

Eastern New York MGA Club LTD

BYLAWS

Article 1

Organization

Section 1: Name: This organization shall be known as the Eastern New York MGA Club LTD, a non-profit corporation created pursuant to the Not-For-Profit Law of New York (hereafter called the Club).

Section 2: Territory: The events and sponsored activities shall be held in New York, New Jersey, and Connecticut with such changes therein as may from time to time be made by the Club.

Section 3: The headquarters and principal offices of the Club shall be located at the President's place of residence or such other location as the Board of Directors determine or the purpose of the Club requires.

Article 2

Membership

Section 1: Membership: Regular membership in the Club is open to present and past owners of MGA automobiles made by the MG Car Company or anyone interested in the MG marque. A member, upon payment of annual dues, shall be entitled to one vote when in attendance at the membership or any special meetings of the Club, may hold any office of the Club as well as receive any mailings addressed to members.

Section 2: Meetings: At least annually, the Club shall hold a meeting of its members for the purpose of holding elections, considering reports and for the transaction of any business that should be brought before the membership. These meetings shall be held at such time and location as the Board of Directors shall determine. The three officers and, if appropriate, any directors at large are elected at this annual meeting. The members shall receive notice in either the Club's newsletter, website, or electronic mail, phone, or in person, at least ten (10) days prior to the meeting.

Section 3: Quorums: At Membership Meetings, a simple majority vote of the members in attendance is sufficient to transact business.

Section 4: Voting: At every meeting of the Club membership, each member in good standing present, who has been a member in good standing for a minimum of 90 days, shall be entitled to one vote and only one vote and voting by proxy shall be permitted for elections only. Proxies must be received by the President at least three (3) days prior to the election.

Article 3

Rules of Procedure

Section 1: Procedure: Robert's Rules of Order, Revised, as interpreted by the President, shall govern all the deliberations of the Club and its Board of Directors except as otherwise provided in the Bylaws and policy.

Section 2: Agenda: The President shall determine the order of business for all meetings prior to the first business of the meeting. The basic order of the agenda of regular meetings of the club is as follows:

Order:

- A) Call to order
- B) President's Report
- C) Secretary / Treasurer's Report
- D) Old Business
- E) New Business
- F) Comments
- G) Next Meeting Notice
- H) Adjournment

Article 4

Dues

Section 1: Dues: Dues for regular Membership shall be determined each year at the business meeting of the Club. Initial dues shall be prorated on a quarterly basis. Annual dues are payable January 1. Once dues are paid that member is considered a member in good standing.

Section 2: Non-Payment of Dues: Any Member not paying dues owed within thirty (30) days of the due date shall not be considered a member in good standing. Any member not paying their dues within sixty (60) days of the due date shall have their membership terminated.

Article 5

Directors

Section 1: Board of Directors: The affairs and property of the Club shall be managed by or under the direction of the Board of Directors (the "Board") in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these Bylaws. The number of Directors that shall constitute the Board initially shall be the three (3) Officers: President, Vice-President, and Secretary/Treasurer. The number of Directors shall be at least three (3) but no

more than five (5). Within the specified limits, by resolution of the Board, the number of Directors can be increased or decrease.

Section 2: The term of office for elected Directors shall be for one (1) year from the annual meeting of their election until the election of their successor, or until such Officer's death, resignation or removal.

Section 2: The Board of Directors shall meet at stated times. Specific Board meetings will be held as called by the President or if two Board members present a specific request to the president.

Section 3: Directors Quorum: At any annual, special, or regular meeting of the Club, a simple majority of Directors shall constitute a quorum.

Section 4: Meeting by Conference Telephone: Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5: Action Without a Meeting: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or such committee shall filed be with the minutes of the proceedings of the Board or such committee. Communication of this action may be by email, US Mail, fax, or any other communication form.

Section 6: Newly Created Directorships and Vacancies: Newly Created Directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any director from office with cause, may be filled by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining director. Each Director so elected shall serve until the next annual meeting and until such Director's successor is elected or appointed and qualified or until such director's earlier death, resignation, or removal.

Section 7: Resignation: Any Officer/Director may resign at any time by giving five (5) days written notice to the President or Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective

Section 8: Removal: Any Director may be removed at any time, with cause, at any meeting by a majority of the entire Board or by action in writing signed by all of the other Directors.

Section 9: Vacant Director's positions may be eliminated by the majority of the remaining Board, provided it does not reduce the Board below the required 3 positions.

