

**Z CAR CLUB ASSOCIATION  
CONSTITUTION and BY-LAWS**

**ARTICLE I: NAME**

The official name of this organization shall be the "Z CAR CLUB ASSOCIATION" [hereinafter ZCCA].

**ARTICLE II: GENERAL PURPOSE**

The ZCCA is a non-profit organization formed to provide its Member Clubs with:

- A. Representation worldwide in a professional and business like manner;
- B. Assistance to host Clubs putting on our Annual Convention;
- C. A single location to maintain an up to date listing of all Z Car Clubs and their respective current Memberships;
- D. A unified organization to interface with corporations in getting discounts and services to benefit all Clubs;
- E. A communication link to Corporate Nissan and Nissan's various representatives;
- F. Assistance on a combined level to help form new Clubs and help current Clubs grow;
- G. Assistance in helping all Clubs benefit their individual communities: and
- H. The ZCCA will determine the host ZCCA Member Club and/or location of future Annual Conventions. Determination is defined as a majority vote of member clubs. In the event of just cause, as determined by a majority vote of member clubs, either ZCCA or another member club(s) can assume responsibility for the convention.

**ARTICLE III: SPECIFIC ASSOCIATION GOALS**

- A. To promote safe driving habits and driving skills by stressing the "Three C's" of road safety: CARE, COURTESY and COMMON SENSE.
- B. To provide assistance to any motorist in North America in distress when such assistance is both safe and feasible;
- C. To plan and regulate functions and/or activities designed to further ZCCA's Purpose, including, but not limited to: technical advice, assistance in dealing with repair establishments and help in obtaining difficult-to-acquire parts [especially for the older Z Cars];
- D. To plan and regulate functions and/or activities designed to assist charitable institutions in their endeavors.
- E. Provide Committees whose expertise will aid host Clubs in putting on our Annual Conventions.

**ARTICLE IV: SPECIFIC PROHIBITION**

The ZCCA shall not organize, sponsor, plan, assist, sanction nor allow its name to be associated, in any manner whatsoever, with any automotive function which is in violation of any duly constituted legislation [e.g. a "Gumball" Rally].

**ARTICLE V: MEMBERSHIP**

- A. For a Z Car Club to become a Member Club of the ZCCA, it must have and maintain:
  - 1. Officers: President, Vice-President, Secretary, (a minimum total of 3 officers).
  - 2. A minimum number of 10 members.
  - 3. A constitution and by-laws.
  - 4. A dues structure.
  - 5. Be open to all Z cars regardless of model or modification level.
- B. Deleted – 2005 ZCCA Convention
- C. The term "Member Club" applies to any Z Car Club whose Annual Dues are current.
- D. The term "Member" on a Club level will be determined at the local level. When reporting membership to the ZCCA, each Club will follow the guidelines adopted for inclusion in the Global Z Directory, which Directory will be maintained on ZCCA's website.
- E. Deleted – 2005 ZCCA Convention

**ARTICLE VI: ANNUAL DUES**

- A. Annual Dues shall be \$2.00 per paid local Club Membership. Dues should be made payable to 'ZCCA'.

- B. The ZCCA fiscal year is May 1<sup>st</sup> thru April 30<sup>th</sup>. Dues are due and payable by April 30<sup>th</sup> of each year based on the number of local Club paid memberships at January 31<sup>st</sup>.
- C. A renewal notice shall be mailed sixty [60] days prior to expiration.
- D. Any Club wishing to vote at the ZCCA Annual Meetings at the Annual Convention must be current with their annual dues at the start of each ZCCA fiscal year prior to the start of that year's Convention.
- E. Any new Z Car Club that joins ZCCA between Conventions will have their dues for that year prorated based on the number of months from the time they join until the end of the then applicable current ZCCA fiscal year.

#### **ARTICLE VII: MEMBERSHIP RECOGNITION**

Each Member Club will receive ZCCA window decals for their local Members based on the number of members indicated when they renew their membership. These window decals will be given at the Annual Meetings to all current Member Clubs. These window decals shall be furnished free of charge to all Member Clubs. If, during the ZCCA Fiscal Year following a Convention, a Member Club needs more window decals, they can request additional window decals from the ZCCA Treasurer. These decals will also be furnished free of charge.

