

12 KINGS CAR CLUB
Declaration of Bylaws
As Adopted August 17, 2022

This Declaration of Bylaws ("Bylaws") constitutes a code of rules and conduct adopted by the 12 Kings Car Club for the regulation and management of its affairs.

ARTICLE I - Name, Location

SECTION 1. The legal name of the organization shall be "12 Kings Car Club" (also known as "12 Kings" and/or "Club" within this Declaration).

SECTION 2. The place where the principal location of 12 Kings shall be located, both currently and in the future, is the City of Wimberley, Hays County, Texas.

ARTICLE II - Organization Purpose

SECTION 1. 12 Kings is organized exclusively for educational, social, and charitable purposes; including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.

Furthermore, the Club seeks to:

- (a) provide a social organization for all those interested in the hobby and vehicles described in Article III, Section 1,
- (b) encourage interest in said vehicles to the general public by bringing together all those with similar interests,
- (c) encourage family participation in such hobby,
- (d) promote a friendship and support organization for the Club membership, as well as to others who have such an interest.

SECTION 2. No part of the net earnings of 12 Kings shall inure to the benefit of, or be distributable to its members, Officers, or other private persons, except that 12 Kings shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth herein, provided that any monetary benefits which flow to members shall be incidental to the operations of 12 Kings. No substantial part of the activities of 12 Kings shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 12 Kings shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 12 Kings shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of 12 Kings.

ARTICLE III - Membership

SECTION 1. Membership is open to all individuals 18 years of age or older, without discrimination as to race, religion, color, sexual orientation, or national heritage, who own one or more classic, antique, vintage, exotic, street rod, hot rod, muscle car, unique, and/or special interest automobiles or light trucks. By entering into a

membership with 12 Kings, the individual agrees to be a responsible and reasonable person, and adhere to these Bylaws.

SECTION 2. Membership shall require an annual membership fee as established by the 12 Kings Officers, and approved by the membership. Members in good standing shall enjoy all rights and privileges of the Club, and have one vote on matters submitted to the vote of the membership.

SECTION 3. Eligible family members of a single household are required to pay only one membership fee per household. Households that elect to pay only one membership fee per household will have only one vote on matters submitted to the membership for a vote.

SECTION 4. Members are encouraged, but not required, to attend all meetings and Club-sponsored events.

SECTION 5. All activities and/or social functions for members which are paid for partially or in full by 12 Kings funds shall be open to members and their immediate family only ("family" defined as a spouse or significant other, and children under their legal guardianship), unless otherwise communicated to the membership in advance of the activity or function.

SECTION 6. Any member may resign his or her membership by providing a written resignation, via USPS or email, to the 12 Kings Secretary. Such resignation shall be effective upon receipt of such notice and upon payment of any and all indebtedness to the Club. There will be no refund of unexpired membership dues.

SECTION 7. Infractions of the 12 Kings *Statement of Ethics and Values* (Appendix 1) and/or other rules within this Declaration, and/or actions which may otherwise reflect unfavorably on 12 Kings may be cause for expulsion from the Club. Members being considered for such action will be notified in writing, via USPS or email, by the Club Secretary, and will be provided the right to submit his or her countering position to the Officers. A simple majority vote of the Officers will prevail. A member being dismissed from the Club will be notified in writing, via USPS or email, by the Club Secretary.

SECTION 8. The Officers may award Honorary Memberships from time to time, as they deem appropriate. Honorary members shall not be required to pay dues and shall be entitled to all of the rights and privileges of members of 12 Kings, except that an Honorary Member may not vote or hold office within the Club.

