



**BY-LAWS**

**OF**

**THE CAROLINAS**

**AUSTIN-HEALEY CLUB**

Original Edition: May 15, 1989  
Rev 1: Sept 8, 1991  
Rev 2: Jan 14, 2006  
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# **The Carolinas Austin-Healey Club**

## **By Laws**

### **ARTICLE I**

#### **Name and Organization**

##### **Section I Name**

The name of the Club shall be the CAROLINAS AUSTIN-HEALEY CLUB (Herein after referred to as the "Club"), a Non Profit Social Organization under IRS Section 501 c (7)

##### **Section 2 Organization**

The organization of the Club shall be in compliance with IRS and State of North Carolina regulations, these By Laws, and as an affiliate of the Austin-Healey Club of America (hereinafter referred to as AHCA), those by-laws as well.

### **ARTICLE II**

#### **General Objectives**

#### **The General Objectives of the Club are to preserve, promote, and enjoy the Healey Marque through:**

- A. The highest standards of courtesy and safety on the roads;
- B. The enjoyment and sharing of good will and fellowship engendered by owning, or desiring to own, an Austin-Healey automobile and engaging in such social, competitive and other events as may be agreeable to the membership;
- C. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information;
- D. The interchange of ideas and suggestions with other Austin Healey Clubs or Chapters throughout the world and in such cooperation as may be mutually desirable; and
- E. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

### **ARTICLE III**

#### **Membership Responsibilities**

##### **Section I - Membership**

- A. General Requirements
  - (1) Membership in the Club shall be available to all owners of Austin-Healey, Austin-Healey Sprite, Jensen-Healey, Nash-Healey and Healey Silverstone automobiles, and to all other persons interested in the Club and maintaining its objectives; and
  - (2) Each Member shall be at least the minimum age as required by the state of his residence for obtaining a valid automobile operator's license,

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### **B. Class of Membership**

Active - Any person meeting the requirements set forth in Section I of this Article, who has paid the required Club dues. Any member who pays their local Club dues, but is not a member of AHCA, will still be treated as a full Active member of the Club with the same rights and benefits as those Club members that are also members of AHCA.

### **C. Term**

The membership year of the Club shall be the calendar year renewable upon payment of annual dues.

### **D. Resignation**

Any Member may resign his membership by notifying the Club Membership Chairman, or any Club Officer, via email or in writing, and such resignation shall become effective upon receipt thereof, or default resignation for non-payment of dues as outlined in Section 4 of this document

### **E. Responsibilities**

When participating in any organized event of any other Austin-Healey Club or a Chapter of the Austin-Healey Club of America, Inc. or any other sports car club, each participant, and all members of participant's family, and all guests of participant, each shall register in accordance with the requirements of the host club or group(s), and shall pay all required fees.

Adherence to the foregoing is mandatory, even if the Member is not displaying or showing his car or participating in any competition event.

EXAMPLE: If present at a Regional or National event for the purpose of perusing the cars, selling goods, and/or consulting regarding the cars, this subsection shall apply,

Failure to adhere to the foregoing responsibility will be deemed just cause for SUSPENSION of the violating Member from the Club by the Board of Directors.

The Board of Directors shall act upon such SUSPENSION, in accordance with Section 5 of this Article, within ten (10) calendar days of the date on which the Board Chairman or presiding officer is notified of the infraction.

(This does not apply to non-member visitors)

## **Section 2 - Club Dues**

- A. Annual dues amount for Club membership, including local only member dues, are established by the Board of Directors and reviewed each September prior to annual renewal period. Dues paid by members to the Club for AHCA dues, all of which are forwarded to AHCA, are not considered Club dues, Club revenue or Club income.
- B. Dues period is based on calendar year. Dues for new members will be prorated based on application date made via Austin-Healey Club of America Inc., the national club URL
- C. Annual club dues are payable each year on or before February 1<sup>st</sup> of that year.

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### **Section 3 - Privileges**

Members in good standing shall be entitled to all the privileges of membership in the Club.

