

BY-LAWS  
OF  
THE CAROLINAS  
AUSTIN HEALEY CLUB

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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 (hereinafter referred to as the "Club").

#### **Section 2 Organization**

The organization of the Club shall be in compliance with these By Laws.

## ARTICLE 11

### General Objectives

#### The General Objectives of the Club are:

- 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, Privileges, Dues, Etc.,

#### **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 residence for obtaining a valid automobile operator's license,

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### **B. Classes of Membership**

#### **(1) Active**

(a) Any person meeting the requirements set forth in Section I of this Article, who has paid the required Club dues.

#### **(2) Honorary, Annual**

(a) Any person who, on the affirmative vote of a majority of the Board of Directors, is deemed to merit recognition for outstanding service and interest in the Club; and

(b) Annual Honorary Members shall not be required to pay dues for the year of said election, but shall nonetheless have all the privileges of membership in the Club.

#### **(3) Honorary, Lifetime**

(a) Any person who, on the affirmative vote of a majority of the Board of Directors, is deemed to merit recognition for outstanding service and interest in the Club; and

(b) Lifetime Honorary Members shall be Members for Life and shall not be required to pay dues, but shall nonetheless have all the privileges of membership in the Club.

### **C. Application**

All persons seeking membership in the Club must prepare and present in writing to either the Club Membership Chairperson or the Club Secretary an application, the contents of which shall be determined by the Board of Directors.

### **D. Term**

The membership year of the Club shall be the calendar year.

### **E. Resignation**

Any Member may resign their membership by submitting a resignation in writing to the Club Secretary, and such resignation shall become effective upon receipt thereof.

### **F. Responsibilities**

(1) 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, 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 a 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.

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- (2) To pay such dues or assessments as are levied to the membership by the Board of Directors.

### **Section 2 Dues**

- A. Annual dues for membership in the Club shall be determined from time to time by the Board of Directors.
- B. The dues period shall be the same as the Club membership year.
- C. Annual dues are payable each year on or before February 1 for a Member to be in good standing.

### **Section 3 Privileges**

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

### **Section 4 Membership Expiration**

- A. Any Member whose dues are not paid by March 15 of each year shall automatically be dropped from the membership roll,
- B. Any Member whose membership has expired may be reinstated to a position of good standing upon payment of dues as required by the Board of Directors.

### **Section 5 Membership Suspension**

#### **A. Grounds**

Any Member may be suspended from active participation in the Club and from all attendant privileges of membership by a majority vote of the Board of Directors, upon the showing of an intentional violation of the Club rules and regulations, or of these By Laws, or for other good cause shown.

#### **B. Duration**

The term of suspension shall be determined by a majority vote of the Board of Directors.

#### **C. Hearing**

Prior to formal suspension, the Member to be suspended shall be given a reasonable opportunity to be heard by the Board of Directors.

#### **D. Appeal**

Prior to final suspension, the Member to be suspended shall have the right to appeal the suspension to a majority vote of the Club membership,

#### **E. Notification By Club**

Suspension of any Member from the Club shall require immediate notification by the Club Secretary to the Secretary of the Austin Healey Club of America, Inc., recommending suspension of the Member from that organization as well.

## **ARTICLE IV**

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### **Meetings**

#### **Section I Annual Meetings**

The Board of Directors shall conduct a meeting in the month September of each year for the purpose of appointing a nominating committee for the selection of officer-candidates for the ensuring calendar year, and shall conduct the annual business 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**

- A. 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.
- B. A Special Meeting of the general membership 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, or one-fourth of all active Members.

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

The Board of Directors shall set a Schedule of Events for the calendar year during the Board's Annual Meeting and shall advise all Members in good standing thereof,

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

#### **Section 7 Organization**

- A. At each meeting of the Board of Directors, the President, or in his/her absence, the first Vice President, or in the absence of the President and the first Vice President, a Chairman

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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/her 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 a quorum;
  - (3) Reading of minutes of the preceding meeting and acting thereon, if requested;
  - (4) Report of the Board of Directors, if any;
  - (5) Reports of Officers, if any;
  - (6) Reports of Committees, if any;
  - (7) Unfinished business, if any; and
  - (8) 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**

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 in good standing.
- B. The Board of Directors shall be comprised of the elected officers and the immediate past president.

#### **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

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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) President;
- (2) 1st Vice President;
- (3) 2nd Vice President;
- (4) Secretary;
- (5) Treasurer;
- (6) Delegate;
- (7) Regalia Chairman;
- (8) Membership Chairman
- (9) Newsletter Editor
- (10) Web Master

B. Any person may hold any two offices concurrently and perform the duties thereof except, that neither of the Offices of President, 1<sup>st</sup> Vice President or 2<sup>nd</sup> Vice President shall be held concurrently, nor shall the offices of President and Secretary be held concurrently.

