

# FLATWATER AUSTIN HEALEY CLUB BY-LAWS

## ARTICLE I

### **Name and Organization:**

#### **Section 1 -Name**

The name of the Club shall be the Flatwater Austin-Healey Club of Nebraska and Western Iowa, hereafter referred to as "FAHC". It is a chapter of the Austin-Healey Club of America, hereafter referred to as "the National Club".

#### **Section 2 - Logo**

The official FAHC Logo, as shown here, should be used whenever possible.



## ARTICLE II

### **Purpose and General Objectives:**

The purpose of FAHC is for the appreciation, promotion, preservation, and enjoyment of the automobiles designed and built in the British Heritage.

The general objectives of the FAHC are:

- A. The maintenance of the highest standards of courtesy and safety on the roads.
- B. The enjoyment and sharing of good will and fellowship engendered by owning an Austin-Healey automobile or other vehicles of British heritage and engaging in such social and other events as may be agreeable to the membership.
- C. The maintenance of the highest standards of operation and performance of the various marques by sharing and exchanging technical and mechanical information.
- D. The interchange of ideas and suggestions with other Austin-Healey Clubs throughout the world C. and in such cooperation as may be desirable.

E. The establishment of such mutually cooperative relationships with other Clubs as may be desirable.

### **ARTICLE III**

#### **Membership. Privileges. Dues:**

##### **Section 1 - Membership - General Requirements**

Membership in the FAHC shall be available to all owners of Austin-Healey or other British automobiles and to all other persons interested in the Club and its objectives. All members must be at least 16 years of age.

##### **Section 2 - Class of Membership**

Four classes of membership shall exist in the Club:

A. National – These are members of both the National Club and FAHC. Only these members shall be eligible to serve as FAHC Officers that are required by the National Club.

B. Local – These are members of FAHC only. They have voting rights, and may nominate persons for any office though they may not hold offices required by the National Club.

C. Lifetime - any person who, on the affirmative vote of three-fourths of the Officers; is deemed to merit extraordinary recognition for outstanding service and interest in the Club. Lifetime members shall be members for life and shall not be required to pay dues, but shall have all of the privileges of a local member of the FAHC.

D. Honorary - any person who, on the affirmative vote of three-fourths of Officers; is deemed to merit recognition for outstanding service and interest in the Club. Honorary members shall be members for one year and shall not be required to pay dues, but shall have all the privileges of a local member of the FAHC.

##### **Section 3 - Applications**

All persons seeking membership in the Club must make application to the Membership Chair.

##### **Section 4 - Privileges**

Members in good standing shall be entitled to all the privileges of the Club, in accordance with their class of membership.

##### **Section 5 - Dues**

The Officers shall determine annual dues for local membership. National dues paid through the Club shall be forwarded by the Club in a timely manner to the Vice President/Membership of the National Club along with applicable documentation.

### **Section 6 - Membership Year**

The membership year shall begin on October 1 of each calendar year and run through September 30 of the following calendar year. Annual dues for renewal of memberships are due and payable each year by September 1 for members to remain in good standing and shall be delinquent as of October 1.

### **Section 7 - Resignations**

Any member may resign by submitting his or her resignation in writing to the Membership Chair of the Club and such resignation shall become effective upon receipt. No refunds of dues, either in full or pro-rated, will be given.

## **ARTICLE IV**

### **Meetings:**

#### **Section 1 - Annual Meeting**

The Annual Meeting shall be held in December of each year at such site and date as shall be proposed by the President and agreed to by a majority of the Officers.

#### **Section 2 – Regularly Scheduled Meeting**

Regular scheduled meetings shall be determined by the Officers and will be open to all members.

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

Any meetings of the membership and/or Officers other than those identified in Sections 1 and 2 of this Article shall be deemed to be a Special Meeting. A Special Meeting may be called at any time subject to the requirements for notices of meetings by the President, or a quorum of the Officers, or by written petitions by at least one-fourth of all members delivered to the Officers of the FAHC.

#### **Section 4 - Place of Meetings**

The place of all meetings shall be determined by the FAHC Officers, calling said meeting in accordance with these By-laws

#### **Section 5 - Notices of Meetings**

Unless waived, a written notice of each meeting, stating the type of meeting, day(s), hour(s), place and purpose(s) thereof shall be given to each member, not less than two (2) weeks prior to such meeting.

### **Section 6 - Organization**

A quorum of Officers must be present to conduct an official meeting of the Club. A quorum of Officers for conducting club meetings shall be more than one-half the body of Officers. At each meeting, the President if present; or in the absence of the President, the next highest- ranking officer in attendance, shall act as presiding officer. The Secretary of the FAHC; or if the Secretary of the FAHC is not present, any person whom the presiding officer of the meeting shall appoint, shall act as Secretary of the meeting.

