



BRITISH SPORTS CAR CLUB, LTD.

P.O. BOX 38134
GERMANTOWN, TENNESSEE 38183-0134

BYLAWS

OF THE

BRITISH SPORTS CAR CLUB, LTD.

ARTICLE I

NAME

The name of this non-profit corporation shall be BRITISH SPORTS CAR CLUB, LTD. and hereinafter referred to as the Organization, or the Club.

ARTICLE II

OFFICE

The British Sports Car Club, (a non-profit general welfare corporation formed under the laws of the State of Tennessee for such corporations), shall maintain its principal office in the City of Memphis, Shelby County, Tennessee.

ARTICLE III

MEMBERSHIP

Section 1

Membership in this Club shall be limited to the original incorporators and such additional members who have an interest in British cars.

Section 2

Honorary members may be nominated by any member in good standing. The general membership may elect with two-thirds (2/3) vote any individual. Honorary members will have no voting privileges nor will be required to pay full annual dues.

Section 3

Suspension of a member shall be at the discretion of the Board of Directors with all Board members voting on the suspension. Reinstatement of any member thus suspended requires a unanimous vote of all Board members.

Section 4

Annual dues shall be established at the first regular meeting of each calendar year by a two-thirds (2/3) majority of those members present and in good standing. Any member whose dues are not paid by the end of the first quarter of any year is not considered a member in good standing and shall not have voting rights until those dues are current. Any member whose dues are not paid by the end of any year shall be automatically dropped from membership in the Club. Reinstatement of persons dropped from membership shall require that the member to be reinstated pay the dues for the current year.

ARTICLE IV

MEETINGS

Section 1 (General Membership)

Meetings of the membership shall be held at any place and time mutually agreed upon by the membership. The Annual meeting of the Club shall be held on the regular meeting night in November, at which time the election of officers shall be held. In case of any meeting interfering with an event on the calendar, said meeting may be advanced or postponed by a motion from the floor. Elected Officers will be installed at the December meeting and will assume duties in January.

Section 2 (Board of Directors)

Meetings of the Board of Directors will be called by the President at his discretion.

Section 3

Notice of the Monthly, Annual or Special meetings of the membership, stating the time and place shall be given each member not less than two (2) days prior to the meeting.

Section 4

At any meeting of the membership, a quorum shall consist of at least 50 per cent of the membership present and in good standing, notice of the meeting having been given to all members as provided for above.

Section 5

At each meeting of the membership, every member present and in good standing shall be entitled to one vote.

Section 6

At any meeting of the Board of Directors, a quorum shall consist of five (5) members of the Board, notice having been given to all Board members as provided for above.

ARTICLE V

OFFICERS

The Executive Officers of the Club shall be a President, Vice President, Secretary, Treasurer and one member representing each Marque. These Officers comprise the Board of Directors and shall be elected annually by the membership. Vacancies among any of the Offices shall be filled by a vote of the members. Any Officer may be removed from Office by a two-thirds (2/3) vote of the members present, and in good standing, at any meeting.

ARTICLE VI

DUTIES OF OFFICERS

Section 1

The President shall be the Executive Officer of the Club and shall have general supervision and direction of the affairs of the Club. He shall preside at all meetings and be an ex-officio member of all committees. The President shall have the general power and duties usually vested in the Office of President, or such other duties as prescribed in these bylaws.

Section 2

The Vice President, in the absence of the President, shall perform all the duties of the President.

Section 3

The Secretary shall attend all meetings and shall record all minutes and votes in a book kept for that purpose. The Secretary shall give or cause to be given notice of all meetings as required by the Bylaws and shall perform other duties as may be prescribed by the Board of Directors or Bylaws. In the absence of the Secretary from any meeting, the presiding officer shall appoint a Secretary pro-tem.

Section 4

The Treasurer shall be custodian of funds of the Organization for safe keeping and proper disbursements, perform his duties under the direction of the Board of Directors, sign all checks disbursing the money of the Organization, render a report at all meetings of the Organization, and submit his accounts for audit annually. He shall keep a register showing the names and addresses of the membership. The Treasurer shall be responsible for filing any Annual Reports and paying any fees required by the Secretary of State.

Section 5

The Marque Leaders of the Board of Directors have delegated to them the duty of membership procurement and to assist in executing rallies, special events, or any projects assigned by the Vice President.

Section 6

The Board of Directors shall act as the general governing body of the Club,

ARTICLE VII

COMMITTEES

The President shall be empowered to appoint such committees as the Board of Directors deems appropriate at any time, or on the majority vote of those members present, and in good standing, at any meeting, he shall appoint committees as they direct.

ARTICLE VIII

PARLIMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order the Organization may adopt.

ARTICLE IX

AMENDMENT OF BYLAWS

These Bylaws can be amended at any regular meeting of the Organization by a two-thirds (2/3) vote of those members present and in good standing, provided that the amendment has been submitted in writing at the previous regular meeting.

Adopted by the membership, October 18, 2004