

BYLAWS
of the
CAPITAL AREA AUSTIN-HEALEY CLUB, INC.
(As Amended April 26, 2009)

ARTICLE I
GENERAL

Section 1. Name: The name of the club shall be CAPITAL AREA AUSTIN-HEALEY CLUB, INC. (“the Club”).

Section 2. Parent Club: The Club was incorporated in 2001 as an "Area Club" (chapter) of the Austin-Healey Club of America, Inc., P.O. Box 3220, Monroe, NC 28111-3220, hereinafter referred to as the National Club.

Section 3. Purpose: The Club is dedicated to the enjoyment and preservation of Austin Healeys, as well as furthering the interests of owners of all Austin-Healeys and other Healey marque automobiles and boats. To this end, the Club shall promote social and driving activities along with the exchange of technical information.

Section 4. Policy: No member of the Club shall use the name of the Club for any advertising, promotion, endorsement of products or services, or like purposes. This does not preclude the Club's Officers from advertising or promoting Club events and activities including the sale of Club regalia.

Section 5. Notices and Communications: For purposes of these Bylaws, any notice, report or other communication, including but not limited to the Club’s Newsletter, sent via the Club’s entire email list (to which any Member can subscribe) shall be sufficient notice to the Members. Notices of meetings, reports, or other communications also may be posted to the Club’s website.

ARTICLE II

RELATIONSHIP TO THE NATIONAL CLUB

As an Area Club, the Club has the following obligations:

- A. Comply with the Bylaws of the National Club.
- B. Exercise good faith and provide assistance to other Area Clubs
- C. Prepare and submit an annual financial statement to the members of the Club (the “Members”) and to the Board of Delegates of the National Club

- D. Participate at the annual conclave event as may be determined by the Board of Delegates of the National Club
- E. Assess and collect dues for the Club and the National Club
- F. Provide a Delegate to represent the Club at meetings of the Board of Delegates of the National Club (the “Club Delegate”). Such Delegate’s transportation and other related expenses, if any, shall be approved by the Board of Directors prior to incurring such expenses.

ARTICLE III

MEMBERSHIP AND DUES

Section 1. Membership Eligibility: Membership in the Club is open to anyone with an interest in Austin-Healeys and other Healey marque automobiles or boats. Ownership of an Austin-Healey is not required.

Section 2. Membership Dues: The Board of Directors shall establish the annual dues for each Member. Dues, including dues for the National Club, shall be payable to the Club. Dues are not subject to refunds.

ARTICLE IV

MEETINGS

Section 1. Annual General Meeting: An Annual General Meeting (“AGM”) shall be held at a time and place determined by the Board of Directors. The purpose of the AGM is the election of Directors/Officers of the Club and to conduct any other appropriate Club business. A quorum shall consist of at least three (3) Directors and as many additional Members as may attend. Notice of the AGM shall be sent to the Members in electronic format at least three (3) weeks in advance of the AGM.

Section 2. Agenda for AGM: The order of business shall include:

- A. Reading of the minutes of the last business or other meeting of the Members
- B. Remarks by the President
- C. Report of the Treasurer
- D. Report of the Club Delegate
- E. Nomination, Discussion and Certification of Nominees for Election as Officers of the Club

- F. Election of Officers (who shall serve as Directors)
- G. Old Business
- H. New Business
- I. Adjournment.

Section 3. Business Meetings: The President shall call and convene at least one (1) Business meeting per calendar quarter. One of such Meetings may be the AGM. A quorum for a Business, Special, or other Meeting shall consist of any combination of three (3) Directors and any additional Members as may attend. All meetings shall be open to all Members.

Section 4. Special or Other Meetings: The President shall call and convene other meetings, including but not limited to social meetings, as he or she may deem necessary and appropriate.

Section 5. Voting: The underlying principle shall be “one dues, one vote”. Each Member in Good Standing (i.e., dues paid currently) shall be entitled to cast one (1) vote upon all questions presented for action at any meeting of the Members. There may be more than one Member in Good Standing in a family group. (e.g., each spouse may be a Member; a parent and child may each be a Member, etc.). Any Member may authorize (oral or written) any other Member to cast his or her vote by proxy. The authorized Member shall announce his or her authorization to the Members after the Meeting has been convened.

