

BYLAWS FOR THE MG CLUB OF ST LOUIS - October 2010 Approved

AN AFFILIATE OF NAMGAR, (NORTH AMERICAN MGA REGISTER) AND AN AFFILIATE OF NAMGBR (NORTH AMERICAN MGB REGISTER) AS AMENDED BY THE MEMBERSHIP

ARTICLE I-NAME

The name of this organization shall be the MG Club of St Louis (The "Club").

ARTICLE II-PURPOSE

The purposes of this organization shall be to provide MG owners and enthusiasts with social activities, technical support and to promote the MG marque. The MG Club of St Louis is a Centre of the MG Car Club.

ARTICLE III-MEMBERSHIP

Membership shall be open to anyone subscribing to the purposes of the club.

ARTICLE IV-CLUB REGISTRIES

The Club has established the following registries; Pre-War; T-Series; MGA/Magnette; MGB/MGC; Spridget; Cars- in-Boxes and Other Marques. Additional registries can be added with a 2/3rds majority vote of the members present at an Annual General Meeting.

ARTICLE V-FINANCIAL MANAGEMENT AND BANK ACCOUNTS

Section 1. The Club will establish and maintain 2 accounts. The General Account and the Events Account

Section 2. The General Account will be used to manage funds for the general operation of the club's income and expenses. Examples of the transactions to be managed by the General Account, but in no way limited to these specific examples, will be membership dues, other income/donations, newsletter printing and mailing expenses, internet and website expenses, charitable donations, payments for member memorials, club meeting rooms and the operation of telecommunication services.

Section 3. The Events Account will be used to manage funds for the operation of club events. Examples of events and related income and expenses shall be, but not limited to, All British Car & Cycle Show, Easter Car Show, Holiday Party, Halloween Rally and British Invasion events.

Section 4. The Treasurer is authorized to make disbursements from the General Account as follows: up to and including amounts of US\$150 without additional authorization; amounts of over \$150 and up to and including \$300 the Treasurer with the Chairperson's approval; amounts over \$300 and up to and including \$500 the Treasurer with the approval of a simple majority of all Officers; for all amounts exceeding \$500 the Treasurer shall obtain the approval of a simple majority of all Officers and obtain a 2/3rds majority vote of members present at a regular club meeting.

Section 5. The Events Committee Chairperson is authorized to make disbursements from the Events Account as follows: up to and including amounts of US\$300 without additional authorization; amounts of over \$300 and up to and including \$750 the Events Committee Chairperson with the Chairperson's approval; amounts over \$750 and up to and including \$1,250 the Events Committee Chairperson with a simple majority of all Officers; for all amounts exceeding \$1,250 the Events Committee Chairperson shall obtain the approval of a simple majority of all Officers and obtain a 2/3rds majority vote of members present at a regular club meeting.

Section 6. The fiscal year of the Club shall be from October 1 to September 30th.

ARTICLE VI-BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers ("Officers") and the Head of each Registry.

Section 2. The Officers of the club shall be the Chairperson, Treasurer, Secretary, Events Committee Chairperson; and the Membership Chairperson.

Section 3. No Officer shall serve in the same capacity for more than two consecutive years.

ARTICLE VII-DUTIES OF THE BOARD OF DIRECTORS

The board of directors shall have general supervision of the operation of the club; fill vacancies in an office for the balance of the unexpired term; remove and replace the Treasurer, Events Committee Chairperson, Membership Chairperson or Secretary where timely reports or duties have not been fulfilled as determined by the board; establish purposes and duties for any committees formed which are not already set forth in the bylaws; direct an annual audit of the books and records of the club; perform such other duties as may be prescribed by the membership or set forth in these bylaws.

ARTICLE VIII-DUTIES OF THE OFFICERS

Section 1. All Officers shall serve on the Board of Directors and shall be elected yearly for a term of one year and may not serve more than two consecutive years in any one office. The only exception to this term requirement shall be the Membership Chairperson. The Membership Chairperson may be extended in term by a 2/3rds vote of the members at an Annual General Meeting.

Section 2. The Chairperson shall; preside at all meetings of the Club and the Board of Directors; exercise general supervision over the interests and welfare of the Club; appoint committee chairs as needed, subject to the approval of the Board of Directors; be an ex-officio member of all committees; call all meetings of the Club and Board of Directors; perform such duties as are required by the Board of Directors and the Membership. In the absence of or during the incapacity of the Chairperson, the board of Directors will take responsibility for the operation of the Club.

Section 3. The Treasurer shall manage the General Account of the club; provide details of membership dues payments to the Membership Chairperson; maintain appropriate financial records which shall be subject to the inspection and audit as directed by the Board of Directors; prepare and submit such financial statements or reports as may be required by laws or regulations and/or as requested by the Chairperson, Board of Directors, or the Club; perform such other duties as may be assigned by the Chairperson or the Board of Directors. In the absence of or during the incapacity of the Treasurer, the Board of Directors will assume these responsibilities.

