



***GREAT RIDES, GREAT FRIENDS***

## **By Laws**

### **Article I: Meetings**

**Section 1. a:** There shall be a monthly General Membership meeting of Shark Tooth Sports Car Club at a pre-designated location and time. A permanent change to the location and/or time requires membership notification.

**Section 1.b:** There shall be a quarterly Executive Board/Leadership Team meeting of Shark Tooth Sports Car Club at a pre-designated location and time where the Club's business affairs are conducted. These meetings are open to all members. Any temporary or permanent change to the location or time requires membership notification. Members attending who are not elected, appointed or who have not been specifically invited to a meeting for the expressed purpose of making a presentation, will be provided an opportunity at the end of the meeting to ask questions or bring matters to the attention of the Executive Board that they feel warrant the attention of the Board.

**Section 2:** In the event of inclement weather, the President has the discretion to cancel, postpone, or reschedule a General Membership and/or Executive Board/Leadership Team meeting.

**Section 3:** The President or any member of the Executive Board may call a special meeting.

The Secretary shall be responsible for notifying the Executive Board and the membership of the date, time, location, and subject matter to be discussed. Notification must be provided no less than seven (7) days prior to the meeting.

**Section 4:** A Committee Chairperson may call special meetings of the committee as required/ needed. Notification must be provided to the members of the Committee, members of the Executive Board and the General Membership no less than seven (7) days prior to the meeting.

**Section 5:** A quorum of four (4) Executive Officer Board members shall be present to conduct a vote at a regularly scheduled meeting or a special meeting. A motion shall be carried by a majority vote of the Executive Officer Board members present. (See

exception in Constitution, Article IV, Section 5). The Secretary shall record the motion and the votes in the minutes of the meeting. The Executive Board shall not conduct business outside of a meeting and all matters voted upon shall be carried by a simple majority. A quorum of four (4) Executive Board members shall be present to conduct a vote of Executive Board. A motion shall be carried by a majority vote of Executive Board members present. (See exception in Constitution Article IV, Section 5). The Secretary shall record the motion and the votes in the minutes of the meeting. The Executive Board shall not conduct business outside of a meeting and all matters voted upon shall be carried by a simple majority.

**Section 6:** A motion shall be carried by a majority vote of members present and voting at a meeting.

**Section 7:** A paid membership has voting power. Each paid membership shall have one (1) vote.

### **Article II: Dues**

**Section 1:** Dues for the next calendar year shall be proposed by the Executive Board at the November general meeting, subject to the approval of a majority of the members voting at the meeting. Dues are payable by December 31st.

**Section 2:** A potential member may visit Club meetings twice before paying dues.

**Section 3:** Members with dues delinquent beyond December 31st shall forfeit their membership.

**Section 4:** Members joining November 1st through December 31st will have the following year included in their initial dues payment.

### **Article III: Rules of Order**

**Section 1:** The President shall maintain order using the format of the Modified Roberts Rules of Order.

**Section 2:** The rules are intended to help reach a quick and fair decision to questions or motions that arise.

### **Article IV: Duties of Elected Officers**

**Section 1: President** - The President shall preside at all meetings except for valid excuse. The President, as the Executive Officer of the Club, shall enforce all rules of the Club and perform such duties as may pertain to the office of President. The President shall verify that the Treasurer has arranged to deposit the funds of the Club in a reliable bank in the name of Shark Tooth Sports Car Club.

**Section 2: Vice President** - The Vice President shall perform all duties in the absence of the President. The Vice President shall arrange a volunteer chairperson for each Club event and coordinate all Club events. The Vice President shall determine and make known classes for all Club events that require classification. The Vice President

shall be authorized, with the Presidents' approval, to sign instruments of contract or lease agreements in the name of Shark Tooth Sports Car Club.

**Section 3: Secretary** - The Secretary shall keep a true and correct record of all meetings and such other records as may pertain to the club. The Secretary shall be in charge of, and conduct all correspondence of the Club, and notify all members of the monthly meetings and activities. The secretary shall read and/or have published the minutes of each meeting, to be approved by the members.

**Section 4: Treasurer** - The Treasurer shall handle all dues, money, and other property purchased by or donated to the Club. The Treasurer shall deposit in a reliable bank, in the name of Shark Tooth Sports Car Club all monies belonging to the Club no later than one (1) week after such monies are collected. Such account must be under joint signature of the Treasurer and President. The Executive Board, by the way of a majority vote of the Board, may select a third member of the Board to sign checks in the absence of the Treasurer or President. The Treasurer shall handle all invoicing for Shark Tooth Sports Car Club. The Treasurer shall include invoice information, if any, in his/her monthly Board report. The Treasurer shall provide an oral summary of the Club's finances at regular general meetings and, at the December general meeting and at the close of his/her term of office, make available a true and correct written report of all financial transactions to all officers and members of the Club. The Treasurer shall be responsible for the filing of all necessary financial documents such as tax forms, etc., and shall advise the Executive Board not later than May 1 of each year that the required Federal and State tax forms are ready for review or provide specific government references as to why Federal or State reporting is not required. Federal and State tax reporting is due May 15 for the previous tax year.

