

**BYLAWS OF
CAPE COD BRITISH CAR CLUB, LTD.**
effective as of _____, 2019

Article 1 - Name

The name of this corporation shall be CAPE COD BRITISH CAR CLUB, LTD.

Article 2 - Principal Office

The principal office of the corporation shall be located in Massachusetts.

Article 3 - Purposes

This organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In furtherance of these purposes, the organization shall specifically devote its activities to:

- promoting the preservation, restoration, and maintenance of antique, classic and contemporary British automobiles;
- promoting an understanding and appreciation for the artistic and mechanical design of British automobile engineering; and
- promoting an understanding of the history of British automobiles, the British automobile industry, and the impact of British auto manufacturing in the world.

Article 4 - Corporate Seal

The Board of Governors of this corporation may adopt and alter a seal, which may be engraved, printed, impressed, or otherwise affixed to any contract, conveyance or other instrument executed by the corporation.

Article 5 - Membership

Section 1. There shall be one class of membership.

Section 2. Application to become a member is open to any interested person over the age of eighteen, and to individuals under the age of 18 with parental consent.

Section 3. The Board of Governors shall approve all applications for membership.

Section 4. Membership may be terminated by a simple majority vote of the Board of Governors if the Board determines that either (a) the member has behaved in a manner prejudicial to the purposes of the organization, or (b) the member has failed to pay his or her dues.

Section 5. Members over the age of 18 shall be entitled to vote on any matter subject to vote by the general membership provided they are a member in good standing. To be in good standing, a member must not owe any unpaid dues.

Section 6. Members over the age of 18 shall be entitled to run for any office or for a member-at-large position on the Board of Governors provided they are a member in good standing.

Article 6 - Dues

- Section 1. Members may be required to pay dues in an amount and on a schedule as determined by the Board of Governors.
- Section 2. The Board of Governors may waive all or part of a member's dues in cases of hardship.
- Section 3. To be in good standing, a member must not owe any unpaid dues.

Article 7 - Officers of the Corporation

- Section 1. The officers of this corporation shall be a President, a Vice-President, a Clerk and a Treasurer.
- Section 2. The President shall preside over meetings of the Board of Governors and of the general membership. The President shall be responsible for implementing decisions of the corporation and of the Board of Governors.
- Section 3. The Vice President shall perform the duties of the President in the absence or inability of the President to do so. The Vice President shall assist the President and other officers in completing their duties and to effectively contribute to the operations of the corporation.
- Section 4. The Clerk shall give notice of all meetings of the general membership and of the Board of Governors. The Clerk shall keep the minutes of such meetings and shall ensure the minutes are posted on the corporation's website. The Clerk shall keep the records of the corporation, conduct its correspondence, and be the keeper of its seal.
- Section 5. The Treasurer shall: collect all dues and other income of the corporation; pay all bills authorized by the Board of Governors; keep the accounts of the corporation; and report thereon at each regular meeting of the Board of Governors and at the annual meeting. The Treasurer, with the approval of the Board of Governors, is authorized to delegate to any appropriate officials or services the mechanics of collection of dues and other income and to pay bills. The Treasurer will be an ex-officio member of the Budget and Finance Committee.
- Section 6. Officers shall be elected by the general membership at the Annual Meeting for a term of one year. The term of the officer shall commence immediately upon election.

Article 8 - Board of Governors

- Section 1. The Board of Governors shall consist of the President, the Immediate Past President, the Vice President, the Clerk, the Treasurer, and six (6) members-at-large.
- Section 2. Members-at-large shall be elected by the general membership at the Annual Meeting for a term of two years. The terms of the members-at-large shall be staggered so that each year three (3) members-at-large will be elected and will serve their first year, and three (3) members-at-large will continue serving in their second year. The term of a member-at-large shall commence immediately upon election.
- Section 3. The Board of Governors may appoint a member to fill any vacancy in an officer or member-at-large position. If the vacancy occurs in the first year of the member-at-large position, the general membership shall elect a candidate to fill the second year of the term at the next Annual Meeting.
- Section 4. The powers and duties of the Board of Governors shall be as follows:
- a.) To have general charge of the affairs, funds and property of the corporation;

- b.) To establish, review, and update as necessary any corporate policies, procedures, and guidelines necessary or beneficial for the operations of the corporation;
- c.) To appoint or dismiss employees;
- d.) To establish and discharge committees, purchase supplies, and regulate fees;
- e.) To establish the amount and schedule of dues payments;
- f.) To approve and revoke membership; and
- g.) To exercise any and all powers of the corporation that are not expressly reserved by these bylaws or by law.

