



## ***Northwest Chapter***

*Representing Oregon*

**THE STUDEBAKER DRIVERS CLUB INC.**

### BYLAWS

#### ARTICLE I NAME, PURPOSE AND EMBLEM

##### Section 1 Name

The name of the organization shall be the Northwest Chapter of the Studebaker Drivers Club, Incorporated.

##### Section 2 Purpose

The purpose of the Northwest Chapter shall be:

- To promote a closer relationship of Studebaker (and related vehicles) owners in the Pacific Northwest area.
- To promote expansion of membership, nationally and locally, in both organizations.
- To provide assistance to the national Studebaker Drivers Club, Inc. on a local level.
- To encourage the acquisition, restoration, preservation, and maintenance of vehicles which (at one time) were produced by the Studebaker Corporation, including: STUDEBAKER, EMF, FLANDERS, GARFORD, ROCKNE, ERSKINE, PIERCE-ARROW, PACKARD, and AVANTI.
- To publish a newsletter announcing coming events and other pertinent news worthy of membership interest.
- To qualify Studebaker and Avanti vehicles for Oregon Special Interest license plates:

"Restoration and preservation" shall be interpreted as returning to, or maintaining, said vehicles as near original factory production as is possible, and may include later designed safety equipment.

Vehicles shall be maintained as defined in ORS 481.205 and Oregon Administrative Rule 735-71-057.

The Chapter may engage in any other appropriate activity (not for profit) for which corporations may be organized under Oregon Revised Statutes, Chapter 61.

##### Section 3 Emblem

The emblem of the Northwest Chapter shall be:

Circular, with lazy "S" in center - three evergreen trees on left of "S" and initials "NW" on the right side.

## ARTICLE II MEMBERSHIP AND DUES

### Section 1 Qualification for Membership

Persons eligible for membership will be any member of the national Studebaker Driver's Club, Inc., formerly or currently owning a Studebaker (or related automobile), or maintaining a sincere interest in, or close association with, the Studebaker or related vehicles.

### Section 2 Application for Membership

Any person desiring membership in the Northwest Chapter may apply for said membership to any member of the Northwest Chapter. When the requirements of Article 11, Section 1, have been satisfied, and when the Chapter Treasurer has received the annual assessment of dues, the person will be considered a member in good standing of the Northwest Chapter. Charter members are those members who have paid dues in this chapter and the national association as of December 31, 1968, for the year 1968.

Membership may be either on an active or associate basis, and is defined as follows:

**Active Member.** Any person satisfying the foregoing requirements, with all rights and privileges extended including the right to hold office and vote.

**Associate Member.** Spouse of any active member in good standing, with all rights and privileges extended including the right to hold office and vote, but not required to pay separate and individual assessment of dues to the Chapter.

### Section 3 Rights and Privileges

All active and associate members in good standing shall have the right to attend all social meetings and other events sponsored by the Chapter and to participate therein. Such members shall have the right to attend any or all business meetings of the Chapter. Such members, only, are eligible for nomination to office in the Chapter, and to vote in any and all elections held in and for the Chapter. See Article III, Section 3.1

### Section 4 Dues

Annual dues for the Northwest Chapter shall be established by the Board of Directors and shall be collected from each active member. (Associate members are not subject to assessment of dues as per Article II, Section 2). This assessment shall be in addition to any monies payable to the national Studebaker Drivers Club, Incorporated, and shall become due and payable when the member joins, and upon the anniversary date in subsequent years. Monies obtained for the Northwest Chapter will be solely for the benefit of the Chapter, and will be in no way related to the operating expenses of the national Studebaker Drivers Club, Incorporated.

Any change in annual Chapter dues shall be subject to a three-fourths approval vote, if a petition, signed by 20% of the active members, so requesting such vote is submitted to the President within thirty (30) days of the announcement of the change in dues published in the newsletter.

## ARTICLE III CHAPTER LEGAL STRUCTURE

### Section 1 Incorporation

The Northwest Chapter shall be incorporated as a nonprofit corporation, and shall be registered with the Corporations Commissioner of the State of Oregon. This incorporation shall be considered perpetual unless dissolved by the membership.

