

# Lincoln and Continental Owners Club

## NATIONAL CONSTITUTION

### **SECTION I NAME & PURPOSE**

The name of the club which is a Not-for-Profit membership corporation chartered in the state of Michigan shall be: The Lincoln and Continental Owners Club, Incorporated.

The purposes for which this club is founded are: the development, publication and interchange of technical, historical and other information for and among members and other persons who own or are interested in Lincolns/ Continentals, to promote social activities and fellowship among the members and preservation of all Lincolns/ Continentals. Lincolns/Continentals recognized by the club must be at least 10 years old to be eligible for judging and trophies at National Meets.

### **SECTION II MEMBERS**

#### **MEMBERSHIP**

There shall be three classes of memberships.

ACTIVE MEMBERSHIP shall be open throughout the world to any person who shall be in sympathy with the interests and purposes of the club. Active members are required to pay annual dues. Active members are entitled to the full benefits of the club. They may:

1. Receive publications
2. Participate in activities
3. Attend Annual Meetings and participate in the conduct of business
4. Hold Office
5. Vote for Directors
6. Vote on proposed Amendments.

COMPLIMENTARY MEMBERSHIP may be granted to a person who has distinguished himself in the auto industry, the auto hobby or the Lincoln and Continental Owners Club. Complimentary memberships require the approval of the Membership Committee and remain in effect until revoked by the Committee. Complimentary members are not required to pay dues. They are entitled to receive publications and participate in club activities. They may not hold office.

LIFE MEMBERSHIP shall be granted to LCOC Presidents and such other persons as approved by the Membership Committee and shall enjoy all the privileges and benefits of the club but are not required to pay annual dues.

#### **DUES**

Active members are required to pay annual dues as determined by the Board of Directors. The membership year shall be from the first of the month in which the member joined and end the last day of the month prior to the start date of membership.

#### **RENEWALS**

Active Members are required to renew membership by submitting annual dues at the beginning of each Membership year.

#### **ELIGIBILITY TO HOLD OFFICE**

Active Members and Lifetime Members are entitled to hold office. An active member who holds office, National or Regional, who fails to submit dues for renewal when due, shall be deemed to have vacated the office.

#### **EXPULSION**

Any member whose conduct is judged to be not in keeping with the best interests of the Club may be expelled after due hearing pursuant to the affirmative vote of a majority of the Board of Directors. A notice of the charge shall be mailed by registered mail to the member against whom the charge has been presented and he shall be given a period of sixty days to present a defense before any action shall be taken against him.

### **SECTION III OFFICERS & DIRECTORS**

#### **BOARD OF DIRECTORS**

The Board of Directors shall be constituted of at least five and not more than fifteen elected members, and all Directors of duly constituted Regions with fifty or more members of this club.

#### **DIRECTORS AND REGIONS**

The Directors of all duly constituted Regions with fifty or more members of this club shall be members of the Board of Directors by virtue of their holding offices of Regional Director. Their terms on the Board of Directors shall run concurrently with their terms as Regional Directors.

#### **ELECTION OF DIRECTORS**

The Active Members and Lifetime Members shall elect by plurality vote each year by blanket ballot, one third of the total elected members serving on the Board, to serve as Directors for three years. The term of office of the elected members of the Board shall be three years with terms of one third of the elected Directors expiring each year.

# Lincoln and Continental Owners Club

## NATIONAL CONSTITUTION

### NOMINATION OF DIRECTORS

A nominating committee of five Active Members appointed by the President shall submit to the President, to determine eligibility, the list of nominees for Directors along with suitable ballot biographies, not later than sixty days prior to the Annual Meeting. Other nominations may also be submitted to the Secretary not less than sixty days before the Annual Meeting, in a list signed by at least fifteen Active or Life-time members.

### BALLOTS

The Secretary shall prepare a blanket ballot containing the names and biographies of nominees and mail ballots to all Active Members and lifetime Members with the notice of the Annual Meeting and any proposed Amendments. Votes including those for Directors and those for Amendments, must be received by the Secretary at least twelve days before the date of the Annual Meeting or they will not be counted. The Secretary shall retain all ballots received unopened until after the deadline for receipt of ballots. He will then meet, without delay, with at least three members of LCOC. They shall open, tally and certify results. The Secretary will notify the President upon completion. The Secretary shall report and deliver all ballots to the Directors at the next Board meeting. The election shall be official and final when certified by the Board of Directors. When the Secretary is also a candidate for reelection to the Board of Directors, the President shall appoint another member of the Board of Directors to perform the Secretary's duties concerning the election.

