Proposed Changes to the

BYLAWS OF CAPE COD BRITISH CAR CLUB, LTD.

Change Summary: add two (2) new sections to Article 8 – Board of Governors:

- Section 3: clarifies the definition and intent of the Immediate Past President serving on the Board, and
- Section 10: clarifies ability of the Board being able to meet electronically.

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 individual who most recently served as President of the Board of Governors shall serve as Immediate Past President for a term of one (1) year following the conclusion of their presidency. In the event the current President is reelected to a consecutive term, the office of Immediate Past President shall remain vacant during that term. The Immediate Past President shall be a voting member of the Board of Directors, shall advise the President and Board of Governors on institutional continuity and past practices, and shall perform such other duties as assigned by the President or the Board.**

Section **4**. 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 **5**. 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 **6**. 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 **7**. The quorum necessary for the transaction of business at Board of Governors meetings shall be five (5) members.

Section **8**. 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 **9**. Voting at any Board of Governors meeting shall occur only in person and may not be made by proxy.

Section 10. Meetings of the Board of Governors and any committee may be held in person or may be held entirely or partially by telephone, videoconference, or other electronic means, provided all participants can hear one another simultaneously. For purposes of this Article, a member's participation by telephone, video conference or other electronic means constitutes presence in person for quorum and voting purposes. Members of the Board of Governors or of the committee shall be given reasonable notice in advance of the date, time, and location of the meeting and whether the meeting will be in person or open to telephone, videoconference, or other electronic means of participation, and they shall be given the necessary information to be able to connect to the meeting via telephone, videoconference, or other electronic means. For purposes of this Article, communications via email and email threads shall not constitute a meeting nor attendance nor participation at a meeting. Votes by the Board of Governors and any committee shall not be taken by email.