



Cadillac & LaSalle Club, Inc.

POLICY MANUAL

&

Guidelines for Chartered  
Regions and Chapters

Version 6.9 Jan. 2025

Updates from version 6.8.1 dated June 2023:

- The job description for VP National Activities has been updated, Chapter 1, pg.4
- All references to the CLC National Office have been changed to Cornerstone Registration Ltd. Chapter 4 Page 17.
- The responsibility for tracking Region and Chapter status has been changed to the CLC President or his/her assigns. Chapter 4 Page 18.
- Chapter 4 Page 18. Region/Chapter membership compliance has been moved to the Region/Chapter Vice President(s). Chapter 4, page 18.
- Mention of Region participation in Grand Nationals have been removed, Chapter 5 pages 21 & 22.
- Region allocation of GN profits removed, Chapter 5, pg 23.

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## **CHAPTER ONE - NATIONAL OFFICERS**

In accordance with the Constitution of the Cadillac & LaSalle Club, Inc., the National Officers are the President, Executive Vice President, Regional Vice Presidents, Vice President for International Affiliates, Vice President for National Activities, Vice President for Information Technology, Secretary, and Treasurer.

### **Responsibilities of National Officers**

#### **President**

**Responsibilities:** The President serves as the Chief Executive Officer of the Cadillac & LaSalle Club (the 'Club' or 'CLC'). He/she has the responsibility to oversee all functions, operations and activities of the Club. He/she shall provide direction, guidance and advice to Officers, Directors, Committees and staff. Between meetings of the Board, the President is responsible for the implementation of Club Policy.

**Board Chairperson:** The President shall chair all meetings of the Board and shall vote only on questions of equal division to break a tie. He/she is to use his prerogative should a mandate not be apparent on important matters and postpone further action until necessary research, input or membership polling can be obtained. The President should reflect existing policy and direction established by the Cadillac & LaSalle Club Board of Directors ('Board of Directors' or 'the Board') though his or her personal opinion may differ.

**Rules of Order:** The President, while conducting meetings of the Board, shall not introduce a motion, but instead ask if a motion can come from the Board. It should then be duly seconded, discussed and voted upon.

**Policy:** The President shall communicate with the members of the Board of Directors, obtain their advice and call for a meeting when a situation occurs requiring a change in existing policy, or a change of instructions from the Board of Directors on matters of significant impact. Such meeting may be conducted via telephone or other means intended to allow all Board members an opportunity to participate. He/she may defer actions until the next meeting of the Board or ask the Secretary to place such an item on the agenda for disposition. An email vote is not generally appropriate as it does not allow an opportunity for discussion.

**Authority:** The President has the power to delegate and assign authority. The President has the authority to appoint a CLC member to the Board of Directors to fill any unexpired term to serve until the next regular election. Such appointments are subject to Board of Directors approval. The President is responsible and answerable for all his/her activities to the Board of Directors.

**Committees:** The President has the power to appoint committees once the committee and its activities are authorized by the Board of Directors and the necessary appropriations are approved. The President shall ask for periodic reports from Committee Chairpersons, Regional Vice Presidents, Chapters Liaison, Functional Positions and the Treasurer regarding their activities to assure the proper and smooth flow of activities or to prevent potential problems.

**Agency:** The President has the authority to sign or electronically approve such documents for the Club as may be assigned to him/her by the Board of Directors (i.e. checks, contracts, and other instruments in writing on behalf of the Club).

**Expense Reimbursement:** The President may submit requests for reimbursement of expenses for the mailing of official Club correspondence, telephone calls to Officers, Board Members, Committee Chairs, etc. when it pertains to official Club business. Requests are to be submitted to the Treasurer for reimbursement.

**Communications with Executive Vice President:** The President has a specific responsibility to be in touch, advise and consult with the Executive Vice President. This helps prepare the Executive Vice President for the Office of the Presidency should he/she be so elected, or in the event of the President's absence or inability to serve.

**Chief Public Relations Officer:** The President is the Chief Public Relations Officer. External matters with other clubs, media or requests for appearances on special occasions should be brought to his/her attention.

**Past Presidents:** shall serve as ex-officio on the Board of Directors with full voting privileges.

### **Executive Vice President**

**Responsibilities:** The Executive Vice President's primary function is to be available to the President and serve as President in the event of the President's absence, inability to serve or removal from office. The Executive Vice President, upon not hearing from the President periodically, should make contact and initiate various types of communication with the President to update himself/herself of Club activities. He/she should make

himself/herself available at all times to assist the President, perform any duties that may be assigned to him/her and serve as a sounding board and advisor.

## **Regional Vice Presidents**

**Responsibility:** There are five (5) Regional Vice Presidents (RVPs); one each in the Northeastern, Southeastern, Western, Central and Southwestern regions. RVPs monitor region performance, ensure compliance with CLC policy, and adherence to minimum standards, and coordinate matters pertaining to Regions located in the assigned geographical area.

**Communications:** Each Regional Vice President has the responsibility to convey matters of interest, policy or activity to the President and the Board of Directors. Conversely, he/she is responsible to communicate all applicable activities and CLC policy to the regions. He/she is the liaison between regions and the Board. He/she should provide the President with periodic reports. RVPs shall communicate policy matters enacted by the Board of Directors and actions taken by the Officers between meetings of the Board. The Regional Vice Presidents shall receive communications from Regions within their assigned territory as ombudsmen to the President and Board of Directors. Regional Vice Presidents shall notify Provisional Regions of their provisional status and elevation to full regional affiliation following approval of applications by the Board of Directors.

**Relationship with Regions:** He/she should promote membership in the Club, should promote the establishment of new regions, encourage them to establish organizational structures compatible with the Club and assist them with counsel, advice and suggestions for suitable activities. A Regional Vice President should be familiar with all local activities, participate in local activities whenever possible and officially represent the Club. Most important of all, he/she shall promote harmony within and among regions and encourage their participation in National activities. Regions having special projects shall, upon desiring national promotion, clear their project with their RVP.

## **Chapters Vice President**

The Chapters VP has the responsibility to convey matters of interest, policy or activity to the President and the Board of Directors relating to Chapters. Conversely, he/she is responsible to communicate all applicable activities and CLC Policy to the Chapters. He/she should communicate with Chapters and be assured they comply with the minimum standards of a Chapter. He/she should coordinate the establishment of new

Chapters, encourage them to establish organizational structures compatible with the Club and assist them with counsel, advice and suggestions for suitable activities. He/she shall encourage Chapters participation in National activities. Chapters having special projects shall, upon desiring national promotion, clear their project with the VP Chapters. The VP Chapters shall notify Provisional Chapters of their provisional status and elevation to full Chapter affiliation following approval of application by the Board of Directors.

### **Vice President for International Affiliates**

**Responsibility:** The International Vice President (IVP) is in charge of all International Affiliate Clubs outside of the USA, including; Canada, Europe, Australia and New Zealand. The Vice President will have Directors, Assistant Directors, Affiliate Presidents or Liaisons that report to him/her for coordinating matters pertaining to the Affiliates. The IVP will coordinate with an international team for the purpose of selecting recipients for awards, and he/she will report to the Awards Committee.

**Communications:** The International Vice President has the responsibility to convey matters of interest, policy or activity to the President and the Board of Directors. Conversely, he/she is responsible for communicating all applicable activities and CLC policy to the affiliates. The IVP is the liaison between Affiliates and the Board, and he/she will provide the President with periodic reports.

**Relationship with Affiliates:** The IVP should promote membership in the Club, foster the establishment of new Affiliates, encourage them to establish organizational structures compatible with the Club, and assist them with advice and suggestions for suitable activities. The International Vice President should also participate in CLC activities whenever possible, and officially represent the Club. Most importantly, he/she should promote harmony among the Affiliates and encourage participation in International activities. Those Affiliates having special projects seeking International promotion will need to clear their project beforehand with the IVP.

### **Vice President for National Activities**

**Responsibility:** The Vice President for National Activities chairs the National Meets and Tours Committee and the Grand National team. This person plans and implements the Grand National and Winter Reunion & Board Meetings and recruits, assists, and guides host Regions of National Driving Tours. He/She is responsible for updating the ***Grand National Reference Manual*** (GNRM) and ***Handbook for Driving Tours*** as needed. This person will perform the function of Grand National Chair and will lead a Grand National team comprised of experts in a pertinent field related to the event. This VP coordinates the Club's national events calendar with the Board of Directors.

## **Vice President of Information Technology**

The Vice President of Information Technology (VPIT) manages the Club's technical applications and oversees its online and mobile presence. This includes the Club's website, its other Internet possessions (such as the Discussion Forum, Photo Gallery, the Grand National website and Club Store), social media assets (Facebook, YouTube and other "apps" that may be developed), and electronic distribution of ***The Self-Starter***. It excludes oversight of technology (hardware and software) associated with Judging.

The VPIT chairs the IT Committee and oversees the annual Website of Merit judging through the Committee, along with other responsibilities. This person manages the activities of the Webmaster/Director of Information Technology (a staff position) and assures he/she is in compliance with the terms of his/her contract.

**Discussion Forum:** The Discussion Forum software and its layout are overseen by the VP of IT. Discussion Forum content and policing of users' posts is the responsibility of the Chief Moderator and other moderators under him/her. The VP of IT may nominate a moderator for approval by the active moderators. Moderators shall escalate to the VP of IT any matters relating to the Forum's content, management or membership that they deem as requiring the attention of the CLC Board.

## **Secretary**

The Secretary has the responsibility of recording and keeping all minutes of Board meetings, national membership meetings and other official meetings as may be called by the President. The Secretary shall coordinate and execute proper notice and agendas a minimum of forty-five (45) days prior for officially called meetings of the Club.

**Quorum:** The Secretary is to call roll at all officially called meetings and determine the presence of a quorum and the ability of the Club to transact official business. A quorum constitutes not less than eleven (11) members of the Board present at an officially called meeting.

**Mail Voting:** There is no mail voting.

**Email and Phone Voting:** Phone voting is appropriate when a situation occurs requiring a change in existing policy, or a change of instructions from the Board of Directors on

matters of significant impact. An email vote is not generally appropriate as it does not allow an opportunity for discussion.

