

**BYLAWS OF THE BRITISH CAR CLUB
MIDLANDS CENTRE COLUMBIA,
SOUTH CAROLINA A NON-PROFIT
ORGANIZATION**

ARTICLE ONE

Location

The principal office of the British Car Club-Midlands Centre, hereinafter referred to as "the Club," shall be located at Columbia, South Carolina. The Board of Directors from time to time may approve other offices within the State of South Carolina as required to meet the need of its Membership.

ARTICLE TWO

Membership

SECTION ONE: Classification. There shall be two classes of membership of the club, to wit: Regular Membership and Honorary Membership.

SECTION TWO: Eligibility. Any person interested in British automobiles shall be eligible to apply for membership in the Club. Applications for Membership shall be in such form as approved by the Board of Directors.

SECTION THREE: Qualifications and Admission of Membership. The Application for Membership shall be voted on and approved by Board of Directors during the General Meetings. Upon approval of the Board of Directors and acceptance of the dues, the Secretary shall notify the applicant of their approval and class of Membership.

Honorary Membership in the Club may be bestowed upon a person worthy of such status and unanimously approved by the Board of Directors.

SECTION FOUR: Termination of Membership. A Membership shall terminate

upon the death or resignation of the member or by his or her expulsion by a majority vote of the Board of Directors. A member may be expelled for non-payment of monies owed to the Club or for conduct that the Board of Directors shall deem incompatible with the best interest of the Club. All rights of the member shall cease upon termination of the membership. The membership shall also terminate at the expiration of the paid dues.

SECTION FIVE: Dues. Dues shall be established by vote of the Board of Directors for the Regular class of Membership and ratified by a majority vote of the membership at the next Annual Meeting. Dues are paid annually in advance or at the time of approval for Membership. All dues shall become assets of the Club and are not refundable in full or in part.

There shall be no dues for Honorary Membership.

SECTION SIX: Voting. All dues-paying members shall have equal voting rights. Each Regular Membership shall be entitled to no more than two votes, which must be cast in person or by approved mail-in ballots. Regular Membership votes must be cast by two members of the same family over the age of eighteen (18).

SECTION SEVEN: Member Fees. No Member shall receive compensation for their services to the Club. Members shall be entitled to reimbursement of actual expenses accrued as a direct result of Club operations.

ARTICLE THREE

Board of Directors and Officers

SECTION ONE: General Powers. The activities and affairs of the Club shall be managed by the Board of Directors. However, it shall be the policy of the Board to consult the full membership on matters involving the general welfare and conduct of the Club.

SECTION TWO: Number and Qualifications. The Board of Directors of the Club shall be comprised of the Executive Committee and three (3) Members-at-Large. The Executive Committee shall be comprised of the Officers of the Club which shall be a President, Vice President, Treasurer, and Secretary. Each Officer and Director of the Club shall be a dues-paying member in good standing. No Officer

or Director may hold more than one elective position concurrently. If an Officer or Director ceases to be a member, he or she shall also cease to be an Officer or Director. Marque Secretaries are not elected, but are volunteers.

SECTION THREE: President. The President shall be the Executive Officer of the Club and shall have general supervision, direction, and control of the affairs of the Club. The President shall preside over the Executive Committee and at all meetings of the Club. The President shall cause the Club's Secretary to keep a book of minutes of all meetings of the Board of Directors as well as any Annual or Special Meetings. The President shall appoint the Chairperson to all Standing and Special Committees. Such appointments shall be approved by the Board of Directors and recorded in the Book of Minutes.

SECTION FOUR: Vice President. The Vice President shall serve as a member of the Executive Committee and the Board of Directors and shall act as the Executive Officer of the Club should the President be unavailable. The Vice President shall be responsible for all media contacts with regard to the Club and its activities.

SECTION FIVE: Treasurer. The Treasurer shall keep and maintain adequate and correct financial records detailing receipts and disbursements, cash on hand, assets and liabilities of the Club. The Treasurer shall provide to the Board of Directors a financial statement at the General Meetings. The financial statement shall include all deposits and disbursement since the last meeting. The Treasurer shall also provide the Board of Directors at the General Meeting a list of all members that have not paid their annual dues or any other monies that might be owed to the Club. The Treasurer shall publish quarterly in the Club newsletter, British Briefs, a statement of the Club's finances. At the Annual Meeting, the Treasurer shall provide to the members a detailed financial statement of all transactions since the prior Annual meeting.

The Treasurer shall make the financial records of the Club available at all times to any dues-paying member.

The Treasurer shall also be responsible for the purchase, maintenance, and sale of all those items purchased in the Club's name, which includes the Club's regalia.

