

# **The Manx Club By-Laws**

**Amended on November 01, 2013, Approved January 25, 2014**

**Amended on April 22, 2016, Approved XXXX XX, 2016**

## **ARTICLE I: NAME AND CLASSIFICATION**

The name of this organization shall be the Manx Club. Manx Club is a California nonprofit mutual benefit 501(C)7 Corporation.

## **ARTICLE II: PURPOSE**

### **SECTION 1:**

The purposes for which this corporation is formed are pleasure, recreation, and other nonprofit purposes, including preservation and maintenance of motor vehicles of interest and historical value, serving as an accurate source of technical information about such vehicles, and promoting and facilitating the common enthusiasm, interests and goals of its supporting members. Despite any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise powers that do not further the purposes of this corporation. Our goal is to preserve the legacy of the Meyers Manx and the sustainability of the Manx Club

### **SECTION 2:**

In order to facilitate the general purposes in Section 1, the club is open to owners or enthusiasts of all makes and models of street-legal (registered and insured) dune buggies. Our focus is to give the buggy owners and enthusiasts a single source to participate in club events and gatherings, share technical advice, kick tires, tell stories, and most of all have fun!

The Manx Club organizes several events and gatherings for club members throughout the year. The events are fun runs located at various locations. The requirements to participate in a club event or gathering are: you must be an active member of the club in good standing (ARTICLE V: MEMBERSHIP), and the participating buggy must be street legal and currently licensed and insured. The Manx Club's Board of Directors reserves the right to determine if a street-legal buggy meets the intent, purpose, or spirit of the definition of "dune buggy." In the circumstance that a majority of the club's board members are not present at a sanctioned event or gathering, the named event/gathering coordinator(s) will act as an agent of the board and make the participation decision.

Our members are located around the world, and are encouraged to organize their own regional groups (ARTICLE XII: REGIONAL GROUPS) and events. The Manx Club will provide a venue for information on those events. The Manx Club website will provide information on events, technical articles, links to Meyers Manx products, and vendors, as well as other clubs news and history.

## **ARTICLE III: SEAL, EMBLEM and TRADEMARKS**

### **SECTION 1:**

The Corporation shall have a common seal consisting of the words: Manx Club.

**SECTION 2:**

The Corporation is the owner of various marks registered with the United States Patent and Trademark Office.

Further, the corporation is currently using and in the future may adopt and use other marks and identifying indicia including as allowed, permitted, or licensed by other manufactures of dune buggies. The corporation owns such other marks and identifying indicia whether or not it chooses to register them. (See ARTICLE XIX: AFFILIATED REGISTERS)

**SECTION 3:**

The above listed marks and identifying indicia and other marks or identifying indicia which may be subsequently adopted and/or registered by the corporation are referred to herein as the corporation marks.

**SECTION 4:**

The corporation marks may not be used by any entity other than the corporation except as provided in Article III, Section 5 or within the scope of specific written permission to use the corporation marks given by the Manx Club Board of Directors. If a regional group terminates it's affiliation with the corporation, that regional group's, and all members', authorization to use the corporation mark is terminated.

**SECTION 5:**

Every regional group and every member specifically acknowledges that it has no right to use the corporation marks except to the limited extent permitted by the corporation as an authorized regional group and as a dues-paying member respectively.

**SECTION 6:**

All sales or offers to sell services or products in connection with or in relation to the corporation marks are subject to prior written approval from the corporation.

**SECTION 7:**

Each regional group and member is responsible for protecting the integrity of the corporation marks and maintaining the highest standards with respect to any service or goods offered or delivered in connection therewith. Any goodwill or rights associated with the corporation marks are exclusively the property of the corporation. Each regional group and member will assist the corporation in prosecuting or defending the corporation's claimed rights in the corporation marks, will not directly or indirectly take any action or derogation thereof and will promptly report to the corporation any infringements thereof.

**ARTICLE IV: OFFICES****SECTION 1: PRINCIPAL OFFICE:**

The principal office for the transaction of business of the corporation is hereby fixed and located in the State of California or any other U.S. state. The board of directors is hereby granted full power and

authority to change said principal office from one location to another in said state.

