

By-Laws of the Durant Motors Automobile Club

Approved by the Board of Directors July 1st, 2007
Approved by membership September 28th 2007



ARTICLE I – NAME AND PURPOSE

Section 1. This Club shall be known as the *Durant Motors Automobile Club (DMAC)*.

Section 2. The purpose of this Club shall be to:

- a. Encourage the authentic restoration and preservation of the automobiles and trucks that were manufactured by or in some way connected with William Crapo Durant, namely Durant, Star, Rugby, DeVaux, Frontenac, Flint, Locomobile, Mason and Dort.
- b. Provide technical assistance to the members of the Club through a quarterly publication, the Internet and Technical Advisors.
- c. Provide fun and enjoyment for the members of the Club.
- d. Provide historical information about the vehicles produced by the Durant Motor Company and William C. Durant.

Section 3. The Club is empowered to acquire and sell personal property.

ARTICLE II – MEMBERS AND DUES

Section 1. Any person who has submitted a properly executed application may become a member of the Club with the payment of the appropriate dues. Spouses are considered members and are entitled to all privileges of membership.

Section 2. The Board of Directors shall fix the dues for members and Life Memberships. Dues shall be for the calendar year and shall not be prorated.

Section 3. Membership applications accepted during October, November and December are valid for the ensuing calendar year.

Section 4. Termination of Membership

- a. All privileges of membership shall cease if a member's dues are 60 days in arrears and unpaid after final notice.
- b. The membership of any club member may be terminated for conduct unbecoming a DMAC member by a majority vote of the Board of Directors.

ARTICLE III – OFFICERS AND DIRECTORS

Section 1. The Club shall be governed by a Board of Directors consisting of the four officers, the regional directors and the immediate past president of the Club. An Executive Committee, consisting of the Club officers, shall have the responsibility of transacting routine business between meetings of the Board of Directors and/or the annual meeting.

Section 2. The Club officers shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined into a single office at the discretion of the Board of Directors. Said officer's term of office shall be three years. The President and Vice President shall serve no more than two consecutive three-year terms in their particular office. The Secretary and Treasurer shall not be limited to a specific number of three-year terms.

Section 3. The Regional Directors shall represent the six geographical regions of the Club. The geographical regions are Eastern, Central, Western in the US plus Canada, Australia and New Zealand. The US regions are defined by the time zones, except the Western Region shall include the Mountain and Pacific Time zones plus Alaska and Hawaii. There shall be two directors from each US region and one director from each international region. Regional Directors term of office shall be two years and shall not be limited to a specific number of two-year terms. The Regional Directors shall be appointed by the President and may be re-appointed at the end of their two-term or replaced.

Section 4. Election of officers shall be as prescribed in ARTICLE V.

ARTICLE IV– DUTIES OF OFFICERS, DIRECTORS AND PROPERTY MANAGER.

Section 1. President

- a. The President shall preside at all meetings of the Club and of the Board of Directors and chair the Executive Committee. In his absence, the Vice-President shall preside.
- b. The President shall appoint all committee chairpersons, including but not limited to the following – historian, webmaster and publication editor. He also shall appoint a member to act as a Property Manager to maintain an inventory of all club documents and artifacts including their value, location and source i.e. donor's name, if donated or Club purchase.
- c. The President shall cast a vote when there is an equal division in the Board, and have all the powers and duties usually vested in the President of an organization.

Section 2. The Vice President, in the absence of the President, shall perform all the duties incumbent on that office. The Vice President shall perform other duties as the President may assign.

Section 3. Secretary

- a. The Secretary shall handle all official correspondence of the Club and shall keep minutes of all meetings of the members and the Board of Directors including conference call meetings. The Secretary shall perform such other duties as may be prescribed by the Board of Directors and those that pertain to the office.
- b. Minutes of meetings shall contain date and location of meeting, name of presiding officer, names and number of members in attendance. Minutes shall also include the text of any motions, name of member making the motion, and if seconded, and the results of the vote if a vote is taken.

Section 4. Treasurer

- a. The Treasurer shall collect and disburse the Club funds as stated herein or as directed by the Board of Directors. The Treasurer shall maintain the financial records of the funds of the Club and club stock for sale. The Treasurer shall render a financial report at the annual meeting and at other times at the request of the President or the Board of Directors. The annual financial report shall be published in the Durant Partner.
- b. The Treasurer is authorized to pay any expenditure that is included in the approved budget without further approval. Payment for items not in the budget and items in excess of the budget more than \$300.00 shall not be made unless approved by the Executive Committee.

c. The Treasurer, in consultation with the President, shall prepare a proposed budget each year for approval by the Board of Directors.

d. Financial reports shall show balance from previous year, receipts, expenditures and the value of unsold stock of Club items.

e. The treasurer's accounts shall be audited whenever the Board of Directors deems it necessary. The President shall appoint a committee of not less three (3) people including not less than one (1) Director to audit the accounts of the Treasurer.