SECTION SIX: Secretary. The Secretary shall be responsible for taking the

minutes at all meetings and shall maintain the Book of Minutes of the Club. The Secretary shall be responsible for the up-to-date listing of all members, their mailing address, their email address, and their preferred method of contact. If no preference is listed, then the default method of contact will be email.

SECTION SEVEN: Fees and Compensation. Officers and Directors shall receive no compensation for their services to the Club. Officers and Directors shall be entitled to reimbursement of actual expenses accrued as a direct result of Club operations.

SECTION EIGHT: Term. The term of each elected position shall be for two years, and he or she shall hold that office unless he or she resigns or is removed. Election for the President, Vice-President, Treasurer, and Secretary shall be held in odd numbered years. Election for the three Members-at-Large shall be held in even numbered years.

Each serving member of the Board of Directors shall conclude on December 31st following an election of a replacement member. All incoming duly elected members shall begin service on January 1st following the election and serve in accordance with the requirements of the by-laws of the club.

SECTION NINE: Nominations and Election. The President shall appoint a Nomination Committee in September of each year. The Committee shall be comprised of one (1) member of the Board of Directors who will not be eligible for reelection to their current position at the upcoming Annual Meeting of the Club and two (2) dues-paying members. One of the three members of the Committee shall be the Committee Chairperson. The Committee shall accept nominations from the Membership or shall contact members of the Club to determine who desires to have his or her name placed on an election ballot for an Officer or Director position in the Club. Before a name can be placed on the election ballot, the Committee must determine that he or she is a dues-paying member in good standing.

All approved names received shall be emailed, or mailed if requested; to the membership twenty (20) days prior to the Annual Meeting of the Club the notification to the Membership shall be in the form of a written ballot, and any member who desires to vote by proxy shall return the ballot to the Secretary prior to the Annual Meeting. At the Annual Meeting of the Club, all nominations shall

be voted on by the Membership and the Secretary shall be responsible for tallying the votes.

SECTION TEN: Removal and Resignation. Any Officer or Director may resign or may be removed, with or without cause, by two-thirds vote of the Board of Directors at any General Meeting.

SECTION ELEVEN: Vacancies. Any vacancy in the office of President shall be filled by the Vice President. In the event of a simultaneous vacancy in both the office of President and Vice President, the Treasurer shall chair a meeting of the remaining Directors who shall constitute a nominating committee and call a Special Meeting to fill the vacancy of the President. All other vacancies of an Officer or Director position caused by death, resignation, removal, failure to pay dues, or disability shall be filled by a candidate nominated by the President and approved by a majority vote of the Board of Directors. Such candidate shall serve until the next Annual Meeting or at a meeting for the election of Officers and Directors.

SECTION TWELVE: Meetings. Meetings of the Board of Directors shall be called and held as may be ordered by the President or a majority of the Board of Directors and shall be open to the full membership.

SECTION THIRTEEN: Quorum. At least five (5) members of the Board of Directors, two (2) of which must be an officer of the Club, shall constitute a quorum.

SECTION FOURTEEN: Manner of Acting. The act of the majority of the Directors present at which a quorum is present shall be the act of the Board of Directors.

SECTION FIFTEEN: Action Without a Meeting. Any action that may be taken by the Board of Directors at a General Meeting may be taken without the meeting if consent of the Directors is obtained by telephone or in writing setting forth the action to be taken. Any such action shall be recorded in the Minutes at the next General Meeting.

SECTION SIXTEEN: Presumption of Assent. A Director of the Club, who is present at a meeting of the Board of Directors at which action is taken on any Club matter, shall be presumed to have assented to the action, unless their dissent shall be entered into the minutes of the meeting, or unless they shall file

a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE FOUR

Standing and Special Committees

SECTION ONE: Appointment. The President shall appoint the Chairperson of all Standing or Special Committees.

SECTION TWO: Membership Committee. This Standing Committee is responsible for promoting the Club and its membership. This Committee shall report to the Club's Secretary.

SECTION THREE: Marque Committees. There shall be a Marque Committee for each marque for which three (3) or more cars from the same manufacturer are owned by the Club membership. Each Marque Committee Secretary shall be responsible for providing assistance as required to organize and promote the events of their marque. They shall also keep the Board of Directors informed of upcoming event of other clubs. These Standing Committees shall report to the Vice President.

SECTION FOUR: Regalia Committee. This Standing Committee is responsible for the sale of all those items purchased in the Club's name. The committee shall recommend what needs to be purchased and provide the Treasurer with a detail of inventory on hand and account for all sales. This committee shall report to the Treasurer.

SECTION FIVE: Events Committee. This Standing Committee shall be responsible for organizing all Club-sponsored events. The normal events associated with the Club are social and technical events as well as any event in which the Club participates with other clubs. This committee reports to the President.

