

**By-Laws
Of
Top Dead Center Motor Club**

ARTICLE I - NAME

The name of this organization/club shall be the Top Dead Center Motor Club. The name Top Dead Center Motor Club, TDC Motor Club, TDCMC and any and all versions of the logos and artwork, relating and pertaining to Top Dead Center Motor Club, etc. may not be used without expressed written consent of 2/3 of majority of the founding members in good standing.

ARTICLE II - PURPOSE

The purpose of this organization shall be to establish an association of members for the purpose of encouraging the restoration and preservation of antique, classic, custom and modified cars, trucks and motorcycles and all other vehicles deemed appropriately by the membership.

ARTICLE III - AFFILIATION

There shall be no affiliation with any National or International club.

ARTICLE IV - MEMBERSHIP and DUES

Membership shall be open to persons with a genuine interest in cars or other motor vehicles. Ownership is not required. Enrollment will require an initial membership for a single of \$15.00 and \$20.00 for a single and associate membership. Annual Renewal for a single is \$15.00 and \$20.00 for a single and an associate member. (See Voting Members Section) Window Cards, serving as membership cards, will be issued the month following initial membership. Membership includes: Window Cards, Current Membership List, Event Calendar and By-Laws. By-Laws will be available via the TDC website or from the membership coordinator. The minimum age of eighteen (18) is required for a single membership, including children of active members. Membership renewal is not required for the following year if joined after November 1st of the previous year.

An associate member shall be defined as a spouse or significant other of a full member. Which entitles them to voting privileges and coordinator eligibility. They are not eligible to hold a position as an officer. An associate member cannot bring to the floor a change or an addition of an amendment etc.

Failure to pay current membership dues can result in, but not limited to:

Cannot attend a sponsored function (Club picnic and/or Christmas Party) unless invited by an active member.

ARTICLE V - FOUNDING MEMBERS

There are nine (9) founding members of this club. The founding members are as follows: Bob Bodek, Dan Bourdon, John Corrigan, Tom Gillespie, Rich Hadfield, Jason O'Fria, Joe O'Fria, Joseph O'Fria and Jack Wright. The primary responsibility of the founding members in good standing, will be to oversee the general direction and maintain the vision and goals of the club for the good of the membership. If necessary, they will have the deciding vote on all club matters.

ARTICLE VI - OFFICERS

The Officers of the association shall consist of a President, Vice-President, Secretary and Treasurer. . He/she shall at all times represent the club with honesty and integrity.

President: The President shall be the chief officer of this association and shall preside at all meetings of the membership. The President shall supervise all affairs of the association.

Vice-President: The Vice-President shall act as the President of the association when the office of the President becomes vacant, until a meeting of the membership elects a new President. Vice-President shall act as Coordinator Chair for the Coordinators.

Secretary: The Secretary shall record all the proceedings of this association. He/she shall handle all correspondence and maintain an attendance record for the association, as well as publishing the newsletter.

Treasurer: The Treasurer shall have custody of all association funds and shall keep in books, belonging to the association, full and accurate accounts of all receipts and disbursements.

He/she shall deposit all monies in the name of the association in such depositories as may be designated by the membership. He/she shall disburse the funds of the association as may be directed by the Officers and membership. He/she shall render to the Officers and membership, at regular monthly meetings, an account of all association transactions and financial condition of the association.

Officer Meetings: Will be held every other month beginning in January of the new year or at the request of a majority of Officers.

Nominations: Nominations of the officers will be held at the October General Meeting and posted in the October Newsletter. Paid members and paid associate members who wish to nominate someone, but are unable to attend, may mail their nominations to the Secretary. Nominations will be restricted to paid members and paid associate members. Those who wish to run for an office, but are unable to attend the October meeting must notify any officer prior to the October meeting.

Elections: The election of officers and directors will be held at the November meeting. The elected officers will begin officiating at the January meeting of the following year.

Voting: Only paid members and paid associate members may vote. For a vote to carry, a Quorum must be achieved. For voting purposes a Quorum shall be defined as 2/3 of the vote in favor. This shall include attending members at the current meeting.

Absentee Ballots: If a paid member or paid associate member cannot attend an election, they may vote by mailing a ballot to the Secretary or can vote by electronic ballot, if available.

Terms: Officers will serve for a term of two (2) years.
Coordinators will serve for a term of one (1) year.

The offices of President and Treasurer will be voted on in even number years and the term will begin the following year. The offices for Vice-President and Secretary will be voted on in the odd number years and the term will begin the following year.