ARTICLE V
DIRECTORS
BOARD OF DIRECTORS

Section 1. Board of Directors: The Club shall be managed by its Board of Directors. The Board of Directors shall not exceed seven (7) persons and shall include the following:

- A. One (1) Director elected by the Members as President (who shall also serve as Chairperson of the Board).
- B. One (1) Director elected by the Members as Treasurer of the Club
- C. One (1) Director elected by the Members as Secretary of the Club
- D. One (1) Director elected by the Members as Club Delegate
- E. One (1) Director elected by the Members as Newsletter Editor
- F. One (1) Director elected by the Members as Webmaster
- G. One (1) Director elected by the Members as Activities Director.

Subject to the foregoing, the number of Directors may be fixed from time to time by action of the Members or of the Board of Directors. The number of Directors may be increased or decreased by action of the Members or the Board of Directors, provided that any action by the Board of

Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.

Section 2. Election; Term: Each person elected to office by the Members shall have received at least a simple majority of the votes cast by Members in Good Standing (i) present and voting at the AGM, (ii) voting by absentee ballot delivered to the Secretary prior to the vote or (iii) voting by authorized proxy. A Director shall be elected to hold office until his or her successor has been duly elected, or until his or her prior death, removal or resignation.

Section 3. Removal and Resignation:

A. Any Director may be removed with or without cause by vote of the Members. The Board of Directors may remove any director thereof for cause only, at any special meeting of the Board called for that purpose.

B. A Director may resign from office at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

Section 4. Vacancies: Newly-created directorships or vacancies in the Board of Directors may be filled by the vote of a majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Club. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the Members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor. A Director elected to a newly-created directorship shall hold office until the next AGM.

Section 5. Meetings:

A. Meetings of the Board shall be held at any place within or without the State of Maryland as the Board may from time to time fix. An annual meeting of the Board of Directors shall be held immediately following the AGM at such time and place fixed by the Board.

B. No notice shall be required for annual meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairperson of the Board or by a majority of the Directors then in office.

Section 6. Quorum; Action of Board: Except as otherwise stated by law, the Certificate of Incorporation of the Club or these Bylaws, three (3) Directors shall constitute a quorum for the transaction of business or of any specified item of business. At any meeting held to remove one or more Directors a quorum shall consist of a majority of the remaining Directors. A majority of

the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise stated by law or these Bylaws, the vote of a majority of the Directors present at the time of vote, if a quorum is present at such time, shall be the act of the Board. Each person who is a member of the Board of Directors and present at a meeting at which a quorum is present, shall be entitled to cast one (1) vote on each matter acted upon by the Board, regardless of the number of offices held by such person. In the event of a tie vote, the Director presiding over the meeting shall cast a tie-breaking vote.

A. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

B. Any one or more members of the Board or a committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. The Chairperson of the Board shall preside at all meetings of the Board of Directors. If there be no Chairperson, or in his or her absence, any other Director chosen by the Directors present at such meeting shall preside.

Section 8. Committees: Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE VI

OFFICERS

Section 1. Officers: Members shall elect a President (who shall also serve as Chairperson of the Board of Directors), a Secretary, a Treasurer, a Club Delegate, a Newsletter Editor, a Webmaster, an Activities Director and such other officers as the Board of Directors may from time to time determine. One person may hold more than one office in the Club except that no one person may hold the offices of President and Secretary.

Section 2. A. Any Member in Good Standing and any other person who is a member of the household of a Member in Good Standing may be nominated to serve as an Officer.

B. At the AGM the Chairperson of the Board shall present to the Members a slate of prospective nominees for election by the Members as (i) President (who shall also serve as Chairperson of the Board), (ii) Treasurer, (iii) Secretary and (iv) Club Delegate, (v) Newsletter Editor, (vi) Webmaster and (vii) Activities Director, all of whom shall also serve as members of the Board of Directors (the “Director Nominees”).

C. Prior to the AGM the Chairperson of the Board shall take action to ensure that proper notice of the Director Nominees is sent to the Members in electronic format at least three (3) weeks prior to the AGM.

D. The Chairperson of the Board shall invite discussion of the Director Nominees by the Members present. Any Member may nominate any other Member from the floor for election as an Officer.

E. Upon conclusion of the discussion, the Board of Directors shall consult among themselves as necessary, and the Chairperson of the Board shall, on behalf of the Board of Directors, announce the certified list of nominees to serve as Officers/Directors of the Club.

F. The Secretary shall certify that all Members present or voting by absentee ballot or by proxy are Members in Good Standing.

Section 3. Term: Each Officer shall hold office until his or her successor has been duly elected.

