

# SUNCENTRAL Z CLUB INC

## CONSTITUTION AND BY-LAWS

### ARTICLE 1

#### SECTION A: NAME

The official name of this club shall be "SunCentral Z Club Inc." referred to hereafter as the "Club."

#### SECTION B: GENERAL PURPOSE

The Club is a not for profit Florida organization formed to provide its members with access to knowledge about their Z car and also provide a forum for members and other interested parties to exchange Z car information.

#### SECTION C: SPECIFIC CLUB GOALS

1. To promote safe driving habits and driving skills by stressing the ideas of *care, courtesy* and *common sense*.
2. To provide assistance to any motorist in distress when such assistance is both safe and feasible.
3. To plan and regulate functions and/or activities designed to further the Club purpose, including, but not limited to, technical sessions, assistance in dealing with local repair establishments and help in obtaining difficult to acquire parts.
4. To create a forum for both sharing information relevant to the promotion of the Z car and socializing with others who share our interest.

#### SECTION D: SPECIFIC PROHIBITION

The Club shall not organize, sponsor, plan, assist, sanction nor allow its name to be associated, in any manner whatsoever, with any automotive function which is in violation of any duly constituted legislation.

### ARTICLE 2

#### SECTION A: MEMBERSHIP

1. The term "Member" applies to any person owning, holding title to or possessing a Datsun/Nissan Z car and/or any of the Z car fore-runners (roadsters and "Fairlady" models), or any person who has a sincere interest in the Z car and plans to own a Z car within the next six months whose annual dues are current.
2. The term "Family Member" applies to any two people, legally related, whose annual dues are current and one of whom meets the automotive criteria contained in Article II, Section 1, Paragraph A.
3. The term "Associate Member" applies to anyone who does not meet the criteria in Article II, Section I, Paragraph A but shows annual dues are current. Total Associate Membership is restricted to not exceed ten percent of the Total Membership.
4. The term "Honorary Member" applies to those selected for this type of membership for special recognition by the Club. Honorary Members are not assessed annual dues.

#### SECTION B: ANNUAL DUES

1. Annual dues are due each year by January 31<sup>st</sup>.
2. A one month grace period will be granted for any Member to become current.
3. Annual dues are as follows:

- a) \$25 for an annual Individual membership
  - b) \$30 for an annual Family Membership
  - c) \$25 for an annual Associate Membership
4. Any Member in good standing (ie whose annual dues are current) who enters the Armed Forces of the United States will automatically be granted Honorary Member status while on Active Duty.

#### SECTION C: MEMBERSHIP CARDS

1. Membership cards will be issued for the current calendar year upon the Treasurer receiving the Member's Annual Dues.
2. Each Membership Card will expire annually on the last day of December.
3. A Family Membership is entitled to two Membership Cards, each with the same Membership number.
4. Honorary Members will be entitled to a renewed Membership Card each year upon receiving the necessary votes of the Membership.
5. Each Member receiving a Membership Card automatically agrees to return their Membership Card if they resign or are expelled from the Club.

#### SECTION D: PARTICIPATION

1. All Members and Family Members are eligible to cast one vote each
2. Honorary Members are not eligible to vote.
3. All Members, Family Members and Honorary members are eligible to participate at functions and/or activities which are open only to Club Members.

#### SECTION E: RESIGNATION

1. Any member may resign from the Club at their option by:
  - a) Writing a Letter of Resignation to the Secretary; and
  - b) Enclosing their Membership Card (if applicable).
2. Resignations become effective when received by the Secretary, providing the Member resigning has no indebtedness to the Club.

#### SECTION F: EXCLUSION

1. A Member of the Club may be expelled from the Club for:
  - a) Non-payment of Annual Dues; and/or
  - b) Breaching any Club By-Laws and/or rules; and/or
  - c) Bringing unwanted negative publicity to bear on the Club.
2. No member may be expelled from the Club unless the following procedure is strictly adhered to by both the Member and the Club:
  - a) A recommendation to expel a Member must be submitted, in writing, to a Club Officer outlining the specific reason(s) for the expulsion recommendation.
  - b) A special meeting of the Officers will be called to review the expulsion recommendation with both the initiator and the Member recommended for expulsion in attendance.
  - c) The Officers will review the recommendation, try to obtain independent additional information and vote on whether to accept or reject the expulsion recommendation.
  - d) If the Officers vote to reject the expulsion recommendation, both the initiator of the expulsion recommendation and the Member recommended for expulsion will be contacted by the President to explain the Officers' decision.
  - e) If the Officers vote to accept the expulsion recommendation, the Member recommended for expulsion will be offered the option of either resigning from the Club or participating at the next regularly scheduled Club meeting when the subject of the recommended expulsion will be presented for a vote by all the Members present.
  - f) If the Members opt to resign, the resignation will be in accordance with the By-Laws covering Resignation.

- g) If the Member refuses to resign, the recommended expulsion will be presented at the next regularly scheduled Club meeting for a vote by the Members present.
- h) At that meeting, the President will introduce the expulsion recommendation under "New Business." The final decision on the recommended expulsion will be determined by a two-thirds vote of the Members present.