### ELECTION OF OFFICERS

The Board of Directors at the first meeting after each Annual Meeting of the members shall elect by plurality vote from their number, a President, Executive Vice President, a Vice President for Regions, a Secretary and a Treasurer, all to serve for one year.

### PRESIDENT

The President shall preside at all meetings, he shall appoint all committees, he shall have power to decide all questions of equal division and have all the powers and duties usually vested in a President. The President may appoint additional Vice Presidents and an Assistant Secretary and Assistant Treasurer from among the Directors to serve at his pleasure.

### EXECUTIVE VICE PRESIDENT

The Executive Vice President shall serve in the absence of the President.

### VICE PRESIDENT FOR REGIONS

The Vice President for Regions shall be the primary contact between the Regions and the National Headquarters. He shall encourage and assist in the organization of new Regions, and generally serve the interests of all Regions.

### SECRETARY

The Secretary shall record all minutes of the Board of Directors and the Annual Meetings. He shall perform such other duties as may be prescribed by the Board of Directors, and those that pertain to the office.

### TREASURER

The Treasurer shall collect and distribute the funds of the club as may be ordered by the Board of Directors. He shall render a financial report of the club at the Annual Meeting and whenever the President or the Board requires. He shall give bond at the expense of the club if required to do so by the Board.

### BOARD OF DIRECTORS

The club shall be governed by a Board of Directors. The Board shall have general management responsibility and control of the affairs and property of the club, and shall perform all duties not specifically designated by the constitution. At any meeting, seven Directors shall constitute a quorum. Unless otherwise provided, a majority vote shall decide.

### BOARD MEETINGS

A meeting shall be held after the Annual Meeting. Election of officers shall take place after the election returns have been certified by the Nominations/Elections Committee. Additional meetings may be held at the call of the President, or upon written application to the Secretary by not less than five Directors. Written notice of all meetings shall be given to each Director at least thirty days prior to the meeting. *(Passed by written ballot in the 2004 General Election)*

### VACANCIES

Vacancies in the elected membership of the Board that occur for any reason may be filled for the unexpired term by the Board at its next meeting.

### VOTING

Absentee voting, and/or cumulative voting are prohibited. A regional director may in advance of a board meeting and by written notification directed to the president, appoint a current member of the region's board of managers as proxy to vote in his/her place at a board meeting. Any proxy so appointed must be a member in good standing of LCOC and the region.

# Lincoln and Continental Owners Club

## NATIONAL CONSTITUTION

### ORDER OF BUSINESS

Robert's Rules of Order, Revised, shall govern in all cases where applicable and when they do not conflict with the Constitution of the Club.

### **SECTION IV REGIONS**

Any group of eleven or more members of this club, may make written application to the Board of Directors for the right to form a Region of this Club. If a charter is granted, the Board shall specify the name and its jurisdiction. The Board may revoke the Charter at any time upon due consideration.

### **SECTION V COMMERCIAL ACTIVITY**

This club, nor any Region thereof, shall not, under the club name, participate in any commercial activity without approval of the Board of Directors.

### **SECTION VI APPEALS**

Any member of the club who may find cause for dissatisfaction with its operations may appeal in writing to the Board of Directors. The Board's decision on the matter will be final.

### **SECTION VII AMENDMENTS**

Any proposal for revision of the Constitution shall be submitted in writing to the Board of Directors. If the proposed amendment be approved by the Board by an affirmative vote of two-thirds of the Directors present at the meeting, the Secretary shall include the proposal with the next ballot for election of Directors for vote by the Active and Lifetime Members. A majority of the ballots cast by members shall decide. All amendments shall be in full force and effect upon adoption.

## NATIONAL BYLAWS

### **ARTICLE I PRINCIPAL OFFICE AND SEAL**

#### SECTION 1:

The principal office of this club shall be maintained at the office of the President.

#### SECTION 2:

The President shall be custodian of the club seal.

