

# BYLAWS OF THE BUICK CLUB OF AMERICA 2019-2023

## ARTICLE I

### NAME AND PURPOSE

The name of the Club, which is a nonprofit membership corporation chartered in the state of Minnesota shall be: BUICK CLUB OF AMERICA, INC. The purposes for which the Buick Club of America (hereinafter sometimes referred to as the BCA) is founded are: for the development, publication and exchange of technical, historical and other information among its members and other persons who are interested in Buick automobiles, and to promote social intercourse and to promote fellowship among its members; and to maintain references upon and encourage the maintenance, restoration and preservation of all models of Buicks produced by the Buick Motor Division of General Motors.

## ARTICLE II

### MEMBERS

**SECTION 1**—Application for Membership. Any person may apply for membership in the BCA who shall be in agreement with the interest and purpose of the BCA. He/she must tender dues and any other fees required with the application for membership. The Board of Directors or its delegated agent shall approve or disapprove applications for membership. A membership shall consist of the named member and shall include the spouse and any minor children.

**SECTION 2**—Membership dues. Membership dues shall consist of an annual membership fee for corresponding issues of the *BUGLE*, the official BCA publication, in an amount as set by the Board of Directors. Annual dues thereafter shall be payable in advance of the expiration date of the fiscal membership period.

Membership for members residing outside the USA will have an additional fee added to the membership dues to defray postage of the *BUGLE*. This fee will be set by the Board of Directors of the BCA based on the current U.S. Postal Service rates on the date of the application or renewal.

A fee will also be added to the membership dues of any USA member requesting special mailing of the *BUGLE*. This fee will be set by the Board of Directors of the BCA based on the current U.S. Postal Service rates on the date of the application or renewal.

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Any member who shall have failed to pay his dues shall cease to be a member. Such persons may, however, be reinstated to membership in accordance with the method of application of new members as set forth in Section 1 of this Article II.

**SECTION 3-** Honorary Members. Honorary Member shall pay no dues and are entitled to all BCA privileges except the right to vote and hold office. Honorary Members are those who have made an outstanding contribution to either the BCA, to automotive history or to the automotive hobby. These members will be selected by the Board of Directors for this recognition

**SECTION 4—**Expulsion of a member. In addition to expulsion for nonpayment of dues as provided for in Section 2 of this Article II, any member may be expelled and his membership in the BCA terminated for conduct which the Board of Directors shall determine to have disturbed the order, dignity, business, or harmony of the BCA, or to have impaired its good name, good will or prosperity, or to have violated these Bylaws, or any regulations of the BCA which are in force at the time of the alleged infraction, as adopted by the Board of Directors. Such expulsion shall be by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting thereof duly called and held; provided, however, that the Board of Directors at a prior meeting thereof shall first have voted to institute expulsion proceedings and that thereafter a statement of the charges shall have been mailed by registered or certified mail to the accused member, directed to his last recorded address, at least 30 days before final action is taken thereon. This statement shall be accompanied by a notice of the time, date and place where the Board of Directors is to take action on such charges. Such notice shall state that the accused member will have an opportunity to present a defense at the time and place designated in such notice. The decision of the Board of Directors shall be final and conclusive. All rights and privileges of an expelled member shall terminate immediately after the expulsion.

**SECTION 5—**Reinstatement of an Expelled Member. No member expelled from the BCA may be readmitted to the BCA as a member until at least one(1) year has elapsed from the date of his expulsion and unless his application for readmission is approved by a two-thirds (2/3) vote of the Board of Directors present at a duly constituted meeting thereof provided notice that reinstatement of a member is to be considered to be included in the notice of the said meeting.

**Section 6—**Removal of a Director: The Board of Directors is empowered to remove from the Board any of its members whose conduct is determined to be contrary to the best interests of the Club and/or its members, or who is determined to have violated the Club's published Code, Conflict of Interest policy, or other published policy relating to ethical practices. The removal of a Director pursuant to this Article shall have no effect on that person's ability to remain a member of the Club.

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**Section 7**—Proposal for Removal: The removal of a Director must first be proposed by an Executive Committee of the Club appointed for this purpose by the President of the Club (or by the Executive Vice President of the Club, should the President be the person whose removal is proposed). The committee acting for this purpose shall, at least thirty (30) days prior to the Board meeting at which the Board will be requested to vote on the proposed removal, provide a statement of the proposed removal and the grounds therefor to the member whose removal is proposed. Such notice shall be sent to that person in writing or by electronic communication to the address (mail or e-mail) of such person on the records of the Club.

