

# **Bylaws Of The GTO Association Of America**

## **ARTICLE ONE – OFFICES**

The principal office of the Corporation in Colorado shall be located in the City of Timnath, County of Larimer. The Corporation may have such other offices, either within or without the state of incorporation, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

The registered office of the Corporation required by the Colorado Corporation Code to be maintained in Colorado may be, but need not be, identical with the principal office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE TWO -MEMBERSHIP**

Any person interested in Pontiac GTO or GT-37 or 1964-74 Tempest / LeMans vehicles is eligible for membership within the requirements set forth on the written application form, and upon payment of fees and dues to the Treasurer.

## **ARTICLE THREE -BOARD OF DIRECTORS**

1. **General Powers:** The business and affairs of the Corporation shall be managed by its Board of Directors except as otherwise provided in the Colorado Corporation Code or the Articles of Incorporation or these Bylaws.
2. **Number, Tenure and Qualifications:** The number of directors of this Corporation shall be five (5), each serving staggered terms of five (5) years. Each director shall hold office until the next annual meeting that his/her term has expired and thereafter until his successor shall have been elected and qualified. Only current members of the Corporation who have served a minimum of three years in a corporate officer or staff position or other Chapter experience may be considered for a seat on the Board of Directors. No person previously expelled from this or any other similar organization shall be considered for the position of director.
3. **Annual Meeting:** An annual meeting of the Board of Directors will take place during or within one week of the Corporation's annual international convention; a specific date, place and time to be determined by the Board of Directors, and notice thereof to be given to the membership in the monthly corporate

newsletter not less than thirty (30) days prior to the scheduled meeting date. In the event a convention is not scheduled during a calendar year, the meeting shall occur at a specific date, place and time to be determined by the Board of Directors, and notice thereof to be given to the membership in the monthly corporate newsletter not less than thirty (30) days prior to the scheduled meeting date. Robert's Rules of Order (revised) shall govern meeting conduct in all cases in which they do not conflict with the bylaws. The election of directors and officers will take place at the annual meeting.

4. **Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President, a majority of Directors or 25% of the current members of the Corporation. The Board of Directors shall set a specific date, time and place either within or without Colorado. Said meeting shall be set to occur not more than thirty (30) days after the call of the special meeting. Any call for a special meeting shall designate a purpose of the meeting.
5. **Notice:** Notice of any special meeting shall be given at least seven days prior to the meeting by written notice delivered personally, or mailed to each Director at his home or business address, or by telex, telecopier or Internet or any such communications device that provides for documentable, dated information. If mailed, such notice shall be deemed to be delivered three days after such notice is deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
6. **Quorum:** At any meeting of the Board of Directors, a majority of the number of Directors shall constitute a quorum for the transaction of business. But if less than such majority is present at a meeting, a majority of Directors present may adjourn the meeting from time to time without further notice. A quorum at present consists of not less than three (3) members of the Board of Directors.
7. **Manner of Acting:** "The majority vote of the Directors shall be the act of the Board of Directors."
8. **Vacancies:** Any Director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by candidates submitted by the current Board and the affirmative vote of a majority of the remaining Directors though less than a quorum. These candidates will normally come from the current Staff. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the Directors then in office or by an election at a special meeting of members called for that purpose, and a director so chosen shall hold office for the term specified in Section 2 above. For additional guidance governing vacancies, see the policy letter entitled "GTOAA Board Member Succession Policy Letter" dated August 15th, 2018. The corporate Secretary shall maintain the master copy of the policy letter and distribute it as requested by the Board of Directors or a member in good standing.

9. **Presumption of Assent:** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail or documentable, dated electronic communication to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who initially voted in favor of such action.
10. **Informal Action by Directors:** Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent (or counterparts thereof) in writing, setting forth the action so taken, is agreed to by a majority of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors and may be stated as such in any documents delivered to any other party including any articles filed with the Secretary of State under the Colorado Corporation Code.
11. **Electronic Communications:** Where corporate business or decisions cannot wait until the next in-person meeting of the Directors, such business may be transacted via e-mail or other documentable, dated electronic communications. Voting rules for such decisions shall remain the same as those of an in-person meeting.

