

**BAY AREA HORSELESS CARRIAGE CLUB  
(BAHCC)**

**BYLAWS**

Updated June 17, 2015

**ARTICLE 1**

**Purposes and Classifications**

**Section 1 – GENERAL PURPOSES**

The general purposes of this club, a nonprofit social club incorporated under the laws of the State of California and organized pursuant to Section 23701(g) of the California Revenue and Taxation Code and Title 26, United States Code Section 501(c)(7), are the discovery, preservation, restoration, maintenance, education and exhibition of historic motor vehicles manufactured prior January 1, 1916 and their accessories, memorabilia, and history.

**Section 2 – ELIGIBLE MOTOR VEHICLES**

In order to facilitate the general purposes, eligible historic motor vehicles manufactured prior to January 1, 1916 shall be known as Horseless Carriages and/or Brass Era Vehicles and shall include gasoline, steam and electrically driven vehicles having two or more road wheels. Only eligible motor vehicles may be operated on BAHCC tours. Exceptions to this policy may be granted at the option of the tour chairman sponsoring a specific one day tour.

**ARTICLE 2**

**Offices**

**Section 1 – PRINCIPAL OFFICE**

The principal office for the transaction of business of the corporation is hereby fixed and located in the County of Alameda, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

**Section 2 – OTHER OFFICES**

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

**Article 3**

**Seal**

**CORPORATE SEAL** The Corporation shall have a common seal, consisting of a circle having on its circumference the words, "BAY AREA HORSELESS CARRIAGE CLUB – CALIFORNIA – Incorporated June 15, 1953."

Example follows:

**Article 4**

**Membership**

**Sections 1 – RESTRICTIONS**

Membership in this club shall be restricted to individuals who have been approved by the Board of Directors. Anyone interested in one of more of the club's general purposes is eligible for consideration by the Board of Directors.

**Section 2** – There shall be three (3) classes of members in this club as follows:

(a) ACTIVE MEMBER: Any person desiring to take part in the activities of the club may apply for active membership providing he or she fulfills the following requirements:

(1) The applicant must own a pre-1916 vehicle judged authentic and approved by the Board of Directors as a credit to the Bay Area Horseless Carriage Club.

(2) The applicant tenders yearly dues with the application for membership.

(3) The applicant must be a member in good standing of the Horseless Carriage Club of America.

(b) ASSOCIATE MEMBER: Shall be a member but not owning a pre-1916 vehicle. Dues shall be the same as the current active members' dues for the year. The applicant must be a member in good standing of the Horseless Carriage Club of America.

(c) HONORARY LIFE MEMBER: The BAHCC Board of Directors may so honor an individual for years of exemplary service and sacrifice with the award of Honorary Life Member. Any person having gained eminence in the automotive industry, or any person who has commended himself to club esteem, may be elected an honorary life member. Proposals for election as honorary life members shall be made at a regular meeting of the Board of Directors, giving the name and address of the person proposed together with a statement of his or her activities which justify his or her election as an honorary member, and action on said proposal shall then be deferred until the next regular meeting of the Board of Directors at which meeting honorary membership may be granted upon the majority approval of the member of the Board of Directors. An Honorary Life Member shall enjoy all the privileges of an active member.

### **Section 3 – PRIVILEGES**

Active members are entitled to all club privileges. Associate and Honorary Life members are entitled to all club privileges except that they may not become members of the Board of Directors with one exception. One Associate member and no more than one Associate member may become a Director on the Board following due process. All members driving on BAHCC tours must also be current members in good standing of the Horseless Carriage Club of America.

### **Section 4 – APPLICATION**

After an applicant attends at least one club sanctioned event he or she may submit a written application for active membership, which shall be filed with the Secretary, accompanied by dues for the current year and proof of current membership in the HCCA. Membership shall become effective upon the approval of the members of the Board of Directors present at a meeting duly held.

### **Section 5 – RESIGNATION**

Any member shall resign upon mailing a letter of resignation to the Secretary and his or her resignation shall be effective upon receipt by said Secretary. A member who voluntarily resigns may, upon written request, be reinstated to previous membership status by a majority vote of the Board of Directors at any Board meeting.

### **Section 6 – SUSPENSION, EXPULSION, REINSTATEMENT BY TREASURER**

Any member shall be suspended by the Treasurer for nonpayment of dues and/or assessment at the expiration of thirty (30) days after mailing said member a delinquency notice for said dues and/or assessment. Suspension by the Treasurer shall be at the discretion of the Board of Directors. Upon payment of back dues and/or assessment, a member suspended for nonpayment shall be automatically reinstated providing he or she pays any additional dues that have accumulated during the suspension period together with the delinquent amount that caused the suspension.