Section 5. Board of Directors

The Board of Directors shall have general management and control of the affairs and property of the Club. The Board of Directors shall have the power to proceed in any manner, as may, in their judgment serve the best interest of the Club except where prohibited by these By-Laws.

Section 6. Property Manager

The Property Manager will be responsible for the inventory and recording all cash donations, literature, vehicle parts, vehicles or other items pertinent to Durant Motors Inc. and William Crapo Durant that are donated to or purchased by the Durant Motors Automobile Club.

Records shall indicate the value of the item, donor's name or Club purchase and the location of each item in the inventory. The Property Manager will submit an annual report of property owned to the Executive Officers and the Board of Directors in conjunction with the requirements of the Internal Revenue Service 501 (c) (3). The report will be published annually in the Durant Partner.

ARTICLE V – ELECTION OF OFFICERS

Section 1. A nominating committee, consisting of three members, shall be appointed in the prior year to select nominees for the open officer positions. The President shall appoint the immediate past President as the chairperson, and two members to serve on the nominating committee.

Section 2. Only those members who have consented to serve shall be eligible for nomination.

Section 3. Voting shall be by paper ballots mailed to all paid members. Spouses are eligible to vote. A ballot of the nominees shall be included in the second quarter issue of the Durant Partner and returned to the Chairperson of the nominating committee by the date indicated thereon. At the annual meeting, the Chairperson of the nominating committee, or his or her alternate, shall present the returned, unopened paper ballots to two tellers appointed by the President. The tellers will tally the votes and announce the results. The nominees for each office receiving a plurality of the votes cast shall be declared the winners. Newly elected officers shall assume their duties at the beginning of the following calendar year.

Section 4. Should a vacancy among the Officers of the Club (with the exception of the President) occur between elections, the President shall appoint a member to fill such vacancy until the next election of officers. In case a vacancy occurs in the office of president, the vice president shall serve as president for the remainder of the term.

ARTICLE VI – MEETINGS

Section 1. The Board of Directors shall meet at the call of the President at least twice per year. Due to the widespread geographical location of the members of the Board of Directors, the Board may conduct any necessary business electronically or if necessary by telephone conference calls. The results of these meetings shall be documented for the official record.

Section 2. Every effort shall be made to hold the annual meetings in each of the North American regions on a rotating basis. The President shall request one of the regional directors or a member in a region to act as Chairperson of the meeting. The Chairperson, in consultation with the President, shall be responsible for all the arrangements for the meeting. A notice of the meeting with complete details shall be included as a separate insert in the second quarter issue of the Durant Partner. The goal is to schedule these events several years in advance.

Section 3. The quorum required to conduct official business at an annual meeting of members shall be at least two (2) members of the Board of Directors, one of which shall be the President or Vice President and the Club members present at the meeting.

Section 4. A quorum for Board of Directors meetings, including conference call meetings, shall require six (6) members of the Board of Directors for a quorum.

Section 5. Robert's Rules of Order shall govern this Club in all cases to which they are applicable.

ARTICLE VII – CHAPTERS

Section 1. A group of members in geographical areas may submit a request to the President to establish a

regional chapter. Approval shall require a majority vote of the Board of Directors.

Section 2. The members of each Chapter shall also be members in good standing of the Durant Motors Automobile Club. The goal of each Chapter shall be financially self-supporting. Requests for funds must be approved by a majority of the Executive Committee.

Section 3. Use of the Durant Motors Automobile Club logo by a chapter must acknowledge affiliation to the national club (DMAC).

Section 4. A Chapter may appoint a representative to discuss items of interest with the Board of Directors.

ARTICLE IX – AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be amended by a two-thirds majority vote in the affirmative of the total number of Directors voting.

Section 2. Proposed amendments shall be submitted to the President, who in turn will submit the proposed amendments to the Board of Directors for review before being published in the next available issue of the Partner. Thirty days shall be allowed for the membership to respond.

At the next Board of Directors meeting immediately following the 30-day period, the Board of Directors will address these proposed by-law changes.