### **ARTICLE II MEMBERS AND MEMBERSHIPS**

#### SECTION 1:

Applications for individual membership shall be submitted to the Membership Office. Immediately after processing the membership, a list of these individuals shall be sent to each member of the Membership Committee. Should there be any concern about a new member from one of the Committee then the Chairperson shall immediately notify the Club President for his action. *(Effective 1/31/2004)*

#### SECTION 2:

Dues for all memberships shall be determined by the Board of Directors. *(Effective 1/31/2004)*

#### SECTION 3:

The membership year shall be from the first of the month in which the member joined and end the last day of the month prior to the start date of the membership.

#### SECTION 4:

An "Annual Meeting" shall be held at the last National Meet of the year. Similar "Membership Meetings" should be held at every National Meet for the purpose of allowing attending members to discuss their concerns and suggestions with national officers attending the Meet. Any additional Agenda items (non-Constitutional items) must be received in writing by the Secretary not less than forty days prior to the meeting. The President is not required to accept for discussion any subject not communicated in writing to the Secretary within the required time. *(Effective 1/31/2011)*

#### SECTION 5:

Members, to be eligible for election to the Board of Directors, must be able to regularly participate in Board meetings, the location of such meetings being designated by the President, and must be willing to assist and perform tasks in the administration of the club.

# Lincoln and Continental Owners Club

## NATIONAL BYLAWS

### SECTION 6

As the Membership Office processes an application and dues from a new member, a current Directory and current copy of Lincoln and Continental Comments shall be sent to this new member through the month of January. *(Effective 1/31/2004)*

### SECTION 7

After the "Annual Meeting", but not later than October 31st, a Board of Directors Meeting (which may be held by electronic means) will be announced by the President and convened by the Secretary for the purpose of electing officers for one year terms for the following year. Notice shall be mailed or e-mailed along with detailed participation instructions to all current and newly elected Directors. The Board of Directors Meeting will also be for the purpose of announcing the results of the Annual Ballot for At-Large Directors or Constitutional changes (can also be announced at the Annual Membership Meeting and in Continental Comments). Directors running for an office be excused or go on "hold" until the vote for their office is completed. *(Effective 1/31/2011)*

## ARTICLE III OFFICERS AND DIRECTORS

### SECTION 1

Appointed vice president shall take charge of such aspects of the club's activities as the President shall direct. Any at-large (national) member of the LCOC Board of Directors who fails to attend two (2) consecutive meetings of the Board, without prior approved excused absence from the LCOC President, shall be automatically removed from the Board and shall be ineligible for reelection to the Board for three (3) years after the expiration of his/her term.

### SECTION 2

No funds of this club shall be paid out unless certified by the President.

## ARTICLE IV COMMITTEES

### SECTION 1

There shall be the following standing committees:

- a) Membership
- b) Publications
- c) Finance
- d) Judging Standards/National Meets
- e) Technical Services
- f) Custom Class
- g) Nominations and Elections
- h) Executive
- i) Web Site

### SECTION 2

Appointment of LCOC members to standing committees shall be by the president for one year terms and subject to renewal.

### SECTION 3

The chair of each committee shall submit to the Board of Directors in advance of all regular Board meetings, a written report.

### SECTION 4

All recommendations or resolutions for change or modification of LCOC Bylaws, policy, or procedure with respect to areas of direct concern to a standing committee shall first be referred to the appropriate committee(s) for review, study, and recommendation before submission to the Board of Directors for vote, unless 2/3 of the Board of Directors present determine by vote otherwise.

### SECTION 5

All matters referred to standing committee(s) for review, study, and recommendation shall be reported out at the next regular meeting of the Board of Directors unless otherwise provided at the time the matter is referred to the standing committee(s).

# Lincoln and Continental Owners Club

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## NATIONAL BYLAWS

### ARTICLE V REGIONS

#### SECTION 1

All members of Regions must also be members of the National Club.

#### SECTION 2

A Region shall hold no activities that will conflict with an activity of the National Club.

### ARTICLE VI AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors by a majority vote of Directors present, provided that notice of the proposed amendment is given to all members of the Board prior to the meeting. Amendments are effective upon adoption.

# Lincoln and Continental Owners Club

## CONSTITUTION AND BYLAWS OF REGIONS

### CONSTITUTION

#### ARTICLE I NAME AND PURPOSE

The name of the Club which is a Not-for-Profit membership corporation chartered in the State of Michigan shall be: (assigned Region title).

