

Conroe Cruisers  
By Laws  
Revised 9-12-2003

as revised by the appointed committee of  
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&  
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Article I  
Preamble

The organization known as "Cruisers Conroe, Texas", a nonprofit organization, was established in August of 1987 and was incorporated in 1994.

Article II  
Purpose

This car club shall be a non profit organization with the objective of promoting public interest in various types of automobiles, motorcycles and trucks. To endeavor to save classic cars, motorcycles and trucks by promoting their restoration and public display. To aid our community displaying vehicles normally not seen, at events and fund raisers as the club membership agrees to participate and returning to the community charitable contributions, and community service, while giving all members an equal chance to serve their club.

Article III  
Membership, Fees & Dues

Section A. - Membership

1. Membership shall be open to individuals, business, and their families, who are in good standing within the community and that wish to participate in club activities.
2. Applicants for membership shall be any person, corporation, L.L.C., L.L.P., or persons who are in good standing and of good character, who have a special interest in cars and trucks, and a desire to belong to a club with members with similar interests, and has a member, in good standing, sponsorship to become a member.
3. During the applicants first meeting, the applicant and/or his or her sponsor must complete an application and submit it to the president and officers for consideration of approval. Member comments will be accepted by the membership present prior to the next meeting. Upon approval by the executive board by a majority vote, the applicant shall be received into the club with full membership privileges and responsibilities of a club member.
4. Each membership family in good standing can cast up to two (2) votes (husband, wife, significant other etc.), in club elections.
5. An active family membership shall be defined as those immediate family members (husband, wife or significant other), living in the same family residence and whose dues are current and up to date.
6. A student membership shall be defined as a full time student in a secondary school, community college, #1 college program, or technical program,

age 16 thru 25 years old. Dues shall be assessed at a rate set by the membership at the January meeting. Said dues will be a reduced rate of the regular member dues.

7. Members whose dues are 60 days or more in arrears shall have their voting privileges suspended and all Club privileges including Club sponsored exhibitions, until all dues are current with the club treasurer.

#### Section B. - Fees & Dues

1. All fees and dues collected by the treasurer shall be deposited and kept in a checking or savings account in an accredited bank or savings & loan institution. The banking institution must be approved by the club members. Funds may be withdrawn and disbursed by the treasurer or an alternate, if the alternate is approved by a majority of club members. All withdrawals will be by check issued and signed by the treasurer or approved alternate.

2. All purchases must have an itemized receipt for goods or services returned to the treasurer within 20 days of the date the check was issued for those goods or services.

3. Annual dues shall be assessed at a rate set by a majority vote of club members attending each January meeting. Immediate family members, living at the same address may be included in the club membership paid by the joining member.

4. All annual dues are due 01 February of each year and must be paid either by mailing dues to the treasurer, or they can be paid at the monthly meeting to the treasurer in person.

5. Any member that becomes delinquent for a period of 60 days will be notified by mail 1 (one) time by an officer to the last address supplied by the club member to the club. If payment is not received by the next monthly meeting, the membership shall be terminated. Reinstatement of delinquent dues will require payment of the delinquent year and up to one years future dues.

### Article IV Government

#### Section A. - Officers and Duties of Officers

1. Officers shall consist of the following positions: President, Vice-President, Secretary, Treasurer, and Sergeant of Arms / Activities Director.

2. The officers shall manage and control the club and all the club property subject to the will of the majority of the club members.

3. The President, or in his absence, the Vice - President, or in the event of

the absence of both, the Secretary shall supervise the organizations affairs. Officers shall hold, conduct and sponsor a monthly meeting at a location determined and agreed upon by members attending the previous monthly meeting. Officers shall notify, by telephone, all members in good standing 5 days prior to a scheduled meeting of any changes in location or time.

4. The Secretary shall keep a permanent record of the minutes of all meetings and shall be custodian of the meeting minutes book.

5. In addition to the collection and disbursement of funds, the Treasurer shall be responsible for maintaining all records and receipts, and the balancing of all financial affairs of the club as determined and approved by its members.

6. The Sergeant at Arms shall keep order at all meetings.

7. The Activities Director shall present to the members attending the monthly meeting all options for outings, shows, and other club activities our members may want to attend as a group. One or more will be selected and a majority vote shall determine which activities we shall attend as a club. If a tie or a conflict in dates occur, the Officers shall break the tie and assess which activity would be best for the club.

