

## **BY-LAWS OF FOOTHILLS BRITISH CAR CLUB INC.**

November 09, 2021

### **ARTICLE I**

#### **NAME AND LOCATION**

Section 1. Name. The name of the organization is FOOTHILLS BRITISH CAR CLUB INC., hereafter referred to as the "FBCC".

Section 2. Location. The FBCC will have no principal office. Meetings of members and directors may be held at such places within or outside of the state of South Carolina as may be designated by the Board of Directors.

### **ARTICLE II**

#### **PURPOSES**

Section 1. Purposes. The FBCC is duly incorporated as a not-for-profit organization under the laws of the State of South Carolina. The purposes for which the FBCC is organized are: to promote family participation and fellowship in the restoration, preservation, maintenance, display, use and enjoyment of British cars and to provide for the exchange of British Car related ideas and information.

### **ARTICLE III**

#### **MEMBERSHIP, VOTING RIGHTS, AND NOTICE**

Section 1. Membership. The qualifications for membership in the FBCC shall be the ownership of a British car or an interest in British Cars and the payment of annual dues as set by the Board of Directors. Membership shall be automatic upon the submission of the prescribed membership application form, which includes the indemnification waiver, accompanied by the applicable registration fee, if any, and the annual dues of the year in which membership is made. Initial annual dues for membership applications submitted after 30 Jun will be assessed at ½ annual dues. Membership is on a family basis and entitles all members of the immediate family (household) to participate in FBCC functions. Extended family memberships to include non-household members of the primary member's family may be approved by the Board of Directors. One member of each family or extended family membership shall be designated by the family as the "Primary Member."

Section 2. Voting Rights. Each Primary Member of the FBCC in good standing shall be entitled to one vote on any matter brought before the membership for its consideration. "In good standing" means that the member's dues and assessments, if any, have been paid to date and the member's Membership Rights have not been suspended. The Secretary shall be the parliamentarian.

Section 3. Suspension of Membership Rights. During the period in which a member shall be in arrears for more than thirty (30) days in payment of any fees, dues or assessments or other charges levied by the FBCC, the membership rights of the member may be suspended by the Board of Directors until such default has been cured. The membership rights of a member may also be suspended, with or without cause, by unanimous vote of the Board of Directors-

Section 4. Notice. Notice for all purposes herein shall be by email addressed to the Primary Member's email address last appearing on the books of the Secretary of the FBCC. Such notice shall specify the place, day and hour of the meeting and the purpose of the meeting. It is the responsibility of each Primary member to ensure that the Secretary has the Primary Member's preferred email address for this and all notice purposes.

#### **ARTICLE IV**

##### **FEES, DUES AND ASSESSMENTS**

Section 1. Registration Fees. The Board of Directors may establish a registration fee due and payable with any new member's application for membership. The Board of Directors may change or abolish the registration fee at any time. The registration fee, if established, shall apply only to those new membership applications received after the date of establishment of the registration fee. Changes or abolishment of the registration fee shall not be retroactive and shall apply only to those new membership applications received after the date of the change or abolishment.

Section 2. Annual Dues. Each member shall pay to the FBCC on a calendar year basis annual dues the amount of which will be set each year by the Board of Directors. Dues are payable on or before January 1 of each year and, if not paid by February 15, are past due and the non-paying member will be sent a notice indicating that the non-paying member is no longer a member in good standing (Article III, Section 2) in FBCC. If the arrearage is not cured by March 15, the non-paying member's name shall be stricken from the FBCC membership rolls.

Section 3. Special Assessments. In addition to the registration fee, if any, and annual dues authorized by Sections 1 and 2 hereof, the FBCC Board of Directors may levy special assessments for unforeseen expenditures and other purposes; provided, however, that, any such assessment shall have the assent of at least two-thirds (2/3) of the votes cast by the Primary Members voting in person at a meeting duly called for such purpose. Such special assessments shall be due and payable at such time as may be determined and provided for in the resolution authorizing same.

#### **ARTICLE V**

##### **MEETING OF MEMBERS**

Section 1. Annual Meetings. An Annual meeting of the members for the purpose of installing the newly elected officers and members of the Board of Directors and to conduct such other business as deemed appropriate by the Board of Directors shall be held in the month of December of each year on a date and at a time and place determined annually by the Board of Directors. Notice of the date, time and place of the Annual meeting and of the business to be conducted thereat shall be given to all members at least ten (10) days prior to the date of such meeting.

