



Bylaws of
North Atlantic Packards
A Region of
Packard Automobile Classics, Inc.

Revised December, 2007

Bylaws of North Atlantic Packards

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ARTICLE I

Name, Purpose, Emblem, Etc.

Section 1. Name: The name of the club shall be North Atlantic Packards (NAP). North Atlantic Packards is established as a Region of Packard Automobile Classics, Inc. (PAC). It shall not become part of, nor enter into, an affiliation with any other antique car organization.

Section 2. Headquarters: The headquarters and address of record for the club shall be the home of the current Director of the club. The existing charter shall reside with current elected Director or Secretary.

Section 3. Purpose: The purpose of this Region is as follows:

1. Promote the preservation and use of Packard vehicles and Packard history; conduct social events, tours and exhibitions of Packards to the public.
2. Own real and/or personal property incidental to the club purpose.
3. Publish a periodic news bulletin for distribution to the membership and to certain members of Packard Automobile Classics (PAC) for their information and use as appropriate.
4. No member shall enjoy any significant financial benefit derived directly from his/her membership in the organization.
5. To do all things necessary, incidental, convenient, expedient or desirable in connection with the purpose above, whether within or without the New England States, as chartered by Packard Automobile Classics, Inc.(PAC).

Section 4. Club Emblem: The club emblem shall be a design adopted by the Executive Board members as shown on the club badge. (See Exhibit 1 - attached). The emblem shall not to be changed without prior approval from the NAP Executive Board.

Section 5. Fiscal Year: The fiscal year of the club shall be the calendar year from January 1st to December 31st.

Section 6. Dissolution: In the event of the dissolution of North Atlantic Packards, all its assets, including all real property, financial assets and records, will be distributed to: Packard Automobile Classics, Inc. at the current address of that organization. These assets are to be held in escrow for 5 years and are to be used as seed money in the event North Atlantic Packards (NAP) is re-established.

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ARTICLE II

Membership

Section 1. Members: Only those persons of good character, 18 years of age or older, and members of PAC shall be eligible for membership. Membership is to be primarily for residents of the New England States. Applications shall be filed with the Treasurer. Should there be any question regarding the eligibility of an applicant, the Treasurer and Membership Director shall consult the Executive Board and its decision shall be final.

Section 2. Dues: Any change in annual dues for any calendar year shall be as recommended by the Executive Board subject to approval of the membership at the prior fall business meeting. Bills shall be sent by the Treasurer by December 1st. and shall be payable by January 1st.

Section 3. Privileges: Members in good standing and their immediate family are entitled to all club privileges. Family members are entitled to all club privileges except they shall not vote nor hold elective or appointive office, nor receive the club publication or mailings.

Section 4. Resignations: Any member may resign by directing a letter of resignation to the Membership Director. His or her resignation shall be effective upon receipt.

Section 5. Suspension and Expulsion: Any member shall be automatically suspended from membership in the event payment of his or her dues is not made on or before April 1st. Upon payment of such delinquent dues the suspended member shall be automatically restored to full membership for such year.

Suspension or expulsion of a member for any cause other than nonpayment of dues may be accomplished only by a two-thirds vote of the Executive Board acting on a petition for suspension or expulsion. The petition must be signed by at least 10% of the club membership, and must state whether expulsion or suspension for a definite time is sought. Upon receipt of such petition, the Executive Board shall immediately notify the accused member of the charges and request his or her statement in person or by mail. Thirty days must elapse from the time of the request of said member statement and the time of final action of the Board on the petition. The accused member may also request an open or closed hearing before the Executive Board. A suspended member may become a member again at the expiration of his or her suspended term, upon payment of all outstanding dues, which shall continue during the period of suspension. An expelled member may not be reinstated by the Executive Board, but shall have the right to make another application for membership. In the event of the death, resignation, suspension, expulsion or other termination of a membership, all his or her rights and privileges as a member of the club, and in-and-to the property of the club shall cease.