**Section 8**—Response to proposal for Removal: The Director whose removal is proposed may, within thirty days after the sending of the notice described in Section 2, respond to the proposed removal and address the grounds given for the proposed action. Such response shall be addressed to the President or Executive Vice President of the Club and sent to that officer in Writing or by electronic communication to that officer at the address (mail or e-mail) of such officer on the records of the Club. In addition, if the Director whose removal is proposed so requests, he or she may present to the Board, at the meeting at which the Board is scheduled to vote on the removal action, any relevant information as to why the proposed removal should not proceed. However, after so doing, that Director shall leave the meeting during the Board's discussion and vote. The committee that proposed the removal may, at any time prior to the vote of the Board on the proposed removal, rescind its recommendation for removal (such as if, for example, the committee reviews the Director's response and determines that removal is not appropriate at the present time), but any such rescission shall not preclude the committee from reinstating the proposal for removal at a later time.

**Section 9**—Board vote on removal: The Board shall vote on the proposed removal, and the removal shall become final and effective immediately if approved by a majority of those Directors voting at a regular or special meeting of the Board held pursuant to the Club Constitution, for at least three years following the removal. After that period has elapsed, he or she may serve again only with the approval of either the Board of Directors of the Club.

**Section 10**—Executive Session: All deliberations of the Board with respect to the removal of a Director, including the vote on the proposed removal, shall take place in a closed executive session, without the presence of any person who is not a Board member, and without the presence of the person whose removal is proposed except with respect to an address that such person wishes to make to the Board as provided in Section 3 above. The minutes of the Board meeting shall not include any aspect of such deliberations except (1) A STATEMENT THAT THE PERSON PROPOSED TO BE REMOVED ADDRESSED THE Board, if applicable, and (2) the conclusion as to whether the board voted to remove, or not to remove, the person whose

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removal is proposed. (Note: Section 5 is intended to protect the confidentiality of the discussion, and to safeguard the privacy of the person whose conduct is being expelled)

## **Section 11 – Member at Large**

This is a single event membership category and requires a small additional surcharge (example: \$2 to \$3 for local shows, \$5 to \$10 for regional and national meets) to the normal BCA member registration fee to qualify them as a Member at Large. This surcharge provides coverage under the BCA umbrella insurance policy for this specific event.

A Member at Large may participate in all the activities at the event, with one exception - they may not participate in the 400 point judging at the regional and national meets. Membership will expire immediately on completion of the event, and the Member at Large has no voting or other privileges within the BCA.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

**SECTION 1—Business meetings.** A business meeting shall be held annually at a time and place to be designated by the President. This meeting will be conducted by the President or one of the elected officers of the BCA as designated by the President. All committee chairmen or a delegate from each committee shall be in attendance. The Secretary or his representative shall be in attendance to record the minutes of the meeting. At least two members of the Board of Directors shall be in attendance at this business meeting.

**SECTION 2—Special Meetings.** Special Meetings of the Members of the BCA may be called by the President or by the Board of Directors. Special meetings of the members may also be called by no less than 10% of the total membership of the BCA, as shown by its membership records, upon written request signed by them made to the Secretary. The Board of Directors shall fix the time and place for the holding of any meeting called by said members. No business other than that specified in the Notice of Meeting shall be transacted at any Special Meeting.

**SECTION 3—Proxies.** Every member of the BCA is entitled to vote at any meeting of the members thereof and may vote in person, by proxy, or by written ballot, signed by him/her. Unless the duration of the proxy ballot is otherwise therein specified, it shall be invalid after forty days from the date of its execution.

**ARTICLE IV DIRECTORS SECTION 1—Number.** The Board of Directors of the BCA shall consist of a minimum of nine (9) Directors.

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**SECTION 2**—Term of Office. The term of office shall be three (3) years with the term of one third (1/3) of the Directors expiring each year. No Director shall serve more than three (3) consecutive three (3) year terms. A Director must wait one (1) year before again being a candidate of the Board of Directors or before qualifying for appointment under Section 11 hereof. Any partial/full term served by appointment under Section 11 shall not be considered a full three (3) year elective term for purposes of being a future candidate.

**SECTION 3**—Election of Directors. The members shall elect, by plurality vote each year, one-third (1/3) of the current total members on the Board to serve as a Director for three (3) years and until their successors are deemed eligible and elected.

