

BYLAWS

ATLANTA CHAPTER

of

THE AUSTIN-HEALEY CLUB OF AMERICA

Article I – Name

The name of this club shall be the Atlanta Chapter of the Austin-Healey Club of America.

Article II – Purpose

The purpose of this club is to provide local opportunities to participate in the objectives and purpose of the Austin-Healey Club of America as stated in the Certificate of Incorporation of the Austin-Healey Club of America as follows:

- (a) The highest standards of courtesy and safety on the road.
- (b) The enjoyment and sharing of good will and fellowship engendered by owning an Austin-Healey automobile and engaging in such social and other events as may be agreeable to the membership.
- (c) The maintenance of the standards of operation and performance of the Marque, sharing and changing technical and mechanical information.
- (d) The interchange of ideas and suggestions with other Austin-Healey clubs throughout the world, and in cooperation as may be desired.
- (e) The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

Article III – Membership

Section 1

Membership in the club shall be available to all owners of automobiles with lineage traceable to the works of Donald Mitchell Healey and/or his motor car companies, and all other persons interested in the club and its purposes and objectives. To be eligible for membership a person must be of at least the minimum age required by the state of its residents to obtain a valid drivers license.

Section 2

Membership in the Atlanta Chapter of the Austin-Healey Club of America is predicated on membership in good standing in the Austin-Healey Club of America and all requirements of that Club must be met before local membership is established.

Section 3

The membership of a married member shall include the member's spouse who shall have all privileges of membership including full voting rights

Section 4

The Atlanta Chapter shall honor any lifetime or honorary membership as approved by the Austin-Healey Club of America.

Section 5

Membership in the Atlanta Chapter shall be conditioned on all dues payments to the Austin-Healey Club of America and those promulgated by the Atlanta Chapter.

Article IV – Organization

Section 1

The management of the Club shall be vested in a Board of Directors consisting of seven people: four Officers - *President, Vice President, Treasurer, National Delegate* - and three *Directors* from the membership at large. To serve in this capacity a person must be duly elected in accordance with these Bylaws and must have been a member in good standing of the Austin-Healey Club of America and the Atlanta Chapter of the Austin-Healey Club of America for a period of one year.

Section 2

The Board of Directors may appoint other Officers such as Secretary, Historian, Newsletter Editor, Regalia Chairman and any other position of leadership which may be needed on a continuing or temporary basis. These positions shall be filled as needed after soliciting applications from the general membership, and when appointment is made, appropriate statement of duties will be published.

Section 3

The four elected Officers, as well as the three elected Directors, shall be elected to serve for a two calendar year term except for those elected to hold these positions for the first term following the adoption of these Bylaws. For the first term the Directors and Officers shall be elected on the following basis:

(a) The first four Officers, *President, Vice President, Treasurer and National Delegate*, shall be elected for a full one year term and thereafter a full two year term.

(b) The first three *Directors* from the membership at large shall be elected for a two year term and thereafter for a two year term.

(c) This will allow for an annual change in the membership of the Board of Directors, but will provide for continuity.

Section 4

Except for the National Delegate, Officers and Directors are limited to one two year term in succession. An Officer or Director may be re-elected after being out of that office for a one year period. However, a Board Member may be elected to any office other than the office they currently hold.

Section 5

All terms of office shall commence on January 1 of the year following election.

Article V – Duties

Section 1

President

(a) The President shall manage and have general supervision over the business of the Club and shall be the Chief Executive Officer serving with other Officers and Directors and is subject to direction by the Board of Directors and the membership.

(b) The President shall, if present, preside at all meetings of members and of the Board of Directors.

(c) The President shall see that all orders and resolutions of the Board of Directors are carried into effect and shall from time to time report to the Board of Directors all matters within the President's knowledge which the interest of the Club may require to be brought to the attention of the Board.

(d) Unless otherwise restricted, and with the approval of the Board of Directors, the President may execute and deliver any documents required by the business of the Club and shall have full authority to obligate the membership unless specific restrictions are contained herein.