The Registered Office of the Corporation shall be that of the Chapter Treasurer (who shall be the registered agent of the Corporation). Any change of agent or registered address must be filed with the Oregon Corporations Commissioner in accordance with ORS 57.075.

The Board of Directors shall be listed as the incorporators in the Articles of Incorporation.

### Section 2 Description of Board of Directors

The Board of Directors of the Northwest Chapter shall be the following:

PRESIDENT  
VICE-PRESIDENT / ACTIVITIES DIRECTOR  
SECRETARY  
TREASURER  
MEMBERSHIP SECRETARY  
NEWSLETTER EDITOR  
TWO BOARD MEMBERS - THE LATEST TWO PAST PRESIDENTS

### Section 3 Qualifications, Nomination, Election and Term of Officers

Any active or associate member in good standing is eligible for nomination to Chapter office, as outlined in Article III, Section 1. Nominations for new officers shall be accepted by the President from the members at the October meeting. Officers shall be elected at the October meeting, by a plurality vote of a mail ballot. All members shall have ballots mailed to them, except in the case of an election in which every office is uncontested, and in that case the mail ballot may be waived and the candidates elected by acclamation during the October meeting.

The President shall appoint a nominating committee, of not less than four members, during the September meeting, which committee shall present a slate of nominees at the October meeting. Nominating Committee shall meet at least ten (10) days prior to October meeting and shall prepare a slate of at least one confirmed nominee for each office.

Ballots shall be received and counted by a non-candidate member, appointed by the President. In the event of a tie, the above designate and another non-candidate member designated by the President, shall conduct a single coin toss to determine the winner.

The term of office for each officer will begin January 1st of each calendar year and will expire on December 31st of the same year.

### Section 4 Administration

The administration of the business of the Northwest Chapter and its responsibilities of function will be divided among the officers as follows:

## PRESIDENT

The President shall preside over all meetings of the Northwest Chapter and shall have the general powers and responsibilities of management and coordination of the business conducted by the Chapter. The President shall also act as liaison between the Chapter and the Studebaker Drivers Club, Inc. It shall be his duty to keep in close contact with both entities and to obtain the sanction of the parent organization for any and all activities of the Chapter for which sanction is deemed necessary or required by the Bylaws of the national organization.

## VICE-PRESIDENT / ACTIVITIES DIRECTOR

The Vice-President shall act in the place of the President in the event that the President is for any reason unable to perform his duties. The Vice-President will also assist the President in the administration of Chapter business. In addition, the Meeting Committee shall be directed by the Vice-President. The Meeting Committee shall include the Board of Directors and other members appointed by the President.

## SECRETARY

The Secretary shall attend all Chapter meetings and record the minutes of the meeting, and supply typed copies of the minutes to the President and to the newsletter editor within one week following each business meeting. Minutes shall include all business under discussion and any and all matters presented to the general membership for a vote. The Secretary shall maintain as closely as possible accurate files of correspondence relating to Chapter business.

## MEMBERSHIP SECRETARY

The Membership Secretary shall be responsible for current and up-to-date membership lists. The Membership Secretary shall prepare an annual roster for distribution to members in January.

## TREASURER

The Treasurer shall be responsible for monies collected and disbursed by the Chapter and shall keep an accurate financial ledger. The Treasurer shall maintain a commercial checking account as depository for incoming funds and as means of payment of all debts and obligations as approved by the President and the Secretary. Checks shall require only the signature of the Treasurer. The President shall sign checks in the absence of the Treasurer. Checks shall be drawn only upon valid proof of debt or obligation (such as invoice or cash receipt). Such receipts shall be kept on file. The Treasurer shall maintain an inventory of club properties, and shall prepare an itemized and balanced report to be turned over to the incoming Treasurer. A balanced Treasurer's Report shall be printed in the Newsletter at the first of each year.

The Treasury Records shall be audited once a year by a committee of at least two members appointed by the President. The Audit Committee shall report their findings to the President at least 15 days before newly elected officers take office.

Chapter books and records may be inspected by any member or his agent or attorney for any proper purpose at any responsible time.

All club business and correspondence shall be turned over to incoming officers prior to January 1<sup>st</sup>.

