

St. Louis Region Cadillac and LaSalle Club Constitution and Bylaws

Initially adopted 9-25-2013

1. Club Name and Purpose

The club name is: "St. Louis Region Cadillac & LaSalle Club" (noted hereafter as "STLCLC" or "Club"). The STLCLC is chartered by a national club named "Cadillac & LaSalle Club Inc." (noted hereafter as "CLC"), a non-profit membership chartered in the state of Michigan. The purpose of the STLCLC is to encourage the ownership, maintenance, preservation, and restoration of all Cadillac and LaSalle automobiles, and to promote social fellowship among Club Members.

2. Consistency with National CLC

All elements of the STLCLC Constitution and Bylaws shall be consistent with the CLC Constitution and Bylaws as defined in the CLC International Membership Directory and in other documents authored by the CLC and its Board of Directors.

3. Officers and Their Duties

There four elected STLCLC officers who are listed below along with their duties. The nomination and election of these Club Officer positions are described in Section #11.

Director: The chief executive officer of the Club presides at all meetings, establishes committees and names Committee Chairpersons required, solicits and schedules monthly meeting sites, acts as liaison with CLC officers, determines business issues to be discussed at meetings, determines need for member voting on issues and conducts the voting process, coordinates sponsorship details with sponsoring Cadillac dealerships or other sponsors, is secondary signatory on Club bank account(s), and coordinates membership information with the CLC. The Director may designate additional Club members as Club bank account(s) signatories, and is authorized to spend Club funds for emergencies which arise between Club meetings. These emergency expenditures must be discussed by the Director at the next occurring monthly meeting. The Director will also monitor the status of members' national membership as described in Section #6 below. The Director will actively pursue the presentation of sections for Club voting on any issue involving sponsorship, membership policies, or Club Treasury expenditures.

Associate Director: Presides over meetings in any absence of the Director. The Associate Director assumes all responsibilities of the Director in case of the Director's inability to continue his duties.

Secretary: Records minutes at monthly meetings, processes membership applications and renewal dues, and forwards monetary proceeds to Treasurer, maintains membership roster, prepares, edits, and distributes the Club newsletter, maintains membership roster and newsletter distribution lists.

Treasurer: Maintains financial record of Club assets and liabilities, maintains Club bank account(s), and collects and disburses Club finances. Is primary signatory on Club bank account(s) and maintains a list of all account signatories. Provides a written Treasury Report to the Club at each monthly meeting or provides a copy to the Director or Secretary prior to any meeting which the Treasurer is not able to attend. This report should contain a starting and ending balance and list income and expenditures for the reporting period. Year end reports should also include a comparison to the previous year end finances.

4. Other Officials

There are other non-elected STLCLC officials as listed below along with their duties,

Webmaster: A Club member who maintains and updates the STLCLC website, ensures timely payment of any website provider fees, and is responsible for ensuring that only appropriate material appears on the website. This position is appointed by the Director who will announce this appointment and changes to them at the next occurring Club meeting. This position reports to the Director or his designee. An

Associate Webmaster may also be named by the Director to assist and report to the Webmaster.

Committee Chairpersons: Members designated by the Director or his designee to oversee specific STLCLC events or projects and to be responsible for all planning and execution of the project or event. These positions are appointed by the Director who will announce these appointments and changes to them at the next occurring Club meeting. This position reports to the Director or his designee. These Committee

St. Louis Region Cadillac and LaSalle Club Constitution and Bylaws

Initially adopted 9-25-2013

Chairpersons are also responsible for obtaining whatever additional committee members are needed to perform the committee functions. These additional members report to the Committee Chairperson

5. Membership Requirements

The STLCLC adopts the same requirements as the CLC which are currently defined in the CLC Constitution as: "Any person who is in sympathy with the best interests of the Club and the Cadillacs and LaSalles it recognizes, shall be eligible for membership. Membership is defined to include one member of record, another adult (who may be, but need not be, the spouse of the member of record) residing in the same household as the member of record, and children under the age of eighteen residing in the same household as the member of record. Each membership is entitled to one copy of the Club publication and will exercise one vote in the name of the member of record. Such membership can be obtained upon application." So that the STLCLC Constitution and Bylaws remain consistent with CLC requirements, the STLCLC requirements will automatically change to match those of the CLC if the national CLC Constitution changes..