## **ARTICLE IV**

### **Meetings**

#### **Section 1 - Annual Meetings**

The Board of Directors shall conduct a meeting in the month of September each year for the purpose of appointing a Nominating Committee for the selection of officer-candidates for the ensuing calendar year, and shall conduct a business and planning meeting in the month of January of each calendar year, with the time and location of each such meeting to be determined by a majority of the Board of Directors.

#### **Section 2 - General Membership Meetings**

The Board of Directors shall set a schedule of general membership meetings during its Annual Meeting and advise all Members in good standing thereof.

#### **Section 3 - Special Meetings**

Special meetings of the Board of Directors may be called at any time by the President or any vice president of the Club, or a majority of the Board of Directors acting with or without a meeting.

#### **Section 4 - Special Events**

The Board of Directors shall set a Schedule of Events for the calendar year during the Board's Annual Meeting. The event planning part of the annual January meeting will be open to all members to attend. Once the coming year's event calendar is set, all Members in good standing thereof shall be advised of the scheduled events.

#### **Section 5 - Place of Meeting**

- A. The Board of Directors shall determine the time and location for general membership meetings and special events during the Board's Annual Meeting and shall advise all Members in good standing thereof.
- B. Special meetings as per section 3 of this Article shall be held at a time and location to be determined by the officer, Directors or Members calling such meeting.

#### **Section 6 - Notice of Meetings**

- A. Unless waived, a written Notice of Meeting of the Board of Directors, either annual or special, stating the day, hour, place, and the purpose thereof, shall be given to each Director not less than two (2) weeks prior to such meeting.
- B. Unless waived, a written Notice of Meeting, either special or general membership, stating the day, hour, place, and purpose thereof, shall be given to each Member not less than two (2) weeks prior to such meeting.

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- C. With respect to any attendee of any meeting described in A or B above, his actual attendance at such meeting shall be deemed a waiver by him of any required written or formal notice,

### **Section 7 - Organization**

- A. At each meeting of the Board of Directors, the President, or in his absence, the first Vice President, or in the absence of the President and the first Vice President, a Chairman chosen by a majority of the Directors present in person or by proxy and entitled to vote, shall act as Chairman, and the Secretary of the Club, or if the Secretary of the Club is not present, any person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting.
  
- B. At each meeting of the members, the President, or in his absence, the first Vice President, or in the absence of the President and the first Vice President, the second Vice President shall act as Chairman, and the Secretary of the Club, or if the Secretary of the Club may not be present, any person whom the Chairman of the meeting shall appoint, shall act as secretary of the meeting.

### **Section 8 - Order of Business**

- A. The Order of Business at all general membership meetings shall be, insofar as practical, as follows:
  - 1. Roll Call, if requested;
  - 2. Proof of Notice of Meeting, if not waived in writing or by the presence of quorum;
  - 3. Review of minutes of the preceding meeting and acting thereon, if requested;
  - 4. Treasurer's report should be giving with income and expenditures during the previous month along with a listing of each check or expenditure for the month, the payee, the amount and a brief description for the reason of the expenditure. If there is a separate bank account being used for an event, such as Conclave or SEC, then a separate report along with a detailed listing of checks issued will be provided to the membership at each meeting.
  - 5. Report of the Board of Directors, if any;
  - 6. Reports of Officers, if any;
  - 7. Reports of Committees, if any;
  - 8. Report of the National Delegate, if any;
  - 9. Report from the SEC meeting, if any;
  - 10. Unfinished business, if any; and
  - 11. New Business, if any.
  
- B. The Order of Business to be followed at any meeting may, however, be changed by a vote of a majority of the members, either present or represented by proxy.

## **ARTICLE V**

### **Board of Directors**

#### **Section I - General Powers**

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The powers of the Club shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors, in accordance with these By Laws, except as otherwise provided by the Laws of the State of North Carolina.

### **Section 2 - Qualification and Number**

- A. Each Director of the Club shall be a Member, or Member's spouse in good standing as outlined in Article 3 Section 1.
  
- B. The Board of Directors shall be comprised of the elected officers. Elected officers are President, First Vice President, Second Vice President, Treasurer, and National Delegate. Previous President may be requested to provide advice on unique circumstances.

### **Section 3 - Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting, provided that if less than a majority of the Officers are present at said meeting, a majority of the Officers present may adjourn the meeting from time to time until further notice.

