BY-LAWS OF FOOTHILLS BRITISH CAR CLUB INC.

Draft October 8, 2026

Includes proposed amendments: RFAs A-001, A-002, A-005, A-006, A-008, A-010, A-011, A-014, A-015, A-016, A-017, D-001, D-002, D-004, D-005, D-006, D-007, D-008, D-009, D-010, D-011, D-012, M-003, M-004, M-005, M-006, M-007, M-008, M-010, M-011, M-012,M-013, M-014, M-015, T-001, T-002

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, hereafter referred to as the "Board".

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. For new applicants, 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 or pro-rated portion thereof as may be prescribed by the Board for the year in which membership is made. Renewal membership shall be automatic upon submission of the prescribed application form and timely payment of the coming year's dues. Membership reinstatement for former members or for members whose membership has been suspended or terminated shall be in accordance with rules and regulations adopted by the Board. Membership is on a family basis and entitles all members of the immediate family (household) to participate in FBCC functions. One member of each family shall be designated by the family as the "Primary Member."

Section 2. Voting Rights. Each Primary Member of the FBCC in good standing has one vote on any matter brought before the membership for its consideration. Unless otherwise provided for by the Board, in accordance with the procedures set forth in Article V, Section 4, below, the Primary Member must be physically present at the meeting wherein the matter brought before the membership for its consideration is held in order to cast a vote. "In good standing" means that the member's dues and

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Commented [PN2]: Date updated when new RFAs are approved by by-laws committee and incorporated.

Commented [PN3]: RFAs incorporated in this update are listed for record keeping purposes. This list to be removed in final update of the proposed amendment.

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assessments, if any, have been paid to date and the member's Membership Rights have not been temporarily suspended or permanently terminated.

Section 3. Suspension or Termination of Membership Rights. The membership rights of a member may be temporarily suspended or permanently terminated, with or without cause, by unanimous vote of the Board. In the event that the member whose membership rights are under consideration is an officer or a Board member, that member shall not be entitled to vote and that member's vote shall not be necessary for a unanimous vote of the Board on the issue.

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 Vice President of the FBCC. Meeting notices 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 Vice President 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 may establish a registration fee due and payable with any new member's application for membership. The Board 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 family shall pay their membership dues to the FBCC on a calendar year basis. The amount of the annual dues will be set each year by the Board. The amount of the annual dues for the following year must be announced to the membership by 1 October. Dues for membership renewal are payable on or before January 1 of each year and, if not paid by that date, are past due and the non-paying member will be sent a notice indicating that the non-paying member is no longer in good standing (Article III, Section 2) in FBCC. If arrearage is not cured by a date set by the Board, the non-paying member's name shall be stricken from the FBCC membership rolls (Article III, Section 3) without requiring a vote by the Board.

Section 3. Special Assessments. In addition to the registration fee, if any, and annual dues authorized by Sections 1 and 2 hereof, the Board 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 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

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Section 1. Annual Meetings. An Annual meeting of the members for the purpose of installing the newly elected officers and members of the Board and to conduct such other business as deemed appropriate by the Board 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. 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.
The FBCC shall hold regular monthly meetings. The date, time, and place for each regular monthly meeting shall be set by the President, and notice of the same shall be provided to the membership no later than 10 days prior to each meeting date.

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 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 provided for in advance by the Board, at any Meeting of Members action may be taken by a simple majority of the votes cast by Primary Members. On any issue to be brought before the membership for consideration, the Board may, for that issue, allow alternative forms of voting such as electronic, mail-in, proxy and other heretofore unknown methods of voting, provided that the Board establishes the requirements for allowing such alternative forms of voting and that the notice to the membership of the meeting to be held to vote on the issue under consideration includes notice of the allowance of alternative form(s) of voting and the requirements for exercising same.

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 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 no later than September of each year. The Nominating Committee shall consist of a Chairman and may include additional members at the discretion of the Board. The Nominating Committee shall present to the membership its slate of officer and director nominees at the October regular meeting. The election of officers and new directors shall be held at the November regular meeting. Additional nominations for any office (except for the office of President which is automatically filled by the Vice President) or Board membership may be made from the floor by any Primary Member at the November regular meeting. To be accepted, floor nominees must be present at the November regular meeting and must agree to accept the nomination.

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Section 3. Election of Officers. Election of officers shall be by votes cast 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 except for the office of the President which is automatically filled by the Vice President from the prior year.

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 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 may, from time to time, determine.

Section 6. Resignation and Removal. Any officer may be removed from office and from the Board, with or without cause, by a majority of the votes cast by Primary Members 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 for the remainder of the unexpired term of the person creating the vacancy.

Section 8. Multiple Offices. 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; 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

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(c) The Secretary shall record and publish the minutes of all member meetings and board meetings and shall record all votes in the minutes of these meetings. In addition, the Secretary shall maintain the Club's records, including by-laws, document the rules and regulations, retain copies of all correspondence with outside entities, copies of all written communication with individual members, and any other requirements assigned by the Board.

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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; 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.

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Section 10. Delegation of Duties. The four enumerated officers of the FBCC may delegate any of their duties to one or more assistants. The officer must provide a written description of the duties assigned to the assistant and to the Board.

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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 four enumerated officers (President, Vice-President, Secretary, and Treasurer), four general directors, and the immediate past president, for a total of nine directors.

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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 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 directors 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.

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Section 3. Removal. Any director may be removed from the Board and, where applicable, as an officer, with or without cause, by a simple majority of the votes cast by Primary Members. A vacancy in any directorship may be filled by appointment by the Board 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.

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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. Adoption of Rules.
The Board may adopt, amend, or repeal such rules, regulations, policies, and procedures as it deems necessary or desirable for the governance, administration, activities, and purposes of FBCC.
Any such rule, regulation, policy, or procedure shall be consistent with these By-Laws and shall not amend, supersede, or conflict with any provision of these By-Laws.
Any rule, regulation, policy, or procedure adopted, amended, or repealed by the Board shall be communicated to the membership in a timely manner.

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ARTICLE VIII
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Commencing in January of each year, regular meetings of the Board 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.

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Section 2. Special Meetings. Special meetings of the Board 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.

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Section 3. Board Action. Action by the Board requires a simple majority of the voting members of the Board.

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ARTICLE IX
COMMITTEES

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

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ARTICLE X
INSURANCE

Section 1. Insurance. The FBCC Board of Directors shall establish and maintain appropriate levels of general liability and directors' and officers' liability insurance as it determined prudent for the organization's 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

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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 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) is required prior to any request for inspection.

ARTICLE XII
AMENDMENTS

Section 1. Procedure.
These By-Laws may be amended upon recommendation of the Board and approval by a two-thirds (2/3) majority of the votes cast by Primary Members. Notice of the proposed amendment, including the complete text of the proposed change, shall be provided to all Primary Members at least thirty (30) days prior to the date established for voting. Any material change to the proposed amendment following such notice shall be provided to the membership and shall be subject to the same notice and voting requirements.

ARTICLE XIII
CONTROL OF FBCC MONETARY FUNDS

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. Holding and Disbursement of FBCC Funds. The Board has the requirement to define and publish rules and regulations concerning delegation of authority and procedures for the holding and disbursement of FBCC funds.

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.

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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, Section 2, 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 forgoing as may be deemed by the Board 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 in accordance with Laws, Regulations, and Rules of the United States Internal Revenue Service Codes and the State of South Carolina at the time of dissolution. Preferential treatment shall be given to organizations similar to the FBCC.

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