12. **Disciplinary Actions:** The Board of Directors shall be responsible for any disciplinary actions required. Disciplinary actions shall consist of written reprimand, suspension, or expulsion of any member or Chapter for violation of Corporation rules or any act deemed worthy of disciplinary action by the Board.
13. **Trial by Board:** In disciplinary proceedings by the Corporation where the penalty imposed as a result thereof is suspension or expulsion, the following procedure shall be observed.
- A. **Charges; How Preferred:** All charges shall be preferred in writing and be signed by a member of the Board of Directors to whose jurisdiction the accused shall, for the time being, be subject. Such charges shall be clearly drawn and, if for acts committed, shall be followed by specifications succinctly setting forth the time and place of such acts.
- B. **Filing and Service of Charges:** Such charges and specifications shall be filed with the Secretary of the Corporation, who shall present them thereto at its first regular meeting thereafter. If the Corporation, by a majority vote of a quorum of the Board, shall agree to entertain the same, they shall be spread upon the records and the time and place of hearing fixed; a copy thereof duly certified, together with notice of time and place of hearing, shall be served upon the accused not less than five working days previous to the date of hearing, and service made in some manner as allowed by the Colorado Rules of Civil Procedure which allow a copy to be served on the person or a member of the household over 18 years of age.
- C. **Notice Of Special Meeting Of Corporation:** Each active member of the Corporation shall be notified of the date fixed upon, and of the purpose for which the meeting is to be held; at such meeting, a quorum of Directors being present, no other business shall be transacted other than that for which it is specifically called or business incidentally and reasonably related to the business.
- D. **Right Of Defense; Testimony May Be In Written Form:** The accused shall have all necessary opportunity for the presentation of testimony in his/her/their defense. If the accused shall so request in writing, all exceptions made by him/her/them to any testimony presented shall be entered upon the record and all testimony shall be reduced to writing in the presence of the witnesses, and at its close shall be signed by them.

- E. **Accused May Be Present:** At such meeting and during all the proceedings thereof except during the balloting hereinafter provided for, the accused, with counsel, who shall be a member of the Corporation shall be permitted to be present.
- F. **Vote upon Verdict; upon Penalty:** After all the evidence and arguments shall have been heard, the Corporation shall proceed to a ballot to determine its finding. If the accused is found guilty, the Corporation shall proceed to ballot further to determine the penalty. If a ballot be taken upon the penalty of expulsion from the privileges of the Corporation, a unanimous affirmative vote of all the Directors present shall be required to expel. If a ballot be taken upon the penalty suspension from the privileges of the Corporation, a majority vote of all the Directors present shall be required to suspend. The accused shall be formally notified of the decision so reached.
- G. **Definition of Penalties:** A suspension shall be for a definitely stated period. Expulsion shall remove the name of the member from the Corporation roll from the date of the vote, when if no appeal has been taken from the decision of the Corporation, such expulsion shall become final and absolute, and his name shall be permanently removed from the roll of the Corporation.
- H. **Transcript of Record:** At the close of the trial, as herein before provided, it shall be the duty of the Secretary of the Corporation at once to make a transcript of the record of the case (including the original charges and all motions or written statements, as well as the evidence, if reduced to writing), and shall transmit such transcript to the President to be filed with the Board of Directors for its use in case an appeal is perfected.
14. **Board Meetings:** All Board meetings shall be open to the membership. Participation by a non-Board member in a Board meeting shall be limited to items entered into the agenda by the member no less than 30 days prior to said meeting. Any agenda entry request by a non-Board member shall be submitted to the Board in writing. The Corporation shall not be obligated to pay expenses incurred by a non- Board member as a result of his/her participation in a Board meeting.
15. **Duties of the Board:** All Board members shall attend the annual meeting. Board members shall conduct all corporate business in a mature and judicious manner. The Board shall select and induct all honorary

member(s).