## **Treasurer**

The Treasurer has charge of and is to keep an account of all Club funds received and expended. The Treasurer is a member of the Finance Committee and may or may not chair that committee.

**Non-Profit Compliance:** All financial transactions, checks and balances, operations, reporting and other requirements shall be in accordance with the provisions for a nonprofit organization under Section 5010 of the Internal Revenue Code and the laws of the State of Michigan in which the Club is chartered.

**Funds:** He/she shall deposit all sums received in a bank(s) or other financial institutions approved by the Executive Committee. Unused money shall be deposited in an interest-bearing account or secure Certificates of Deposit that can render additional income to the Club. Daily operating accounts are to be managed to minimize or eliminate bank charges, administrative service or processing costs, etc.

**Disbursements:** All disbursements processed by the Treasurer on behalf of the Club may be signed or electronically approved by the Treasurer, the President or other persons authorized by the Board of Directors. A ledger of payments, disbursed by the Treasurer, is to be sent periodically to the President and Finance Committee as a matter of information.

**Budget:** The Treasurer shall prepare, with the President and Executive Vice President, a budget for presentation, consideration and approval by the Board of Directors.

**Reports:** The Treasurer shall provide the Board of Directors with a financial report twice yearly or whenever the Board of Directors or President may direct. This report shall include the detailing of all Charts of Accounts in relationship to the Approved Budget as submitted and reviewed by the Board of Directors.

The CLC Fiscal Year is established as October 1 through September 30. Line item reporting also shall indicate percent of budgeted income and expense received or expended to date. Once each year, after the books have been closed, the Treasurer shall prepare a financial report for the November-December issue of the Club's monthly publication.

**Bookkeeping:** The Treasurer may delegate or assign his/her responsibilities for the keeping of the books to an Accounting firm, or Club staff, pending approval by the Board of Directors.

**Audit:** The Finance Committee shall engage a Certified Public Accountant to perform either an audit, review or compilation on the Club's accounting records and other financial matters the Committee deems appropriate, on a periodic basis not more than once per year and not less than once every five years, anytime there is a change in Club Treasurer, or at the Direction of the Board of Directors. The Finance Committee Chair is responsible for maintaining this calendar and reporting results and recommendations to the Board. The Board of Directors also may authorize the hiring of a CPA.

**Bond:** The Treasurer shall, at the expense of the Club, obtain a bond for the faithful performance his/her responsibilities in an amount reflective of the value of Club funds under his/her management.

### **Terms of Office of National Officers**

National Officers serve a term of two years. There are no term limits, except the President who may not serve more than two terms consecutively. It is assumed all National Officer terms end after two-years and start or resume when elected or re-elected by the Board of Directors. This does not prevent a President from serving two terms in office consecutive with service of one year or less of an unexpired term of office.

### **Reimbursement of Expenses for National Officers**

The President has an expense limit of one thousand dollars (\$1,000) per year for travel and other expenses associated with the duties of the position. It is not intended to be used for expenses related to the attendance National events, unless approved in advance by the remaining Executive Committee members. If/when funds are used it should be reported at Board meetings. The money does not roll over to accumulate if not used each year.

The Vice President for International Affiliates has a one thousand dollar (\$1,000) limit available every year for travel expenses related to attending events held by International Affiliates of the CLC. This money does not roll over to accumulate if not used each term unless approved in advance by the Board of Directors.

Regional Vice Presidents have a limit of one thousand dollars (\$1,000) per year for travel costs to visit their designated Regions and if/when used, should be reported at Board



meetings. It is not intended to be used for expenses related to the attendance of National events unless approved in advance by the Club Board of Directors or Executive Committee. The money does not roll over to accumulate if not used each year.

Receipts must be submitted in all instances for reimbursement.

## **CHAPTER TWO - NATIONAL DIRECTORS**

### **Elected**

In accordance with the Constitution of the Cadillac & LaSalle Club, Inc., the Board of Directors of the Club shall consist of 20 elected and/or duly appointed members, plus all National Officers. Since Directors are elected prior to National Officers' terms commencing, it is common that National Officers are selected from the pool of 20 Directors. Any member of the CLC in good standing may be nominated, or may self-nominate, to be a Director.

Directors are nominated by the Nominating Committee, or self-nominated in accordance with the terms of the Constitution, Article V, Section 3. Directors are elected by member balloting in accordance with the terms of the Constitution, Article V, Section 4.

Directors are expected to expend the time and money to attend the 4 board meetings held during their two-year term but must attend at least one per year unless they cannot for medical reasons (assuming medical reason is not chronic, in which case Director should reconsider this commitment). Directors will also endeavor to attend any meetings conducted by conference call.

### **Appointed**

Each Region not represented by an elected or appointed Director or National Officer may appoint an Appointed National Director to represent them at meetings of the Board. Appointed National Directors have the same voting rights as elected or appointed Directors and National Officers.

The Region must notify the President and appropriate RVP in writing, or by email, of their selection of a regional member to serve on the Board of Directors if they are to be eligible to vote. National Directors shall act with no conflict of interest, and in the best interest of the Club and its members.

Elected or appointed Directors or National Officers who are members of multiple regions shall represent just one region on the Board (preferably the Region in which they live).

Elected or appointed Directors or National Officers who choose to Opt-out of representing a Region(s) in which they belong may do so but must advise the President and RVP of the decision and the reason for it.

## **Responsibilities of National Directors**

### **Objectivity**

All Officers, Directors and persons appointed to positions of leadership in the Club have the responsibility to carry out their duties in keeping with existing Board policy. Personal opinions must be set aside in deference to the established policy for the benefit of the membership at large. These persons have a fiduciary responsibility to carry out their activities objectively and analyze from the point of view of those it will affect.

### **Best Interest of National Club**

All decisions must represent the CLC membership. Personal opinions can be used as persuasive arguments or as a minority opinion, but when a vote is taken such a vote should be in the best interest of the Club and the majority of the membership rather than a special interest group.

### **Response**

Officers, Directors, Committee Chairpersons and others appointed to responsible positions will be asked to respond by email or participate in a phone conference (i.e., Board of Director ballots, consensus requests, opinions, etc.) Such responses should be made in a timely fashion. At minimum, an email request from the Board of Directors must be returned by the announced deadline.

### **Attendance at Board Meetings**

All Officers and Directors are expected to attend regularly scheduled meetings of the Board of Directors. Appointed National Directors are not held to the same attendance requirements as elected or appointed Board members but are expected to attend and represent their Regions at all Board Meetings. If such attendance cannot be sustained the individual should relinquish the position for someone who can attend. Representation and participation at Board meetings are very important to making appropriate decisions that represent the best interests of the membership.

### **Regional Representation**

Members of the Board should obtain input whenever possible from their Region. Board members are elected by the membership to represent their point of view. The ultimate vote, however, must be made in the best interests of the entire Club and the majority of the membership.

Past Directors are considered a valuable source of talent and ability. Utilization of their services shall be encouraged, and their counsel sought when appropriate.

**Orientation**

First-time National Officers and Directors must read the *CLC Officers Orientation Manual* available from the National Office or the Club's website (Groups, Committees: Officers and Directors, Important BoD Documents).

## **CHAPTER THREE - FUNCTIONAL POSITIONS**

The following Board positions are established to accomplish specific objectives. These individuals shall be appointed to these positions by the President for a period of one (1) year. Each Director serves on the Board of Directors ex officio without a vote (unless separately elected by the membership).

### **Director of Technical Services**

The Director of Technical Services supervises the Club Technicians who respond to member questions regarding technical issues. He/she appoints such Technicians after reviewing their experience and assigning them to specific years, models or automobile components as appropriate based on their experience. In the event a member needs technical information for a subject where a Technician does not exist, the Director of Technical Services will answer the member's question or identify someone who can. Technical advice is to be properly researched and substantiated. However, it must be presented as an opinion of the provider and not as a position of the Club.

The Director of Technical Services supervises the preparation of the Club's ***Authenticity Manuals***. Supervision includes appointing members to Manual Committees, providing direction regarding manual content and standards, editing of all manuals produced, approving manuals for publication, approving publication procedures and procurement, deciding pricing for manual sales to members and others and coordinating marketing of all Manuals produced. The Director of Technical Services also manages the sale and fulfillment of all Manuals, assisted, as appropriate, by the National Office and Manual Chairs.

The Director of Technical Services, including Club Technicians and Authenticity Manual Chairs, is afforded occasional space in the Club publication and website for the presentation of meaningful technical information of interest to Club members.

### **Director for Member Promotions/Public Relations**

This individual focuses on providing greater public visibility and interest in the Club. Press releases on Club events, activities and announcements, etc. will be prepared and sent to hobby publications and social media outlets. This individual will develop and place ads in national hobby publications and social media oriented towards members of other clubs and the public who celebrate Cadillac and LaSalle vehicles.

This position oversees an annual budget determined and approved by the Board, or between meetings by the Executive Committee. This individual has the ability to trade TSS ad space for space in other single marque or collector car publications but must coordinate these actions with the Chairperson of the Publications Committee and the Integrated Advertising Sales Director.

### **Director of European Affiliates**

**Responsibility:** The Director of European Affiliates (DEA) is in charge of all CLC European Affiliates. The Director will have two Assistant Directors, Club Presidents, and/or Liaisons that report to him/her for coordinating matters pertaining to the Affiliates. The Director will have full responsibility for the organization of CLC Grand European Meets. Additionally, the Director will work with an international team for the purpose of selecting recipients for awards, and he/she will report to the CLC Vice President for International Affiliates.

**Communications:** The Director of European Affiliates has the responsibility to convey matters of interest, policy or activity to the International Affiliates Vice President. Conversely, he/she is responsible for communicating all applicable activities and CLC policy to the affiliates. The DEA is the liaison between Affiliates and the IVP and will provide the IVP with periodic reports.

**Relationship with Affiliates:** The DEA should promote membership in the Club, support the establishment of new Affiliates, encourage them to establish organizational structures compatible with the Club, and assist them with advice and suggestions for suitable activities. The Director should participate in European activities whenever possible, and officially represent the Cadillac and LaSalle Club. Most importantly, he/she will be promoting harmony among the Affiliates and encourage participation in International activities. Those Affiliates with special projects seeking International promotion, will need to clear their project with the DEA and the IVP.