**SECTION 4**—Candidates should send a biography to the BCA office and/or the Editor of the Buick Bugle to be included on the ballot for the Board of Directors of the BCA election.

**SECTION 5**—Eligibility. To be eligible for election to the Board of Directors, every candidate must be a member in good standing of the BCA. Should a director cease to be a member of the BCA he shall automatically cease to be a Director. An elected Director who shall not have declined his nomination for election as a Director will thereby have signified his willingness to attend regular meetings of the BCA and to participate actively in the work of the Board and of the committees of the BCA. An elected Director who shall be absent without an excuse found to be satisfactory by the President from two consecutive regular meetings of the Board shall, upon resolution of the Board to the effect, be deemed to have resigned from membership on the Board.

**SECTION 6**—The BCA Office or BCA Secretary shall compile a list of the candidates and submit said list to the BCA Editor to be entered as a voting ballot on the cover of the April *BUGLE* Magazine.

**SECTION 7**—Ex-officio Board Members. Each Chapter Director and Regional Director shall be ex-officio members to the BCA Board of Directors. Ex-officio Board Members shall be without vote and need not be present for Board meetings.

**SECTION 8**—Regular Meetings. A regular meeting of the Board for the purpose of organization and election of officers shall be held immediately or as soon as feasible after June 30 of each year. In addition, the Board shall hold regular meetings, the time and place of which shall be fixed by the Board.

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**SECTION 9**—Notice of Meetings. Notice of each meeting of the Board shall be mailed to the last recorded address of each member of the Board at least ten (10) days before the date set for the meeting.

**SECTION 10**—Quorum. A simple majority of the members of the Board of Directors, elected by plurality vote, shall constitute a quorum for the transaction of business.

**SECTION 11**—Vacancies. Any vacancy which may occur in the elected membership of the Board for any other cause other than expiration of term may be filled until the next regular election for the unexpired term by a majority vote of the members present at any constituted meeting of the Board.

## ARTICLE V OFFICERS

**SECTION 1**—Number. The Officers of the BCA shall be a President, Vice President, Treasurer, and Secretary.

**SECTION 2**—Method of Election. The Board of Directors shall elect said Officers for terms of one year and until the election of their respective successors. The election of new officers shall be done as the last order of business at the Board of Directors meeting and will be handled by the BCA Office and three vote counting individuals from the audience.

**SECTION 3**—Appointive Officers. The Board of Directors or the President may at their discretion appoint additional Vice Presidents, and an Assistant Treasurer, and an Assistant Secretary to serve at their pleasure.

**SECTION 4**—Eligibility. All Officers whether elected or appointed must be member in good standing of the BCA. Upon ceasing to be a member in good standing of the BCA, the term of office of any such Officer shall automatically terminate.

**SECTION 5**—Duties of Officers. The duties and powers of the Officers of the BCA shall be as follows:

**PRESIDENT:** The president shall be the chief executive officer of the BCA. He shall preside at all meetings of the members of the BCA and of the Board of Directors and shall discharge the duties usually performed by the President. Unless otherwise specified in these Bylaws or determined by the Board of Directors he shall appoint all appointive officers and committees.

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He shall perform such other duties and possess such other powers as usually pertain to the office of the President. The office of President cannot exceed more than two consecutive years

**VICE-PRESIDENT:** In case of the death or absence of the President, or of his inability from any cause to act, the Vice President shall perform the duties of the President. The office of Vice President cannot exceed more than two consecutive years

**TREASURER:** The Board of Directors, at their discretion, may appoint a Chief Financial Officer in place of a Treasurer. The position of Chief Financial Officer need not be filled by a current Board member. If the position of Chief Financial Officer is filled by a non-board member, the Chief Financial Officer will have a vote only on financial matters and no other voting privileges. In the future the Board may elect to split the duties. **Appointed Chief Financial Officers shall have a term of two consecutive years.**

**SECRETARY:** It shall be the duty of the Secretary to give notice of and attend all meetings of the members of the BCA and its Board of Directors, to keep minutes and records of all such meetings, to forward copies of all minutes of Board Meetings to all Board members, to conduct all routine correspondence, to keep a list of the members of the BCA and their addresses, to have custody of, and affix and attest, the Corporate Seal of the BCA, and to perform such other duties and possess such other powers as stated in the Bylaws and which usually pertain to the office of Secretary. The BCA shall hire a professional Stenographer to record the proceedings of the Board of Directors meetings at each meeting of the Board. The Stenographer shall turn the recorded proceedings in to the BCA Secretary within one week of the end of the Board of Directors meeting. The Stenographer is to be paid from the BCA General Fund.

