



# BY-LAWS

OF

**THE TUCKER AUTOMOBILE CLUB OF AMERICA, INC.**

*As Originally Adopted March 05, 1995*

*Amended June 23, 1995*

*Amended June 2009*

*Revised as of May 12, 2016*

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# THE TUCKER AUTOMOBILE CLUB OF AMERICA, INC.

## BY-LAWS

### ARTICLE 1

#### Name and Purpose

The name of this non-profit Organization shall be: THE TUCKER AUTOMOBILE CLUB OF AMERICA, INC.

The purpose of the Tucker Automobile Club of America, Inc., henceforth referred to as the Organization, is to provide a channel of communication for those interested in the Tucker automobile; to bring together in good fellowship all who own, restore, or admire these fine automobiles; to acquire, preserve, and retain records, documents, and all other historical memorabilia relating to Preston Tucker and the Tucker Corporation, including its stockholders, employees, dealers, and the Tucker automobile; and to support automotive education and research.

This Organization shall enjoy a perpetual existence unless dissolved in accordance with law.

### ARTICLE II

#### Membership

##### SECTION 1 - QUALIFICATIONS

Membership in this Organization is a privilege and not a right. The privilege of membership is open to anyone with a demonstrable interest in this Organization and its purpose who is approved by the Board of Directors.

##### SECTION 2 – LEVELS OF MEMBERSHIP AND VOTING

Levels of Regular Membership and dues for all levels of membership are determined by the Board of Directors. Each member in good standing is entitled to one vote on any business matter requiring a vote of the general membership.

##### SECTION 3 – HONORARY MEMBERS

An Honorary Member pays no annual membership dues, cannot hold any Organization office, and has no voting rights in organizational matters. Honorary membership is conferred for the lifetime of the individual unless rescinded by a unanimous decision of the Board of Directors. Should an Honorary Member wish to cast a vote on business brought before the general membership or hold an office, he/she must pay the annual dues of a regular member. Nomination for Honorary membership for any single individual may be made to the President by any regular member. Honorary membership requires the unanimous decision of the Board of Directors.

##### SECTION 4 - BENEFITS

Each Regular and Honorary member in good standing is entitled access to one copy of the *Tucker Topics* newsletter and all Members-Only areas of the Tucker Automobile Club of America, Inc. website.

##### SECTION 5 - DUES

- A. The Board of Directors shall make determinations regarding membership dues payments as needed to conduct the business of the organization. Payment of dues entitles regular members to the benefits of membership for one full year. At the end of the membership year, benefits cease.

- B. The Organization may refuse to accept dues from anyone deemed not in harmony with the rules and purposes of the Organization. Dues shall be refunded to such an individual as authorized by a two-thirds majority vote of the Board of Directors.

#### **SECTION 6 - SPECIAL MEETING OF MEMBERS**

A special meeting of the members may be called at any time by the President or by a majority vote of the Board of Directors. The Secretary shall prepare a notice for such meeting and distribute it electronically to all members of the Organization at least ten (10) days prior to the date fixed for the holding of any special meeting of members.

### **ARTICLE III**

#### **Board of Directors**

##### **SECTION 1 – QUALIFICATIONS FOR DIRECTORS**

The business, property, and affairs of this Organization shall be managed by the Board of Directors. Any member of the Organization who is in good standing may serve on the Board of Directors.

##### **SECTION 2 – COMPOSITION**

The Board of Directors shall be composed of the following. Each Officer and Director is entitled to one vote on any issue, except the President who does not vote.

- A. Directors at Large. No more than six Directors at Large shall be elected by the membership to serve for three-year staggered terms.
- B. The Officers (President, Vice-President, Secretary, Treasurer) of the Organization shall serve on the Board of Directors.
- C. The Director of the Tucker Club Archives shall serve on the Board of Directors.
- D. The President, upon completion of his or her term of office, shall serve as a non-voting Director for a term of one year.

##### **SECTION 3 – NOMINATIONS AND ELECTIONS**

- A. Nominations. The Call for Nominations for vacant seats on the Board of Directors shall appear every year in the Winter *Tucker Topics* published in December. Nominated candidates are submitted to the Secretary and verified for eligibility.
- B. Elections. The Ballot appears every year in the *Tucker Topics* published no less than 90 days prior to the Annual Convention. All members in good standing are eligible to cast one ballot. Confidential ballots are submitted to the Secretary 60 days after the publication of the ballot. Ballots shall be opened and counted in the presence of at least 2 sitting Directors 1 month prior to the annual convention. Those candidates receiving the majority of votes for each vacant Board seat will be notified immediately and begin their terms at the end of the Business Meeting at the Annual Convention.