## **SECTION 2: OTHER OFFICE:**

Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

## **ARTICLE V: MEMBERSHIP**

### **SECTION 1:**

There shall be three types of memberships as follows: Membership, Life Membership and Honorary Membership.

a) **MEMBERSHIP:** Includes single individuals or family (e.g. husband, wife and all children under 21 years of age).

I. Any family or single individuals interested in promoting the purpose of the club is entitled to all club privileges.

II. This membership will be renewed with payment of the annual dues established by the board except in cases where action has been taken by the board of directors under Article V, Section 6 of the by-laws.

III. A members will be entitled to vote, hold office and exercise all the privileges of regional groups provided he or she is qualified for membership under regional group membership rules.

b) **LIFE MEMBERSHIP:** Includes husband, wife and all dependent children (e.g. family) or single individual.

I. Life Membership in good standing may hold office and vote in elections. One ballot will be issued for Life Membership.

II. All past presidents in good standing of the Manx Club shall become honorary life members.

III. Any member who commended himself to club esteem may be elected a life member by unanimous vote of the board of directors.

IV. Upon death of life members continues for the life of the surviving spouse provided the surviving spouse does not have an existing life membership.

c) **HONORARY MEMBERSHIP:** (includes spouse)

I.) Any person having gained eminence in the automobile industry, or any person who has commended himself in the Manx Club may be granted an honorary membership only by a majority vote of the board of directors.

II.) Proposal for election as an honorary member shall be made at a regular meeting of the Board of Directors, together with a statement of his or her activities which justify his or her election as an honorary member, and action on said proposal shall then be deferred until the next meeting of the board of directors, at which meeting honorary membership may be extended upon unanimous affirmative vote of the board of directors.

III.) Honorary members, including Honorary Lifetime Members, shall have the right to vote or hold office in the Manx Club.

IV.) Membership shall expire upon death of the honored member.

## **SECTION 2: CERTIFICATES OF MEMBERSHIP**

Membership certificates shall be of such form and device as the board of directors may elect. Each certificate shall be signed by the president and countersigned by the secretary, and shall express on its face its number, date of issuance, and person (s) to whom issued, and shall bear the corporate seal of the club, and shall contain a statement, printed in clear type that the corporation is not one for profit and that the members shall have no right to participate in dividends of capital of the club.

## **SECTION 3: PRIVILEGE OF MEMBERSHIP (Subject to any restrictions in Article V, Section 1a, 1b, 1c, 6, & 7)**

Privilege of membership shall include the following: Includes spouse and dependent children under 21 years of age.

- I. One subscription to Manx Mania per membership
- II. A Membership card (certificate)
- III. Listing of both husband and wife in the official club roster
- IV. The right of one vote in Manx Club elections, or to hold office
- V. Participation in the Manx Club, tours, and events, upon payment of event fees

## **SECTION 4: APPLICATION FOR MEMBERSHIP**

Application for membership shall be filed with the club's Membership Chairperson and accompanied by dues for the current year. No one shall be denied membership in this organization based on race, color, creed, or gender.

## **SECTION 5: RESIGNATION OF MEMBERSHIP:**

Any member may resign upon mailing a letter to the club's Membership Chairperson, and the resignation shall be effective upon receipt by said chairperson, provided his indebtedness to the club, if any, is paid in full.

## **SECTION 6: SUSPENSION, EXPULSION, REINSTATEMENT:**

The board of directors shall have power by vote of a majority of its members, to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will or prosperity of the organization, or for any conduct in violation of these by-laws or of the rules and regulations of the club which may be

made from time to time. Such action by the board of directors may be taken at any regular meeting of such board and the proceedings in such matter shall be final and conclusive notice providing the reasons thereof shall be given 15 days prior to the effective date, and at least 5 days shall be allowed for the member to respond, orally or in writing, before the suspension or expulsion is declared final and conclusive.