## **ARTICLE VI**

### **General Provisions**

#### **Section I - Offices**

- A. The Officers of the Club shall be as follows:
  - 1. Elected President;
  - 2. Elected 1st Vice President;
  - 3. Elected 2nd Vice President;
  - 4. Elected Treasurer;
  - 5. Elected National Delegate;
  - 6. Appointed Secretary;
  - 7. Appointed Membership Chairperson
  - 8. Appointed Newsletter Editor
  - 9. Appointed Web Master
  - 10. Appointed Road Side Care

All officer positions shall be recommended by the nominating committee, or any member can request to be considered for any elected officer position, except for the 1st VP and President. The entry for these positions is 2nd VP unless the BOD votes to make an exception.

Appointed positions will continue to hold offices as outlined above but will not be considered voting members of the Board of Directors. Appointed positions are Secretary, Membership Chairperson, Newsletter Editor, Webmaster, and Roadside Care.

The Board of Directors for club voting and decision making will consist of the President, 1st Vice President, 2nd Vice President, Treasurer, and National Delegate. All other officers will be non-voting Board of Directors members. Recommendations made by

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vote or consensus of the Board of Directors require a final review and approval of the club membership.

- B. Any person may hold any two offices concurrently and perform the duties thereof except, that neither of the Offices of President, 1st Vice President or 2nd Vice President shall be held concurrently, nor shall the offices of President , Secretary and Treasurer be held concurrently. However, if a voting decision is required a person holding two office positions, he can only cast one vote.

### **Section 2 - Election, Term(s) of office, Qualification**

- A. The Officers of the Club shall be elected by a majority of the Members in good standing via email vote, for a term of one calendar year, and shall hold office during that period at the pleasure of the Membership. If there is only one person nominated and running for a particular position then that person shall be elected by a majority of the Members in good standing that are present by a voice vote during a prescribed meeting.
- B. At its annual September meeting, the Board of Directors shall appoint a committee for the purpose of nominating a slate of officers for the succeeding year. The committee shall consist of the President the immediate Past President and two other Members in good standing, the latter two shall not be a current officer or director.
- C. All officers must be Members (or a Member's spouse) of good standing in the Club, and if any person who is an officer shall cease to be a Member in good standing of the Club, he shall automatically and immediately cease to be an officer.

### **Section 3 - Additional Officers, Agents, Etc.**

- A. In addition to the Officers mentioned in Section I of this Article, the Club may appoint other officers, committees and agents as the Board of Directors may deem necessary and may appoint. Any such appointee shall act for such period, have such authority, and perform such duties as may be provided in these By Laws, or as the Board of Directors may from time to time determine.
- B. The Board of Directors may delegate to the President the power to appoint such officers, committees or agents.
- C. In the absence of any officer of the Club, the Board of Directors may delegate, for the period of such absence, the powers and duties, or any of them, of such absent Officer to any other officer, or to any Director.

### **Section 4 - Removal**

- A. Any Officer of the Club may be removed, either with or without cause, at any time by resolution adopted by the Board of Directors at any meeting of the Board, provided a properly served Notice of Meeting shall have specified therein that such removal was to be considered. The notice of meeting procedures described in Article IV, Section 6, shall be sufficient for the purposes of any- meeting or meetings conducted to implement or consider actions described in this Section.

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- B. Any Officer appointed not by the Board of Directors but by the President to which the Board shall have delegated the power of appointment may be removed, with or without cause, by the President who made the appointment.

### **Section 5 - Resignations**

- A. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President, or to the Secretary of the Club.
- B. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of any such resignation shall not be necessary to make it effective.

### **Section 6 - Vacancies**

A vacancy in any office because of death, disability, resignation, disqualification, or otherwise, shall be filled by appointment by the Board of Directors for the remainder of the term.