A. This position will also include responsibility for all awards, plaques, trophies, ribbons, and any other club materials needed by the club for shows and awards. Also maintain the quality and quantity of materials, and report on the status of these materials.

B. The Activities Director shall produce a schedule for publication within the newsletter of club approved activities as agreed on in our monthly meeting, and other points of interest for the months ahead to be considered.

C. The Activity Director will take on special projects that involve the club in donations, and membership affairs, and club parties and gatherings.

#### Section B. - Election of Officers

1. Officer nominees shall have been a member in good standing for at least six (6) months prior to elections.

2. Elections will be held with those members in good standing and must carry a majority approval of those members.

3. Terms of office shall be for one (1) year. Tenure of office shall begin at the first meeting following election.

4. Vacancy(ies) shall be filled by a majority vote of the members present and shall be for the period of time remaining in the present term of office.

5. Elections shall be held annually in April of each year and term shall last to

the first of May of the following year.

6. Any member unable to attend the meeting for an election of an officer may submit a vote of proxy by mail to the Secretary or send their proxy to the meeting by another member. All proxies will be made available for review after the conclusion of the vote for verification.

#### Section C. - Committees (Special Activities.)

1. Committee chairs shall be appointed by the President. The chairperson shall have the option to appoint assistants if not done so by the President. The President has the sole and independent authority to remove / replace committee chairs and assistants as he/she sees fit without explanation or discussion.

#### Section D. - Amendments to By Laws

1. To amend, change, and or delete any part of the constitutional sections of the By Laws requires a majority vote of the members present at a monthly meeting. Said election will be noticed for two months prior to the election at the monthly meeting and newsletter.

2. Voting on proposed amendments will be held the next consecutive meeting after all discussion has been held in open forum. This allows all members to voice special considerations, attend the upcoming meeting, and or send their proxy to an officer of the club.

3. Copies of amendments under consideration will be distributed to all members in good standing at the monthly meeting. A copy of the amendments shall be placed into meeting minutes as a permanent record.

#### Section E. - Meetings

1. Monthly meetings will be held at a specified date, time, and location as determined in the previous monthly meeting and as indicated in the monthly newsletter.

2. Special meetings may be called by three (3) of the elected officials.

3. An annual officers meeting shall be held on a date agreed upon by the officers at a place agreed upon by the officers as required by law.

4. Any video or audio recording of meetings must be approved in advance by the Board. To be considered for approval said request must be submitted to the board thirty (30) days in advance of the date requested in writing.

#### Section F. - Order of Business

1. Parliamentary procedures shall govern all proceedings of business at club meetings.

2. Order of events shall be as follows:

A) Treasurer will collect dues and register all names of members and visitors present.

B) Meetings will be called to order. C) Introduction of visitors.

D) Reading of the minutes of the previous monthly meeting. E) First, reports will be made by officers if necessary

Secondly, Treasurer will present a financial report. F) Old business will be completed. G) New business will be presented.

H) Activities Directors report

I) Meeting adjournment.

#### Section G. - Indemnification of Officers

A. The corporation shall indemnify any person who was or is a party or threatened to be made a part, to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the act that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer employee or agent of another corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal actions or proceeding, had no reasonable cause to believe his conduct was unlawful.

B. The corporation shall indemnify any person who was or is a party or a threatened to a made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he is or was director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture trust or her enterprise against expenses including attorney's fees actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation provided however that no indemnification shall be made in respect of an claim issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duties to the corporation except to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem

proper.

C. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

D. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against a'Diability asserted against him and incurred by him in any such capacity or .rising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

## Article V Miscellaneous Provisions

### Section A. - Miscellaneous Hon-Government Provisions

1. All appreciation and/or acknowledgement will be handled by the activities director and approved by two (2) officers.
2. All non-government voting shall be done by a simple majority vote of members in good sanding present at the time.

### Section B. - Miscellaneous Government Provisions

1. Voting on governmental provisions shall be done by the members present at the meeting.
2. Any provisions passed by a majority vote, shall be binding upon the membership as a whole.
3. All proxy voting shall include mail in ballots and shall be limited to government provisions and issues only.