#### **Section 7 – SUSPENSION, EXPULSION, REINSTATEMENT BY BOARD OF DIRECTORS**

The Board of Directors shall have summary power by vote of majority of its members, to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony or impairs the good name, popularity, good will or prosperity of the organization, for nonpayment of dues and/or assessment or for any conduct in violation of these bylaws or of the rules and regulations of the club which may be made from time to time. Such action by the Board of Directors in such matter shall be final and conclusive. A two-thirds affirmative vote of the Board of Directors at any Board meeting will be required for reinstatement following expulsion by the Board of Directors.

#### **Section 8 – CESSATION OF RIGHTS**

Upon resignation, suspension, expulsion, or death of a member, his or her rights and privileges as a member shall cease.

### **ARTICLE 5**

#### **Meetings of the Members**

#### **Section 1 – MONTHLY MEETINGS**

A monthly meeting of the members of this corporation shall be held on the first Wednesday of each month except July and December; provided, however, that should said day fall upon a legal holiday, then such monthly meeting shall be held on a date specified by the Board of Directors. Special meetings held as regular monthly meetings may be specified by the Board of Directors. Normal business shall be processed at such meeting.

#### **Section 2 – SPECIAL MEETINGS**

Special meetings of the members may be called after a majority affirmative vote of the Board of Directors or by the Secretary upon written application of at least twenty-five percent (25%) of the members of the club in good standing. The application shall state the purpose of the meeting. The Secretary must send a notice of special meetings as provided in Section 4 of this Article within thirty (30) days after receipt of a valid and proper application for same.

#### **Section 3 – TIME AND PLACE**

Any monthly or special meeting shall be held at such time and place and date as the Board of Directors shall select. The Board of Directors shall select a time, place and date for a special meeting within (30) days after receipt of a valid and proper application for same by the Secretary.

#### **Section 4 – NOTICES**

A written or printed notice stating the purpose, place, date and hour of a special meeting shall be mailed to each member in good standing of this club at least ten (10) days prior to and not more than thirty (30) days prior to said meeting. If a member gives no address, notice shall be deemed to have been given him or her if sent by mail or other means of written communication addressed to the member's last known address or to the place where the principal office of the corporation is situated.

#### **Section 5 – QUORUM**

At all meetings of the members a quorum shall consist of at least five percent (5%) of the members in good standing. Less than a quorum may, by a three fourths vote of those present, adjourn a meeting until the business shall be finished.

#### **Section 6 – PROCEDURE**

Each member in good standing shall be entitled to one vote at any meeting of members. The use of proxies at any membership meeting is prohibited. Questions of Parliamentary procedure, if any, shall be determined by *Robert's Rule of Order*.

## **ARTICLE 6**

### **Corporate Powers**

#### **Section 1 – VESTED IN DIRECTORS**

The corporate powers of the club shall be vested in the Board of Directors who shall with one exception be active members in good standing elected in accordance with these bylaws. The one exception is that one, and no more than one, Associate member may be a Board member as presented in Article 4-Membership, Section 3-Privileges. All corporate power shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board of Directors.

## **ARTICLE 7**

### **Directors**

#### **Section 1 – ELECTION**

The Directors of this corporation shall be elected by the members on the first Wednesday in November of each year. Nominations are restricted to up to one Associate member and the remaining eight, active members in good standing and shall be made by the Nominating Committee and/or from the floor. The nominees receiving the highest number of votes shall be elected Directors for a two-year term.

(a) There will be nine (9) members comprising the Board of Directors, as nearly one half as possible to be elected each year, for a two-year term.

(b) Each immediate Past-President of this club, without nomination or election, automatically becomes Chairman of the Board and will serve as Chairman of the Nominating Committee for the ensuing year. Should the immediate past President elect to go off the Board, then the President shall appoint one of the Board members as Chairman.

#### **Section 2 – VACANCIES**

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased by amendment of these bylaws. The duties or assignments affected by the vacancy or vacancies may be filled by the remaining Directors. The vacant Board position shall be filled by the nomination and election process the General Members at any meeting duly held.

#### **Section 3 – REDUCTION**

The reduction of the authorized number of Directors shall not result in removing any Director prior to the expiration of his term in office.

#### **Section 4 – PLACE OF MEETING**

Regular meeting of the Board of Directors shall be held at any place within the State of California which has been designated from time to time by resolution of the Board of Directors.

#### **Section 5 – REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors shall hold at least six (6) regular meetings during the fiscal year.

#### **Section 6 – SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if he is absent or unable or refuses to act, by any Director.