Section 4. Responsibilities:

A. Subject to supervision by the Board of Directors, the President shall be the chief executive officer of the Club, shall have general supervision of the affairs of the Club, shall preside over all meetings of the Members, and shall keep the Board of Directors fully informed about the activities of the Club. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Club, all contracts authorized, whether generally or specifically, by the Board. He or she shall perform such other duties as shall from time to time be assigned by the Board of Directors. In the absence or disability of the President of the Club, the Board of Directors shall appoint one of their number to perform all the duties of the President. The President shall present periodic reports to the Members on the status, activities and future plans of the Club and such reports shall prepared in electronic format and shall be published at least quarterly in the Club’s Newsletter as a “President’s column” and may be posted in the Member’s section of the Club’s website.

B. The Secretary shall attend all meetings of the Members, of the Board of Directors, and of the executive committee, if any, and shall preserve in the books of the Club true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the Club and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by these Bylaws or by resolution or other action by the Board of Directors and shall perform any other duties as may be delegated by the Board of Directors or by the executive committee. The Secretary shall prepare periodic reports to the Members regarding such matters as the status of membership and the minutes of the prior meeting. Such reports shall be prepared in electronic format and shall be published at least quarterly in the Club's Newsletter as a "Secretary's Column" and may be posted in the Member's section of the Club's website at least two (2) weeks prior to the next meeting.

C. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Club. He or she shall collect dues from the Members, shall maintain the roster of Members in Good Standing, shall have the care and custody of all of the funds and securities of the Club, and shall deposit or cause to be deposited said funds in the name and to the credit of the Club in such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall disburse funds of the Club as may be ordered by the Board, taking proper vouchers for the disbursements, and shall render to the Members at the AGM, and whenever requested by the Board of Directors, a report of all treasurer transactions since the last annual meeting and of the financial condition of the Club as of the end of the fiscal year or at the time of such report (the "Treasurer's Report"). Such Report shall be published in the Club's newsletter in a timely manner and may be posted in the Member's Section of the Club's website at least two (2) weeks prior to the AGM. The Treasurer shall also periodically report to the Members on the current financial status of the Club and such reports shall be prepared in electronic format and shall be published in Club's Newsletter at least quarterly as a "Treasurer's Column" and may be posted in the Member's section of the Club's website. He or she shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Club when counter-signed by the President; sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President. The Treasurer shall ensure that the Club complies with all applicable Federal, State and local laws and regulations relating to the Club and the operations of the Club.

D. The Club Delegate shall coordinate with and attend, on behalf of the Club, all meetings of, the Board of Delegates of the National Club. He shall present a report of the activities of the Board of Delegates to the Members at the AGM. Such Report shall be prepared in electronic format, timely published in the Club's Newsletter and posted on the Club's website at least two (2) weeks prior to the AGM.

E. The Newsletter Editor shall be responsible for the production and internal and external distribution of the Club's Newsletter. The Newsletter shall be published in electronic

form only, at least once every three (3) months and, as determined by the Newsletter Editor, more frequently during the driving season.

F. The Activities Director shall coordinate with other car clubs and shall be responsible for planning events in coordination with the other Officers.

G. The Webmaster shall be responsible for (i) constructing, maintaining, improving and posting information to the Club's Website and (ii) establishing and maintaining the Club's internal list serve (email list). The website shall contain a "Member's Section" that shall be accessible by password.

Section 5. Removal: Any officer elected by the Board may be removed by the Board with or without cause. Any officer elected by the Members may be removed for cause by action of the Board of Directors. Any officer elected by the Members may be removed with or without cause, by the vote of the Members.

Section 6. Compensation; Expenses: Club Officers shall serve without compensation. Any Officer may be reimbursed for reasonable expenses approved by the Board of Directors.

ARTICLE VI MISCELLANEOUS

Section 1. Records: The Secretary shall keep complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Club's Certificate of Incorporation, a copy of these Bylaws and all minutes of meetings of the Board of Directors, or any committee thereof, and of the Members, past reports of the Treasurer and, if any, of the Delegate to the Board of Delegates of the National Club, as well as a list or record containing the names and address of all members. Such minutes, records, reports and other documents shall be kept available for inspection and copying by any Member on reasonable notice to the Secretary.

Section 2. Seal: The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

Section 3. Fiscal Year: The fiscal year of the Club shall be the calendar year.

Section 4. Amendment, etc.: These Bylaws may be amended, altered, or repealed, and new Bylaws may be made, by the Members in Good Standing at a Special Meeting of the Members called for the purpose of amending these Bylaws, provided that any notice of such Meeting, including the proposed amendment, alteration or repeal of these Bylaws, shall be set forth in the Club's newsletter and website at least three (3) weeks in advance of such Meeting.