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ARTICLE III

Meetings of the Members

Section 1. Powers reserved to the members: The members shall elect all officers of the Club and members to serve on the Executive Board for two years. The members at regular or special meetings shall approve by majority vote all matters and proposals affecting Club policy as brought before the Club by the Executive Board or other members. The members at special meetings shall approve, by majority vote, any single expenditure in excess of \$2500.00 as requested by the Executive Board.

Removal of officers and directors, and the amendment of these Bylaws, are also reserved to the members. (See Article VI, Section 8 and Article X).

Section 2. Annual Meeting: The Annual Meeting of members shall be in the fourth quarter of each year, at a location to be determined by the Executive Board, for the installation of officers and directors, annual reports of committees and officers, and such other business as may come before the meeting.

Section 3. Special Meetings: Special Meetings may be called by the Region Director, or by majority vote of the Executive Board, and by the Secretary upon written application of at least ten percent of the total members of the Club. This application shall state the purpose of such meeting. Notice of a meeting to be held pursuant to such application must be sent to all members within 30 days after receipt of the application.

Section 4. Business Meetings: Business Meetings of the members shall be held on such a date and time and place throughout NAP region as the Executive Board shall select from time to time.

Section 5. Notice of Meetings: A written or printed notice stating the place, day, hour and purpose of any meeting of the members, including special meetings, shall be given by the Secretary or assigned alternate by Director of NAP not less than fourteen (14) days, nor more than twenty one (21) days before such meeting, to each member by mailing postpaid to the address appearing upon the records of the Club.

Section 6. Manner of Conducting Meetings: The order of business and manner of conducting meetings of members shall be:

1. Standing roll call of members to ascertain if a quorum is present.
2. Reading of the minutes of the previous meeting.
3. Treasurer's report.
4. Reports of committees.
5. Action upon communications.
6. Unfinished business.
7. Installation of officers at the Annual Meeting.
8. New business.

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The regular order of business may be waived by any majority vote of members present at any meeting. Questions of parliamentary procedure shall be determined by the Roberts' Rules of Order, Revised.

Section 7. Quorum: At all meetings of members, a quorum, for the purpose of acting on any business before the meeting shall consist of 10% of the total club membership. Less than a quorum may, by majority vote, adjourn any meeting.

Section 8. Voting: Each member who is not delinquent in dues shall be entitled to one vote on any question, which shall be by a standing vote.

Section 9. Expenses: Subsidy of expenses for meetings and activities shall be determined on an individual basis by the Executive Board. Alcoholic beverages shall not be subsidized. Requests for subsidies shall be presented to the Activities Director to be approved by the Executive Board within a reasonable period of time.

ARTICLE IV

Officers

Section 1. Elected Officers: The elected officers of the Club shall be a Region Director, Vice Director, Activities Director, Secretary, Treasurer, Membership Director and Editor.

Section 2. Terms: The term of all elected officers shall be two (2) years. The Director and Vice Director shall serve no more than two consecutive terms in the same office, all other officers are not term-limited.

ARTICLE V

Nomination and Election of Officers and Directors

Section 1. Announcement of Nominating Committee: The Nominating Committee, as appointed by the Region Director, and approved by the Executive Board, shall have their names announced in the June publication, along with Section 2 of this article.

Section 2. Nomination and Election of Officers and Directors: The Nominating Committee shall make nominations, one nominee per elected position, and prior to September 1st. Any member may also present his or her own or any other member's name in nomination for any elective office on a petition addressed to the Chairman of the Nominating Committee and signed by 10 percent of the membership. Nominations shall be closed 45 days prior to the Annual Meeting.

The Nominating Committee shall publish a list of all nominees without reference to method of nomination. The Nominating Committee shall act as a coordinating agency for all nominations, and shall secure permission from each nominee to include his or her name on the ballot. A member can be nominated for only one office. Ballots including all such nominations, alphabetically arranged, for all elective offices shall be prepared by the Nominating Committee

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and one such official ballot shall be mailed to each member in good standing at his/her address as it appears on the Membership Director's records, no later than thirty days before the Annual Meeting.

