



CHARITABLE CAR CLUB CHARTER

The Charitable Car Club, hereinafter referred to as the “Charity,” was organized and has been and is operated for the purpose as set forth in Article I of its Charter, which article reads as follows:

ARTICLE I

PURPOSES

The Charity is a nonprofit corporation. The purposes for which the Charity is organized are:

- A. The general purposes for which this nonprofit corporation is formed are to operate exclusively for the charitable, educational, scientific, and benevolent purposes described below as will qualify it as an organization exempt from taxation under 26 U.S.C. §501(c)(3) of the Internal Revenue Code of 2008 or corresponding provisions of any subsequent federal tax laws, including for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that Code.
- B. The Charity is an organization formed by individuals with an interest in the restoration, preservation and enjoyment of all classes of cars such as antiques, classics, special interest, and modified vehicles. In that spirit, the specific and primary purposes for which this nonprofit corporation is formed are to establish a group that disseminates information pertaining to upcoming car events to its members and the community, encourages attendance at such events, sponsors a local “Show & Shine” car show for the purposes of promoting fun and fellowship in the community and raising money for charity. No promoters, incorporators, members, donors, contributors, or any other person or persons shall enjoy any pecuniary profits. Proceeds gathered through these events will be donated to a charitable organization designated by a majority vote of the club’s active members.
- C. The Charity will not organize, host, or sponsor a performance driving event.
- D. The Charity shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE II

MEMBERSHIP AND MEETINGS

- A. All car owners with manufactured or replica vehicles are eligible to join the Charity. Application for membership will be accepted after the prospective member has attended two meetings. The active membership will vote on acceptance after the second meeting.
- B. Voting on candidates for membership may occur at any regular meeting, or at any special meeting called for the purpose. A member cannot be extended a bid without the majority consent of the Charity's membership. Majority consent consists of a minimum of three-fourths of the eligible votes cast, with at least two-thirds of those votes in the affirmative. Eligibility to vote on extending a bid shall be determined by the Board of Directors.
- C. The Secretary will notify applicants of the active membership's vote prior to the next regular meeting. Candidates become bona fide members after they have paid their dues.
- D. The Charity operates on a fiscal year with \$25 annual dues per applicant household. Membership is non-transferable and non-assignable.
- E. There shall be no criteria of race, color, creed or gender as qualification for membership in the Charity.
- F. Meetings will be held on the third Thursday of each month unless otherwise determined by the Board of Directors. The Principal office or offices of the Charity shall be 6912 Scarlet Ridge Drive Brentwood, TN 37027, or at such other place or places as the Board of Trustees may designate.

ARTICLE III

OFFICER DUTIES

- A. Board of Directors. The Board of Directors will be composed of seven members: President, Vice-President, Secretary, Treasurer, Activities Director, Membership Director and Member-at -Large.
- B. President. The President will preside over meetings of the Board and General Membership, and has the right to attend any committee meeting, call any special meeting, and be the Chairman of the "Show & Shine" car show or appoint another Chairman.

- C. Vice-President. The Vice-President will serve as acting President in the President's absence and will serve as the Sergeant of Arms, being responsible for maintaining order at all Charity meetings and functions.
- D. Secretary. The Secretary will send an e-mail notification or written notice of each meeting date, time and place as a reminder. Also, the Secretary will take and maintain a record of all regular meetings and Board of Director meetings. All minutes will be stored in a binder, which the Secretary will give to the Historian annually for the Charity's permanent records.
- E. Treasurer. The Treasurer will maintain an orderly set of books according to the generally accepted rules of accounting and report to the Board and membership all account activity and balances on a monthly basis. The Treasurer will determine a date to collect annual dues and give members a one meeting notice before collecting dues. The Treasurer will prepare and file national and state tax reports.
- F. Activities Director. The Activities Director will organize and publish sanctioned activities and events to all members, either by newsletter, e-mail, direct mail or telephone.
- G. Membership Director. The Membership Director will maintain a membership packet for new applicants and keep all members informed of new members. The Membership Director will introduce new members.
- H. Member at Large. The Member at Large will attend Board and regular meetings, attend to duties as assigned by the President, and maintain Roberts Rules of Order.
- I. Committees. Committee Chairpersons will be appointed annually by the Board of Directors at their first organizational meeting. Committees will include, but not be limited to the following:
 - 1) Historical Committee. Maintain the Club's historical documents in an organized fashion.
 - 2) Newsletter Committee. Publish and distribute the monthly newsletter for the enjoyment of the Charity members and similar organizations.
 - 3) Web Committee. Design, maintain, and update a website of all pertinent information regarding the Charity.

ARTICLE IV

BOARD OF DIRECTORS ELECTIONS

A. Board of Directors. The Board of Directors will be composed of seven members: President, Vice-President, Secretary, Treasurer, Activities Director, Membership Director and Member-at –Large. For voting purposes, each member of the Board of Directors shall each be given one vote.

B. No member of the Board of Directors may hold more than one Board of Directors position.

C. Nominating Procedure

- 1) At the first meeting in January, a nominating convention shall be held for the election of the Board of Directors. Nominations shall remain open until the March meeting convened for said elections. Nominations shall be closed immediately prior to the start of elections.
- 2) Before nominations for an office have been opened, the Secretary shall read the duties of that office.
- 3) Any active member who plans to continue active status may be considered a potential nominee.
- 4) A potential nominee must have paid their annual dues.
- 5) After nominations have been opened, any active may nominate any potential nominee. A second is required to establish a nominee as a candidate.

