



American Muscle Car Club of Panama City

Article I - Name, Logo, Relationship, and Office Location

1. The name will be the American Muscle Car Club of Panama City (hereinafter referred to as "AMCC" or "Organization").
2. The AMCC logo shall be (American Muscle Car Club Logo) to include the club name and the year it was established. The logo is to include a waving flag behind the name. The log at the top of this document represents the AMCC and is made a part of the by-laws.
3. The use of any AMCC logo printed on T-shirts, jackets, or other commodities shall be limited to active dues-paying members and their immediate families.
4. The American Muscle Car Club is a separate, independent, not-for-profit corporation not affiliated with any state or national organization.
5. The organization's office and mailing address shall be 504 Tracey Drive, Panama City, Florida 32404, Bay County, Florida. The Organization may also maintain offices at other places within or outside of the United States, as the Board of Directors may determine from time to time.

Article II - Purpose

1. The purpose of AMCC is to encourage and promote interest in collecting, restoring, and exhibiting automobiles and to cultivate fellowship among auto enthusiasts.
2. AMCC will actively work in the community, sponsoring and hosting charity and fundraising events for local organizations without profit, to strengthen, enrich, and support the community's educational, social, and developmental experiences through fundraising, volunteer efforts and events, and other permitted charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
3. In furtherance of these purposes, the Organization agrees:
 - a) To take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Organization, is without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, these Bylaws of the Organization, or any laws applicable thereto.

- b) To do any other act or thing incidental to or connected with the preceding purpose or advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Act.
- c) In furtherance of its corporate purposes, the Organization shall have all general powers enumerated in Chapter 617, Florida Statutes (2015) entitled the Florida Not for Profit Corporation Act.
- d) The Organization shall observe all local, state, and federal laws that apply to non-profit organizations as defined in Section 501(c)(3) of the Internal Revenue Code.
- e) No Member, Director, Officer, agent, or employee of the Organization shall take any act or carry on any other activities that would jeopardize the Organization's standing as a Section 501(c)(3) non-profit entity.
- f) No part of the Organization's net earnings shall inure to the benefit of or be distributable to its Members, Directors, Officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article III - Time and Place of Meetings

- 1. Monthly meetings will be held on a regularly scheduled date and time set by the AMCC officers and approved by the membership.
- 2. Monthly meetings will be held at a designated location, as set by the AMCC officers and approved by the membership.
- 3. A quorum shall consist of those members present at any regular or special meeting.
- 4. The Board needs to hold no meeting to take any action required or permitted to be taken by law (except any action taken to amend the Bylaws), provided all members of the Board individually or collectively consent in writing to the action and written consent or consents are filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law related to action taken in this manner shall state that the action was taken with unanimous written consent of the Board without a meeting and that the Bylaws authorize the directors to act in this manner. The statement shall be prima facie evidence of the Board's authority.

Article IV - Membership

- 1. Ownership of an automobile is not mandatory for membership. The Membership Committee will review all new applications before AMCC membership is final.
- 2. The officers of AMCC set the \$25 membership dues, which the members approved.
- 3. The AMCC Membership Committee will consist of club members appointed by the President.

4. Application for membership can be made by any AMCC member. The applicant will receive an application form to complete with their information. The membership committee will review and approve/deny all applications by a majority vote. At this time, the prospective member will be notified, and if accepted, the payment of dues should be made.
5. To keep membership current, annual dues of \$25 must be paid by March 1st. Members who fail to pay their dues by March 1st will be removed from the membership list until they have been paid in full.
6. Membership is open throughout the year. For members joining after March, dues are pro-rated at \$2 monthly through December, including the following year's dues.

Article V - Membership Responsibility

1. As a member of AMCC, you will promote AMCC by helping promote car shows and cruise nights via flyers handed out, wearing club apparel, and talking to owners of cars to promote AMCC and what it is trying to accomplish.
2. Members operating vehicles shall do so in such a manner that promotes AMCC's mission statement.
3. All Club members who drive while involved in Club functions or are traveling with said Club going to or from a Club function shall abide by the laws of the State of Florida or any other State when representing the Club.
4. For our events to be successful, members are asked to help as much as possible during Club events (e.g., shows, cruise nights, etc.). Any club member driving and representing the club shall have a valid operator's license.

