

**RESTATED BYLAWS
OF
NORTHWEST CAR COLLECTORS ASSOCIATION, INC.**

February 15, 2001
Revised February 28, 2002
Revised March 25, 2004
Revised January 14, 2006
Revised January 19, 2008
Revised January 24, 2009
Revised April 28, 2009

ARTICLE I

Name

The name of this corporation shall be NORTHWEST CAR COLLECTORS ASSOCIATION, INC.

ARTICLE II

Purpose

Northwest Car Collectors Association Inc. was formed to provide an entity which would consist of previously organized vintage automobile clubs in the Pacific Northwest to provide an organized direction and educational exchange between these automobile clubs and to provide coordination for automobile related events with the general public.

ARTICLE III

Membership

Section 1. Any organized car club in the Pacific Northwest area which has as its purpose the preservation and restoration and exchange of knowledge concerning particular automobiles or related gasoline engines may become a member of this corporation upon approval by the Board of Directors, Association Club Representatives, and payment of the required dues.

Section 2. The membership fee for this corporation is currently set at Twenty-Five Dollars (\$25.00) per club per year. The application of all current member clubs shall be made out at the start of each new year. The applications of proposed new member clubs shall be reviewed by the Board of Directors and forwarded to the Association Club Representatives for approval or rejection. Approval will be by a majority vote of the Association Club Representatives. The renewal fee must be paid by the 2nd General Membership Meeting of each calendar year in order for the member club to attain or maintain “good standing” status. The annual fee may be changed from time to time by a majority vote of the Board of Directors and Association Club Representatives.

Section 3. All Clubs which have been accepted as member clubs shall share equally in the financial responsibilities of the corporation and shall also share in distributions of net

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proceeds produced by corporation sponsored events. The new clubs will receive one half share proceeds first year and commencing second year and following years, they will receive full share membership.

Section 4. The Northwest Car Collectors Association membership will be limited to a maximum of thirty-five (35) car clubs.

ARTICLE IV

Board of Directors

Section 1. The Board of Directors will consist of seven (7) elected members, consisting of three (3) Executive Board Members and four (4) Chairperson Board Members:

Executive Board Members: Chairman
Treasurer
Secretary

Chairperson Board Members: Swap Meet
Car Show
Advertising
Manpower

Section 2. The Association Club Representatives will nominate prospective Board Members from the general membership. The Board Members shall be elected by majority vote at the first General Membership Meeting of each calendar year held after the annual Board of Directors Meeting. Board Members elected at this meeting shall serve a minimum term of one (1) year. Longer terms of office may be set for any office by a majority vote of the Board of Directors. No club shall be represented by more than two (2) members on the Board of Directors.

ARTICLE V

Duties of the Board

Section 1. The business and affairs of this corporation shall be managed by the Board of Directors and the Board shall be specifically responsible for the following:

1. Establishing policy for the corporation.
2. Forming and dissolving committees as needed.
3. Reviewing the Bylaws at the first board meeting of each calendar year.
4. Making decisions regarding dispersal of funds.
5. Select a charitable organization to participate in Corporation sponsored events and receive contributions from any funds earned.

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Section 2. The Board may enter into contracts and agreements for and on behalf of the corporation.

Section 3. In the event that any Director misses a scheduled meeting of the Board of Directors or required General Membership Meeting, or neglects their duty, the Board of Directors shall have the power to remove such person and appoint a successor by a majority vote of the Board.

Section 4. The presence of a majority of the members of the Board of Directors at a meeting shall constitute a quorum for the conducting of business.

Section 5. A vacancy on the Board of Directors shall be filled by appointment by the Chairman, or the remaining members of the Board will choose a member of the Board to fill the unexpired term..

ARTICLE VI

Executive Officers

Section 1. The Executive Officers of this corporation shall be the Chairman, Treasurer and Secretary.

Section 2. The officers of this corporation shall be elected from the general membership of the Association by a majority vote of the members of the Association Club Representatives.

Section 3. The term of office for the officers shall be a minimum of one year, with the election of officers being held in the first meeting of the General Membership of each calendar year. Longer terms of office may be set by majority vote of the Board of Directors.

Section 4. In the event a vacancy occurs in the position of one of the officers, the Chairman or the remaining members of the Board will choose a member of the Board to fill the unexpired term.

Section 5. The minimum number of Directors of this corporation shall be seven (7).

ARTICLE VII

Duties of Executive Officers

Section 1. The Chairman shall preside over the General Membership Meetings, establish the agenda of business to be considered, prepare the annual budget and set the calendar for future meetings. The Chairman shall negotiate all legal contracts, and have the signature authority to execute contracts at the direction of the Board of Directors. The Chairman will have the

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responsibility and authority for the coordination of all committees and activities associated with any corporation sponsored events.

Section 2. The Treasurer will receive, provide proper safeguard for, and disperse funds belonging to the Association. The Treasurer shall assure that the Association will not be penalized for late payment of bills. The Treasurer will be responsible for preparing any and all tax forms, corporation papers and insurance forms that are required by federal and state agencies

Section 3. The Secretary will take reasonable notes of the proceedings of the Board and General Membership Meetings for future reference, conduct correspondence on behalf of the Board, and send out required notices of General Membership and other impending meetings.

ARTICLE VIII

Meetings

Section 1. The Board of Directors' annual meeting will be held during the month of January at a time and place to be determined by the Board. There shall be a minimum of one additional Board of Directors Meeting each calendar year.

Section 2. There shall be a General Membership Meeting in February each year for the purpose of electing officers. Additional General Membership Meetings shall be scheduled by the Chairman as needed to plan and implement any planned Corporation event. A quorum at a General Membership Meeting shall consist of forty percent (40%) of the member clubs.

Section 3. Each member club in good standing will be entitled to only one vote in any proceedings regardless of the number of members of the club attending the meeting.

ARTICLE IX

Committees

Section 1. Committees will be formed as deemed necessary by the Board of Directors.

Section 2. Committees formed under this article will be dissolved by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE X

Parliamentary Authority

Section 1. Any disputes as to parliamentary procedure in Board meetings shall be resolved by referring to Official Robert's Rules of Order, latest edition.

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ARTICLE XI

Dissolution

Section 1. This Corporation can be dissolved only by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Dispersal of any corporate property that might exist will be made by a majority decision of the Board at the time of dissolution. All decisions shall be final. Any funds, after all debts are paid, shall be dispersed as follows:

1. To the Treasurers of such member clubs as shall qualify for tax exempt status as a non-profit association or corporation. Clubs must be a member for two full years in order to receive full distribution of funds.
2. To a non-profit charitable association chosen by the Board of Directors.

Section 3. The Board of Directors by a 2/3 majority vote may permit individual member clubs to resign their membership and receive a pro-rata share of the Corporation's funds (less a reserve for unpaid bills) as a distribution. Only clubs that have tax-exempt status as a non-profit corporation or organization are eligible to receive a distribution. The amount of the distribution is to be computed by the Treasurer and approved by the Board of Directors and such decisions shall be final. Should a club that has resigned and received a distribution ever wish to be readmitted to membership, it may apply for readmission and, if approved for readmission, must repay the amount previously distributed before being readmitted.

ARTICLE XII

Amendments

Section 1. These bylaws may be amended or repealed by a majority vote of the membership voting at any General Membership meeting or special meeting, or by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting.