

BYLAWS OF MOTOR CITY PACKARDS INC.

ARTICLE I

Name and Office

- Section 1: This organization, a 501(c) (7) non-profit and non-stock-issuing corporation, is known as Motor City Packards Inc. (*MCP*).
- Section 2: The registered office is currently in the care of our resident agent as noted in the *Policy Manual*.

ARTICLE II

Objectives

The objectives of this corporation shall be: the promotion and preservation of the Packard heritage, including the driving and use of Packard automobiles, to provide social events, tours, and exhibitions of same; to own real and/or personal property incident to such purposes including a periodic publication, *The Packard Digest (Digest)* and Social Media sites which shall be the official communication instruments of this organization dedicated to the Packard Motor Car Company and its products.

ARTICLE III

Meetings of the Corporation

- Section 1: Order of business shall be conducted according to Robert's Rules of Order, revised, and Robert's Parliamentary Law, provided they are applicable and do not conflict with these Bylaws.
- Section 2: The Executive Board meetings, time and place determined by the Board, will be conducted at least every quarter or as determined by the Board. A minimum of 50% of the Board members must be present either physically or through electronic media to conduct Club business that requires Board approval. The meeting announcement should precede the meeting date by 30 days. The agenda should be presented ten days in advance.
- Special meetings may be called by a majority of the members of the Executive Board of Directors or by the express desire of a majority of the membership, provided a 30-day notice of such special meetings is extended to the other members of the Executive Board of Directors.
- A Motor City Packards member hosting a Board meeting is eligible for reimbursement for actual out-of-pocket expenses. A meeting place other than the member's domicile will also qualify for this reimbursement. All reimbursements must be recorded by the Treasurer. See the *Policy Manual* for levels and restrictions.
- Section 3: An Annual Meeting of the general membership must be held in the month of December to present to the members the Club's financial status, membership level, a brief description of future activities, and the results of the election of members to the Executive Board. Club issues, as deemed by the Executive Board of Directors, including those requiring membership approval, shall also be presented. Attendance by at least 15% of the voting primary Club members is necessary to constitute a quorum for the conduct of business. All motions shall be decided by a simple majority of the primary members present. Each primary member may cast one vote per family membership as stated in Article IV, Section 4.
- A 30-day notice of the Board meeting is required. At a minimum, such notice is to be placed in *The Packard Digest*, which is referred to in Article II of these Bylaws.

ARTICLE IV

Membership

- Section 1: Any person of good character shall be entitled to consideration by the Executive Board of Directors for membership in Motor City Packards, Incorporated. An application must be submitted to the Membership Director for processing. If deemed necessary by the Membership Director, the application is to be submitted to the Executive Board of Directors for their approval or rejection.
- Section 2: Termination of an individual's membership in Motor City Packards, Incorporated is a power reserved to the Executive Board of Directors. The Executive Board of Directors may review the status of any member at any time to determine whether they shall retain the privilege of membership in this organization.
- Section 3: Active members shall be any duly approved person whose current dues are paid to this corporation, and who thereby is entitled to the right to vote, along with all other benefits accruing to full membership.
- Section 4: A membership consists of a Primary Member with voting rights of one vote. Family members or partners are not eligible to vote.
- Section 5: Honorary members shall be those persons who, in the opinion of the Executive Board of Directors, have made outstanding contributions to this corporation, or who have achieved prominence in the automotive industry, especially with the Packard Motor Car Company. Honorary members need not be active in Motor City Packards, Incorporated; they will be exempted from paying dues, and will not be entitled to vote or hold office. They may serve in an advisory capacity on appointed committees.
- Section 6: A Guest membership may be created from time-to-time by the Executive Board of Directors with all the rights of an active member for the calendar year. Such memberships may be extended annually on a year-to-year basis as deemed beneficial by the Board of Directors.
- Section 7: Membership in the National club (PAC) is required to become a member of Motor City Packards.