### **Section 7 – Voting**

Each paid membership shall have not more than two votes regardless of national and/or local membership. A membership shall include one individual or two individuals in the same household. Voting rights shall be determined by how the Membership Form is completed. If no “spouse/other” is identified on the membership form, the membership will be considered one individual with one vote. If a “spouse/other” is identified on the membership form, the membership will be considered as two individuals with each individual entitled to a vote. In the event of a tie vote the most senior Officer in attendance shall cast a second vote to decide all voting matters of the FAHC, excluding the vote for elections of officers. Proxy voting is prohibited.

### **Section 8 - Conduct of Business**

All meetings and FAHC proceedings shall be conducted in accordance with Robert’s Rules of Order, Revised, in all other matters of business not specifically addressed in these bylaws.

## **ARTICLE V**

### **Officers of the FAHC:**

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

The Officers of the FAHC shall be, in descending order, a President, a Vice-President, Treasurer, recording Secretary, National Delegate, two Officers at-large, Newsletter Editor, and the immediate Past-President. All officers are to be elected by a majority vote of the local membership. No person may be elected to hold more than one office at a time. (Amended 12/20/2009)

#### **Section 2 – Qualifications of Officers**

The Officers of the FAHC required by the National Club shall be National members. All Officers must be members in good standing, and if any officer shall cease to be a member in good standing, such officer shall cease to hold such office, which shall immediately become vacant.

### **Section 3 – Election of Officers**

A. Nominations - Nominations for Officers will be opened in September each year. Nominations will not be accepted after the published deadline in October. All nominations shall be submitted to the Elections Committee. All candidates accepting nomination for office will have their names printed in the Flatwater newsletter or other published notification distributed to the membership.

B. Ballots - All elected positions shall appear on the ballot. A space for a “write-in” vote shall be provided on the ballot. Ballots will be printed and mailed to each member household. All ballots are to be returned before the December Meeting. All ballots returned must have the signature of each voting member on the outside flap of the envelope. Voting will be by ballot only. In the case of a tie vote, a second ballot will be mailed.

C. Elections - FAHC Officers shall be elected based on a simple majority vote among the ballots returned by the deadline date. All ballots shall be returned to the Election Committee whose return address shall be designated on the ballot. All ballots shall remain unopened until the December meeting. The Election Committee shall open the ballots and tabulate the results at the December meeting in the presence of the membership.

D. Vacancies or Resignations - In the event of a FAHC office vacancy, the officers may appoint, by simple majority vote of the officers present, a member in good standing to the vacant office. The appointee shall serve until such time as a special or regular election may be held, and then must stand for election in their own right.

### **Section 4 – Terms of Office**

Officers will serve for a period of one year (January through December). Officers can be re-elected to the same office for a second term but cannot serve more than two consecutive terms in the same position. The Past-President's term shall parallel that of the President. The Newsletter Editor shall be excluded from the term limits of the other officers. (Amended 12/20/2009)

### **Section 5 - Resignations**

Any Officer may resign at any time by giving written notice to the President, or to the Secretary of the Club. Any such resignations shall take effect at the time specified therein.

## **ARTICLE VI**

## **Committees of the FAHC:**

Committee chairpersons are to be named as needed by the Officers. Each of the committees must make a regular report of their activities to the President of the FAHC who will then report to the officers regarding such activities.

A. Events Committee – It shall be the responsibility of the Events Committee to administer the organization of all FAHC events.

B. Elections Committee - It shall be the duty of this committee to administer the election of the officers of FAHC. In August of each year an Elections Committee of three (3) members shall be appointed by a majority vote of the officers. No current officer shall sit on this committee. This committee shall solicit and receive nominations of candidates for all offices and create the official ballot from all nominations received. The committee will poll each nominee as to his or her willingness to serve before creating the official ballot.

C. Membership Committee – Membership Committee shall have the duty of soliciting new members, accepting membership applications, and keeping all membership records

D. Auditing Committee - An Auditing Committee of three (3) members shall be appointed by a majority vote of the officers. It shall be the duty of this committee to audit the Treasurer's accounts at the close of the year or upon the appointment or election of a new Treasurer.

E. Sunshine Committee - When directed by the President or the officers of the FAHC, the Sunshine Committee shall endeavor to communicate the condolences and congratulations of the entire FAHC to members or member families.

F. Public Relations Committee - It shall be the duty of the Public Relations Committee to maintain contact and communications between the FAHC and other Automotive Clubs in order to promote mutually cooperative relationships. It shall also be the responsibility of the Public Relations committee to promote the FAHC to regional and national media.

G. Regalia Committee - It shall be the duty of the Regalia Committee to ensure that a supply of FAHC Regalia, including articles of clothing and other items bearing the FAHC logo, be made available to the members. The officers must approve purchases of such items for the FAHC.

