BY-LAWS
OF
FOOTHILLS BRITISH CAR CLUB

ARTICLE I

NAME AND LOCATION

Section 1. Name.
The name of the organization is **FOOTHILLS BRITISH CAR CLUB,** hereafter referred to as the **"FBCC". (2009)**

Section 2. Location. The FBCC will have no principal office. Meetings of members and directors may be held at such places within the state of South Carolina as may be designated by the Board of Directors.

ARTICLE II

PURPOSES

Section 1. Purposes. The purposes for which the FBCC is organized are: to promote family participation and fellowship in the restoration, preservation, maintenance, display, use and enjoyment of British cars and to provide for the exchange of ideas and information relative thereto

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. The sole qualification for membership in the FBCC shall be the ownership of a British car with exceptions to be voted on by the Board of Directors. Such membership shall be automatic upon submission to any officer or director of the FBCC of the prescribed membership application form accompanied by the applicable registration fee, if any, and the annual dues of the year in which membership is made. Membership is made on a family basis, and entitles all members of the immediate family (household) to participate in FBCC functions.

Section 2. Voting Rights. Each member of the FBCC and spouse, if applicable, shall be entitled to vote on any matter brought before the membership for its consideration. The votes of the members shall be cast under rules and procedures as may be prescribed in these by-laws, as amended from time to time. **(2009)**

Section 3. Membership Cards, Etc. The Board of Directors may provide for the issuance of cards, name tags, and/or decals evidencing membership in the FBCC, which shall be in such form as shall be determined by the board. The names and addresses of each member and the date of issuance of the car, name tag, or decal shall be entered on the records of the FBCC. If any card, name tag, or decal shall become lost, mutilated or destroyed, a new card, name tag, or decal may be issued therefore upon such terms and conditions as the Board of Directors may determine. Each membership will be provided with up to two (2) name tags and one (1) decal. Additional name tags and decals may be issued upon such terms and conditions as the Board of Directors may determine.

Section 4. Suspension of Membership Rights.
During the period in which a member shall be in default for more than sixty (60) days in payment of any fees, dues or assessments or other charges levied by the FBCC, the membership rights of the member may be suspended by the Board of Directors until such default has been cured. Such rights of a member may also be suspended, with or without cause, by unanimous vote of the members at any meeting of the members.

ARTICLE IV

FEES, DUES AND ASSESSMENTS

Section 1. Registration Fees. Each member, upon becoming such, shall pay to the FBCC a registration fee, if any, as set by the Board of Directors.

Section 2. Annual Dues. Each member shall pay to the FBCC on a calendar year basis annual dues the amount of which will be set each year by the Board of Directors. The Treasurer will provide the Board with a recommendation for the amount by calculating inflation from the base year of 2004 and the base amount of $25.00. This calculation will be the average result of three separate Web inflation calculators. The Board may set a new dues amount in those years when the difference from the present amount is $5.00 or more. Said dues shall be payable in advance on or before the 15th of December of each year. New members shall pay such annual dues simultaneously with the submission to any officer or director of the FBCC of the prescribed membership application form; provided, however, that membership application forms submitted after June 30 of the particular year shall be accompanied by annual dues of one-half of the annual amount. All dues are considered past due after January 1st. **(2009)**

Section 3. Special Assessments. In addition to the registration fee, if any, and annual dues authorized by Sections 1 and 2 hereof, the FBCC's Board of Directors may levy special assessments for unforeseen expenditures and other purposes; provided, however, that, a quorum being present, any such assessment shall have the assent of at least two-thirds (2/3) of the votes cast by members voting in person or by proxy at a meeting duly called for such purpose. Such special assessments shall be due and payable at such time as may be determined and provided for in the resolution authorizing same. Such special assessments in any one year may not exceed a sum equal to the amount of the annual dues for such year except for emergency purposes. **(2009)**

Section 4 Fifty/Fifty Fund
The FBCC may from time to time conduct a Fifty/Fifty raffle where the proceeds of the raffle are divided equally between a single winner and the FBCC. The FBCC portion will be deposited in the general fund and the Treasurer will maintain a record of the deposits. At the end of each year the Board shall determine whether to carry any funds to the subsequent year or to make a donation to charity. **(2009)**

Section 5. Exemption from Payment. Any person who first becomes a member of the FBCC during the calendar year in which these By-Laws become effective, who is a member in good standing of the FBCC's predecessor, an unincorporated association known as the FOOTHILLS BRITISH CAR CLUB, and who has paid to said predecessor all fees, dues and assessments for which he was obligated, shall have no liability to the FBCC for any registration fees or annual dues during such calendar year.

