

Dahlonega Car Club



BYLAWS

Dahlonega Car Club, LLC.

A Georgia Not for Profit Limited Liability Corporation

Updated : 3/29/18
2/18/18
1/22/2018

1. **NAME AND OFFICES**

1. Name.

The name of this Corporation is DAHLONEGA CAR CLUB, LLC. ("Corporation"). The Corporation is a Georgia Not for Profit Limited Liability Corporation.

2. Principal Office.

The principal office for the transaction of the activities, affairs and business of the Corporation shall be located at:

Dahlonega Car Club
P.O. Box 975
Dahlonega, Georgia 30533

The Officers may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

3. Other Offices.

The Officers may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

2. **PURPOSES AND GOALS**

1. General Purposes.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

2. Specific Purposes.

Within the context of the general purposes stated above, the purposes for which the Corporation is formed are:

- a. pleasure, recreation and other nonprofit purposes
- b. organizing owners of new, old, classic and cruiser cars and the owners family members to pursue the goals set forth in Section 2.3.
- c. to facilitate fundraising in support of 2 local charities designated by the Members and approved by the Directors. Excess revenue at the end of the calendar year will be divided equally and donated to each charity.

Notwithstanding any other provision of the Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

3. Goals.

The goals of this Corporation are to promote friendship and goodwill and to enhance the lives of its Members and their families. To this end the Corporation's objectives are:

- a. As a not-for-profit Corporation, to have a revenue-neutral balance sheet every calendar year. No part of the net earnings of the Corporation shall inure to the benefit of any Member or private shareholder, as defined for purposes of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

- b. To encourage safe driving for all Members alike, and to contribute to and to reflect positively on the communities of its Members.
- c. To provide a means for individuals to participate with others that share like-minded interests which include car related activities.
- d. To provide a Membership in a non-discriminatory way either by race, religion or car age, make or model.

3. **MEMBERS**

1. Classes and Qualifications of Members.

- a. This Corporation shall have one class of voting members, which shall be designated "Members". A Member is any individual who has applied for Membership and has paid the yearly Membership fee.

2. Quorum and Voting.

One-third (1/3) of the Members or 10 Members, whichever is less, and a majority of the Officers shall be a quorum for all Membership meetings of the Corporation.

All matters shall be decided by the affirmative vote of a majority of Members present at a meeting of Members at which a quorum is present, unless a greater number is required by law. Voting shall be by a "show of hands". Members shall not be permitted to vote or act by proxy, and cumulative voting shall not be permitted.

From time to time, the Officers or the Board of Directors ("Board") may require a consensus opinion from the Members regarding company policy, management structure or company direction. Members shall have the right to vote, as set forth above, on motions which are proposed to or by the Members to the Officers or the Board.

3. Dues, Fees and Assessments.

Each Member must pay, within the time and on the conditions set by the Officers, the dues, fees and assessments in amounts to be fixed from time to time by the Officers. The dues, fees and assessments shall be equal for all Members. The Corporation is intended to be a self-supporting organization, and the Officers shall develop a dues structure and a revenue stream that will generate enough funds to finance the reasonably anticipated expenses of the Corporation from year to year. The Officers shall also establish a budget for each fiscal year of the Corporation based on the projected revenue stream established for that year. If the Corporation's revenues are inadequate to pay its expenses for any fiscal year, the Officers may make an assessment in an amount of the revenue shortfall that shall be paid by the Members.

4. Good Standing.

Those Members who have paid the required dues, fees and assessments in accordance with these Bylaws and who are not suspended shall be Members in good standing.

5. Termination of Membership.

A Membership shall terminate on occurrence of any of the following events:

- a. Resignation of a Member, on reasonable notice to the Corporation;
- b. Expiration of the period of Membership, unless the Membership is renewed on the renewal terms fixed by the Officers;

- c. Failure of a Member to pay dues, fees or assessments as set by the Officers within 90 days after they become due and payable;
- d. Death or dissolution of a Member;
- e. Occurrence of any event that renders a Member ineligible for Membership or unable to satisfy Membership qualifications as set forth in the Articles or these Bylaws or as such qualifications may be established by the Officers from time to time;
- f. Expulsion of the Member under Section 3.6 of these Bylaws.

6. Expulsion or Suspension of Membership.

A Member may be expelled or suspended, based on the good faith determination by the Officers, or a committee or person authorized by the Officers to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

A person whose Membership is suspended shall not be a Member during the period of suspension.

7. Procedure for Expulsion or Suspension.

If grounds appear to exist for expulsion or suspension of a Member, the following procedure shall be followed:

- a. The Member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.
- b. The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the Member's written statement considered, by the Officers or by a committee or person authorized by the Officers to determine whether the expulsion or suspension should take place.
- c. The Officers, committee or authorized person shall decide whether or not the Member should be expelled, suspended or sanctioned in some other way. The decision of the Officers, committee or authorized person shall be final.
- d. Any action challenging an expulsion, suspension or termination of Membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension or termination.

8. Transfer of Memberships.

A Member may not transfer a Membership or any right arising from such Membership.

4. **BOARD OF DIRECTORS**

1. Number and Qualifications of Directors.

The minimum authorized number of Directors shall be 4. Directors must be Members in good standing with the Corporation. Additional Directors may be elected at the

discretion of the existing Board and the Members.

2. Appointment of Directors.

1. Any Member may volunteer to serve on the Board. The Member must be nominated and voted on by the Members in attendance at any Membership meeting. A majority vote is sufficient to be elected a Director.
2. Additional, "At Large" Directors may be authorized and appointed by unanimous decision of the elected Directors. "At Large" Directors have no voting rights at with respect to decisions made by the Board.