H. Additional Committees - The FAHC may have such other chairs, committees, agents, and factors as the Officers may deem necessary and may appoint; each of whom or each member of which shall serve for such period, have such authority, and perform such duties as may be provided in the Bylaws, or as the Officers may delegate to such chairs, committees, agents, or factors. The Officers may delegate to any chair, agent, or committee the power to appoint any subordinate agents.

## **ARTICLE VII**

## **Duties of the Officers:**

All officers are expected to attend all regularly scheduled FAHC events and officers meetings. The officers may, by a majority vote, declare an office to be vacant if an officer fails to appear at three consecutive officers meetings.

### **Section 1 - The President**

A. The President shall manage and have general supervision over the business of the FAHC.

B. The President shall if present, preside at all meetings, and at such meetings will relay committee reports to the officers. The President shall see that all orders and resolutions of the FAHC are carried into effect.

C. Each newsletter shall contain a President's Report relating to the local membership all matters within his or her knowledge, which the interests of the FAHC may require.

D. The President may sign, execute, and deliver in the name of the FAHC all bonds, contracts, or other instruments either when specially authorized or when required or deemed necessary or advisable to him or her in the ordinary conduct of the FAHC's normal business, except in cases where the signing and execution thereof shall be expressly delegated by these Bylaws to some other officer or agent of the FAHC or shall be required by law or otherwise to be signed or executed by some other officer or agent.

### **Section 2 - Vice-President**

The Vice-President shall perform such duties as are conferred upon him or her by the

By-laws of this FAHC, or as may from time to time be assigned to the Vice-President by the President, or the Officers. At the request of the President, or in his or her absence or disability, the Vice-President shall perform all the duties of the President; and when so acting, shall have all the powers of the President.

### **Section 3 - The Treasurer**

The Treasurer shall:

A. Have charge and custody of, and be responsible for, all funds, securities, notices, contracts, deeds, documents, and all other indicia of title in the FAHC and valuable effects of the FAHC. Receive and give receipts for moneys due and payable to the Club from any resources whatsoever. Deposit all such moneys in the name of the FAHC in such banks, trust companies, or other depositories as shall be selected by or pursuant to the directions of the Officers. Cause such funds to be disbursed by checks or drafts on the authorized depositories of the FAHC. Be responsible for the accuracy of the amounts of and cause to be preserved proper vouchers for all moneys to be disbursed.

B. Have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Club from the Officers or agents transacting the same.

C. Keep or cause to be kept correct records of the business and transactions of the Club.

D. Render an account of the financial condition of the FAHC and of all of his or her transactions as Treasurer and, as soon as may be after the close of each fiscal year, make and submit to the Officers a like report for such fiscal year.

E. Exhibit at each officer's meeting his or her cash books and other records to any of the Officers of the FAHC.

#### **Section 4 - The Secretary**

The Secretary shall:

A. Keep the minutes of all meetings.

B. Keep a record of member attendance at all FAHC events, and record the results of any competition events.

C. See that all notices are duly given in accordance with the provisions of this Code of By-laws or as required by law.

D. Be custodian of the FAHC records.

E. See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

F. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Officers.

#### **Section 5 – National Delegate**

The Delegate shall:

A. Function as the primary communicator between the Flatwater Austin Healey FAHC and the Austin Healey Club of America.

B. Report election results to the National Club secretary.

C. Agree to attend one National Delegate meeting. (FAHC may partially support attendance at these meetings. The extent of financial support shall be determined by the officers based on the funds available.)



D. Perform all duties as may from time to time be assigned to him or her by the President or the Officers.

### **Section 6 – Officers At Large**

The Officers at Large shall:

- A. Act as representatives of the membership at large.
- B. Perform all duties as may from time to time be assigned to him by the President or the Officers.

### **Section 7 - Immediate Past-President**

The past President shall provide continuity between the immediate past administration and the current club officers. (Amended 12/20/2009)

### **Section 8 - Newsletter Editor**

The Newsletter Editor shall have overall responsibility for the collection, preparation and dissemination of the club newsletter. (Amended 12/20/2009)

## **ARTICLE VIII**

### **Amendment of these By-Laws:**

These By-laws may be amended or added to, or repealed and superseded by new By-laws, at any Special Meeting of the Club in the notice of which the intention to consider such amendment, addition, or repeal is stated and meets notification of meetings guidelines set out in these Bylaws.

Any member in good standing may propose an amendment to the bylaws by submitting such proposal with his or her signature and the signature of nine or more members in support of the amendment in writing to the Secretary of the FAHC. A special committee consisting of the current officers and up to two members proposing the amendment shall review the proposal submitted by the member(s). This committee will create a final draft of the proposed amendment to be submitted to the membership for a vote by mail-in ballot in general conformance to the procedures established for the election of officers. The proposed amendment shall require a majority of the votes cast for approval.