Section 2. Regular FBCC Meetings. FBCC shall hold regular membership meetings on the second Tuesday of each month except for the month of December. The time and place for the regular meetings shall be set by the Board of Directors. The date, time and/or place of any regular meeting may be changed by the Board of Directors provided that notice of any such change is given to the membership with as much email advance notification as possible.

Section 3. Special Meetings. Special meetings of the members may be called at any time by (a) the President, (b) any two directors or (c) by petition or vote of at least one-fourth (1/4) of the Primary Members then in good standing. Notice of each Special Meeting of the members and of the purpose for which the Special Meeting is being called shall be given by, or at the direction of, the Secretary or the person or persons authorized to call the Special Meeting, at least seven (7) days before such meeting.

Section 4. Membership Action. Unless otherwise specified herein, at any Meeting of Members action may be taken by a simple majority vote of the Primary Members in attendance.

## **ARTICLE VI**

### **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. The officers of the FBCC shall be President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Each officer must be a member in good standing of the FBCC at all times during his/her service as an officer.

Section 2. Nomination of Officers. A Nominating Committee shall be appointed by the Board of Directors at least ninety (90) days prior to the annual meeting. The Nominating Committee shall consist of a Chairman and may include additional members at the discretion of the Board of Directors. The Nominating Committee shall present its slate of officer nominees and Board of Director nominees to the membership at the October regular meeting. The election of officers and new members of the Board of Directors as provided for in Article VII below shall be at the November regular meeting. Additional nominations for any office or membership on the Board of Directors may be made from the floor by any Primary Member at the November regular meeting. The person being nominated from the floor must be present at the November regular meeting and must agree to accept the nomination.

Section 3. Election of Officers. Election of officers shall be by votes cast in person or by valid proxy by the Primary Members at the November regular meeting. At such election, each Primary Member or proxy may cast one vote with respect to each officer to be elected. The nominee receiving a plurality of the votes cast for each office shall be elected to such position.

Section 4. Term. The term of each officer's service shall commence on the first day of January and end on the last day of December of the year following the officer's election unless the officers shall sooner resign, be removed or otherwise disqualified to serve. The Vice-President shall become the President immediately after the President's term ends.

Section 5. Special Appointments. The Board of Directors may elect such other officers as the affairs of the FBCC may require, each of who shall hold office of such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 6. Resignation and Removal. Any officer may be removed from office and from the Board of Directors, with or without cause, by a majority of the votes cast by Primary Members in person or by

proxy at any meeting of the members. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or on any later date specified therein, and unless otherwise specified, therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors for the remainder of the unexpired term of the person creating the vacancy.

Section 8. Multiple Offices. The office of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except that of special offices created pursuant to Section 5 of Article VI.

Section 9. Duties. The duties of the officers are as follows:

#### **PRESIDENT**

(a) The president shall preside over all meetings of the members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall, except for checks as provided for in Article XIII, Section 2, below, sign all written instruments on behalf of the FBCC.

#### **VICE PRESIDENT**

(b) The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such duties as may be required by the Board. The Vice President shall keep appropriate current records showing the members of the FBCC together with full contact information. The Vice President shall automatically ascend to the office of President upon the expiration of the President's term of office.

#### **SECRETARY**

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members and shall perform such other duties as may be required by the Board. The Secretary may delegate any of these duties to one or more assistants.

#### **TREASURER**

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the FBCC and shall disburse such funds in accordance with the provisions of Article XIII below or as directed by the Board of Directors; keep proper books of account; prepare an annual statement of income and expenditures to be presented at the last meeting of the Board before the annual meeting and to the membership at the November regular meeting.

### **ARTICLE VII**

#### **DIRECTORS AND THEIR DUTIES**

Section 1. Number. The affairs of the FBCC shall be managed by a Board of Directors which shall consist of the current year's president and duly elected officers, four general directors of the FBCC, and the immediate past president of the FBCC.