Section 10: The Duties of All Directors:

- A) Assist in all activities of the Club
- B) Assist in all membership drives
- C) Have direct input on all decisions and take a proactive approach to making the Club strong and respectable.
- D) Directors at large can and will be assigned duties by the President and are responsible for the faithful carrying out of these duties

Article 6

Officers

Section 1: Officers: The Officers of the Club shall be one President, Vice President, Secretary/Treasurer. No individual should hold more than one office.

Section 2: Except for the initial slate of Officers, an individual must have been an eligible voting member of the club for at least one year prior to his/her nomination. Officers must maintain their status as members in good standing for their entire tenure.

Section 3: Succession of the President: The following succession shall be invoked during any period of emergency created by the absence of the President due to temporary incapacity of illness or by accident, death, or call to armed service, resignation or any just reason. The Vice President shall assume the duties of the President. In the event that the Vice President is unavailable the board shall hold a special election at their next meeting to fill the office of President.

Section 7: The Duties of the President:

- A) Be chief executive of the Club and supervise its affairs and activities.
- B) Make directly and through its officers reports of activities of the Club at all membership meetings.
- C) Call and preside over all board meetings. If a president cannot attend a board meeting his representative should be clearly named from the remaining Directors.
- D) Be responsible for scheduling guest speakers for meetings, approving guest speakers that a board member or regular member want to hear.
- E) Negotiate all contracts, i.e. hall rentals, trade show booths, etc. (NOTE: No contract should be signed without approval of the Board).
- F) Work with the Secretary/Treasurer to assure all reporting requirements of the Club are met.

Section 8: The Duties of Vice President:

- A) Be responsible for the execution of such projects and duties that involve the Club and assist the President in membership drives

- B) To take on the duties of President if the elected President cannot complete his or her term for any reason.
- C) Assist with the Club communications including websites, blogs, and the newsletter.
- D) Work with the Secretary/Treasurer on Membership.
- E) Be responsible for carrying out directives that the President may assign to him or her.

Section 9: The Duties of the Secretary/Treasurer:

- A) To take the minutes at all meetings
- B) Assist with the Newsletter.
- C) Maintain a current membership list.
- D) Keep complete and accurate records of all financial transactions of the Club and make a report in writing or orally at the request of the President.
- E) Make periodic financial reports to the Board and Membership.
- F) Maintain Club inventory of regalia.
- G) Assure, with the help of the President, that all reporting requirements of the Club are met.

Article 7

Adoption and Amendment

Section 1: These Bylaws shall be deemed to be in effect upon approval at a regular meeting of the membership club.

Section 2: Adoption and amendments to these Bylaws shall be accomplished by a two-thirds (2/3) vote of those members in good standing casting votes. Written notice of the intent to amend and the amendments must be communicated to all voting members at least 10 days prior to the vote via either mail, phone, in person, email, website, or newsletter.

Article 8

Finances

Section 1: Fiscal Year: The fiscal year of the Club shall commence on January 1st and end on December 31st.

Section 2: The funds of the Club shall be deposited with a bank or other financial institution, to be selected at the first meeting of the newly elected board of directors at the start of their tenure. A change in the bank shall only occur during the year if approved by Board of Directors.

Section 3: Checks drawn upon the Club account for payment of debts shall be signed by the Treasurer or other officer designated at the election meeting. The authorized signatures shall appear on the bank account resolution which is then presented to the Club Secretary/Treasurer and recorded with the bank.

Section 4: Financial Expenditures: The treasurer is authorized to make expenditures of up to \$1000.00 on the Club's behalf. A Majority of Directors must approve expenditures in excess of \$1000.00.

Article 9

Projects and Committees

Section 1: Committees: The Board of Directors shall determine the committees deemed proper and necessary to fulfill the objective and purposes of the Club.

Section 2: Projects: All projects must be submitted to the Board of Directors for approval.

Article 10

Disbandment

Section 1: In the event that the Club disbands, all outstanding bills shall be paid promptly. After all the outstanding Club bills have been paid all Club assets shall be distributed to an appropriate charity or charities as determined by the board and as per the requirements of the Not for Profit Laws of New York. Notice must be given to the State of New York as to the dissolution of the corporation.

Adopted February 2, 2018
(date)

President Nick O'Donohoe

Vice President Bob Polastre

Secretary/Treasurer Ray Schwarz

As amended by the membership vote on April 28, 2019 at the 76 House, Tappan NY