The purpose for which this Region is chartered by the National Club are to further the ideals of the National Club in a specific local area and to provide regional activities for National members in that area.

#### ARTICLE II MEMBERS

##### MEMBERSHIP

Active membership in the Region shall be open to any person who lives in the general geographical area constituting the region, is an active member of Lincoln and Continental Owners Club in good standing and who shall be in sympathy with the interest and purpose of the club.

Any person whose permanent residence borders on the general geographical area consisting a region, is an active member of Lincoln and Continental Owners Club in good standing and who shall be in sympathy with the interest and purpose of the club may designate that Region as their Primary Region. Primary members shall have all the rights and privileges of active members of the Region and are eligible to vote on any Region matters and to hold office, but shall not hold office in any other Region or be eligible to vote in any other Region. (As amended January 13, 2008)

Any person who is a member in good standing of Lincoln and Continental Owners Club may be an associate member of the Region regardless of whether said person is a resident of the Region or not. An associate member shall have all the rights and privileges of an active member of the Region, but shall not hold office in the Region or be eligible to vote on any Region matters. (As amended February 16, 1991.)

##### DUES

The amount of the annual dues shall be determined by the Board of Managers and shall be in addition to the National dues.

##### EXPULSION

Any members whose conduct is judged to be not in keeping with the best interest of the club may be expelled after due hearing through the affirmative vote of a majority of the Board of Managers. A notice of the charge shall be mailed by registered mail to the member against whom the charge has been presented, and he shall be given a period of sixty days to present a defense before any action shall be taken against him. A copy of the charge and a copy of the final action shall be mailed to the National Vice President for Regions who will pass this information to the National President. (Effective 9/19/2003)

#### ARTICLE III OFFICERS AND MANAGERS

##### ELECTION OF MANAGERS

The active members shall elect by plurality vote each year by blanket ballot, one-third of the total number serving on the Board of Managers to serve for three years. The term of office shall be three years with terms of one-third of the Managers expiring each year.

##### NOMINATION OF MANAGERS

A Nominating Committee of five active members appointed by the Director shall make nominations for Managers to be elected. Other nominations may also be submitted to the Secretary not less than thirty days before the Annual Meeting, in a list signed by at least eight Active Members.

##### BALLOTS

The Secretary shall prepare a blanket ballot containing the names of all persons nominated and mail it to all active members with the notice of the Annual Meeting. Ballots to be counted must be received by the Secretary at least five days prior to the Annual Meeting.

##### ELECTION OF OFFICERS

The Board of Managers shall elect a Director, Assistant Director, Secretary and Treasurer for the said Region annually. All officers shall be members of the Board of Managers and shall be elected for a one year term. Said election shall take place after the annual election of the Board of Managers and before December 31<sup>st</sup>. The one year term of newly elected officers shall commence January 1<sup>st</sup> and end the following December 31<sup>st</sup>. (Effective 9/19/2003)

# Lincoln and Continental Owners Club

## CONSTITUTION AND BYLAWS OF REGIONS

### **ARTICLE IV DUTIES**

#### **DIRECTOR**

The Director shall preside at all meetings, he shall appoint all committees, shall have power to decide all questions of equal division, and have all the powers and duties usually vested in a Director.

#### **ASSISTANT DIRECTOR**

The Assistant Director shall serve in the absence of the Director.

#### **SECRETARY**

The Secretary shall record all minutes of the Board of Managers and the meetings of the members. He shall perform such other duties as may be prescribed by the Board of Managers and those that pertain to the office. The Secretary shall have custody of the Region's seal.

#### **TREASURER**

The Treasurer shall collect and disburse the funds of the Region as may be ordered by the Board of Managers. He shall render a financial report of the Region at the Annual Meeting and whenever the Director may require. He shall give bond at the expense of the Region, if required to do so by the Board of Managers.

#### **BOARD OF MANAGERS**

The Region shall be governed by a Board of at least five and not more than nine Managers. They shall have the general management and control of the affairs and property of the Region, and shall perform all duties not specifically designated by this Constitution. At any meeting a simple majority of members shall constitute a quorum. Unless otherwise provided, a majority vote shall decide.

