

BYLAWS OF MOTOR CITY PACKARDS,
INCORPORATED

ARTICLE I

Name and Office

Section 1: This organization, a non-profit and non-stock-issuing corporation, is known as Motor City Packards, Incorporated (MCP - Club).

Section 2: The registered office is currently care of our resident agent Bruce Blevins (Treasurer) at 9157 Timberline Drive, Grand Blanc, Michigan 48439, or the Executive Board of Directors may determine such other address as from time to time.

ARTICLE II

Objectives

The objectives of this corporation shall be the promotion and preservation of the Packard heritage and use of Packard automobiles to provide and regulate social events, tours, and exhibitions of same and, further, to own real and/or personal property incident to such purposes including a periodic publication, the Packard Digest (Digest) which shall be the official written communication instrument of this organization dedicated to the Packard motorcar and its products.

ARTICLE III

Meetings of the Corporation

Section 1: Order of business shall be conducted according to Robert's Rules of Order, revised, and Robert's Parliamentary Law, provided they are applicable and do not conflict with these Bylaws.

Section 2: The Executive Board of Directors, the time and place determined by them, shall call Meetings at least once each year after at least thirty days' notice. At a minimum, such notice is to be placed in the Digest, which is referred to in Article II of these Bylaws. The Annual Meeting shall be held in the month of December.

Section 3: During the Annual Meeting, or any other regularly scheduled meeting, the Club financial status and membership level shall be presented to the members in attendance. Club issues, as deemed by the Executive Board of Directors, requiring membership approval shall also be presented.

Section 4: Attendance by at least 15% of the voting members is necessary to constitute a quorum for the conduct of business. All questions, motions, and elections shall be decided by a simple majority of the voting membership present at a duly constituted meeting. Each voting member may cast one vote per membership.

ARTICLE IV

Membership

Section 1: Any person of good character shall be entitled to consideration by the Executive Board of Directors for membership in Motor City Packards, Incorporated. An application must be submitted to the Membership Director for processing. If deemed necessary by the Membership Director, the application is to be submitted to the Executive Board of Directors for their approval or rejection.

Section 2: Termination of an individual's membership in Motor City Packards, Incorporated is a power reserved to the Executive Board of Directors. The Executive Board of Directors may review the status of any member at any time to determine whether they shall retain the privilege of membership in this organization.

Section 3: Active members shall be any duly approved person whose current dues are paid to this corporation and who thereby is entitled to the right to vote along with all other benefits accruing to full membership.

Section 4: Honorary members shall be those persons who, in the opinion of the Executive Board of Directors, have made outstanding contributions to this corporation, or who have achieved prominence in the automotive industry, especially with the Packard Motorcar Company. Honorary members need not be active in Motor City Packards, Incorporated; they shall be exempted from paying dues, and they shall not be entitled to vote or hold office. They may serve in an advisory capacity on appointed committees.

Section 5: A Guest membership may be created from time-to-time by the Executive Board of Directors with all of the rights of an active member for one year.

Section 6: Membership in the national club (PAC) is required in order to become a member of MCP.

ARTICLE V

Dues

Section 1: Dues for active members shall be at the current approved amount. Changes to the dues are the responsibility of the Executive Board based on the financial

status of the Club. Dues will be announced at the Annual Meeting and published in the Digest, Website and the renewal forms.

Section 2: The fiscal year of this corporation shall run from January 1 through December 31. Dues shall be payable in full by January 1 for the current year in order for the member to remain in good standing. Any member whose dues are in arrears for a period of three (3) consecutive months shall be suspended unless the Executive Board of Directors extends this interval to permit review of unusual circumstances.

ARTICLE VI

Executive Board of Directors and Officers

Section 1: The business of this corporation shall be managed by an Executive Board of Directors consisting of: Executive Director, Assistant Executive Director, Past Director, Secretary, Treasurer, Membership Director, Activities Director, Assistant Activities Director, Historian, Projects Director, Perrysburg Meet Director, and Editor.