Election of Officers and Directors shall be by this written ballot only. Ballots shall be voted upon and returned to the Chairman of the Nominating Committee before the Annual Meeting.

The Nominating Committee shall act as tellers of the votes and the result of the election shall be announced at the Annual Meeting.

ARTICLE VI

Duties of Elected Officers

Section 1. Duties of Region Director:

1. Presides at all meetings of members and Executive Board of Directors.
2. Calls special meetings of members and regular and special meetings of Executive Board. Gives formal, written notice of Executive Board and Member's meetings on a timely basis.
3. Appoints member to fulfill unexpired term or pro tem of Vice Director, Activities Director, Secretary, Treasurer, Membership Director or Editor, subject to the approval of the Executive Board.
4. Appoints all standing committees and designates each Chairman before the First Board Meeting of the year. In addition, he/she may appoint Special Committees as required, from time to time, and shall outline the duties of such Committees. The Region Director may fill any vacancy on Committees. Any appointments shall be subject to the approval of the Executive Board.
5. Co-ordinates activities of all committees.

Section 2. Duties of Vice Director:

1. Temporarily assumes the duty of the Region Director in the latter's absence.
2. Assumes the office of the Region Director in the case of death, resignation, or inability to act.
3. Serves as active member of the Activities Committee.

Section 3. Duties of Activities Director:

1. Serves as Program Chairman.
2. Compiles annual club calendar (schedule of events) and assures that copies shall be ready for spring mailing to the membership and in so far as possible to try and schedule events throughout the NAP New England operating area.
3. Submits meet information to the Editor prior to the publications deadline.
4. Appoints members to run and report individual meets and summary reports of completed or prior events to Editor of Pelican Papers.

Section 4. Duties of Secretary:

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1. Records minutes and enumerates votes of all indoor meetings.
2. Writes summary of indoor meetings and outdoor meets and submits to Editor for publishing in Pelican Papers bulletins.
3. Keeps copy of all club correspondence and operating records, including up-to-date copies of Bylaws and records required bylaw.
4. Submits all actions by the Executive Board requiring notification of the members to the Editor for publishing in the Pelican Papers bulletins.

Section 5. Duties of Treasurer:

1. Bills and receives all monies due the club.
2. Disburses all monies, duly authorized by the Executive Board, to be paid by the club.
3. Keeps financial records of all transactions and makes reports at meetings of the members and Executive Board.
4. Proposes a financial plan for upcoming year to the Executive Board.
5. Keeps an up-to-date list of all club property (equipment) and location thereof.
6. May appoint a club storekeeper, subject to the approval of the Executive Board, to provide a supply of club emblems, clothing and related hobby materials, etc. for sale to members, provided however, this function remains under the Treasurer's strict financial control.
7. Maintains all bank accounts for deposit of Club funds. Such accounts will be placed only in banks insured by the F.D.I.C. Designated bank(s) shall only be changed with the approval of the Executive Board. All accounts shall have as signatories the Regional Director, Vice Director and Treasurer. Checks drawn in excess of \$1,000 shall require co-signatures of the Treasurer and either the Region Director or Vice Director. Multiple checks shall not be used to defeat the intent of this requirement.

Section 6. Duties of Membership Director:

1. Serves as Chairman of the Membership Committee.
2. Dispenses new membership applications on request of members for specific applicants.
3. Keeps an up to date list of all club members, their current addresses and telephone numbers and supplies the Editor and Executive Board with this list periodically and with any changes on a bimonthly basis. Also provides address labels for mailing of the Pelican Papers and other notices and publications.
4. Sends welcoming note to new members with membership card, copy of the Bylaws and latest Roster and notifies Editor of their address to add to the club mailing list.
5. Responsible for compiling the Roster of North Atlantic Packards' members' automobiles annually. This Roster is submitted to the Membership Director of PAC. (The Roster is intended only for the use of NAP members. It must not be given to non-members or used as a mailing list for solicitation or other commercial purposes. This provision must be prominently displayed in bold type in the front of each Roster.