Article VI - Election of Officers

1. The AMCC's officers consist of the President, Vice President, Secretary, Treasurer, and Sergeant of Arms. Nominations will be held at the October meeting, and elections will be held at the November meeting.
2. Officers will be elected for one year and shall assume their duties on January 1st.
3. All officers are elected by a majority of the members present at any annual or special meeting called for that purpose.
4. Anyone interested in holding office in the club must be elected by its members during the yearly election of club officers and must have been a club member for one year before holding any office.
5. All club members in good standing who are over 18 are eligible to run for office.
6. If a member cannot complete their term of office for any reason, the Executive Board may appoint a member to fill the remainder of the term of office at a special meeting.
7. Any officer or club member may be asked to step down from their position or removed from AMCC by a majority vote of members present at a regularly scheduled meeting.
8. Offices must be held for one (1) year or until their successors are elected and qualified. There will be no "term limits" for elected officers.

Article VII - Duties of Executive Board (Officers)

1. President—The president supervises, directs, and controls the club's business and affairs, signs all contracts, and appoints any necessary committee for the club's welfare.
2. The President only makes commitments and signs official documents and resolutions authorized by the Executive Board.
3. The President presides over all meetings and acts as an ambassador to any functions or activities held by the club or any other club requesting attendance.
4. The President seeks ways to help build membership, create ideas, and promote and maintain interest for and by its members. They will meet with the Executive Board at least once a quarter and be responsible for planning and overseeing the club fund budget for the following year.
5. The President appoints directors and committees as necessary and is an ex-officio member of all committees. The president coordinates the club's Officers and Committees to ensure the club's goals are met.
6. The President may appoint directors and committee chairs to promote the efficient running of the club. These director positions may be, but are not limited to:
 - a. Membership Director
 - b. Sponsorship Director
 - c. Social Media Director
 - d. Marketing Director
 - e. Audit Chairman
 - f. Newsletter Editor
7. Vice President—Performs all duties of the President in the President's absence, presides over meetings if the President cannot attend, acts as an ambassador to any functions the President cannot participate in, works with the Secretary and Treasurer to keep necessary records, and fills in for other absent officers when required.
8. Secretary—The secretary keeps an accurate record of the proceedings of all regular, special, and Executive Board meetings. They also keep an accurate record of Members' roles and bring to the president's attention any correspondence that should be reviewed by the Executive Board (membership applications, events, etc.).
9. Treasurer—Keeps an accurate account of AMCC's business transactions, deposits all monies and other assets in The Club bank account, disburses AMCC's funds, and renders an accounting of AMCC's assets to the Executive Board when requested. The President shares these responsibilities as needed.
10. At the expiration of their term of office, all officers will deliver all books, papers, money, or other club property to their successors.
11. No stated salary shall be paid to officers or directors, as such, for their services

Article VIII - Revenue and Disbursements

1. AMCC revenue will be derived from club members' payment of dues, food sales at our events, donations, and sponsorships.
2. AMCC Officers will be authorized to sign checks. The checkbook will be in the possession of the Treasurer. Two officers are required to sign checks.
3. AMCC should always maintain a minimum reserve of \$500 in its savings account. This will ensure adequate funding for one year's expenses in the event of financial hardship and allow the club time to recover.
4. Membership is open throughout the year. For members joining after March, dues are pro-rated at \$2 monthly through December, including the following year's dues.

ARTICLE IX FISCAL YEAR AND CONFLICT OF INTEREST POLICY

1. Fiscal Year. The fiscal year of the Organization shall begin on January 1 and correspond with the calendar year.
2. Conflict of Interest. Attached and incorporated herein is the Conflict of Interest Policy duly adopted by the Organization.