D. Election Procedure

- 1) The order of elections for the Board of Directors shall be: President, Vice-President, Secretary, Treasurer, Activities Director, Membership Director and Member-at –Large.
- 2) Initially, the three members of the Board of Directors receiving the highest number of votes in the first election shall serve for two years; the four members receiving the fewest votes shall serve for one year. For subsequent years, the terms of office shall be for two years for each board member.
- 3) The procedure for elections shall be:
 - a. The candidates for an office shall leave the room.
 - b. Alphabetically and one by one, the candidates shall be called in to present their platform and answer questions.
 - c. After all candidates have given their platforms, the President shall open a brief period of discussion.

- d. After the recognized speakers have spoken and the President closes discussion, the candidates shall be called in.
 - e. All active members present shall vote by secret ballot.
- 4) A majority of the votes cast shall constitute an election.
 - 5) In all elections in which no candidate receives a majority vote, the voting shall be continued by withdrawing the names of all candidates except those receiving the two greatest numbers of votes.

ARTICLE V

RESIGNATION AND IMPEACHMENT

- A. Any member of the Board of Directors may resign their position should he or she feel unable to satisfy his obligations as an officer of the Charity. Any member of the Board of Directors who resigns his position shall be ineligible to hold any other executive position for a period of one year from the date of resignation. All resignations shall be submitted to the President in writing. The President shall submit his or her resignation to the Vice President.
- B. Impeachment and Removal of Officers.
 - 1) A member of the Board of Directors may be removed from office for conduct unbecoming a member; flagrant violation of laws, rules, or regulations of the Charity; or other serious misconduct.
 - 2) A member of the Board of Directors may be impeached only by decision of the general membership. A three-fourths (3/4) vote of the entire membership of the Charity shall be required to remove the officer from office.
 - 3) Persons having been removed from office shall be ineligible to hold any position on the Board of Directors for four years from the date of removal.

ARTICLE VI

RULES OF CONDUCT AND REMOVAL OF MEMBERS

- A. Public displays of negativity or disrespect towards any member or their property at Charity functions are not acceptable.
- B. Hazing, illegal drugs, excessive drinking, reckless driving, and illegal racing, are not acceptable at Charity functions.

- C. The Board of Directors may revoke membership if a member does not pay the annual dues. The Board of Directors shall revoke membership under this clause by a simple majority vote. Any such vote shall occur one month after the Treasurer notifies the delinquent member that his or her membership is in jeopardy.
- D. Members must ensure that their guests also follow the rules of conduct at all Charity functions.
- C. Removal of Members.
 - 1) A member may be removed from the Charity for conduct unbecoming a member, a flagrant violation of laws, rules, or regulations of the Charity, or other serious misconduct.
 - 2) A member may be impeached only by decision of the general membership. A three-fourths (3/4) vote of the entire membership of the Charity shall be required to remove a member.

ARTICLE VII

DISTRIBUTION OF ASSETS

- A. The Board of Directors, in its sole discretion, may determine to lease, sell, exchange, transfer or otherwise dispose of any assets of the Charity, upon such terms and for cash consideration, which may consist in whole or in part, of money or other property, including shares or other securities or promissory obligations of any corporation for profit, domestic or foreign, as may be authorized by the Board of Directors.
- B. In the event that the Board of Directors determines to lease, sell, exchange, transfer or otherwise dispose of all or substantially all of the assets of the Charity, such transaction or transactions must be authorized by the members at a meeting held for such purpose, by the affirmative vote of 75% of all members. Notice of the meeting of the members shall be given to all members. Such notice shall be accompanied by a copy or summary of the terms of the proposed transaction.
- C. Upon the dissolution of the Charity, any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to Children's Charities of America, for a public purpose. The Board of Directors may designate another 501(c)(3) organization should Children's Charities of America cease to exist. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

AMENDMENTS AND DISSOLUTION

- A. Any portion of this Charter, with the exception of this article, may be altered, amended, or supplemented by the procedures outlined herein.
- B. All amendments, alterations, or additions to this Charter shall be approved by a majority vote of the Board of Directors, followed by the consent of two-thirds (2/3) of the entire active membership of the Charity.
 - 1) Any such proposed change shall be initially suggested to the Secretary, who shall formulate it and present it to the Board of Directors in writing. If passed by the Board of Directors, it shall be presented to the Charity in writing for approval.
 - 2) Revisions to this Charter may be voted upon at any regular or special meeting of the Charity.
- C. All revisions of this Charter shall be recorded by the Secretary.
- D. This Charter may be repealed in their entirety by a three-fourths (3/4) vote of the active membership, provided that a document exists to immediately replace the repealed laws.
- E. The Charity may be dissolved in its entirety by a three-fourths (3/4) vote of the membership.

ARTICLE IX

RATIFICATION

- A. A two-thirds vote of the Charity at any meeting at which a quorum is present shall be sufficient to ratify this Charter.
- B. This Charter shall take effect immediately upon ratification by the Board of Directors.

In witness whereof, the undersigned have hereunto ratified this Charter effective on this **NUMBER** day of **MONTH**, 2008.

President

Activities Director

Vice-President

Membership Director

Secretary

Member-at -Large

Treasurer