(e) In the event that the President is unable to perform the duties of the office due to illness or prolonged absence these authorities are granted to the Vice President

Section 2

Vice President

(a) The Vice President shall perform such duties as are conferred upon this Officer by these Bylaws or as may from time to time be assigned to the Vice President by the Board of Directors or the President, and shall function as President if such conditions warrant as stated in *Section 1*

(b) The Vice President shall be responsible for scheduling guest speakers and arranging for monthly meetings to serve the best interests of the Club.

(c) Unless otherwise directed by the Board of Directors, the Vice President shall have the responsibility of coordinating this Club's participation in any political or lobbying efforts approved by the Board of Directors and participated in by other car clubs with similar purposes.

Section 3-

Treasurer

(a) The Treasurer shall be responsible for all monetary transactions involving Club funds including the collection of dues and disbursements of all payments.

(b) The Treasurer shall maintain a checking account in the name of the Atlanta Chapter of the Austin-Healey Club of America and shall have available for inspection by the Board of Directors or President all accounts maintained in the name of the Atlanta Chapter of the Austin-Healey Club

(c) The Treasurer may delegate to any person selected by the Club the responsibility for maintaining funds to maintain regalia sales, finance local, regional or national meetings such as Conclave.

(d) The Treasurer will prepare an annual statement to be presented to the Board of Directors no later than the first business meeting of any calendar year, and shall report the general financial condition monthly.

(e) The Treasurer shall from time to time obtain from the Board Directors a statement of authority for the disbursements of funds. The Board of Directors is required to furnish the Treasurer a statement of authority which includes a dollar amount which can be disbursed by the Treasurer without authority beyond his own office; and in addition to that, a list of such persons authorized to direct the Treasurer to make disbursements. The statement from the Board of Directors to the Treasurer shall also include authority to delegate to other responsible members the authority to maintain and disburse funds in limited amounts.

(f) The Treasurer shall have the responsibility of performing all duties attendant to the Atlanta Chapter's obligation to the Austin-Healey Club of America with respect to dues and other disbursements.

Section 4

National Delegate

(a) The National Delegate shall represent the Atlanta Chapter of the Austin-Healey Club of America at any meeting of the National Delegates called by the Austin-Healey Club of America.

(b) The National Delegate shall report to the Atlanta Chapter in a timely manner all matters of interest of each such meeting attended by the Delegate.

(c) The National Delegate shall inform the Board of Directors and the membership of any pending decisions to be made by the Austin-Healey Club of America on which the delegate will be casting a vote on behalf of the Atlanta Chapter and to seek their advice concerning such issues. If by reason of time or circumstance the National Delegate is unable to solicit the advice of the Atlanta Chapter prior to casting a vote on their behalf, the Atlanta Chapter is bound by the decision of the National Delegate. However it is expected that when possible the Atlanta Chapter be informed of any decision which will have local impact.

(d) In the event the National Delegate is unable to attend a meeting required by the duties of this office, the Board of Directors shall appoint a temporary delegate for that purpose.

Section 5

Vacancies

Should any elected Officer or Director be unable to fill the position to which they have been elected due to illness, voluntary resignation or relocation, the Board of Directors may fill the vacancy by appointment until the next regularly scheduled election, at which time a person shall be elected in the usual process to fill this unexpired portion of that term of office.

Article VI - Appointed Positions

Section 1

The following appointed positions are standing positions and should be filled at all times, but the Board of Directors may determine at any time that additional positions are needed to serve the best interest of the Club and may appoint accordingly. The person appointed to any of these positions may be reappointed from year to year at the pleasure of the Board of Directors.

Secretary:

The Secretary shall be responsible for keeping the minutes of all meetings of the Club and the Board of Directors and shall be the custodian of all Club records except the financial records which are the responsibility of the Treasurer. The Secretary shall see that all notices are properly given in accordance with the provisions of these Bylaws and shall be responsible for all correspondence and, as directed by the Board of Directors or President, communicate with the Austin-Healey Club of America in all matters concerning the Atlanta Chapter of the Austin-Healey Club of America. If the responsibilities of this office reach the level that it is necessary for the Board of Directors to appoint an Assistant Secretary, the Assistant Secretary shall have all the responsibilities and authority as the Secretary and shall perform those duties in accordance with the direction of the Secretary. It shall be the responsibility of the Secretary to have someone available at every meeting to make note of all business matters and shall have those minutes available for publication in the Newsletter if that should be desired.

