

MINNESOTA TRIUMPHS BY-LAWS

I. NAME

This organization shall be known as Minnesota Triumphs.

II. PURPOSE

The purpose of Minnesota Triumphs (referred to as "*The Club*") is to encourage and promote the preservation, general enjoyment, and maintenance of Triumph automobiles, for educational, recreational, and historic interest. The Club, as a Charter Chapter of the Vintage Triumph Register, encourages participation in the VTR and other regional and national Triumph organizations.

III. MAILING ADDRESS

The Club shall maintain a mailing address at a Post Office Box to be designated and maintained by the current Membership Chair.

IV. MEMBERSHIP

Section 1:

Any person interested in Triumph automobiles may become a member. Ownership of a Triumph automobile is not a prerequisite. All persons who are willing to abide by the rules and regulations of these By-Laws shall be entitled to membership in *The Club*.

Section 2:

Membership shall be considered single (one vote) or couple (2 persons as registered on the membership form with 1 vote, upon payment of an additional \$1.00 fee the second person may vote. Membership shall not be transferable or assignable.

Section 3:

Membership requires payment of annual dues. Any person or couple paying the required dues shall be considered a member with full rights and privileges. The membership year runs January 1 through December 31. Dues shall be payable on or before March 31 of each year. Dues paid by a new member after September 1 of any year shall be effective for the remainder of that year and for the following year. Any person who submits an application and pays the required dues shall be admitted to membership.

Section 4:

Any changes in annual dues may be proposed by the officers at *The Club's* October general meeting and voted on by the membership.

Section 5:

Members may be assessed for the privilege of attending special events offered by *The Club* or other affiliated car club events (e.g. banquet fees, registration for special events, entrance fees.)

Section 6:

The Club, for good cause and after notice and hearing, may suspend or terminate any person from membership or leadership position. Any person may voluntarily resign from membership, but such resignation shall not relieve the member from any obligation to pay assessments or other charges previously accrued and unpaid. (e.g. non-payment of regalia purchased.)

V. CLUB OFFICERS

Section 1:

General: *The Club* shall minimally have as its Board of Directors the Offices of President, Vice President, Treasurer, Secretary, Membership Chair, Newsletter Editor, and Preceding Past President or Member-At-Large. The Officers of *The Club* shall be responsible for the overall direction and guidance of *The Club*. The Board of Directors shall meet at the call of the President.

Term of office shall commence on the day of election, at the annual meeting, and shall run until the end of the following annual meeting.

Section 2:

Officers / Duties: President: The President shall be the principal Executive Officer of *The Club* and shall supervise and conduct all of its business and affairs. The President shall preside at all meetings and may, together with the Secretary, sign any documents or instructions. The President shall perform all duties incident to the office of the President. The term of this office shall be one

(1) year. This position will be limited to no more than two (2) consecutive terms.

Vice President: In the absence of the President, the Vice President shall perform the duties of the President and shall have all the powers and be subject to all the restrictions upon the President.

The Vice President shall also be responsible, in the absence of the Secretary or Treasurer, to perform the duties of the Secretary or Treasurer and shall have all the powers and be subject to all the restrictions upon the Secretary or Treasurer. The term of this office shall be one (1) year. This position will be limited to no more than two (2) consecutive terms.

Treasurer: The Treasurer shall have custody of, and be responsible for, all funds and securities of *The Club*. The Treasurer shall receive and give receipts for all payments to *The Club*, and deposit all such payments in the name of *The Club* in such bank or other depository as the Officers may designate. The Treasurer shall perform all duties incident to the office of Treasurer. The term of this office shall be (1) year. This position will be limited to no more than three (3) consecutive terms.

Secretary: The Secretary shall keep the minutes of *The Club* meetings and provide minutes to the newsletter editor for publication in the monthly newsletter. The Secretary shall be responsible for record of By-Laws, direct all necessary correspondence with all national affiliations, and perform as duties incident to the office of Secretary.

Newsletter Editor: The Editor shall be responsible for *The Club's* newsletter. The Editor shall receive new membership data from the Membership Chair for publication in the Newsletter.

Newsletters shall be published and sent out to the members on a monthly basis, except in November and December, or more frequently if *The Club's* business warrants.

Membership Chair: The Membership Chair shall be responsible for the collection of member dues which will be forwarded to the Treasurer for deposit. The Membership Chair will ensure new membership data is forwarded to the Newsletter Editor. The Membership Chair shall maintain the current club roster, provide address labels for Club mailings and maintain *The Club's* mailing address as defined in Paragraph III of these By-Laws. The Membership Chair shall make available *The Club's* Invitational brochures to all members upon request.

Preceding Past President or Member-at-Large: The Preceding Past President, or Member-at-Large, shall represent the membership at large. This person will provide advice to new officers along with continuity to *The Club*.

Section 3:

Optional Club Positions: The following positions shall be considered advisory positions to the Officers of *The Club*.

Regalia Chair: The Regalia Chair shall be responsible for purchasing Club Regalia, and for inventory control. The Regalia Chair will ensure Regalia is available at Club functions and meetings. The Regalia Chair is responsible for collecting revenue from Regalia purchases, and turning all revenue over to the Treasurer.