**Reimbursement of Expenses:** The Director of European Affiliates has a one thousand dollars (\$1,000) limit available every year for travel expenses related to attending events held by International Affiliates of the CLC.

### **Assistant Directors for Northern & Western European Affiliates**

**Responsibility:** The Assistant Director for Northern European Affiliates (ADNE) is a volunteer position tasked with representing the Nordic areas of Denmark, Finland, Iceland, Norway and Sweden. The Assistant Director will report to the Director of European Affiliates, and the IVP on matters pertaining to the Affiliates. He/she will assist in creating and executing the CLC Grand European Meets. The ADNE will promote CLC membership to the Affiliates and will facilitate communications by translating and sharing club magazines and information.

The Assistant Director for Western European Affiliates (ADWE) is a volunteer position tasked with representing the areas of Belgium, France, Great Britain, Germany, The Netherlands, and Switzerland. The Assistant Director will report to the Director of European Affiliates, and the IVP on matters pertaining to the Affiliates. He/she will assist in creating and executing the CLC Grand European Meets. The ADWE will promote CLC membership to the Affiliates and will facilitate communications by translating and sharing club magazines and information.

**Communications:** The Assistant Directors have the responsibility to convey matters of interest, policy, or activity to the Director of European Affiliates. Conversely, he/she is responsible for communicating all applicable activities and CLC policies to the affiliates. He/she is the liaison between Affiliates and the Director and will provide the DEA and IVP with periodic reports.

**Relationship with Affiliates:** The Assistant Directors will promote membership in the CLC, support the establishment of new Affiliates, encourage them to establish organizational structures compatible with the Club, and assist them with advice and suggestions for suitable activities. They should participate in area activities whenever possible, and officially represent the Cadillac and LaSalle Club. Most importantly, he/she will promote harmony among the Affiliates, and encourage participation in International activities. Affiliates having special projects seeking International promotion, will need to clear their project with the DEA and the IVP.

**Reimbursement of Expenses:** The Assistant Directors each have a five hundred US dollar (\$500) limit available every year for travel expenses related to attending events held by International Affiliates of the CLC.

Receipts must be submitted in all instances for reimbursement.

### **Chairperson - Publications Committee**

This individual will help manage, expedite, and review the contents of the Club's publications *The Self-Starter* and the *International Membership Directory*. He/She shall assist with the publication process, solicit articles when appropriate and control costs. He/She works with the Editor and Art Director to plan content, special features, and advertising for the Club magazine.

The Chairperson oversees the Publications Committee, which in turn is responsible for deciding matters concerning the Club publications, and contracts and compensation for the Editor, Art Director, and the Integrated Advertising Sales Director. The "Pubs" Committee seeks out and recommends publications related contractor staff as necessary for full Board approval.

### **Liaison - Cadillac Motor Car Company**

The Cadillac & LaSalle Club is not in any way officially associated with the Cadillac Motor Car Division of General Motors. Interaction however, is encouraged and cooperation is considered desirable and mutually beneficial by the Club and those in authority at Cadillac Motor Car Division. This is the job of the Liaison – Cadillac Motor Car Company.

Any relationship with Cadillac Motor Car Division is the responsibility of the President, or his designate (the Liaison). Club contacts and requests to General Motors and Cadillac Motor Car Division should be directed through the Liaison to Cadillac Motor Car Division and not handled independently. Liaison may be required to sign a very detailed and confidential contract each year describing the Division's arrangements with The CLC and vice versa. This is to be reviewed by the Club's Document Review Committee Chair.

*Support and recognition by Cadillac Motor Car Division is gratefully acknowledged by the Club.*

### **Chairperson – Finance Committee**

The Chairperson of the Finance Committee selects members for the committee and works with the Treasurer (unless Committee chair is the Treasurer). on the Club's fiscal matters Fiscal matters include tax planning, accounting policies, and the preparation of a complete budget for each fiscal year to be submitted for approval to the Board of Directors. The Finance Committee also shall oversee and facilitate the hiring the independent certified public accountant for the regular audit or review. Chairperson of the committee is also responsible for reporting to the Board and adhering to the audit or financial review recommendations. Additionally, the Chairman of the Finance Committee, or the Club President, if that Chairperson is also the Club Treasurer, shall be kept current as to the processes for acquiring access the Club accounts in the event that the Club Treasurer becomes incapacitated.



## **Chief Judge**

The President, with the concurrence of the Board of Directors, will appoint the Chief Judge who will also serve as Chair of the Judging Committee. The Chief Judge shall appoint Deputy Chief Judges, members of the Judging Committee and members of a Judging Administration Committee, all who will serve at the pleasure of the Chief Judge. The Chief Judge, with the advice of the Judging Committee, prepares and publishes specific procedures that implement Board-approved policies. The Chief Judge also oversees all hardware and software associated with the judging and tabulation of scores.

## **Grand National Treasurer**

The President, with the concurrence of the Board of Directors, will appoint the Grand National Treasurer. The person in this position will handle financial reporting for each Grand National and will have access to the Grand National funds and accounts to facilitate the running of the event and reporting back to the Board the financial outcome of the event. The Grand National Treasurer works closely with the CLC Treasurer to segregate Club income and expenses from the event's income and expenses. The GN Treasurer also monitors and disburses funds for seed money to the Region (if required), expense reimbursement for Club volunteers who conduct site visits, tracking certain expenses that may carry over from one year's event to another, and for making deposits and payments when necessary to venues, transportation suppliers, and the like. Additionally, the Club Treasurer, shall be kept current as to the processes for acquiring access the GN accounts in the event the GN Treasurer becomes incapacitated.

## **CHAPTER FOUR - CLUB STAFF**

### **Scope and Responsibilities**

The President with Board of Directors approval has the authority to contract staff and negotiate their remuneration. Such authority may be delegated to other selected Officers, but such decisions must be presented for ratification by the Board. If contracts are for a certain term, they may be renewed by the President or his designee with the consent of the Executive Board if no changes are desired at the end of the term.

### **Implementation of Policy - Staff**

Upon approval by the Board of Directors part-time or full-time staff may be contracted to conduct the business or administration of the Club activities. Reimbursement for services rendered or expenses incurred may be authorized. Staff shall be responsible to the Board of Directors and between meetings of the Board to the President. Such staff shall always be responsible for implementing policy as may be determined by the Board of Directors.

### **CLC National Office**

National Office duties are conducted by Cornerstone Registration Ltd. Cornerstone receives all new memberships, renewals and changes either by mail or electronic form. A register of all the names and addresses of Club members shall be kept. Membership applications are to be reviewed for accuracy and omissions, duly posted and acknowledged. Dues received are to be turned over to the Treasurer. Cornerstone shall have the authority to check in to any membership irregularities, and if a serious question arises, should bring that to the attention of the President for disposition. Cornerstone is not to accept incomplete dues forms and shall communicate with the members or potential members in question to obtain all the correct information.

Cornerstone is responsible for maintaining and answering the Club phone and Club email address and handling any questions, concerns, or problems that arise.

Cornerstone is responsible for designing, maintaining and reporting on registration activity for all National Events except National Driving Tours.

**Elections:** Cornerstone Registration Ltd. shall be responsible for the management, accounting, and reporting of national elections.

**Correspondence:** Cornerstone Registration Ltd. shall conduct all routine correspondence or special correspondence as may be directed by the President.

The President or his/her assigns shall maintain a centralized record of the status of all Regional clubs and Chapters including completed requests for provisional or charter status and actions thereon.

Region Membership Compliance: The Region and Chapter VP(s) shall tabulate and report region/chapter membership compliance (compliance means region members must be CLC members).

### **Editor**

This individual will edit, manage, expedite, and review the contents of eleven (11) issues per year of ***The Self-Starter*** publication and the annual ***Membership Directory***. This person will assist with the publication process, solicit articles, edit for content and control costs.

Editor selects and edits articles/stories/photos etc. submitted by members and possibly others for inclusion in the Club magazine. The Editor submits a regular column and an occasional article for the Club Magazine as well. Editor manages deadlines, edits in accordance with established protocols (such as the *AP Stylebook*), archives unused submissions, and oversees proofreading and fact checking.

### **Art Director**

Responsibilities include working closely with the Club magazine Editor and print vendor to get the Club magazine, ***The Self-Starter***, and its supplement, the ***International Membership Directory***, laid out and produced in accordance with an established production schedule. The Art Director/Designer should have graphic design experience with a publication of a similar size.

Compose the entire magazine and supplement from text supplied in electronic form by the Editor. Design, scan, size and place photos, graphics and ads in the magazine and its supplement. Supply the Editor with a dummy copy and a final copy for proofreading and assist with proofreading. Deliver to the printer the final magazine in an electronic format compatible with the printer's equipment. Furnish all equipment and facilities required to provide the above described services. Deliver the final electronic version of the magazine for posting to Club's web site.

Assist the National Office and Director of Technical Services with keeping all Region, Chapter and International Affiliate listings on Club publications up to date. Provide official

Club logos to Regions, Chapters and Affiliates in electronic format upon request, for approved purposes.

### **Integrated Advertising Sales Director**

This individual is the Club's ad manager. He or She is responsible for the sales of advertisements in the Clubs publications, national events booklets, and electronic media. This director contacts existing and prospective advertisers, provides quotes and manages ad rates, follows up on prospective sales, and manages and reports the collection of ad sales funds. This individual shall report sales activity regularly to the Finance Committee (for compensation and accounts receivable purposes). Compensation is a combination of commission and a flat hourly rate (for administrative duties) which is approved by the Board.

### **Director of Information Technology**

The Director of Information Technology (DIT) performs the duties commonly associated with a "webmaster" and handles and coordinates with the National Office responsibilities associated with any pre-packaged electronic membership management system. The system, which shall be subject to changes and revisions from time to time, as well as such other duties and services related to information technology may be assigned to him by the President, the Vice President for Information Technology, or the Board of Directors. The Club may also ask the (DIT) to perform some services of this nature for the benefit of a separate but related nonprofit organization, the Cadillac-LaSalle Club Museum and Research Center, Inc. ("CLCMRC").

