

CONSTITUTION
of the
CADILLAC - LaSALLE CLUB
VALLEY FORGE REGION, INC.

ARTICLE I

NAME AND PURPOSE

Section 1 - NAME:

The name of the Club shall be THE CADILLAC LaSALLE CLUB, VALLEY FORGE REGION, INC. The Club is a nonprofit membership corporation chartered in the Commonwealth of Pennsylvania.

Section 2 - PURPOSE:

The purposes for which the Club is founded are: for the development, publication and exchange of information pertaining to recognized Cadillacs and LaSalles; to encourage the maintenance, preservation and restoration of all recognized Cadillacs and LaSalles; to maintain references on recognized Cadillacs and LaSalles; and to promote social fellowship among the Club members.

Section 3 - RECOGNITION:

For purposes of the Club, Cadillacs and LaSalles of all years shall be recognized.

ARTICLE II

MEMBERSHIP

Section 1 - APPLICATION FOR MEMBERSHIP:

Any person who is in sympathy with the best interests of the Club and the Cadillacs and LaSalles it recognizes shall be eligible for membership. Such memberships can be obtained upon application.

Section 2 - EXPULSION:

Any member whose conduct is judged not to be in keeping with the purposes, aims and best interests of the Club may be expelled after a due hearing through the affirmative vote of a majority of the Board of Directors. A notice of the charge(s) shall be posted by registered mail to the member concerned by the Secretary. The member will be given a period of thirty (30) days after a charge has been posted to answer the allegations before expulsion can be in effect. All rights and privileges of an expelled member shall be terminated immediately after expulsion. Reinstatement of an expelled member cannot occur until at least one (1) year has elapsed from the date of his/her expulsion and the application for readmission has been approved by the Board of Directors.

ARTICLE III

NATIONAL MEMBERSHIP

Section 1 – MEMBERSHIP:

Membership in the National Club shall be a requirement for participation in the Valley Forge Region.

ARTICLE IV

DUES

Section 1 - DUES:

Dues for Club members shall be established by the Board of Directors. The annual dues of Club members are due and payable on the first day of January of each year and shall apply to the next following calendar year.

ARTICLE V

DIRECTORS

Section 1 - NUMBER:

The Board of Directors of the Club shall consist of the President, Vice President, Treasurer, Secretary and eight (8) club members elected from the membership at large. Past Presidents, when Club member is in good standing, shall be members of the Board ex-officio without voting rights.

Section 2 - TERM OF OFFICE:

The term of office of Directors shall be the same as the officers serving thereon. Any member in good standing shall be eligible to be elected. The term of office of elected Directors shall be two (2) years and until their successors have been elected and qualified.

Section 3 - ELECTIONS:

At the September General Meeting in the Final year of the Board's term of office the President shall appoint a nominating committee to solicit nominations from the general membership for candidates who wish to seek election to the Board of Directors. This committee will be composed of one (1) current Board member, one (1) past President and one (1) member at large. At the October meeting the nominated candidates will be announced and any additional nominations will be entertained. Further, the nominated candidates must immediately submit a short biography to be published in the next (November) issue of the club newsletter or to be included with the ballots sent to the General Membership. The Secretary shall produce the ballots, encode them to assure proper vote count, and send them to each qualified voting member of the club with a pre-addressed envelope included. The results of the election should be announced at the December meeting, with official installation taking place at the Annual Dinner held in January.

ARTICLE VI

OFFICERS

Section 1 - NUMBER:

The officers of the Club shall be President, Vice President, Secretary and Treasurer. The term of office of elected Officers shall be two (2) years and until their successors are elected and qualified.

Section 2 - ELECTION OF OFFICERS:

The Officers shall be elected by a plurality vote of the Board Members. An elected officer of the Club, being a duly elected member of the Board of Directors, may be re-elected to the same elected position for one additional term after which he/she will not be eligible for election to the same office, but may serve again after two (2) years.

Section 3 - APPOINTMENTS:

The Board of Directors through the President may, in their discretion, appoint additional Assistants to the other Officers as may be appropriate.

Section 4 - DUTIES OF OFFICERS:

President: The President shall be the Chief Executive Officer of the Club. He/she shall preside at all meetings; appoint all committees; decide all questions of equal division and have all powers, authority and duties usually accorded a President.

Vice President: In case of death or absence of the President, he/she shall perform the duties of the President. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.

Secretary: The Secretary shall record all minutes of meetings of the Board of Directors and meetings of the members. The Secretary shall prepare monthly minutes for publication in the Club newsletter. He/she shall perform such other duties as the Constitution or By-Laws prescribe or as the President or Board of Directors may direct.

Treasurer: The Treasurer shall collect and disburse the funds of the Club as directed by the Board of Directors. He/she shall render financial reports to the Board of Directors and/or whenever the Board of Directors or President directs. He/she shall prepare an annual report detailing the contents of each of the Club's financial accounts covering the fiscal year for publication in the February issue of the Club's monthly publication. He/she shall perform such other duties and possess such other powers as usually pertain to the office of Treasurer or as may be directed by the Board of Directors

ARTICLE VII

CLUB MANAGEMENT

Section 1 - BOARD OF DIRECTORS:

The Club shall be governed by a Board of Directors. The Board of Directors shall assume management and control of the affairs and property of the Club: shall establish policy for the Club not otherwise specified by the Constitution; shall perform all duties usually accorded a Board of Directors; and at all times all act in the best interest of the Club and its members.

