

**BY-LAWS**  
**CAPE COD BRITISH CAR CLUB, LTD.**

**ARTICLE ONE**  
**NAME**

The name of this corporation shall be CAPE COD BRITISH CAR CLUB, LTD.

**ARTICLE TWO**  
**PRINCIPAL OFFICE**

The principal office of the corporation shall be located in Massachusetts.

**ARTICLE THREE**  
**PURPOSES**

The purposes for which the corporation is formed are to operate and function exclusively as a non-profit corporation promoting social intercourse among its members with all the rights, powers and privileges permitted and conferred by Chapter 180 of the General Laws, as may be amended from time to time, and more particularly to purchase, hold, control, operate and convey any real or personal property exclusively for the pleasure, recreation and education of its members and to maintain a meeting place for its members. No part of the earnings of the corporation shall inure to the benefit of any particular member.

**ARTICLE FOUR**  
**CORPORATE SEAL**

The Board of Governors of this corporation may adopt and alter a seal, which may be engraved, printed, impressed, or otherwise affixed to any contract, conveyance or other instrument executed by the corporation.

**ARTICLE FIVE**  
**OFFICERS OF THE CORPORATION**

Section 1. The officers of this corporation shall be a President, an Immediate Past President, a Vice-President, a Clerk and a Treasurer.

Section 2. At the final Board meeting of each year, and before June 1, the officers of the corporation shall be elected. The President, Vice-President, Clerk and Treasurer shall be elected for a one-year term.

Section 3. It shall be the duty of the President to preside at all meetings of the corporation and of the Board of Governors, of which he or she shall be a member.

Section 4. It shall be the duty of the Vice President, in the absence or inability of the President, to perform the duties of the President.

Section 5. It shall be the duty of the Clerk to give notice of all meetings of the corporation and of the Board of Governors and to keep the minutes of such meetings. He or she shall keep the records of the corporation and conduct its correspondence, and be the keeper of its seal.

Section 6. It shall be the duty of the Treasurer to collect all dues and other income of the corporation; to pay all bills authorized by the Board of Governors; to keep the accounts of the corporation and report thereon at each regular meeting of the Board of Governors, of which he or she shall, ex officio, be a member, and at the annual meeting of the corporation. The Treasurer, with the concurrence of the Board of Governors, is authorized to delegate to any appropriate officials or services the mechanics of collection of dues and other income and to pay bills. The Treasurer will also be an ex officio member of the Budget and Finance Committee, which, if it is constituted, will annually audit the Treasurer's accounts.

## **ARTICLE SIX** **BOARD OF GOVERNORS**

Section 1. The Board of Governors shall consist of the President, the Immediate Past President, the Vice-President, the Clerk, the Treasurer and six others, three of whom shall be elected at each annual meeting of the corporation for the term of two years following their election and until their duly elected successors take office. For purposes of transition, the three Board of Governors candidates with the highest number of votes at the corporation's first election will serve for a two-year term and the three Board of Governors candidates with the next highest votes will serve for a one-year term.

Section 2. The powers and duties of the Board shall be as follows:

- A. The Board shall have general charge of the affairs, funds and property of the corporation. The Board shall establish a written set of corporate guidelines. Its powers shall include, but not be limited to, the power to appoint or dismiss employees and special committees, purchase supplies and regulate prices. The Board shall exercise all powers of the corporation as are not by law or by these by-laws required to be otherwise exercised and the Board shall have the powers of directors pursuant to the corporate laws of Massachusetts.
- B. The Board shall submit, at each annual meeting, a general report of the affairs of the corporation.
- C. The Board may fill any vacancy in its membership by appointment of a member to hold office until the next annual election and until his or her successor is elected.
- D. The Board of Governors shall meet at least quarterly and at such other times as ordered by the President or by written request agreed to be a majority of the Board of Governors.

## **ARTICLE SEVEN** **MEMBERS OF THE CORPORATION**

Section 1. There shall be one category of membership as follows:

The HOUSEHOLD MEMBERSHIP category of the Club shall include all current dues paying members, and their spouses or domestic partners, if any.

Section 2. All persons who are members of the Cape Cod British Car Club, so-called, at the effective date of the establishment of this corporation shall, as of such effective date, become members in the Household Membership category of this corporation without election. After the date in 2007 when changes to the by-laws are adopted, all former and new members will be described by the new membership category.

