

**BY – LAWS OF THE
“CHRYSLER EMPLOYEE MOTORSPORT ASSOCIATION”**

CEMA

Revised October 5, 2016

- I** **Name:** The not for profit tax-exempt organization shall be named “Chrysler Employee Motorsport Association” abbreviated as “CEMA”.
- II** **Mission:** CEMA is a not for profit tax exempt social organization established to promote motorsport heritage and to support the recreational activities and camaraderie of its members and their families.
- III** **Membership:** Open to any individual who:
- Is an active, on-roll Chrysler employee, or
 - Is an inactive Chrysler employee who retains retirement (pension) eligibility, or
 - Is a retired Chrysler employee (receiving a Chrysler pension), or
 - Is an active contract employee whose employer (contract house) is paid directly by Chrysler LLC (note that CEMA membership eligibility for such contract employee ends when the contract employee leaves the corporation or his/her contract ends)
 - Expresses an interest in the Association to:
 1. Pay annual dues as necessary to support Association operations, activities, and charities.
 2. Participate in activities of the Association, including work on sanctioned or scheduled events and activities.

Membership may be revoked only by a 2/3 vote of the active Operating Committee outlined in Section VI and after proper notification.

Honorary Membership: Any Person who does or does not meet the requirements to become a CEMA member per Section III may be voted in as an Honorary Member by a 2/3 vote of the active Operating Committee. The person must be of good character, be willing to support the Association’s Mission, and be willing to be an Honorary Member. The Honorary Member may attend general meetings and Association events along with CEMA members. The Honorary Member will not pay dues and will not be eligible to hold office or vote. Honorary Membership may be revoked by a 2/3 vote of the active Operating Committee outlined in Section VI and after proper notification. The Operating Committee will annually review all Honorary

Memberships in regard to renewals.

IV. Dues: Annual dues may be charged in an amount determined and approved by a majority vote of the Operating Committee.

V. Operating Committee: The leadership team of the Association will consist of officers that will take the initiative to perform necessary work to maintain the integrity of the Association as well as perform those duties required legally. It is the responsibility of the Operating Committee to maintain in proper fashion the purpose of the Association and to provide all members with quality service and leadership. The Committee will consist of officers as outlined in Section VI.

VI. Operating Committee

Officers: At the September General Membership meeting or by special notice, nominations for officers of the Operating Committee will be accepted. Operating Committee officers will serve for a term of two consecutive years. There are no term limits. They will be selected by a majority vote of the membership present at the next monthly Association meeting following the nominations. All elected officers shall be active members in good standing.

In the case of an incomplete term, the Operating Committee will appoint a replacement to serve out the remainder of the term.

President: The President is charged with organization and operation of the association during his or her term in office. With the advice of the Operating Committee, the President will make appointments necessary to carry out various club functions and activities.

Vice President: The Vice President shall assist the President and act on the President's behalf in the President's absence. The Vice President shall be responsible for maintaining a written inventory which itemizes all club assets and records their physical location.

Secretary: The Secretary shall take and keep minutes of all authorized club and Operating Committee meetings. The Secretary shall also assist the President and the Committee with correspondence in their respective areas.

Treasurer The Treasurer shall be responsible for and keep up – to – date, accurate records of all Association financial transactions. The President, Vice President and Secretary may act in the Treasurer's absence.

Directors: At least three Directors will fulfill the remaining seats on the Operating Committee. Directors shall be responsible for specific ongoing functions of the association (i.e., Activities, Historical, Membership, Website, etc.).

VII. Functional

Committee: Such committees formed as required by the Operating Committee are appointed by the President of the Association. Each functional committee will have a chairperson who will assemble committee members, direct its activities and report status and progress to the membership.

VIII. Meetings:

1. Regularly Scheduled Meetings: The Association shall meet monthly for both social and business purposes as determined by the Operating Committee.
2. Special Meetings: Special meetings of the membership will require notification of the membership at least ten days prior to the scheduled date of the meeting. A tentative agenda shall also be included with the notification, along with any proposed amendments to the by- laws.

IX Funds

Disbursement:

Prior to funds being disbursed from the Association the following shall be received:

- 1 Approval by the Treasurer for expenditures up to \$100.00.
- 2 Approval by a majority of the Operating Committee for expenditures over \$100.00.

Funds approved for disbursement outside of a general membership meeting shall be reported at the following general membership meeting and the disbursement shall be recorded in the minutes for said meeting.

