

1. Name and Address
 - 1.1. Name
 - 1.1.1. The official name of this club shall be "Gateway Regional Area Impala SS Lovers, Inc." (Hereinafter "GRAIL" or "Club").
 - 1.2. Intellectual Property
 - 1.2.1. The following names and slogans are copyrighted and are trademarks of service marks of GRAIL: GRAIL, QueSSt, www.grail-ss.com.
 - 1.3. Mailing Address
 - 1.3.1. The club's permanent mailing address is: GRAIL, PO Box 2142, Florissant, MO 63033-2142.
 - 1.4. Internet Address
 - 1.4.1. The club's Internet URL address is: www.grail-ss.com.
2. General Purpose
 - 2.1. GRAIL is a not-for-profit organization formed in 1996 for the benefit of 94-96 Impala SS owners or enthusiasts. The club provides a network for members to enhance their enjoyment of owning or driving the last of the great Rear Wheel Drive, V-8, GM Impala SS's, B-Body Sedans and Wagons.
 - 2.2. GRAIL shall meet all legal requirements in the jurisdiction(s) in which GRAIL conducts business or is incorporated or registered.
3. Special Club Goals
 - 3.1. To plan and regulate functions or activities including, but not limited to, general meetings, technical sessions, social functions, and assistance obtaining parts, service and discounts for members.
 - 3.2. To provide members with access to knowledge about the 94-96 Impala SS's, B-Body Sedans and Wagons and also provide a forum for members to exchange information, ideas and experience.
 - 3.3. To promote safe driving habits and enhance the driving skill of its' members.
 - 3.4. To provide assistance to any motorist in distress when such assistance is both safe and feasible.
 - 3.5. To plan and regulate functions or activities designed to assist local charitable institutions or organizations.
 - 3.6. To HAVE FUN!!
4. Officers
 - 4.1. The officers of GRAIL shall consist of a President, Vice President, Secretary and Treasurer.
 - 4.2. Duties of Officers
 - 4.2.1. President
 - 4.2.1.1. This officer shall be the Chief Executive Officer of GRAIL and shall, be subject to the control by the membership have general supervision, direction and authority of the business and affairs of the club. This officer shall preside at all meetings of the membership, where possible. In addition, this officer shall act as a liaison officer between this club and other organizations.
 - 4.2.2. Vice President
 - 4.2.2.1. This officer shall serve as assistant to the President and shall, in the absence of the President, perform the duties and have the powers of the President. Also, this officer is responsible for promotion of membership.
 - 4.2.3. Secretary
 - 4.2.3.1. This officer shall see that a record of all minutes, votes, and attendance during membership meetings and attendance at all club functions are kept in the GRAIL minutes book. The production of the club newsletter shall also be the responsibility of this officer. This officer shall, in the absence of the President and the Vice President, perform the duties and have the powers of the said officers.

4.2.4. Treasurer

4.2.4.1. This officer shall keep adequate and accurate accounts of all monies and values in the care of and to the credit of the club with such depository as may be designated by the President. This officer shall disburse funds of the club as ordered by the President, shall render to the President and members, when requested, a record of the officer's transactions as Treasurer, and of the financial condition of the club. This officer shall have custody of the club's financial records during their tenure. This officer shall keep and maintain the membership list and shall issue welcome packages and renewal notices as required. The Treasurer is also responsible for maintaining and keeping the club's PO Box, domain name, website hosting and club insurance accounts current and up-to-date. In the absence of the President, Vice President, and Secretary, this officer shall perform the duties and have the powers of the said officers.

4.3. Elected Officers of GRAIL shall be elected annually at the December general membership meeting and take office at the January general membership meeting.

4.4. Nominations and volunteers for the Elected Officers positions will be accepted beginning at the general meeting in November and continue to be accepted until the beginning of voting at the December general membership meeting.

4.5. Nominees shall be members in good standing at the time of the election.

△ 4.6. All elected officers shall be members in good standing at all times.

△ 4.7. Elected Officers shall be elected by simple majority of the members in good standing and in attendance at the December general membership meeting.

△ 4.8. Officer positions shall be held for a term of one (1) year beginning at the January general membership meeting.

5. Officer Replacement

5.1. In the event of any permanent inability of any officer to fulfill duties a replacement shall be appointed, with all due haste, by the Board of Directors to fill the remainder of the term of office.

5.2. Any officer found to be in gross violation of these Bylaws or acting against the best interest of GRAIL might be removed from office by majority vote of the Board of Directors at an emergency meeting. Notice of this special vote must be published and distributed at least two weeks in advance of the next general membership meeting or as practical for an emergency meeting.

6. The Board

6.1. The Board shall consist of five (5) members. Two (2) board members will be replaced every year.

6.2. The Board shall conduct and manage the affairs and business of GRAIL in the best interest of the membership.

6.3. The Board shall propose such rules and regulations as may be necessary or convenient, provided those rules or regulations do not conflict with any known laws, votes of the membership, or these Bylaws.

△ 6.4. All members of the Board shall be members in good standing at all times.

△ 6.5. The Board shall be expected to represent GRAIL by being present at Club functions whenever possible.

△ 6.6. The Board will determine physical custody of club records.

7. Fees and Compensation

7.1. Officers, elected or appointed, shall not receive any salary or fees for their services as officer, other than reimbursement of Board approved expenses for club functions.