##### **SECTION 4 – DIRECTOR OF THE TUCKER CLUB ARCHIVES**

The Tucker Club Archives (TCA) consists of all Tucker-related memorabilia owned by the Organization as well as all documents related to the existence and operation of the Organization. Items donated to the Organization become the property of the organization and are automatically included in the TCA.

- A. The President with the approval of the Board of Directors shall appoint a member in good standing to serve as the Director of the TCA.
- B. The Director shall be the custodian of all items in the Archives and shall make all such items available to any current member of the Organization for viewing and copying, unless copyright protected, at cost of reproduction and mailing.

- C. The Director shall maintain a complete and orderly inventory of all items in the Archives.
- D. The entire Archives shall be turned over to his or her successor immediately at the end of the Director's appointment.

#### **SECTION 5 – POWERS**

- A. Vacancies. If any Director at Large becomes an Officer either by election or appointment, he or she must vacate his or her seat as Director at Large upon taking office. The vacated seat shall be filled by appointment of the President, subject to majority vote of the Board of Directors. The appointed Director at Large will serve out the term of the vacated position. The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.
- B. Consent in Writing. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Organization, such action shall be as valid an organizational action as though it had been authorized at a meeting of the Board of Directors.
- C. By-Laws. The Board of Directors shall have power to make and alter any By-Law or By-Laws, including the fixing and altering the number of Directors, provided that the Board shall not make or alter any By-Law or By-Laws fixing the qualifications, classifications, or term of office of any member or members of the then existing Board. Amendments shall be voted on in accordance with Article XI.
- D. Removal from office. Any Officer, committee, or agent may be removed by the Board of Directors whenever in the judgment of the Board the business interests of the Organization will be served thereby.
- E. Delegation of Powers. For any reason determined by a two-thirds vote of the Board of Directors, the Board may delegate all or any of the powers and duties of any Officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

#### **SECTION 6 – MEETINGS**

- A. Regular Meetings. Frequency of regular meetings of the Board of Directors shall be determined by the Board and held not less than once in each year at such time and place as the Board of Directors shall determine. No formal notice of regular meetings of the Board shall be required.
- B. Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary at any time by means of written, telephone, or electronic notice of the time, place, and purpose thereof to each Director, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.
- C. Notice of Meetings. All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors" as the case may be) and shall bear the signature of the Secretary. Every notice shall be deemed duly served when deposited in the United States mail or sent electronically to the address or telephone number of the recipient as it appears in the membership record of this Organization. Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived electronically or by other writing, either before or after such meeting has been held.
- D. Quorum. A majority of the Directors shall constitute a quorum.

#### **SECTION 7 – BOND REQUIREMENTS**

The Board of Directors may require any Officer or agent to file with the Organization a satisfactory bond conditioned for faithful performance of his duties.

#### **SECTION 8 – COMPENSATION**

All Directors and Officers shall serve in such capacity without compensation.

## **ARTICLE IV**

### **Officers and Executive Committee**

#### **SECTION 1 - QUALIFICATIONS**

Any member of the Organization who is in good standing may serve as an Officer of the Organization. Officers will be elected to serve a term of two years. There will be no restrictions on the re-election of any Officer. All Officers are members in good standing and may vote on business matters put before the membership.

#### **SECTION 2 – COMPOSITION**

Officers of the Organization who also serve on the Board of Directors and compose the Executive Committee are as follows: President, Vice President, Secretary, and Treasurer. Officers shall be insured by the Organization.

#### **SECTION 3 – NOMINATIONS AND ELECTIONS**

- A. Nominations. The Call for Nominations for Officers shall appear every two years in the *Winter Tucker Topics* published in December. Nominated candidates are submitted to the Secretary and verified for eligibility.
- B. Elections. The Ballot and a 250-word paragraph about each eligible candidate's qualifications appears every two years in the *Tucker Topics* published no less than 90 days prior to the Annual Convention. All members in good standing are eligible to cast one ballot. Confidential ballots are submitted to the Secretary 60 days after the publication of the ballot. Ballots shall be opened and counted in the presence of at least 2 sitting Directors 1 month prior to the Annual Convention. Those candidates receiving the majority of votes for each vacant office will be notified immediately and begin their terms at the end of the Business Meeting at the Annual Convention.

#### **SECTION 4 – VACANCY OF OFFICE**

If a vacancy occurs during the term of office, whether it be by resignation, tragedy, or dereliction of duty, the President, with two-thirds majority approval of the Board of Directors, will appoint a replacement to complete the term of office. If the vacancy is for the President, the Vice-President will assume the office in his or her stead and the Board of Directors will appoint a new Vice-President subject to a two-thirds approval of the Board of Directors.

