

BYLAWS OF SOUTHEASTERN BRITISH MOTORCAR OWNERS CLUB

The name of the organization is Southeastern British Motorcar Owners Club also known as SBMOC. The organization is organized in accordance with the South Carolina not for profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(7) of the Internal Revenue Code.

ARTICLE 1 MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid. Email may also be used with acknowledgement of email received requested.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of 5 directors. The board of directors shall be made up of current president, vice president, secretary, treasurer and immediate past president.

Section 2. Election and Term of Office. The directors shall be elected at the February membership meeting. Each director shall serve a term of 2 years year(s), or until a successor has been elected and qualified.

Section 3. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 4. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

Section 5. Special Meeting. Special meetings may be requested by the President, Vice-President, Treasurer or Secretary by providing five days written notice by ordinary United States mail or email with return request required. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 6. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter-is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting The Board shall keep written minutes of its proceedings in its permanent records.

Section 7. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 8. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, one Vice-President, a Treasurer and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

a. **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

b. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

c. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

d. **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required. but no less often than at each meeting of the Board of Directors and Executive Committee.

e. **Web Master.** The office of Web Master is responsible for maintaining the club website and in particular insuring that the club meeting minutes are displayed and archived once this information is received from the secretary. The club website is to be maintained in an attractive, informative, businesslike manner and in a timely fashion. It should include information relevant to the club's interest and activities. This office will be appointed by the president who is to insure that the appointee possesses the necessary skills for this position. This office is not a member of the executive committee.

Section 2 Election and Term of Office. The officers shall be elected by the membership at the February club meeting. Nominees will be prepared by the board of Directors and submitted to the general membership at the January meeting. Each officer shall serve a two year term or until a successor has been elected and qualified.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged shall be executed by the President or Vice-President and the Secretary or Treasurer.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors, by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting. Once approved by the board, the proposed changes will be placed on the website and submitted to all members present at the monthly meeting, one month prior to voting. The bylaws may be amended by a vote of two-thirds of the eligible members casting ballots, provided the number of eligible members casting ballots constitutes a majority of the individual membership.

ARTICLE VI Committees / Funding

Committees shall be established, where required, to address any additional club activity or event not specifically covered in club bylaws.

Charitable Committee: A committee shall be established to determine the distribution of any funds that shall be earmarked for charitable organizations. This committee will consist of the club vice president as chair person and two members from the club appointed by the club president. Appointees to this committee shall not be any other club officers. Procedures for requesting funds from the charitable committee shall be as follows.

1. A written request will be submitted to the club vice president at the September meeting. This request will have name of charitable organization, purpose, reason and requested amount. Charitable contributions shall be defined as requests for club monies or donations. This will be one time requests and any additional funding shall require re-submittal by requester. Verbal requests shall not be recognized.
2. The vice president will call a meeting of the charitable committee and decide if the written request should be acted upon or rejected. If accepted the vice president will forward request to Board of Directors for approval. Once approved, funds will be distributed by the Treasurer as directed by Board of Directors.
3. Amount of funds to be distributed will be determined by the Board of Directors based upon revenue generated from club dues or club fund raisers.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation, his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made as determined by the Board of Directors.

CERTIFICATION

President of Southeastern British Motorcar Owners Club, and, Secretary of Southeastern British Motorcar Owners Club certify that the foregoing is a true and correct copy of the bylaws of the above named organization, duly adopted by the initial Board of Directors on _____

I certify that the foregoing is a true and correct copy of the bylaws of the organization, duly adopted by the initial Board of Directors on _____.

President

Secretary