ARTICLE V

Dues

- Section 1: Dues for active members shall be at the current approved amount as noted in the **Policy Manual**. Changes to the dues are the responsibility of the Executive Board based on the financial status of the Club. Dues will be announced at the Annual Meeting and published in the **Digest**, on the website, and on the renewal forms.
- Section 2: The fiscal year of this corporation shall run from January 1 through December 31. Dues shall be payable in full by January 1 for the current fiscal year for the member to remain in good standing. Any member whose dues are in arrears for a period of three (3) consecutive months shall be suspended unless the Executive Board of Directors extends this interval to permit review of unusual circumstances.
- Section 3: A new member joining after the second quarter of the year will have the membership extended through the following fiscal year.
- Section 4: For membership dues options, refer to the **Policy Manual**.

ARTICLE VI

Executive Board of Directors and Officers

Section 1: The business of this corporation will be managed by an Executive Board of Directors consisting of: Executive Director, Assistant Executive Director, Past Director, Secretary, Treasurer, Membership Director, Activities Director, Assistant Activities Director, Media Director, Editor, and Long-Range Planning Director.

Section 2: Duties of Officers:

- (a) **Executive Director.** It will be the duty of the Executive Director to preside at all meetings and set the agenda. The Executive Director is an elected position. To be Executive Director, one must be elected having completed at least one full term of any position on the Executive Board at the time of installation. The Executive Director may appoint assistants to the other officers from the membership, if this should be necessary to assist with their duties. The Executive Director's vote shall be withheld in all matters pending, except when it is necessary to break a tie. The Executive Director will, furthermore, exercise all the power ordinarily vested in the principal executive officer of like organizations. The Executive Director will write comments for each issue of the club publication (*The Packard Digest*). The comments will keep the membership informed of the direction of MCP and the Executive Board of Directors' activities. The Executive Director is authorized to sign checks as described in Article VI, Section 2, item (e) of the bylaws.
- (b) **Assistant Executive Director.** In the absence or disability of the Executive Director, the Assistant Executive Director will have the powers and perform the duties of the Executive Director in his/her stead. The Assistant Executive Director will be responsible for issuing and enforcing rules for the regulation of meets and events. The Assistant Executive Director will pursue special assignments at the pleasure of the Executive Director. The Assistant Executive Director will manage the procurement of all MCP awards, both annual and special. The Assistant Executive Director will handle the nominations and election process of the Executive Board of Directors.
- (c) **Past Director.** The Past Director position is assumed from the most previous Executive Director at the end of such term. The Past Director shall provide history of the Region's operations. The Past Director will mail a "Welcome Package" to all new members. This includes a welcome letter describing the Region's activities, a Directory, and the name and phone number of a Motor City Packards member that is available to answer any questions or concerns. The Past Director will manage special assignments as directed by the Executive Director.
- (d) **Secretary.** The Secretary will attend all Executive Board of Directors' meetings and record the minutes. If unable to attend, the Secretary shall secure a substitute to take the minutes. The Secretary will prepare the minutes and send them to all Board members within two weeks after the meeting.
- (e) **Treasurer.** The Treasurer shall be competent in the administration of the financial affairs and follow up with the club. The Treasurer will confirm the correct "Address on Record" with the State of Michigan. The Treasurer shall receive, record, and deposit all funds received by Motor City Packards. The Treasurer will pay, record, and report all bills of Motor City Packards, as ordered by the Executive Board of Directors. The Treasurer has primary responsibility of check signing. The Executive Director is also authorized to sign checks. The Treasurer will prepare a monthly, and annual report of all receipts, disbursements, and balance on hand that is available to the club. The Treasurer will report the club's financial condition at each of the Executive Board of Directors meetings. Approval of the report is required. The Treasurer will render an annual financial report of the club at the Annual Meeting. The Treasurer shall be bonded, at the expense of the club, if the Executive Board of Directors determines this to be a wise and prudent need. The Treasurer will prepare and file any and all tax returns and documents with the appropriate State and Federal agencies. Outside tax expertise may be requested from the Board when needed.
- (f) **Membership Director.** The Membership Director shall be competent in the administration of membership data of the club. The Membership Director will maintain an up-to-date record of all current members of Motor City Packards and be prepared to report the club's membership condition at the Executive Board of Directors meetings.
The Membership Director will receive, process, and report to the club all new members. The Membership Director will be responsible for the annual renewal of all memberships. The Membership Director will collect the annual membership dues and forward them to the Treasurer.
The Membership Director will render an annual membership report of the club at the Annual Meeting. The Membership Director shall prepare a nametag for any current member desiring one. The Membership Director will answer all correspondence pertaining to membership.
The Membership Director, with the assistance of the Editor, shall prepare and publish a directory of the membership of Motor City Packards by March 1st of every other year.