Antiquarian: The Antiquarian shall be responsible for the memorabilia and collection of historic Club paraphernalia.

VTR Liaison: The VTR Liaison shall be responsible for communication and instruction with the Vintage Triumph Registry. All correspondence with the VTR shall be shared with *The Club*.

Intermarque Liaison: The Intermarque Liaison shall be responsible for communication between *The Club* and other Intermarque clubs.

Events Chair: The Events Chair shall coordinate and orchestrate the annual calendar of events for any social or motor events as desired by *The Club*.

Tech Session Chair: The Tech Chair shall help coordinate and orchestrate tech sessions. The Tech Chair will ensure that subject matter experts are available during tech sessions.

Committee Chairs: Committee Chairs shall be responsible for the coordination of *The Club's* special activities. All Committee Chairs will report their progress and activities to *The Club* on a monthly basis, or as necessity dictates.

Any elected office vacated during the year will have its position filled by nomination and voted on at the current general meeting.

All Officers and optional Club position members are encouraged and expected to attend monthly meetings. They are also encouraged to attend The Club's calendar of activities.

VI. MEETINGS

Section 1:

General Meetings: General membership meetings will be held on the second Thursday of each month, except November and December, at such location as is designated from time to time by the membership.

Special Meetings: Special meetings of the membership may be called by the President upon reasonable written notice to the membership.

Section 2:

Rules of Order: Robert's Rules of Order and these By-laws shall govern, the conduct of all meetings.

VII. VOTING

Section 1:

General Meetings: Voting of general business may be done without prior Club member notification at any general meeting. This voting may be done by a show of hands. A simple majority will carry the vote. Only members present may vote, no proxy voting.

Section 2:

Annual Meetings: A regular meeting of *The Club* shall be held annually for the nomination of Officers and position Chairs. No member may be nominated for or run for more than one office. These nominations will occur at the regularly scheduled September meeting. Nominations will be posted in the October newsletter along with one (1) absentee ballot, for members unable to attend the October meeting. When voting by absentee ballot, the signed ballot shall be delivered to the Secretary before the October general membership meeting begins. Each absentee ballot shall be counted as a member present in determining the presence of a quorum to conduct the election. The voting for and installation of the new Officers shall occur on the second Thursday in October during the regularly scheduled meeting. Voting for Officers and Chair positions shall be by ballot.

Section 3:

Quorums: Fifteen percent (15%) of the total (individual or couple) memberships shall constitute a quorum for the transaction of general business. If a lesser number is present, a majority of those present may adjourn the meeting to a future time and place.

VIII. GENERAL PROVISIONS

Section 1:

Checks: All checks, drafts, or other orders for the payment of money or evidence of indebtedness of *The Club* shall be signed by either the President, Vice President, or Treasurer. No single Officer or Chair may commit more than \$150, or 10% of the available funds in the treasury, whichever is less, without a 2/3 approval by the Officers, except to pay premiums for liability insurance or publish the newsletter.

Section 2:

Deposits: All funds of *The Club* shall be deposited in the name of *The Club* in such bank or other depository as the Officers may designate. All deposits must be made within 10 days of receipt by the Treasurer.

Section 3:

Contracts: The Officers may authorize any agent of *The Club* to contract and enter into an agreement in the name of *The Club*. Execution and delivery of any agreement in the name of *The Club* may be general or confined to specific terms as stated in Section 1.

Section 4:

Fiscal Year: The Fiscal Year of *The Club* shall begin on January 1 and end on December 31 of each year.

Section 5:

Insurance: *The Club* shall carry a liability insurance policy at all times. Optional liability insurance may be purchased for the purpose of "special events".

IX. DISSOLUTION OF MINNESOTA TRIUMPHS

In the event that it becomes necessary to dissolve Minnesota Triumphs, after the payment of all outstanding debts and expenses, the assets of the club will be distributed to members and/or exempt organizations in accordance with relevant provisions of the Internal Revenue Code.

X. AMENDMENTS OF BY-LAWS

Section 1:

Proposal of By-Law Amendment: Members of *The Club* with voting rights may propose to amend the By-Laws as follows:

1. The Officers may propose an amendment to the By-Laws by setting forth and directing that it be submitted for adoption by the members at a general or special By-Laws meeting, or
2. Any fifteen (15) members, or 10% of the current membership, whichever is less, may set forth a proposed amendment by petition, to be filed in writing with the Secretary of *The Club*.

Section 2:

Procedure to Amend By Members: The proposed amendment shall be submitted by the Secretary to the Officers and Members for their review. Notice of the By-Laws meeting (which may be a general or special meeting) will be published in the newsletter prior to the meeting or by special mailing to the membership. At the By-laws meeting the members present by a two-thirds (2/3) majority, may adopt the amendment.

Section 3:

Procedure to Propose Amendments By Officers:

1. Officers can propose to amend the By-Laws, by a two thirds (2/3) vote.
2. Any proposed amendments to the by-laws as carried by a 2/3 vote of the Officers shall be brought before the general membership for consideration.