#### **Section 7 – QUORUM**

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, the Articles of Incorporation or the bylaws.

**Section 8 – ADJOURNMENT**

A quorum of the Directors may adjourn any Directors’ Meeting to meet again at a stated time, place, and hour; provided, however, that in the absence of a quorum, the Directors present at any Directors’ Meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

**Section 9 – FEES AND COMPENSATION**

Directors shall not receive any compensation, fee or salary for their services as Directors, but, by resolution of the Board, compensation may be allowed for any Director for any monies or expenses actually incurred and paid by any Director for the benefit of the corporation.

**ARTICLE 8  
Powers of Directors**

**Section 1 – POWERS**

The Board of Directors shall have power to call meetings of the club when it deems necessary, to conduct, manage, and control the affairs, relations, and business of the club and to make rules not inconsistent with the laws of the State of California for the guidance of the officers and management of the affairs of the club. The Board of Directors shall have the power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board and the note or obligation, if any, given for the same, signed officially by the President and the Secretary shall be binding on the club. The Board of Directors may appoint such other officers, agents, or committees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any club office.

**ARTICLE 9  
Officers**

**Section 1 – TYPES OF OFFICERS**

The officers of this club shall be Chairman of the Board, President, Vice President, Secretary and Treasurer. When the duties do not conflict, one person may hold more than one office. In any given year, no one person shall be both President and Secretary. Officers shall each serve for one (1) year or until their successors are elected. The aforementioned officers shall each be a member of the Board of Directors. Board members shall elect a president from their membership and the President shall in turn, shall appoint the other officers.

**Section 2 – REMOVAL AND RESIGNATION**

Any officer may be removed for cause by a two thirds majority vote of the Directors at the time in office, at a regular or special meeting of the Board of Directors by any officer upon whom such power of removal may be conferred by the Board of Directors or by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified herein, and unless otherwise specified the acceptance of such resignation shall not be necessary to make it effective.

**Section 3 – VACANCIES**

A vacancy of any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws in Article 7, Section 2.

## **ARTICLE 10**

### **Duties of Officers**

#### **Section 1 – CHAIRMAN OF THE BOARD**

The Chairman of the Board shall serve as Chairman of the Nominating Committee. No obligation, debt or other liability shall be incurred by the Chairman of the Board without specific approval of the Board of Directors.

#### **Section 2 – PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be ex-officio a member of all committees, shall have the general powers and duties of management usually vested in the office of President, and shall have such powers and duties as may be prescribed by the Board of Directors or by the bylaws. The President shall sign all contracts and instruments in writing, after approval of the Board of Directors. The President may draw checks upon the treasury when so directed by the Board of Directors.

#### **Section 3 – VICE-PRESIDENT**

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and so when acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the bylaws.

#### **Section 4 – SECRETARY**

The Secretary shall attend all meetings of the members and the Board of Directors and shall record all minutes and votes in a book kept for that purpose. The Secretary shall keep or cause to be kept a register showing the names and addresses of the members. The Secretary shall give or cause to be given, notice of all the meetings of the members and the Board of Directors, by required by the bylaws or bylaw to be given and the Secretary shall keep the seal of the corporation in safe custody, and have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. The Secretary shall have custody of valuable papers and books of the club, and shall at all times be subject to the control of the Board of Directors. In the absence of the Secretary from any meetings of the members or the Board of Directors, the presiding officer shall appoint a Secretary pro-tempore. No obligation, debt or other liability shall be incurred by the Secretary without the specific approval of the Board of Directors.

#### **Section 5 – TREASURER**

The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disperse the funds of the corporation as may be ordered by the Board of Directors and shall prepare or cause to be prepared such financial and other reports as may from time to time be required by law, and shall also render to the President and Directors an account of all of his transactions of Treasurer and of the financial condition of the corporation when requested, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors.

## **Article 11**

### **DUTIES OF CHAIRMEN**

#### **Section 1 – TOUR CHAIRMAN**

The Tour Chairman shall be a member of the Board of Directors, be appointed by the President and shall be responsible for scheduling at least one event per month. He is responsible for finding willing members to sponsor

tours and events and shall oversee and work with the sponsor to ensure all events are properly planned. The Tour Chairman shall report at both monthly meetings of the members and Board of Directors meetings on forthcoming activities. The Tour Chairman shall ensure the BAHCC touring etiquette as discussed in the Touring Primer is followed. He or she shall perform such other duties as may be prescribed by the Board of Directors or the bylaws. No obligation, debt or other liability shall be incurred by the Tour Chairman without the specific approval of the Board of Directors.