Section 2 - MEETINGS OF THE BOARD:

Meetings of the Board shall be held at the determination of the Board at their first meeting to take place

not more than one (1) month after election.

Section 3 - NOTICE OF MEETINGS:

Notice of each meeting of the Board shall be provided to each Board member at least one (1) week before the date set for such a meeting.

Section 4 - VOTING:

Proxy voting is not allowed.

Section 5 - VACANCIES:

Any vacancy which may occur on the Board for any cause other than expiration of a term may be filled for the unexpired term by a majority vote of the Board Members present at any duly called meeting of the Board.

Section 6 - FINANCIAL DECISIONS:

Financial decisions may be voted on at any meeting at which a majority of Board Members are present.

Section 7 - ORDER OF BUSINESS:

Robert's Rules of Order - Revised, shall govern this Club in all cases where applicable and where they are not in conflict with the Club Constitution.

ARTICLE VIII

AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by an affirmative majority vote of those members exercising their right to vote. Any proposal for revision of the Constitution shall be submitted in writing to the Board of Directors through the President or Secretary. The proposed amendment shall be submitted to the Board of Directors for an affirmative vote. If the Club Board of Directors votes affirmatively, the Secretary shall include notice of the proposed amendment to be acted upon at the next annual meeting. All amendments shall be in full effect upon the confirmation by an affirmative majority vote as to their adoption.

BY-LAWS
of the
CADILLAC LaSALLE CLUB
VALLEY FORGE REGION, INC.

ARTICLE I
PRINCIPAL OFFICE AND SEAL

Section 1 - CLUB OFFICE:

The principal office of this Club shall be maintained at the office of the Secretary.

Section 2 - CLUB SEAL:

The Secretary shall have custody of the Club Seal.

ARTICLE II
MEMBERSHIP AND DUES

Section 1 - MEMBERSHIP APPROVAL:

The Board of Directors may approve all applications for a new membership.

Section 2 - DUES:

Dues for Club members shall be determined by the Board. This is for a family membership and dues are not reduced or pro-rated at any time. Associate memberships are available to household members who wish to vote as a general member, hold office and enjoy all other rights of full membership. Associate memberships will be an additional \$5.00 per year.

Section 3- MEMBERSHIP TERM:

Membership dues shall apply to the calendar year. New memberships received after October 1 of each year shall become effective upon receipt to include the next calendar year.

Section 4 - FISCAL YEAR:

This fiscal year of the Club shall begin on the first day of January each year.

ARTICLE III

AMENDMENTS

These By-Laws may be amended at any annual meeting of the membership by a majority vote. All amendments shall be in full effect upon their adoption.

ARTICLE IV

ULTRA VIRES

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE I, Section 2, of the Constitution of the Club. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Club shall not carry on any other activities not permitted to be carried on (a) by a Club exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a Club, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V
DISSOLUTION

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the proper court of the county in which the principal office of the Club is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI
INDEMNIFICATION AND LIMITATION ON LIABILITY

Section 1 – RIGHT TO INDEMNIFICATION:

The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative or investigative, by reason of the fact that such person is or was a Director or Officer or employee of the Club, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Club, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

Section 2 – PROCEDURE FOR DETERMINING AVAILABILITY OF INDEMNIFICATION:

To determine whether any indemnification under this Article VI is available, the Board of Directors, by majority vote of a quorum, consisting of Directors, no parties to such action, suit or proceeding, may, and on request of any person seeking indemnification, shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or even if obtainable, a majority vote of a

quorum of disinterested Directors so directs. The reasonable expenses of any Director or Officer or employee in prosecuting a successful claim for indemnification and the fees and expenses of any special legal counsel engaged to determine availability of indemnification shall be borne by the Club.

Section 3 – ADVANCE OF EXPENSES:

In accordance with the terms of the Pennsylvania Nonprofit Corporation Law of 1972, and on such terms and conditions as may be established not inconsistent therewith, expenses incurred by a Director or Officer or employee in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding.

Section 4 – CONTRACTUAL OBLIGATION:

The obligations of the club to a Director or Officer or employee under this Article VI shall be considered a contract between the Corporation Club and such Director or Officer or employee, and no modification or repeal of any provision of this Article VI shall affect, to the detriment of the Director or Officer or employee, such obligations of the Club in connection with a claim based on any act or failure to act before such modification or repeal.

Section 5 – INDEMNIFICATION NO EXCLUSIVE: INURING OF BENEFIT:

The indemnification and advancement of expenses provided by this Article VI shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of members or otherwise, both as to action in such person's official capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 6 – INSURANCE, SECURITY AND OTHER INDEMNIFICATION:

The Board of Directors shall have the power to (i) authorize the Club to purchase and maintain, at the Club's expense, insurance on behalf of the Club and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a Director, or otherwise secure any of its indemnification to the extent not prohibited by statute.

Section 7 – LIMITATION ON LIABILITY OF DIRECTORS:

A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the Director has breached or failed to perform the duties of his office under Section 8363 of the Pennsylvania Directors Liability Act (relating to standard of care and justifiable reliance) and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 7 shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section 7 shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

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