

North Carolina MG Car Club, Inc.

By-Laws

(Last Updated: January, 2013)

Article I: Club Purpose

Section 1: To Promote the preservation and family enjoyment of MG motorcars and the pastimes of motoring, motorcar maintenance, motorcar restoration, and motoring education and safety.

Section 2: To provide through a monthly newsletter, such as “The Quadriga News”, and the club website, information on past and future club activities, club business reports, informative technical advice, historical and archival information on all aspects of owning a MG motorcar and other matters pertinent to the North Carolina MG Car Club, Inc.

Article II: Club Designation

Section 1: The official designation of this club shall be “North Carolina MG Car Club, Inc. (hereinafter referred to as “the Club”). The abbreviated name shall be “NCMGCC”

Article III: Club Affiliation

Section 1: The Club shall be affiliated with the “North America MGB Register, NAMGAR” and the “MG Car Club Ltd., UK,” as well as other national and international MG organizations as Club members shall decide. Members may petition the board to add affiliations.

Article IV: Club Operations

Section 1: Each fiscal year of the Club, as well as each term of each Club officer, shall begin on the first day of January of each calendar year and shall end on the thirty-first day of December of such calendar year.

Section 2: At any time during any fiscal year, the Club shall have a minimum of six (6) officers. These officers shall be as follows: President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary and Member-At-Large. Club officers shall also function as members of the Club’s Board of Directors (hereinafter referred to as “the Board”). Any other officer positions deemed necessary by the Board shall be announced by the Board in the newsletter and temporarily installed until confirmed by voice vote by a majority of the Club membership present at the annual business meeting.

Section 3: In order for a member of the Club to hold office, such member must be a “member in good standing (defined as a member whose membership dues are not delinquent)” and must be an owner of a MG motorcar of any type, model or vintage.

Section 4: An appointee of the Board shall fill any officer’s position vacated by resignation, death or other reason. The appointee shall be selected by a 2/3 majority of the remaining Board of Directors present and voting.

Section 5: Each duly-elected officer except Treasurer shall serve an initial term of one (1) fiscal year and may be re-elected to only one (1) consecutive term in that post. Any member appointed to fulfill an unexpired term as defined in Article IV, Section 4 may be elected to one (1) consecutive term consisting of one (1) fiscal year. Any officer having served two (2) consecutive terms may be eligible to hold a different elected position after the completion of a second term. This will allow the ascension of the vice president to succeed the president to provide continuity. The Treasurer term may be extended beyond two (2) terms by unanimous decision by the Board.

Section 6: The Club shall maintain such General Liability Insurance coverage as shall be approved by the Board of Directors at the annual business meeting as defined in Article V, Section 1.

Article V: Club Meetings

Section 1: An Annual business meeting (hereinafter referred to as “business meeting”) of the Club’s general membership shall be held during the first quarter of each fiscal year, or as such time as the officer and membership see fit. During such business meeting, the presence of one-fourth (1/4) of the Club’s general membership shall constitute a quorum for voting purposes. Upon application and one week’s written notice to any member of the Board of Directors, any matters of business relating to the Club and its operations may be brought before the membership at a business meeting.

Section 2: Open meetings of the Board of Directors shall take place each quarter of the Club’s fiscal year. These open meetings will be scheduled a minimum of one week prior to the meeting, and announced to the Club general membership. At such open meeting, the presence of four (4) Board members shall constitute a quorum for voting purposes.

Section 3: In addition, the Club shall meet socially on a regular basis on the second Thursday of each month of the Club’s fiscal year. This schedule shall be adjusted for holidays, club activities or other events that may interfere or conflict with a scheduled meeting. A schedule of activities shall be developed by the Board of Directors at the beginning of each fiscal year and shall be distributed via the newsletter and/or the website, to the general membership. Any required schedule changes will be posted in the newsletter and/or the website, if possible, prior to the meeting or function affected.

Section 4: Social meetings, as noted in Article V, Section 3, may be held at any member's home on voluntary, rotating basis, or at such other place and time as the Club's officers and general membership see fit.

Article VI: **Club Membership**

Section 1: Membership status is available to all persons with an interest in the restoration, preservation and operation of MG motorcars. There shall be no discrimination between members on the basis of race, national origins, gender, religion or sexual preference. Ownership of a MG motorcar shall not be required to become a member.

Section 2: Membership categories shall be defined as follows:

A: Individual membership consists of one person, and includes one free name tag, one Quadriga and one vote.

B: Family membership may consist of two adults and minor children under the age of 18 residing at the same address. Family membership shall have one vote and one Quadriga subscription per family, and one name tag.

C: Additional name tags are available at cost.

Section 3: The Club Board of Directors, at their discretion, may bestow upon a longstanding member the title of honorary member. Honorary members of the Club shall have the same rights and privileges as noted in Article VII, Section 4 of these by-laws. In addition, all honorary members shall be exempt from annual dues.

Section 4: Payment of annual dues, as assessed by the membership, shall be required upon joining or renewing club membership.

Article VII: **Membership Dues**

Section 1: All members and shall pay annual dues, in the amount as determined by the Board of Directors, by January 15th of each fiscal year to remain a member in good standing. Any member or not paying annual dues within a reasonable time period may be subject to having membership rights withdrawn.

