

By Laws

Of

The Malone Auto Club Inc.

Table of contents

	Page #
Article I - Offices	3
Article II - Purposes	3
Article III - Membership	
1. Qualification for membership	3
2. Lifetime honorary membership	4
3. membership meetings	4
4. Proxies	5
5. Order of business	5
6. Membership dues	6
Article IV - Directors	
1. Officer/Directors	6
2. Management of the corporation	6
3. Election of Officers/Directors	6
4. Terms of office	6
5. Resignation	6
6. Regular annual meeting	7
Article V - Officers	
1. Offices, election, term	7
2. President	7
3. Vice-President	7
4. Treasurer	8
5. Secretary	8
6. Temporary or tempro secretary	8
7. Sureties and bond	8
Article VI - FinancialLiability	9
Article VII - Annual Appointments	
1. Membership chairperson	9
2. Auto show chairperson and assistant chairperson	9
3. Editor	10
4. Cruise-in chairperson	10
Article VIII - Seal	10
Article IX - Construction	10
Article X - Amendments of the bylaws.....	10

Article I - Offices

The principal office of the corporation shall be in the Village of Malone, County of Franklin, and State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

Article II - Purposes

The purpose for which this corporation has been organized is as follows:

1. To promote fellowship and extend acquaintances by means of social functions among members by showing automobiles and trucks.
2. To promote and encourage family social gatherings by raising money for local charities by means of conducting cruise-ins, cruises, an auto show, and picnics.
3. To engage in any causes or projects similar to the above mentioned in order to promote the social welfare of the members and their interest in the old car hobby.
4. To promote the preservation of collectable vehicles
5. To administer activities such a cruises, car shows, and fund raisers.

Article III - Membership

1. Qualification for membership
 - A) The membership of the Malone Auto Club Corporation shall consist of the member and his/her family.
 - B) Members in good standing shall be members who are current with their yearly membership dues.

- C) The Membership Director shall terminate membership if all financial obligations are not kept current and/or the member has demonstrated actions and/or activities, which are deemed detrimental to Article II of these by-laws.
- D) Voting members shall include all members in good standing.
- E) Any person who wishes to join may do so, whether he/she owns an automobile or not.

2. Lifetime honorary membership

- A) A lifetime honorary membership must:
 - 1) have a motion from the membership.
 - 2) be appointed by the Board of Directors.
- B) A lifetime honorary membership is a complimentary membership bestowed upon members who has:
 - 1) been an active member for many years and is no longer able to participate actively as he/she once did.
 - 2) exemplified the values and purposes of the Malone Auto Club Corporation.
- C) The lifetime honorary membership of the Malone Auto Club Corporation shall consist of a member and his/her family.
- D) The lifetime honorary member and his/her family have the same rights as all other members of the Malone Auto Club Corporation.
- E) The Board of Directors shall terminate lifetime honorary membership if this honorary members actions and/or activities are deemed detrimental to the corporation as described in Article II (Purpose) of these by-laws.

3. Membership meetings

The annual meeting of the corporation shall be held in March of each year unless the Board of Directors orders a change in date and time. The secretary shall cause to be mailed and/mailed to every member in good standing at his/her address as it appears on the membership roll book of the corporation a notice stating the time

and place of the annual meeting.

Regular meetings of this corporation shall be held on the first Wednesday of each month, January through November, at 7:00 PM.

The meetings will be held at the Constable Adult Center in Constable New York. The Board of Directors may elect to change the location of the meeting if circumstances so dictate.

The presence at any membership meeting of not less than seven members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting originally called. A quorum as herein before set forth shall be required at an adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of the members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

4. Proxies

Every member entitled to vote at a meeting of the members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy.

The member or his/her attorney-in-fact must sign every proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

5. Order of business

The order of business at all meetings of members shall be as follows:

- A) Roll call
- B) Reading of the minutes of the preceding meeting
- C) Reports of committees
- D) Reports of officers
- E) Old and unfinished business
- F) New business
- G) Good and welfare
- H) Adjournments

6. Membership dues

Membership dues shall be set annually by the membership at the November Meeting and they shall be due by March 1st.

Article IV - Directors

1. The officers (president, vice president, secretary, treasurer) elected by the membership shall also act as the Directors of the corporation.

2. Management of the corporation

The corporation shall be managed by the Board of Directors, which shall consist of not less than three directors. Each director shall be at least eighteen years of age.

