



BY-LAWS OF THE ORIGINAL GTO CLUB OF WISCONSIN, INC.

Contents:

- **Article I: Members** *(begins page 1)*
- **Article II: Directors** *(begins on page 3)*
- **Article III: Officers** *(begins on page 5)*
- **ARTICLE IV: AMENDMENTS** *(begins on page 7)*

Article I: Members

Section 1.1 Number and Election The members of the corporation as constituted at the time of the By-laws, together with the other members who meet the herein-after stated qualifications for membership, shall constitute the total membership which shall consist of not less than twelve (12) active members. The Original GTO Club is an official Chapter of the GTO Association of America (GTOAA) although membership in the GTOAA for active members is encouraged but not a requirement.

Section 1.2 Qualifications For Members Active members are those members who own a Pontiac automobile or have a strong interest in Pontiac and in particular the Pontiac GTO automobiles. Members are encouraged to attend at least one club meeting or function at least once a year with their Pontiac automobile.

Section 1.3 Married Members Married couples need only one membership to qualify both the husband and the wife as members.

Section 1.4 Transfer of Members Membership in this corporation is personal and not a property right, and is not transferable.

Section 1.5 Voting Powers of Members Voting powers of all members shall be equal. Each active member shall have one vote and one vote only. A married

couple, for example, would each have one vote (Refer to section 3 above.)

Section 1.6 Resignation of a Member Any members may resign by submitting written resignation at any meeting of the Board of Directors or of members or by mailing resignation to the corporation; and thereupon such resignation, without necessity of any acceptance, shall become effective forthwith unless otherwise specified therein. If a member resigns, there will be no refund of paid dues.

Section 1.7 Expulsion Any member may be removed from membership by majority vote of members present at any annual meeting or at any special meeting of members called for that purpose, for conduct deemed prejudicial to this corporation, provided that such a member shall have first been served with written notification of accusations against him, and shall have been given the opportunity to produce his witnesses, if any, and to be heard, at meeting such which such vote is taken. If a member is expelled, there will be no refund of paid dues.

Section 1.8 Meetings of Members Regular meetings shall be held quarterly, typically in conjunction with an auto-themed club event, or as announced by the Board of Directors at locations chosen and approved by the Board of Directors in advance of the meeting. Such location will be announced in the club newsletter at least once week prior to such meeting. Additional club events with no formal meeting agenda will be held at various dates and locations throughout the year with all members welcome to attend. An annual meeting will be held at a time and location as determined by the Board of Directors and officers. The annual meeting is defined as the membership meeting at which elections of officers are held in the month of January each year. Special meetings of the members may be called by the President, Board of Directors, or a majority of the members upon thirty days notice, stating the purpose of the special meeting.

Section 1.9 Quorum A minimum of 12 members, at least 3 of whom are officers or Board Members present at any annual, regular or special meeting shall constitute a quorum for transaction of business.

Section 1.10 Membership Dues Annual dues shall be paid on or before June 1 of each year. The amount of dues shall be set by the officers and the Board of Directors and published on the club's annual renewal form. If dues are not received by June 1, written notice shall be provided by the club treasurer to the member stating that their membership terminates effective five days after the annual all-Pontiac Club show of that year, but not later than August 31 of that year. If a former club member elects to re-join the club any time later within the succeeding 10 months, they will not receive the pro-rated membership rate, but must pay the full membership rate as if they had never left the club.

Article II: Directors

Section 2.1 General Powers Directors shall exercise general supervision over affairs of the corporation, discharge all duties incident to office, or required by law. The business and property of this association shall be managed and controlled by the Directors excepting as these By-laws specifically require action by its members.

Section 2.2 Number, Tenure, and Qualifications The number of directors of the corporation shall be three (3) and can be expanded to five (5).

The Board of Directors shall consist of the four officers of the club and three to five additional directors appointed by or voted upon by the existing directors and club officers. Each director, including the Chairman shall hold office for a period designated by the majority vote of the remainder of the directors and club officers or until his death or until he shall resign or shall have been removed from office in the manner hereinafter provided. A director may be removed from office by affirmative vote of a majority of the directors and club officers entitled to vote for the appointment of such director, taken at a special meeting of the Board of Directors called for that purpose. New directors may be appointed to the board in the same manner by a majority vote of the directors and club officers. A director may resign at any time by filing his written resignation with the Secretary of the corporation. All directors must be Original GTO Club members in good standing, residents of the state of Wisconsin and must have served at least one (1) term as an officer of the club and must be a member in good standing of The GTO Association of America (GTOAA). If a board member falls out of any of these qualifications, an action has to be taken by the board to remove the director as cited above in Section 2.2.