16. **Elections.** The Directors and any vacancy shall be selected by a majority of the existing Directors.

#### **ARTICLE FOUR -OFFICERS AND AGENTS**

1. **General:** The officers of the Corporation shall be a President and Secretary--Treasurer. The Board of Directors may appoint such other officers, assistant officers, committees and agents, including a Chairman of the Board, one Vice President, assistant Secretaries and assistant Treasurers, as the board considers necessary who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. One person may hold more than one office, except that no person may simultaneously hold the offices of President and Secretary. No office shall be held concurrently by more than one person. No person previously expelled from this or any other similar organization shall be considered for the positions of officer, agent, or employee. In all cases where the duties of any officer, agent, or employee are not prescribed by the bylaws or by the Board of Directors, such officer, agent or employee shall follow the lawful orders and instructions of the President.
  
2. **Election and Term of Office:** The officers of the Corporation shall be elected by the Board of Directors. Each officer shall hold office until the first of the following occurs: until his successor shall have been duly elected and qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner hereinafter provided. The term of office, with the exception of that of the office of President shall be for one (1) year from the date of election or until a successor has been elected. The term of the office of President shall be for two (2) years. The term shall begin on the adjournment of the Board meeting of his or her election, and continue thereafter until his/her successor shall have been qualified and elected. The President shall serve no more than three (3) consecutive terms. Under extenuating circumstances, the board may extend the President's final term until a successor is elected and able to assume the duties of the office. For additional guidance governing the selection of the GTOAA President, see the policy letter entitled "GTOAA President Selection Policy Letter" dated August 15th, 2018. The corporate Secretary shall maintain the master copy of the policy letter and distribute it as requested by the Board of Directors or a member in good standing.

3. **Removal:** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.
4. **Vacancies:** A vacancy in any office, however occurring, may be filled by the Board of Directors.
5. **President:** The President shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the Corporation, and shall have general and active control of its affairs and business and general supervision of its officers, agents, and employees. He shall, unless otherwise directed by the Board of Directors, attend in person or by substitute appointed by him, or shall execute on behalf of the Corporation written instruments appointing a proxy or proxies to represent the Corporation, at all special meetings of the membership. He may on behalf of the Corporation, in person or by substitute or by proxy, execute written waivers of notice and consents with respect to any such meetings. At all such meetings and otherwise, the President, in person or by substitute or proxy as aforesaid, may vote and may execute written consents and other instruments with respect to corporate business and may exercise any and all rights and powers incident to the office of President, subject, however, to the instructions, if any, of the Board of Directors.
6. **Secretary-Treasurer:** The Secretary-Treasurer shall: (a) keep the minutes of any meetings of special committee and the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law including, but not limited to, written notice of nominations and election meetings to each Corporation member at least one week in advance of the meetings; (c) be custodian of the corporate records. (d) keep at its registered office or principal place of business within or outside Colorado a record containing the names and addresses of all membership; (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors. A CPA shall perform a regular informal audit of investments, receipts and expenditures. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary. The Board of Directors may however respectively designate a person other than the Secretary-Treasurer or an assistant Secretary to keep the minutes of their respective meetings. Any books, records, or minutes may be in written form or in any form capable of being converted into written form within a reasonable time. The Secretary-Treasurer shall further be the principal financial officer of the

Corporation, shall have the care and custody of all funds, evidences of indebtedness and other personal property of the Corporation, and shall deposit the same in accordance with the instructions of the Board of Directors. He shall receive and give receipts for money paid for the Corporation, and shall payout of the funds on hand all lawful bills, payrolls and other just debts of the Corporation of whatever nature upon maturity .He shall perform all other duties incident to the office of the Treasurer and, upon request of the Board, shall make such reports to it as may be required at any time. He shall, if required by the Board, give the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board conditioned upon the faithful performance of his duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation. He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or the President. The assistant Treasurers, if any, shall have the same powers and duties, subject to the supervision of the Secretary-Treasurer. The Secretary-Treasurer shall also be the principal accounting officer of the Corporation. He shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the company and the results of its operations.