**(a) REINSTATEMENT OF SUSPENDED MEMBER:**

After the expiration of the time set forth (no longer than one year) in the suspension, the suspended member may petition the board of directors for reinstatement. A majority affirmative vote of all members of the board of directors at any meeting (as provided in Article VI, Section 7) shall be required to pass upon such reinstatement.

**(b) REINSTATEMENT OF EXPELLED MEMBER:**

After a period of no less than six months, the member may petition the board of directors for reinstatement. Upon receipt of this written request, the board shall call a special closed session to be held at the next regularly scheduled board meeting and the member shall be required to respond to the original list of offenses and provide justification for reinstatement at this time. Majority affirmative vote taken by written ballot of all members of the board of directors at this regularly called meeting shall be required for any application for reinstatement by an expelled member.

**SECTION 7: GENERAL**

a) Upon resignation, suspension, expulsion or death of a member, his rights and privileges as a member of the club shall cease (except as provided in ARTICLE V, Section 1, sub-section IV).

b) Failure to renew membership with a payment of annual dues will preclude member's rights and privileges as a member of Manx Club, negating any right to membership in a regional group.

**ARTICLE VI: MEETINGS OF THE MEMBERS**

**SECTION 1: ANNUAL MEETING:**

The annual meeting of the members of the corporation shall be held once per calendar year in conjunction with the Board of Directors' regular meeting held at a named event (ARTICLE VIII, Section 7). The purpose of the Annual Meeting is to allow members an open forum to address the Board of Directors and the operation of the club. The Treasurer will present a formal report to the board and membership.

**SECTION 2: SPECIAL MEETINGS:**

Special meetings of the members may be called at any time by the president, or by the secretary upon written application of at least 50 voting members in good standing. This application shall state the purpose of the called meeting.

**SECTION 3: TIME AND PLACE:**

Any annual or special meeting shall be held at such time and place as the board of directors shall select.

The board of directors shall select a time, place, and date for a special meeting within ninety (90) days after receipt, by the secretary of a valid, proper application for same. The Manx Mania, the Club web site, or the Regional Groups Newsletter shall be the means for notification of annual and special Manx Club meetings.

#### **SECTION 5: PROCEDURE:**

Each voting member in good standing shall be entitled to one vote at any meeting, annual or special. The use of proxies at any membership or board of directors meeting is prohibited. The voting at any such meeting shall be only by those personally present qualified to vote under these by-laws.

#### **SECTION 6: CUMULATIVE VOTING:**

Cumulative voting shall be prohibited.

#### **SECTION 7: QUORUM:**

A quorum of the majority (4) of the Board of Directors needs to be present at a meeting of members to conduct the business of the meeting.

#### **ARTICLE VII: CORPORATE POWERS**

The corporate powers of this club shall be vested in a board of seven (7) directors, who must be voting members in good standing. Four (4) directors constitute a quorum for any transaction of business.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

##### **SECTION 1: ELECTION AND TERM:**

The board of directors of the club shall consist of seven (7) members. Six members will be elected from the voting members in good standing. One non-elected member will be a Founding Director (ARTICLE XI: DUTIES OF OFFICERS, SECTION 7). If a Founding Director does not survive the club or resigns their position, then a seventh (7<sup>th</sup>) elected position will be added in the next odd year election cycle. Four (4) shall be elected each even year and their term of office shall be two (2) years from January 01, after their election, or until a successor shall have been elected. The remaining two (2) or three (3) (if there is no longer a Founding Director) will be elected on odd years and their term of office shall be two (2) years from January 01, after their election, or until a successor shall have been elected.

##### **SECTION 2: VACANCIES:**

A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors be increased by amendment of these by-laws, or if there are less approved candidates than the open board of director positions for a general election.. A vacancy or vacancies shall be filled by the remaining directors in office, and if there are no remaining directors, by the general members at an annual or special meeting of the general members entitled to vote. Such member or members so elected shall hold office for the term of the director he replaces and until his successor is elected and qualified.

### **SECTION 3: REDUCTION:**

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

### **SECTION 4: NOMINATING COMMITTEE AND ELECTION PROCESS:**

The nominating committee for Manx Club Board of Directors shall be elected by the board of directors from its own members. Members of the nominating committee are not barred from becoming nominees for office.