6. National CLC Membership Requirement

Also consistent with CLC policies, membership in the STLCLC requires membership in the CLC. The STLCLC strongly encourages members to maintain their CLC membership. The CLC National Office routinely provides the STLCLC officers with yearly national CLC membership lists. The Director will contact any STLCLC member whose national membership has lapsed as noted on these lists. Failure of a member to renew their national membership after this contact will be cause for the STLCLC to reject future yearly STLCLC membership renewal applications until the applicants CLC membership is renewed.

7. New Membership Requirements and Application

New membership applications initiated through the STLCLC will use the following steps:

- Applicants will fill out a national CLC Membership Application. This form is available from the STLCLC Director or Secretary.
- Applicants will prepare a check or Money Order for the yearly STLCLC Region Club dues (per the following "Dues" section) made payable to "St. Louis Region Cadillac & LaSalle Club".
- Applicants will prepare a check or Money Order for the national CLC dues per the schedule on the application form made payable to the "Cadillac & LaSalle Club Inc."
- Applicants will send the CLC application and both checks or Money Orders to the STLCLC Secretary.
- The STLCLC Secretary will promptly forward the CLC application and dues check to the CLC office after the Secretary processes the STLCLC membership.

New STLCLC memberships applications from applicants who are already CLC members will use the following steps:

- Applicants will fill out a STLCLC Membership Application. This form is available from the STLCLC Director or Secretary. This form requires the noting of the applicants national CLC member number.
- Applicants will prepare a check or Money Order for the yearly STLCLC Region Club dues (per the following "Dues" section) made payable to "St. Louis Region Cadillac & LaSalle Club".
- Applicants will send the STLCLC application and check or Money Order to the STLCLC Secretary

8. Dues

STLCLC dues are paid yearly for the January through December period constituting the calendar year in an amount established by a vote of the Club members. Announcement for renewal of dues for existing members will be made in the September Club newsletter with dues payable to the "St. Louis Region Cadillac & LaSalle Club" and mailed to the Secretary by the first day of January of the applicable calendar year. A grace period for payment of existing member's dues may be provided at the concurrence of the Director and Secretary and announced in the appropriate newsletter. Partial year dues for new members joining in the July through September time frame will be one half of the yearly dues. New members applying for membership in the October through December time frame will pay at the yearly rate but their dues will be for the following year with no dues charged for the balance of the current year. Members who do not pay their STLCLC dues

St. Louis Region Cadillac and LaSalle Club Constitution and Bylaws

Initially adopted 9-25-2013

by March 1st will be dropped from the STLCLC membership roster. Dues are not refundable for any reason. Maintenance of national CLC dues after the STLCLC membership process, as described in Section #7 above, is the responsibility of the individual member but will be monitored as described in Section #6 above.

9. Meetings

STLCLC meetings are held monthly except for December and January at volunteering member's houses or places of business as scheduled by the Director. Hosting members will provide snacks and soft drinks. Additional food or drink selections may be provided at the discretion of the host. A per person fee will be collected at meetings and proceeds given to hosting members to defray costs. The fee will not be collected from guests or members attending their first meeting. Meetings may be held at parks, auto related businesses or other suitable sites in place of member's houses at the Director's discretion. In this case, the Director will provide snacks and soft drinks as a minimum or other food and beverages at the Director's discretion. A member fee cost to defray Club expenses will not be collected at these other meeting locations. Historically, these meetings have been held on the fourth Wednesday of the month from February through October and on the third Wednesday of November. This schedule can be adjusted to meet the needs of the Club or the hosts.

