



VINTAGE M.G. CAR CLUB

(An Illinois Not-For-Profit Corporation)

BYLAWS

Revised and Adopted December 2012

Note: This revision replaces all previous editions and amendments.

Article I – Name, Objectives, and Powers

1. Name - The name of the club is the Vintage MG Car Club, hereinafter called the Club.
2. Objectives – The objectives of the club are:
 - a) To provide for association between owners, and interested associates of such owners, of MG brand automobiles built prior to 1956, series TF and earlier.
 - b) To provide for the gathering and exchange of information and technical knowledge regarding the procurement, restoration, repair, maintenance, improvement, operation, and history of such cars, parts and equipment.
 - c) To provide events that foster pride of ownership, operating skill and enjoyment of such cars.
3. Powers - The club shall have all those powers now or hereafter granted by the Illinois General Not-For-Profit Corporation Act, and by these Bylaws not inconsistent with said Act.

Article II – Registered Office and Agent

The Club shall have and continuously maintain in Illinois, a registered office and registered agent at such office, which may be located at either the home or business address of said agent.

Article III – Membership, Voting, and Resignation

1. Membership - Membership in the Club shall be limited to owners and interested associates of MG cars of the vintage described above who are interested in furthering the objectives of the Club. Applications for membership may be taken by any member of the Club and shall be promptly transmitted to the Board of Directors (BOD) for approval. If approved by the BOD membership shall commence upon payment of dues to the Treasurer. The BOD may

disapprove an application if it believes that such membership would be detrimental to the objectives and/or best interests of the Club. If a member no longer owns an MG, he or she may remain a member of the club by continuing to pay annual dues and otherwise complying with these Bylaws.

2. Voting - Each member or associate shall be entitled to one vote and the spouse or life partner of the member shall also be entitled to one vote on all matters put to a vote of the club provided all dues and/assessments are paid. If either the dues or assessments are not paid, neither the member nor the spouse or life partner may vote. There is no proxy voting - voting may only be done in person.

3. Resignation - A member may resign from the Club

- a) At any time by giving a written notice of resignation to the Club Secretary or President. Resignation from the Club does not entitle the member to a pro-rata refund of dues unless approved by the BOD.
- b) By not having paid dues by March 30th of any year.

4. Charter Members - any person who joined the Club prior to May 1, 1966 shall be deemed a charter member. This designation does not confer any special privileges or responsibilities.

Article IV – Club Meetings

1. Annual Meeting and Election of Officers - An annual Club meeting shall be held in November of each year, at a time and place to be designated by the BOD for the purpose of electing directors and officers who shall serve for the following calendar year and for the transaction of such other business as may come before the meeting.

2. Regular Meetings - Regular Club meetings shall be held at such times and places as decided by the BOD. In making these determinations the BOD shall give consideration to the preferences and convenience of the members.

3. Board of Director Only Meetings - The BOD may meet at any time and place that they alone determine. This would usually occur when items of a confidential or sensitive nature are to be discussed.

4. Special Meetings - Special Club meetings may be requested by a majority of the BOD, or by the President, or by not less than 1/5 of the members. Such request is to be made to the President who shall then call a special meeting.

5. Meeting Notice - Except for BOD meetings, written notice of all meetings must be given to all members. Such notice will be deemed proper if published in the club newsletter, *The Vintage Viewpoint*, but regular mail, e-mail, and telephone messaging are acceptable.

6. Quorum - Not less than 10 members shall constitute a quorum for the transaction of business at any meeting except BOD only meetings. A simple majority of the members present shall be sufficient for the passing of any and all votes.

Article V – Board of Directors (BOD)

1. Composition - The Club shall have seven directors consisting of three directors elected at large and the persons elected President, Vice-President, Secretary, and Treasurer. The directors shall serve until their successors have been duly elected.

2. Powers - The affairs of the Club shall be managed by its Board of Directors. This includes, but is not limited to, approval of all expenditures, the setting of policy, and determining the time and place for all meetings.

3. Quorum - A majority of the BOD members shall constitute a quorum for transacting business at any meeting of the board.

4. Interim Vacancies - Any interim vacancy in the BOD may be filled by a majority vote of the remaining BOD. The successor is to serve for the unexpired term of the predecessor.

Article VI – Officers

1. Definitions - The officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer.

A. President - The president shall be the principal executive officer of the club and shall perform all duties incident to the office of President. The President of the club shall supervise and control all of its business and affairs. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other officer of the Club authorized by the BOD, any and all instruments which the BOD have authorized to be executed, except in cases where the signing thereof has been expressly delegated by the BOD, or by these Bylaws, or by statute to some other officer or agent of the Club.

B. Vice-President - In the absence of the President, or in the event of his inability or refusal to act, the Vice-President 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. In addition, the Vice-President shall perform such other duties as the President and/or BOD shall prescribe.

- C. Secretary - The Secretary shall conduct the correspondence of the Club, keep all official records of the Club and keep and publish, through the newsletter, the minutes of the meetings. In addition the Secretary shall perform other duties as the President and/or BOD shall prescribe.
- D. Treasurer - The Treasurer shall perform all duties incident to the office of the Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the club. The treasurer shall receive and give receipts for moneys due and payable to the Club and deposit all such moneys in the name of the Club in such banks, trust companies, or other depositories which are insured by the Federal Deposit Insurance Company and are approved by the President and/or BOD. If required by the BOD, the Treasurer shall give a bond for the faithful discharge of these duties. In addition the Treasurer shall perform other duties as the President and/or BOD shall prescribe.