ARTICLE X – BUDGET, DUES AND FINANCIAL MATTERS

1. Budget. All funds collected and disbursed by the Organization shall be accounted for in the annual budget.
2. General and Special Funds. All receipts from membership dues shall become part of the organization's general fund and be administered by the Board. Funds from all sources other than membership dues received by the Organization or for the account of the Organization or any of its committees, special committees, or task forces shall be itemized as sources and administered according to the appropriate rules established by the Board.
3. Membership Dues. The Board will determine the membership dues for members of the Organization and their payment method. Membership dues are due when becoming a member and annually thereafter as directed by the Board of Directors.
4. Audit. The Board of Directors may authorize an audit or review of the Organization's finances to be conducted by a Certified Public Accountant or other appropriate professional in a manner that meets applicable accounting and industry standards.
5. Disbursements
 - a. General. All disbursements from the Organization's general and special funds shall be made by check (requiring two signatures) or, if needed, by corporate debit card, which shall be signed and/ or authorized by the Treasurer and any other officer designated by the Board.
 - b. Quotes. All expenditures requested to be made from general or special funds of the Organization over \$250 must be accompanied by a minimum of two (2) written quotes.

- c. Reimbursement. The board must have pre-approved any and all reimbursements to Board Members in the Annual Budget, and the request must be submitted in writing to the Treasurer on the forms approved by the Board.
- d. Cash Procedures. All cash receipts and disbursements must follow the procedures established by the Board. The Secretary and Treasurer shall maintain a copy of the most current cash procedures.

Article XI - Conduct

1. All club members are eligible to vote.
2. The Officers will have the authority to solve disciplinary problems.
3. During Club activities and other events, members shall conduct themselves in a manner that promotes cooperation among members.
4. There will be no alcoholic beverages or any drug-related substances consumed at any AMCC-sponsored functions.
5. Respect each other's opinions during meetings and allow each member to present his/her views.
6. Refrain from making personal attacks and leave personal disputes outside AMCC's activities.
7. Conduct themselves in a manner that promotes a favorable public opinion of AMCC and its activities/events.
8. Not make commitments on behalf of AMCC without the vote of approval of the Executive Board.
9. To adopt, amend, suspend, or rescind these bylaws, the proposed changes shall be introduced at any regular monthly business meeting and adopted by a two-thirds vote of members in attendance at the next business meeting.

ARTICLE XII -- DEBTS AND OBLIGATIONS

No debt or obligation whatsoever for the payment of money or other things of value shall be created or incurred by any director, officer, employee, or agent of this Organization or other person, and no money shall be appropriated or paid out of the General Fund; and no contract or other act whatsoever of any officer or employee or agent of this corporation, or other person, by the terms or result of which any debt or obligation whatsoever is created or attempted to be created shall be in any manner binding upon this Organization unless the same is authorized by provision therefore in the budget of the Organization, or unless the same respectively be authorized and directed or ratified by the Board in regular meeting or special meeting called for that purpose.

ARTICLE XIII -- DISSOLUTIONS

Upon the dissolution of the corporation, the members of the Executive Board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that 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 members of the Executive Board shall determine; any of such assets not so disposed of shall be disposed of by the Court of a City and County in the State of Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV -- SEAL

The Board may adopt a Corporate Seal by a majority vote of the Board of Directors.

ARTICLE XVI -- INDEMNITY

1. Any person made a party to any action, suit, or proceeding by reason of the fact that he, his testator, or intestate representative is or was a director, officer, or employee of the Organization or of any Organization in which he served as such at the request of the Organization, shall be indemnified by the Organization against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.
2. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions of this section.

(This section is left blank)

3. The amount of indemnity to which any officer or director may be entitled shall be fixed by the Board of Directors, except that in any case where no disinterested majority of the Board is available, the amount shall be fixed by arbitration pursuant to the then-existing rules of the American Arbitration Association.

These revised bylaws were accepted and approved by the members present at the June 2024 business meeting by a majority vote.

Troy Brown

Troy Brown, President

Jeff Duggins

Jeff Duggins, Vice President

Sandra Lang

Sandra Lang, Secretary

Jon Ellis

Jon Ellis, Treasurer