- Section 5. The Board of Governors shall meet at least quarterly and at such other times as ordered by the President or by request of a majority of the Board of Governors.
- Section 6. The quorum necessary for the transaction of business at Board of Governors meetings shall be five (5) members.
- Section 7. The Board of Governors may create and appoint committees to aid in the effective operations of the corporation, including but not limited to a Budget and Finance Committee and a Nominating Committee.
- Section 8. Voting at any Board of Governors meeting shall occur only in person and may not be made by proxy.

Article 9 - Committees

- Section 1. There shall be a Budget and Finance Committee appointed for the purpose of auditing the financial accounts and records of the corporation. The Budget and Finance Committee shall present their audit findings to the Board of Governors. The Budget and Finance Committee may perform other functions as requested by the Board of Governors.
- Section 2. There shall be a Nominating Committee for the purpose of compiling a slate of candidates for election to officer and member-at-large positions on the Board of Governors. The Board of Governors shall appoint the committee at least ninety (90) days prior to the Annual Meeting. The Clerk shall ensure the names and contact information of the members of the Nominating Committee are posted on the corporation's website. The Nominating Committee shall submit the proposed slate of candidates to the Board of Governors at least two weeks prior to the Annual Meeting. The Clerk shall distribute the proposed slate to the general membership at least two weeks prior to the Annual Meeting.

Article 10 - Meetings of the Membership

- Section 1. The members of the corporation shall meet annually for the election of Officers and members-at-large on the Board of Governors and for the transaction of any other business of which the membership has been notified in advance.
- Section 2. The annual meeting shall be scheduled by the Board of Governors.
- Section 3. Special business meetings of the corporation may be called at any time by the President or Board of Governors, after receiving a two-thirds vote of support from the Board of Governors.
- Section 4. Notice of the annual meeting and any special meetings of the corporation shall be posted on the corporation's website and shall be emailed to members at least two weeks in advance of the meeting. The notice shall contain a description of any business to be voted on at the meeting. The notice for the annual meeting shall also contain the proposed slate of candidates for election provided by the Nominating Committee. The Clerk shall provide such notice using regular mail for those members that provide the Clerk with prior notice that they require non-electronic communications.

Section 5. The quorum necessary for the transaction of business at membership meetings shall be fifteen (15) members in good standing.

Section 6. Voting by proxy shall not be permitted at any meeting of the membership.

Article 11 - Fiscal Year and Budget

Section 1. The fiscal year of the corporation shall be January 1 through December 31.

Section 2. The Board of Governors shall approve an annual budget for the corporation.

Article 12 - Execution of Documents

Section 1. The President shall sign any deed, lease, transfer, contract, note or other obligation on behalf of the corporation, except as provided for in other sections of this Article. In particular cases, the Board of Governors may authorize another officer to sign in lieu of the President.

Section 2. The Treasurer shall sign any checks made, accepted, or endorsed by the corporation, unless the Treasurer has delegated such authority with approval of the Board of Governors pursuant to Section 5 of Article 5. Except as authorized by the Board of Governors in particular cases or for particular bank accounts, all checks of the organization shall be signed by the Treasurer.

Section 3. Any recordable instrument purporting to affect an interest in real estate shall be executed in the name of the corporation by two of its officers, one of whom is the President or the Vice President, and the other is the Treasurer.

Article 13 - Investments

Section 1. The corporation may hold all or any part of any securities or investment properties which it has acquired.

Section 2. The Board of Governors is authorized to sell, invest, or reinvest any securities, properties, or similar investment funds of the corporation without restriction.

Section 3. The Board of Governors shall not take any action with regard to any investment, securities, or similar property if such action is a prohibited transaction or would result in the denial of tax exemption under Internal Revenue Code, Section 501(c)(3) or the corresponding provisions of any future United States Internal Revenue law.

Article 14 - Exempt Activities

Section 1. Notwithstanding any other provisions of these bylaws, no member, officer, Board of Governors member, employee, or representative of this corporation shall take any action or carry on any activity for or on behalf of this corporation not permitted to be taken or carried on by an organization exempt under the Internal Revenue Code and its regulations as they now exist or they may hereafter be amended.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Governors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organization.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. The corporation shall not carry on any other activities not permitted to be carried on by a corporation except from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law.

Article 15 - Dissolution

Upon dissolution of the corporation and after the corporation has paid or made provision for payment of all liabilities of the corporation, any remaining assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article 16 - Amendments

Section 1. These bylaws may be amended by a vote of two-thirds of the members present at a meeting called for the purpose of amending the bylaws or at the annual meeting.

Section 2. Any proposed amendments shall be transmitted to the Clerk at least three weeks before the date of the meeting on which the amendments will be voted on. The Clerk shall email the proposed amendments to the members and post the proposed amendments on the corporation's website at least two weeks before the date of the meeting on which the amendments will be voted on. The Clerk shall provide such notice using regular mail for those members that provide the Clerk with prior notice that they require non-electronic communications.

Approved by the members of the corporation on May ____, 2019.