## **ARTICLE VII**

### **Duties of the Officers**

#### **Section I - Elected Office of President**

- A. The President shall manage and have general supervision over the business of the Club and over it's several officers, subject, however to the control of the Board of Directors,
- B. The President shall, if present, preside at all meetings of Members and/or 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 his knowledge which the interests of the Club may require to be brought to the attention of the Board.
- D. The President may sign, execute, and deliver in the name of the Club all bonds, contracts, or other instruments, either when specially authorized by the Board of Directors or when required or deemed necessary or advisable by him/her, in the ordinary conduct of the Club's normal business, except in a case where the signing and execution thereof shall be expressly delegated by these By Laws to some other officer or agent of the Club or shall be required by law or otherwise to be signed or executed by some other officer or agent or person, and he/she may cause the seal of the Club, if any, to be affixed to any instrument requiring same; and, in general, perform all duties incident to the Office of the President and such other duties as from time to time may be assigned to him by the Board of Directors.
- E. In case the President for any reason shall be unable to attend to any of his duties, such duties will be performed by the 1st Vice President of the Club.

#### **Section 2 - Elected Office of 1st Vice President**

- A. The 1<sup>st</sup> Vice President will be responsible for interesting presentations at the business meetings, with a primary focus on tech related topics.

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- B. The 1st Vice President shall perform such duties as are conferred by these By Laws or as may from time to time be assigned by the Board of Directors or the President.
- C. At the request of the President, or in the event of the President's absence or inability to act, the 1st Vice President shall perform all the duties of the President, and when so acting, shall have all of the powers of the President.
- D. Under the circumstances described in c above, the authority of the 1st Vice President to sign in the name of the Club all bonds, contracts, notes, and other instruments, shall be the same as the authority of the President.

### **Section 3 - Elected Office of 2nd Vice President**

- A. The 2<sup>nd</sup> Vice President will act at the direction of the President.
- B. The 2<sup>nd</sup> Vice President shall perform such duties as are conferred by these by laws or as may from time to time be assigned by the Board of Directors or the President.
- C. At the request of the President, or in the event of the President's absence or inability to act, at the request of the 1st vice president, the 2nd vice president shall perform all the duties of the 1<sup>st</sup> Vice President, and when so acting, shall have all of the powers of the 1<sup>st</sup> Vice President.
- D. Under the circumstances described in C above, the authority of the 2nd Vice President to sign in the name of the Club all bonds, contracts, notes, and other instruments, shall be the same as the authority of the President.

### **Section 4 - Appointed Office of Secretary\_**

- A. The Secretary shall keep the minutes of all meetings of the Members and/or the Board of Directors in one or more books provided for that purpose.
- B. The Secretary cannot make changes or deletions to meeting minutes, except for errors made by the Secretary in taking of the minutes. If an Officer or Member request a "change" in the minutes it must be handled by an Addendum to the official meeting minutes. An Addendum to the minutes should be presented for approval in the same manner as the official minutes.
- C. The Secretary shall see that all Notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- D. The Secretary shall be custodian of the Club records and, if one is provided, of the corporate seal of the Club, and shall see that such seal is affixed to all documents to which such seal is required to be affixed and the execution of which on behalf of the Club under its seal is duly authorized in accordance with the provisions of these By-Laws.

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- E. The Secretary shall see that the books, reports, statements, certificates, and all other documents and records of the Club as required by these By-Laws and by applicable law, are properly kept and filed.
- F. The Secretary shall, in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.
- G. In the event the Board of Directors shall elect an Assistant Secretary, they shall perform such duties as are conferred upon them by the officers of the Club or by the Board of Directors. In the absence or the inability of the Secretary to act, the Assistant Secretary shall perform all the duties of the Secretary, and when so acting shall have all the powers of the Secretary.