Section 4. The Events Committee Chair will plan, coordinate and promote the driving/social events of the club. The Events Committee Chair will manage the Events Account of the club and maintain appropriate financial records which shall be subject to the inspection and audit as directed by the Board of Directors; support the Treasurer to prepare and submit such financial statements or reports as may be required by laws or regulations and/or as requested by the Chairperson, Board of Directors, or the Club; perform such other duties as may be assigned by the Chairperson or the Board of Directors. In the absence of or during the incapacity of the Events Committee Chair, the Board of Directors will assume these responsibilities.

Section 5. The Secretary shall have the following duties; to record the minutes of all meetings of the Club; record the minutes of all meetings of the Board of Directors; give notice to the membership of all special meetings called by the Club; keep records of the Club and maintain a current copy of the bylaws for distribution to new members and those who request them; and other duties as may be assigned by the Chairperson or the Board of Directors. In the absence of or during the incapacity of Secretary, the Board of Directors will assume these responsibilities.

Section 6. The Membership Chairperson shall have the following duties; to obtain information from the Treasurer and track and maintain an accurate record of the names and addresses and contact information of all members of the club; provide materials, information and other support to new members to help them gain the most from the club; provide a welcome packet and other materials to all new members; help and coordinate efforts to retain and attract new members. In the absence of or during the incapacity of the Membership Chairperson, the Board of Directors will assume these responsibilities.

Section 7. The Head of each Registry shall; represent the interests and welfare of the members owning their particular marque; perform such duties as may be assigned by the Chairperson, Board of Directors, or the Club; in the absence of or during the incapacity of any of the Head of a Registry, the Board of Directors will assume these responsibilities.

ARTICLE IX-COMMITTEES

Section 1. Committees shall be standing and special. Standing committees shall be; Events and All British Car & Cycle Show.

Section 2. All standing committees shall be composed of a committee head and at least two other members selected and approved by the membership at a regular club meeting. Committee membership is open to any member of the club

Section 3. The purpose of each committee, and its duties, shall be in writing, documented by the Secretary and provided to each committee chairperson.

Section 4. The club Chairperson can appoint such special committees as deemed appropriate and are approved by the membership at a regular club meeting.

ARTICLE X-MEETINGS

Section 1. Regular meetings of the Club shall be held once a month. The October meeting shall be known as the Annual General Meeting, at which time the Officers and Heads of the Registries shall be elected. Special meetings of the Club may be called by the Chairperson, or at the request of the Board of Directors, or at least ten Club members. The time and place of the general membership meetings of the Club shall be decided by the Board of Directors.

Section 2. Meetings of the Club shall be conducted under Roberts Rules of Order, Revised Edition.

Section 3. Notice of any special meeting of the Club must be provided in writing to the membership at least twenty days in advance of the meeting. Such written notice may be provided as a mailed notification or by electronic mail (e-mail) for those members for whom a valid e-mail address is available to the Membership Chairperson

Section 4. Notice, by way of telephone call, voice mail message or e-mail for any special meeting of the Board of Directors must be provided to the Directors at least three days prior to the meeting.

ARICTLE XI-OTHER SUPPORT ROLES

Section 1. Newsletter Editor. The Newsletter Editor shall be responsible for the creation and publication of the club's newsletter which is planned to be created and distributed on a monthly basis. The position of Newsletter Editor shall be an appointed position requiring the approval of all Officers.

Section 2. Webmaster(s). The Webmaster(s) shall be responsible for the creation, maintenance, content and management of the club's web site and domain name. The position of Webmaster shall be an appointed position requiring the approval of all Officers.

Section 3. Historian. The Historian shall be responsible for tracking and retaining the club's history and other such information as may be required to track the history of the club. The position of Historian shall be an appointed position requiring the approval of all Officers.

ARTICLE XII-REMOVAL FROM OFFICE

Any officer may be removed from office by a 3/4ths vote of all of the duly elected members of the Board of Directors. Any director who is absent from three consecutive meetings may be replace by a majority vote of the Board of Directors.

ARTICLE XIII - DUES

The annual dues of the members shall be determined from year to year, the amount to be fixed by the Board of Directors at the last meeting in each fiscal year.

ARTICLE XIV-AMENDMENTS

These bylaws may be amended by a 2/3rds vote of the members attending a regularly scheduled meeting of the Club, provided that the proposed amendments shall have been read at a previous meeting and submitted in writing to each member at least twenty days before the vote. Such written notice may be provided as a mailed notification or by electronic mail (e-mail) for those members for whom a valid e-mail address is available to the Membership Chairperson.

ATRICLE XV - DISSOLUTION

This Club may be dissolved at any time by a vote of 2/3rds of the members present at a special meeting of the Club called for that purpose.