

BYLAWS
OF THE
OIL CAPITOL AUTO CLUB
A WYOMING NON-PROFIT CORPORATION

March, 2015

ARTICLE I

NAME

The name of the corporation shall be OIL CAPITOL AUTO CLUB. The acronym is OCAC

ARTICLE II

OFFICES

The principle office for the transaction of business is located in Casper, Natrona Co., Wyoming. The mailing address is PO Box 1861, Mills, WY 82644-1861 USA.

ARTICLE III

OBJECTIVES AND PURPOSES

Section 1. Organization.

This corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Wyoming Nonprofit Mutual Benefit Corporation law. This corporation shall be non-commercial and non-partisan.

Section 2. Purpose.

To promote the restoration, preservation of antique, classic, and specialty vehicles, and to allow members the opportunity to share that interest and socialize in auto related activities. At no time is the Oil Capitol Auto Club to be considered as a service or philanthropic organization.

Section 3. Objective.

To promote the gathering of members for social and charitable purposes.

ARTICLE IV
MEMBERSHIP AND DUES

Section 1. Membership Categories.

There shall be two categories members, active and family. Membership shall be open to any individual, with no regard for sex, race, or religion, or commercial enterprise, sharing an interest and furthering the purposes of the mutual benefit corporation.

Section 2. Active membership.

Active members are the members with the primary interest in the automobile(s).

Section 3. Family members.

Family members are the relatives of an active member residing within the same household as the active member.

Section 4. Voting rights.

Active members have voting rights.

Section 5. Dues.

Active membership shall be granted on an annual basis upon application and payment of dues as provided. Active membership may be maintained with the payment of annual dues payable January 1, and shall be considered delinquent as of March 30, with the delinquent member being dropped from membership. The dues amount for active membership shall be determined by the Board of Directors and ratified by the membership.

ARTICLE V
OFFICERS AND DUTIES

Section 1. Officers and Board of Directors (Board).

The Officers of the organization shall be President, Vice President, and Secretary-Treasurer. These Officers shall perform the duties prescribed in these bylaws. If so needed, the President can form two Officer positions out of Secretary-Treasurer. The Officers will comprise the Board. The Board can, at its discretion, add additional Directors from the membership. The President can convene meetings of the Board at his/her discretion.

Section 2. Eligibility.

A candidate for office must have been a member for at least six months. The President must be an active member. Other officers can be family members provided that not more than one family is represented on the Board.

Section 3. Elections.

Officers shall serve for a period of two years, or a period designated by the Board. The President shall appoint a nominating committee no less than two months before each election. Elections of Officers shall occur at the regular monthly meeting in November. The new Officers will be installed at the December meeting or as directed by the current Board. No Officer shall serve more than two consecutive terms in the same office.

Section 4. President.

The President shall preside over general membership and Board meetings, and obtain volunteers for non-elected positions and committees as required to maintain club business. In the absence of the Treasurer, the President shall have the authority to issue and sign checks for all approved budget expense items on behalf of the club.

Section 5. Vice President.

Vice President shall assume the duties of President in his/her absence. The VP shall assist the President and Secretary-Treasurer as directed, and maintain an inventory of corporate property (see Article VIII).

Section 6. Secretary-Treasurer.

Secretary-Treasurer (S/T) shall act as the recording officer of the club and custodian of all records. S/T shall record meeting minutes and ensure they are distributed to the membership on a timely basis. S/T shall maintain an accurate and current accounting of club finances, and make a report at each monthly meeting. S/T shall issue payment for invoices payable from club funds as specified in the approved budget or by the Board. The S/T shall assume the duties of President in monthly meetings if he/she and the Vice President are absent.

ARTICLE VI

BUDGET

Section 1. Budget.

The Board shall prepare an annual corporation budget. The budget shall treat monthly recurring expenditures, including, but not limited to, costs of social networking, social and charitable events, membership outreach, business costs, donations, property sales, etc. The annual budget should include consideration of any adequate reserve fund to bridge unforeseen years of low or unusual earnings from corporate undertakings. At the Board's discretion, the budget shall include funds for a periodic audit of all facets of corporate business by a reputable accountant or other competent person specializing in nonprofit corporation business. The budget process shall allow sufficient time for a final version to be approved by the general membership at a December meeting. Once the budget is approved by the membership, expenditures on budgeted items need no further membership approval. The budget year of the corporation shall be January 1 to December 31.

Section 2. Non-budgeted expenditures.

Capital expenditures not included in the budget may be considered during the year. The Board shall be limited to a total of \$200 for expenses not included in the budget. Higher amounts must be approved by the membership on a majority vote of those in attendance at a general membership meeting.

Section 3. Liability insurance.

It shall be the responsibility of the Board to include in the annual budget sufficient funds for payment of liability insurance on behalf of the corporation. Said liability insurance shall be purchased and maintained each and every year until such time as the corporation is dissolved.

ARTICLE VII

MEETINGS

Section 1. Types of meetings.

The officially scheduled meetings of the corporation consist of regular monthly meetings at a prearranged location. Board meetings can be held periodically, or at the President's discretion as the need arises.

Section 2. Regular monthly meeting.

A general membership meeting will be conducted on the second Wednesday of each month, or as directed by the Board. The purpose of this meeting is to focus on satisfying the purposes stated in Article III through

prearranged programs and to provide a socializing opportunity for members, and to conduct such corporation business which cannot be properly or adequately (as per the bylaws) handled by the Board.

Section 3. Board of Director meetings.

The purpose of this meeting, if the need so arises, is to conduct corporation business and make decisions regarding future club activities. The Board meetings are open to the general membership. The President shall conduct the meetings.

ARTICLE VIII

PROPERTY

Section 1. Inventory.

The Board (specifically the Vice President or other responsible member approved by the Vice President) shall maintain a current inventory of corporate property. Property will be properly maintained and made available to the general membership on an equitable basis at the Board's discretion. Property includes, but is not limited to: saleable merchandise, donated items, items to be donated by the corporation to charitable organizations, and items planned for disposal. VP shall advise the President and Secretary-Treasurer of any income or cost resulting from property disposal.

Section 2. Acquisition.

Unbudgeted property to be acquired may be approved exclusively by the Board to the funding amount specified in Article VI of the bylaws. Where the acquisition shall exceed that amount, the membership shall be notified and a special vote taken.

Section 3. Disposal.

The general membership shall be notified of any proposal or intention by the Board to dispose of corporate property, and ratified at a general membership meeting by a majority of members present. Disposal shall be made in a fair and equitable manner.

ARTICLE IX

BYLAWS

Section 1. Changes.

The Board of Directors shall review the bylaws at least every five years or as deemed necessary by the Board. Proposed bylaw changes shall be presented at a general membership meeting. The membership will vote on the proposed changes by way of a simple majority. Upon membership approval, changes or additions shall be incorporated into the bylaws as amendments. At the discretion of the Board, original verbiage can be retained until the Board rewrites the bylaws.

These bylaws have been drafted and unanimously approved by the 2015 OCAC bylaws Committee, and approved by the 2015 OCAC Board of Directors.

Committee:

Arvilla Bush

Jerry Barton

Mark Milliken

Board of Directors:

John Grudgeon, President

Jerry Barton, VP

Diane Butler, Sec/Treas

March 9, 2015