△ 7.2. The Club is willing to subsidize a scheduled function or activity from the club treasury up to \$100.00, if funds are available. Above this amount, pre-approval is necessary from the current club Officers.

8. Meeting of the Club

8.1. Membership Meetings

8.1.1. Membership meetings shall be held monthly at a date, time and location to be determined by the membership. Notice shall be given in advance via the club

newsletter and club website. Meetings will be governed by the rules of the presiding officer.

8.2. Board Meetings

8.2.1. Meetings of the Board will be held, as needed. Date, time and location shall be determined by a majority of the Board Members.

8.3. Emergency Meetings

8.3.1. The President, the Board or at least 25% of the members in good standing, by Petition to the Board, may call an emergency meeting of the membership in order to conduct business of an urgent or emergency nature.

8.3.2. The reason for the Emergency Meeting shall be stated and no other general club business shall be conducted at these meetings.

8.3.3. Members shall be notified of the date, time and location of an Emergency Meeting as practical.

9. Membership

9.1. Membership Fees

9.1.1. Membership fees for members of GRAIL shall be \$24 annually based on calendar year to be prorated at the time of membership.

9.1.2. The Board may at any time propose a change to the membership fee. Notice of the proposed change must be published and distributed at least two weeks in advance of a general membership meeting. This change must be approved by a simple majority of the membership in attendance at a general membership meeting.

9.1.3. A special assessment fee may also be levied on new members to defray administration expenses as approved by the Board.

9.2. Types of Membership

9.2.1. General Membership

9.2.1.1. Any 94-96 Impala SS's, B-Body Sedans and Wagons Owners interested in and willing to further the purpose and goals of GRAIL shall be eligible for general membership. Such membership shall include general membership voting privileges (1 vote), the right to hold office, and receive all benefits of membership. Other family members at the same residence are welcome to participate in club events, but do not enjoy club benefits.

9.2.2. Honorary Membership

9.2.2.1. This membership may be bestowed by agreement by the Board to VIP's. No voting or office holding privileges is granted to this type of membership. All privileges and revocation are at the discretion of the Board.

9.2.3. Reciprocal Membership

9.2.3.1. This membership may be bestowed by agreement of the Officers to officials of other car clubs. In exchange for this membership, the club requests a reciprocal membership in the other car club. The intention of this membership is for the exchange of newsletters and other similar club information. No voting or office holding privileges is granted to this type of membership.

△ 9.2.4. Membership in GRAIL is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, sex, creed, color, age, marital status, national origin or physical or mental disability.

△ 9.2.5. Membership privileges take effect upon receipt of dues and fees by any Officer and continue through the calendar year.

△ 9.2.6. Dues are due at the first general membership meeting of the calendar year.

△ 9.3. Member Benefits – All members in good standing enjoy the following benefits:

9.3.1. Voting privileges in accordance with their type of membership

9.3.2. Club newsletter – QueSSt – 4 editions per year minimum.

9.3.3. Access to club web page and e-mail digest.

9.3.4. Club name tag

9.3.5. Club sticker

△ 9.4. Member Responsibilities

- 9.4.1. Members shall maintain their vehicles, driver license, vehicle registration and vehicle insurance, in accordance with all applicable laws of the state in which that vehicle is operated.
- 9.4.2. The Club assumes no liability with regard to members' failure to comply with any laws, rules or regulations.
- 9.4.3. Guests and family members are encouraged to participate at club functions or activities. Members are responsible for their guests.
- 9.4.4. To contribute material, stories, and photos for the production of the club newsletter and web page. All items submitted for use are the property of GRAIL.
- △ 9.5. Membership Termination
 - 9.5.1. Membership privileges may be revoked, by a majority vote of Board, if a member is found to be acting against the best interests of GRAIL or in gross violation of the Bylaws.
- △ 9.6. Benefits and Fees
 - 9.6.1. The Board will assign fees for and benefits of club functions or activities as fairly and equitably as possible.
- 10. Legalities
 - 10.1. Personal Liability
 - 10.1.1. All persons or corporations extending credit to, contracting with, having any claim against, or members of GRAIL, shall look only to the funds and property of the club for payment of such contracts or claims.
 - 10.2. Illegal Operations
 - 10.2.1. GRAIL shall not knowingly organize, sponsor, plan, assist, sanction or allow its name to be associated in any manner whatsoever with any illegal functions.
 - 10.3. Amendment of Bylaws
 - 10.3.1. Any member in good standing at any regular membership meeting may propose amendments to these Bylaws. The vote to adopt or reject the proposed amendment shall be taken at the next regular membership meeting after the proposed change after that amendment has been published and distributed at least two weeks in advance of the next general meeting. The members shall then adopt the amendment if it receives the majority vote in attendance at that meeting.
 - 10.4. The club shall not be held liable for any unauthorized actions of any member or non-member.
- △ 11. Dissolution
 - 11.1. In the event of dissolution, all outstanding expenses directly attributable to the club will be paid. If there are funds remaining after all expenses are paid, then pro-rate dues will be refunded to the current members in good standing. If there are funds remaining after these 2 activities take place, then the remaining monies will be donated to a charitable organization to be determined by the Board of Directors.
- △ 12. Matters Not Stated
 - 12.1. The Board shall control all matters not specifically provided for in the Bylaws of GRAIL.

Club Bylaws Written by the Board of Directors

Ratified by Membership Approval August 4, 2001

△ *Revised by Membership Approval May 4, 2002*

△ *Revised by Membership Approval February 3, 2007*