### **CLC Meet-Event Registrar**

This purpose of this position is to provide event registration services for the Grand National. This is a compensated position and operates under a written agreement. The rationale for creating this staff job is to provide consistency and experience to this most important task.

## **CHAPTER FIVE - STANDING COMMITTEES**

Standing committees may, but not need to be chaired or populated by Board members. All committees need to be chaired by **self-motivated and resourceful members** who will pursue the responsibilities of the committee. Within the definition of its function, the committee should be a proactive entity that periodically, makes solicited and unsolicited recommendations to the President and Board of Directors.

It is critical that Committee Chairpersons interact with other Chairpersons to coordinate their efforts where there is functional overlap (e.g., Special Awards Committee and Grand National Committee). *The CLC President is an ex officio member of all committees.*

### **Executive**

The President shall have available to him/her the Executive Committee with whom he/she can seek advice and counsel in relation to policy or administrative matters. The Board of Directors may authorize the Executive Committee to act on their behalf between meetings of the Board on matters that do not require a change in the Bylaws or Constitution.

The Executive Committee shall, at minimum, be comprised of the President, immediate Past President, Executive Vice President, Secretary, Treasurer, and such other Club leaders at the President's discretion, who may be of benefit to advise and counsel the President.

The Executive Committee has the power to spend up to \$1500 without Board approval for any miscellaneous expenses, projects, seed monies, or other items the committee deems necessary. Expenditures in excess of that amount require Board approval.

### **Judging**

The Chief Judge shall appoint members of the Judging Committee and members of a Judging Administration Committee, all who will serve at the pleasure of the Chief Judge. The Chief Judge will serve as Chair of the Judging Committee. The Judging Committee shall be comprised of a National Chief Judge and a National Deputy Chief Judge, plus any other individuals needed to carry out the assigned responsibilities.

The Judging Committee will develop and implement a system of procedures and practices to enable the objective judging of all automobiles that may be entered in a Grand National Meet and other authorized events against the standards specified for a particular Division. These practices and procedures will be documented in the **CLC Judging Manual** and regularly published in written and electronic form.

This Committee will assist the Host Region of the Grand National Meet with judging matters and shall be the final authority. The Judging Committee may recommend improvements in the judging procedures; develop educational techniques to orient and reward judges or any other means that will facilitate the judging process at officially authorized national activities. The Judging Committee is responsible for the care of national judging software and hardware, paper forms, pins, tabulation tools and other judging-related Club assets.

### **Awards**

It shall be the duty of the Awards Committee to maintain the regulations for all special awards and to seek opportunities for new awards. They are responsible for establishing procedures for the eligibility, timely notice and the selection of winners; implementing the regulations; obtaining the awards; and planning all programs related to the announcement of the winners. A Chairperson shall be appointed by the President with additional members to serve as needed.

This committee assists the Chief Judge in ordering, assembling, and distributing judging awards, and maintaining and projecting car award inventory.

### **National Meets & Tours**

It shall be the responsibility of this committee to manage the Club calendar for all national events, which are annually the Grand National, Winter Board Meeting, and one or two National Driving Tours. It is the committee's responsibility to draft and maintain the **CLC Grand National Reference Manual** and the **Handbook for Driving Tours**.

This committee shall provide continuity, experience, guidelines, coordination, liaison and communication within the boundaries of establishing CLC policy and the appropriateness of any new ideas which will enhance the enjoyment of the participants and attendees. The National Meets & Tours Committee shall serve as the national clearinghouse for these events and shall serve to maintain, update or improve national events.

The VP for National Activities shall serve as Chairperson for Grand Nationals and shall lead the Grand National Team (within the Committee) to manage all aspects of Grand Nationals. This was once the purview of Regions but is now solely the responsibility of the Committee, except in rare and unusual circumstances.

Annually there is one Grand National, one or two National Driving Tours (which must be separated by a reasonable amount of time and geography), and one Winter Board Meeting.

A separate Grand National budget and budget director (GN Treasurer) will be established with the approval of the CLC Board of Directors. In the rare case where a Region is involved with a Grand National, profits from a GN shall be divided in an equitable manner, based on calculations agreed upon in advance of the event's start.

### **Touring Badge Program Administrator**

The Touring Badge Program Administrator is a voluntary position with the following responsibilities:

- Maintain all Program records for qualifying tours. Records include dates, locations, and daily mileage for each National Driving Tour, Grand National Driving Tour, Fall Festival Driving Tour, and approved Regional Driving Tour dating back to June 7, 2011. Records are kept on a spreadsheet and are to be saved and backed up whenever there is a change.
- Maintain records of the Program participants' vehicles' accumulated miles (awards are given to the vehicle, not the owner). Records are kept on a spreadsheet and are to be saved and backed up whenever there is a change.
- Reach out to Driving Tour chairpersons: Prepare the Touring Program Registration and Recording Form for each qualifying tour. This information will be provided by the tour's chairperson. Annually this will include the National Driving Tour, GN Driving Tour and Fall Festival Driving Tour. Contact Regional Driving Tour chairpersons whenever it becomes evident a Region may be having a tour that meets the program's criteria. This form is available in the *International Membership Directory*.
- Return completed Touring Program Registration and Recording Form to Tour Chairpersons for distribution to tour participants (reinforce this form is to be distributed to each vehicle). This form is available in the *International Membership Directory*.
- Receive and process completed forms for Program participants: Email mileage balances to vehicle owners after each mileage change. Record grille badge number on each grille badge (or level 2 pin and decal) and ship to individuals along with a congratulations letter when earned.
- Track Program assets and maintain appropriate inventory of badges, pins, and decals.
- Endeavor to improve and promote the CLC Touring Program whenever possible.

## **Grand National Registration Refunds**

### **Purpose Statement:**

The Grand National Event Registration Form and Schedule states: "All fees are non-refundable unless the event is canceled by the CLC." Situations will arise where refunds may need to be considered and reviewed. This is a guideline for those circumstances.

### **Procedure or Practices:**

#### **Grand National event cancellation:**

If a Grand National is cancelled by the CLC, a member will be refunded without an application process. A refund will be issued to the member originally paying the registration if possible. If this is not possible a refund check will be generated to the member designate. The CLC will notify the registrar and the Grand National treasurer with the proper information and documentation for the refund process to be implemented.

#### **Tour cancellation:**

If a tour is cancelled by the CLC, for any reason, the registrar will notify the affected members. A member may apply those refund dollars to another open tour or activity of their choice. The registrar can adjust or make that substitution if needed. If not, a refund can be issued to the member originally paying the registration. The registrar will notify the Grand National treasurer with the proper information and documentation for the substitution or refund.

#### **Other Occurrences:**

There may be other circumstances a member would require a refund. These will be reviewed on a case-by-case basis. All requests should be made to the Registrar in writing or email, by the member themselves if at all possible. Phone requests will be considered to expedite the process; however, a written document will still be requested. A brief description or reason is requested and should be included for review by the registrar and by NMTCC. A determination will be made and communicated to the member as to that decision.

Due to security and privacy of the member, a third-party contact or application should not be considered a valid request. (CLC Officers and Board of Directors are considered third-party.) A third party may request the registrar contact the member, but the requester (member) must be the initiator of the claim. This member documentation eases the CLC from liability and harm in the event an unknown or unwanted refund were issued without a member's knowledge.

Types of requests incorporated but not limited to are listed below:



### 1. Death, Illness, Hospitalization:

If a member or family member is unable to attend a Grand National due to a death in the family, and a paid registration has been received, the fees and tours will be refunded. If the surviving member, spouse/partner chooses to cancel only a portion of the registration, their wishes will be administered with the utmost respect and the appropriate refund will be issued as specified.

If a member or family member is unable to attend a Grand National due to illness, or hospitalization and a paid registration has been received, the fees and tours will be refunded. In some instances, the NMTC could and might request a doctor's verification or restrictions list. This would be necessary if we were to encounter a hold harmless provision.

### 2. Personal Reasons

A request for refund due to a member's change of plans, a choice not to attend a specific tour, event, or the entire Grand National, the request will be reviewed. A factor for determination of a refund will be based on the timeframe in which the registrar received the request. (See below)

Registration Fees: If a complete cancellation for the Grand National is requested because of personal choice, registration fees will not be refunded. These fees are considered fixed administrative costs and are used for Grand National planning and scheduling.

Tours and Activities: A tours and activities refund request will be based on venue pricing, pre-purchased tours, and no-show penalties. Tours are also based on capacities and headcounts during planning. The nearer to the Grand National tour determines a refund or a portion thereof. If approved, a pro-rated schedule based on request date and the Grand National start date will be used when considering refund amounts.

Register begins to Late Register = Full refund of tours/activities

Late Register to Onsite Register = 50% refund of tours/activities

Onsite Register to Event start = No refund of tours/activities

### 3. No Show or No Packet Pickup

At the beginning of the Grand National, registration packets not collected are considered no shows, and no refunds will be issued. This includes requests after the Grand National is completed due to their inability to attend a tour or activity.

Refund requests will be considered by the Registrar, GN Treasurer and by the National Meets Tours Committee. If circumstances are beyond the scope of this policy due to hardship or other adverse conditions, they will be given due diligence and reviewed by the committee. It is the intent to be fair to all members requesting refunds who follow the guidelines set forth.

## **Long-Range Planning**

The Long-Range Planning Committee (LRP) shall serve in a monitoring capacity for existing policy and procedures. It also shall function to identify future needs in anticipation of membership needs, club operation, updating club business functions and any activity that would improve the enjoyment of the hobby and effectiveness of the Club to service its membership. All determinations and recommendations are to be communicated to the President and the Board of Directors.

The Chairperson for the Long-Range Planning Committee is appointed by and serves at the pleasure of the President. The Executive Vice President may serve as the Chairperson for the Long-Range Planning Committee and may benefit in doing so by formulating his or her vision of the Club's future. All members of the LRP Committee shall either be chosen by the Chairperson or may volunteer and be approved by the Chairperson. All members of the LRP Committee shall be knowledgeable of the Club. The Chairperson shall contact all Committee members twice yearly to request input for the Board of Directors meeting report. Input from Regions, Chapters and membership at large should always be considered.