Nominations for upcoming and open board of director positions are open to any active club member in good standing. Nominations may be submitted by any active club member in good standing, for another club member in good standing. Active club members in good standing may also self-nominate.

Nominations for upcoming and open board of director positions for a given year begin on June 1 and close at midnight (Pacific Time) August 31. Nominations must include: the nominee's name, valid contact information, and a brief resume/summary as to why the nominee would be a good candidate and their qualifications for the position. Nominee submission instructions will be posted on the Manx Club website, the club forum, and advertised in the Manx Mania.

The committee shall prepare a list of names of possible candidates and submit names to the board of directors for approval. After approval, the committee shall prepare a ballot of not fewer than then the current vacancies. Voting members shall elect by a plurality vote each year, by blanket ballot, two (2) or three (3) (if there is no longer a Founding Director) in odd numbered years, and four (4) in even number years voting members to serve as directors for two (2) years. Voting is restricted to active club members at the time of ballot finalization. Completed ballots must have vacancies selected and identifiable by their valid membership number or they will not be considered valid and will not be counted. The nominating committee shall prepare a brief statement of qualifications including offices or positions held, past or present, in the Manx Club or in any of its regional groups.

At the discretion of the Manx Club Board of Directors and determined by majority vote, the board of directors will direct the nominating committee to conduct the election process by one of the following procedures:

- I. On or before September 15, mail to each member in good standing at the time of ballot finalization and eligible to vote according to the club office, a plain envelope addressed to a certified public accountant (as selected by the nominating committee) which shall be used to return the completed ballot, and voting instructions which shall include a notice that all ballots must be received by the certified public accountant for tabulation, not later than November 17 of the same year.
- II. Contract with a third party web-based electronic voting service to conduct the balloting, voting tabulation, and certification of the results. Voting will be conducted beginning on October 1 and conclude November 17 of the same year. All members in good standing at the time of ballot finalization and eligible to vote according to the club office, will be notified with instructions on completing their electronic ballot.

In the situation that at the conclusion of the nomination period the exact number of approved candidates equals the exact number of open board of director positions or the number of approved

candidates is less than the exact number of open board of director positions, the Manx Club Board of Directors has the discretion, by majority vote, to declare the election complete without a general membership vote. The results will be announced and posted on the Manx Club website, the club forum, and advertised in the Manx Mania.

#### **SECTION 5: PLACE OF MEETING:**

Regular meetings of the board of directors shall be at any place which has been designated from time to time by resolution of the board or by consent of a majority of the board, or conference call.

#### **SECTION 6: ELECTION RESULTS:**

All nominees on the official ballot and all active directors shall be notified by letter of the results of the election by the secretary immediately upon receipt of said results from the certified public accountant. The results of all elections shall be published in the next 'Manx Mania' published and posted to the Manx Club web site and club forum.

#### **SECTION 7: REGULAR MEETINGS:**

The board of directors shall hold at least four (4) regular meetings during each fiscal year, one of which shall be at the time of Manx Club event. The Board of directors meet in person, by conference telephone call, e-mail discussion group or other technology among the regular board meetings as deemed necessary.

#### **SECTION 8: SPECIAL MEETINGS:**

Special meetings of the board of directors for any purpose or purposes may be called at any time by the president, or by a majority of three (3) directors, upon notice to each director of such meeting.

#### **SECTION 9: NOTICES:**

Written notice of the time and place of regular and special meetings of the board of directors shall be delivered personally or sent to each director by mail, charges prepaid, addressed to him at his address as it is shown upon the records of the club, or given by telephone, facsimile, electronic mail or other electronic means. Notices must be given, or mailed at least fifteen (15) days prior to any meeting.

#### **SECTION 10: WAIVER OF NOTICE:**

The transactions of any meeting of the board of directors, however called or noticed, or wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after this meeting each of the directors not present signs a waiver of notice or a consent to hold such a meeting or an approval of the minutes thereof, then this shall constitute a regular meeting of the board of directors. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.



