

# Bylaws of TigersEast/AlpinesEast

## As amended through September 2016

### Article I: Name

The name of this corporation shall be Tigers East/Alpines East.

### Article II: Purpose

- A. Tigers East/Alpines East is organized exclusively for social and recreational purposes under 501 (c) (7) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. The purpose is to promote interest in the Sunbeam Marque in general, and the Tiger/Alpine segment in particular, to aid in the restoration, preservation and enjoyment of these vehicles, to promote cooperation among other similar Sunbeam organizations and to increase communication and fellowship among those persons who are interested in this objective, through social activities.
- C. Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purpose of this corporation.

### Article III: Membership

- A. Membership is open to any persons who support the purpose of the Organization and who so signify by submitting an application and proper dues payment. When a person so applying is accepted by the Membership Chairperson, he/she becomes a member.
- B. A member remains in good standing as long as dues are not in arrears.
  1. Every member in good standing is entitled to all rights and privileges of membership, including the right to vote and hold office.
  2. Eligible persons residing in the same household may apply for a joint membership, and each, upon acceptance, becomes individually a member in good standing.
  3. In the case of such membership, only one copy of each Tigers East/Alpines East publication will be sent to the household.
- C. The minimum age for a member is 16 years of age.
- D. A member may resign at any time by notifying the Membership Chairperson in writing. A member who resigns is not entitled to any refund of dues.
- E. Members shall be given advance notice of membership dues being due. A warning notice that membership is about to expire will be sent at least one (1) month prior to a member's renewal date.
  1. If dues are not received in full by the member's annual due date, then the member shall be dropped from the Tigers East/Alpines East ranks.
  2. If, in the event membership is renewed after the annual renewal date, and newsletters for the missed months (to a maximum of two months) are available, the original renewal date will be used and back issues will be sent to the renewing member.
  3. If newsletters are not available, then a new renewal date shall be established for that member commencing with the date that the member's dues are received in full. Other

Tigers East/Alpines East information and publications will not be provided for the period of inactivity without additional charge.

- F. The Board of Directors may suspend or expel any member whose conduct is, in their judgment, in conflict with the purpose of the Organization.
  - 1. Such action shall be taken only after the member has been informed of the charges (in person, via telephone or by certified mail) and has had an opportunity to be heard.
  - 2. At the discretion of the Board of Directors, such hearing may be a personal hearing or a hearing by written correspondence.

#### Article IV: Officers

- A. All Officers must be members in good standing of Tigers East/Alpines East.
- B. There are three (3) types of Officers: Elected Officers, Registered Officers and Appointed Officers.
- C. Elected Officers of Tigers East/Alpines East shall be elected by a vote of the general membership.
- D. Elected Officers shall be the President, First Vice President, Secretary and Treasurer.
- E. The term of an Elected Officer shall be one fiscal year. An Appointed Officer or Registered Officer shall remain in office until their resignation or removal by the Board.
- F. An Elected Officer may serve no more than four (4) consecutive terms.
- G. The Registered Officer shall be the Second Vice President and shall be the Organization's Registered Agent in the state of Virginia.
- H. Appointed Officers shall be the Membership Chairperson, Newsletter Editor, Publicity Chairperson and the Regalia Chairperson.
- I. Vacancies:
  - 1. Any vacancy in the Elected Officers shall be filled by a majority vote of the Board of Directors for the remainder of the term of office.
  - 2. Any vacancy for Appointed Officers or Registered Officers shall be appointed by the President and approved by a majority of the Board of Directors. [Amended September 2016]]

#### Article V: Board of Directors

- A. The Board of Directors shall be elected and shall consist of seven members.
- B. The Board shall have final authority to act in all matters concerning the Organization, subject to law.
- C. Appointed and Registered Officers and Regional Representatives may concurrently serve on the Board.
- D. Elected Officers may not concurrently serve on the Board.
- E. The term of a member of the Board is three years.
- F. Members of the Board will be elected by a vote of the general membership.
- G. Any Board member may succeed himself/herself.

#### Article VI: Meetings of the Board of Directors

- A. An annual meeting of the Board, including the Regional Representatives and Officers, shall be held prior to the annual membership meeting.