**Section 2 – AUTHENTICITY CHAIRMAN**

The Authenticity Chairman shall be appointed by the President and is not required to be a member of the Board of Directors. The Authenticity Chairman authenticates vehicles when requested by the Board of Directors. No obligation, debt or other liability shall be incurred by the Authenticity Chairman without specific approval of the Board of Directors.

**Section 3 – MEMBERSHIP CHAIRMAN**

The Membership Chairman shall be a member of the Board of Directors and shall be appointed by the President. The Membership Chairman will distribute and receive all applications for membership and shall present said applications for membership to the Board of Directors for approval. He or she shall perform such other duties as may be prescribed by the Board of Directors or the bylaws. No obligation, debt or other liability shall be incurred by the Membership Chairman without specific approval of the Board of Directors.

**Section 4 – NEWSLETTER EDITOR**

The Newsletter Editor shall be a member of the Board of Directors and be appointed by the President. The Newsletter Editor will prepare the club’s newsletter and distribute the newsletter to, at a minimum, the members in good standing, other Horseless Carriage clubs and the National HCCA office or Director of Newsletters. The Newsletter Editor may, at their discretion, distribute copies to deserving individuals. The club’s newsletter is a valuable source of communication for many members so a monthly edition is optimum; however, the minimum number of newsletter publications per year shall be nine (9). No obligation, debt or other liability shall be incurred by the Newsletter Editor without specific approval of the Board of Directors.

**Section 5 – OTHER CHAIRMEN**

The Board of Directors shall create additional chairman positions and shall appoint club members in good standing that may or not be Board members to fill the positions. Other chairman positions may include;

- Webmaster
- Hospitality
- Sunshine
- Nuts and Bolts
- Entertainment
- Publicity

**ARTICLE 12  
Fiscal Year**

**Section 1**

The fiscal year of the club shall be the calendar year.

**ARTICLE 13  
Contracts**

**Section 1 – CONTRACTS: HOW EXECUTED**



The Board of Directors, except as the bylaws or Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or specific, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

## **ARTICLE 14**

### **Personal Liability**

#### **Section 1**

All persons or corporations extending credit to, contracting with, or having any claim against the corporation shall look only to the funds and property of the corporation for payment of any such contract, claim, debt, judgment, damage, decree, or cause of action or any money that may in any way become due and payable from the corporation.

#### **Section 2**

Neither the members of the corporation, the Board of Directors, nor officers, present or future, shall be personally liable for any debt set forth in Section 1 of this Article.

#### **Section 3**

This corporation is a nonprofit corporation; the members thereof shall not be entitled to any individual or collective interest, participation, share, right and/or property right in and to the assets of this club, but such assets shall be and constitute the indivisible property of this club; no dividends, pecuniary profits, or payments of like nature shall ever be declared or paid to the members of this club.

## **ARTICLE 15**

### **Inspection of Bylaws: Time**

#### **Section 1 – INSPECTION: TIME FOR**

The Corporation shall keep in its principal office the original or a copy of the bylaws as amended to date, certified by the Secretary, which shall be open to inspection by members at all reasonable times.

## **ARTICLE 16**

### **Revenues**

#### **Section 1**

Yearly dues will be established by the Board of Directors.

#### **Section 2 – WHEN DUE – WHEN DELINQUENT**

The Board of Directors may adopt, amend, or repeal bylaws. To become effective, a proposed amendment, or change, must receive a majority vote of the Directors present at a regular meeting of the Board of Directors and a two thirds majority vote of the Directors present at the next regular or special meeting of the Board of Directors.

#### **Section 3 – NEW MEMBERS**

Any new members joining the club on or after October 1<sup>st</sup> of any given year shall be entitled to full membership for the year in which they joined and for the following year.



**ARTICLE 17**  
**Amendments**

**Section 1 – BY MEMBERS**

New bylaws may be adopted or these bylaws may be amended or repealed by a two thirds vote of the total number of members in the club at a posted monthly or special meeting.

**Section 2 – BY BOARD OF DIRECTORS**

The Board of Directors may adopt, amend, or repeal bylaws. To become effective, a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors and a two thirds majority vote of the Directors present at the next regular or special meeting of the Board of Directors.

**Section 3 - RESTRICTIONS**

Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same amendment or repeal.

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The forgoing Bylaws, as revised, were approved by a majority of the Board of Directors of Bay Area Horseless carriage Club on June 17, 2015.

This version supercedes the last version dated October 21, 2009.

Acknowledged:

  
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Ed Archer, Chairman

Date 6/17/2015

  
\_\_\_\_\_  
Eric Lundquist, President

  
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Don Azevedo, Secretary