Vacancies: If vacancies exist or are created so as to leave any office permanently vacated, then and in that event, or until the current officers can return, the current Officers will appoint an interim officer and to be approved by the founding members. If a vacancy or vacancies occur, until the next succeeding Election Meeting shall convene for the approval of a duly elected official(s). Appointments to fill permanent vacancies shall require a two-thirds (2/3) affirmative vote of the members present at a regular or special meeting. When a member's term is complete or the member resigns, all records compiled by that member during their term must be turned into the remaining officers.

Impeachment: Any officer may be removed from his/her office by three-fourths vote of the membership.

Coordinators: Membership Coordinator is responsible for keeping a current list of members, including changes to current members and adding new members. The coordinator shall be responsible for having membership applications on hand for cruises and club events and any events we may attend. To distribute to new member(s) a current copy of By-laws, club calendar and membership list. He/she shall at all times represent the club with honesty and integrity.

Activity Coordinator is responsible for the clubs social events. To distribute any information to the membership regarding the event. To make arrangements for events that the members agree upon, that has been voted on at a general meeting. He/she shall at all times represent the club with honesty and integrity.

Public Relations Coordinator is responsible for spreading the word of TDC Motor Club and how the club serves the community. The coordinator shall be responsible to post to websites deemed helpful, Contact newspapers, TV stations and radio stations. He/she shall at all times represent the club with honesty and integrity.

Show Coordinator is responsible for planning coordination of all necessary tasks prior to the show. Is responsible for being available from the onset the day of the show to make sure all of their volunteers have arrived and are in place before it's time for the show to begin and stay after the show until clean-up is taken care of before leaving the event. . He/she shall at all times represent the club with honesty and integrity.

Cruise Coordinator is responsible for presenting a cruise to the members. Once voted on by the members he/she is to set a date, time and meeting place.. He/she shall at all times represent the club with honesty and integrity.

A member can serve as an Officer and Coordinator simultaneously. A coordinator can form a committee as deemed necessary. Coordinators work under the Vice-President.

ARTICLE VII - MEETINGS

The regularly monthly meetings of the association shall be held the First (1) Tuesday of each month at 7:30pm, unless it is deemed necessary by the officers to change the date and/or time. This may be due to major holidays, unsafe weather conditions, etc. Any changes to the date and/or time will be very clearly stated in the club newsletter and/or announced via phone, mail or email.

Special meetings may be called at the discretion of the President and/or at the request of five (5) or more members.

All members, spouses and significant others are highly encouraged to attend regular monthly meetings. At said meetings all proposals for the enjoyment and/or protection of this association are formally proposed, discussed and/or modified. All proposals will be voted on by the membership and either adopted or rejected by the majority.

ARTICLE VIII - NEWSLETTER

The club newsletter will be known as "Car Guy News". The newsletter shall be the duty of the Secretary and shall work with other officers to produce a quality publication. The newsletter will include, but not limited to, club events, news, articles, sale items, outings, shows, birthdays/anniversaries, etc. The newsletter will be in a format chosen by the officers and distributed in the way of email and/or postal mail as well as published on the website.

ARTICLE IX - TREASURY FUNDS

It was deemed necessary by the Founding Members and membership that the funds to operate this organization should at all times be not less than the sum of three thousand dollars (\$3,000.00).

Depository Accounts held in the name of (TDC) Top Dead Center Motor Club may be transacted by any Officer (President, Vice-President, Treasurer or Secretary), in good standing.

ARTICLE X - DONATIONS

In the event that a member requests a donation to a specific cause it must be submitted, in writing, to the officers and after reviewing the request it will then be brought up for consideration at the next General Meeting. There will be no exceptions.

After reviewing, members will then have a chance to vote on the submitted request.

ARTICLE XI - AMENDMENTS

Any member, in good standing must submit, in writing, to the officers, suggestion(s) for revision(s) to the current By-Laws. After reviewing and consideration by the officers, it will then be brought up at the next General Meeting. There will be no exceptions.

All members will be informed of the proposal(s) by way of the General Meeting, newsletter, phone or email. Upon completion of a discussion of the proposal(s), members will then have a chance to vote on discussed proposal(s).

ARTICLE XII - DISPOSITION OF CLUB ASSETS

Section 1. In the event that Top Dead Center Motor Club should disband, all accrued monies and liquidated properties shall be donated to a worthwhile charity(s) to be determined by a vote of the current membership. All club properties shall be liquidated by (open/closed) bidding with current club members in good standing being given the

first opportunity. Any remaining properties will be made available for liquidation by (open/closed) bidding and/or sale with prices determined by current club members.

Section 1A. In the event of the upgrading of current equipment to new equipment the current equipment shall be offered to members in good standing for purchase. If the equipment is not sold it will then be offered to the general public for sale.

January 1,2014