#### **SECTION 5 – DUTIES OF OFFICES**

To ensure checks and balances of power and finances within the Organization, no individual may hold more than one office at the same time.

- A. President
  - 1. The President shall preside at all meetings of the Board of Directors, at the Annual Convention, and at the Business Meeting of the Organization.
  - 2. The President shall make nominations as needed to fill any vacancy occurring during a fiscal year. Such appointment shall be for the remaining period of the original term. All appointments shall be approved by a majority vote of the Board of Directors.
  - 3. The President (or the presiding Officer acting in his or her stead), shall not have the right to vote at a Board of Directors meeting, or at the Business Meeting held in conjunction with the Annual Convention, except in the event of a tie vote.
  - 4. The President approves the issue of all Organization checks and credit card purchases in writing.
  - 5. Should the Convention Host or Hosts, become unable to carry out their commitment to host an Annual Convention, it shall be the duty of the President to make the best possible arrangements

in the remaining time available, to see that the Annual Convention is held. The location and details for a re-arranged Annual Convention will be at the discretion of the President.

6. The President with the approval of the Board of Directors and the Board of Directors acting on its own, shall have power to appoint such committees and agents as may be deemed necessary for transaction of the business of the Organization, including but not limited to Director of the Tucker Club Archives, Newsletter Editor, Historian, and Membership Chairperson.
7. The President is a member in good standing of the Organization and as such may vote on business issues brought before the membership. As a member of the Board of Directors, he or she has no vote.

#### B. Vice President

1. The Vice-President shall perform all the duties of the President in the President's absence.
2. If the President is unable to perform the duties of the office and vacates the position, the Vice-President shall become President and complete the term of office. The Board of Directors will appoint a new Vice-President to complete the term of this vacated position.
3. The Vice-President is a member in good standing of the Organization and as such has one vote on business issues brought before the membership.

#### C. Secretary

1. The Secretary shall take the minutes of all Membership and Board of Directors meetings. The Secretary shall provide copies of all such minutes to the each member of the Board of Directors. Upon approval by the Board at a meeting of the Board of Directors, a copy of the minutes shall be sent to the Director of the Tucker Club Archives for historical preservation.
2. The Secretary shall be in charge of registration of all new and renewal memberships. All membership dues collected shall be forwarded to the Treasurer.
3. The secretary shall send out a membership packet to all new members.
4. The Secretary shall provide monthly membership reports to the Board of Directors regarding registration of members and dues collected.
5. A quarterly membership report shall be sent to the Editor of the *Tucker Topics*.
6. Upon request, an up-to-date roster of all current members shall be made available to any Organization member, at cost of reproduction and mailing.
7. The Secretary shall have in his or her possession a copy of all of the legal documents of the Organization (Articles of Incorporation, Constitution, By-Laws, Annual IRS 990 Forms, Letter of 501(c)3 Status, etc.).
8. The Secretary is a member in good standing of the Organization and as such has one vote on business issues brought before the membership.

#### D. Treasurer

1. The Treasurer must be bonded and insured.
2. The Treasurer shall collect and disburse all funds of the Organization and be responsible for filing the Organization's annual taxes.
3. The Treasurer shall maintain an orderly set of books and provide a report of income and expenditures for inclusion in the quarterly *Tucker Topics*.
4. Checks issued for all organizational expenses and purchases by organizational credit card shall be approved by the President in writing and signed by the Treasurer.
5. A credit card purchase by the President must be approved by the Treasurer.
6. Within sixty (60) days after the close of the fiscal year, an annual report must be submitted to the Board of Directors for review and approval. The approved report shall be submitted to the Editor of the *Tucker Topics* for publication.
7. The Treasurer is a member in good standing of the Organization and as such has one vote on business issues brought before the membership.

## **SECTION 6 – EXECUTIVE COMMITTEE**

The Executive Committee is composed of the President, Vice-President, Secretary, and Treasurer. This committee meets when issues require further discussion or additional information gathering. Results of such meeting are reported back to the full Board of Directors for voting and decision-making. The Executive Committee still answers to the entire governing body and is bound by the Board's voting power and the provisions of its organizing documents.

## **ARTICLE V**

### **Other Standing Offices**

#### **SECTION 1 – HISTORIAN(S)**

The Historian(s) shall promote the history of and interest in the Organization through pictures, data, and other written, audio, and visual materials. The President with the approval of the Board of Directors shall appoint a member in good standing to serve as the Historian. He or she shall assist the Director of the TCA in the collection, authentication, and care of all items donated to the Organization. Any and all items donated or collected by the Historian(s) shall be turned over to the Director of the TCA.