3. Removal.

Without prejudice to any rights of a Director under any contract of employment, a Director may be removed, with or without cause, by unanimous vote of the remaining Directors.

4. Resignation.

Any Director may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice, and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Director is a party.

5. Vacancies.

A vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, that vacancies need not be filled on an annual basis. It is not required to replace a Director in excess of the 4 required Directors.

6. Term.

A Director will hold their position in the Corporation for 1 year unless they are removed from office (section 4.3). A new Board of Directors will be nominated in December of the current year and voted on by the Membership at the January Membership meeting in the following year. Current Directors are eligible to run for reelection in consecutive years.

7. Meetings.

The Directors will meet as required to conduct the Companies business. Meetings may be face to face meetings, telephone conference calls or internet based (eMail, video conferencing, Instant Messaging or Chat). At least 3 Directors must be in attendance for a quorum.

5. **OFFICERS**

There are 4 required Officers appointed by the Board of Directors. These Officers must be Directors and they control the overall operation of the Corporation. Officers report to the Board of Directors and the Members. A Director may assume more then 1 Officer role. The 4 Officer roles are defined as follows:

1. President.

The President shall be the General Manager and Chief Executive of the Corporation and shall supervise, direct and control the Corporation's activities, affairs and other Officers. The President shall preside at all meetings.

2. Vice President.

In the absence or disability of the President, the Vice President shall perform all the duties of the President. When so acting a Vice President shall have all powers of, and be subject to all restrictions on, the President. The Vice Presidents shall have such other powers and perform such other duties as the Officers or these Bylaws may prescribe.

3. Secretary.

- a. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Officers may direct, a book of minutes of all meetings, proceedings and actions of the Officers, of committees of the Officers. The Secretary shall keep or cause to be kept at the principal office of the Corporation, a copy of the Articles and Bylaws, as amended to date.
- b. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, or at a place determined by the Officers, a record of the Corporation's Members, showing each Member's name, address, phone number and car information.
- c. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Officers or these Bylaws may prescribe.

4. Treasurer.

- a. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Members and Officers such financial statements and reports that applicable law, these Bylaws or the Officers requires to be given. The books of account shall be open to inspection by any Officer at all reasonable times.
- b. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Officers may designate, shall disburse the Corporation's funds as the Officers may order, shall render to the President and the Officers, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Officers or these Bylaws may prescribe.

6. **INDEMNIFICATION**

1. Insurance.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, against any liability asserted against or incurred by any Director in such capacity or arising out of his or her status as such.

7. **RECORDS AND REPORTS**

1. Corporate Records.

The Corporation shall maintain: (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Officers and committees of the Officers; and (c) a record of each Member's contact information.

2. Inspection

Every Officer shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties and the records of each of its subsidiaries. The inspection may be made in person or by the Officer agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

3. Annual Report.

- a. An annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. The Corporation's Fiscal Year runs from January 1st through December 31st. The Annual Report shall contain the following information in appropriate detail:

0. a balance sheet as of the end of the fiscal year, and an income statement and statement of cash flows for the fiscal year, accompanied by a report on them by independent accountants, or, if there is no such report, by a certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation;
1. a statement of the place where the names and addresses of current Members are located;

8. **AMENDMENTS**

These Bylaws may be amended by a majority vote of the Membership present at a monthly Membership meeting.

9. **MISCELLANEOUS**

1. Rules of Order.

Roberts "Rules of Order" (as revised from time to time) shall govern procedures for meetings of Officers to the extent not inconsistent with these Bylaws and the Nonprofit Law.

2. Construction.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

3. Definitions.

- a. "Approved by (or approval of) the Officers" means approved or ratified by a vote of the Officers or by the vote of a committee authorized to exercise the powers of the Officers, except as to matters not within the competence of the committee.
- b. "Articles" includes the Corporation's articles of incorporation, amendments to them, amended articles of incorporation, restated articles of incorporation and certificates of incorporation.
- c. "Control" means possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a corporation.
- d. "Corporation" means Dahlonaga Car Club, LLC.
- e. "Director" means a Member who has been elected by the Membership to serve on the Board.
- f. "Officer" means a Director who has been assigned by the Board to serve as President, Vice President, Secretary or Treasurer of the Corporation.
- g. "Distribution" means the distribution of any gains, profits or dividends to any Member as such.
- h. "Financial statements" means statements prepared in conformity with generally accepted accounting principles or some other basis of accounting which reasonably sets forth the assets and liabilities and the income and expenses of the Corporation and discloses the accounting basis used in preparing them.
- i. "Membership" means the rights a Member has pursuant to the Articles, these Bylaws or the Nonprofit Law.
- j. "Vacancy" when used with respect to the Officers means any authorized position of Director which is not then filled, whether the vacancy is caused by death, resignation, removal or otherwise.
- k. "Vote" includes, but is not limited to, authorization by consent pursuant to Section 3.2 of these Bylaws
- l. Excess revenue - total calendar year income - Corporation operating expenses

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of DAHLONEGA CAR CLUB, LLC., a Georgia not-for-profit limited liability corporation, that the above Bylaws, consisting of 8 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on March 6th, 2018. These Bylaws were last amended or modified on March 29, 2018 and Approved by the Board of Directors on April 3rd, 2018.

Executed on March 6, 2018, at Dahlonaga, Georgia.



DCC, LLC. Secretary