

BYLAWS OF THE MINNESOTA AUSTIN HEALEY CLUB

ARTICLE I: NAME The organization shall be called the Minnesota Austin Healey Club (MAHC) and on July 8, 1983, became an affiliated Chapter of the Austin Healey Club of America (AHCA).

ARTICLE II: PURPOSE The purpose of the MAHC is to bring together those with a common interest in the ownership, restoration, preservation and driving of any car built and designed by Donald Mitchell Healey, and to share resources and knowledge and thereby enhance the enjoyment of owning and driving a Healey. Fun and camaraderie are to be the hallmark.

ARTICLE III: MEMBERSHIP Section 1. Membership in the MAHC shall be available to all those with an interest in the works of Donald Mitchell Healey and his motor company.

Section 2. Members in good standing shall enjoy all privileges of the MAHC. To be in good standing, a member must be current in required annual dues or shall be a current Honorary Member or Lifetime Member. Voting Privileges shall be extended to all members in good standing.

Section 3. Dues. Annual dues shall be determined by the Board of Directors and shall be voted on at the annual November meeting. At present the dues are twenty dollars (US \$20.00) per year for local membership. Dues shall be collected by the Treasurer and recorded by the Membership Director. AHCA dues may be collected and forwarded to the National secretary on behalf of each local member who desires membership in the AHCA. AHCA dues shall be paid at the time of local membership.

Section 4. Membership Year. The membership year shall begin January 1st of each year and run through December 31st of that same year. Annual dues are due by January 1st and must be paid in full before March 1st. Dues not paid before March 1st shall be considered to be in default and a late fee of five dollars (US \$5.00) shall be assessed.

Section 5. Termination of Membership. (a.) Non-payment of Dues. Any member who fails to pay the required dues, and any applicable late fees, within 3 months of the due date (by April 1st) shall be dropped from the roster and shall no longer be considered a member in good standing until such time dues and applicable late fees have been paid. Members may not allow their dues to default and then rejoin the club within 1 year of the due date without paying the required dues and any assessed late fees. A former member who wishes to rejoin the club after this one year period may do so without paying any formerly assessed late fee. (b.) Misconduct. Any person's membership may be terminated for any conduct detrimental to the club or the club's activities by a unanimous vote of the Board of Directors.

Section 6. Honorary and Lifetime Memberships: Honorary and Lifetime memberships may be bestowed upon any individual with a unanimous vote by the Board of Directors and are exempted from dues. Honorary memberships may be granted for any period of time as directed by the Board. Lifetime memberships are non-expiring. Honorary and Lifetime memberships are subject to all the provisions of Article III with the exception of Section 3 and Section 5 subparagraph (a).

ARTICLE IV: GOVERNING BODY Section 1. The Board of Directors shall be the Governing Body of the club responsible for overseeing club organization, long term financial solvency and extraordinary expenditures of over \$1,000 through consultation with the President and other Officers. The Governing Body shall be elected by a simple majority of the club membership with 2/5 of the Governing Body being elected at the annual November meeting in even numbered years and 3/5 of the Governing Body being elected at the annual November meeting in odd numbered years. The President of the MAHC is to appoint a search committee each year prior to the November meeting to find candidates for election to the Board of Directors. There should be at least one more candidate than the number of positions to be filled. An elected Board Member shall serve for two years.

Section 2. The Officers shall be elected by a majority of the members present at the Annual Meeting and shall serve for one year terms. The officers shall serve under the direction of the Board of Directors. The club officers shall be the President, Vice-President/Secretary, Treasurer, Membership Director and National Delegate.

Section 3. Vacant offices shall be filled by an appointment of the Governing Body and shall serve until the next annual election at the November meeting.

Section 4. Officers shall be members in good standing of the Minnesota Austin Healey Club (MAHC) and the Austin Healey Club of America (AHCA).

Section 5. The President may appoint special committees with the consultation of the Governing Body. Those Committees will conduct their business at the direction of the President. The Board of Directors will be kept informed by the President of formation, operation and expenditures incurred by any such committee.

Section 6. Any issue requiring a decision by the Governing Body shall require the attendance of a quorum and must be passed by a simple majority of the Governing Body within 30 days of a written notification of said action. A quorum is constituted by 4/5 of the Governing Body.

Section 7. The Chairman of the Board shall be elected by a simple majority of the Board at the first meeting following the annual November meeting.

ARTICLE V: MEETINGS Section 1. Board meetings and business meetings shall be held at the reasonable discretion of the Chairman of the Board upon 10 day notice to the Board.

Section 2. The Annual Meeting shall be held in November for the purpose of the election of Board of Director members and MAHC officers.