## **Membership Promotions/Public Relations**

The Membership Promotions/Public Relations Committee, chaired by the Director for Member Promotions/Public Relations shall be responsible for promoting public awareness and a favorable impression of the Club. Duties shall include the preparation and release of material to the hobby press and assistance to the National Meets and Tours Committee. The Membership Promotions/Public Relations Committee will be the clearinghouse for club responses to requests for assistance in commercial promotions (e.g. new model releases, motion picture productions and openings, sales promotions, etc.).

The Membership Promotions/Public Relations Committee shall be responsible to recommend appropriate action that will increase the membership of the Club and implement such action if directed to do so by the Board. It shall monitor, recommend and implement activities that will promote satisfaction among existing members, renew membership with those who have allowed their affiliation to lapse and to find ways and means of expanding the existing membership. The Director for Membership Promotions/PR shall serve as Chairperson with additional members as may be deemed necessary.

Funds appropriated to execute the committee's mission shall be approved by the Board of Directors. The Club's social media presence (Facebook, Instagram, Twitter, whatever), paid for or free, shall be under the purview of this committee.

## **Finance**

The Finance Committee shall supervise all fiscal matters of the Club, formulate and recommend to the Board of Directors any changes in fiscal policies or procedures deemed advisable; and assist the Treasurer with the preparation of a complete budget for each fiscal year to be submitted for approval to the Board of Directors. The Finance Committee also shall oversee, facilitate, and track the regular independent review or audit of the Club's money assets. A Chairperson and members of the committee shall be appointed by the President and will also include the Treasurer.

*It is club Policy that the Club have money assets on hand that are equivalent or exceed one year's operating expenses.*

## **Publications**

The Publications Committee shall oversee publication of the ***The Self-Starter*** and the ***International Membership Directory***. They shall solicit competitive bids for publication and make recommendations to the Board of Directors for awarding publishing/printing contracts.

They will periodically sample membership satisfaction with format, content and distribution of club publications with a view towards cost containment and membership satisfaction. The Chairperson is appointed by the President. The Committee will include the Editor, Art Director, Integrated Media Advertising Director along with additional members as may be deemed necessary.

## **Technical Services**

The Technical Services Committee, chaired by the Director of Technical Services, is composed of those persons, preferably Club members, who have volunteered to serve as Technicians or Specialists for the various models of Cadillac and LaSalle. Technician names are published in the Membership Directory, on the CLC website and periodically in ***The Self-Starter***. Requests for information may be submitted by email or if by postal mail, at the expense of the member for postage (stamped self-addressed envelope required) and any duplication costs.

## **CHAPTER SIX - ELECTIONS AND NOMINATING PROCEDURES**

### **Nominating Committee: Officers**

An Officers' Nominating Committee shall be appointed by the President to propose a slate for the position of President, Executive Vice President, Treasurer, Secretary, Regional Vice Presidents, and Vice President for International Affiliates. The President shall appoint no less than three (3) elected or appointed Board members to serve on this committee. The Officers Nominating Committee shall select from members in good standing the slate of one (1) individual for each office. Nominations are to be announced to the Board of Directors in session at the appropriate board meeting, normally at the time of the Grand National Meet.

### **Nomination Committee: Directors**

The Directors' Nomination Committee, which may or may not be the same committee to present the slate of officers, shall be appointed by the President. Such appointment shall be made not less than six (6) months before the Annual Board Meeting at the Grand National Meet. This committee shall be responsible to select candidates; urge qualified individuals to have their name placed in nomination; assure fair nationwide representation; notify the membership of the qualifications of each candidate on the slate. Consideration of candidates shall include their past attendance, participation in Board activities and compliance with the Board of Director's Code of Conduct. The Directors' Nomination Committee also shall be responsible for oversight of the drafting and mail ballot process to the general membership for the slate of directors.

### **Time Constraints**

The CLC membership shall receive ballots with the proposed slate that may be inserted in the monthly ***The Self-Starter*** publication not later than the issue to be received sixty (60) days before the Grand National. All ballots are to be returned to the CLC National Office, or other designated neutral location for a confidential tally that is to be reported to the President and Chairperson of the Directors' Nomination Committee. Announcement of the winning candidates is to be made in ***The Self-Starter*** mailed before the Grand National Meet and may also be posted to the CLC Website.

### **Voting**

A CLC membership shall cast one (1) ballot only for the Board of Director candidates. A maximum of twenty (20) votes may be cast for individual candidates on the ballot although the number of candidates on the slate preferably exceeds that number. Cumulative voting, i.e. casting all twenty (20) votes for one person is not permitted.

## **CHAPTER SEVEN - COMMUNICATIONS**

### **Membership Information**

The official CLC publications shall carry general membership information, election ballots, Board policies, procedures, announcements and directives. Such communications are to be sent to the Editor or his/her designee.

### **Who is Responsible to Send**

Matters of general information should be sent to the President and/or CLC National Office. Matters received by the President affecting policy or requiring attention by the Board of Directors should be sent to the Officers and Board by the President. Ultimate responsibility for distribution of communications to the membership shall lie with the President or his/her designate.

### **Who Must Authorize Content**

The President shall have the authority to approve or delegate the content of all communications, subject to the oversight by the Board of Directors. He shall have the responsibility of implementing all communications from the Board of Directors to the membership.

The Treasurer shall be responsible for drafting the content of financial reports to the Board of Directors in consultation with the Finance Committee and President. The content of non-policy matters may be editorially approved and distributed by the Editor when appropriate through the Club publications.

## **CHAPTER EIGHT - FINANCIAL**

### **Audit**

The Finance Committee shall engage a Certified Public Accountant or other appropriate Financial professional to perform either an audit, review or compilation on the Club's accounting records and other financial matters the Committee deems appropriate, on a periodic basis not more than once per year and not less than once every five years, or anytime there is a change in Club Treasurer, or at the direction of the Board of Directors. The cost of such audit, review, or compilation shall be submitted to the Board of Directors for authorization.

### **Budgeting**

A budget shall be presented by the Treasurer or Finance Committee to the Board of Directors at its Winter Board meeting. Such budget would apply to the ensuing fiscal year from October 1 to September 30. Such budget shall list all line items with projected appropriations and shall be presented for approval by the Board of Directors.

The Board of Directors shall receive periodic financial reports from the Treasurer indicating expenditures in relation to the approved budget. The proposed budget shall be sent to the Board of Directors not less than two (2) weeks before the scheduled Board meeting. The budget shall include detailed line items with explanation for both income and expense items.

*It is Club policy that the budget shall reflect cash and investments equal to, or in excess of, one fiscal year's expenses.*

### **Disbursements**

All expenditures shall be supported by receipts.

All disbursements must be approved by the Treasurer in keeping with the approved budget or by vote of approval of the Board. Presentation and payment of unexpected expenses must be reviewed with the President.

### **Who is authorized to Sign**

All expenses authorized within Board approved budget line items shall be disbursed by check or electronic payment to be signed or electronically authorized by the Treasurer. The Executive Committee can authorize expenses up to one thousand, five hundred dollars (\$1,500). Any expense exceeding that amount requires Board of Directors approval.

Treasurer and President are authorized signers on all bank accounts and investments.

### **Reports to the Board**

Financial reports to the Board of Directors shall be presented not less than twice annually by the Treasurer or his designate.

### **Reports to the Membership**

Financial reports shall be available to the CLC membership upon request and shall be routinely printed by the Treasurer as soon as possible following the Winter Board Meeting each year in the monthly *The Self- Starter*.

### **Investments**

The Treasurer, in consultation with the President, shall invest all funds on hand that are not needed for the payment of Club obligations within a thirty (30) day period. The accrual of interest rates shall be maximized within the approved investment portfolio. Investment risks are not to be greater than that associated with Certificates of Deposit. The Club's investment accounts shall have two signatories.

### **Taxes**

The Treasurer, or his designate, shall be responsible for the payment of all taxes due when payable, on all obligations legally incurred by the Club.

### **Statements**

The Treasurer, or his designate, shall be prepare statements and invoices for monies contractually due the CLC, membership dues, payments, etc.

### **Banking**

The Finance committee shall concur as to the banks chosen to conduct Club business. The Treasurer shall be responsible for obtaining the necessary Board approval and signatures from authorized individuals for transactions. Banks shall be chosen for their ability to serve and provide meaningful services at minimal costs. The Treasurer shall be responsible for periodic review; of the bank(s) used by the Club and their competitiveness as to interest rates, services charges, etc. The Club's bank accounts shall have two signatories.

### **Corporation Annual Report**

Treasurer or his/her designee will file required annual reports and/or any organizational amendments with the State of Michigan Corporations Division or other governmental entities.

### **Museum and Research Center**

Expenses related to Museum and Research Center (MRC) board election and balloting shall be borne by the MRC. Other expenses of the MRC that flow thru the CLC (such as

Fall Festival judging and awards) shall be negotiated on a case by case basis by the Executive Committee, or Meets and Tours Committee, or another responsible committee, as appropriate.



## **CHAPTER NINE - USE OF CLUB NAME**

### **Agency Rights / Responsibilities**

Individuals or entities within the Club do not have the right to use the official Club name without express written approval. Officers, Directors, Regional and Chapter Officers and individuals may not be assumed by others to act on behalf of the Club with agency rights. It shall be understood such agency does not transfer except by written approval of the President.

### **Copyrights**

All materials published by the Club are copyrighted. Written materials produced by the Club are not to be reproduced without written permission of the Editor.

### **Actions by Regions and Chapters**

Regions and Chapters having received official affiliation approval by the Board of Directors must act within policy established by the Board of Directors. The granting of a charter to a Region or Chapter does not authorize such Region or Chapter, or any of its members, to act as agent or agents of the Club, or to create any obligations binding upon the Club or to issue any statements or publications in the name of the Club suggesting that they emanate from the Club as a whole unless express written permission has been conveyed.

### **Actions by International Affiliates**

International Affiliates having received recognition by the Board of Directors must act within policy established by the Board of Directors. The granting of such recognition does not authorize such International Affiliate, or any of its members, to act as agent or agents of the Club, or to create any obligations binding upon the Club or to issue any statements or publications in the name of the Club suggesting that they emanate from the Club as a whole unless express written permission has been conveyed.