Section 2: Duties of Officers:

(a) Executive Director. It shall be the duty of the Executive Director to preside at all meetings. The Executive Director is an elected position. To be Executive Director, one must be elected having completed at least one full term of any position on the Executive Board at the time of installation. The Executive Director may appoint assistants to the other officers from either the Executive Board of Directors or the general membership, if this should be necessary to aide them with their duties. The Executive Directors vote shall be withheld in all matters pending except when it is necessary to break a tie. The Executive Director shall, furthermore, exercise all the power ordinarily vested in the principal executive officer of like organizations. The Executive Director shall write Executive Director Comments for every issue of the club publication (*the Packard Digest*). The comments will keep the membership informed of the direction of MCP and the Executive Board of Directors activities. The Executive Director is authorized to sign checks as described in Sect 4 (e).

(b) Assistant Executive Director. In the absence or disability of the Executive Director, the Assistant Executive Director shall have the powers and perform the duties of the Executive Director in his/her stead. The Assistant Executive Director shall be responsible for issuing and enforcing rules for the regulation of meets and events. The Assistant Executive Director shall furthermore pursue special assignments at the pleasure of the Executive Director. The

Assistant Executive Director shall manage the procurement of all MCP awards, both annual and special. The Assistant Executive Director will handle the nominations and election process of the Executive Board of Directors.

- (c) Past Director. The Past Director position is assumed from the most previous Executive Director at the end of such term. The Past Director shall provide past history of the Region's operations. The Past Director shall mail a "Welcome Package" to all new members. This includes a welcome letter describing the Region's activities, a directory, and the name and phone number of a Motor City Packards member that is available to answer any questions or concerns. The Past Director shall manage special assignments as directed by the Executive Director.
- (d) Secretary. The Secretary shall attend all Executive Board of Directors' meetings and record the minutes. If unable to attend, the Secretary shall procure a substitute to take the minutes. The Secretary shall type up the minutes and have them reviewed by the Executive Director and Past Director. The Secretary shall email the minutes to the Executive Board of Directors members at least two weeks prior to the next Executive Board of Directors meeting.
- (e) Treasurer. The Treasurer shall be competent in the administration of the financial affairs and follow up with the club. The Treasurer will confirm the correct "Address on Record" with the State of Michigan. The Treasurer shall receive, record, and deposit all funds received by Motor City Packards. The Treasurer shall pay, record, and report all bills of Motor City Packards, as ordered by the Executive Board of Directors. The Treasurer shall prepare a monthly, quarterly, and annual report of all receipts, disbursements, and balance on hand that is available to the club. The Treasurer shall render an annual financial report of the club at the Annual Meeting. The Treasurer shall report the club's financial condition any time the Executive Board of Directors requests. The Treasurer shall be bonded, at the expense of the club, if the Executive Board of Directors determines this to be a wise and prudent need. The Treasurer has primary responsibility of check signing. The Executive Director is also authorized to sign checks.
- (f) Membership Director. The Membership Director shall be competent in the administration of membership data of the club. The Membership Director shall maintain an up-to-date record of all current members of Motor City Packards and be prepared to report the club's membership condition any time the Executive Board of Directors requests. The Membership Director shall

receive, process, and report to the club all new members. The Membership Director shall be responsible for the annual renewal of all memberships. The Membership Director shall collect the annual membership dues and forward them to the Treasurer. The Membership Director, with the assistance of the Editor, shall prepare and publish a directory of the membership of Motor City Packards every other year. The Membership Director shall render an annual membership report of the club at the Annual Meeting. The Membership Director shall prepare a nametag for any current member desiring one. The membership Director shall answer all correspondence pertaining to membership.