## **ARTICLE EIGHT**

### **DUES**

Section 1. The annual dues to be paid by members shall be determined by the Board of Governors. Such dues shall be payable annually by the last day of December. Members joining after July 1 shall pay their annual dues based upon a 60% pro-rata basis for the remainder of the year in which they join.

Section 2. Annual dues are considered per household, with one eligible vote allowed per each Household Membership. More than one person per household is allowed to pay dues, hold a Household Membership and cast a vote at meetings of the corporation.

## **ARTICLE NINE**

### **MEETINGS OF THE MEMBERSHIP**

Section 1. The members of the corporation shall meet annually for the election of officers and Board of Governors and for the transaction of other business on such date in May as may be specified by the Board of Governors. The term of officers so elected shall begin immediately. Notice of the annual meeting shall be posted on the corporation's website and shall be e-mailed to members at least two weeks in advance of the meeting. The Clerk shall provide such notice using US postage for those members that provide him or her with prior notice that they require non-electronic communications.

Section 2. The Board of Governors shall, at least ninety (90) days prior to each annual meeting of the corporation, appoint members from the corporation at large to a nominating committee of five whose names and contact information shall be immediately posted on the corporation's website. This nominating committee shall, at least ten (10) days before the annual meeting, provide the Clerk with a ticket of candidates for the offices to be filled. The Clerk shall, cause the committee's proposed ticket and the names of any other candidates when received by him or her to be posted on the corporation's website. The Clerk shall provide such notice using US postage for those members that provide him or her with prior notice that they require non-electronic communications

Section 3. Special business meetings of the corporation may be called at any time by the President or the Board of Governors, after receiving a two-thirds vote of support from the Board of Governors and shall be called by the Clerk, or in case of the Clerk's death, absence, incapacity or refusal, by any other officer upon written application of three or more members entitled to vote thereat specifying the object of such meeting. A notice of such meeting stating the object for which it is called, shall be posted on the corporation's website. The Clerk shall provide such notice using US postage for those members that provide him or her with prior notice that they require non-electronic communications. All notices whether electronic or via US mail shall be

given at least two weeks in advance, and no subject of which notice shall not have been so given shall be considered at such meeting.

Section 4. One member shall constitute a quorum at any meeting of the corporation.

Section 5. Voting by proxy shall not be permitted at any meeting.

#### **ARTICLE TEN** **FISCAL YEAR**

The fiscal year of the corporation shall is January 1 through December 31.

#### **ARTICLE ELEVEN** **EXECUTION OF DOCUMENTS**

Except as authorized by the Board of Governors in particular cases, all deeds, leases, transfers, contracts, notes, and other obligations except checks made, accepted or endorsed by the corporation shall be signed by the president. Any recordable instrument purporting to affect an interest in real estate executed in the name of the corporation by two of its officers, one of whom is President or Vice President and the other is the Treasurer, shall be binding upon the corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding and inconsistent provisions of the Articles of Organization, by-laws, resolutions or votes of the corporation.

Except as authorized by the Board of Governors in particular cases or for particular bank accounts, all checks of the corporation shall be signed by the Treasurer.

#### **ARTICLE TWELVE** **INVESTMENTS**

The corporation shall have the right to retain all or any part of any securities or properties acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Governors without being restricted to the class of investments which a Governor is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such is a prohibited transaction or would result in the denial of tax exemption under the Internal Revenue Code, Section 501 (c), or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE THIRTEEN**  
**EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these by-laws, no member, Governor, officer, employee or representative of this corporation shall take any action or carry on any activity for or on behalf of this corporation not permitted to be taken or carried on by an organization exempt under the Internal Revenue Code and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Governors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organizations. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign behalf of any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

Upon the dissolution of the corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Governors shall determine or as shall be determined by the Supreme Judicial Court of Massachusetts.

**ARTICLE FOURTEEN**  
**AMENDMENTS**

These by-laws may be amended by a vote of two-thirds of the members present at the annual meeting of the corporation, provided a quorum is present; but no proposed amendment shall be voted upon unless a copy thereof shall have been furnished to the clerk at least three weeks before the meeting of which action is to be taken thereon. The clerk shall thereupon cause the proposed amendment to be posted on the corporation's website and the notice shall be e-mailed to members at least two weeks in advance of the meeting. The Clerk shall provide such notice using US postage for those members that provide him or her with prior notice that they require non-electronic communications.

Originally adopted at the Annual Meeting on May 19, 2007.