**ASSISTANT TREASURER and/or ASSISTANT SECRETARY:** The Assistant Treasurer and Assistant Secretary, if any, shall act in the absence of or by the direction of the Treasurer or Secretary, as the case may be, and shall perform such other duties as may be assigned by the Board of Directors.

**SECTION 6—Vacancies.** Any vacancy which may occur on the Board specified in Section 1 of this Article V may be filled for the unexpired term by the Board of Directors.

## ARTICLE VI COMMITTEES

**SECTION 1—Appointment.** Unless otherwise specified in these Bylaws or determined by the Board of Directors, the President shall appoint all committees.

**SECTION 2—Committees.** Unless otherwise determined by the Board of Directors the President may, at any time, appoint such committees as may be deemed advisable.

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**SECTION 3**—Committee Procedures. All members of the committees must be members of the BCA and shall serve at the pleasure of the Board of Directors. Each committee shall make its own rules and regulations as to procedure. Committees shall meet as often as necessary to conduct regular business.

## ARTICLE VII

### CHAPTERS

**SECTION 1**—Application. Any group of ten (10) or more members of the BCA may make written application to the Board of Directors for permission to form a Chapter of the BCA, and the Board of Directors in its sole discretion may grant or deny such application.

**SECTION 2**—Formation. If the Board of Directors shall approve such applications, it shall issue a charter to the applicants permitting the formation of the desired Chapter, and specifying among other things; the name by which the Chapter is to be designated, the area in which it is to operate, the procedures by which it is to be governed, and the rules and regulations defining the scope and nature of its permissible activities and those which are prohibited. Without writing the generality of the foregoing the provisions hereafter set forth in the Article VII shall bind and apply to all chapters heretofore and hereafter formed.

**SECTION 3**—Membership. All members of a Chapter must also be members of the BCA, and on ceasing to be members of the BCA shall automatically cease to be members of the Chapter.

**SECTION 4**—Agency. The granting of a charter to a Chapter does not authorize the Chapter or any members of the Chapter to act as agent or agents of the BCA or to create any obligations binding upon the BCA, or purporting to emanate from the BCA as a whole.

**SECTION 5**—Amendments of Charter. The Board of Directors may at any time or times in its sole discretion amend, modify, or supplement the Constitution, Bylaws, and/or Rules and Regulations collectively known as Chapter Charters, provided notice to that effect shall have been included in the notice of the meeting of the Board of Directors and provided further that any such amendments, modifications, or supplements initiated by the Board Of Directors apply in like manner to all Chapter Charters.

**SECTION 6**—The Board of Directors may revoke the Charter of any Chapter which the Board of Directors shall, in its sole discretion, determined to have failed to comply with any provision of these Bylaws or to any provisions of its Chapter Charter or of any Rules and Regulations prescribed by the Board of Directors applicable to such Charter. Such revocation of charter shall

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be by 2/3 vote of the members of the Board of Directors present at a meeting thereof called and held, provided a statement of the violations charged against the Chapter shall have been delivered personally or mailed by registered or certified mail to the Director of such Chapter at least 30 days, before final action is taken thereon, together with a notice specifying the time and place at which the Board will take action upon such charges. The proceedings for the revocation of such Chapter Charter shall otherwise be conducted in a manner similar to that prescribed for the expulsion of a member of the BCA as set forth in Article II, Section 4 of these Bylaws.

**SECTION 7**—Regions. Three (3) or more Chapters may establish a Region. (Refer to guidelines under Rules and Regulations).

## **ARTICLE VIII**

### **DIVISIONS**

**SECTION 1**—Application. Any group of BCA members with a clearly defined area or special interest (i.e. Skylark, Reatta, Modified Buick, GN, etc.) may petition to Board of Directors in writing for permission to form a Division of the BCA, and the Board of Directors in its sole discretion may grant or deny such application.

**SECTION 2**—Formation. If the Board of Directors shall approve such applications, it shall issue a charter to the applicants permitting the formation of the desired Division, and specifying among other things; the name by which the Division is to be designated, the procedures by which it is to be governed and the rules and the regulations defining the scope and nature of its permissible activities and those which are prohibited. Without limiting the generality of the foregoing provisions hereafter set forth in this Article VIII shall bind and apply to all Divisions heretofore and hereafter formed.