- (g) Activities Director. It shall be the duty of the Activities Director to plan and arrange suitable events for the corporation. The Activities Director is to organize an Activity Committee selected from the general membership (couples are encouraged to insure a broad range of ideas are explored) to plan the yearly events. The Activities Director shall present the activities, as proposed by the Committee, to the Executive Board of Directors for their input and approval. With approval, The Activities Director will appoint a Committee member (couple) to manage the individual event. All such plans, after approval by the Executive Board of Directors, are to be provided in advance notice to the membership. The Activities Director will appoint a Committee member to publish a calendar with activity dates planned at least six months in advance and supply the same information to the Editor for publication in *The Packard Digest* and to the webmaster for publication on the website. This person will be responsible for creating and mailing the necessary fliers for each event to the general membership or the Activities Director can direct the person/persons managing the event to accomplish this task. A Summary report of the event is to be generated by the event managing team and given to the Editor, the Historian, and the Webmaster.
- (h) Assistant Activities Director. In the absence or disability of the Activities Director, the Assistant Activities Director shall have the powers and perform the duties of the Activities Director and shall become familiar with all the necessary functions of the Activities Director. When required, the Assistant Activities Director shall support the Activities Director in the management of current activities and pursue special assignments as requested by the Activities Director.
- (i) Projects Director. The Projects Director coordinates and manages the items for sale by Motor City Packards. This includes managing the creation, sale, and distribution of project items. The Projects

Director shall ensure that merchandise items are packed and transported to events where items are to be sold. The Projects Director shall maintain a proper accounting of merchandise and shall strive to have items of a high quality befitting the image of MCP, as approved by the Executive Board of Directors. The Projects Director shall transfer monies collected from the sale of merchandise to the Treasurer and shall address and service all orders received from customers in a timely manner. The Projects Director shall ensure that the projects are financially sound. To this end, the Project Manager shall appoint an Ad Hoc Committee to explore new, non-technical projects that require a certain expertise to evaluate the feasibility (i.e. in areas of fashion etc.). A Technical Committee appointed by the Executive Director must approve technical projects.

- (j) Editor. It shall be the duty of the Editor to receive all news, notices of sale of automobiles, availability or need for parts and literature; notices and publicity for future meetings; names and addresses of new members; proceedings of the Executive Board of Directors; and feature items relating to Packard vehicles. The Editor shall arrange and print these articles in the corporation's periodic publication (Packard Digest, (6) per year), distribute this publication, and in cooperation with the Membership Director, print a Membership Directory every other year.
- (k) Historian. The Historian shall maintain all corporation legal records, documents and club artifacts. The Historian shall gather original examples of all MCP Activities Committee communications for inclusion in an annual binder. The Historian shall organize an annual scrapbook of announcements, fliers, and photographs to document the annual activities of MCP. The Historian shall document an MCP Activities Summary sheet for each MCP activity and include a detailed description, date and time, location, weather, number of attendees, number of Packards present, sponsor and supporting members, primary and secondary activity, potential new members, and things gone right/wrong. The Historian shall handle special projects for the Executive Board of Directors as assigned by the Executive Director.
- (l) Perrysburg Meet Director. The Perrysburg Meet Director will serve as the Chief Operating Officer of the club's annual Regional Meet. The position's principal duties will include but are not limited to the following:
 - a. Organizing a "Perrysburg Team," consisting of MCP members, that will assist in selecting a site venue, selecting a host hotel, providing vending and parking areas with

- security, organizing a driving tour, planning a “Get Acquainted Party”, and arranging the Saturday evening Banquet with a featured speaker.
- b. Negotiate all contracts and agreements required for implementation of the Meet.
 - c. Create and mail a Meet flier to past attendees and others as required.
 - d. Notify appropriate publications to publicize the event.
 - e. Report to the Executive Board of Directors, on a regular basis, as to the progress of the Meet.
 - f. Conduct a “lessons learned” follow-up meeting with the Team, to insure continuous improvement and report findings to the Executive Board of Directors.

Section 6: Meetings of the Executive Board of Directors shall be held monthly or as determined by the Executive Board of Directors. Special meetings may be called by a majority of the members of the Executive Board of Directors or by the express desire of a majority of the membership, provided adequate notice of such special meetings is extended to the other Executive Board of Director members.

Section 7: All officers shall serve without compensation.

ARTICLE VII

Election of Executive Board of Directors and Officers

Section 1: The Board, consisting of twelve positions will be elected to alternating and overlapping two-year terms. In the 2nd quarter of the year, upcoming open positions of the Executive Board of Directors will be identified and defined and nominations will be solicited. In the 3rd quarter of the year, the positions will again be identified and defined and ballots will be sent to the membership by the end of the 3rd quarter. Voting by ballot will be in the 4th quarter of the year. Elections results will be announced at the Annual Banquet and published in the Digest.