#### **SECTION 2 – EDITOR OF THE *TUCKER TOPICS***

The Organization shall publish a newsletter, the *Tucker Topics*, at intervals determined by its Board of Directors. The Editor of the *Tucker Topics* shall be appointed by the President and approved by the Board of Directors. The Editor shall gather news of interest to members and recruit members, automotive enthusiasts to write relevant articles, and reports from the President, Secretary, and Treasurer for inclusion in each issue. A roster of Officers and Boards Members with contact information shall appear in each issue. Prior to publication, each issue shall be reviewed and approved by the President.

#### **SECTION 3 – WEBMASTER**

The Webmaster shall maintain the website of the Organization. The Webmaster shall be appointed by the President and approved by the Board of Directors.

## **ARTICLE VI**

### **Convention and Business Meetings**

#### **SECTION 1 – CONVENTION**

- A. Place. The Board of Directors may designate any place, either within or without the state of Indiana, as the place for any annual convention.
- B. Convention Host(s). Convention host(s) shall be volunteers who are approved by majority vote of the Board of Directors. All Convention details and arrangements for which they are responsible must be presented to and be approved by the Board of Directors.
- C. Awards, Plaques, Etc. The Convention host(s) is (are) responsible for preparing any awards, plaques, or other items for the Convention.

#### **SECTION 2 - ANNUAL BUSINESS MEETING**

- A. The Organization must hold at least one membership or business meeting annually. This meeting of members will be held during the Annual Convention.
- B. Notice. At least thirty days prior to the date of the annual business meeting of members, written notice of the time and place of such meeting shall be published in the *Tucker Topics*.
- C. Quorum. Ten percent (10%) of Organization members in good standing, being present shall constitute a quorum for action on any business matter requiring a vote of the membership.

- D. Challenge of Election Results. If the right of any person to vote at an annual business meeting shall be challenged, the Secretary shall determine such right by consulting the membership roster. Should election results be challenged, three (3) inspectors shall be appointed from among members in good standing present at the annual business meeting. These appointed inspectors shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

## **ARTICLE VII**

### **Contracts, Checks, Deposits, Gifts, and Loans**

#### **SECTION 1 - CONTRACTS, CONVEYANCES, ETC.**

The Board of Directors may authorize, by general resolution, a Director or Directors an agent or agents, to enter into any contract on behalf of the Organization.

#### **SECTION 2 – CHECKS, ETC.**

Checks issued for all organizational expenses and purchases by organizational credit card shall be approved by the President in writing and signed by the Treasurer, with the exception of a credit card purchase by the President that must be approved by the Treasurer.

#### **SECTION 3 – DEPOSITS**

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may designate.

#### **SECTION 4 – GIFTS**

The Directors, collectively or individually, any Officer, or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Organization.

#### **SECTION 5 – LOANS**

No Director, Officer, or agent shall have the authority, on behalf of the Organization, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

## **ARTICLE VIII**

### **Restrictions on Actions**

All the assets and earnings of the Organization shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any member of the Organization or be distributed to its Directors, Officers, or any private person, except that the Organization shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article I of these By-Laws.

## **ARTICLE VIII**

### **Dissolution**

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Organization, including the costs and expenses of such dissolution, dispose of all the assets of the Organization exclusively for the exempt purposes of the Organization or distributed to an organization described in Section 501 (c) (3) of the Internal Revenue Code, 1986, or the corresponding provisions of any future



federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any Officer or Director of the Organization. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

## **ARTICLE IX**

### **Statement of Nondiscrimination**

Notwithstanding any provision of these By-Laws, the Organization shall not discriminate against any Director, Officer, applicant, or member on the basis of sex, race, color, ethnicity, or national origin.

## **ARTICLE X**

### **Amendment of By-Laws**

#### **SECTION 1 – AMENDMENTS**

- A. A proposed amendment to these By-Laws shall first be submitted to the Board of Directors for analysis and review. Within sixty (60) days of receipt of the proposed amendment, the Board of Directors will complete the review of the proposed amendment and make its recommendation(s) regarding the proposed amendment to the membership. The proposed amendment and the recommendations(s) of the Board of Directors will be printed in the *Tucker Topics* and posted in the Members-Only area of the Organization website as soon as possible after the review has been completed. Such publication shall be in the form of a ballot.
- B. All members in good standing are eligible to cast one ballot. Confidential ballots are submitted to the Secretary by April 30. Ballots shall be opened and counted in the presence of at least two sitting Directors by May 1.
- C. A two-thirds majority vote of the Regular Members voting will be required for passage of any proposed amendment. At the conclusion of the balloting, the results of such election shall be printed in the *Tucker Topics* as soon as possible.