## **CHAPTER TEN - PUBLICATIONS**

### **Frequency**

**The Self-Starter:** There shall be a monthly publication entitled ***The Self-Starter*** published eleven times per year (there will be no December issue). A member may elect to receive ***The Self-Starter*** in printed format and/or electronically. Beginning October 1, 2018 all members shall have access to the ***The Self-Starter*** electronically.

Pages from the electronic version may be printed for your personal use. The magazine in its entirety cannot be “downloaded”.

**International Membership Directory:** A Membership Directory shall be published annually or as authorized by the Board of Directors. The electronic version of this publication is provided at no additional cost to all members in good standing. A member may elect to receive the paper copy of this publication if made available and shall be subject to an additional fee. All members may be eligible to purchase surplus paper copies upon availability. Paper copies are not a right of membership (effective 1/28/23).

### **Content Screening**

All content shall be approved by the Editor. Material rejected for publication may be submitted by the author to the Editor for reconsideration. Matters pertaining to policy shall be cleared with the President.

### **Printing Quality**

The Chair of the Publications Committee, or his/her designee, shall have the responsibility for obtaining the highest quality for the price paid in keeping with the budget as approved by the Board of Directors.

### **Advertising**

Advertising shall be permitted, in limited quantity, to help defray the cost of publishing and to minimize member dues. Advertisers eligible to display may consist of the Cadillac Motor Car Division of General Motors, those providing services to Club Members specific to Cadillac and LaSalle automobiles more than ten (10) model years old or parts interchangeable therewith and so noted. Ads for employment, trailers and real properties are unacceptable. All vehicles are identified in accordance with the Body Style charts listed in the current ***CLC International Membership Directory***. All ads are subject to editing for historical accuracy, grammar, and punctuation.

Any individual or entity engaged full or part-time in selling, buying or trading vehicles, parts, accessories, literature and services for sale or wanted or advertising in the classified section three (3) times in a row, shall be considered commercial. Members are entitled to advertise their personal items free of charge up to three (3) times per year or in keeping with the advertising policies established by the Board of Directors. The Club

reserves the right to determine which ads qualify as free member ads, which will be published at commercial rates, and to accept or decline any ads. Ads from those so engaged will be published in the Commercial Classifieds section. All vehicles for sale ads must include price.

All advertising for Club Publications and national advertisers for Grand National booklets must go through the Integrated Advertising Sales Director. Misrepresentation may lead to cancellation of advertising and/or membership privileges. Allegations of impropriety should be submitted to the CLC National Office for distribution to the appropriate responsible party. Any advertiser who does not meet CLC standards for integrity or fair business practices may be refused the right to advertise.

### **Ownership**

All materials sent to the Chair of Publications Committee or the Editor become the property of the Club and become copyrighted upon publication.

### **Costs**

All expenses with these publications shall be minimized. The Chairperson of the Publications Committee, or his/her designee, shall be responsible to obtain competitive bids as appropriate or at the direction of the President or Board of Directors.

### **Reimbursement of Expenses by Contributors**

The Club does not reimburse expenses by contributors. Donations of material, pictures, etc. will be gratefully acknowledged.

### **Complimentary Copies**

Copies distributed free of charge are to be kept at a minimum. Distribution of complimentary copies shall be handled by the CLC National Office with the approval of the President or upon instruction from the Board of Directors. The complimentary distribution list should be reviewed on a regular basis by the Publications Committee in conjunction with the President.

A Region or Chapter may request free surplus copies of ***The Self-Starter***, as available, to provide as an incentive to prospective members.

Contributors, advertisers, and the subject of articles (persons or businesses for example) are eligible to receive a reasonable amount of complimentary copies, upon request when available.

### **Reprints of Individual Stories/Articles**

CLC Policy prohibits PDFs (electronic reprints) to be sent out on any of the articles from *The Self-Starter*.



### **Storage of Overages**

The Back Issue Custodian shall be responsible for the storage of overruns and the sale of back copies. The Finance Committee, on a periodic basis, may request an accounting of the profits and expenses related to this task.

### **Order Processing**

Members with questions regarding publications not received, or similar types of irregularities, should contact the CLC National Office. Bulk orders are handled by the Back Issue Custodian in keeping with quantity prices or individual prices established by the Board of Directors.

### **Obituaries**

An obituary for any past or present member of the CLC may be submitted to ***The Self- Starter*** for publication. The amount of space allocated to the obituary and photo(s) shall be at the discretion of the Editor.

If a member has achieved status in the CLC as President, Vice President, Regional Vice President, National Board Member (past and present-elected or appointed), Secretary, Treasurer or notable national figure, it is customary to print an obituary that would include a photo and a written article not to exceed 250 words.

### **National Events**

All material submitted to ***The Self- Starter*** promoting national events (Grand National, National Driving Tours, and Winter Board Meeting) must be in the hands of the Editor three months prior to the scheduled issue date. The article shall have a maximum of 1200 words.

## **CHAPTER ELEVEN - MEMBERSHIP**

### **Applications**

Any person who shall be in sympathy with the interests and purposes of the Club and indicates agreement to tender dues or any other fees required with his/her application for membership, may apply for membership in the Cadillac & LaSalle Club. The Board of Directors, or its delegated agent, shall approve or disapprove such applications for membership when processed by the CLC National Office.

### **Membership Duration**

Memberships may be applied for a period of one (1), two (2) or three (3) years. Lifetime Membership is available to qualified members in good standing after a period of ten (10) years of continuous Club membership.

Any surviving spouse of a lifetime member will no longer benefit from membership effective December 31. We will be glad to accept survivor spouse membership applications.

### **Acknowledgements**

New members shall be advised of their application approval through an acknowledgement letter from the President or CLC National Office. A membership card and CLC sticker will accompany such notification. New members also shall be advised when they will receive their first copy of the Club publications and/or any other services provided by the Club. A listing of recent new members is published periodically in ***The Self-Starter*** and/or on the Club's website.

### **International Membership Directory Listings**

CLC members shall be entitled to have their names, a spouse or partner name, mailing address, email address and phone numbers listed in the ***International Membership Directory*** free of charge. Additionally, Cadillac and LaSalle vehicles owned may be listed in the prescribed format free of charge (see *International Membership Directory*, "How to Read Your Body Plate, Body Style Abbreviations").

Members should review their information in the ***International Membership Directory*** periodically to maintain accuracy and notify the CLC National Office of any changes or updates.

### **Solicitation / Advertising**

The CLC ***International Membership Directory*** and new members listings in ***The Self-Starter*** shall not be utilized for commercial purposes as a mailing list. Its sole function is to serve as a communication vehicle between members and their club. The CLC is precluded by policy from endorsing vendors, products or expressing approval of certain advertising.

### **Dues Remittances / Procedure /Methods of Payment**

The annual dues shall be established by the Board of Directors. Remittance shall be made to the CLC National Office by check, credit card, PayPal, bank transfer or other agreed electronic payment methods.

### **Renewals**

The CLC National Office or President shall maintain a list of those who do not renew their Club membership within forty-five (45) days after their anniversary date has passed. Such individuals will receive a follow-up letter, postcard or electronic communication one (1) month and three (3) months after their membership expiration from the CLC National Office inviting them to rejoin and participate. Late renewals will be accepted effective in the month in which received by the CLC National Office with no entitlement to back issues of ***The Self-Starters***. Missed issues must be purchased, if available.

Any Membership Secretary or Region Director may request a list of active or inactive Club members in their geographic area up to two (2) times each year.

# **CHAPTER TWELVE - REGIONS**

## **Name and Purpose of a Region**

### **Name**

All chartered regions shall be known and do business as The \_\_\_\_\_ Region of the Cadillac & LaSalle Club.

### **Purpose**

Members of the Cadillac & LaSalle Club, Inc., within a definable geographic area, are encouraged to join in furtherance of the Club purposes as stated in the CLC Constitution, *“for the development, publication and exchange of information pertaining to recognized Cadillacs and LaSalles; and to promote social fellowship among the Club members.”*

## **Formation of a Region**

### **Charter Members**

Any group of ten (10) or more active members of the Club may make written application to the Board of Directors for permission to form a region of the Club (non-members may be included in the group, if they simultaneously submit applications to become CLC members).

### **Area**

The geographic area to be encompassed by the proposed new region should be defined by postal zip codes and not actively served by an existing CLC region. The size of the area is not the only consideration in establishing a new region. Geographic constraints (e.g., Long Island), traffic density, proximity of other members, etc. are valuable considerations. If a proposed new region is isolated sufficiently from an existing region, a new chartered region may be appropriate. The RVP is responsible for obtaining comments of adjacent regions on any proposal to form a new region.

### **Application Forms**

Forms for Provisional status are available from and are to be submitted to the CLC Regional Vice President having jurisdiction over the geographic area in which the proposed new region is to be located.

### **Board Consideration**

Applications for Provisional Region Charter will be considered by the Board of Directors at their first regular meeting after receipt of the request. The Board of Directors in its sole discretion may grant or deny such application after a report has been received from the designated Regional Vice President as to the disposition of regions established within or adjacent to its boundaries. If the Board of Directors approves such an application, it shall first issue a Provisional Charter to determine the amount of activity and will to continue.



## **Full Region Status**

In not less than one (1) year, having demonstrated financial stability and organizational cohesiveness (activity, membership growth, periodic newsletter, etc.), a Provisional Region may apply to the Board for a fully affiliated Regional Charter. An affiliated region shall agree to be governed by the Rules and Regulations defining the nature of its permissible activities and policies established by the Board.

## **Primacy of the CLC**

Upon granting such a charter by the Board of Directors the region agrees to operate and abide by the CLC Constitution and Bylaws.

## **Time Limit**

If in a period of three (3) years, a Provisional Region has not demonstrated the activity required to become a Full Charter Region, the Board of Directors may, at its option, revoke the Provisional status.

## **Basic Structure and Operation of a CLC Region**

### **Structure**

Regions may incorporate but are not required to do. The advice of legal counsel is recommended to determine the merits of incorporation in the state where a region is headquartered. Regions are not required to have a written Constitution and Bylaws. The adoption, of one or both are highly recommended to provide a formal structure for conducting the business of the region. In cases of conflict, the CLC Constitution and Bylaws (published in each issue of the *International Membership Directory*) shall take precedence over Region Constitution / Bylaws.