#### **ARTICLE VIII: PARTICIPATION**

- A. Each Club, whose dues are current, is eligible to cast one vote at our Annual Convention for any ZCCA matter. The ZCCA Treasurer will maintain a list of all eligible Clubs.
- B. The ZCCA Representative from each Club, duly recognized by each Club's President, will be eligible to cast each Club's vote. ZCCA Officers will not be eligible to vote unless said Officer is also the recognized Representative of his or her Member Club.
- C. Said Representatives will also be eligible to cast a written vote, as required, for ZCCA matters requiring a vote during the time between Conventions.
- D. Proxy voting will be allowed provided [1] said voter of a proxy vote has a completed ZCCA Member Club Designated Proxy form designating him or her as such proxy voter and [2] this form is signed by the ZCCA Representative and/or President [where applicable] of the Club being so represented. This completed and signed form must be presented to the ZCCA Treasurer for validation prior to the start of the first meeting at the Convention and then to the ZCCA Secretary for filing wherein said proxy will be voted.
- E. The annual convention will have two separate business meetings scheduled. Any item requiring a vote will be introduced and discussed during the first meeting. All voting will take place at the second meeting.

#### **ARTICLE IX: RESIGNATION**

Any Member Club may resign from the ZCCA at their option by:

- A. Writing a Letter of Resignation to the ZCCA Secretary, which letter must be signed by that Club's ZCCA Representative and President; and
- B. Resignations become effective when received by the Secretary, providing the Member Club resigning has no indebtedness to the ZCCA.

#### **ARTICLE X: SUSPENSION**

Nonpayment of ZCCA dues by any Club [more than thirty [30] days in arrears with their annual dues] and/or failure by any Club to repay ZCCA for any loan(s) [e.g. The Traveling Convention Fund] by the prescribed due date will automatically result in that Club's suspension from ZCCA.

#### **ARTICLE XI: EXPULSION**

A. A Member Club of the ZCCA may be expelled from the ZCCA for:

1. Non-payment of Dues; and/or
2. Breaching any ZCCA By-Law and/or rule; and/or
3. For bringing unwanted negative publicity to bear on the ZCCA.

B. No Member Club may be expelled from the ZCCA unless the following procedure is strictly adhered to by both the Member Club and the ZCCA:

1. A recommendation to expel a Member Club must be submitted, in writing, to the ZCCA Secretary outlining the specific reason(s) for the expulsion recommendation.

2. A Special Meeting of the ZCCA Officials will be convened to review the expulsion recommendation, with both the initiator and the Member Club recommended for expulsion represented either in writing, via phone conferencing or any other expedient method available.
3. The ZCCA Officers will review the recommendation, try to obtain independent additional information, and vote on whether to approve/deny the expulsion recommendation.
4. If the ZCCA Officers vote to deny the expulsion recommendation, both the initiator of the expulsion recommendation and the Member Club recommended for expulsion will be contacted by the Secretary to explain the Official's decision.
5. If the ZCCA Officers vote to accept the expulsion recommendation, the Member Club recommended for expulsion will be offered the option of either resigning from the ZCCA or participating at the next regularly scheduled ZCCA meeting when the subject of the recommended expulsion will be presented for a vote by all the Member Clubs present.
6. If the Member Club opts to resign, the resignation will be in accordance with the By-Laws covering Resignation.
7. If the Member Club refuses to resign, the recommended expulsion will be presented at the next regularly scheduled ZCCA meeting for a vote by the Member Clubs present.
8. At that meeting, the Executive Director will introduce the expulsion recommendation under "New Business." The final decision on the recommended expulsion will be determined by a majority vote of the Member Clubs present.
9. If necessary, the expulsion proceedings may take place before the Annual Convention either in writing or by any other expedient means available, providing said means adhere strictly to the intent and purpose of the above.