ARTICLE VI: DUTIES OF THE OFFICERS Section 1. President. is responsible for the daily organization and operation of the MAHC. The President shall be present at all Board of Director meetings as determined by the Board of Directors and shall see that all resolutions passed by the Board of Directors are put into effect. The President shall be present and preside at all club meetings, and shall see that all orders and resolutions of the Board of Directors are carried out. The President shall submit a monthly column to the MAHC newsletter. The President is responsible for establishing the schedule of events for the coming year.

Section 2. Vice President/Secretary. The offices of Vice President and Secretary shall be combined until otherwise directed by a vote of the Governing Body. Duties shall be performed as conferred by the President, and shall include recording and maintaining minutes of MAHC events and to report on these recent events in a monthly column in the MAHC newsletter. In the event the President is unable to attend to any duties, such duties shall be performed by the Vice President.

Section 3. Treasurer. The Treasurer shall be responsible for collecting, banking and disbursing all the MAHC funds during normal club operations and at the direction of the President supporting any committee operation, and for preparation of an annual financial statement. The statement shall be completed and forwarded to the MAHC National Delegate by October 31, and will be presented at the AHCA Delegates Meeting and at the MAHC Annual Meeting. The Treasurer shall forward to National all funds due to the AHCA.

Section 4. Membership Director. The Membership Director shall be responsible for the recording and maintenance of the MAHC membership records, and shall communicate these records to the AHCA and will also assure that all new members receive a copy of the MAHC bylaws. The Director shall also keep the newsletter editor updated on new members. The

Membership Director shall be responsible for collecting member dues and forwarding them to the club Treasurer.

Section 5. National Delegate. The National Delegate shall be the MAHC representative and liaison to the AHCA and shall attend the November Delegates Meeting. One half of the transportation expense shall be reimbursed by the MAHC and one half is reimbursed by the AHCA. Lodging expenses shall be paid by the MAHC. The Delegate is required to report to the Governing Body and the membership on the proceedings of the Delegates Meeting. If the Delegate is unable to attend any national meetings, then an alternate shall be selected by the Governing Body.

ARTICLE VII: NEWSLETTER *The Healey Enthusiast* shall be the official publication of the MAHC and shall be published a minimum of ten times a year. The Editor is appointed by and reports to the Board of Directors and shall be responsible for all facets of the Newsletter and shall have full control of the daily operation, organization and distribution of the newsletter .

ARTICLE VIII: MINNESOTA CLUB LOGO The official logo of the MAHC is described as: a blue form of the State of Minnesota on a white field encircled by a dark blue ring which is superimposed with red AH wings. An outer white field bearing MINNESOTA in the upper arc and CLUB in the lower arc and surrounded by a thicker dark blue ring. The lower half, below the AH wings, is superimposed with the outlines of three Healey models - an AN5 to the left, A BJ7 center, and a BN1 on the right.

ARTICLE IX: CHAPTER PROPERTY AND RECORDS. All officers charged with the temporary custody of Chapter property, paraphernalia, and records must use reasonable care in the keeping of same. All officers shall turn these materials over to their successors or to the Chairman of the Board at the termination of their office.

ARTICLE X: DISSOLUTION OF THE CHAPTER. In the event that it becomes necessary to dissolve the MAHC, all properties and moneys of the Club shall be divided amongst the members according to the decision of the Governing Body.

ARTICLE XI: BY-LAWS. The by-laws may be amended at any regular meeting of the Board of Directors by a simple majority of a quorum of the Board members present. . Notification of any proposed amendments shall be published in *The Healey Enthusiast* at least one month prior to the vote.

Revisions:

- *5th draft of proposed MAHC bylaws revision is respectfully submitted to the membership by the committee for approval: Geoff Rossi, Mark Mallander, Tom Mason, Jack Stein, and Bob Thomas. November 1, 1995*
- *Article 3 Section 3-5, revision to local dues, late-fees, and termination of membership. Adopted by majority vote, Saturday, November 18, 2000. MAHC President, Curtis L. Carlson*
- *Revision for purpose of incorporation submitted by Board of Director members Byron Peterson, Jack Stein, Dan Wolters, and Gary Ronning on January 2, 2002. Adopted by membership vote on October 5, 2002.*
- *Revision of Article IV Section 1 regarding election of Board Members passed on October 5, 2002.*
- *Revision of Article III Section 2 and addition of Article III Section 6 honorary and lifetime members passed on November 19, 2005 MAHC Membership Director, Curtis L. Carlson*
- *Revision of Article III Section 3, increase of dues from \$15.00 to \$20.00 passed on November 19, 2005, MAHC Membership Director, Curtis L. Carlson*
- *Revision of Articles IV, VI, and VII to clarify roles of officers, committees, and appointed individuals passed on November 19, 2005. MAHC Membership Director, Curtis L. Carlson*