Section 2.3 Chairman of the Board The position of Chairman of the Board shall have the authority to sign the club checks and have access to the checking and savings accounts in the same manner as the Treasurer outlined in Article III, Section 3.9 in the event the Treasurer cannot perform these duties or is not available. In addition, the Chairman of the Board will have an additional vote on any issues in the event of a tie. The tenure and qualifications for the office of Chairman of the Board shall be the same as any other board members as defined in Section 2.2 of this Article II.

Section 2.4 Regular Board Meetings Regular meetings of the Board of Directors shall be held Bi-annually with notice at least two (2) weeks prior to the regular bi-monthly club meetings.

Section 2.5 Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President, or any two directors or club officers. The person or persons authorize to call special meetings of the Board of Directors, may fix any place in the state of Wisconsin as the place for holding a special meeting of the Board of Directors called by them.

Section 2.6 Notice Notice of any special meeting shall be given at least 10 days previously thereto by E-mail, U.S. Mail, or by telephone.

Section 2.7 Quorum Except as otherwise provided by law, a majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 2.8 Manner of Acting The act of the majority of the board of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

Section 2.9 Committees The Board of Directors and club officers by resolution adopted by the affirmative vote of a majority of the number of directors fixed by Section 2 of this Article II may designate one or more committees as deemed necessary by the Board of Directors. Committees cannot be formed by the general membership without approval of the Board of Directors. If a member feels a committee is required he can submit the request for such committee in writing to the Board of Directors for approval.

Section 2.10 Informal Action Without Meeting Any action required or permitted by the Articles of Incorporation or By-laws or any provision of law to be taken by the directors and club officers thereof, at a meeting or by resolution, may be taken without a meeting if a consent in writing or other suitable means setting forth the action so taken, shall be signed by all of the directors and club officers thereof entitled to vote with respect to the subject matter thereof.

Article III: Officers

Section 3.1 Number The principal officers of the corporation shall be a President, Vice President, Secretary and a Treasurer, each of whom shall be elected by the club members.

Section 3.2 Election and Term of Office The officers of the corporation shall be elected to two-year terms by the club membership at the first membership meeting of the calendar year. In the event that two members are running for a single office, a majority vote of the membership present shall determine the winner. In the event of a tie, the Chairman of the Board shall determine the winner. If the Chairman is not present at the meeting, the Chairman's selection of the winner shall be communicated to the membership as soon as possible following the meeting at which the membership's election vote occurred.

Thereafter, officers shall be elected at two-year intervals. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office for two (2) years until his successor shall have been duly elected or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Elections shall be held each year alternating--President and Secretary in the same year and Vice President and Treasurer in the next year. In order to qualify for nomination of any officer position, a candidate must be an active member of the Original GTO Club of Wisconsin.

Section 3.3 Removal Any officer elected by the club membership may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 3.4 Vacancies A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3.5 Presiding Officer The President shall preside at all meetings of the Board of Directors.

Section 3.6 President The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall have authority to sign, execute and acknowledge, on behalf of the corporation, contracts, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors, he may authorize the Vice President or other officer to sign, execute and acknowledges such documents or

instruments in his place and stead. In general, he shall perform duties as may be prescribed by the Board of Directors from time to time. The President must be a member in good standing of The GTO Association of America (GTOAA).

Section 3.7 Vice President In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all other duties and have such authority as from time to time may be assigned to him by the President or by the Board of Directors. The Vice President must be a member in good standing of The GTO Association of America (GTOAA).

Section 3.8 Secretary The secretary shall: (a) keep the minutes of the members and of the Board of Directors meeting in one or more books provided for the purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. The Secretary must be a member in good standing of The GTO Association of America (GTOAA).

Section 3.9 Treasurer If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or to their depositories as shall be selected by the Board of Directors; and (b) keep a register of the post office address of each member, which shall be furnished to the Treasurer by such member; (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. The Treasurer must be a member in good standing of The GTO Association of America (GTOAA).

ARTICLE IV: AMENDMENTS

Section 4.1 Amending the By-laws These By-laws may be altered, amended or repealed and new By-laws may be adopted by a two-thirds vote of the directors and club officers present at any meeting of the board of directors if a quorum is present.

Section 4.2 Date of Approval These By-laws are in agreement by a majority vote of the Board of Directors at the **September 8, 2010** Board of Directors meeting and are effective as of that date.