#### **MANAGERS MEETINGS**

Meetings shall be held at the call of the Directors, or upon the written application to the Secretary of not less than three Managers. Written notice of all meetings shall be given each Manager at least fourteen days prior to the meeting.

#### **ANNUAL MEETING**

The annual meeting of the Region shall be held before December 15th. To allow the Regional Director to file the annual report with the National Vice President of Regions by December 31 st. (*Effective 9/19/2003*)

### **ARTICLE V COMMERCIAL ACTIVITY**

The Region shall not, under the Club name, participate in conjunction with any commercial activity without the approval of the National Board of Directors.

### **ARTICLE VI AMENDMENTS**

Any proposed amendment shall be submitted in writing to the Secretary. The secretary shall send a copy to all members of the Board of Managers. At the next meeting of the Board, the proposed amendment shall be considered. A two-thirds vote of the Managers present is required for approval. All amendments also require the approval of the National Board of Directors. The amendment is in effect upon receipt by the Secretary of the Region, of the notice of approval by the National Board.

The National Board of Directors reserves the right to amend this Constitution by majority vote of its members present. All amendments by the National Board shall apply to Constitutions of all Regions.

## **BYLAWS**

### **ARTICLE I PRINCIPAL OFFICE & SEAL**

#### **SECTION 1:**

The Principal Office and Seal of this Region shall be maintained at the Office of the Secretary.

### **ARTICLE II MEMBERS AND MEMBERSHIPS**

#### **SECTION 1:**

It shall be the duty of the Membership Committee to obtain new members and perform other duties that pertain to membership.

#### **SECTION 2:**

The Chair of the Membership Committee may approve all applications for membership in this Region. A Regional Membership Secretary may be appointed; this person does not need to come from the Board of Managers. The Membership Committee Chair shall also serve as the Regional Membership Secretary when there is not a separate Regional Membership Secretary.

# Lincoln and Continental Owners Club

## CONSTITUTION AND BYLAWS OF REGIONS

### SECTION 3:

The Membership Secretary shall maintain membership records of this Region through a roster or directory. This person shall assure all Regional Members are National Members in good standing to maintain Regional Membership.

### SECTION 4:

Dues for Active Members shall be an amount determined by the Board of Managers.

### SECTION 5:

Dues shall be charged for Membership year beginning each January 1 or, at the option of the Board of Managers, on a particular month of 12-month cycle to coincide with National dues Membership year. With calendar year dues period, dues paid October 1-December 31 shall include the next year. July - October 31 shall be half-year dues for that year.

### SECTION 6:

Any member who may find cause for dissatisfaction with this Region's operation may file a grievance in writing to the Membership Committee. The Membership Committee's decision may be appealed to the Board of Managers. The Board's decision in the matter is final.

### SECTION 7:

The Annual Meeting of the Region, except the first such meeting after becoming Chartered, shall be held between September 1 and December 15. A written notice shall be sent to all members of record not less than fourteen nor more than thirty days before the meeting by way of Regional publication/newsletter or by a special mailing. A quorum shall consist of those members attending the Annual Meeting. The Regional Director is not required to accept for discussion before the Annual Meeting any subject not submitted in writing to the Secretary at least ten days prior to the Annual Meeting.

### SECTION 8:

Robert's Rule of Order, Revised, shall govern this Region in all cases where applicable and not in conflict with the Constitution or By-laws of this Region.

### SECTION 9:

Cumulative voting, absentee voting, and/or proxy voting are prohibited.

### SECTION 10:

To be eligible for election to the Board of Managers, a Member must be an active member of the Region and be able to regularly attend Board of Managers' meetings.

### SECTION 11:

Each Member of this Region must also be a Club (National) Member. Upon notification from the National

Membership Secretary (or designee) that a particular Member is no longer in good standing, the Regional Membership Secretary shall immediately contact that member to confirm membership status and if not immediately resolved, the Regional Membership Secretary shall remove that Member from the Region's roster and/or directory along with being removed from Regional mailing list. Any pre-paid Regional dues are then forfeited.

