of each year. Any new members joining the Club on or after October 1 of any

given year shall be entitled to a full membership for the following year, and for the remainder of the year in which he or she joined.

## **ARTICLE XVI - AMENDMENTS**

### **SECTION 1 By Members:**

New By-Laws may be adopted, or these By-Laws may be amended or repealed, by a two-thirds (2/3) vote of the voting members in good standing present at a regular meeting.

### **SECTION 2 By Board of Directors:**

The Board of Directors may adopt, amend, or repeal By-Laws. To become, effective a proposed amendment, or change, must receive a majority vote of the Directors present at a meeting of the Directors.

### **SECTION 3 Restrictions:**

Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same or substantially the same amendment or repeal.

### **SECTION 4 Disclaimers:**

VW is a registered trademark of Volkswagen Group. The use of the words Volkswagen and VW, or of the VW logo, in no way connects the Mo-Kan Volkswagen Club with either Volkswagen Group, or Volkswagen of America, Inc.

The Mo-Kan Volkswagen Club is in no way sponsored by, supported by, or in any way connected with Volkswagen Group or Volkswagen of America, Inc.