

KANSAS CITY TRIUMPHS SPORTS CAR CLUB, INC.

BY-LAWS

ARTICLE I – NAME

1. The name of this corporation shall be Kansas City Triumphs Sports Car Club, Inc. (a Kansas not for profit corporation) hereinafter known as the Club. This name of the Club and the Club's e-mail address and web address shall appear on all correspondence, newsletters and promotional materials, etc. concerning the Club.

ARTICLE II – PURPOSE

1. The purpose of the Club shall be to encourage the ownership, care, preservation and safe driving of Triumph automobiles; to conduct events, meetings and exhibits which will serve the membership; and to develop and disseminate technical information relevant to the preservation and restoration of the Triumph marque.

ARTICLE III – MEMBERSHIP

1. Membership in the Club shall be open to owners of all models of Triumphs and all enthusiasts of the Triumph Marque, as well as other makes and models of automobiles. A member does not need to reside in the geographical district served by the Club.
2. Organizational events, benefits, etc. will be extended to members and their immediate family, without reservation.

ARTICLE IV – DUES

1. The dues of the Club shall be an amount per year to be reviewed and set annually by the Board of Officers. Dues for members requesting that newsletters be mailed rather than e-mailed to them shall be an additional amount per year, also to be reviewed and set annually by the Board of Officers. The fiscal year shall be the calendar year. Dues collection shall commence at The Heartland All British Car Show (or its equivalent) each year (Labor Day Weekend). Dues are not refundable. Dues for new members received at or after Labor Day Weekend of each year shall be considered payment of dues for the following fiscal year.
2. Membership shall be terminated for any member who has not paid their annual dues by January 31.
3. Officers serving on January 31 of each year shall be exempt from paying dues for that fiscal year.

4. Students applying for membership shall have their dues waived until their graduation from formal education.
5. The Board of Officers shall have the authority to issue Lifetime Memberships to former active members who have made significant contributions to the Club but no longer own a Triumph automobile. Lifetime members shall have all the rights and privileges of active members with no obligation to pay dues.
6. The Board of Officers of the Club shall have the authority to set the dues of the Club at any regular meeting of the Board of Officers. Upon the approval of any suggested dues change, the Treasurer shall cause these By-Laws to reflect such change without the necessity of a vote by the membership.

ARTICLE V – MEETINGS OF THE MEMBERS

1. An annual meeting of the members shall be held during the month of December of each year, at such time and place as the Board of Officers shall designate.
2. Notice of the annual meeting shall be posted in the Club newsletter and the Club web site and by e-mail to Club members at least 30 days prior to the meeting.
3. This annual meeting shall be an open to all active, student and lifetime members who are current on their dues and shall be for the purpose of electing officers and such other business that may be brought before the meeting by any member.
4. There shall be one vote for each active or lifetime member whose dues are current. Student members shall not be allowed a vote. If two individuals are on a single membership, each shall be entitled to one vote. Voting shall be by hand and overseen by the Secretary. Unless otherwise provided herein, a simple majority of the members present shall be required to approve any action requiring a vote. Only members present may vote, no proxy voting.
5. Members attending the annual meeting subject to the foregoing notice provisions shall constitute a quorum.
6. An annual planning meeting to plan the Club's events for the coming year shall be held during the month of January of each year at such time and place as the Board of Officers shall designate. Rules for notice, quorum and voting at the planning meeting shall be the same as rules for the annual meeting of members. Events are to be suggested and presented by all at the meeting.
7. Special meetings of the membership may be called by the Director, by a majority of the Board of Officers or by written request presented to the Director of not less than 10 of the active members.

8. Notice of the special meeting along with the reasons therefore shall be posted in the Club newsletter and the Club web site and by e-mail to members at least 30 days prior to the meeting.
9. Voting and quorum requirements for a special meeting shall be the same as for the annual meeting of members.