2. Term of Office - The officers of the club shall serve for a term of 1 year from January 1st through December 31st. If the existing officers give permission and the new officers are willing, new officers may assume their duties prior to January 1st. There are no term limits. Officers, if duly elected by the membership, may succeed themselves in office indefinitely.

3. Interim Vacancies - Any vacancies occurring during the year shall be filled by appointment of the majority of the Board. The successor shall serve for the unexpired term of the predecessor in office.

Article VII – Committees

For any organization to flourish, the overall workload must be distributed among its many members. For this reason the BOD is encouraged to appoint as many committees as they choose to accomplish specific tasks. Such committees may include, but are not limited to, the following suggestions.

- 1. Membership chairman – maintain the list of members along with necessary contact information. In the absence of this committee, the secretary will assume these duties.
- 2. New Members - to mentor new members to insure that they have a first year experience in the club and become enthusiastic members.

3. Program Committee – determines and obtains the necessary personnel and/or items required to provide entertaining and informative programs at regular meetings. In the absence of a program committee, the Vice President will assume these duties.
4. Nominations – seek out qualified enthusiastic members and nominate them for officers and board of directors at the annual meetings. Interested members may confidentially approach this committee if they wish to serve.
5. Regalia – maintain the regalia inventory of the club. In the absence of this committee, the treasurer will assume these duties.
6. Newsletter Editor – assembles the newsletter for printing. Insures all necessary articles are present.
7. Newsletter Distribution – duplicates, collates addresses and mails the newsletter.
8. Webmaster – maintain and update the club website.
9. Librarian – maintain the club library of technical literature. Annually the librarian should publish a list of this literature in the club newsletter.
10. Toolmaster – maintain the club inventory of tools. Annually the toolmaster should publish a list of the club tools in the club newsletter.
11. Special Events and Club Coordinator – schedule special events (i.e. Garage visits, driving events such as rallies and tours, banquets, etc.) and coordinate with other local clubs to insure harmony and avoid conflicting events.
12. Trophymasters – An individual administrator (one per trophy) to tally results for and present annual recurring trophies such as the Tourist Trophy and Goldie Gardner trophy.

Article VIII – Checks and Deposits

1. Checks – The treasurer, or an alternate authorized check signer, shall sign all checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club.
2. Deposits - All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories insured by the Federal Deposit Insurance Company and approved by the President and/or BOD.

3. Additional Check Signers - The BOD shall select at least one other officer, other than the Treasurer, who also shall be authorized to sign checks and make deposits of Club Funds.

Article IX – Books, Records, and Insurance

1. Books and Records - The Club shall keep correct and complete books and records of accounts and minutes of the meetings of its members and BOD.

2. Insurance - The club shall protect its officers and members by obtaining appropriate liability insurance of a type and amount to be determined by the BOD. Premiums for this insurance shall be paid for from club funds.

3. Inspection - All books and records of the Club may be inspected by any member at a time and place that is both reasonable and convenient to all parties.

Article X – Fiscal Year

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

Article XI – Dues, Waivers, Assessments, Reimbursements, and Defaults

1. Dues (existing members) - Each member shall pay annual dues at a rate set by the BOD. This rate shall apply to all members and not be changed except by resolution of the BOD.

2. Dues (new members) -

- a. If a new member joins the club prior to September 1, the annual dues are for the remainder of the year of joining.
- b. If a new member joins the club on or after September 1, the annual dues are for the remainder of the year of joining and the next full year.

3. Waivers - If a member is called to military service, dues will be waived commencing with the first full fiscal year after entry into service and extending to the end of the year in which the service ends. Other waivers may be granted by the BOD on an individual case basis.

4. Assessments - If any Club expenditure is proposed which would exceed the net unallocated funds in the Club treasury, the BOD may authorize a special assessment. Any member refusing to pay said assessment will receive a pro-rated refund of the annual dues and be dropped as a member of the club.

5. Reimbursements - No director, officer, or member shall receive any compensation for services to the club. However, the director, officer, or member shall receive reimbursement for out-of-pocket expenditures for pre-authorized Club purposes.

6. Defaults - Dues for the fiscal year next following shall become due and payable on November 1st of each year. If dues are unpaid after March 30th of each year, the member will be considered as resigned and membership terminated.

Article XII – Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws adopted, by a vote of a majority of the members present, but not less than 20% of the club membership or 10 members, whichever is greater, present at any Club meeting provided that at least five days written prior notice has been given to the members stating that action to change the Bylaws is to be considered at the meeting. The normal vehicle for giving such notice is the club newsletter although a special mailing to all members will also fulfill this requirement.

Article XIII – Dissolution

In the event of dissolution of the Club, any assets remaining after satisfaction of all legal liabilities of the Club shall be disposed of as directed by the BOD. In the absence of such direction, the remaining assets shall be distributed in equal shares among the then paid up members of the club.

End of Vintage MG Car Club Bylaws