### **Officers**

Regions are free to have as many or as few officers, boards and committees to serve the needs of the region. Titles of the officers are at the region's discretion. The CLC considers the head of each region to be the "Region Director" and will use that title in correspondence to the Region Directors and/or region members.

### **Board Representation**

All regions are entitled to be represented on the Board of Directors. If the region is not represented by one of the twenty (20) National Directors elected at large, the region shall select one (1) member from their ranks to serve on the CLC Board of Directors. The Region Director (president) sends a letter or email to the President to identify the selected representative. The President appoints the representative to the Board of Directors by letter, email or as published in minutes from CLC Board meeting. The appropriate RVP should be notified of any changes of Region Director or CLC Board representative. The National Office, Art Director, and Webmaster must also be notified.

## **Membership**

All members of a region must also be members of the CLC. If they cease to be members of the CLC, they shall automatically cease to be members of the affiliated region.

## **Dues**

The dues of the region are in addition to Club dues and are set by the region following their Constitution / Bylaws; are payable to and collected by the Region.

## **Minimum Standards to Maintain a Region Charter**

- Hold at least one (1) business meeting per year.
- Publish a periodic region newsletter (no specified frequency)
- Distribute the region newsletter to the RVP and Newsletter Excellence Award Chairperson(s).
- Conduct a minimum of three (3) region events per year.
- Maintain a membership of at least ten (10) members.
- Submit a Region Membership Roster annually to the CLC National Office to audit for CLC membership compliance.

Failure to maintain the minimum standards will result in reversion to a Provisional Region status. The effected Region may subsequently choose to appear before the Board of Directors to show why provisional status should not be revoked.

Affiliated Regions are considered independent entities with their own governance, financial responsibility, activities and liability. Only upon adherence to CLC Policies and procedures can the Board of Directors recognize a Region's operation to maintain its charter in good standing. The Region Vice President is responsible for liaison activities from the Club to the Regions and from the Regions to the Club.

## **Activities and National Activities**

Region activities are limited only by the imagination and willingness of the region members to work. Proposals to host National Events, such as the annual Grand National Meet, a National Driving Tour, or Winter Board Meeting are voted on two (2) to three (3) years in advance to allow maximum lead time for planning and preparation. Generally, the national events are rotated between geographic regions annually to allow maximum participation. All Region Directors should have a copy of the ***Grand National Reference Manual*** and ***Handbook for Driving Tours***. Electronic copies are available from RVPs.

## **Amendments to the Charter**

The Board of Directors may at any time in its sole discretion amend, modify or supplement the Bylaws and Rules and Regulations pertaining to Regional Charters if sufficient notice to that effect has been included for the occasion where such matters are to be enacted.

The Board of Directors shall apply such modifications or supplements evenhanded and in like manner to all Regional Charters and not single out a particular region.

### **Revocation of Charter**

The Board of Directors may revoke the charter of any region that the Board of Directors shall in its sole discretion determine to have failed to comply with any provisions of the Constitution / Bylaws or the provisions of the Regional Charter. Such revocation of the Charter shall be by a two-thirds vote of the members of the Board of Directors present at a meeting duly called for that purpose with specified statements of the violations against the Region.

### **Relationships with Cadillac Dealers**

The Club encourages its Regions to establish a friendly relationship with local Cadillac dealers. Such relationships are independent of the Club. Cadillac dealers are not officially affiliated with the Club, however, individuals within a Cadillac dealership may acquire membership in the CLC similar to any other hobbyist.

# **CHAPTER THIRTEEN - CHAPTERS**

## **Name and Purpose of the Chapter**

### **Name**

All chartered Chapters shall be known and do business at The \_\_\_\_\_ Chapter of the Cadillac & LaSalle Club.

### **Purpose**

Members of the Cadillac & LaSalle Club, Inc., with an interest in a particular model or type of Cadillac or LaSalle are encouraged to form affinity groups in furtherance of Club purposes as stated in the CLC Constitution, *“for the development, publication and exchange of information pertaining to recognized Cadillacs and LaSalles, to encourage maintenance, preservation, restoration of all recognized Cadillacs and LaSalles; and to promote social fellowship among the Club members.”*

## **Formation of a Chapter**

### **Charter Members**

Any group of ten (10) or more active Club members may submit an application to form a Provisional Chapter of the Club. Non-members may be included in the group if they simultaneously submit applications to become CLC Members.

### **Model/Type**

The focus the proposed new chapter should be defined by specific years, models, and/or types not actively served by an existing CLC chapter, and singularly identifiable as a logical and meaningful series or class.

### **Application Forms**

The forms needed to apply for provisional status are available from and are to be submitted to the Chapter Liaison.

### **Board Consideration**

Applications to form a Provisional Chapter will be considered by the Board of Directors at their first regular meeting after receipt of the application. New chapters will remain in a Provisional Status for a minimum of one (1) year before the Board of Directors may consider a written application for Full Chapter status.

### **Full Chapter Status**

At each of its meetings, the Board of Directors receives reports and reviews the level of activity of Chartered Chapters. Favorable consideration of a Provisional Chapter application for Full Charter status will be based upon demonstrated activity, to include financial solvency, membership growth or stability, club events and meetings, communication among its members, etc.

## **Primacy of the CLC**

Upon receiving a charter granted by the Board of Directors, the chapter agrees to operate under and abide by the Club Constitution and Bylaws.

## **Time Limit**

If in a period of three (3) years, a Provisional Region has not demonstrated the activity level required to become a Full Charter Chapter, the Board of Directors may, at its option, revoke Provisional Chapter status.

## **Basic Structure and Operation of a CLC Chapter**

### **Structure**

Chapters may incorporate but are not required to do so. The advice of legal counsel is recommended to assess the merits of incorporation. Chapters are not required to have a written Constitution and Bylaws. The adoption, however, of one or both are highly recommended in order to provide a formal structure for conducting the business of the chapter. In cases of conflict, the National Constitution and Bylaws (published in each issue of the *International Membership Directory*) shall take precedence over Chapter Constitution / Bylaws.

### **Officers**

Chapters may have as many or as few officers, boards and committees as needed to serve the needs of the chapter. Titles of the officers are at the chapter's discretion. The CLC considers the head of each chapter to be the "Chapter Director" and will use that title in correspondence to the Chapter Directors and/or chapter members.

### **Membership**

All members of a chapter also must be members of the CLC. If an individual ceases to be a member of the CLC, he/she shall automatically cease to be a member of the chapter.

### **Dues**

The dues of a chapter are in addition to CLC dues and are set by the chapter following their Constitution / Bylaws. They are invoiced by, payable to and collected by the chapter.

### **Minimum Standards to Maintain a Chapter Charter**

The Board of Directors has established the following minimum standards to maintain a Chapter Charter:

- Maintain a membership of at least ten (10) members.
- Publish a periodic newsletter (no specified frequency – may be electronic)
- Distribute the chapter newsletter to the Chapter Liaison and Newsletter Excellence Award Chairperson(s).
- Submit a Chapter Membership Roster annually to the CLC National Office to audit for CLC membership compliance.

Failure to maintain the minimum standards will result in reversion to provisional Chapter status. The effected Chapter may subsequently choose to appear before the CLC Board of Directors to show why Provisional Status should not be revoked.

Affiliated Chapters are considered independent entities with their own governance, financial responsibility, activities and liability. Only upon adherence to CLC Policies and procedures can the Board of Directors recognize a Chapter's operation to maintain its charter in good standing. The Chapters Liaison is responsible for liaison activities from the Club to the Chapters and from the Chapters to the Club.

### **Activities**

Chapter activities are somewhat limited due to the fact Chapters are not geographically defined. However, there are opportunities to host a Chapter activity (just for Chapter members or the entire Club) at CLC National Events and places where a large group of Chapter members are likely to meet, such as at Hershey, Pate, Pebble Beach, etc.

### **Amendments to the Charter**

The Board of Directors may at any time in its sole discretion amend, modify or supplement the Bylaws and Rules and Regulations pertaining to Chapter Charters if sufficient notice to that effect has been included for the occasion where such matters are to be enacted. The Board of Directors shall apply such modifications or supplements evenhanded and in like manner to all Chapter Charters and not single out a particular chapter.

### **Revocation of Charter**

The Board of Directors may revoke the charter of any Chapter that the Board of Directors shall in its sole discretion determine to have failed to comply with any provisions of the Constitution / Bylaws or the provisions of the Chapter Charter. Such revocation of the Charter shall be by a two-thirds vote of the members of the Board of Directors present at a meeting duly called for that purpose with specified statements of the violations against the Chapter.

## **CHAPTER FOURTEEN - INTERNATIONAL AFFILIATES**

### **Name and Purpose**

#### **Name**

The name of the International Affiliate is not controlled by the CLC, but it is suggested that it include Cadillac and LaSalle, and the affiliate's geographic area (for example: The Cadillac and LaSalle Club of England).

#### **Purpose**

Members of the Cadillac & LaSalle Club, Inc., within a definable geographic area, are encouraged to join in furtherance of the Club purposes as stated in the CLC Constitution, *“for the development, publication and exchange of information pertaining to recognized Cadillacs and LaSalles; and to promote social fellowship among the Club members.”*

### **Formation of an International Affiliate**

#### **Charter Members**

Any group of ten (10) or more active members of the Club may make written application to the Board of Directors for permission to form an International Affiliate of the Club (non-members may be included in the group and are NOT required to become CLC members).

#### **Area**

The geographic area to be encompassed by the proposed new affiliate should be defined by Country or Zone and not actively served by an existing CLC affiliate. The size of the area is not the only consideration in establishing a new region. Geographic constraints (e.g., Iceland), proximity of other members, etc. are valuable considerations. If a proposed new affiliate is isolated sufficiently from an existing affiliate, a new affiliate may be appropriate. The VP for International Affiliates is responsible for obtaining comments of adjacent affiliates on any proposal to form a new affiliate.

#### **Application Forms**

Forms for Provisional status are available from and are to be submitted to VP for International Affiliates.