**Section 5: Membership Director** - The Membership Director will meet new members at general meetings or events. He/she shall recruit a volunteer from the Club to help greet new members and answer questions they may have about the Club or events. The Membership Director shall maintain the membership records of Shark Tooth Sports Car Club. The Membership Director represents the membership at the Board meetings.

## **Article V: Chairperson and Committees**

**Section 1:** The Executive Board shall establish permanent committees, if required, and appoint a Chairperson to such committees. The President may establish temporary committees and appoint chairpersons to such committees. The Chairperson shall direct and monitor the activities of the committee, and from time to time provide written reports of committee activities to the Secretary. A job description will be developed by a sub-committee of the Executive Board for all appointed Club positions. All appointed positions will be reviewed annually by the Executive Board in January for their need to the Club and to verify the volunteer is performing the function of the position.

**Section 2:** If the Executive Board has appointed a Quartermaster to sell Club merchandise, the Quartermaster shall be responsible for sales and related sales/expense records. Purchases will be in accordance with the dollar value budget

approved by the Executive Board. All payments received and invoices for payments to vendors shall be provided to the Treasurer.

**Article VI: Amendments**

**Section 1:** Any member may propose an amendment to these By-Laws. Proposed amendments shall be presented to the Executive Board, not later than the regular general meeting in September, which will appoint a By-Laws Review Committee to evaluate such proposed amendment(s). Any amendments to these By-Laws approved by the By- Laws Committee shall be presented to the members for their review and consideration, in writing by email or hard copy, not later than the regular general meeting in October.

Members appointed to the By-Laws Review Committee will be members other than those submitting proposed changes. Amendments shall be approved by a two thirds (2/3) majority of the voting membership. Votes on amendments shall be cast at the same time as for the election of officers, in writing to the Secretary, or by email. The Board of Directors and the By-Laws Review Committee shall not try to influence the membership voting by recommending a yes or no vote on any changes.

**Article VII: Disbursements**

**Section 1:** Disbursements of funds of Shark Tooth Sports Car Club shall be made in accordance with Article IV, Section 7 of the Constitution and Article IV, Section 4 of these By Laws.

**Article VIII: Qualification for Elected Officers**

**Section 1:** Candidates for an Executive Board Office must be members of Shark Tooth Sports Car Club for a minimum of one (1) year prior to the start of the term of that office.

**Section 2:** Candidates for an Executive Board Office must commit to participating in a minimum of nine (9) Executive Board meetings and nine (9) Membership meetings during each year of their term of service, barring unforeseen circumstances. Should an officer miss more than three (3) Board and/or Membership meetings, the officer shall immediately submit their resignation to the President, and should the officer be the President, it shall be submitted to the Vice President who will assume the position of “acting” President. The “acting” President shall then appoint an “acting” Vice President, both of whom who will serve for the balance of the term. The “acting” President will transition to President at the beginning of the new term and the “acting” Vice President, should they desire to continue in that position, must go through a formal election.

**Article IX: Indemnification**

**Section 1:** Shark Tooth Sports Car Club hereby agrees to hold harmless and indemnify Executive Board Members, Committee Chairpersons, and all volunteers to the fullest extent authorized or permitted by the provisions of the Bylaws and/or Florida statute, as the same may be amended from time to time (but, only to the extent that such

amendments permit the Shark Tooth Sports Car Club to provide broader indemnification rights than the Bylaws or the Statute permitted prior to adoption of such amendment.

Such indemnity shall include, but not be limited to all expenses incurred, including defense costs and court costs, by such indemnitee in connection with becoming a party or threatened to be made a party, by reason of their affiliation with Shark Tooth Sports Car Club of any sort of legal matter, other than those acts deemed to be illegal; were deemed to be an intentional act; arose from not acting in the best interest of Shark Tooth Sports Car Club or which were intended to generate an inappropriate personal benefit to the indemnitee.

### **Article X: Insurance**

**Section 1:** The Club, at a minimum, shall maintain a Directors and Officers Liability policy and a General Liability policy, inclusive of coverage for Non-Owned Automobile Liability. Each such policy shall be in an amount of not less than \$1 million or higher if required by contract or if the Executive Board feels higher limits are warranted.

### **Article XI: Code of Conduct**

**Section 1:** The Club expects all its members, inclusive of elected and/or appointed officers, to always act in a professional manner treating both members and non-members alike with respect. The use of foul language, personal attacks, insulting a member's character or questioning a member's integrity, whether orally or in writing, inclusive of using text, e-mail or using social media, will not be tolerated and can result in the termination of membership of the member(s) casting such aspersions. Any member who is the subject of such behavior or know of such behavior should immediately bring it to the attention of the Club President and/or Vice President. The President and/or Vice President will conduct an investigation to determine if the allegations are found to be true. The results of the investigation will be presented to the full Board at which time the Board will vote whether to terminate the membership of the member(s) casting such aspersions. The decision to terminate or not will be based on a simple majority of the voting Board. The decision of the Board is final and there shall be no appeal process.

**January 4, 2021 – Prepared and Presented**  
**January 26, 2021 – Amended**  
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