Section 2. Term. The term of each elected officer's service as a director shall be concurrent with that officer's term of office. The term of the membership on the Board of Directors of the immediate past president shall begin upon the expiration of the president's term of office and end on the last day of the following December. General director's will serve a two year term that shall begin on the first day of January and end on the last day of December of the second year following the director's election. The election of directors shall be staggered such that two directors are elected in each even numbered year and two directors are elected in each odd numbered year. Two general directors will be elected each year in the manner provided for election of officers in Article VI, Section 3, above.

Section 3. Removal. Any director may be removed from the Board of Directors and, where applicable, as an officer, with or without cause, by a simple majority of the votes cast by Primary Members in person. A vacancy in any directorship may be filled by appointment by the Board of Directors except that a vacancy in the directorship held by the immediate past president shall be filled by the most recent qualified preceding past president. The directors thus appointed to such vacancy shall serve for the unexpired term of the predecessor.

Section 4. Action without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 5. The Board of Directors shall adopt such rules for the regulation and accomplishment of the purposes, goals, and aspirations of FBCC and its activities as it shall deem necessary or desirable. Any rule adopted by the Board of Directors shall be in force for FBCC after being published for three consecutive months in a newsletter, journal or other such periodical of general circulation to the members of FBCC (or, in the absence of any such a newsletter, journal or other such periodical of general circulation to the members of FBCC, by notice to the membership for three consecutive months) without opposition by a Primary Member of FBCC. In the event that one or more Primary Members oppose the adoption of the rule, the rule shall be brought before the membership for a vote at the first regular meeting following its third publication. Prior to the vote amendments to the rule may be proposed by any Primary Member. Amendments seconded and carried by a simple majority of the Primary Members present at the regular meeting shall be made to the rule. When there are no further proposed amendments the rule, with approved amendments if any, shall be called for a vote. If the rule carries a two-thirds majority vote by the Primary Members present at the meeting, it shall become a Rule of FBCC.

## **ARTICLE VIII**

### **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Commencing in January of each year, regular meetings of the Board of Directors shall be held at least quarterly at such date, time and place as may be fixed by the President. Notice of the date, time and place of the meeting shall be sent to the membership at least two (2) days prior to the date of the meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the FBCC, or by any two (2) directors, after not less than three (3) day's notice to each director. The presence of a Director at a special meeting constitutes waiver of the notice requirement by that Director.

Section 3. Board Action. Action by the Board requires a simple majority of the nine (9) voting members of the Board.

## **ARTICLE IX**

### **COMMITTEES**

Section 1. Appointments. The Board of Directors shall appoint the Nominating Committee as provided in these By-Laws. In addition, the Board of Directors or the President may appoint other committees as the Board or the President may deem appropriate in carrying out the purposes of the FBCC.

## **ARTICLE X**

### **INSURANCE**

Section 1. Insurance. The FBCC shall maintain liability insurance coverage for FBCC events and activities. To the extent that such coverage provides, each officer or director of the FBCC shall be indemnified by the FBCC against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been such an officer or director, or any settlement thereof, whether or not he/she is such an officer or director at the time such expenses and liabilities are incurred. It is provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the FBCC.

## **ARTICLE XI**

### **BOOKS AND RECORDS**

Section 1. Inspection. The books, records and papers of the FBCC shall be available for inspection by any member in good standing of the FBCC. Reasonable written notice of not less than three days to the Secretary with a copy to the President (or, if notice to the Secretary or President is deemed inappropriate, to any three other members of the Board of Directors) is required prior to any request for inspection.

## **ARTICLE XII**

### **AMENDMENTS**

Section 1. Procedure. These By-Laws may be amended by the Board of Directors provided that notice of the proposed amendment and of the date, time and place of the Board meeting at which the Board of Directors will consider the amendment shall be given to the membership at least ten (10) days prior to the date of that Board meeting.

**ARTICLE XIII**  
**MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the FBCC shall begin on the first day of January and end on the last day of December of each year.

Section 2. Disbursement of Funds. The funds (bank accounts) of the FBCC shall be managed by the Treasurer. The President and the Treasurer shall each be a signatory on all FBCC checking accounts. The single signature of either signatory shall be sufficient on any FBCC check. Authorization for payment of FBCC funds shall be as provided for below.