#### **ARTICLE XII: OFFICERS**

- A. The Officers of the ZCCA shall be Executive Director, Assistant Director, Secretary and Treasurer.
- B. Each Officer shall hold term for one year or until such time as their successor is elected or qualified.
- C. No Club Member may hold more than one elected office after at the same time.
- D. There are no restrictions as to the number of terms an Officer may serve.

#### **ARTICLE XIII: NOMINATION OF OFFICERS**

- A. In order to be included in the pre-Convention ZCCA UPDATE, nominations of candidates for elected offices must be submitted in a written statement not to exceed 150 words by mail, email or fax to the Chairperson of the Nomination Committee no later than sixty [60] days prior to the start of applicable Annual Convention.
- B. Incumbents are eligible for nomination.
- C. All nominees, including incumbents running for office, must be nominated in writing.
- D. Nominations may be entertained from the floor at the initial ZCCA Meeting at the Annual Convention.
- E. Only Members from current Member Clubs are eligible for nomination.

#### **ARTICLE XIV: ELECTION OF OFFICERS**

- A. All voting for Officers will be by written ballot unless only one nomination is received for an office. In that case, the nominee's name will not appear on the ballot.
- B. Officers may not vote unless they are the representatives from their Member Club.
- C. Elections will be held at the Second Annual ZCCA Meeting at the Annual Convention.
  1. In the event of a tie for an office, those Member Clubs attending the Annual Convention Meeting will re-cast ballots to break the tie. Proxy ballots will not be counted.
- D. Ballots will be tallied by the Nomination Committee during the Second Annual ZCCA Meeting held during each Annual Convention. The officers for the following year will be announced before this meeting adjourns.
  1. If any member of the Nomination Committee is nominated for an office, an alternate must be chosen to take his or her place to tabulate the ballots.

E. Officers will be installed at the Annual Convention Awards Banquet dinner and assume office immediately thereafter.

#### **ARTICLE XV: OFFICER'S RESPONSIBILITIES**

A. The Executive Director is the Chief Executive Officer of the ZCCA with the following responsibilities:

1. Ensure ZCCA operates within the parameters outlined in the ZCCA Constitution and By-Laws;
2. Conduct regular meetings;
3. Call and conduct any special meetings;
4. Represent the ZCCA at various functions as required;
5. Appoint committees as required.

B. The Assistant Director shall assume the responsibilities of the Executive Director when the Executive Director is absent or assume those responsibilities as directed by the Executive Director.

C. The Treasurer shall assume the responsibilities of the Executive Director anytime the Executive Director and Assistant Director are both absent or assume those responsibilities as directed by the Executive Director and shall be specifically responsible for:

1. Maintaining the ZCCA's current and historical financial records;
2. Receiving funds for the ZCCA;
3. Disbursing ZCCA funds as authorized by the Executive Director and, as applicable, by Nissan [only concerning the special fund set up for any Nissan sponsorship funds];
4. Presenting the ZCCA's finances at each meeting and in the UPDATES issued by ZCCA;
5. Maintaining a checking account for the ZCCA, with all checks against that account confirmed in writing by another ZCCA Officer before said check is written.

D. The Secretary shall assume the responsibilities of the Executive Director anytime the Executive Director, Assistant Director and Treasurer are all absent or assume those responsibilities as directed by the Executive Director and shall be specifically responsible for:

1. Recording the minutes of all ZCCA meetings;
2. Maintaining a current roll of all Member Clubs;
3. Providing notice of meetings as required;
4. Keeping historical ZCCA records, including ballots and other official documentation resulting from the Annual Meetings and/or Special Meetings;
5. Producing the ZCCA Newsletter as required; and
6. Maintaining and publishing annually the 'Z CAR CLUB GLOBAL DIRECTORY'.

E. All Officers of ZCCA shall be charged with the responsibility of protecting ZCCA's name and assets.

1. The Officers shall have the authority and obligation to place any terms and conditions they deem necessary on the disbursement and repayment of any funds entrusted to the ZCCA.
2. The Officers shall have the authority and obligation to take any legal action[s] necessary to protect ZCCA's name and assets.