X. Funds Disbursement In the Event The Association is Dissolved:

In the event the Association is dissolved, all outstanding Association debts and liabilities will be paid from association proceeds and any remaining funds will be donated to charities as voted and agreed to by the Operating Committee.

XI. Amendments:

Amendments to the by – laws may be submitted at any Business meeting or any meeting specially called for that purpose. All voting shall take place at the next scheduled Association meeting following the proposal.

1. Amendments may be proposed by any active member of the association.
2. Approval by a majority vote of the Operating Committee shall be necessary to amend the by-laws.

XII Parliamentary Procedure:

Should the occasion arise where there is a question of procedures, oberts Rules of Order shall prevail.

XIII. Operating Rules and Procedures:

Those operating rules and procedures in effect at the time of the adoption of the by – laws (and not in conflict with these by – laws) shall remain in effect until changed or deleted by appropriate action.

RECORD OF BY LAWS AMENDMENTS

<u>Date</u>	<u>Description</u>
May 12, 1993	Original First Draft of CEMA Charter
December 13, 1993 II -	<p>Add Mission Statement Add “established” Add “promote”</p> <p>IV- Change Dues from \$12 to \$15 Change “I.D. Card and One (1) hat” to “A Token of Appreciation” Add “Of Said Committee”</p> <p>VI- Add “The Operating Committee... is Firmly in Place” Add “Elections Shall Begin... by the Operating Committee” Change “Club” to “Association”</p> <p>VIII - Delete “The 4 th Quarter Meeting will include the Elections of Officers for the Coming Year”</p> <p>AI- Change “Chairman” to “Chairperson” Change “Vice Chairperson” to “Co – Chairperson”</p>
May 17, 1994	<p>IV- Change Dues from \$15 to \$10 Remove (“Payment of dues will include a membership card and a token of appreciation”)</p>
September 7, 2000 II -	<p>Change “Chrysler employees” to “DaimlerChrysler employees”</p> <p>III- Change “Chrysler employees” to “DaimlerChrysler employees” Delete “sufficient” Change Item #3 to a separate paragraph Change “withdrawn” to “revoked”</p> <p>IV- Change “The annual dues are currently set at \$10.00 per member. These may be changed and / or assessments levied after determination by the Operating Committee and a vote of 2/3 of said committee” To: “Annual dues may be charged in an amount determined And approved by a 2/3 vote of the Operating Committee”.</p>

- V - **Change** "hold" to "consist of"
VI - **Change** "Officers are placed in by 2/3 vote of the Operating Committee annually."
To:

By special notice, nominations for officers of the Operating Committee will be accepted annually and will be selected by a majority vote of the membership present at the next monthly association meeting following the nominations.

Change "the replacing officer shall complete that term with further determination by the Operating Committee."
To:

the Operating Committee will appoint a replacement to serve out the remainder of the term.

Change (under President) "he or she will make necessary appointments carried out in an orderly manner."
To:

"he or she will make appointments necessary to carry out various club functions and activities".

Delete paragraph "The Operating Committee.... is firmly in place"

Delete "Elections shall begin February, 1999."

Delete "their behalf in their"

Add (under Vice President) "his or her behalf in the President's"

Delete "He or she shall be.... Operating Committee."

Delete "The Director will be... of the membership at large."

Add "The three Directors will... WebSite Committees."

VIII - **Delete** "The Operating Committee shall... to all functions."

Delete "and the 4 th quarter business meetings"

IX - **Change** "All voting shall take place one month after proposal".

To:

"All voting shall take place at the next scheduled association meeting following the proposal".

October 17, 2001

Title- **Change** "CHRYSLER EMPLOYEE MOTORSPORTS ASSOCIATION"

To:

"CHRYSLER EMPLOYEE MOTORSPORT ASSOCIATION"†

Change "The not-for-profit organization shall be named "Chrysler Employee Motorsports Association" abbreviated as "CEMA" ."

To:

"The nonprofit organization shall be named the "Chrysler Employee Motorsport Association" abbreviated as "CEMA" ."

- II- Change** “Purpose: An association defined as an organization of persons having a common interest of DaimlerChrysler employees and their families who enjoy motorsports of all types.

The CEMA Mission:

The Chrysler Employee Motorsports Association (CEMA) is established o promote recreational motorsports activities and camaraderie for DaimlerChrysler employees and their families and to preserve and promote the Chrysler motorsport heritage in the automotive industry.”