ARTICLE V

MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings of the members shall be held in the month of December of each year on a date and at a time and place as may be determined annually by the Board of Directors, notice of which shall be given to all members at least ten (10) days prior to the date of such meeting; provided, however, that the members may, by a majority of the votes cast in person or by proxy at the previous meeting, change the month in which such meeting shall be held.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, any two directors or members who are entitled to vote at least one-fourth (1/4) of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person to persons authorized to call the meeting, (a) by personal service, email or telephone at least three (3) days before such meeting, or (b) by mailing a copy of such notice at least seven (7) days before such meeting to each member, addressed to the member's address last appearing on the books of the FBCC, or supplied by such member to the FBCC for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. (2009)

Section 4. Quorum. The presence at the meeting of members and/or proxies entitled to cause at least one-fourth (1/4) of the votes of the membership shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of the members, each member entitled to vote there at may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease at such time as the member who gave such proxy ceases to be a member of the FBCC.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the FBCC shall be President, Vice-President, Secretary, Treasurer, and such other officers as the members may from time to time by resolution create. Until the first of January following the first annual meeting of members, the officers named in the FBCC's Articles of Incorporation shall serve as such. Each officer must be a member in good standing of the FBCC at all times during his/her service as an officer.

Section 2. Nomination of Officers. A Nominating Committee shall be appointed by the Board of Directors at least ninety (90) days prior to the annual meeting. The Nominating Committee-shall consist of a Chairman, who shall be a member of the Board of Directors and two or more members of the FBCC who are not then members of the board. The Nominating Committee-shall, within thirty (30) days make one or more nomination(s) for each office in Section 1 of this Article VI, and such additional offices as previously determined by the members to be necessary or desirable. (2009)

Section 3. Election of Officers. Election of office shall be by vote cast at least thirty (30) days prior to each annual meeting, or by ballot mailed or emailed to each member and returned to the Secretary not later than the election date. At such election each member or his proxy may cast one vote with respect to each officer to be elected. The member receiving a majority vote cast for each office shall be elected to such office. (2009)

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Section 4. Term. The term of each officer's service shall commence on the first day of January and end on the last day of December of the year following his election as an officer, unless he shall sooner resign, be removed or otherwise disqualified to serve. The Vice-President shall become the President immediately after the President's term ends.

Section 5. Special Appointments. The members may elect such other officers as the affairs of the FBCC may require, each of who shall hold office of such period, have such authority, and perform such duties as the members may, from time to time, determine.

Section 6. Resignation and Removal. Any officer may be removed from office and from the Board of Directors, with or without cause, by a majority of the votes cast in person or by proxy at any meeting of the members. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or on any later date specified therein, and unless otherwise specified, therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the unexpired term of his predecessor.

Section 8. Multiple Offices. The office of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except that of special offices created pursuant to Section 5 of Article VI.

Section 9. Duties.

The duties of the officers are as follows:

PRESIDENT

(a) The president shall preside over all meetings of the members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments on behalf of the FBCC.

VICE PRESIDENT

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of him by the Board.

SECRETARY

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep appropriate current records showing the members of the FBCC together with the addresses, and shall perform such other duties as may be required of him/her by the Board.

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the FBCC and shall disburse such funds as directed by the President or the Board of Directors; shall sign checks and promissory notes, if any, of the FBCC; keep proper books of account; prepare an annual statement of income and expenditures to be presented at the last meeting of the Board before the annual meeting and to the membership at its regular annual meeting. (2009)

Section 10. Permanent Appointed Positions. The positions of Editor and Historian will be permanent appointed positions. These positions are ex-officio, and do not include membership on the Board of Directors.

EDITOR

(a) The Editor shall publish or cause to be published periodically, with such frequency as may be determined from time to time by the Board of Directors, a FBCC newsletter or magazine pertaining to the activities of the FBCC and containing articles of general interest to the members; and shall deliver or cause to be delivered a copy of such publication to the members, prospective members and other interested persons.

HISTORIAN

(b) The Historian shall document the history of the club. The historian's focus will be on documenting the activities and members of the club. The history, in whole or in part, may be published periodically as determined by the board. The history will be available for any club member to review.

