

Proposed Bylaws Revision March 7, 2024

Article I: Name

- 1) The name of this corporation shall be Tigers East/Alpines East (TEAE).

Article II: Purpose

- 1) TEAE 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.
- 2) The purpose is to promote interest in all Rootes Group vehicles and Sunbeam Tigers and Alpines in particular; to aid in the restoration, preservation, and enjoyment of these vehicles; to promote cooperation among other similar Rootes Group and Sunbeam organizations and to increase communication and fellowship among those persons who are interested in this objective.
- 3) 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

- 1) Membership is open to any person who supports the purpose of the Organization and who signifies so by paying proper dues.
- 2) A member remains in good standing if dues are not in arrears.
- 3) Any two people residing in the same household may apply for joint membership, and each, upon acceptance, becomes an individual member in good standing.
- 4) The minimum age for a member is 16 years of age.
- 5) A member may resign at any time by notifying the Membership Chairperson. A member who resigns is not entitled to any refund of dues.
- 6) Members shall be given advance notice of membership expiring.
- 7) The Board of Directors may suspend or expel any member whose conduct is, in their judgment, in conflict with the purpose of the Organization.

Article IV: Officers

- 1) All Officers must be members in good standing of TEAE.
- 2) There are three (3) types of Officers: Elected Officers, Registered Officers, and Appointed Officers:
 - a) Elected Officers include the President, First Vice-President, Secretary and Treasurer, elected by the membership.
 - b) Registered Officer shall be the Second Vice President and serves as the Organization's Registered Agent in the state of Virginia.
 - c) Appointed Officers include the Membership Chairperson, Newsletter Editor, and Webmaster, and any other officer appointed by the Board from time to time.
- 3) **Terms of Office**
 - a) Elected Officers: Serve a term of one year and are limited to serving no more than four consecutive terms.
 - b) Appointed Officer or Registered Officer: May serve until resignation or removal by the Board.

4) Vacancies:

- a) Vacancies among the Elected Officers, whether by a shortened term or due to a lack of nominees for the annual election, shall be filled for the remainder of the term of office by a majority vote of the Board of Directors.
- b) Vacancies for Appointed Officers or Registered Officers due to a shortened term shall be appointed by the President and approved by a majority of the Board of Directors.

Article V: Responsibilities of Officers and Appointed Board Members

1) The President shall:

- a) Organize, convene, and preside over all meetings of the general membership and the Board, and shall perform the executive duties usually associated with the office of President.
- b) Provide to the General Membership regular reports 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 TEAE.

2) The First Vice President shall:

- a) Preside and act as President if the President is unable to do so.
- b) Oversee the planning and execution of the annual United event to assure that it is done according to TEAE guidelines and objectives.
- c) Assist the President in the administration and management of the Organization and perform such duties as may be assigned by the President.

3) The Second Vice President shall:

- a) Serve as Registered Agent for the Organization in the Commonwealth of Virginia (September 2016) and file all appropriate state reports as required by law.

4) The Secretary shall:

- a) Record and maintain the full and complete minutes of all meeting proceedings, including votes taken by email, and results of all votes cast.
- b) Ensure notices of proposed and adopted amendments to these bylaws and other matters relating to the proper conduct of the Organization are provided to the membership.

5) The Treasurer shall:

- a) Maintain books of account, which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Organization.
- b) Maintain custody of all moneys, debts, obligations, and assets belonging to the Organization.
- c) Receive and deposit all moneys due TEAE in the Organization's account and make all payments of TEAE debts and obligations.
- d) File, or cause to be filed, all required state and federal tax reports including any required to maintain 501 (c) 7status.

6) The Newsletter Editor shall:

- i) Plan, organize, produce, and distribute the TEAE newsletter.
- ii) Prepare, with the help of the Treasurer, an annual newsletter budget and maintain newsletter operational expenses within budget.

7) The Membership Chairperson shall:

- i) Maintain and update the membership database,
- ii) Prepare, with the help of the Treasurer, an annual membership budget and maintain operational expenses within the budget.

8) The Webmaster shall:

- i) Maintain the TEAE website with appropriate backups and updates.
- ii) Develop and submit to the Board a budget covering fees for hosting, domain registrations, plugin licenses, and other third-party applications.

9) Additional duties of Elected Officers and appointed Officers are described in the Procedures Manual

Article VI: Board of Directors

1) The Board of Directors shall

- a) Consist of nine members.
- b) Have final authority to act in all matters concerning the Organization, subject to law.
- c) Serve for a term of three (3) years.
- d) Appointed and Registered Officers and Regional Representatives may concurrently serve on the Board.
- e) Elected Officers may not concurrently serve on the Board.
- f) Members of the Board will be elected by a vote of the General Membership. Vacant Board positions will be filled by the candidate(s) receiving the highest number of votes.
- g) Any Board member may succeed himself/herself.