Section 7. Duties of Editor:

1. Serves as Chairman of the Publications Committee.
2. Responsible for the timely publication of the news bulletin,

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Pelican Papers, Roster, Bylaws and other club publications.

Specific Responsibilities:

- a. Set schedules.
- b. Write articles, solicit articles from others.
- c. Coordinate the efforts of others.
- d. Edit inputs for content, spelling, punctuation, etc.
- e. Assemble bulletin in printer-ready format.
- f. Arrange for printing, collating and mailing.
- g. Follow up as required throughout the process.

Section 8. Removal of Officers:

Any elected officer shall be considered removed and the office vacated, when a written petition proposing such removal, initiated by any **MEMBER**, shall have been signed by at least 51% of the total membership in good standing that have responded to the petition. The removal of any officer automatically retires him/her from the Executive Board.

Section 9. Officer's Records:

All officers' records and papers are club property and shall be turned over to the incoming officers' no later than 30 days after their election.

ARTICLE VII

Executive Board

Section 1. Composition of the Executive Board: The Executive Board shall consist of eight voting members: Region Director, Vice Director, Secretary, Treasurer, Activities Director, Membership Director, Editor and the last Region Director.

Section 2. Notice of Meetings: Oral notice of the first meeting of the Executive Board following the Annual Meeting of members may be given by the NEW Region Director at the Annual Meeting. Notice of every other regular or special meeting of the Board, stating the time, place, and purpose thereof, shall be given to each member of the Board by the Region Director at the previous board meeting, and in writing with an agenda at least ten (10) days before the date of such meeting.

Section 3. Special Meetings: Special meetings of the Executive Board may be called at any time and place by the Region Director, and shall also be called by the Secretary upon written application of three or more members of the Board. This application shall state the purpose of the meeting.

Section 4. Board Business: All board business shall be conducted at regular or special board meetings with due notice and quorum requirements as outlined in this article. This requirement shall not be waived.

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Section 5. Quorum for Board Meetings: At all board meetings, a quorum, for the purpose of acting on any business before the meeting shall consist of four (4) board members. This requirement shall not be waived.

Section 6. Voting: All members of the Executive Board shall have one vote each, except the Region Director, who shall act as presiding officer and have a vote only in the case of a tie.

Section 7. Powers of the Executive Board: The Executive Board shall have and exercise all the powers of the club except those required by law or these Bylaws to be exercised by the club members. The Executive Board shall approve or disapprove all standing committees appointed by the Region Director at the First Board Meeting of the year. In addition, the Board shall approve or disapprove any special committees that may be appointed by the Region Director.

Any BOARD MEMBER or COMMITTEE MEMBER of the club neglecting or refusing to comply with his duties or these Bylaws may be removed by four affirmative votes of the Executive Board.

Section 8. Duties of the Executive Board: The Executive Board shall hold a meeting as soon as practical after the Annual Meeting of members for the purpose of organization, approval of committees, and transaction of any other business as may come before the meeting. The Executive Board shall also hold regular meetings, at least quarterly, at such time and place as the Board shall decide by majority vote. All Board members are responsible for good attendance at Board meetings. The Executive Board authorizes all expenditures, subject to limitations of Section 9 below, sets fees and contracts for parades and exhibits, makes recommendations on dues.

Section 9. Expenditures: Any single expenditure in excess of \$2,500.00 shall require an approval of a majority of a quorum of the Board, and shall require a final approval of the membership at a Special Meeting called for such purpose.