10. Reimbursement

The Treasurer is authorized to reimburse Officers and Members for the following expenses:

- Expenses for printing and mail distribution of the monthly newsletter.
- Costs associated with producing and advertising annual car shows.
- Costs of Club hosting monthly meetings at parks or businesses.
- Costs related to Region projects.
- Costs of Officers' correspondence with other region and national officers and prospective new members.
- Other sections following discussions at meetings.
- All requests for reimbursement will be made in writing to the Treasurer.
- All expenditures will be announced by the Treasurer at the next occurring monthly meeting.

11. Voting

The following issues require membership voting, and shall be considered adopted by simple majority of those present at the monthly meeting where the voting is held :

- Election of Club Officers
- STLCLC annual dues
- Revisions to STLCLC Operating Rules
- Any item requiring expenditures of Club funds unless otherwise noted in these Constitution and Bylaws
- Dealer sponsorships including changes of sponsoring dealer or significant changes in dealership relations.
- Date, location, financial arrangements, and menu (if applicable) of any Club car show, party, picnic, or other special event

12. Election of Officers

Each of the positions listed as "Officers" will be held for a term of two years from January 1st of even-numbered years through the following year's December 31st. Nominations for these positions will be accepted at the October monthly meeting in odd numbered years. The sitting Director or his designee will conduct the nominating and election process. Members who are unable to attend the October meeting may nominate themselves or other members to hold these positions via telephone notification to the Director prior to the occurrence of the October meeting. Election of Officers from the nominees shall occur at the November meeting. Announcement of nominees will be made in the November newsletter and voting results will be announced in the next newsletter. If there is only one nomination per office announced at the October meeting, this voting may be held at the October meeting at the discretion of the Director. Only

St. Louis Region Cadillac and LaSalle Club Constitution and Bylaws

Initially adopted 9-25-2013

those members in attendance at the voting meeting will be eligible to vote with only one vote per attending member-of-record per position counted.

13. Changes to the Constitution and Bylaws

Any STLCLC region member may initiate a change to the Constitution and Bylaws by providing recommendations in writing to the Director. The Director will describe the proposed changes in the following month's newsletter, solicit inputs from the members at the next monthly meeting, describe member inputs and revisions in the following newsletter and continue this process until an acceptance or rejection vote among the attending members at a regular monthly meeting is appropriate. A minimum of 25% of total Club membership must be in attendance to hold a vote on Constitution and Bylaws changes. New Constitution and Bylaws changes will be accepted or ejected by a simple majority vote of those in attendance at the monthly meeting where a vote is taken.

National CLC Constitution and Bylaws are available from the Regional Director or are available in the CLC Directory.

14. Roster

The Secretary will publish a Roster of the actual STLCLC membership following the March meeting. This Roster will contain the member name and applicable spouse's name, address, home, work and fax phone numbers, e-mail address, Cadillac and LaSalle vehicles owned, and CLC membership number, as furnished and corrected by the member. New members' information will be published by the Secretary in the monthly newsletter following their joining the STLCLC membership ranks. This roster will be considered confidential and will not be distributed to anyone other than STLCLC members and the national CLC Office and appropriate national CLC officers.

15. Newsletter

The Secretary will prepare, edit, and publish a STLCLC newsletter titled "Fleetwood Flyer" approximately one week prior to each monthly meeting and (if the Secretary or Director deem is needed) prior to the Annual Holiday Party. The newsletter will be distributed via e-mail or the Secretary will mail paper copies to those members, national CLC officers, or other interested people who do not have e-mail or specifically request paper copies. The Secretary will maintain a list of recipients of the newsletter. The recipients who are not STLCLC members will be listed separately as "Friends and Contributors to the St. Louis Region Cadillac and LaSalle Club" and this separate list will be available to all STLCLC members. The Secretary/Editor will determine all content of the newsletter but will include as a minimum, the names and contact information of the Club officers, Webmaster, and Show Chairperson, the Website address, and sponsor information.

16. Website

A Club website at the address of www.cadillaclasalleclubstl.org has been established. It will be maintained by the Webmaster who will determine its content. Links to the national CLC website and other CLC regions will be maintained. The officers' names and contact information and Club sponsor information will be kept on the website. The current version of this Constitution and Bylaws will be kept on the website. Per the above Section #14, the STLCLC membership Roster is considered confidential and will **NOT** be kept on the website. Website provider fees will be paid by the Club either directly or by reimbursement to the Webmaster. Any other website associated costs must be approved by a vote of the Club or by approval of the Director in the event of an urgent situation.

