Bylaws of the Tomahawk Chapter of the Pontiac-Oakland Club International (POCI)

I. Name, Logo, Incorporation and Purpose

1. The name of this organization shall be the "Tomahawk Chapter of the Pontiac-Oakland Club International".
2. The logo of the organization shall be as shown below:
3. The organization shall be incorporated as a not for profit corporation under the laws of the State of Minnesota.
4. The purpose of this organization shall be to promote the preservation, enjoyment and restoration of Pontiac and Oakland vehicles, to educate the public and legislative sectors at all levels of the contributions of these automobiles to the world's automotive and industrial history.
5. The organization shall be governed by the bylaws contained herein, and these bylaws supercede all previous chapter bylaws.

II. Membership and Dues

a. Membership shall be open to any person of good character regardless of age, race, color, creed, religion or national origin.
b. A registered member shall be any person who has paid his/her dues for the current calendar year (January 1st - December 31st).
c. Membership shall consist of one registered member and spouse (if applicable), to be specified by the registered member, and all dependent children under the age of 18, unless the dependent is a full time student, in which case the dependent shall continue until age 21.
d. Only registered members shall be entitled to vote and to hold officer positions, but family members are allowed to participate in all other club activities, including committee positions.
e. Owners of GMC vehicles, provided they also do not own Pontiac or Oakland vehicles, may be admitted as associate GMC members.
f. All registered members are required to make application for membership in POCI, with the exception of associate GMC members. Associate GMC members shall make application for membership in POCI, at the time POCI recognizes GMC vehicles as part of its organization.
g. By action of the Executive Board, a member of the organization may be censured, suspended, or expelled for conduct detrimental, incompetent, unethical or dishonest to the best interests of the organization and its members, and for convicted violations of traffic laws while involved in any activity related to or sponsored by the organization.
h. All registered members shall have equal standing,
there shall be no gratuitous lifetime or permanent/emeritus memberships.
i. Dues shall be reviewed and determined annually by the organization and posted in the organization newsletter. Membership dues shall be payable by January 1st of each year.

III. Executive Board

1. The Executive Board shall consist of four officers: President, Vice President, Secretary, and Treasurer. Each officer will serve a one year term, concurrent with the calendar year. There shall be no limit to the number of terms served by any officer.
2. In order to run for office, an individual must be a registered member in good standing of the organization at the time of nomination.
3. Election of officers, by majority vote, shall be conducted by the members present at the last regular scheduled meeting (generally the second Tuesday of December) of the membership each calendar year. Nominations for officer positions may be made by any registered member up to the close of nominations immediately preceding the election.
4. Executive Board members, while in office, and the chapter's charter president are not required to pay annual membership dues.

IV. Duties, Indemnification and Liability of the Executive Board

1. President - The President shall preside at all membership meetings, and have general supervision of the organization. He/she also shall act to inform the membership of the organization's decisions, and act on the membership's behalf. He/she shall have such special duties as may, from time to time, be prescribed by these bylaws, the membership or delegated by resolution of the Executive Board.

2. Vice President - The Vice President shall perform the duties of the President in his absence or disability and in addition, such other and special duties as may, from time to time, be prescribed by these bylaws, the membership, or delegated him by resolution of the Executive Board.

3. Secretary - The Secretary shall be responsible for recording the minutes of meetings and reporting same to the membership and for the newsletter. He/she shall be responsible for all correspondence directed by the Executive Board.

4. Treasurer - The Treasurer shall be the fiscal and disbursing agent of the organization. He/she shall keep an account of all monies, credits, merchandise and properties received and disbursed and shall endorse all checks, notes, bills of exchange and other evidence of indebtedness of disbursements. He/she shall make available a monthly financial statement to the Executive Board, and present same at the monthly membership meeting. He/she shall prepare a yearly statement to be presented to the organization's Certified Public Accountant for tax purposes, and file the annual business registration forms with the State of Minnesota. In addition, he/she shall perform such other special duties as may, from time to time, be delegated by the membership, bylaws or the Executive Board. The President may spend up to $100 each month on business related to the organization's function without prior approval of the membership, provided such expenses are documented. All other expenditures and disbursements of the organization are subject to prior approval of the membership.

5. Indemnification of Officers - Each person who is, or was, an officer of the organization, or is, or was serving at the request of the organization as an officer or volunteer, and their respective heirs, administrators and executors, shall be indemnified by the organization to the full extent authorized or permitted by the laws of the State of Minnesota, as is now in effect and as may hereafter be amended.

6. Liability of Officers: No officer of this organization shall be personally liable to the organization, or its members, for monetary damages for breach of fiduciary duty as a officer, except:

a. for a breach of the officer's duty of loyalty to this organization or its members;
b. for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
c. for a transaction from which the officer derived an improper personal benefit.

V. Meetings

1. General membership meetings shall be held on the second Tuesday of each month at a place and time designated in the organization's newsletter.
2. Any change in meeting place or time shall be announced and posted in the organization's newsletter, or by a prior special announcement.
3. The order of business at monthly meetings shall be in general accordance with the following agenda:

a. Treasurer's Report
b. Reading of the Minutes
c. Reading of Correspondence
d. Newsletter Report
e. Car Show Report
f. Old Business
g. New Business

4. Additional agenda items may be introduced by any member at any time prior to the start of each meeting. The President, at his/her sole discretion, may continue agenda items to a future meeting, as time allows.

VI. Newsletter

1. The organization shall publish a newsletter on a monthly basis, or as fiscal and other limitations allow.
2. The newsletter will serve to keep the membership informed of meeting times and locations, club activities, minutes of past meetings, buy/sell want ads for members, and dissemination of other organization information at the discretion of the editor.
3. The newsletter shall be distributed by US Mail to all registered members residing in the United States, as part of the membership dues.

4. The newsletter editor and publisher need not be registered members, and may be paid positions.

VII. Amendment of Bylaws

1. The organization may amend the Bylaws from time to time.
2. Proposed amendments to the Bylaws shall be published in the organization's newsletter, or conveyed in writing to all registered members.
3. Members shall have a minimum period of sixty (60) calendar days to review the proposed amendment(s) prior to voting.
4. Amendments shall be adopted by a majority vote of the registered members voting.

Adopted this 9th Day of November, 1999.

David O. Bennett ____ David Bennett, President

Mark T. Boyum ____ Mark Boyum, Vice-President

Matt Kepp ____ Matt Kepp, Secretary

Kathy Longley ____ Kathy Longley, Treasurer