ARTICLE VIII

Committees

Section 1. General Functioning: Appointment to a committee involves the obligation of attending and participating in committee activities. All committees shall hold an organization meeting within thirty days of appointment. All reports or action taken by a committee must be voted by a majority of the entire committee. Committee reports are to be made available in a timely manner as requested by the Executive Board. All committee records and papers are club property and shall be turned over to their successors if any, within 30 days after the annual election; otherwise, these papers shall be turned over to the Club Secretary.

Section 2. Nominating Committee: The Nominating Committee shall consist of a Chairman who shall be a past Officer of the club and at least two other members approved by the Executive Board prior to August 1st. Members of the Executive Board may not serve on this

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committee. They shall be responsible for conducting nominations and the election of officers in strict compliance with the requirements in these Bylaws.

Section 3. Special Events Committee: A Special Events Committee shall be established to plan, coordinate, advertise and operate major club events, e.g. a National Meet, etc. It shall consist of a Chairman, the Activities Director and as many other members as may be appropriate to carry out the function. This committee will carry out its function in compliance with the direction and requirements of the Executive Board and any governing PAC directives. All funding associated with Special Events will be processed through the NAP Treasurer. Special accounts will be established by the Treasurer for such events reflecting ALL financial transactions.

Section 4. Technical Committee: The Technical Committee shall consist of the appointed chairman and one or more members. The Technical Committee shall aid in the inspection of automobiles owned by the members and shall have the authority to exclude from participation in any club event or activity any vehicle, the operation of which, in its opinion, is hazardous to the safety of others. They shall establish judging categories and procedures and appoint judges as required. They shall recommend to the Awards Committee cars to receive special annual awards.

Section 5. Awards Committee: The Awards Committee shall consist of the Region Director as chairman together with the Vice Director, Secretary and Treasurer. They shall select and purchase annual program awards (if any). All award expenses shall be within the approved appropriation set by the Executive Board.

Section 6. Auditing Committee: The Auditing Committee shall consist of a chairman and one other member appointed by the Executive Board at their first meeting. This committee shall audit the books and issue a report for the previous fiscal year between the Annual Meeting and December 31st. At least one member should be a Past Treasurer.

Section 7. Sunshine Activity: The Sunshine Chairman acknowledges and sends condolences, get well cards, flowers, etc., to club members and their immediate family. The Sunshine Chairman shall be appointed by the Region Director. This appointed club or family member shall notify the Region Director and the Publications Chairman on discovery of illness or death of a member or of his/her immediate family so they may decide on appropriate action.

ARTICLE IX

Personal Liability

Section 1. All persons or corporations extending credit to, contracting with, or having any claim against North Atlantic Packards Region of PAC or the Executive Board shall look only to the funds and property of NAP for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or any other money that may otherwise become due or payable to them from NAP or the Executive Board, so that neither the members of NAP, the Executive Board or officers, past, present or future, shall be liable personally therefore.

ARTICLE X

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Amendments

Section 1. Manner of Amendments: These Bylaws may be amended in the following manner:

1. The Executive Board, by majority vote, may propose changes to update these Bylaws as they deem necessary. Notice of such changes shall be sent out to the membership with a ballot.
2. Any member in good standing may present a petition signed by 10% of the total club membership to the Secretary proposing an amendment of any Bylaw. Notice of such proposals shall be sent out to the membership within thirty days with a ballot.

These notices shall state the proposed amendment, any necessary description or explanation, any report of any committee affected thereby, and any explanatory material the proponents of such amendment may want to include, to the extent of 200 words. The recommendation of the Executive Board shall be included with this material.

Voting on amendments shall be by written ballot only. The ballot shall list each amendment separately with a space for a yes or no vote. The ballots shall state that they must be returned to the Secretary within thirty days. The Executive Board shall act as tellers, counting all ballots returned to the Secretary. Any amendment shall require a two-thirds affirmative vote of the total ballots returned for acceptance. Results of balloting shall be published in the next Pelican Papers publication.

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Exhibit 1

Emblem of North Atlantic Packards