Section 3. Non-recurring Expenses up to \$100.00: Payment of non-recurring expenses (refreshments at FBCC activities, tools for FBCC Garage, aka Jack's Place, engraving for plaques and awards, and the like) in amounts up to \$100.00 must be approved by **either** the President **or** the Treasurer. To be reimbursed for an FBCC expense incurred by a member in an amount up to \$100.00 (prepayment for refreshments at FBCC activities, tools for Jack's Place, engraving for plaques and awards, and the like by an FBCC member), the expense must be approved by the President or the Treasurer prior to being incurred. Expenses up to \$100.00 submitted for reimbursement by a member without prior approval may be approved by the President or the Treasurer at their sole discretion.

Section 4. Non-recurring Expenses from \$100.00 up to \$500.00: Payment of non-recurring expenses (Christmas party deposits, refreshments at FBCC activities, major tools for Jack's Place, engraving for plaques and awards, and the like) in amounts from \$100.00 up to \$500.00 must be approved by **both** the President **and** the Treasurer. To be reimbursed for an FBCC expense incurred by a member in an amount from \$100.00 up to \$500.00 (prepayment of deposits, refreshments at FBCC activities, major tools for Jack's Place, engraving for plaques and awards, and the like by an FBCC member), the expense must be approved by both the President and the Treasurer prior to being incurred. Expenses from \$100.00 up to \$500.00 submitted for reimbursement by a member without prior approval require the approval of both the President and the Treasurer which approval may be withheld at the sole discretion of either officer.

Section 5. Non-recurring Expenses in excess of \$500.00: Payment of non-recurring expenses in amounts in excess of \$500.00 must be approved in advance by the Board of Directors. To be reimbursed for an FBCC expense incurred by a member in excess of \$500.00, the expense must be approved by the Board of Directors. Expenses in excess of \$500.00 submitted for reimbursement by a member without prior approval require the approval of the Board of Directors which approval may be withheld at the sole discretion of the Board of Directors.



Section 6. Recurring expenses of less than \$250 per year (P.O. Box and the like): Recurring expenses of less than \$250 per year require initial approval by the President and the Treasurer and may be paid by the Treasurer thereafter without further approval. Continuing approval may be withdrawn by the President, the Treasurer or the Board of Directors at any time.

Section 7. Recurring expenses greater than \$250 per year (insurance, utilities and the like): Recurring expenses greater than \$250 per year require initial approval by the Board of Directors and may be paid by the Treasurer thereafter without further approval. Continuing approval may be withdrawn by the Board of Directors at any time.

#### **ARTICLE XIV**

##### **DISSOLUTION**

Section 1. Resolution for the Dissolution of the FBCC: The membership may, at a Special Meeting called in accordance with Article V., Section 3. above, adopt a Resolution for the Dissolution of the FBCC. The adoption of any such resolution shall require the affirmative vote of two thirds of the Primary Members in good standing at the time of the Special Meeting.

Section 2. Legal Filings. Upon the adoption of the resolution for the dissolution of the FBCC, the secretary shall file, or cause to be filed, with the South Carolina Secretary of State, the internal Revenue Service and all other governmental entities as may be necessary, the documents necessary to effectuate the dissolution.

Section 3. Payment of Debts, Liabilities and Obligations. Upon the adoption of the resolution for the dissolution of the FBCC, the treasurer shall, in accordance with the provisions of Article XIII, Sections 3, 4, 5, 6 and 7, pay and satisfy all outstanding debts, liabilities and obligations of the FBCC. In the event that the debts, liabilities and obligations then outstanding exceed the cash on hand, the president shall sell the non-cash assets or so much of them as may be necessary to pay and satisfy all outstanding debts, liabilities and obligations of the FBCC. The sale of non-cash assets may, at the discretion of the president, be by one or more sales. The sales may be by private sale to a member or to members of the FBCC, by private sale to non-members of the FBCC, by private auction to the members of the FBCC, by public auction or by any combination of the foregoing as may be deemed by the Board of Directors to be in the best interest of the FBCC.

Section 4. Distribution of Assets. After the payment of all debts, liabilities and obligations of the FBCC, the remaining non-cash assets of the FBCC shall be liquidated in the same manner as set forth in Section 3 herein. The cash generated by that liquidation together with all other cash then held by the FBCC shall be distributed as directed by the then current Board of Directors.