

BY-LAWS
for regulation of THE HOUSTON MG CAR CLUB
A Texas (Non-Profit) Mutual Benefit Organization

ARTICLE I
Membership

1. Anyone who has an interest in MG motor cars or any other British sports car or who is in sympathy with the objectives of the Club shall be eligible for membership. Anyone seeking membership shall obtain an application form which shall then be completed and signed by the applicant and returned to the Membership Chairman. Applicants for Membership will be admitted to full privileges of the Club when the first year's dues have been paid.
2. Members also include those who have joined a Regional Chapter according to Article XII.
3. Memberships are per household. All persons 16 years of age and older who live at the address on record are considered full members with voting rights under the single membership. A single membership is hereupon referred to within these By-laws in the singular as "Member."
4. Dues. The Club dues shall be established by action of the Board of Directors of the Club. Dues shall be paid annually by the member upon receipt of a notice of dues. See also Article X.
5. The Board of Directors may expel from membership of the Club any member who the Board in its sole discretion shall consider to be unfit to remain a member thereof. A member so expelled shall forfeit all privileges of membership and all rights against the Club and shall not be entitled to the refund of his/her current dues or any part thereof.
6. Resignation. Any member may resign by notifying the Membership Chairman of the Club. Such resignation shall be effective upon receipt of such notice, either written or verbal, provided all indebtedness to the Club has been paid.

ARTICLE II
Meetings

1. Monthly Meeting. A monthly meeting of the members shall regularly be held at a day, time, and location determined by the Board and agreed upon by the members.
2. Business Meetings. There shall be two business meetings per year with the remaining meetings considered informal for the purpose of fellowship among the members and guests. Business Meetings shall include as applicable:
 - a. Reading and acceptance of minutes of prior business meeting
 - b. Financial Report
 - c. Membership Report
 - d. Committee Reports
 - e. Old Business
 - f. New Business

3. Special Meeting. Special meetings of the members may be called either by the President, Board of Directors, or not less than one-tenth of the members having voting rights. These meetings may be held at any of the informal meetings. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice.
4. Place of Meeting. The Board of Directors may designate any place either within or without the State of Texas as the place of meeting for any monthly meeting or for any special meeting called by the Board of Directors.
5. Notice of Meeting. Notice of a meeting shall be deemed to be any effort to notify using the contact information provided by the member in his club application or the club directory. The method(s) to be used are at the discretion of the Board.
6. Informal Action by Members. Any action required to be taken at a meeting of the members of the organization, or any other action which may be taken at a meeting of members, must be approved by a majority vote of the members present at such meeting, after setting forth the action to be taken with respect to the subject matter thereof.
7. Voting. Each person covered under a single membership shall be entitled to one vote. Voting on the election of Directors, Officers, and other pertinent matters shall be by written ballot.
8. Quorum. One third but no less than ten of the attendees at a meeting must be members to constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

ARTICLE III Election of Officers and Directors

1. The Officers of the Club; viz, the President, Vice President, Secretary, Treasurer, and the five (5) members of the Board of Directors shall be placed in nomination by a nominating committee composed of three (3) active members of the Club who shall be appointed by the President not less than sixty (60) days prior to the date appointed for the election. Each nominee must be a member of the Club in good standing and may hold only one elected office per term.
2. The report of the nominating committee shall be presented at the monthly meeting during the month of November.
3. In addition to those persons placed in nomination by the nominating committee, any member may become a candidate for any Office or membership on the Board of Directors and the chair will receive nominations from the floor.
4. The official ballots containing the names of all candidates for the several offices and for membership on the Board of Directors shall be delivered to each member in good standing entitled to vote as soon as possible after the November meeting.

5. A canvassing committee composed of three (3) members, none of whom shall be a candidate for any office at the pending election, shall be appointed by the President to preside over the election, count the ballots, and report the results to the Secretary of the Club. Election results shall be announced during the month of December at the last Club function of the year.

6. The candidate for each office receiving the majority of votes cast for their respective office shall be deemed elected to that office. In case of a tie, the Board shall determine who the winner of the elected position shall be.

7. A member of the same household may not run for an office currently held by another member of that household. They may, however, run for any other office. No more than one member of the same household may serve on the nominating committee. Members of the committee should not nominate themselves.

8. Officers assume the offices to which they are elected on January 1 of the calendar year immediately following their election. The term of office for Members of the Board is concurrent with the term of office for the position to which each officer is elected. The term of office for each position is two (2) years unless voted to another position by the General Membership, resignation, dismissal, or abandonment of post.

9. The duties of officers and positions that are appointed as a replacement for an empty post in the midst of a term begin upon appointment date.

Article III

10. On or before the effective date for each newly-elected officer, the retiring officer will review with the newly-elected member the duties and responsibilities of the office. All relevant materials and processes should be provided. This will ensure a smooth transition for the newly-elected officers as they hear and understand exactly what is expected of them. This transition process applies for all elected offices: President, Vice President, Secretary, Treasurer, and Members of the Board of Directors. When appointed positions become vacant, it is likewise the responsibility of the member leaving the position to educate the newly appointed member and to transfer related materials and knowledge.

ARTICLE IV Board of Directors

1. General Powers. The affairs of this Club shall be managed by its Board of Directors.

2. Number, Tenure, and Qualifications. The number of Directors shall be five (5), each serving a term of two years. Directors shall be elected in the same manner as the Officers. Two directors shall be elected concurrent with the President and Vice President; three Directors shall be elected concurrent with the Treasurer and Secretary. Each Director shall hold office until his/her successor shall has been elected and qualified. Every Director must be a member of the Club in good standing and may hold only one elected office per term.