ARTICLE VI – OFFICERS

1. The management of this Club shall be vested with the following ten (10) officers, nine of which are voting members:
 - a) **DIRECTOR.** The Director shall be the principal executive officer of the Club and in general supervise and control all of the business and affairs of the Club; preside at all meetings of the members and of the Board of Officers; contract on behalf of the Club, subject to the provisions of Article VIII herein; appoint Task Force members or committees as needed for special projects or events; be responsible for posting notifications of all meetings of the Membership and the Board of Officers; and shall be an authorized check signor on the Club checking account.
 - b) **ASSISTANT DIRECTOR:** In the absence of the Director or in the event of his/her inability or refusal to act, the Assistant Director shall perform the duties of the Director and when so acting, shall have all powers of and be subject to all the restrictions upon the Director. The Assistant Director shall perform such other duties as from time to time may be assigned to him/her by the Director or by the Board of Officers.
 - c) **TREASURER:** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club from any source whatsoever and timely deposit all such monies in the name of the Club in such banks, trust companies or other depositories authorized by the Board of Officers, act as an authorized check signor on the Club bank account and pay all approved debts in a timely manner, prepare monthly Treasurer's Reports and in general perform all the duties incident to the office. He/She shall have all supplies and materials required to collect membership dues at the All British Car Show each year. The Treasurer shall also perform such duties as from time to time may be assigned to him/her by the Director with Board approval.
 - d) **SECRETARY:** The Secretary shall keep minutes of the meetings of the members and the Board of Officers, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, in association with the Treasurer shall file the annual report with the Kansas Secretary of State each year, be the custodian of the Club records, keep membership and mailing lists current, distribute a new list to the membership as soon as practical every six months, in association with the Treasurer insure that the liability insurance is up to date and current and prepare correspondence on behalf of the Club and Board of Officers.

The Secretary shall also perform such duties as from time to time may be assigned to him/her by the Director with Board approval.

- e) NEWSLETTER EDITOR: The Newsletter Editor's primary responsibility shall be the publication of the Club's newsletter the "TR Times" at two (2) month intervals with at least six (6) issues per year. The content should be solicited from club members and self reported events of the Club. The Editor can also be selected for other tasks and events through the year.
 - f) WEB-MASTER: The Web-Master's primary responsibility shall be the maintenance of the Club's web site, www.kansascitytriumphs.com, in a reasonable and timely fashion. This shall include but not limited to adding, editing and removing outdated material. The Web-Master shall keep the Board of Officers apprised of any items that may require Board action. The Web-Master can also be selected for other tasks and events through the year.
 - g) ACTIVITIES COORDINATOR: The primarily responsibility shall be to inform the membership of all upcoming events and activities by e-mail, e-vite, announcement at Club events and/or by other reasonable means; coordinate events with the assigned point person; coordinate joint activities and events with other clubs and organizations; at each meeting or event greet members and visitors; prepare a name tag for those that need one; introduce all visitors to the membership present; give information to the Secretary and Treasurer and the Newsletter Editor concerning new members and visitors. The Activities Coordinator can also be selected for other tasks and events through the year.
 - h) HISTORIAN: The Historian shall keep an accurate and on-going written history of the Club and maintain a file of all written records. The Historian can also be selected for other tasks and events through the year.
 - i) PUBLICIST: The Publicist shall notify publications such as the Kansas City Star and others of the time and location of meetings and events through the year as appropriate. He/She shall at the Director's request publicize the Club in appropriate periodicals, newspapers or other Club newsletters. The Publicist can also be selected for other tasks and events through the year.
 - j) PAST DIRECTOR: The Past Director shall be the immediate past Director of the Club and shall advise the Board of Officers of past actions and support the officers with the advice of experience. The Past Director may also be assigned or accept duties that will enhance the Club in stature or well being, such as assisting in events. This is a non-voting officer.
2. Officers shall be elected for a term of two (2) years at the Annual Meeting of Members. The term of office may be extended or decreased by a vote of the membership. Vacancies may be filled or new offices created and filled by the Board of Officers without consent of the general membership until the annual elections in December of each year, at which time the appointed officer shall be voted on by the general membership.

3. An officer may be removed from office by vote of not less than six (6) officers at a special meeting of the Board of Officers called for that purpose.

