

The International King Midget Car Club, Inc.

By-laws — Revision Four *February 7, 2018*

Section 1. **General.**

a. This organization is a Nonprofit Corporation under the state laws of INDIANA and shall be known as The International King Midget Car Club, Inc. The term of existence of this Corporation shall be perpetual.

b. This Corporation shall be dedicated to the preservation and promotion of all products manufactured by Midget Motors Corp., of Athens, Ohio, and Barthman Corp., and, to providing the public with educational and historical information about these products. Secondly, the Corporation shall enhance public awareness of the continuous small car manufacturing role King Midget established and its significant niche in the annals of automobile history. Especially, the simplicity of design and operation shall be thoroughly explained and espoused.

c. The Corporation fiscal year shall begin on January first and end on December thirty-first.

d. The Corporation is organized exclusively for charitable, educational, scientific and literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

e. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

f. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

g. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

h. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

i. All meetings shall be conducted in accordance with the latest revision of Robert's Rules of Order.

Section 2. **Membership.**

- a. Membership shall be classified as a family membership. The number of members is unlimited.
- b. Family membership shall include the entire household, spouse and children living at home. Any member of the household above age 18 may be eligible to vote and hold office if elected.
- c. Members may be any age, and shall promote a positive and moral image of the club.
- d. Any proposed member must have an interest in, or own a Midget Motors Corp. or Barthman Corp. product. No other qualifications are necessary.
- e. Each member shall be assigned a number, called the Membership Number.
- f. The Board of Directors has the authority and responsibility to decline or refuse application for membership, or renewal of membership, as may be appropriate.

Section 3. **Board of Directors.**

- a. The Corporation shall be governed by a Board of Directors comprised of seven officers, i.e., President, Vice-President, Second Vice-President, Secretary, Treasurer, Newsletter Editor, and Club Activities Director.
- b. The officers of the Corporation shall have such powers and authority in the control and management of the property and business of the Corporation as is usual and proper in the case of, and incident to, such corporate offices, except insofar as such power and authority is limited by these By-laws or by resolution of the Board of Directors.
- c. Each officer shall be eighteen years of age or older.
- d. Each officer shall serve for a period of three years. An officer may serve any number of successive terms.
- e. Duties of Officers.
 - (1) **President.** The President shall preside at all meetings of the members and the Board of Directors, enforce strict observance of the Articles of Incorporation and By-laws, appoint members thereof as deemed advisable, perform other duties as custom and parliamentary usage require and report at the annual meeting. The President shall attend and coordinate all sponsored, co-sponsored and club events, or appoint someone in his stead. The president shall insure the corporate and tax exempt status and fees are kept current each year, and when those actions are accomplished, a notice shall be sent to all members of the Board and shall be published in the fall issue of the Club's newsletter. The President can perform these duties or delegate them to another Director.
 - (2) **Vice-President.** The Vice-President shall, when called upon, assist the President. In the absence of the President, the Vice-President shall perform those duties, shall have all the powers of, and be subject to all the restrictions upon, the Vice-President and shall succeed the President in office in case of death or resignation.
 - (3) **Second Vice-President.** The Second Vice-President shall assist all other Board members and shall succeed the Vice-President in office if that office becomes vacant for any reason.
 - (4) **Secretary.** The Secretary shall keep minutes of the meetings of the members and the Board of Directors, including telephone meetings or electronic meetings, keep all records of the Corporation, receive and answer all official mail under the direction of the President, keep a

record of membership and dues received, keep a register of the addresses of all members and send notices of meetings when necessary.

(5) **Treasurer.** The Treasurer shall receive and receipt for, and shall have charge and custody of and be responsible for, all funds of the Corporation, and shall deposit all monies in the name of the Corporation in such depository as shall be selected by the Board of Directors. The Treasurer shall pay out all monies authorized by the Board of Directors, and shall keep an account of receipts and disbursements. The Treasurer shall make an annual report at the annual meeting and such other reports as may be deemed necessary. The Treasurer's accounts shall be audited upon change of office.

(6) **Newsletter Editor.** The Newsletter Editor shall assemble and distribute three newsletters per year, a Fall issue, a Winter issue and a Spring issue, to all current members. The Newsletter shall contain a report of the annual Jamboree, as well as other information regarding King Midget automobiles, King Midget owners or related matters of general or specific interest.