The Membership Director will send, to all current members that have requested Club communications via e-mail, all Activity flyers as directed by the Activities Director. At the same time, the Membership Director must send the mailing labels, for those current members that have requested Club communications via US Mail, to the Activities Director for processing.

This same procedure will be followed with any other Club notifications, as directed by the Executive Board of Directors.

The Membership Director will send out reminders of Club events. If an event requires no response/registration, the Membership Director will send a reminder e-mail two weeks before the event. If a response/registration is required, the Membership Director will send a reminder e-mail two weeks before the response/registration is due, as well as a final reminder one week before the event.

- (g) **Activities Director.** It will be the duty of the Activities Director to plan and arrange suitable events for the Club. The Activities Director is to organize an Activity Committee selected from the general membership (*couples are encouraged to ensure that a broad range of ideas are explored*) to plan the yearly events.

The Activities Director schedules activities meetings. The host of these meetings is eligible for reimbursement (*out of pocket expenses*). See **Policy Manual**.

The Activities Director will appoint a committee member(s) as Coordinator(s) to manage an individual event. Reimbursement of expenses incurred during the planning of the event must be approved by the Activities Director. These include reimbursement for mileage and motel. See **Policy Manual** for details

Event management includes a budget and all event details. These details are to be used to create a flyer. The Coordinator can design the flyer or request the assistance from a Club member appointed by the Activities Director. Once approved by the Activities Director, the flyer is transmitted to the Membership Director for e-mail distribution and to the Media Director for inclusion on the Members-Only section of the Club website. The Activities Director is responsible for the distribution of the event flyer to those members requesting US Mail.

All activity plans, after approval by the Executive Board of Directors, are to be published in calendar form with dates, location and time planned at least six months in advance. This information is to be updated and provided to the Editor for publication in **The Packard Digest**, and to the Membership Director for emailing to the Membership, and to the Media Director for display on the Members-Only section of the website and Social Media.

A summary of the event, including the final costs, is to be presented to the Board by the Treasurer, after approval by the Activities Director. The goal for the event costs is to be within +or- 10% of break-even.

After the event, the Coordinator prepares a write-up, including pictures and a list of members and their Packards, which is to be approved by the Activities Director and submitted to the Editor of the **Digest** and the Media Director for publication.

- (h) **Assistant Activities Director.** In the absence or disability of the Activities Director, the Assistant Activities Director will have the powers and perform the duties of the Activities Director and shall become familiar with all the necessary functions of the Activities Director. When required, the Assistant Activities Director shall support the Activities Director in the management of current activities and pursue special assignments as requested by the Activities Director.

- (i) **Editor.** It is the duty of the Editor to publish **The Packard Digest**, containing Packard vehicle articles, event news, notices of sale of automobiles, availability or need for parts and literature; notices and publicity for future meetings and events; names and addresses of new members; proceedings of the Executive Board of Directors, and feature any other items of interest related to Packard.

The Editor will arrange for the printing and distribution of this information in the Club's bi-monthly **Packard Digest**.

In addition, the Editor will work with the Membership Director to obtain the latest member names for the printing and distribution of a Membership Directory in odd-numbered years.

- (j) **Media Director** The Primary Role of the Media Director is to manage the Motor City Packards website, and to direct all MCP social media (*Facebook and other social media*) involvement. The responsibilities also include updating the Club's historical data base, where old website news will be stored when off-loaded.

The website will contain:

- I. A brief history of the Club.
- II. Members of the Board.
- III. A summary calendar of future activities.
- IV. A web store including project items with photos, cost and up-to-date inventory descriptions as provided by the Projects Manager, including a method to purchase and a process for potential new members to join.
- V. A "members_only" section that shall contain private or sensitive Club news and an up-to-date activities calendar as provided by the Activities Director.
- VI. A sample copy of **The Packard Digest**.