ARTICLE VII – MEETINGS OF THE BOARD OF OFFICERS

1. Regular meetings of the Board of Officers shall be held at a time and place to be designated by the Board of Officers as documented in the minutes of the previous meeting. The Director shall send an e-mail notification to the officers at least five (5) days prior to the meeting.
2. The Director may from time to time call a special meeting of the Board of Officers by sending an e-mail notification to the officers at least 5 days prior to the meeting stating the reasons therefore. The Director may also request a vote of the Board of Officers by e-mail by forwarding a resolution to all of the officers. For such e-mail vote to be binding, all officers must cast an e-mail vote either for or against the proposed resolution.
3. A majority of all of the officers shall constitute a quorum for transacting business of any meeting of the Board of Officers.
4. For actions requiring the vote of the Board of Officers, each individual officer shall have one vote. In the event that an office is held by more than one individual, that office shall have one vote. If only one joint office holder attends a meeting, that officer's vote shall be binding. If the joint office holders attend a meeting together and are unable to agree, their vote shall be considered an abstention. Unless otherwise provided herein, a simple majority of the officers present at a quorum shall be required to approve any action requiring a vote. Only officers present may vote; no proxy voting.
5. The order of business at a meeting shall be as follows:
 - a) Reading and approval or correction of the minutes of the previous meeting.
 - b) Report of the finances by the Treasurer
 - c) Committee Reports
 - d) Old Business, unfinished from previous meetings
 - e) New Business
 - f) Schedule next meeting
 - g) Adjournment
 - h) All meetings shall be conducted under Robert's Rules of Order.

ARTICLE VIII - MONIES RECEIVABLE AND PAYABLE

1. All funds collected by any member for any reason whatsoever in connection with any Club function shall be turned over to the Treasurer within seven (7) calendar days.
2. No member of the Club shall incur any indebtedness in the name of the Club without concurrence of the Director or Assistant Director and any other officer, neither of who shall be the purchaser; or without approval by affirmative vote of the Board of Officers.
3. All purchases of any type shall be reimbursed by the Treasurer only upon presentation of a statement, bill or invoice that has been duly authorized for payment by the Director or Assistant Director and one other officer, neither of whom may be the purchaser; or has been authorized by affirmative vote of the Board of Officers.

ARTICLE IX – LIABILITY

1. The Club shall indemnify each and all of its officers, or any person who may have served at its request as a director or officer of any Club committee or task force, notwithstanding that he or she may have ceased to be such, against all liability, cost, damage, or expense, including attorneys' fees, which may be imposed upon or actually and necessarily incurred by them, or any of them, or the estate or legal representative of them, in connection with, arising out of, or resulting from any claim, action, suit, or proceeding, in which they, or any of them, may be made parties or a party by reason of any action alleged to have been taken or omitted by them or any of them in any such capacity, except in relation to matters as to which any such officer or person or former officer shall be finally adjudged in claim, action, suit, or proceeding to be liable for conduct amounting to bad faith; and except that in the event of a settlement or compromise of any such claim, action, suit, or proceeding, such indemnification shall be provided only in connection with such matters covered by said settlement or compromise as to which a majority of the disinterested officers of the Club, having first approved of such settlement or compromise, shall have determined that the officer or person involved was not guilty of conduct amounting to bad faith, and in making such determination the officers may rely conclusively upon the opinion of independent counsel selected by them for such purpose.
2. If a quorum of the Board of Officers cannot be obtained by reason of the exclusion of all interested officers, or otherwise, the approval of said settlement or compromise and the determination that the person or officer involved was not guilty of conduct amounting to bad faith shall be made by a committee of three (3) persons selected for that purpose by the members of the Club at a duly called special or annual meeting thereof. The right to indemnification herein provided shall not be exclusive of any other rights to which such officers, or persons may be lawfully entitled.
3. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any officer or person for or with respect to any alleged acts or omissions of such officer or person occurring prior to the date when such provision becomes effective.

4. The Club shall maintain a liability insurance policy naming the Club and the Officers as insureds to be obtained from the Vintage Triumph Register and shall be renewed annually by the Secretary and the Treasurer.
5. The private property of the members and officers of the Club shall not be subject to the payment of the Club debts.

ARTICLE X -- AMENDMENTS

1. These By-Laws may be amended by the affirmative vote of the majority of the membership present at a regular or special meeting of the Club, provided each proposed amendment shall have been circulated through written notice by e-mail to the membership at least two weeks prior to the date set for the voting. The written notice shall contain a statement as to time, date, place and manner of voting which shall have been determined by the officers of the Club. Amendments to the By-Laws may be proposed by any member in good standing by formal motion at any regular Club meeting.

ARTICLE XI – DISSOLUTION

1. In the event the Club is disbanded any remaining assets will be donated to a charitable organization. Said organization shall be determined by the Board of Officers.