- B. A special meeting of the Board may be called by the President, or shall be called upon petition by any three Board members or any three Regional Representatives.
  - 1. Reasonable notice of any special meeting must be provided to each member of the Board, each Regional Representative and each Officer.
  - 2. Voting of the Board, in lieu of a meeting, may be conducted by mail, electronic mail and/or telephone.
- C. Meetings of the Board are open to any member in good standing.

#### Article VI: Removal and Replacement of an Officer or Director

- A. An Officer or Director may resign at any time by giving written notice to the President or the Secretary.
- B. An Officer or Director who ceases to be a member in good standing thereby resigns his/her office.
- C. A majority of the Board of Directors may remove any Officer or Director for cause.
  - 1. Such action shall be taken only after the Officer has been informed of the charges (in person, via telephone or by certified mail) and has had an opportunity to be heard.
  - 2. At the discretion of the Board of Directors, such hearing may be a personal hearing or a hearing by written correspondence.
- D. Any vacancy on the Board shall be filled by action of a majority of the remaining members of the Board for the remainder of the term.

#### Article VII: Quorum

- A. At Board meetings
  - 1. A quorum at any regular or special meeting of the Board shall be at least one half of the members of the Board.
  - 2. Providing a quorum is present, approval is by a majority vote.
  - 3. Only Board members have a vote at the Board of Directors' meeting.
  - 4. A meeting shall be adjourned or recessed in the absence of a quorum.
  - 5. Votes of the Board in lieu of a meeting shall require a majority vote of the entire Board for passage.
- B. At Membership meetings
  - 1. The members in good standing present at the annual meeting shall constitute a quorum.

#### Article VIII: Dues

- A. The establishment and collection of annual dues is the responsibility of the Board of Directors.  
[(Amended September 2016)]

#### Article IX: Membership Meetings

- A. The annual membership meeting of Tigers East/Alpines East shall be held at a time and place chosen by the President with the concurrence of the majority of the Board of Directors.
- B. Notice of the annual meeting shall be by publication in one or more Tigers East/Alpines East periodicals, mailed not less than one month prior to the meeting, to all Tigers East/Alpines East members in good standing at the time of the mailing. Notice shall include the date, hour and place of the meeting and the agenda proposed.

- C. Any business may properly come before the annual meeting, whether or not it was included in the proposed agenda, except that notice of a proposed general revision of the by-laws must be published in accordance with the provisions made for such amendments.
- D. Only members in good standing may vote at the meeting.
- E. Parliamentary procedure shall be followed according to Robert's Rules of Order.
- F. If an Officer cannot be present at an official membership meeting, he/she is responsible to provide any pertinent information by representative, mail or telephone.

#### Article X: Regional Representatives

- A. The Board of Tigers East/Alpines East shall establish and/or approve regions of geographic location.
- B. Each region shall have a representative who will be designated the Regional Representative.
- C. Regional Representatives participate in determining Tigers East/Alpines East policies and procedures by providing input to the Board members, attending Board meetings, and attending Tigers East/Alpines East Uniteds.
- D. Any group of twenty (20) or more Tigers East/Alpines East members desiring representation in Tigers East/Alpines East may apply for approval as a recognized region of Tigers East/Alpines East.
- E. Each approved region has the responsibility to nominate a Regional Representative to the Board for approval. In the absence of approved nominations, the Board shall appoint a Regional Representative to act on behalf of Tigers East/Alpines East. Regional Representatives are regional activities leaders.
- F. A request to be Regional Representative must be submitted to the Tigers East/Alpines East President for approval by the Board.
  - 1. Upon approval, announcement will be published in the Organization's newsletter. The request must include:
    - a) Signatures of at least ten (10) Tigers East/Alpines East members in good standing (who reside in the Region) in support of the nominee,
    - b) The proposed definition of geographic region
    - c) The qualifications of the nominee.
- G. Duties of the Regional Representatives include:
  - 1. Promoting or conducting a minimum of one (1) Tigers East/Alpines East event per year
  - 2. Acting as an ambassador and focal point for Tigers East/Alpines East and the Marque
  - 3. Providing names of prospective members to the Membership Chairperson
  - 4. Contacting prospective or new members when the Membership Chairperson provides information
  - 5. Notifying the Tigers East/Alpines East President at least six (6) weeks prior to conducting an event
  - 6. Submitting to the Newsletter Editor a schedule of events, regional reports, and details of events held
  - 7. Having fiduciary responsibilities for all regional events in his/her region.