### **Section 5 - Elected Office of Treasurer**

- A. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine. The premium for any such bond shall be paid for by the Club
- B. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities, notes, contracts, deeds, documents, and all other indicia of title in the Club and valuable effects of the Club, receive and give receipts for moneys due and payable to the Club from any sources whatsoever; deposit all such moneys in the name of the Club in such banks, trust companies, or other depositories as shall be selected by or pursuant to the directions of the Board of Directors, and to do so in a timely manner; cause such funds to be disbursed by checks or drafts on the authorized depositories of the Club, only in a manner consistent with the approved annual budget (if any) and signed as the Board of Directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers in evidence of all moneys disbursed.
- C. The Treasurer shall maintain the Club's status as a Non Profit Social Organization under IRS Section 501 c (7) including annual IRS form 990 Post Card filings, State of North Carolina and/or local filings as required.
- D. The Treasurer shall have the right to request or require reports or statements about any or all financial transaction (s) made in the clubs name by the Board of Directors, the officers or appointed agents acting on behalf of the Club.
- E. Periodic inspection of club accounts may be performed by request of the Board of Directors, but not to exceed two per year, by two appointed club members that are not on the current Board of Directors. Twice a year (January & August) review of current bank balances to reported balances should be made by a Board of Director Member and shall serve as a spot inspection.
- F. The Treasurer, upon receipt from the Membership Chairman, will forward all funds received for national dues with proper identification and credit for national/international membership with which this club is affiliated in a timely manner.
- G. An itemized Treasurer's report will be presented monthly with income and expenditures. The Treasurer will prepare an annual financial statement in October for

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the National Delegate to present to the National Delegates meeting. Treasurers Report should be posted as a document for public consumption, as required for a nonprofit 501 C (7) organization.

- H. The Treasurer shall keep or cause to be kept records and receipts on digital media such as a USB memory stick and maintained for a 3 year period as required by legislation or otherwise noted by the Board of Directors
- I. The Treasurer shall render and report to the President or the Board of Directors, or any club member as requested, a detailed accounting of income and expense of any and all Club accounts, in accordance with standard accounting procedures, Upon the close of each fiscal year, the Treasurer shall make and submit to the Board of Directors the final Balance Sheet and Profit and Loss reports for such fiscal year. Once approved by the BOD, the President should present same at the next Membership Meeting for approval.
- J. The Treasurer shall prepare an Operating Budget for the coming year and present it to the Directors at the annual January meeting for discussion and approval. The President, along with the Treasurer should present the annual operating budget at the first Membership meeting each year for approval.
- K. If a separate Event Bank Account is established, the Treasurer should present a detailed budget to the Board of Directors for approval. A Treasurer's report should be made at each Membership Meeting with income and expenditures during the previous month along with a listing of each check or expenditure for the month, the payee, the amount and a brief description for the reason for the expenditure.
- L. The Treasurer should not write any checks or make any disbursements, from the Club account, or a special event account, to a Member for travel, lodging, or entertainment expenses without the prior vote of the membership regardless of whether the expenditures is for official club business or not. All proposed recipients of such payments are required to abstain from voting. The Treasurer should make a good-faith effort to include such planned expenditures in the original budget to be presented to the Membership for approval, prior to the event. All expected recipients of such funds will be required to abstain from voting.
- M. The Treasurer shall exhibit at all reasonable times all books and other records to any of the Directors, officers or Members of the Club upon reasonable request.
- N. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

### **Section 6 - Elected Office of National Delegate**

- A. The National Delegate shall, as the duly authorized representative of the Club, attend all meetings of the governing body of the national or international organization which the Club is affiliated.

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- B. The National Delegate shall represent the Club to the best of his/her ability, and shall tender all motions, seconds, votes, resolutions, suggestions, arguments, and discussions to the governing body in good conscience. All items on the National Delegates Meeting Agenda should be discussed by the Club's National Delegate at a regularly scheduled Membership Meeting to obtain input from the members prior to the Delegate voting on behalf of the members.
- C. The National Delegate does not have the authority to commit the Club, or even to recommend the Club be an event sponsor or host of a national or regional event without first discussing said event with the membership.
- D. The National Delegate shall report to the Club membership in a timely manner all matters of interest of each such meeting attended by the National Delegate. A written report should be provided to the Club President and the Newsletter Editor for inclusion after each National Delegate's meeting.
- E. The National Delegate shall maintain and update all information received by him/her from any such affiliate organization, and shall exhibit said information to any Director, officer or Member upon reasonable request.
- F. The National Delegate shall in general, perform all duties incident to the Office of Delegate and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