17. Car Shows

An **Annual Car Show** is to be held during the late summer or early fall time frame. There shall be no charge for entering and there shall be no formal judging. The show is static display only. All arrangements for the show will be made by the Show Committee Chairperson. The Chairperson will ensure that the date, time, and location for the show will be determined and discussed with the membership by or during the April monthly meeting.

St. Louis Region Cadillac and LaSalle Club Constitution and Bylaws

Initially adopted 9-25-2013

Other Car Shows, such as those at a car dealer or other commercial business may also be held at any time. The Show Committee Chairperson will be responsible for the arrangements for those shows and their announcement to Club members.

18. Annual Holiday Party

An Annual Holiday Party may be held at a suitable time and location in early or mid January. The Director will conduct a vote at a meeting at or prior to the June meeting to determine the Club support for having this event in the upcoming year. If the event is approved, the Director will name a Chairperson for making all arrangements for the party and proposing the event's menu, venue, and financial arrangements for a Club vote. Historically, the attending members have paid for this event.

19. Club Picnic

A Club Picnic may be held at a suitable time and location during the year. The Director will conduct a vote at an appropriately timed meeting to determine the Club support for having this event. A picnic may be held in place of a monthly meeting or held as a separate event. If the event is approved, the Director will name a Chairperson for making all arrangements for the picnic and proposing the event's menu, venue, and financial arrangements for a Club vote. Historically, the attending members have paid a fee for this event and the Club has paid for a share of the expenses from the Club Treasury.

20. Impeachment of Officers and Expulsion of Members

Processes are not in place for these events. If a majority of three of the four STLCLC elected officers deem it necessary to proceed with one of these events they must first create a process and obtain a simple majority acceptance vote of that process at a monthly meeting. Only following acceptance of their process, may those three or more officers commence these events per that process. In an emergency situation, these events can take place with a unanimous agreement of all four of the elected officers and then be announced at the next occurring monthly meeting.

21. STLCLC Operating Rules.

Attached to and following the STLCLC Constitution and Bylaws, a document titled 'STLCLC Operating Rules' is established. This document will control procedures that are subject to change and whose change is desired to be implemented immediately without the more lengthy Constitution and Bylaws change process described in para. 13. above. This document will be displayed on the STLCLC website immediately following the Constitution and Bylaws. Changes to these rules will be approved by a simple majority of members present at any STLCLC monthly meeting. Any attending member may request discussion of a change or addition to these rules at any STLCLC monthly meeting. Notice of these changes will be announced in the next following monthly newsletter. Any changes will also be made by the Webmaster on the website version of these rules prior to the publishing of the next monthly newsletter.

This revised version supersedes all previous versions.

Approved this DATE September 25, 2013 by STLCLC vote and
witnessed by:

Noel Wilson

Nelson Itterly

Noel Wilson, STLCLC Director
George Bergen

Nelson Itterly, STLCLC Associate Director
Ted Fivian

George Bergen, STLCLC Secretary

Ted Fivian, STLCLC Treasurer

Original signatures are on file with the Club Secretary.

St. Louis Region Cadillac and LaSalle Club
Constitution and Bylaws

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STLCLC Operating Rules

1. Changes to Operating Rules (Original issue 9-25-2013)

Changes to these Rules will be made per para. 21. of the STLCLC Constitution and Bylaws. Each item listed in these Rules will have the date of the latest change noted next to the title of the Rule. Only the current version of each Rule will be displayed.

2. Yearly Dues (Original issue 9-25-2013)

Yearly STLCLC dues are \$15.00 per member.

3. Monthly Meeting Cost Deferral Fee (Original issue 9-25-2013)

\$4.00 will be collected from each member attending a meeting hosted by a Club member to help defray the cost of hosting a meeting.

4. Bereavement Memorials (Original Issue 9-25-2013)

No Funeral memorial expenditures are authorized at this time.