## Article XI: Duties of Officers

- A. The President shall:
  - 1. Preside at all meetings of the general membership and the Board, and shall perform the duties usually pertaining to his office.
  - 2. Cause to be published in the Organization's official publication the following a semi-annual report on the status of the Organization, its plans and programs, policy decisions reached by the Board and other pertinent matters dealing with the affairs of Tigers East/Alpines East.
- B. The First Vice President shall:
  - 1. In the absence of the President, preside and act as President.
  - 2. In the case of his/her death, resignation or disqualification, the First Vice President shall become President.
  - 3. Act as liaison on behalf of Tigers East/Alpines East Officers and Board to oversee the planning and execution of the annual United event to assure that it is done according to Tigers East/Alpines East guidelines and long term objectives.
  - 4. Assist the President in the conduct of the administrative affairs of the Organization and perform such duties as may be assigned to him/her by the President.
- C. The Second Vice President shall:
  - 1. Serve as Registered Agent for the Organization in the Commonwealth of Virginia (September 2016)
- D. The Secretary shall:
  - 1. Attend all meetings of the general membership and the Board and shall keep full and complete minutes of the proceedings and of all votes cast thereat.
  - 2. Cause to be published in the Organization's official publication, notices of proposed and adopted amendments to these by-laws and other matters relating to the proper conduct of the Organization and shall perform all duties incident to his/her office by law.
- E. The Treasurer shall:
  - 1. Have custody of all moneys, debts, obligations and assets belonging to the Organization.
  - 2. Receive all moneys of Tigers East/Alpines East and deposit them in the Organization's account in a bank insured by the Federal Deposit Insurance Corporation.
  - 3. Have direct control over and supervision of all Tigers East/Alpines East assets and of all payments of debts and obligations.
  - 4. Ensure strict compliance with these by-laws in all matters pertaining to the financial affairs of the Organization.
  - 5. Give bond at Tigers East/Alpines East's expense.
  - 6. Cause to be published a full and correct report semi-annually on the financial status of the Organization and a brief report in every official publication.
  - 7. Give a full and correct report on the financial status at any meeting of the Board or general membership.
  - 8. Maintain double-entry books of account, which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Organization.

9. Submit, when requested by the President, his/her books of account and records for review by a committee appointed by the President and approved by the Board.
- F. The Newsletter Editor shall:
1. Compile and cause to be produced and distributed the newsletter and, as such, shall act as a focal point for inter/intra organizational communication. [(September 2016)]
  2. Ensure information contained in the newsletter is not objectionable to the general membership.
  3. Prepare, with the help of the Treasurer, an annual newsletter budget and maintain newsletter operational expenses within budget. [(September 2016)]
  4. The general theme and image projected shall be as set forth by the Board.
  5. The newsletter shall be published monthly, or as set forth by the Board.
- G. The Membership Chairperson:
1. Maintain and update the membership database,
  2. Assure that backup copies of the database are saved per Board instructions
  3. Send the list of new members to the Newsletter Editor each month,
  4. Send a New Members Welcome Package to all new members,
  5. Mail renewal notices, print labels for the newsletter mailings,
  6. Prepare an annual Membership Roster,
  7. Provide data and labels to Regional Representatives as requested, and
  8. Receive the membership dues and forward to the Treasurer along with monthly status reports.
- H. The Publicity Chairperson shall:
1. As a significant objective of this effort is to attract and retain members to the Organization. The Publicity Chairperson shall promote the Organization and the Marque through mailings, advertisements, flyers and other means as approved by the Board.
- I. The Regalia Chairperson shall:
1. Be responsible for developing concepts, obtaining designs, contracting for production and selling all regalia for the Organization.
  2. Work within the budget and other guidelines as set forth by the Board.
  3. All designs used in official Tigers East/Alpines East regalia shall have prior approval of the Board.