#### **ARTICLE XVI: CONFLICT OF INTEREST**

Any ZCCA Officer who is associated with a ZCCA Sponsor, Advertiser or Supporter in any manner whatsoever [e.g. employee], will abstain from any and all decisions affecting such a ZCCA Sponsor, Advertiser or Supporter, and abstain from any and all decisions impacting others in a similar endeavor or field of work.

#### **ARTICLE XVII: REGULAR MEETINGS**

A. The regular ZCCA meetings will be held at each Annual Z Car Convention.

B. A Quorum for any regular meeting shall be at least 25% of the current Member Clubs on the ZCCA's rolls at the time of the meeting.

C. Except as specified elsewhere in the ZCCA Constitution and By-Laws, all voting at the annual meetings shall be by written simple majority or a show of hands as applicable.

D. All meetings will be conducted in accordance with 'Roberts Rules of Order'.

#### **ARTICLE XVIII: SPECIAL MEETINGS**

- A. Special Meetings may be called by the Executive Director or two other Officers.**
- B. All Officers must be informed of any Special Meeting as soon before such meeting as feasible.**
- C. The purpose and results of any Special Meeting must be communicated to all Member Clubs within two weeks of any such Special Meeting.**
- D. Such notifications may be in writing or other expedient methods as are available to all Member Clubs [e.g. internet, fax, email, etc.]**
- E. Any ZCCA matters addressed at a Special Meeting and requiring a Member Club vote, will follow the requirements of a Quorum [as defined in Article XVII, Paragraph B] and all voting will be decided by simple majority of the votes cast.**
- F. Any ZCCA Special Meeting, conducted via the internet, will require all Member Clubs to be notified of the purpose of the Special Meeting. The internet Special Meeting does not have to be in real time. If any topic requires a vote of the Member Clubs then current with ZCCA, the votes will be deemed valid provided:**
  - 1. the requirements of a Quorum [as defined in Article XVII, Paragraph B] are met as evidenced by the number of votes cast: and**
  - 2. all voting will be decided by simple majority of the votes cast: and**
  - 3. the Member Club representatives have 60 calendar days from the date of notification [the date the original email was sent] to respond to the ZCCA Secretary with their Member Club's vote, and**
  - 4. any electronic votes cast will be deemed valid as if a written vote provided the vote is tendered from the email address on file with ZCCA as the ZCCA Representative for the Member Club submitting said electronic ballot. Any vote from an email address not on file with ZCCA as the authorized Member Club's ZCCA representative will be deemed invalid and not counted; and**
  - 5. the ZCCA Secretary will electronically inform all ZCCA Member Clubs of the results of the voting within 65 days of the date of notification.**

#### **ARTICLE XIX: COMMITTEES**

- A. The Executive Director shall appoint such committees as required to conduct ZCCA activities. The responsibilities of each committee must be clearly defined.**
- B. Each committee will be comprised of an odd number of members.**
- C. All committee votes will be by simple majority.**
- D. An Advisory Board can meet, as required, to review and advise current Officers on ZCCA matters. This Board will be comprised of current Club Presidents, current ZCCA Representatives and Committee Chairpersons. The results of all Board meetings must be presented within two weeks of those meetings via written communication and/or other expedient methods available. A Board meeting may be called by any two current Officers or any five other Board members, provided all Board members receive notification within a reasonable timeframe but not less than 14 calendar days prior to the scheduled meeting.**

#### **ARTICLE XX: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

- A. Amendments may be proposed by either an Officer or any current Member Club.**
- B. All proposed amendments must be submitted to the Secretary in writing.**
- C. The exact proposed amendment will be presented to all Member Clubs in writing within two weeks of Receiving those proposals to inform all Member Clubs of the proposed change(s).**
- D. Voting on the amendment shall follow the same procedure as the voting to elect Officials, excluding the specific time references therein.**
- E. Voting may also take the form of a written vote or ascent by majority if such proposed changes occur during the year between Annual Conventions and such amendment requires a vote prior to the next Annual Convention.**

**\*\*\*\*\*END OF THE ZCCA CONSTITUTION AND BY-LAWS\*\*\*\*\***