ARTICLE IV - Officers

SECTION 1. The governing body of 12 Kings shall consist of the following seven (7) elected Officers: President, Vice President, Secretary, Treasurer, Activities Director, Webmaster, and Sergeant at Arms. The positions of Secretary and Treasurer may be held by the same 12 Kings Member. All Officers shall be elected to serve a one-year term; however the term may be extended up to one (1) month until a successor has been elected. The term of office shall begin April 1 and end March 31 of the following year, unless the term is extended until such time as a successor is elected. Decision powers vested with the Officers are equal across all of the Officer positions; with decisions based on simple majority rule. No obligation, debt, or other liability valued at

over \$100 shall be incurred by any Officer without the specific prior approval of a simple majority of the Officers.

SECTION 2. Officer Duties

A. President. The President shall preside at all meetings, have general supervision over business affairs of 12 Kings, preserve parliamentary order, and maintain observance of the Bylaws.

B. Vice President. The Vice President shall perform the duties of the President in his or her absence, and perform certain other duties delegated by the President.

C. Secretary. The Secretary shall keep the minutes of any and all 12 Kings meetings, maintain 12 Kings current and historical records as necessary, and be responsible for writing and distributing certain correspondence of the Club. The Secretary or his designee will give a report at each meeting.

D. Treasurer. The Treasurer shall be the custodian of all Club funds and accounts, send and pay bills, collect dues, maintain a membership roster, prepare required documents to various governmental agencies, and keep an accurate and up to date account of all receipts and expenditures. The Treasurer or his designee will give a financial report at each meeting.

E. Activities Director. The Activities Director shall create, plan, and facilitate various activities, outings, functions, and events in various settings for Club membership participation.

F. Webmaster. The Webmaster is responsible for the creation and maintenance of a specific branded website for 12 Kings, and any other internet-based sites as desired (such as social media, etc.). The Webmaster serves as the primary contact for all aspects of the organizations websites, and may handle a range of responsibilities that may include web design and development, routine site and content maintenance, and various updates to ensure the sites align with the goals and objectives of the Club.

G. Sergeant at Arms. The Sergeant at Arms assists the Officers with club duties, and politely keeps order during meetings, functions, and events; and will help create and maintain a smooth meeting process.

SECTION 3. A quorum for a meeting by the governing body will consist of a majority of the governing body.

SECTION 4. Temporary ad hoc committees may be appointed as required by the President, with concurrence of a simple majority of the Officers. Duties of committee chairpersons will be to coordinate all activities of said committees. Permanent committees may not be appointed unless this Declaration is amended per Article VIII to allow permanent committees, and only if such committees' duties and powers are clearly stated within the amendment.

SECTION 5. 12 Kings Officers and/or working committee members shall be able to claim reasonable out of pocket expenses incurred while performing Club duties. These expenses are subject to review and approval of the Club Treasurer prior to payment, which will not be unreasonably withheld.

ARTICLE V - Elections

SECTION 1. Nominations for all elected 12 Kings Officers will be taken during the month of January via USPS, email, and in person during the January Regular business meeting. An individual must be a member in good standing of the Club for a period of one year prior to the nominations meeting to be eligible for an elected office.

SECTION 2. Election of 12 Kings Officers will be held during the month of February via electronic secret balloting to the membership (through a third-party electronic balloting service or equivalent), or by written ballot sent to the membership via USPS or email if electronic balloting is not available. Officers will be elected by a simple majority of votes of those members responding to the ballot request. If the Officer election is of a contentious nature, and if requested by one or more of the Officer candidates, tabulation of completed written ballots, if written ballots are used, will be performed by a person chosen by the Officers. The person chosen must be neither a Club Officer nor a member of the Club, and may not disclose to any other person how a member voted.

SECTION 3. Special elections may be called by a majority vote of the Officers at any business meeting. Nominations will be taken at the same meeting, with the election being held via electronic balloting per Article V, Section 2 prior to the following business meeting.

SECTION 4. When an election ends in a tie, the membership will continue to repeat the vote until the tie is broken. All nominees will remain in the election unless they voluntarily withdraw.

SECTION 5. Officers or elected committee chairpersons guilty of dereliction of duties may be removed from office by majority vote of 12 Kings Officers.