Historian:

The Historian shall be responsible for maintaining an account of the history of the Atlanta Chapter of the Austin-Healey Club of America and shall maintain such records and memorabilia as appropriate for that task. The Historian shall be the custodian of all photographs, scrapbooks, flags, insignia and other paraphernalia depicting or pertaining to the history of the Club and its major events. It shall be the responsibility of the Historian to keep a record of all historical events which appear appropriate including pictorial or written documentation of such events. The Historian may request from the Board of Directors permission to incur such expense for the preparation of displays, photograph scrapbooks and other necessary supplies to fulfill this task.

Membership Chairperson:

The Membership Chairperson shall maintain a current roster of all members and be responsible for distributing such roster to the Officers and club members as is necessary to keep all informed of the current roster of members. This responsibility shall include a program to maximize both membership re-enlistment and the enlistment of new members. The Membership Chairperson shall work closely with the Treasurer and transmit to the Treasurer in a timely manner all payments received for membership dues. The Chairperson shall prepare and have available for the President at each meeting a current membership roster from which all quorum statements shall be determined. This responsibility shall also include appropriate recommendation to the Board of Directors for programs designed to increase the participation of the membership in Club functions and to assist in the solicitation of new members or renewal members.

Newsletter Editor:

The Editor shall be responsible for the assembly, editing and publication of a monthly newsletter informing the membership of all Club activities and all other matters in that in the judgment of the Editor, would be of interest to the membership. The Editor shall be responsible to the Board of Directors for the timely publication of the newsletter and shall recommend to the Board of Directors time limits for submission of articles for the newsletter, advertising rates, and shall consult the Board of Directors on the appropriateness of complimentary ads by members or the appropriateness of other commercial ads.

Regalia Chairperson:

The Regalia Chairperson shall be responsible for maintaining an inventory for retail sales items of interest for Club members. It shall be the responsibility of the Chairperson to see that the inventory produces a profit for the Club and shall be responsible to the Treasurer for the accounting of all moneys received for regalia sales. The Regalia Chairperson shall recommend to the Board of Directors an appropriate amount of money to be allocated as an operation fund from which purchases may be made. The Regalia Chairperson shall be responsible to the Treasurer for maintaining appropriate records of this account. This Chairperson shall keep the membership advised of upcoming items that will be for sale and to seek the advice of the Board of Directors and other members for suggested Regalia items.

Southeastern Delegates (2):

The Board of Directors shall appoint two delegates to serve as Southeastern Regional Delegates. These Delegates shall attend all meetings of the governing body of any Southeastern regional organization with which the Club is affiliated. These Delegates shall perform on a regional level in the same manner and with the same responsibilities and duties as the National Delegate as described in *Section 5 of Article V*.

Calling Committee Chairperson:

The Calling Committee Chairperson shall keep a current membership roster available at all times and shall enlist the assistance of other Club members in the telephone communications to the membership informing the membership of important Club matters as directed by the Board of Directors. The Calling Committee Chairperson shall solicit from the Board of Directors instructions as to when calls should be made and for what purpose.

Interclub Coordinator:

The Interclub Coordinator shall be the representative of the Atlanta Chapter of the Austin Healey Club of America in matters where we are cooperating or participating with other similar clubs in promoting the general interests of owning, maintaining and displaying special interest automobiles. It shall be the responsibility of this Coordinator to keep the Atlanta Chapter of the Austin Healey Club of America informed of all activities of other clubs which could impact on the schedule of this Club or otherwise be of interest to its membership,

Special Officers:

From time to time the Board of Directors may create a temporary office and appoint a person to fill that office, or submit a person's name for election by the membership, to perform special functions for the benefit of the Club. A typical appointment or election could be someone selected to serve as Conclave Chairperson. In such events, the special Officer shall be responsible to the Board of Directors and shall conform to directives issued by that Board.