**ARTICLE 3:**

SECTION A: OFFICERS

- 1. The Officers of the Club shall be President, Vice President, Secretary and Treasurer.
- 2. Each Officer shall hold term for one year or until such time as their successors are elected or qualified.
- 3. No member may hold more than one elected office.

SECTION B: NOMINATION OF OFFICERS

- 1. The President will appoint a three-person Nominating Committee at the Club's September monthly meeting to prepare a slate of nominations to be presented at the Club' October monthly meeting.
- 2. Nominations will also be entertained from the floor at the Club's October monthly meeting.
- 3. Write-in nominations must be postmarked by November 1<sup>st</sup>.
- 4. No Member shall accept a nomination for more than one office.
- 5. Incumbents are eligible for nomination.
- 6. Only current Members are eligible for nomination.

SECTION C: ELECTION OF OFFICERS

- 1. All voting for Officers will be by written ballot.
- 2. Ballots will be distributed at the Club's November meeting, after the conclusion of the meeting.
- 3. Members not attending the November monthly meeting will receive their ballots by mail.
- 4. Absentee ballots must be received by the Nomination Committee no later than December 1<sup>st</sup> of the nomination year.
- 5. The election results will be announced at the Club's December monthly meeting.
- 6. In the event of a tie for office, those Members attending the December monthly meeting will re-cast ballots to break the tie. Absentee ballots will not be counted.
- 7. Officers will be installed at the Club's December monthly meeting and assume office on the following January 1<sup>st</sup>.

SECTION D: OFFICER RESPONSIBILITIES

- 1. The President is the Chief Executive Officer of the Club with the following responsibilities:
  - a) Ensure the Club operates within the parameters established by the Club's Constitution and By-Laws;
  - b) Conduct regular monthly meetings;
  - c) Call and conduct any special meetings;
  - d) Represent the Club at various functions required;
  - e) Appoint committees as required
- 2. The Vice President shall assume the responsibilities of the President any time the President is absent or assume those responsibilities as directed by the President.
- 3. The Secretary shall be responsible for:
  - a) Recording the minutes of all Club meetings;
  - b) Maintaining a current roll of all members;
  - c) Giving notice of meetings as required;

- d) Recording attendance at Club meetings and functions;
  - e) Keeping the historical Club records.
4. The Treasurer shall be responsible for:
- a) Maintaining the Club's financial records;
  - b) Keeping the Club's historical financial records;
  - c) Receiving funds for the Club;
  - d) Disbursing Club funds as authorized by the President;
  - e) Presenting a statement of the Club's finances at each monthly meeting;
  - f) Maintaining a checking account for the Club, with the provision all checks against that account be counter-signed by another Officer.

#### SECTION E: CONFLICT OF INTEREST

Any Club Officer officially associated with a Club Sponsor, Advertiser or Supporter in any manner whatsoever (e.g. employee), will automatically abstain from any and all decisions affecting such a Club sponsor, Advertiser or Supporter and abstain from any and all decisions impacting others in a similar endeavor or field of work.

### **ARTICLE 4**

#### SECTION A: REGULAR BI-MONTHLY MEETINGS

1. Regular bi-monthly meetings will be held on the second Saturday of each month unless otherwise re-scheduled by the President.
2. In the event of re-scheduling the bi-monthly meeting, all members will be notified as soon as possible.
3. A quorum for any monthly meeting shall be at least 20 percent of the current Members on the Club's rolls at the time of the meeting.
4. Except as specified elsewhere in the Club's By-Laws, all voting at the bi-monthly meetings shall be simple majority.

#### SECTION B: SPECIAL MEETINGS

1. Special meetings may be called by the President or two other Officers.
2. All Officers must be informed of any Special Meeting as soon before such meeting as feasible.
3. The purpose and results of any Special Meeting must be communicated to the Members at the next regularly scheduled monthly meeting.

### **ARTICLE 5**

#### SECTION A: COMMITTEES

1. The President shall appoint such committees as required to conduct Club activities. The responsibilities of each committee must be clearly defined.
2. Each committee will be comprised of an odd number of Members.
3. All committee votes will be by simple majority.
4. The Advisory Board of Directors will meet as required to review and advise current Officers on Club matters. This Board will be comprised of past Club Presidents, current Officers and Committee Chair-persons. The results of all Board meetings must be presented at the next regularly scheduled bi-monthly meeting. A Board meeting may be called by any two current Officers or any three other Board members provided all Board Members receive notification as soon before such meeting as feasible.

#### SECTION B: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

1. Amendments may be proposed by either a majority of the Officers at any 20 percent of the current Members.
2. All Amendments must be submitted to the Secretary in writing.
3. The exact amendment will be presented in the Club newsletter or on the Club website to inform all Members of the proposed change(s).
4. Voting on the amendment shall follow the same procedure as the voting to elect Officers, excluding the specific time references therein.

**END OF SUNCENTRAL Z CLUB INC CONSTITUTION AND BY-LAWS**  
**4-29-13**