

**Constitution and Bylaws  
of the  
Peach State Cadillac and LaSalle Club**



**ARTICLE I – Name and Purpose**

- A. Name: The name of this club shall be known as the Peach State Cadillac and LaSalle Club, a Region of the Cadillac & LaSalle Club, Inc. (the “Region” or “PSCLC”).
1. The name of the Peach State Cadillac and LaSalle Club’s newsletter shall be known as the TAILFIN.
  2. The Peach State Region is chartered by and under the jurisdiction of the international Cadillac & LaSalle Club (the “CLC”).
  3. The Region serves the state of Georgia and surrounding states in the southeast.
- B. Purpose: The purpose of the Peach State Cadillac & LaSalle Club is to provide a social environment for Cadillac and LaSalle enthusiasts; to develop, publish and exchange information pertaining to all recognized Cadillacs and LaSalles; to provide and regulate events, tours and exhibitions relative to such vehicles; and to encourage the maintenance, preservation and restoration of all such vehicles. Cadillacs and LaSalles from the first to the most recent, in all conditions and degrees of originality are recognized.

**ARTICLE II – Membership and Dues**

- A. General: Any person shall be eligible for membership whose character reflects integrity and who is interested in the purposes of the club as stated in Article I, Section B. A properly executed official membership application must be submitted, and payment of the required dues must accompany said application.
- B. Active Member/Member in good standing: Once dues have been paid and recorded, each Member is entitled to vote in club affairs, to hold office and to participate in all club activities. Members will have their names included in a current membership roster and on all future mailing lists. Spouses or associate members and children are included in all active membership benefits, but only one copy of each mail-out or publication and one vote will be afforded for each paid membership.
- C. Current membership in the international Cadillac & LaSalle Club is required for full voting membership in the Peach State Cadillac and LaSalle Club. Those who do not maintain membership in the Cadillac & LaSalle Club will be considered provisional supporters of the Peach State Cadillac and LaSalle Club for a reasonable time for them to obtain membership in the Cadillac & LaSalle Club. During this orientation period provisional supporters may participate in Peach State Cadillac and LaSalle Club events as guests of Members, but do not enjoy voting rights and may not participate in events sanctioned by the international CLC.
- D. Dues: Membership dues and effective date shall run for twelve-month periods. Renewal will be required upon the anniversary of each member’s initial enrollment. The payment of annual

membership renewals will be due on the last day of the twelfth month of membership. New members may join at any time and must pay a full year's dues amount.

1. The amount of annual dues will be established by the Executive Board of the Peach State Cadillac and LaSalle Club and will be voted on by all members present at the first annual Board meeting of each new year.
2. There will be no pro rata discounts. A dues schedule will be published on the club's web site and in the newsletter.
3. Forfeiture of membership. Any member who fails to pay dues within sixty (60) days of the member's renewal date will be carried as an "inactive" member. The Executive Board will consider reinstatement and continuation on the roster on a case-by-case basis.
4. Life Members. The Executive Board may grant, on a case-by-case basis, a lifetime membership in Peach State Cadillac & LaSalle Club to a member who has contributed exceptionally to the purposes of the Peach State Cadillac & LaSalle Club. Such a designation will waive annual PSCLC dues for the member's lifetime, or for as long as the member remains in good standing with the PSCLC. This reward will be reserved for special circumstances and will be bestowed completely at the discretion of the Executive Board.

### **ARTICLE III – Voting, Election Tabulation and Duration of Terms**

- A. Voting: Each active membership is entitled to one vote. Voting for the club's Executive Board shall be taken by mail, or at the club's annual Christmas banquet, or at the club's first meeting of each new year.
- B. Eligibility: Any active member in good standing, Article II, Section B, shall be eligible to hold any executive position on the Board.
- C. Nominations and Balloting:
  1. The Executive Board shall be placed in nomination by a nominating committee appointed by the President. The nominating committee shall present the slate of new prospective Executive Board members to the general membership before the annual Christmas party or first meeting of the new year.
  2. Ballots may be presented to the general membership by mail, email, or to those present at the annual Christmas banquet or at the first meeting of the new year. All members who are in good standing may cast a vote for the slate of officers or to place another name on the ballot.
- D. Election Tabulation: The recording secretary shall record all tabulations with the assistance of one other Board member; the appointment of this second Board member is at the discretion of the President. The results will be announced at the Christmas party or at the club's first gathering of the new year. The new Executive Board will be presented to the membership by the previous year's Corresponding Secretary.

- E. Term of Office: The term of service for any Executive Board member shall be one year. The service term shall begin with January 1<sup>st</sup> of each year. Any Board member may continue to serve until a successor has been elected and installed.