#### **ARTICLE FIVE- MISCELLANEOUS PROVISIONS**

1. **Waivers of Notice:** Whenever notice is required by law, by the Articles of Incorporation or by these bylaws, a waiver thereof in writing signed by the Director, or other person entitled to said notice, whether before, at, or after the time stated therein, or his appearance at such meeting in person or by proxy, shall be equivalent to such notice.
2. **Seal:** The corporate seal of the Corporation shall be circular in form and shall contain the name of the Corporation and the words, "Seal, Colorado."
3. **Fiscal Year:** The fiscal year of the Corporation shall be the calendar year.
4. **Amendments:** Amendments to the bylaws may be passed by a majority vote of the Board of Directors or by a ballot vote of the members in good standing. Due notice of any proposed amendment shall be

published in the corporate newsletter and mailed to all members eligible to vote. At least 25% of current qualified members must respond in order to achieve quorum necessary for a valid vote. If the required percentage does not respond, the proposal does not pass. Proposals may be resubmitted for another vote after six (6) months. The affirmative vote of the majority of the eligible responding members who comply with all voting instructions shall be effective to pass all proposed changes in their entirety or as may be properly amended.

5. **Affiliate Chapters:** 100% of all chapter members in clubs chartered since the year 2000 must maintain membership in GTOAA. For chapters chartered previous to 2000, a percentage specified by the Board of Directors must maintain membership in GTOAA.
  - A. **Bylaws:** Chapter bylaws may not conflict in whole or in part with any provision of the corporate bylaws.
  - B. **Chapter Officers:** All chartered chapters of the Corporation shall have included in their bylaws provisions mandating a leadership structure comprised of no less than three (3) members of the Corporation. Said mandated chapter positions shall include the top three positions in the organization. Said chapter officers shall be members in good standing of the Corporation for the entirety of their terms.
    1. **Compensation:** One half of all corporate membership dues shall be waived for any member serving in the aforementioned chapter capacities for one full term of chapter service up to four (4) per chapter. The burden of notification of eligibility shall be upon the member. Participation by corporate directors, officers, and staff in affiliate chapter offices shall not be restricted.
  - C. **Show and Activity Titles:** No chapter chartered by the Corporation shall sponsor or host any show or activity known by titles containing in whole or in part one or more of the following the terms: “GTO Association of America’s International Convention”, “GTOAA Nationals”, “GTO Nationals”, “GTO International Meet”, “GTOAA Regional Meet”, “GTO Regional Meet”, or unless that term’s use by said chapter receives written approval from the Board of Directors. Additional qualifications attached to the use of the aforementioned titles may from time to time be established or amended by the Board of Directors.

6. **Compensation for Services Rendered:** The Board shall reserve the right to compensate any member of the Corporation for services rendered to the Corporation. Fiscally responsible rates of compensation, and services deemed worthy of compensation shall be determined by the Board, and revised from time to time by the Board as may be necessary.
7. **Corporation Name and Logo:** The use of the Corporation’s name and or logo, for any reason, shall be determined solely by the Board of Directors. The Board shall protect the corporate name and logo through appropriate copyright and trademark registration.

**THESE BYLAWS WILL SUPERSEDE ALL PREVIOUS CORPORATION RULINGS AND ACTIONS.**

**ADOPTED THIS 15th DAY OF August, 2018.**

**ATTEST:**

**Beth Butcher**

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**Corporate Secretary**

**BOARD OF DIRECTORS:**

**William Markowski**

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**John Johnson**

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**Robert Alexander**

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**Tom Szymczyk**

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**G. Thomas Oxler**

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