Article VII: Meetings of the Board of Directors

- 1) An annual meeting of the Board, including the Regional Representatives and Officers, shall be held prior to the annual membership meeting.
- 2) Special meetings of the Board may be called by the President, or by a petition of any three Board members or Regional Representatives.
- 3) Reasonable notice of any meeting must be provided to each member of the Board, each Regional Representative and each Officer. Meetings of the Board are open to any member in good standing.

Article VIII: Removal and Replacement of an Officer or Director

- 1) An Officer or Director may resign at any time by giving written notice to the President or the Secretary.
- 2) An Officer or Director who ceases to be a member in good standing thereby resigns his/her office.
- 3) A majority of the Board of Directors may remove any Officer or Director for cause.

Article IX: Quorum

1) At Board meetings

- a) Any meeting of or vote taken by the Board shall require a quorum of more than one half of the Board members.
- b) Providing a quorum is present, approval is by a majority vote.
- c) Only Board members have a vote at the Board of Directors' meeting.
- d) A meeting shall be adjourned or recessed in the absence of a quorum.
- e) Votes of the Board in lieu of a meeting shall require a majority vote of the entire Board for passage.

2) At Membership meetings

- a) The members in good standing present at the annual meeting shall constitute a quorum.

Article X: Dues

- 1) The establishment and collection of annual dues is the responsibility of the Board of Directors.

Article XI: Membership Meetings

- 1) The annual membership meeting of TEAE shall be held during the TEAE United or at a time and place chosen by the President with the concurrence of a majority of the Board of Directors.
- 2) Notification to the membership shall be made by publication in TEAE periodicals at least one month prior to the meeting.
- 3) Only members in good standing may vote at the meeting.
- 4) Membership meetings shall follow the tenets of Robert's Rules of Order.
- 5) Officers who cannot be present at an official membership meeting are responsible for providing any pertinent information by representative, mail or telephone.

Article XII: Regional Representatives

- 1) The Board of TEAE shall establish and/or approve regions of geographic location and confirm the selection of Regional Representative for each.
- 2) Regional Representatives participate in determining TEAE policies and procedures by providing input to the Board members.
- 3) Responsibilities of the Regional Representatives include:
 - a) Promote, organize and conduct TEAE events.
 - b) Acting as an ambassador and focal point for TEAE and the Marque
 - c) Identify and recruit prospective members.
 - d) Submit to the Newsletter Editor and Webmaster a schedule of events, regional reports, and details of events held.
 - e) Manage and account for TEAE funds disbursed to their region.
- 4) Submit to the Newsletter Editor and Webmaster a schedule of events, regional reports, and details of events held.
- 5) Manage and account for TEAE funds disbursed to their region.

Article XIII: Election of Directors and Officers

- 1) Members of the Board will be elected by a vote of the General Membership. Vacant Board positions will be filled by the candidate(s) receiving the highest number of votes.
- 2) Nominations from the General Membership shall be made in writing to the President or at the annual membership meeting,
- 3) Joint memberships are allotted two votes, one for each member.
- 4) Any member shall be entitled to write in the name of any member in good standing as his/her choice for any elected position.
- 5) 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.
- 6) Unsigned or late ballots shall be invalid.

Article XIV: Committees

- 1) The Board shall establish committees as needed to effectively conduct the business of the Organization.
- 2) The chairperson of the committee shall be designated by the President and approved by the Board.

Article XV: Financial Policies

- 1) TEAE is classified as a not-for-profit organization.
- 2) No part of the net earnings of the corporation shall incurr 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.
- 3) 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.
- 4) The fiscal year of TEAE is from January 1 to December 31.
- 5) Only the Officers, Regional Representatives or other persons authorized by the Board to act on behalf of TEAE shall incur any obligation or indebtedness in the name of the Organization.
- 6) All obligations or indebtedness incurred in accordance with the provisions of these bylaws shall be incurred solely as TEAE obligations.
- 7) No personal liability whatsoever shall attach to or be incurred by any member of the Organization for any reason.
- 8) Each officer, regional representative, or event organizer shall prepare a budget designating the purpose for any funds requested, and an estimated time required for disbursement. The Treasurer shall combine these into an annual budget for TEAE to be presented to the Board for approval.
- 9) No Officer, Regional Representative, Board member or any other person authorized to act on behalf of TEAE shall incur any unbudgeted obligation without prior approval of a majority of the Board,
- 10) All disbursements against the funds of TEAE shall be authorized and/or signed by the President and/or the Treasurer.

Article XVI: Policies and Procedures

1. A Policies and Procedures Manual shall be prepared to guide Officers, Directors and Representatives in the performance of their duties.
2. The Policies and Procedures manual is to be approved by the Board of Directors and may be revised by a majority vote of the Board.

Article XVII: Amendments

- 1) Amendments to these Bylaws may be proposed by any member of the Board or by any twenty members in good standing of TEAE. Proposed amendments must be submitted in writing.
- 2) 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.
- 3) Amendments are adopted by a majority vote of the membership at the annual membership meeting or by a separate electronic or mail ballot.

Article XVIII: Indemnification

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 XIX: Dissolution

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.

DRAFT