- (k) **Long-Range Planning Director** The Long-Range Planning Director leads efforts to articulate (or re-confirm) the desired 'future state' for Motor City Packards, perceived shortfalls to that future state, and actions necessary to address the shortfalls. Where strategies and plans have not yet been established, this position will formulate, and recommend for Board approval, such strategies and plans aimed at supporting the long-term viability of Motor City Packards. Where strategies and plans have already been agreed, this position will coordinate implementation and necessary refinements/adjustments.

Section 3: All officers will serve without compensation.

ARTICLE VII

Election of Executive Board of Directors and Officers

- Section 1: The Board, consisting of eleven positions will be elected to alternating and overlapping two-year terms, other than the Past Director who is not elected. In the second quarter of the year, upcoming open positions of the Executive Board of Directors will be identified and defined and nominations will be solicited. In the 3rd quarter of the year, the positions will again be identified and defined. If an election is necessary, voting by ballot will be in the 4th quarter of the year. Ballots will be emailed for members with email addresses and paper ballots will be sent by postal mail for those without email addresses. Solicitation of votes may be done through a service such as Survey Monkey. Elections results will be announced at the Annual Banquet and published in *The Packard Digest*.
- Section 2: All positions except the Past Director of the Executive Board of Directors are elected by a simple majority of those members who cast ballots. The Past Director is not nominated or voted by ballot; the most recent Executive Director at completion of the Executive Director term assumes this position.
- Section 3: The Executive Board of Directors, consisting of the eleven positions noted above, shall govern this corporation. If, for any reason, fewer than eleven persons are on the Executive Board of Directors, those remaining will perform needed duties as required, but are empowered to appoint qualified members to serve until the next annual election. Such appointments are to be effective only until the next election, at which time the vacancies are to be filled by the usual elective processes described in this document. A majority Board vote shall decide any issue unless a specific constitutional provision to the contrary can be shown to prevail.

ARTICLE VIII

Committees

- Section 1: The Executive Board of Directors shall have the power to establish committees, as it deems necessary. The committee chair will be appointed by the Executive Board of Directors.
- Section 2: A Technical Committee of three persons will be appointed by the Executive Director to oversee technical issues relating to projects or other Packard technical design or service issues that may present itself to the MCP Executive Board of Directors. The committee will research and advise on any technical issues that affect the Executive Board of Directors or MCP members. The appointees should be knowledgeable in Packard history as well as in engineering and manufacturing disciplines that apply to the Packard motor car. The objective is to offer advice and service that perpetuates the standards of the Packard Motor Car Company and preserves its history.

ARTICLE IX

Awards

As described in the **Packard Digest** and Membership Directory, the “Cramer Award for Distinguished Service” was established in 1995 to honor a member or members who have made an exceptional contribution in time and talent for the benefit of the Club during the year. The Award will consist of a plaque that the winner(s) is/are able to keep. In addition, a large traveling award topped by a Packard Adonis radiator ornament is inscribed with the winner’s name or names, joining the winners from the past years.

Each year, a committee appointed by the Activities Director makes recommendations for recipient candidates. The committee is comprised of the Activities Director, the Executive Director and the two most recent past recipients who are still active club members. This committee will make the selection for the award and it will be presented at the Annual Meeting.

It is not mandatory that this award be presented each year, if no individual(s) meet the established criteria.

The award can only be given to an individual once.

ARTICLE X

Funeral Memorials

Any MCP Executive Board of Directors member is authorized to purchase a funeral arrangement or memorial in the name of the MCP membership on the death of a Founding Member or their spouse, or a current Executive Board of Director member or their spouse, or a past Executive Director. The Executive Board of Directors is also authorized to approve by majority vote any other funeral considerations that may be appropriate.

ARTICLE XI

Amendments

These Bylaws may be amended with the approval of the Executive Board of Directors of Motor City Packards, Incorporated and by a majority vote of a quorum of the general membership, as defined in Article III, Section 4. A copy of the amended by laws will be posted on the Club website and printed in the bi-annual Membership Directory.

Amendments to the **Policy Manual** must be approved by the Executive Board of Directors.

ARTICLE XII

Retention of Club Records

The records retention policy of Motor City Packards, Inc. is contained in the MCP Policy Manual.