Article VII - Elections

Section 1

Nominating Committee

Nominations for the elected Officers shall be made by a committee comprised of the two (2) immediate past presidents of the Club, plus one member at large who is not currently serving as an elected Officer or Director. In the event 2 past presidents are not available, an appointment will be made by the Board of Directors. The first such committee to serve following the adoption of the Bylaws shall consist of the two immediate past presidents and a member of the Club, not currently serving as an elected Officer, appointed by the current President. This committee shall submit the first slate of Officers in accordance with the provisions of these Bylaws and that slate of Officers shall include a person to serve on the Nominating Committee for the following year.

Section 2

Nomination Procedures

(a) In the year in which these Bylaws are adopted, and each year thereafter, the Nominating Committee shall present a slate of Officers to the membership by publishing such slate in the **September** Newsletter. Such slate shall have one candidate for each elected office to be filled.

(b) At the regular September meeting the Nominating Committee shall solicit nominations from the floor only to the extent that one additional nominee be added to the slate for each office to be filled. Under no conditions will a ballot be prepared with less than one, nor more than two, nominees per office to be filled. Nominations close at the end of the September meeting.

(c) Following the September meeting a ballot will be prepared by the Nominating Committee and mailed to the entire membership. It shall be the responsibility of the Chairperson of the Nominating Committee to insure the mailing of this ballot in sufficient time for all members to have the ballot marked and returned by the end of the **November** meeting. The vote on the nominees will be taken at the November meeting and shall be by ballot. A ballot may be submitted in absentia, but must be marked and returned as directed by the Nominating Committee, but when a ballot is submitted by mail it must be signed and returned to the Secretary of the Club before the November meeting date. Ballots will be made available at the November meeting for those who have not cast a ballot by mail. The ballots shall be collected at the November meeting and placed with those which have been received by the Secretary through the mail, and the Secretary shall consult the Treasurer and Membership Chairperson to verify that each ballot represents a vote of a member in good standing. The candidate receiving the majority of the votes cast shall be elected.

(d) If there are no additional nominees at the September meeting to be added to the slate prepared by the Nominating Committee the slate shall be published again in the October Newsletter and again in the November Newsletter with notice that the election will be at the November meeting by show of hands and not by ballot. In such event the Nominating Committee is relieved of the responsibility of preparing a ballot.

Article VIII – Quorum

The Club shall meet monthly at a time and place directed by the Board of Directors. The Newsletter shall be the official notice medium for the Club and the meeting time and place shall be announced in the Newsletter.

Class One Issues:

Routine matters to be considered by the membership shall be decided by a simple majority vote of those present and voting.

Class Two Issues:

Issues to be decided by the membership which call for long-term commitment of time, personnel and money shall require a quorum of twenty-five percent (25%) of the current membership with a majority vote deciding the issue.

Class Three Issues:

Any issue which involves an action contrary to the published purpose of the Austin-Healey Club of America or a termination of the Atlanta Chapter's relationship with the Austin-Healey Club of America shall require a quorum of fifty-one percent (51%) of the current membership with a two-thirds (2/3) majority vote deciding the issue.

Article IX - Authority of the Board of Directors

The Board of Directors is responsible to the membership and shall see that all matters of Club interest are conducted in accordance with the provisions of the stated purpose of the Austin Healey Club of America. The Board shall direct all activities of the appointed and elected Officers of the Club and shall assist where necessary to see that the function of each responsibility is carried out appropriately. Once elected, the Board should have the full cooperation of all members in the performance of their duties. The Board shall have the authority to act on behalf of the Club in all matters and shall be restricted only by specific restrictions directed by an appropriate vote of the membership.

Article X

These Bylaws may be adopted by the membership at any regularly scheduled meeting of the Club provided a one month notice is given in the Newsletter with a specific statement that the Bylaws will be considered at the next meeting at which time a simple majority of those present and voting shall approve the Bylaws.

Article XI

The initial approval of these Bylaws shall be provisional for one year during which time changes may be made by a simple majority vote of those present and voting at a regular meeting. After one year, a quorum of twenty-five percent (25%) of the membership all be required and a two-thirds (2/3) majority vote shall be required to amend the provisions of the Bylaws.