Section 2: All positions except the Past Director of the Executive Board of Directors are elected by a simple majority of those members who cast ballots. The Past Director is not nominated or voted by ballot; the most recent Executive Director at completion of the Executive Director term assumes this position. Each year members shall be elected per procedure as outlined in Article VI Section 2.

Section 3: The Executive Board of Directors, consisting of the twelve positions noted above, shall govern this corporation. If, for any reason, fewer than twelve persons are on the Executive Board of Directors, those remaining shall function needed duties as

required but are empowered to appoint qualified members to serve until the next annual election. Such appointments are to be effective only until the next election, at which time the vacancies are to be filled by the usual elective processes described in this document. A majority Board vote shall decide any issue unless a specific constitutional provision to the contrary can be shown to prevail.

ARTICLE VIII

Committees

Section 1: The Executive Board of Directors shall have the power to establish committees, as it deems necessary. All committee members, including the chairman, are to be appointed by the Executive Board of Directors.

Section 2: Technical Committee. A technical committee of three persons will be appointed by the Executive Director to oversee technical issues relating to projects or other Packard technical design or service issues that may present to the MCP Executive Board of Directors. The committee will research and advise any technical issues that affect the Executive Board of Directors or MCP members. The appointees should be knowledgeable in Packard history as well as engineering and manufacturing disciplines that apply to the Packard motorcar. The objective is to offer advice and service that perpetuates the standards of the Packard Motor Company and preserves its history.

Section 3: Webmaster. The Webmaster shall act as a liaison between the Board, the website provider, and any website committee. The Webmaster shall create, add, delete, and edit website content as provided/needed including providing an up-to-date Membership application to be provided by Membership Director yearly, classified ads to be provided by the Editor as needed, and links to be determined by Webmaster and secured with other websites as needed. The Webmaster shall maintain a website calendar including detailing all activities provided by the Activities Director with accurate information in a timely manner. The Webmaster shall maintain a web store including providing item descriptions, photos, cost, and up-to-date inventory information provided by the Projects Director in a timely manner. The Webmaster shall maintain the One for the Road page by coordinating with the Editor in a timely manner. The Webmaster shall maintain a photo gallery with pictures provided by the Historian and members. The Webmaster shall create and maintain Special Events pages as needed, including the National Meet and Perrysburg. The Webmaster shall track time spent on the web site and submit invoices on a 3-month basis to the Treasurer for reimbursement.

ARTICLE IX

Awards

As described in the *Packard Digest* Membership Directory, “The Cramer Award for Distinguished Service” was established in 1995 by the Motor City Packards as a distinguished service award to be presented at the Perrysburg meet or at the Annual Banquet. The award is named for Russ and Joan Cramer, charter members of the region, who have contributed so much of their time and talents over the years. No club of any kind can exist and flourish without dedicated members, and Russ and Joan Cramer exemplify the concept of dedicated service. Each year a committee appointed by the Executive Director makes recommendations for recipient candidates. The committee shall be selected by the Executive Director of at least two past recipients who are **still** active in the club. This committee along with the Executive Director shall make the selection. The winner should be considered from members of the Region who are **currently active** members who serve as an example and encouragement to other members. A large traveling award topped by an Adonis radiator ornament is inscribed with the winner’s name(s) each year and a plaque is also presented, which the winner keeps.

ARTICLE X

Funeral Memorials

Any MCP Executive Board of Directors member is authorized to purchase a funeral arrangement or memorial in the name of the MCP membership on the death of a Founding Member or spouse or a current Executive Board of Director member or spouse. The Executive Board of Directors is also authorized to approve by majority vote any other funeral considerations that may become appropriate.

ARTICLE XI

Amendments

These Bylaws may be amended by a majority vote of the quorum present at the meeting and with the approval of the Executive Board of Directors of Motor City Packards, Incorporated as defined in Article III, Section 4.