

NUTMEG CHAPTER
OF THE
STUDEBAKER DRIVERS CLUB, INC.

Certificate of Incorporation
Articles of Association

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ARTICLE I. NAME

The name of this association shall be Nutmeg Chapter of the Studebaker Drivers Club, Inc.

ARTICLE II. PURPOSE

SECTION 1.

The purpose of the Nutmeg Chapter of the Studebaker Drivers Club, Inc. shall be to maintain an incorporated, non-profit, non-stock, tax-exempt organization of persons interested in all aspects of Studebaker vehicles through social interactions and the sharing of knowledge of them.

The purpose of the association is to engage in any lawful act or activity for which corporations may be formed under the law, so long as such powers are consistent with its purposes.

SECTION 2.

The activities of the association shall include: Functions to promote social relationships of Studebaker automobile owners in Connecticut and in surrounding areas. To provide assistance to the national Studebaker Drivers Club, Inc. on a local level to expand interest and membership, nationally and locally, in both organizations. To encourage the acquisition, preservation and maintenance of Studebaker and related vehicles. To maintain a newsletter/website (Nutmeg Notes) announcing coming events and other pertinent newsworthy information of membership interest.

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SECTION 3.

This association shall not engage in any activities or exercise any powers that are not in furtherance of the purpose the the corporation. Nontraditional business activities shall not be conducted. Activities of this state wide organization shall be generally every other month, and the location of the events shall be rotated throughout Connecticut to accommodate all members. Events shall be for fun and fellowship, for education (museums, historical sites, etc.) and for the promotion of interest in and knowledge of Studebaker vehicles.

SECTION 4.

Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a.) by an association exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b.) by the Connecticut Revised Nonstock Corporation Act.

SECTION 5.

This association shall not carry out propaganda or otherwise influence legislation. The association shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The association is supported exclusively by membership dues, and no portion of its income is derived from public funds.

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ARTICLE III. MEMBERSHIP

SECTION 1.

Persons eligible for membership shall be any member of the national Studebaker Drivers Club, Inc. who currently or formerly owns a Studebaker or related automobile, or who maintains a sincere interest in or close association with the Studebaker or related automobile.

SECTION 2.

This association shall not - through bylaws, charter, or Articles of Association – provide for discrimination against any person on the basis of race, sex, color or religion.

SECTION 3.

Membership entitles the individual to one vote.

SECTION 4.

Active member: A person having paid dues and assessments to both the national Studebaker Drivers Club, Inc. and the Nutmeg Chapter with all rights and privileges extended, including the right to hold office and vote.

Associate member: A spouse of any active member in good standing with all rights and privileges extended, including the right to vote and to hold any office except that of President. Membership to the national Studebaker Drivers Club, Inc. is \$31.00 per year. Membership to the Nutmeg Chapter of the Studebaker Drivers Club, Inc. is \$10.00 per year.

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ARTICLE IV. BOARD OF OFFICERS

SECTION 1.

The Board of Officers of this association shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2.

The Board of Officers shall be elected at the general business meeting held in February, and shall serve without compensation.

SECTION 3.

The Board of Officers will not do anything a tax exempt association is not allowed to do.

SECTION 4.

Nominations to the Board of Officers shall be presented from the floor, with the consent of the nominee.

SECTION 5.

The Board of Officers shall have all the usual powers and duties exercised by the officers of a voluntary association.

SECTION 6.

A vacancy in any office shall be filled for the remainder of the term through appointment by the Board of Officers.

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SECTION 7.

Duties of the Board of Officers:

President presides over all meetings of the Nutmeg Chapter and shall have the general powers and responsibilities of management and coordination of the business conducted by the Nutmeg Chapter. The President shall act as liaison between the Nutmeg Chapter and the national Studebaker Drivers Club, Inc.

Vice-President performs the duties of the President in the absence of the President.

Secretary records attendance at all meetings, takes minutes of all meetings, and maintains files of all correspondence.

Treasurer keeps and maintains financial records of the Nutmeg Chapter.

ARTICLE V. MEETINGS

SECTION 1.

The Nutmeg Chapter will meet in February for election of officers, transaction of other business and plan the calendar of events for the year.

SECTION 2.

A written notice (USPS or e-mail) of meetings and events shall be distributed to the membership at least one week prior to the meeting.

SECTION 3.

Two-thirds of the Board of Officers shall constitute a quorum for transaction of business and association. Transactions will be considered passed with a majority of members present voting in favor.

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SECTION 4.

All meetings will be conducted using Robert's Rules of Order.

SECTION 5.

Amendments to the Articles of Association or to the By-Laws of the Nutmeg Chapter may be proposed by any of the Board of Officers, or by any member in good standing to any member of the Board of Officers, to be introduced to the general membership for vote after all members have been notified in writing or electronically. An amendment will be adopted only by a two-thirds vote of the general membership present in attendance at a business meeting in which the proposed amendment is presented for vote.

ARTICLE VI. FUNDS

SECTION 1.

All funds shall be deposited to the account of the Nutmeg Chapter of the Studebaker Drivers Club, Inc. and shall be disbursed by the Treasurer as authorized by the Board of Officers.

SECTION 2.

No member of the association shall be liable except for unpaid dues, and no personal liability shall in any event be attached to any member of this association in connection with any of its undertakings.

SECTION 3.

The Board of Officers shall appoint a non officer to audit the Treasurer's accounts of the prior year in the first quarter of the current year.

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SECTION 4.

The fiscal year of this association shall be January 1st to December 31st.

SECTION 5.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth here. No member or officer of this association or any private individual shall be entitled to share in the distribution of any of the association's assets on dissolution of the association.

SECTION 6.

In any taxable year in which the organization is a private foundation as described in IRC 509 (a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4041 (d), retain any excess business holdings as defined in IRC 4943 (c), (b) make any investments in such manner as to subject the organization to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII. AUTHORITY

Final authority for any business or activities conducted by the Nutmeg Chapter in connection with the national Studebaker Drivers Club, Inc. lies with the Board of Directors of the national Studebaker Drivers Club, Inc. and is subject to the sanction thereof.

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In the event of a conflict of administration of the Nutmeg Chapter with the national Studebaker Drivers Club, Inc., the bylaws and government of the national Studebaker Drivers Club, Inc. supersedes the bylaws and government of the Nutmeg Chapter until such conflict is resolved.

In the event of revocation of affiliation with the national Studebaker Drivers Club, Inc., the Nutmeg Chapter becomes dissolved and null and void as a separate organization. All properties and monies of the Nutmeg Chapter shall be distributed to non-profit organizations by the Board of Officers.

ARTICLE VIII. LIABILITY

SECTION 1.

The Nutmeg Chapter assumes all responsibility, financial and otherwise, for any activity it conducts.

SECTION 2.

All persons or corporations extending credit to, contracts with, or having a claim against the Nutmeg Chapter or the Board of Officers or Administrators, shall look only to the funds and property of the Nutmeg Chapter for payment of any debt, damages, judgments, or decree, or any money that may otherwise become due and payable from the Nutmeg Chapter or the Board of Officers or Administrators so that neither the members of the Nutmeg Chapter, nor any Officers, nor any Administrators present and future, shall be personally liable therefore.

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ARTICLE IX. DISSOLUTION

SECTION 1.

The Nutmeg Chapter of the Studebaker Drivers Club, Inc. may be dissolved at any general or special membership meeting by a resolution adopted by an affirmative vote of two-thirds of the attending members.

SECTION 2.

Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Original Adopted _____