3. Chairman. The Chairman of the Directors shall be elected by the Board.

4. Regular Meeting. A regular meeting of the Board of Directors shall be held without other notice than this By-law, and as determined by the Chairman of the Board. The Board of

Directors may provide by resolution the time and place, either within or without the State of Texas as conditioned in Article II, 4 for the holding of additional meetings of the Board without other notice than such resolution.

5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Adequate notice shall be given to members of the Board of Directors.

6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws. Relevant State and Federal Laws have priority.

8. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by vote by membership of the Club. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

9. Compensation. Directors shall receive no compensation other than reimbursements for approved expenses.

10. Awards. Awards shall be under the purview of the Board of Directors.

ARTICLE V Officers and Their Duties

1. Nomination. The Officers of the Club shall be elected in a manner provided for in Article III of these By-Laws.

2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the President for the unexpired portion of the term. A vacancy of the office of President shall be filled by majority vote of the Board.

4. President. The President shall be the principal Executive Officer of the organization and shall in general supervise and control all of the business and affairs.

5. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President), the Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their election, shall perform the duties of the President, and when so acting, shall have all the

powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors.

6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever and deposit all such monies in the name of the organization in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the Office of Treasurer and such other duties as may be assigned to him/her by the President or by the Board of Directors.

7. Secretary. The Secretary shall take the minutes of the monthly business meetings of the Club in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By- Laws or as required by law; be custodian of the organization records; keep a register of addresses of each member which shall be furnished to the Secretary by the Membership Chairman as furnished by each member; and in general perform all duties incident to the office of Secretary and such other duties that may be assigned to him/her by the President or by the Board of Directors.

8. Volunteer Positions: The Board or President may create volunteer positions as required to assist in the operation of the Club. Vacancies are to be filled by active members.

ARTICLE VI Committees

1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the organization; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law or these By-Laws. Decisions of any such committees require approval by the Board.

2. Other Committees. Other committees not having and exercising the authority of the Directors in the management of the organization may be designated by the President. Members of each such committee shall be members in good standing of the organization.

3. Chairperson. The President of the organization shall appoint a person or persons authorized to act as Chairperson(s). The Chairperson(s) shall solicit additional committee members as needed.

4. Term of Office. Each Chairperson and member of a committee shall continue as such until the purpose of the Committee has been fulfilled or until their successor(s) are appointed,

unless the committee shall be sooner terminated or unless such members be removed from such committee, or unless such members cease to qualify as a member thereof.

5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits, and Funds

1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the organization, in addition the the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined to specific instances.

2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by Treasurer of the organization as directed by the depository Bank. Any expense over \$500 shall be approved by the President before payment is made.

3. Deposits. All funds of the organization shall be deposited regularly to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII

Books and Records

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors. All books and records of the organization may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the organization shall begin on the first day of January and end on the last day of December of each year.

ARTICLE X
Dues

The Board of Directors shall have the power to determine the amount of the annual dues to the Club by members. The dues shall be collected from the members annually. A written dues notice shall be mailed to each member at the address on record for that member. The dues notice shall provide an opportunity for the member to update their contact information.

If a member joins any time from January 1 to October 31, dues paid are for membership within that calendar year. If a member joins after October 31, the member receives a 'free' period of membership. The membership shall apply from their date of application to December 31 of the following year. Full membership rights, including voting rights, are enabled upon receipt of application and payment.

ARTICLE XI
Insurance Coverage

1. The blanket liability policy covers all members, participants, workers, Officers and Directors, regardless of any individual coverage which may or may not be carried, performing any activities on behalf of the Club. They are insured for occurrences that happen in any Club property which is rented, leased or used by the Club for activities in which the Club may participate. This includes but is not limited to meetings, dances, tours, picnics, flea markets, banquets, shows, shopping centers and parades.

2. All contestants, officials, workers, etc., shall sign a "Release and Waiver of Liability and Indemnity Agreement," a form which is available from the Events Chairman, for all Club-sponsored driving events such as rallies, tours or parades.

3. Reckless driving, unsportsmanlike conduct, citation for any moving traffic violation, or consumption of any illegal or intoxicating substance will not be allowed prior to or during any Club sponsored driving event such as rallies, tours or parades.

4. Accidents or injuries occurring during any Club-sponsored event shall be reported promptly to the Events Chairman and to the Club's insurance broker.

ARTICLE XII
Regional Chapters

1. Regional Chapters may be formed when a sufficiently large group of members reside in a particular geographical area, and when a member volunteers to be the Regional Chapter Leader for that region. Each Regional Leader shall be responsible for organizing activities within that region.

2. Each Regional Chapter shall designate a member to be liaison with the Board. The liaison may attend any Board meeting and will be considered a non-voting Board member.

3. Applicants should complete and return a Membership Application Form and submit funds to the Regional Chapter Leader or the Membership Director of the HMGCC. Once the Application Form and funds have been received by the Membership Director, the applicant is considered a full member of the Club.
4. All activities of Regional Chapters are open to all members of the Club.
5. Regional Chapter events shall not coincide with Monthly Meetings of the Club. The timing of Regional Chapter events should not be coincidental with events of the Club or other Regional Chapters if avoidable.
6. Regional chapter expenses must be approved by the Board before payment.
7. Regional Chapter members are eligible for any elected or appointed office or Board position. However, no more than one Board member may be elected from a Regional Chapter membership each term. The intent of this provision is to maintain an approximately central geographical location for routine club meetings.
8. All By-Laws contained herein shall apply to any Regional Chapter of the HMGCC.

ARTICLE XIII
Amendments to By-Laws

These By-Laws may be altered or amended if necessary or repealed and new By- Laws may be adopted by a majority of the members present at any regular meeting, or at any special meeting, or by a ballot delivered to each member in good standing entitled to vote.