**SECTION 3**—Membership. All members of a Division must also be members of the BCA and on ceasing to be members of the BCA shall automatically cease to be members of the Division.

**SECTION 4**—Agency. The granting of a charter to a Division does not authorize the Division or any members of the Division to act as agent or agents of the BCA or to create any obligations binding upon the BCA, or to issue any statements or publication in the name of the BCA or purporting to emanate from the BCA as a whole.

**SECTION 5**— Amendments of Charter. The Board of Directors may at any time or times in its sole discretion amend, modify, or supplement the Constitution, Bylaws, and /or rule and

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Regulations collectively known as Division Charters, provided notice to that effect shall have been included in the notice of the meeting of the Board at which such action is to be taken, and provided further that any such amendments, modifications or supplements initiated by the Board of Directors apply in like manner to all Division Charters.

**SECTION 6**—Revocation of Charter. The Board of Directors may revoke the Charter of any Chapter which the Board of Directors shall, in its sole discretion, determine to have failed to comply with any provision of these Bylaws or to any provisions of its Chapter Charter or of any Rules and Regulations prescribed by the Board of Directors applicable to such Charter. Such revocation of charter shall be by 2/3 vote of the members of the Board of Directors present at a meeting thereof called and held, provided a statement of the violations charged against the Chapter shall have been delivered personally or mailed by registered or certified mail to the Director of such Chapter at least 30 days, before final action is taken thereon, together with a notice specifying the time and place at which the Board will take action upon such charges. The proceedings for the revocation of such Chapter Charter shall otherwise be conducted in a manner similar to that prescribed for the expulsion of a member of the BCA as set forth in Article II, Section 4 of these Bylaws.

## ARTICLE IX MISCELLANEOUS

**SECTION 1**—Seal. The Seal of the BCA shall be circular in form and shall contain the name of the BCA and the State and date of its incorporation.

**SECTION 2**—Fiscal Year. The fiscal year of the BCA shall begin on the first of July of each year.

**SECTION 3**—Conflicts of Interest. No Director or Officer of the BCA shall receive, directly or indirectly any salary or emolument from the BCA, either as such officer or director or in any other capacity. No Director or Officer of the BCA shall be interested, directly or indirectly, in any contract relating to the operations conducted by the BCA, nor in any contract for furnishing supplies thereto.

**SECTION 4**—Bugle Editor and Office Manager. The Editor of the *BUGLE* and the Office Manager(s) and their assistants as required shall be compensated for fulfilling such duties as outside and independent contractor(s). Such contract shall be executed by and between the BCA and the individual(s) filling such contractual positions.

**SECTION 5**—BCA Headquarters. The location of the headquarters of the BCA shall be at the discretion of the BCA Board of Directors.

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**SECTION 6**—Appointed Offices. All appointed National offices such as, but not limited to, Regional Coordinator, Chapter Coordinator, National Chief Judge, shall be appointed by the Board of Directors to serve no more than five (5) years consecutively.

## ARTICLE X AMENDMENTS

These Bylaws may be amended or altered in whole or in part by a majority vote of all members of the Board of Directors present or in person at any duly constituted meeting of the Board of Directors, provided that notice to that effect shall have been included in the monthly publication of the BCA. The same procedure required in amending the Bylaws of the BCA shall be followed in amending the Rules and Regulations and Standard Operating Procedures of the BCA.

BCA Incorporation date First Bylaw Amendment Second Bylaw Amendment Third Bylaw Amendment Fourth Bylaw Amendment Fifth Bylaw Amendment Sixth Bylaw Amendment

May 26, 1969 October 16, 1971 February 5, 1974 August 12, 1986 June 29, 1990 September 21, 1991 January 14, 1995

Seventh Bylaw Amendment Eighth Bylaw Amendment Ninth Bylaw Amendment Tenth Bylaw Amendment Eleventh Bylaw Amendment 12th By-Law Amendment

January 18, 1997 May 1, 2003 June 19, 2004

December 2015

October 2017 Amend Article 4, Section 5. Published Sept 2017

May 2018 – add CFO term limit language, and add Article II, section 6: Member at Large

June 2022 12<sup>th</sup> Bylaw Amendment add language for removal of a director

Last update on 7/30/2022– Jack Welch BCA Secretary

September 10, 2023: Article IV, Section 2 Term of Office updated.