ARTICLE VII

DIRECTORS AND THEIR DUTIES

Section 1. Number. The affairs of the FBCC shall be managed by a Board of Directors which shall consist of the current year's president and duly elected officers, four general directors of the FBCC, and the immediate past president of the FBCC. (2009)

Section 2. Term. The term of each elected officer's service as a director shall be concurrent with his/her term as an elected officer. The term of the immediate past president shall begin upon the expiration of his/her term as president and end on the last day of December. General director's will serve a two year term that shall begin on the first day of January and end on the last day of December of the second year following his/her election. Two general directors will be elected each year. (2009)

Section 3. Removal. Any director may be removed from the Board of Directors and, where applicable, as an officer, with or without cause, by a majority of the votes cast in person or by proxy at any meeting of the members. A vacancy in any directorship may be filled in the manner prescribed for regular election as an officer except that a vacancy in the directorship held by the immediate past president shall be filled by the next preceding past president. The directors thus elected to such vacancy shall serve for the unexpired term of his predecessor. (2009)

Section 4. Action without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Commencing in January of each year, regular meetings of the Board of Directors shall be held at least quarterly without notice, at such place as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the FBCC, or by any two (2) directors, after not less than three (3) day's notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at the duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE IX

COMMITTEES

Section 1. Appointments. If authorized by a majority of the votes cast in person or by proxy at any meeting of the members the Board of Directors shall appoint a Nominating Committee as provide in these By-Laws. In addition, the Board of Directors or the President may appoint other committees as the Board or the President may deem appropriate in carrying out the purposes of the FBCC.

ART1CLE X

INDEMNIFICATION

Section 1. Indemnification and Liability The application for membership in the FBCC shall contain the following statement:

> In consideration of my being granted membership in the Foothills British Car Club, I hereby release the Club, its officers and event organizers from liability for injury to myself or my passengers and/or damages to my vehicles; and for injury and/or property damage to others resulting from my participation in and/or travel to or from Club activities. I further acknowledge that appropriate liability insurance is maintained on all my vehicles which will be used in participation in Club activities.

The intent of this statement is that no officer or director of the FBCC shall be liable in connection with any proceeding or action brought against him/her by another club member in good standing for injury or damage caused by such officer or director in the performance of his/her duties unless, as adjudged, by a majority of the Board of Directors, due to the willful misfeasance or malfeasance in the performance of his/her duties.

The FBCC shall maintain liability insurance coverage of club events and activities. To the extent that such coverage provides, each officer or director of the FBCC shall be indemnified by the FBCC against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been such an officer or director, or any settlement thereof, whether or not he/she is such an officer or director at the time such expenses and liabilities are incurred. It is provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the FBCC. An exception shall be such cases wherein the officer or director is adjudged, by a majority of the Board of Directors, to be guilty of willful misfeasance or malfeasance in the performance of his/her duties. (2009)

ARTICLE XI

BOOKS AND RECORDS

Section 1. Inspection. The books, records and papers of the FBCC shall be subject to inspection by any member of the FBCC.

ARTICLE XII

AMENDMENTS

Section 1. Procedure. These By-Laws may be amended, a quorum being present at a regular or special meeting of the members, by at least two-thirds (2/3) of the votes cast by members voting in person or by proxy at a meeting duly called for such purpose; provided, however, that the notice of such meeting shall describe the substance of any such proposed amendment. (2009)

ARTICLE Xlll

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the FBCC shall begin on the first day of January and end on the last day of December of each year.

Section2 Disbursement of Funds. The funds (bank accounts) of the FBCC shall be managed by the Treasurer. Authorization for payment of FBCC funds may be done by the President, Treasurer, and other persons as assigned by the Board of Directors for debts duly presented in the amount of $500 or less, or for general expenditures of $50 or less. FBCC checks may be signed by only the Treasurer or the Designated Alternate. The Designated Alternate is defined as that person who, for three successive years, is serving as Vice-President, President, and Immediate Past President Payment of debts in excess of $500 will require approval of the Board of Directors. Authorization for payment of funds for general expenditures in excess of $50 will require prior approval of the Board of Directors. (2009)

Section 3. Web Site Managers. The web site managers shall have the privilege of attending all board meetings but shall have no voting rights.

Section 4. Smoking. FBCC members are requested to refrain from smoking during club meetings.

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This copy of the FBCC By-Laws was produced on 10/15/09 by John Donegan, Vice-President.
It is up to date through those changes defined by the document "Final Changes 2009 of 9/28/09.doc" that was distributed and approved by a vote of the membership on 10/13/09 in accordance with the By-Laws. Changed paragraphs have a (2009) notation at the end. A markup copy with all insertions and deletions can be found in "FBCC By-Laws markup 10-15-09.docx of 10/15/09".