SECTION 6. Officers or elected committee chairpersons who choose to resign his or her duties may do so in writing via USPS or email. Replacement of these individuals will fall under Article V, Section 3.

SECTION 7. When an Officer temporarily cannot fulfill his duties, that Officer may be temporarily replaced by a Presidential appointment, with concurrence of the remaining Officers. If the Officer is the President, his position will be temporarily assumed by the Vice President. If the President is permanently unable to fulfill his position, the Vice President will assume his position. All other vacancies will be filled according to Article V, Section 3.

SECTION 8. In the event that no member volunteers to run for an open Officer position during any Officer election, the open Officer position may be filled after a completed election by appointment by a simple majority of the newly-elected Officers.

ARTICLE VI - Dues and Benefits

SECTION 1. Annual membership dues amount will be determined by the Officers for the subsequent calendar year during the November business meeting. The membership dues calendar year is defined as January 1 through December 31 of the following year.

SECTION 2. Annual membership dues shall be payable when applying for Club membership, and by each member on each one-year anniversary date thereafter. Dues renewal dates for each member will be documented and retained by the Club Treasurer.

SECTION 3. Membership shall be terminated for failure to pay dues when due. Any member more than two (2) months delinquent in payment of dues shall be dropped from the membership rolls.

ARTICLE VII - Meetings

SECTION 1. Annual Meetings. The annual meeting of the membership shall be held in the month of March each year for the primary purpose of ratifying the previous month's election of 12 Kings Officers to serve in the upcoming year, and for the transaction of such other annual business that may arise prior to the meeting. This meeting will be held in conjunction with the March Regular business meeting.

SECTION 2. Special Meetings. Special meetings may be called at the discretion of the President, with concurrence of a simple majority of the Officers, or at the request of five (5) or more regular members.

SECTION 3. Regular Meetings. 12 Kings will routinely hold one business meeting per month. The President, with concurrence of a simple majority of the Officers, shall designate the time and place of annual, regular, and special meetings. During the course of the year, meetings may be held on different dates when announced sufficiently in advance to the membership. The Officers reserve the right to cancel the December meeting due to possible scheduling conflicts within the holiday season. The majority of voting members present at any meeting shall constitute a quorum.

SECTION 4. 12 Kings monthly business meetings shall follow at a minimum the following outline:

- A. Call to Order,
- B. Welcome New Members and Guests,
- C. Secretary's Report with minutes from last business meeting,
- D. Treasurer's Report from the close of the preceding month or later,
- E. Old Business,
- D. New Business,
- E. Activities Report,
- F. Committee Reports (if applicable),
- G. Assistance requests and member project updates,
- H. Adjournment.

SECTION 5. A member entitled to vote on a motion tabled for a vote in advance of and/or during a meeting (other than Officer or Bylaw amendment elections, which are governed by Articles V and VIII respectively), but unable to attend that meeting, may do so by proxy, executed in writing by that member and delivered to the Club Secretary via USPS or email.

SECTION 6. A majority of votes entitled to be cast on a matter to be voted upon by the members present at a meeting, or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption thereof.

ARTICLE VIII - Amendments

SECTION 1. Amendments or changes to the Bylaws may be proposed at any time by a member in good standing. The proposed amendment must be submitted (written,

signed, and dated) via USPS or email to the 12 Kings Secretary. If the Officers deem the proposed change(s) in the Bylaws has merit (via a simple majority vote of the Officers), it will then be presented to the membership for approval. The Bylaws may be amended only by a simple majority vote of a minimum of 67 percent (67%) of the total votes allocated to Club members entitled to vote on the amendment. If approved, the amendment will be listed as an Appendix to these Bylaws, by date of the membership approval.