To:

“Mission: The Chrysler Employee Motorsport Association (CEMA) is a nonprofit organization established to promote motorsport heritage and to support the recreational activities and camaraderie of its members and their families.”

- III- Change** “Conferred upon all DaimlerChrysler employees showing interest in the association to:

1 Pay annual dues.”

To

“Open to all DaimlerChrysler employees and retirees expressing interest in the association to:

1 Pay annual dues as necessary to support club charities and activities.”

- IV- Change** “Annual dues may be charged in an amount determined and approved by a minimum 2/3 vote of the operating committee.”

To:

“Annual dues may be charged in an amount determined and approved by a majority vote of the Operating Committee.”

- V- Change** “The Committee will consist of seven officers outlined in Section VI.”

To:

“The Committee will consist of officers as outlined in Section VI.”

VI- **Change** "Directors: Three Directors will fulfill the remaining seats open to the Operating Committee. The three Directors will be the Chairpersons of the Membership, Historical and Website Committees."

To:

Directors: At least three Directors will fulfill the remaining seats on the Operating Committee. Directors shall be responsible for specific ongoing functions of the association (i.e., Activities, Historical, Membership, Website).

VI- **Change** "Each committee will have one Chairperson, a Co- Chairperson and committee members."

To:

"Each functional committee will have a chairperson who will assemble committee members, direct its activities and report status and progress to the membership."

IX- **Change**: "A vote of 2/3 of the Operating Committee shall be necessary to amend by-laws."

To:

"Approval by a majority vote of the Operating Committee shall be necessary to amend the by-laws."

September 18, 2002 XII-

Add: "Funds Disbursement in The Event The Association is Dissolved: In the event the association is dissolved, all outstanding association debts and liabilities will be paid from association proceeds and any remaining funds will be donated to charities as voted and agreed to by the Operating Committee."

July 2, 2003

VI- **Change**: Vice President: He or she shall assist the President and act on his or her behalf in the President's absence."

To:

Vice President: The Vice President shall assist the President and act on the President's behalf in the President's absence. The Vice President shall be responsible for maintaining a written inventory which itemizes all club assets and records their physical locations."

IX- **Change**: IX. Amendments...

To:

XI. Amendments...

X- **Change**: X. Parliamentary Procedure...

To:

XII. Parliamentary Procedure...

- XI. **Change:** XI. Operating Rules and Procedures...
 To:
 XIII. Operating Rules and Procedures...
- XII. **Change:** XII. Funds Disbursement in the Event The Association is Dissolved...
 To:
- X. Funds Disbursement in the Event The Association is Dissolved
- IX. **Add:** "IX Funds Disbursement: Prior to funds being disbursed from the association the following shall be received:
- 1 Approval by the Treasurer for expenditures up to \$100.00.
 - 2 Approval by a majority of the Operating Committee for expenditures over \$100.00.

Funds approved for disbursement outside of a general membership meeting shall be reported at the following general membership meeting and the disbursement shall be recorded in the minutes for said meeting."

September 13, 2004 VI.

Change: "By special notice, nominations for officers of the Operating Committee will be accepted annually and will be selected by a majority vote..."
 To:

"At the September General Membership meeting or by special notice, nominations for officers of the Operating Committee will be accepted. Operating Committee officers will serve for a term of one year. There are no term limits. They will be selected by a majority vote..."

March 4, 2009

Change: "The nonprofit organization shall be named..."
 To:
 "CEMA is a not for profit tax exempt organization....."

- III. **Change:** "Membership: Open to all DaimlerChrysler employees and retirees expressing interest in the association to:"

To:

"Membership: Open to any individual who:

- Is an active, on-roll Chrysler employee, or
- Is an inactive Chrysler employee who retains retirement (pension) eligibility, or
- Is a retired Chrysler employee (receiving a Chrysler pension), or
- Is an active contract employee whose employer (contract house) is paid directly by Chrysler LLC (note that CEMA membership eligibility for such contract employee ends when the contract employee leaves the corporation of his/her contract ends)

- Expresses an interest in the association to:”

Eliminate: Signature Lines

August 8, 2013

Update “association” to “Association”.

September 11, 2013

Add Honorary Membership Section III

July 27, 2014

Change Membership Section III: Honorary Membership:

From: “Any Person who does not meet . . .”

To: “Any Person who does or does not meet . . .”

October 5, 2016

Change Operating Committee Officers, Section VI

From: will serve for a term of one year

To: will serve for a term of two consecutive years