### **Section 7 - Appointed Regalia Chairman**

- A. The Regalia Chairman shall maintain a relationship with the vendor community that supplies the various items to be marketed to the club membership.
- B. The Regalia Chairman shall price regalia items in such a manner as to achieve a reasonable profit margin to at least cover shipping cost and sales tax paid to the vendor.
- C. The Regalia Chairman shall, in a timely manner, forward to the Treasurer of the Club all invoices for items purchased (which invoices shall bear his/her written approval for payment) and all receipts from sales. For the most part regalia sales to club members should be on a preorder basis and not from club inventory.
- D. The Regalia Chairman shall from time to time come up with new ideas for new colors, new styles, and seasonal items to be added to the list of regalia that can be ordered for the membership. It is not necessary to have these items in inventory, but from time to time samples should be purchased to show members at club meetings.
- E. The Regalia Chairman shall prepare an inventory report and a profit/loss statement for regalia sales for the fiscal year and present same to the Board of Directors at its December Meeting.

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- F. The Regalia Chairman shall in general, perform all duties incident to the Office of Regalia Chairman and such other duties as from time to time may be assigned by the President or the Board of Directors.

### **Section 8 - Appointed Membership Chairman**

- A. The Membership Chairman shall maintain a current roster of Members of the Club, including local only members. The Membership Chairman should ensure that the Club's email list stays up to date, including all regular and local only members.
- B. The Membership Chairman shall, on each January first, develop a program to maximize both membership re-enlistments and enlistments of new or inactive members, both Local only and AHCA members.
- C. The Membership Chairman shall send/email all local only Club members a notice of renewal of membership for the coming year.
- D. The Membership Chairman shall forward to the Treasurer of the Club in a timely manner all payments received for Club membership dues as well as those funds collected on behalf of AHCA.
- E. The Membership Chairman shall prepare a Membership Renewal Status Report as current as possible for presentation to the Board of Directors at its January meeting.
- F. The Membership Chairman shall in general, perform all duties incident to the Office of Membership Chairman and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

### **Section 9 - Appointed Newsletter Editor**

- A. On a monthly basis and in a timely manner, the Newsletter Editor shall assemble, edit, and distribute to the membership, the club newsletter in a format as required by these by-laws and any other information that may be of interest to the Members of the Club
- B. The Newsletter Editor shall communicate at his/her discretion with any other Austin-Healey Club(s) or Chapter(s) Newsletter Editor(s), or any other sports car club(s) Newsletter Editor(s) for the purpose of exchanging newsletters in a consistent manner
- C. The Newsletter Editor shall provide a copy of each newsletter issue to each Member, and may distribute other copies, as he/she may deem appropriate.
- D. The Newsletter Editor shall in general, perform, all duties incident to being Newsletter Editor and such duties as from time to time may be assigned to him/her by the President or the Board of Directors

### **Section 10 - Appointed Web Master**

- A. The Web Master shall be responsible for all aspects of the Club's Web Site and Facebook page, including the registration of the site name, the site host, creating and maintaining the content of the site.

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- B. The Web site and Facebook page are the property of the Club and the Web Master should provide the appropriate information to the board of directors so the site maintenance continues in the case the Web Master becomes unable to maintain the web site.

### **Section 11 - Appointed Road Side Care**

- A. Receives and communicates information concerning our Club members about illness, death, births and any family news that would be of interest to other members.
- B. Allows club members to have a point of contact for informing everyone of the situations and avoiding multiple calls, emails, and misinformation. The shared information would be generated by the affected Club member and only at their request and at the consideration of their privacy.

## **Article VIII**

### **Club Seal**

The Board of Directors may designate a club seal, which shall bear the full name of the Club and the words "Seal".

## **ARTICLE IX**

### **Dissolution**

In the event the club dissolution, membership will be notified in writing by Board of Directors of intent to dissolve the club. Upon motion to dissolve, physical assets will be sold at FMV or reasonable offer, any and all remaining debts paid, and remaining funds will be donated to charity.

## **ARTICLE X**

### **By Laws**

#### **Section 1 - General**

These By Laws may be amended, modified, augmented or superseded by the affirmative vote of a majority of the Board of Directors at a duly authorized meeting of the Board, provided that the Notice for such meeting indicates the intention to consider any such (specific) amendments, modifications, augmentations or superseding. The procedures described in Article IV, Section 6, shall be sufficient for the purpose of notice of any meeting or meetings conducted to implement or consider actions described in this Section.