Section 2: New members and associate members joining the Club during the fourth quarter of the fiscal year shall be charged normal dues. They will, however, receive membership privileges for that quarter and the immediately following fiscal year.

Section 3: The amount of the Club dues for any fiscal year will be determined by the Board of Directors, and approved by the general membership at the annual business meeting.

Section 4: The payment of dues to the Club entitles the members to attend all functions sponsored by the Club, eligibility for prizes and awards, if any, vote in any and all general elections and balloted initiatives for that fiscal year, and a subscription to all newsletters and notices made available to the Club membership.

Article VIII: Voting Eligibility

Section 1: Each member in good standing, having paid all dues for the fiscal year, shall be entitled to one (1) vote in any and all general elections and balloted initiatives for that fiscal year.

Article IX: Election of Officers and Member-At-Large

Section 1: The Board shall establish a nominating committee by the end of the month of July during each fiscal year. In the absence of a nominating committee, the Board will present the slate of candidates.

Section 2: The Board or nominating committee will poll the eligible existing officers as to their willingness to serve an additional term of office. In addition, the committee will accept nominations for Club officers from the general membership.

Section 3: The Board or nominating committee shall present the slate of nominees and will entertain nominations from the floor at the October meeting of the Club and prepare a ballot as a result.

Section 4: The official ballot for election of Club officers will be sent in the newsletter to all members in good standing by the end of November. A minimum of (30) days will be given as a deadline for the return of the ballots from when they are mailed. Votes will be tallied by the Board and the result will be announced at the annual dinner.

Article X: Duties of Elected Officers

Section 1: The President shall be considered Principal Manager of the Club. The President is the Chair of the Board of Directors and has the power to call special meetings, in addition to those regularly scheduled, when deemed necessary. The President shall also have the power to make appointments of advisors and committee chairpersons as the Club shall require to fulfill its function. Such appointments shall be in effect only during the term of the appointing President and will cease upon completion of the Club fiscal year, unless renewed. The President will act as the lead activity and event coordinator except as stated in Article X Section 5 and handle public relations and community affairs.

Section 2: The Vice President shall assist the President in the performance of his/her duties and shall perform the duties of the President in his/her absence. In addition, the Vice President shall be the Club membership coordinator, shall be responsible for the Club's informational database of all members in the Club, and handle public relations and community affairs and maintain Club history.

Section 3: The Treasurer will collect all dues and have charge of all monies of the Club. The Treasurer will keep an accurate accounting of all receipts and expenditures. The Treasurer will prepare for the annual business meeting, an annual report of the fiscal status of the Club. In addition, the Treasurer will make available at the annual business meeting the financial records for examination by the membership. The Treasurer shall provide a quarterly financial summary to the President, or more frequently if requested by Board of Directors. The President shall share signing authority of the club bank accounts in case of incapacitation of Treasurer.

Section 4: The Recording Secretary shall record minutes of all Board of Directors meetings. In addition, the Recording Secretary will handle all internal correspondence, and record any business matters discussed or announced at business meetings and report business meeting matters to the membership via the newsletter.

Section 5: The Corresponding Secretary shall be responsible for all inter-club liaisons, correspondence and inter-club event coordination.

Section 6: The Member-At-Large shall attend all Board meetings, represent the general membership, and perform other duties that the Club may require by agreement between the Member-At-Large and the Board. The Member-At-Large shall be responsible for greeting and introducing new members to the Club, advising them to upcoming Club events and provide them with a current newsletter, membership directory and welcome pack.

Section 7: Other changes in Club officer positions deemed necessary by the Board of Directors shall be announced at a properly noticed business meeting. These additional officer positions will be approved according to the procedure contained in Article IV, Section 2 of these by-laws.

Article XI: Change to Club by-laws

Section 1: Proposed changes must be submitted in writing to the Recording Secretary and President of the Club at least one month before the next announced business meeting of the Club.

Section 2: Proposed changes or additions to the existing by-laws shall be published in the Club newsletter or mailed directly to the membership at least two (2) weeks before the next business meeting where a membership vote is to take place. A membership vote shall be decided by a simple majority of those members present at a properly noticed business meeting.

Section 3: The proposed change or addition will be incorporated into the by-laws if approved by the majority of all members in good standing present at the business meeting after proper noticed as stated above.

Article XII: Dissolution of the Club

Section 1: Upon dissolution of the Club all outstanding debts or obligations of the Club are to be paid from the Club's cash deposits. Officers of the Club shall make a good faith effort to collect all debts owed the club at the time of dissolution and to ascertain all debts, which the Club may owe. In the event the cash deposits are insufficient to satisfy the Club's debts then any physical assets the Club may own shall be sold and the proceeds used to help satisfy said debts. A list of any such physical assets owned by the Club and offered for sale by auction shall be prepared by the Treasurer and published in the Club newsletter or mailing. Club members and member of the general public may bid upon said physical assets at said auction. It shall be the duty of the Board of Directors to ascertain and receive fair market value for said assets.

Section 2: In the event that all debts of the Club can be satisfied from cash deposits, or from the proceeds of any liquidation auction then any surplus funds and/or physical assets remaining shall be donated to the Community College system of the State of North Carolina for use in automotive education programs.