SECTION 2. Balloting for amendments to 12 Kings Bylaws will be done via electronic secret balloting to the membership (through a third-party electronic balloting service or equivalent), or by written ballot sent to the membership via USPS or email if electronic balloting is not available. If the proposed amendment is of a contentious nature, and if requested by the amendment author, tabulation of completed written ballots, if written ballots are used, will be performed by a person chosen by the Officers. The person chosen must be neither a Club Officer nor a member of the Club, and may not disclose to any other person how a member voted.

SECTION 3. Any amendments or articles previous to, but not printed in this document will be considered null and void; passed or not, recorded or not.

ARTICLE IX – Miscellaneous

SECTION 1. It shall be prohibited for any person or persons or entity to profit from the name, logo, insignia, or other related tangible or intangible things of 12 Kings without prior written approval of the governing body.

SECTION 2. The Club shall keep correct and complete books and records of account, shall keep minutes of the proceedings of all Club and Officer meetings, and all actions taken by committees, and shall keep a copy of the Bylaws as amended to date. Financial records shall be retained for a minimum of seven (7) years, and all other records for a minimum of three (3) years.

SECTION 3. The fiscal year for financial statements and federal income tax purposes shall be from January 1 through December 31 inclusive.

ARTICLE X - 12 Kings Dissolution

SECTION 1. Upon the dissolution of 12 Kings, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, or shall be distributed to the local or state or federal government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Hays County, Texas, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

APPENDIX 1

12 Kings Car Club Statement of Ethics and Values

Member Integrity

We value truthfulness and strive to avoid misrepresentation.

We strive for fairness and objectivity in our deliberations and decision-making.

We seek to ensure that confidential or privileged information is used only as intended.

We strive to be inclusive and embrace diversity in all our activities.

We respect the dignity of every person with whom we have contact.

Organizational Integrity

We pledge good stewardship of the funds we raise.

We pledge to protect the good name of the 12 Kings Car Club and to avoid any activity that diminishes our mission.

As an organization we will not condone coercive or unscrupulous behavior in any of our dealings with other members, donors, charities, vendors, or the general public.

We pledge to provide an environment where open communications and diversity of opinions are welcomed and encouraged.

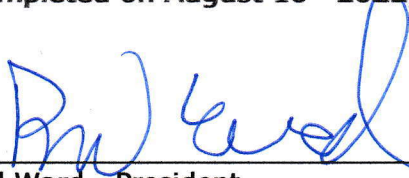
No Conflicts of Interest / Personal Gains

As members of the 12 Kings Car Club we pledge to disclose our personal interests, and when appropriate to refrain from participating in or influencing any decision that would provide a direct personal advantage to us or any member of our family.

As members we pledge not to accept any gratuity for favor in return for duties performed on behalf of the 12 Kings Car Club from parties that may have benefited materially from our decisions.

* * * * *

We, the Officers of the 12 Kings Car Club, do hereby certify that the above-stated Declaration of Bylaws of the 12 Kings Car Club was ratified and executed on the 17th day of August 2022, pursuant to a successful vote for adoption by the 12 Kings membership completed on August 10th 2022, and constitute a complete copy thereof.



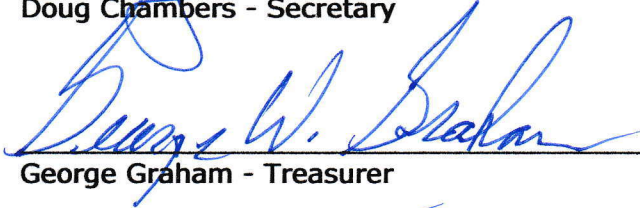
Bill Ward - President



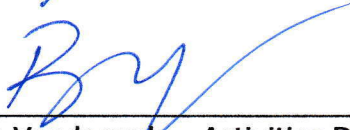
Jonny Olsen - Vice President



Doug Chambers - Secretary



George Graham - Treasurer



Bruce Vanderzyde - Activities Director



Mike Cochran - Webmaster



Len Brinkman - Sergeant at Arms