

Mini Motoring Club of the Carolinas Bylaws

Article 1. Name

Mini Motoring Club of the Carolinas, Incorporated (hereinafter referred to as "the club")

Article 2. Purpose

The club is a non-profit organization formed as a social club for the enjoyment of both classic Mini and current MINI automobiles. It has no political, religious or financial agenda beyond group gatherings and events.

Article 3. Location

Club business meetings will be held at a location chosen by the president or the board of directors (hereinafter referred to as "the board").

Article 4. Membership

Section A. The club is open to all persons at least 18 years old, regardless of race, religion, creed, national origin or sexual orientation.

Section B. Any officer may grant membership after examining and approving an application.

Section C. Members will ensure that the club secretary has their current address, telephone number and, if applicable, e-mail address.

Article 5. Elections

Section A. Any member may nominate a member in good standing.

Section B. The board may appoint a nominating committee of voting members to nominate candidates for office. The report of the nominating committee will be made to the membership at least thirty (30) days before the general meeting. All nominees for office must have been members in good standing for at least six months prior to the general meeting.

Section C. Officers will be elected by show of hands at the annual general meeting. Absentee voting will be the responsibility of the member not attending the meeting by getting the nominees off of the website. The member then needs to either e-mail or mail their choices to the president of the club postmarked at least 21 days prior to date of the general meeting. If there is a tie a coin toss will determine the winner.

Section D. The board shall appoint a voting member to fill any vacancy that occurs between elections. The board may, at its discretion appoint a voting member to assume duties of any officer who is absent, incapacitated or otherwise unable to perform the duties of the office.

Article 6. Officers

Section A. The corporation shall have a president, executive vice-president, secretary, and treasurer, each of whom shall be a member of the board.

Section B. All board members shall hold office for a period of one year, or the period between one general meeting and the meeting approximately one year later.

Section C. Any officer shall have the right to resign by submitting a resignation in writing to the board.

Section D. Officers

- i. The president shall officiate at all annual meetings and at all board meetings.
- ii. The vice-president shall officiate in the absence of the president.
- iii. The secretary shall maintain minutes of all meetings, carry on all correspondence, keep all club records and perform any other duties assigned by the board. The board may appoint voting members to assist the secretary. The secretary shall have available at all meetings a copy of the bylaws and Roberts Rules of Order.
- iv. The treasurer shall be responsible for all funds, make expenditures authorized by the board and submit a report of the club treasury at the general meeting. No person shall incur an obligation to or commit the credit of the club, except as specifically authorized by the board.

Section E. An officer may be removed from office by a 2/3 vote of a Quorum of the board present at a duly designated meeting thirty (30) days after written notice of reasons for removal is sent.

Section F. Board members shall participate in all discussions and vote on all issues that come before the board, except when a member is subject to any conflict of interest. When a board member is subject to a conflict of interest as defined in this section, he or she shall be excused from participation during the discussion and any vote taken on the issue in which the conflict exists. A conflict of interest shall include, but not be limited to, the following circumstances:

- i. A board member is in a position to benefit financially from the outcome of a particular decision, including a direct or indirect financial benefit;
- ii. A board member is directly related to or is a business associate with a person involved in a specific decision before the board; or
- iii. Such other circumstances which would cause a board member to present a personal bias and prevent the board from reaching an impartial decision.

Article 7. Meetings

Section A. The president or board will call meetings when necessary or suitable to the activities of the club, except as otherwise provided. Meetings may be in-person or by whatever methods are deemed suitable by a majority of the board.

Section B. The board shall meet at such times as they may by vote determine, or at the call of the president.

Section C. The secretary or an appointee shall notify all members of the corporation's annual meeting by posting on the club website or public forum at least thirty (30) days before meeting time. The secretary shall notify each club officer of board meetings by mail, telephone or by other electronic communication.

Section D. Ten (10) voting members shall constitute a quorum for the purpose of a general meeting. Three (3) board members shall constitute a quorum for the purpose of a board meeting.

Section E. Roberts Rules of Order shall be the parliamentary authority of the club.

Section F. The annual general meeting shall be held during the last three months of the calendar year.

Section G. All meetings, except administrative meetings in which personnel issues and contract considerations occur, shall be open to any club member. If board meetings are held electronically, the meeting will be available to any club member. Members will be notified via a posting on the club's private forum one week in advance of any board meeting.

Section H. Members may meet under the name of the club at any time or place as long as the following conditions are met:

- i. Notice of any club meeting will be posted on the club's public forum one week before the event occurs. The club president shall be directly notified. Attendance by a club officer is not required at a club event.
- ii. The person responsible for any club function will be also be responsible to download the proper waiver form, fill it

out and forward to the club secretary within 7 days.

iii. No members may be excluded.

Article 8. Corporate Powers

Section A. The board shall exercise all powers of management of the corporation, except as herein otherwise provided.

Section B. The board may name any committee as it sees fit or may act as a committee of the whole. It may delegate to the president the power to appoint any committee.

Section C. It shall be the policy of the board to consult the members on any matters involving the general welfare and conduct of the club. Failure to do so shall not affect any vote of the board.

Article 9. Personal Liability

Section A. All persons or corporations extending credit to, contracting with, or having any claim against the club or board shall look only to the funds and the property of the club for the payment of any debt, damages, judgment or decree or any other money that may become due and payable to them from the club or the board so that neither the members of the club nor its board are personally liable therefore.

Section B. The club is not responsible for any injury or damage or theft of property sustained by any club member during a club event or activity.

Article 10. Seal

The club's corporate seal shall remain in the possession of the club president.

Article 11. Amendments

Section A. An amendment to these bylaws may be proposed to the club by one of the outlined methods.

- 1) A 3/4 vote of the board at any time.
- 2) Any two or more voting members providing their proposed amendment carries a regular board meeting by a 2/3 vote of the board members present.

Section B. Once an amendment is proposed the secretary shall then notify the voting membership of the club, who may vote to adopt or not, by show of hands, the proposed amendment by a 2/3 vote of the voting members present. If said vote is conducted electronically, e.g., by e-mail, then 2/3 of the full voting membership must vote to approve the proposed amendment for it to be adopted.

Section C. No amendment shall be become effective until approved by the membership of the club.