SECTION SIX: Special Committees. From time to time, the President may appoint a Special Committee to handle a specific task or project. All Special Committees shall report to the President.

ARTICLE FIVE

Meetings

SECTION ONE: Annual Meeting. The Annual Meeting of the Club shall be held in the month of November of each year for the purpose of electing Officers and Directors and for the transaction of business as may come before the meeting. If the election of Officers and Directors is not to be held during the Annual Meeting of the Club, the Board of Directors shall cause the election to be held at a Special Meeting of the Club as soon thereafter as conveniently possible.

SECTION TWO: General Meetings. General Meetings shall be held on a monthly basis and shall be open to the full membership. Notice of these and all other meetings shall be published monthly in the Club newsletter, British Briefs.

SECTION THREE: Special Meetings. Special Meetings of the Club may be called by the President or the Board of Directors or shall be called by the President at the request of not less than ten percent (10%) of the dues-paying members entitled to vote at a meeting. Only the business for which the Special Meeting is called shall be conducted. Notice of all Special Meetings must be mailed ten (10) days in advance to all Members eligible to vote.

SECTION FOUR: Quorum. The presence, in person, of members of the Club shall constitute a quorum for the transaction of business at any general meeting of the membership. At least five (5) members of the Board of Directors, two of which must be an officer of the Club, must be in attendance to transact business at any meeting of the Club.

ARTICLE SIX

Indemnity

SECTION ONE: Lawful Indemnification. For actions done on the Club's behalf, the Club shall provide to any person who is or was a Director, Officer, Employee or Agent of the Club or is serving at the request of the Club as a Director, Officer, Employee or Agent of the Club, indemnity against expenses of suit, litigation, or

other proceedings which is specifically permissible under applicable current law.

SECTION TWO: Directors, Officers, Employees, and Agents. Every Director, Officer or Employee of the Club shall be Indemnified by the Club against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon them in connection with any proceedings to which they may be made a party or in which they may become involved, by reason of their being or have been a Director, Officer, Employee or Agent of the Club, or by serving, at the request of the Club, as a Director, Officer, Employee, or Agent of the Club; whether or not they were a Director, Officer, Employee or Agent of the Club at the time such expenses were incurred; except in cases wherein the Director, Officer, Employee, or Agent of the Club is adjudged guilty of willful malfeasance in the performance of their duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interests of the Club.

SECTION THREE: Membership Liabilities. No person who is now, or who later becomes a member of the Club, shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Club shall look only to the assets of the Club for payment.

ARTICLE SEVEN

Contracts, Loans, Checks and Deposits

SECTION ONE: Contracts. The Board of Directors may authorize any Officer or Agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, Agent, or other person shall have any power or authority to bind the Club by any contract or commitment, or pledge its credit, or to render it liable for any purpose or to any amount.

SECTION TWO: Loans. No loans shall be contracted on behalf of the Club, and no evidence of extended credit shall be issued in its name at any time by any authority.

SECTION THREE: Checks, Drafts, etc. All checks, drafts, or other orders for the

repayment of money issued in the name of the Club shall be signed by such Officer or Officers, agent or agents of the Club and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

SECTION FOUR: Deposits. All funds of the Club not otherwise employed shall be deposited to the credit of the Club in such banks or other depositories as the Board of Directors may elect.

ARTICLE EIGHT

Rules of Order

The Rules of Order contained in *Robert's Rules of Order*, revised, shall govern all meetings of the Club, except in instances of conflict between said Rules of Order and the Articles or Bylaws of the Club or provisions of Law.

ARTICLE NINE

Fiscal Year

The Fiscal Year of the Club shall begin on the 1st day of July and end on the 30th day of June of each calendar year.

ARTICLE TEN

Amendments to the Bylaws

These Bylaws may be amended by a two-thirds vote of the dues-paying members of the Club present at an Annual or Special Meeting when a quorum exists. Proposed amendments must be submitted in writing to the Board of Directors for approval and presentation to the Membership. Amendments proposed by at least ten percent (10%) of the dues-paying members are not subject to the Board of Directors approval, but must be submitted to the Board of Directors for presentation to the Membership.

Any proposed amendment to the Bylaws must be emailed, or mailed if

requested, to the current membership at least thirty (30) days prior to a General or Special meeting called specifically to amend the Bylaws.

ARTICLE ELEVEN

Dissolution

If the Club's Membership is five (5) dues-paying members or less, then the Club shall be dissolved. The existing members of the Board of Directors shall disperse all assets of the Club as soon as practical to a charitable non-profit organization.

(Date of last revision of this document is June 6, 2019; all prior dated copies are declared to be null and void.)