3. Election of Officers/Directors

Biennially at the November meeting, members of the membership shall elect officers/directors to hold office until the expiration of the term for which he/she was elected or until his/her prior resignation or removal.

4. Terms of office

The officers/directors shall be elected to a term of 24 months.

5. Resignation

A director may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. Regular annual meeting

A regular annual meeting of the board shall be held immediately before the annual meeting of members at the place of such annual meeting of the members.

Article V - Officers

1. Offices, election, term

The membership shall elect a president, vice president, secretary, and treasurer to serve as officers of the Malone Auto Club. The elected officers will also act as the directors of the corporation. These elections will be held every two years at the appropriate November meeting. All elections will be conducted by written ballot. Each officer/director shall serve a 24-month term commencing at the January meeting immediately following their election.

2. President

The president shall serve as the chief executive officer of the corporation. He/She shall preside at all meetings of the members and of the Board. The President shall see that all orders and resolutions of the membership and Board are carried into effect. The president shall serve as the spokesperson of the corporation.

3. Vice-President

During the absence or disability of the president, the vice-president

shall fulfill the duties of the president. The vice-president will fulfill the charges assigned to him/her by the president.

4. Treasurer

The treasurer shall have the care and custody of all funds collected by the corporation. He/she shall deposit said funds in the name of the corporation in the bank chosen by the board of directors. The treasurer shall pay all bills incurred by the corporation in a timely manner. The treasurer shall present a monthly accounting of the clubs financial status to the membership at their regular meeting. At the end of each corporate year, he/she shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he/she shall also present an annual report setting forth in full the financial conditions of the corporation.

4. Secretary

The Secretary shall keep the minutes of the meetings of the Board of directors and the meetings of the membership. The minutes of the meetings of the membership will be forwarded to the Newsletter Editor by the 15th of the month for inclusion in the monthly newsletter. The Secretary shall have custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. The secretary's duties shall include all correspondence on behalf of the corporation requested of him/her by the directors. The secretary shall keep a roll containing an alphabetical list of members, addresses, and the effective date of their membership as provided to him/her by the membership chairperson.

5. Temporary or temp secretary

During the absence or disability of the secretary, the board of directors shall appoint a Temporary or temp secretary, to fulfill the position until the secretary returns.

6. Sureties and bond

In case the board shall so require, an officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his/her duties to the corporation and including responsibility for negligence and for the accounting for all property, fund or securities of the corporation which may come into his/her hands.

Article VI - Financial Liability

1. The corporation is not formed for financial gain. All income and earnings of the corporation shall be use exclusively for its corporate purposes and charitable organizations. No part of the income or earnings shall benefit or profit any board member, officer, or private person.
2. The corporation shall be able to solicit, receive, and accept funds from private organizations and individuals, and expend or authorize expenditure of such funds in furtherance of the purposes of the corporation.
3. The corporation is federally exempt from filing income taxes. We are not state exempt so are responsible for sales tax on items purchased for the corporation.
4. The corporation officers and board of directors will not be held responsible financially for any action taken on the corporation.

Article VII - Annual Appointments

1. Membership chairperson

The President shall appoint a membership chairperson. He/she shall make available a current alphabetical list of the members, including address and date of inception of their membership, to the secretary on a

monthly basis.

2. Auto show chairperson and assistant chairperson

The president shall appoint a chairperson and an assistant chairperson each year to preside over the annual car show and coordinating the various committees and their tasks.

3. Editor

The president shall appoint an editor whose responsibilities will include the development of the monthly newsletter that is to include the minutes of the most recent meeting of the membership.

4. Cruise-in chairperson

The president shall appoint a cruise-in chairperson whose responsibilities shall include the coordination of the corporation's weekly cruise-in, from May through August. The location and time shall be chosen by the will of the membership and the approval of the board of directors.

Article VIII - Seal

The seal of the corporation shall be as follows

Article IX - Construction

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

Article X - Amendments of the bylaws

The bylaws should always prescribe the procedure for their amendment, and such provision should always require at least that advance notice be given in a specified manner, and that the amendment be approved by a two-thirds vote of the membership.

The bylaws will be presented to the members and reviewed by the members at the meeting prior to the actual meeting for the purpose of voting on the acceptance or rejection of the amended bylaws.

The secretary shall send out advance notice not less than five days nor more than seven business working days by regular mail or e-mail.