#### **Board Consideration**

Applications for Provisional International Affiliates will be considered by the Board of Directors at their first regular meeting after receipt of the request. The Board of Directors in its sole discretion may grant or deny such application after a report has been received from VP of IA's as to the disposition of affiliates established within or adjacent to its boundaries. If the Board of Directors approves such an application, it shall first issue a Provisional Charter to determine the amount of activity and will to continue.

**Full International Affiliate Status**

In not less than one (1) year, having demonstrated financial stability and organizational cohesiveness (activity, membership growth, periodic newsletter, etc.), a Provisional Affiliate may apply to the Board for a fully affiliated International Affiliate charter. An International Affiliate is not governed by the Rules and Regulations defining the nature of its permissible activities and policies established by the Board but can have its charter revoked for cause.

**Primacy of the CLC**

Upon granting such a charter by the Board of Directors the affiliate agrees to respect, and to the best of its ability, abide by the CLC Constitution and Bylaws.

**Time Limit**

If in a period of three (3) years, a Provisional Affiliate has not demonstrated the activity required to become a Full Charter International Affiliate, the Board of Directors may, at its option, revoke the Provisional status.



## **CHAPTER FIFTEEN - JUDGING GUIDELINES**

### **General Judging Policy**

The Judging Committee will develop a system of procedures and practices to enable the objective judging of all automobiles entered in a CLC Grand National Meet against the standards specified for a particular Division. These practices and procedures upon approval by the board of Directors shall be documented in the ***CLC Judging Manual*** and in summary form in the ***International Membership Directory***

### **Recruitment, Training & Rewards for Judges & Tabulators**

Judges are an essential ingredient of any successful automobile judging program.

#### **Recruiting**

The CLC will actively recruit individuals to judge at its Grand National and other authorized events.

#### **Training**

The Club will provide training, using appropriate venues and methods, so that those judging can properly apply the judging guidelines, practices and procedures promulgated in the ***CLC Judging Manual***.

#### **Judging & Tabulating Rewards**

The CLC will provide a system of rewards to recognize the experience and expertise of those who obtain training, demonstrate their knowledge and judge automobiles at a Grand National, or other authorized events, and encourage persons to be judges. A similar system of rewards will be available for judging tabulators.

## **CHAPTER SIXTEEN – ORGANIZATIONAL MAINTENANCE**

### **Bonds**

The Club shall purchase and provide adequate bonding for Officers, staff and individuals officially responsible for the handling of funds and monetary transactions. The amount of the bond shall not be less than the amount of money handled. Such bonds shall apply, but not be limited to, the President, Treasurer and CLC National Office.

### **Implementation of Policy - Volunteers**

Persons volunteering their services to and on behalf of the Club (Officers, Directors, Committee Chairs, etc.) shall adhere to existing policy. Actions to the contrary or any misrepresentation shall void bonds covering those individuals whereby the Club will be held harmless and liability shall transfer to the individual involved.

### **Insurance (National and Local)**

The CLC shall provide sufficient liability insurance to cover officially sanctioned national activities such as Board of Directors meetings, the Grand National Meet, and National Driving Tours. The amount of insurance shall be appropriate to cover a reasonable worse-case scenario. Local activities sponsored by affiliated regions or chapters are to be covered by this insurance. Upon application, regions or chapters may request Certificates of Insurance through their Regional Vice President, the Chapter Liaison, or directly from the Club's insurance carrier. Typically, no fee is required for a certificate. International Affiliates are not covered by this insurance.

Officially elected and appointed Officers, Directors and committees operating under officially sanctioned authority are to be covered by the CLC against liability, fraud and misappropriation. The CLC shall be held harmless and indemnified against unlawful acts of its members. The Prudent Man Rule shall apply to actions taken by persons acting in concert with the intent to uphold the Club Charter and its commensurate purposes and objectives.

### **Assets / Property / Equipment**

An inventory list of all tangible property shall be kept by the Treasurer. A signed annual inventory as of September 30, and upon relief of each custodian of Club property, will be sent to the Treasurer, with a copy to the President and Executive Vice President. The Treasurer shall be authorized to disperse funds in the normal operation and maintenance of Club property. Replacement and/or adjustments of ownership by the Club of its assets / property / equipment shall require action by the Board of Directors or the Executive Committee, if so, authorized between meetings of the Board.

### **Conflict of Interest**

The Cadillac & LaSalle Club, Inc. (the "Club") is a nonprofit organization that is exempt from income tax as a social club under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended. The purpose of this Conflict of Interest Policy is to protect the interests of the Club when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations. The Conflict of Interest form is to be signed by all National Officers, National Directors, and functional Directors and Committee Chairs annually. The full Conflict of Interest policy document is at **Appendix A** of this manual.

### **Code of Ethics/Conduct**

The CLC, like most corporations, is governed by its Board of Directors. Board members have an important fiduciary duty to act in the best interest of the organization. Each Board member will be expected to agree and sign the CLC Code of Ethics/Conduct. The full Code of Ethics policy document is at **Appendix B** of this manual.

### **Privacy Statement (Website and Electronic Membership Management)**

The CLC strives to offer its website visitors the many advantages of internet technology and to provide an interactive and personalized experience. Personally Identifiable Information (participants' name, e-mail address, street address, telephone number) is subject to the terms of the CLC Privacy Policy. Personally Identified Information will never be sold, bartered or rented to any unauthorized third party.

The personal and business information received from participants in the process of handling their membership, membership inquiries, placement of paid ads and general interest in the Club is treated with respect and confidentiality. Information will be used to maintain contact, notify of additional Club services and programs that may be of interest to participants. Participant information will not be shared with any outside entity unaffiliated with our Club.

## **CHAPTER SEVENTEEN - POLICY / DISCLAIMER**

All rights are reserved by the Cadillac & LaSalle Club, Inc.

### **Permission to Reprint / Reproduce**

The CLC prohibits the reproduction, copying or other usage of any material that appears in its magazine, ***The Self-Starter***, or in its website, without the advance written permission of the Editor of ***The Self-Starter*** and the President of the Club.

### **Unsolicited Submissions**

Any unsolicited submissions, including manuscripts, photographs and queries, become the property of the CLC and any person who makes such a submission shall be considered to authorize the Club to edit and publish (in edited or unedited form) the submitted materials.

### **Endorsement of Products or Services**

The CLC does not endorse or recommend any of the products or services advertised in ***The Self-Starter, International Membership Directory***, or on its website. Any person who is considering the purchase of any such products or services shall take full responsibility for verifying any statements made by the advertiser. All purchases are at the discretion of the consumer and all complaints or inquiries should be directed to the advertiser.

### **Responsibility for Accuracy of Technical Information**

The CLC disclaims all responsibility for the accuracy of any technical information contained in ***The Self-Starter*** or on its website, including but not limited to recommendations or tips on maintaining, repairing or restoring an automobile or diagnosing a mechanical problem with an automobile.

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# **Appendix A**

## **Cadillac & LaSalle Club, Inc.**

### **Conflict of Interest Policy**

#### **Article I**

##### **Purpose**

The Cadillac & LaSalle Club, Inc. (the "Club") is a nonprofit organization that is exempt from income tax as a social club under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended. The purpose of this conflict of interest policy is to protect the interests of the Club when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations

#### **Article II**

##### **Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Club has a transaction or arrangement,
- (b) A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A person will not be deemed to have a financial interest under paragraphs (a), (b) and/or (c) above if the only transaction, arrangement or relationship between the entity referred to therein and the Club is that of donor and donee, respectively.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Article III Procedures**

### **1. Duty to Disclose**

In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the potential conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflicts of Interest Policy**

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or potential conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V Compensation**

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands that the Club is a tax-exempt organization, and in order to maintain that status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



**Article VII  
Periodic Reviews**

To ensure the Club operates in a manner consistent with the purposes for which it is exempt from federal income tax and does not engage in activities that could be considered as private inurement or otherwise jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic 4 reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Club's tax-exempt purposes and do not result in private inurement or impermissible private benefit.

**Article VIII  
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

[The remainder of this page is intentionally left blank]

**Certification**

I hereby certify as follows:

I have received a copy of the foregoing Conflict of Interest Policy. I have read it carefully, I understand it, and I agree to comply with the policy. I understand that the Club is classified as a tax-exempt organization, and that in order to maintain its federal tax exemption, the Club must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

To the best of my knowledge, except as hereinafter stated, (1) I do not have any financial interest described in Article II, Section 2 (excepting, in the case of a Club employee, a compensation arrangement with the Club that has been approved by the Board); and (2) I have no interest that conflicts with the interests of the Club, nor do I have any relationship or interest that may appear to present a conflict.

THE EXCEPTIONS ARE:

If any situation should arise in the future which I believe may cause me to have a conflict of interest with the Club, I will promptly and fully disclose the circumstances to the President or the Treasurer of the Club.

\_\_\_\_\_  
(Print name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)



## ***Appendix B***

### **CADILLAC & LASALLE CLUB, INC.**

#### **CLC CODE OF ETHICS/CONDUCT**

As a National Director and member of the Cadillac & LaSalle Club Board of Directors, I will:

- listen carefully to my Board colleagues
- respect the opinion of fellow Board members
- respect and support majority decisions of the Board
- recognize that all authority is vested in the full Board only when it meets in full sessions
- keep well informed about developments relevant to issues that may come before the Board
- participate in Board meetings and actions
- bring to the attention of the Board, any issues I believe will have an adverse effect on the organization or those we serve
- attempt to interpret the needs of those we serve to the club and interpret the actions of the club to those we serve
- refer complaints to the proper level on the chain of command
- recognize that my job is to ensure that the club is well managed, not to manage the club
- represent all of those whom this club serves, not just a particular geographic area or interest group
- consider myself a “trustee” of the club and do my best to ensure that the club is well maintained, financially secure, growing and always operating in the best interests of those we serve
- always work to learn how to do my job better
- declare conflicts of interest between my personal life and my position on the Board and abstain from voting or discussions when appropriate

As a member of the Board, I will **NOT**:

- criticize fellow Board members or their opinions, in or out of the board room
- use the club for my personal advantage or that of my friends or relatives
- interfere with the duties of the club officers or any appointed administrator or undermine the club officers and appointed administrator’s authority with staff members

Printed Name: \_\_\_\_\_

Signed Name: \_\_\_\_\_

Date: \_\_\_\_\_