(7) **Club Activities Director.** The Club Activities Director shall assist in promoting and coordinating club activities.

(8) **Registered Agent.** The President shall appoint a Registered Agent who need not be a Director but must reside in the State of Indiana and will serve as liaison with the State.

(9) **Each Officer.** Each officer shall provide reasonable communication during transition of officers after expiration of a term.

Section 4. **Meetings.**

a. A yearly meeting shall be held on the Saturday of the National Jamboree weekend, and shall be defined as the annual meeting. One specific purpose of the annual meeting is to elect new officers to replace those whose term is expiring.

b. A Board of Directors meeting shall be conducted when called by the President. Such meeting may also be conducted by telephone, either in conference call or by individual call between the President and each officer until a quorum is satisfied, or by electronic mail, with all Board members being sent copies of the discussion.

c. The purpose of the National Jamboree is celebrate the heritage of these cars by the Members and the general public. The Jamborees are funded primarily by fees paid by members and the sale of souvenirs at the event. There is no charge for public visitors, conditional upon such guests conducting themselves with decorum. Such guests as may become rowdy, intoxicated or disruptive shall be removed

Section 5. **Quorum.**

a. A quorum for any regular membership meeting shall consist of fifteen percent of the current membership, including four officers.

b. A quorum for any Board of Directors meeting shall consist of four officers, one of which shall be the President or the Vice-President. Telephone conference calls, electronic messages or individual calls between the President and three or more other officers regarding the same matter shall also constitute a quorum.

Section 6. **Election.**

- a. Members shall elect at the annual meeting officers to replace those officers whose term is expiring.
- b. The Board of Directors shall appoint a Nominating Committee, which shall solicit nominations for offices from members, and shall present a slate of candidates.
- c. Should the President resign, the Vice-President shall fill the unexpired term and be replaced by the Second Vice-President. Should any other officer resign, the President shall appoint a replacement for the duration of that officer's term.

Section 7. Discipline.

- a. No one shall use, represent or sell any paraphernalia with a "King Midget" logo without appropriate authority. Any required royalties shall be paid by the user.
- b. A member failing to pay annual dues by the first day of March shall be removed from the record of membership and shall be suspended from all membership privileges. Such member shall lose their membership number. Their membership number may be restored only by paying dues for all years from the date of lapse of membership to the current year.
- c. Any member deemed by the Board to be acting in violation of these By-laws shall be removed from the record of membership and shall be suspended from all membership privileges. Such member shall lose their membership number, but may be reinstated by the Board, with a new number.

Section 8. Finance.

- a. Each member shall be assessed an annual membership fee.
- b. The Corporation may borrow funds in its own name as authorized by the Board of Directors.
- c. An Auditing Committee, as appointed by the Board of Directors, shall audit the Treasurer's records at the end of that officer's term and report findings to the Board.

Section 9. Amendments.

- a. These By-laws may be revised or amended by the Board of Directors at a meeting of the Board of Directors, providing that all officers have been given ten days written notice of the proposed revision or amendment to these By-laws.

Section 10. Transition Procedures.

Normal rotation of officers, each for three-year terms, shall be as follows:

- President
- Second Vice-President
- Newsletter Editor

The following year's election:

- Vice-President
- Treasurer

The following year's election:

- Secretary

Club Activities Director

An officer may serve any number of successive term.

Section 11. **Regional Organizations “Chapters”**

- a. Approval to form a Chapter must be given by the IKMCC president or IKMCC board.
- b. A minimum of three Club members in good standing may seek permission to form a chapter, club or other regional organization for the purpose of holding activities within their region. Chapter boundaries must be approved by the President or the board of directors, and may be changed, if requested and approved.
- c. Chapters may be entirely voluntary, having no officers, board of directors or dues. If they choose to incorporate, have officers, directors and collect dues, minutes of meetings shall be kept and they must get a tax exempt 501 c filing and other paperwork appropriate to the state in which they reside.
- d. Active chapters are required to notify the President or board of IKMCC of events they hold. By doing so, they qualify for coverage under the IKMCC liability insurance. If no events are scheduled for an entire year, chapters shall be deemed inactive.
- e. Members of a chapter must also be members of IKMCC, but are encouraged to welcome guests to their events, as IKMCC does to Jamborees.
- f. IKMCC will neither receive nor provide any financial support to any chapter.
- g. All chapters and their members are required to abide by the entirety of these Bylaws.