##### **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 voice vote during a prescribed meeting for a term of one calendar year, and shall hold office during that period at the pleasure of the Membership.

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 later two shall not be a current officer or director.

C. All officers must be members 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 have such 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.

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- 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.
  
- 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.

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### ARTICLE VII

#### Duties of the Officers

##### **Section I Office of President**

- A. The President shall manage and have general supervision over the business of the Club and over its 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 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 by the Board of Directors.
- D. In case the President for any reason shall be unable to attend to any of his/her duties, the 1st Vice President of the Club will perform such duties.

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

- A. The 1<sup>st</sup> Vice President will be responsible for arranging programs of interest for the business meetings.
- 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 1<sup>st</sup> 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 1<sup>st</sup> 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 Office of 2nd Vice President**

- A. The 2<sup>nd</sup> Vice President will see that the attendance records for all events are collected and tally the participation points of each club member.

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- 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 1<sup>st</sup> vice president, the 2<sup>nd</sup> 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 2<sup>nd</sup> 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 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 shall see that all Notices are duly given in accordance with the provisions of these By Laws or as required by law.
- C. 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.
- D. 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.
- E. 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.
- F. In the event the Board of Directors shall elect an Assistant Secretary; they shall perform such duties as are conferred upon him/her 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 Office of Treasurer**

- A. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her 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

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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 have the right-to require from time to time reports or statements giving such information as he/she may desire with respect to any and all financial transactions of the Board of Directors, the officers or any agents transacting same.
- D. The Treasurer shall (if applicable), periodically forward to the Secretary of the national / international organization, if any, with which this Club may be affiliated, all funds received for national dues, with proper identification and credit for national / international organization Membership.
- E. The Treasurer shall keep or cause to be kept, at the principal office of the Club, or such other office or offices as the Board of Directors shall from time to time designate, correct records of the business and transactions of the Club, and exhibit such records to any Director or Member of the Club upon their application at such office.
- F. The Treasurer shall render to the President or the Board of Directors, whenever they required to do so, an account of the financial condition of the Club and of all his/her transactions as Treasurer and, as soon as may be feasible after the close of each fiscal year, the Treasurer shall make and submit to the Board of Directors a like report for such fiscal year.
- G. The Treasurer shall exhibit at all reasonable times the club books and other records to any of the Directors, officers or Members of the Club upon reasonable request.
- 1. 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 Office of Delegate**

- A. The Delegate shall, as the duly authorized representative of the Club, attend all meetings of the governing body of any national or international organization with which the Club is affiliated.
- B. The 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.
- C. The Delegate shall report to the Club membership in a timely manner all matters of interest of each such meeting attended by the Delegate
- D. The 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.
- E. The 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 by the President or the Board of Directors.

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### **Section 7 Office Regalia Chairman**

- A. The Regalia Chairman shall maintain an appropriate inventory (for retail sales) of items for purchase by the Members.
- B. The Regalia Chairman shall maintain a reasonable profit margin on items sold.
- 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. Purchase of inventory may not exceed a maximum amount set by resolution of the Board of Directors.
- D. The Regalia Chairman shall from time to time poll the Club membership for suggestions of items to be added to or deleted from the inventory.
- 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 January Meeting.
- 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 Office of Membership Chairman**

- A. The Membership Chairman shall maintain a current roster of Members of the Club.
- B. The Membership Chairman shall, on each January first, begin a program to maximize both membership re-enlistments and enlistment's of new or inactive members.
- C. The Membership Chairman shall forward to the Treasurer of the Club in a timely manner all payments received for membership dues.
- D. 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.
- E. 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 by the President or the Board of Directors.

### **Section 9 Office of Newsletter Editor**

- A. On a monthly basis and in a timely manner, the Newsletter Editor shall assemble, edit, reproduce, and mail to the membership, in an appropriate format as he/she may design, information as 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 Area 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

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- C. The Newsletter Editor shall provide one 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 the Office of 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 Office of Web Master**

- A. The Web Master shall be responsible for all aspects of the Club's Web Site, including the registration of the site name, the site host, creating and maintaining the content of the site.
- B. The Web site is the property of the Club and the Web Master should provide the appropriate information to the board of directors so the site could be continued in the case that the Web Master becomes unable to maintain the web site.

## ARTICLE VIII

### Section I 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

### 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.