## NEWSLETTER EDITOR

The Newsletter Editor shall publish a newsletter at regular intervals as directed by the Board of Directors and deliver a copy of each issue to every Northwest Chapter member in good standing. The content of the newsletter shall include timely announcements of Chapter meetings, scheduled Chapter-sponsored events, business meeting minutes, names of Chapter Officers with contact information, membership application forms and any other information determined by the Editor to be of interest to the members and which furthers the Purpose of The Northwest Chapter as expressed in Article I, Section 2 of these bylaws.

### Section 4.1 Resignation, Removal and Vacancy of Officers

Any Officer of the Chapter may resign at any time by providing the Board of Directors with written notice of resignation thirty (30) days prior to resigning.

Any Officer may be removed following a recall petition signed by at least 20% of the active members in the Northwest Chapter, submitted during any business meeting, and thereupon approved by a three-fourths vote of the general membership present.

Any vacancy in the Board of Directors may be filled by appointment by the President (or by general election from the membership at the discretion of the President) for the unexpired term of the vacancy.

### Section 4.2 Authority

Final authority for any business or activities conducted by the Chapter in connection with the Studebaker Drivers Club, Incorporated, lies with the Board of Directors of that national Organization and is subject to the sanction thereof.

In the event of an administrative conflict of the Chapter with the national organization, the Bylaws and government of the national Studebaker Drivers Club, Incorporated, shall supersede those of the Chapter until such conflict is resolved.

The Articles of Incorporation of the Chapter are based on legal requirements and will also supersede the Chapter Bylaws (should there be a conflict) until any conflict is resolved.

In the event of revocation of affiliation with the Studebaker Drivers Club, Incorporated, the Chapter (as such) becomes dissolved and shall be null and void as a separate organization. At that time, the Corporation would also be dissolved. The Corporate Chapter may also be dissolved voluntarily by the membership in accordance with ORS 61.525 and 61.005. A statement must then be filed with the Corporations Commissioner of the State of Oregon, in accordance with ORS 61.545 and 61.550.

In the event of permanent dissolution of the Chapter, all valid debts and obligations must be paid or satisfied.

Any and all items loaned to (or in the temporary custody of) the Corporate Chapter must be returned to the rightful owners. In the absence of reorganization, any remaining assets are to be distributed to charity by the Chapter Officers as shown in ORS 61.545 and ORS 61.550. Such charity shall be designated as the National Studebaker Museum.

#### ARTICLE IV PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having a claim against the Chapter or Board of Directors, shall look only to the funds and property of the Chapter for payment of any debt, damages, judgment, decree or any money that may otherwise become due or payable from the Chapter or the Board of Directors, so that neither the members of the Chapter nor the Board of Directors (present or future) shall be personally liable therefor. It is for legal support of this statement that the Chapter has been incorporated.

#### ARTICLE V AMENDMENT

##### Section 1 Amendment of By-Laws

Amendments to the By-laws of the Northwest Chapter may be proposed by any of the Chapter Officers (or by petition of any 3 members in good standing to one of the Officers) to be introduced to the general membership and then published in the newsletter and voted upon.

The By-Laws may be amended by a three-fourths vote of the general registered membership present at the business meeting following publication of proposed amendment in the newsletter, with such publication to follow within two months of submission of the proposal.

##### Section 2 Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation of the Northwest Chapter may be proposed by any of the Chapter Officers (or by petition of any 3 members in good standing to one of the Officers) to be introduced to the general membership and then published in the newsletter and voted upon.

Articles of Incorporation may be amended by a three-fourths vote of the general registered membership present at the business meeting following publication of proposed amendment in the newsletter, with such publication to follow within two months of submission of the proposal (providing that the amendment is not contrary to the laws of the State of Oregon).

When an amendment of these Articles of Incorporation has been voted and approved, a written statement shall be filed with the Oregon Corporations Commissioner, and shall include:

- Date on which notice of vote to amend was mailed to members.
- Date of meeting on which said vote occurred.
- Certification that said amendment was carried by a three-fourths majority.
- The signatures of the Board of Directors. END

*(These bylaws were last amended on October 23, 2002 by the members present at the monthly chapter meeting. The amendment included the Newsletter Editor as a Northwest Chapter Officer.)*