### SECTION 12:

A perspective Member who is not a Club Member in good standing may attend no more than two Regional events or meets in a three year period as a guest before that person must become a Member. Guests may participate in all social activities when as a separate activity or an activity at an event or meet that includes displays of Lincolns, but all Regional events or meets are restricted to Club Members. A guest fee or additional guest premium charge for the activity or event/meet may be a reasonably higher amount than the fee charged to Regional Members. A Region event is any social activity, party, event, activity, or gathering hosted or coordinated or sponsored by the Region. A Region's event notice or invitation is through Region resources or administered by Region.

### SECTION 13:

Club Members in good standing are eligible to attend any Regional activity or event/meet with approval from the Regional Director and/or the host of the activity or event/meet. The Club Member may be charged a higher fee than the Regional Members.

### SECTION 14:

A Regional Newsletter is to be mailed to all Active and Associate Members on not less than a quarterly basis. The *Continental Comments* Editor and Club Vice President for Regions will also be on the Regional Newsletter's mailing/distribution list at no charge. It is encouraged to include the other Club Officers on the Regional Newsletter's mailing list.

# Lincoln and Continental Owners Club

## CONSTITUTION AND BYLAWS OF REGIONS

### **ARTICLE III OFFICERS AND MANAGERS**

#### SECTION 1:

No funds of this Region shall be paid out unless certified by the Regional Director.

#### SECTION 2:

The Board of Managers, at its first meeting within fifteen days after the Annual Meeting of the Membership shall elect officers by plurality vote from their number: Director, Assistant Director, Secretary, and Treasurer, all to serve for one year. The offices of Secretary and Treasurer may be combined. The offices of Director and Treasurer may not be combined, nor may a member of the Director's household hold the office of Treasurer.

#### SECTION 3:

When the Region is unsuccessful in filling the Director position, the Club Vice President for Regions will automatically declare the Region dormant until a Director is duly elected. During any dormant period, all Regional funds will be immediately transferred to the Club Treasurer and will be held in escrow until the Club Vice President for Regions duly certifies the Region back as a Region. The Club Vice President for Regions will assist the Regional Members to bring about a reorganization of the Region.

### **ARTICLE IV COMMITTEES**

#### SECTION 1:

There shall be a Membership Committee as a standing committee. There may be other Committees as the Regional Director may appoint.

#### SECTION 2:

Each Committee shall report to the Board of Managers when requested to do so.

#### SECTION 3:

The Regional Director shall appoint each Committee member. The Board of Managers, through a 2/3's majority vote of all Managers, may not accept an appointment to a committee.

### **ARTICLE V DUTIES**

#### SECTION 1:

A Region shall hold no activity that will conflict with an activity of the Club.

#### SECTION 2:

The Region shall submit to the Club Vice President for Regions the proposed dates of all anticipated or

scheduled activities for the coming calendar year. No Region shall schedule events on the date of a Club function unless the Club Executive Vice President grants permission.

#### SECTION 3:

Each Region is prohibited from hosting or co-hosting any joint activities or events/meets with other car clubs unless the involved Region receives an appropriate copy of policy or copy of declaration of insurance coverage for the involved club(s) and/or organization(s).

#### SECTION 4:

The Region shall submit to the Club Vice President for Regions no later than January 15 of each year a report that consists of: 1) list of officers and Board of Managers for the year, 2) an up-to-date roster or directory of the Region's members, 3) basic financial report, and 4) a proposed schedule of events and activities planned for the calendar year.

### **ARTICLE VI AMENDMENTS**

#### SECTION 1:

Any proposed amendment or change by a Region to this or any Region's By-Laws shall be submitted in writing to the involved Region Secretary. The Region Secretary shall send a copy to all Board of Managers members. At the next regularly scheduled Board of Managers meeting, the proposed amendment shall be considered. A 2/3's majority vote of the Managers present is required for the proposed amendment to proceed to the Club Secretary for the Club Board of Directors to consider the proposed amendment. The proposed amendment shall become in effect upon receipt of the Club's approval of the amendment to the Region Secretary.

The Club Board of Directors reserves the right to amend these By-Laws by a majority vote of its Board members present. All amendments shall apply to the By-Laws of all Regions.

### **ARTICLE VII SUBDIVISION(S) OF REGION**

#### SECTION 1

Chapters may be formed within a duly constituted Region.

#### SECTION 2

A Chapter shall serve under the direction of the Board of Managers and shall be administered by a Chapter Captain. The Chapter may have a Chapter Board of Coordinators.