## Article XII: Election of Directors and Officers

- A. The Board at their annual meeting shall select a slate of Elected Directors and Officers to be placed in nomination at the annual general meeting.
- B. Additional nominations may be made in writing to the President.
- C. At the annual membership meeting, nominations will be accepted for the Directors and Officers positions which have expiring terms at the end of that year.
- D. Resumes of all nominees will then be published in the official publication of the Organization along with a mail ballot to be returned by all members in good standing.
- E. All balloting shall be by U.S. mail or electronic mail, including the member's name and membership number and indicating the member's choice of candidates.
- F. Any member shall be entitled to write in the name of any member in good standing as his/her choice for the Board position(s).

- G. All ballots must be received by the Membership Chair no later than the date set forth in the notice of election, such due date being at least one (1) month from the mailing of the notice of election. [(Amended September 2016)]
- H. Unsigned or late ballots shall be invalid. The Membership Chair shall notify the Secretary who shall cause the results of the election to be published in the Organization's official publication. [(Amended September 2016)]
- I. The Board position(s) having expiring terms will be filled by the candidate(s) receiving the highest number of votes.

#### Article XIII: Committees

- A. The Board shall establish committees as needed to effectively conduct the business of the Organization.
- B. The chairperson of the committee shall be designated by the President and approved by a majority of the Elected Officers.

#### Article XIV: Financial Policies

- A. Tigers East/Alpines East will be classified as a not-for-profit organization.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, Regional Representatives, 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 for expenses incurred.
- C. Its members are not entitled to any individual or collective interest, participation, share or right in the assets or the profit, or other such payments nor shall any dividends ever be declared or paid to the members of the Organization.
- D. The fiscal year of Tigers East/Alpines East is from January 1 to December 31.
- E. Only the Officers, Regional Representatives or other persons authorized by the Board to act on behalf of Tigers East/Alpines East shall incur any obligation or indebtedness in the name of the Organization.
- F. All obligations or indebtedness incurred in accordance with the provisions of these by-laws shall be incurred solely as Tigers East/Alpines East obligations.
- G. No personal liability whatsoever shall attach to or be incurred by any member of the Organization for any reason.
- H. All financial obligations of Tigers East/Alpines East must have the prior approval of the President.
- I. No Officer, Regional Representative, Board member or any other person authorized to act on behalf of Tigers East/Alpines East shall incur any obligation in excess of \$200.00 without prior approval of a majority of the Board, except for the following purposes:
  - 1. Printing, mailing, postage and stenographic expenses of the Tigers East/Alpines East official publication.
  - 2. Stationery and postage for ordinary administrative use, including reimbursements of Regional Representatives' postage expenses incurred in publicizing local and/or regional Tigers East/Alpines East sponsored events, as the financial condition of Tigers East/Alpines East permits.
  - 3. Board approved Tigers East/Alpines East badges, emblems and membership cards.

- J. All checks written against the funds of Tigers East/Alpines East shall be signed by the President and/or the Treasurer.
- K. Board members, Regional Representatives and Officers shall be accountable to the Board of Directors for all expenditures.

#### Article XV: Amendments

- A. Amendments to these By-Laws may be proposed either by any member of the Board or by any twenty members in good standing of Tigers East/Alpines East. Proposed amendments must be submitted in writing.
- B. Notice of the proposed amendments must be published in the official publication of the corporation at least thirty days prior to the annual meeting or in case of a mail ballot, thirty days prior to publication of the ballot.
- C. Amendments are adopted by a majority vote of the membership at the annual membership meeting.

#### Article XVI: Indemnification

- A. Every Director, Regional Representative and Officer of the Organization and such others as specified from time to time by the Board, shall be indemnified by the Organization against all expenses and liability, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Regional Representative or Officer of the Organization, or as settlement thereof, whether the person is a Director, Regional Representative or Officer at the time such expenses are incurred, except in such case wherein the Director, Regional Representative or Officer is judged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

#### Article XVII: Dissolution

- A. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (7) of the Internal Revenue Code, or 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 the Court of Common Pleas 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.

#### Amendment List

- A. In September 2016, a comprehensive update of the Bylaws was performed, resulting in changes too numerous to delineate separately here. Many changes were for clarity and readability. Where material changes to policy or procedure were made it is so noted with the amendment date. (September 2016)

An amendment to the Articles of Incorporation and Bylaws was approved by the Commonwealth of Virginia.