#### **ARTICLE IV – Executive Board and Duties**

- A. Executive Board General: The Executive Board shall consist of a President, a Vice President, a Corresponding Secretary, a Treasurer, a Membership Director, an Activity Director, and a Communications Director. Any board member may also serve as the National Board Director. A total of seven (7) people will constitute the Executive Board. If any of the above positions must be filled by a person already holding a position, another member at large will be appointed by the President of the club.
1. President: The President shall be the chief executive officer of the club and shall have general supervision, direction and control of the business and affairs of the club. The President shall attend all meetings of the members and all meetings of the Executive Board. The President shall appoint all committees and committee members and shall sign all contracts and instruments of writing, provided that said instruments have been approved by a majority of the Executive Board members.
  2. Vice President: In the absence of the President, the Vice President shall perform all duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the presidency.
  3. Corresponding Secretary: The Corresponding Secretary is responsible for retaining the minutes of all Board meetings, maintaining the addresses and telephone numbers for the entire Board, and corresponding with all who have questions for or about this club. The Corresponding Secretary shall distribute and tally any ballots for elections of officers and shall make these ballots available for inspection by any member at the next meeting of the club, after which the ballots may be destroyed. The Corresponding Secretary shall preside over and keep all executive Board meetings focused. The Corresponding Secretary will also be responsible for managing the club's web site or overseeing the person who maintains the site.
  4. Treasurer: The Treasurer shall maintain adequate and correct accounts of the properties and business transactions of the club; shall deposit all monies and other valuables in the name of and to the credit of the club with such directories as may be designated by the Executive Board; shall disperse the funds of the club as may be ordered by the Executive Board and shall render to the President and the Board, when requested, an account of all transactions. No obligation, debt or other liabilities shall be incurred by the treasurer without the specific approval of the Executive Board. The treasurer shall prepare an annual report detailing incomes and disbursements; said report is to be included in the November or December issue of the club's newsletter or on its web site. The Treasurer shall maintain an up-to-date list of the club's members to include names, addresses, telephone numbers, spouse/associate members' names and years of members' Cadillac and LaSalle car(s); shall have current applications for both the Peach State and the international Cadillac & LaSalle Club on hand.

5. Membership Director: The Membership Director shall mail out applications to prospective members if so requested. A membership list is to be given to all members at least annually through the instruments of the club's web site and its newsletter. The Membership Director will assist the Treasurer in maintaining an up-to-date list of the club's members to include names, addresses, telephone numbers, spouse/associate members' names and years of members' Cadillac and LaSalle car(s). The Membership Director, in coordination with the Communications Director, is responsible for recruiting and registering new members.
6. Activities Director: The Activities Director shall provide for the general enjoyment of all members by planning and leading activities that are in keeping with good taste and fun, and that promote the cars and the club in a positive favor for both participants and guests. The length, duration and cost of all events should be kept reasonable and should involve a maximum number of members and Board representatives in both the planning and the conduct of club events. The club's activity dates shall not conflict with any major international Cadillac & LaSalle Club events.
7. Communications Director: The Communications Director shall serve the Executive Board by assisting in keeping the membership fully informed of upcoming events, issues and directions of the club. Among the tasks performed are coordinating among board members, especially ensuring that the web master and TAILFIN editor are aware of communications from the President, the CLC Board representative, and the Membership Director. The Communications Director helps the Activities Director promote club events and activities, and communicates regularly to answer the questions of members, prospects and other clubs. The Communications Director also supports the production and distribution of the TAILFIN and assists in identifying material for the web site.
8. National Director: The National Director will be a member in good standing who will represent the views of this club at the two national Cadillac & LaSalle Club Board meetings per year. The National Director, although not a voting executive Board member of this club, will submit a written report summarizing the actions taken at and on the national level. If the National Director fails to attend two consecutive national meetings, said director will automatically relinquish the position. In this event the Executive Board will present suggestions to the President for replacing the national director. The President of the Peach State Cadillac and LaSalle Club shall in this instance give written notice to the President and Recording Secretary of the international Cadillac & LaSalle Club, naming the newly appointed National Director.

#### **ARTICLE V – Club Management**

- A. Official Board Meetings: At least two Board meetings shall occur in each fiscal year. A written notice must be sent to all executive Board members at least ten (10) days before a meeting of the Board. The President shall set dates for all Board meetings unless four or more Board members petition the president for a special meeting of the Board.
- B. Quorum: A quorum shall consist of at least four (4) of the seven (7) Executive Board members.

- C. Voting: Majority tally of votes applies. Any order of business taken shall be taken as passing when one vote over 50% occurs. Proxy voting shall not be permitted.
- D. Vacancies: Any vacancy which may occur on the Board for any cause other than the expiration of a term may be filled for the unexpired term by a majority vote of the Board members present at any duly called meeting by the Board. The President will put forth a committee to fill any vacancies, then call upon the Corresponding Secretary to hold a special election by the Board to fill the vacated position.
- E. Fiscal Year: The fiscal year of this club shall begin after the conclusion of the final day of December of any calendar year and run for one year.
- F. Rules of Order: The rules of order contained in ROBERTS RULES OF ORDER, REVISED, shall govern this club in all cases to which they are applicable, unless they conflict with the Bylaws of this club.

**ARTICLE VI – Dissolution**

Upon the dissolution of the corporation, 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. After any debts and obligations are settled, the remaining assets will be distributed to other organization(s) established for the purpose of benefitting Cadillac and LaSalle enthusiasts. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

**Constitution and Bylaws amended as of December 31, 2021.**

Previous edition: December 09, 2020

Amendments prepared by Jon Douglas Bailey, December 18, 2021

Board members reviewing amendments:

- |   |                   |                          |
|---|-------------------|--------------------------|
| • Doug Bailey, President                | December 31, 2021 | <i>J. Douglas Bailey</i> |
| • Mark Nichols, Vice President          | December 31, 2021 | <i>Mark Nichols</i>      |
| • Michelle Anderson, Treasurer          | December 31, 2021 | <i>Michelle Anderson</i> |
| • Lucille O’Neill, Membership Director  | December 31, 2021 | <i>Lucille O'Neill</i>   |
| • Tom Di Nucci, Activities Director     | December 31, 2021 | <i>Tom Di Nucci</i>      |
| • Sandy Barth, Corresponding Secretary  | December 31, 2021 | <i>Sandy Barth</i>       |
| • Dave Coakley, Communications Director | December 31, 2021 | <i>Dave Coakley</i>      |

Approved by Board: December 31, 2021