**SECTION 11: QUORUM:**

A majority (4) of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act, or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the board of directors, unless a greater number is required by law, the Articles of Incorporation, or the by-laws.

**SECTION 12: ADJOURNMENT:**

A quorum of the directors may adjourn any directors' meeting to meet again at a stated time, place and hour provided, however, that in the absence of a quorum, the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

**SECTION 13: ATTENDANCE:**

Directors shall notify the president as soon as practicable if unable to attend directors' meetings. The unexcused absence of any director from two (2) regular meetings during any calendar year shall automatically result in the dismissal of said director from the board, and the vacancy shall be filled by majority vote of the remaining directors. Directors shall, by majority vote; excuse or fail to excuse any absence at the first regular meeting following an absence and a director seeking to have an absence excused shall be permitted to argue in his own behalf and to vote. No absence shall be excused if the president is not notified at least six (6) hours in advance of the meeting of the inability of the director to attend except where failure to give notice results from serious illness or national emergency.

**SECTION 14: FEES and COMPENSATION:**

Directors shall not receive any compensation, fee or salary for their services as directors, but by resolution of the board, compensation may be allowed to any director for any moneys or expenses actually incurred and paid by the director for the benefit of the corporation.

**SECTION 15: INDEMNIFICATION:**

Manx Club shall indemnify each present and future director, officer and employee of the organization against judgment, cost, or expenses which may be imposed on or reasonably incurred by him in connection with any claim, action, suit, or proceeding hereafter made or instituted, in which he may be involved by reason of his being a director, officer or employee of the organization. In the event that a director, officer or employee of the organization shall serve as a director or officer of any other association or organization at the request of the directors of Manx Club for the benefit or advantage of the organization, such indemnity shall likewise be extended to such director, officer or employee in such capacity.

Except as hereinafter provided, such indemnity shall extend to and cover all judgments and costs imposed or expenses incurred in any way such action or proceeding, including reasonable attorney's fees and reasonable settlements or compromises, wherein the discretion of the directors such action is justified. This agreement of indemnification by the Manx Club is binding upon the organization, its

successors and assigns, and shall incur to the benefit of the heirs, executors and administrators of any such director, officer or employee, but shall not be exclusive of any other rights to which any director, officer or employee may be entitled as a matter of law. The indemnification herein above provided for shall in no event be applicable or effective in any case in which any director, officer or employee shall be finally adjudged by a court or arbitrator to have acted fraudulently or in bad faith.

## **ARTICLE IX: POWERS OF DIRECTORS**

### **SECTION 1:**

The board of directors shall have power to call meetings of the Board or Membership when it deems it necessary to conduct, manage, and control the affairs, relations and business of the club and to make rules not inconsistent with the laws of the State of California, for the guidance and management of the affairs of the club.

### **SECTION 2:**

The board of directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the board, and the note or obligation if any, given for the same, signed officially by the president and the secretary, shall be binding on the club.

### **SECTION 3:**

The board of directors may appoint such other officers, agents or committees as it deems necessary and shall fill any temporary or permanent vacancies that may occur during the year in any club office.

## **ARTICLE X: OFFICERS**

### **SECTION 1: TYPES OF OFFICERS:**

The officers of this club shall be president/CEO, vice president, secretary, treasurer, board member at large, and such other officers as the board of directors may appoint. All efforts should be made to distribute the officer roles evenly to avoid one person holding more than one office. The term of office shall begin on January 01, following the election of Officers. Officers shall serve for two (2) years or until their successors are elected. The president, vice-president, secretary and treasurer must each be a member of the board of directors in any given year. Any other officers may be elected by the board of directors from the membership or from the board of directors.

### **SECTION 2: SUBORDINATE OFFICERS:**

The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the by-laws, or as the board of directors may from time to time determine.

### **SECTION 3: REMOVAL and RESIGNATION:**

Any officer may be removed for cause by majority vote of the directors in office at the time, at a regular or special meeting of the board of directors, and, in the case of a subordinate officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors, or by the board of directors. Any officer may resign at any time by giving written notice to the

board of directors or to the president or to the secretary of the corporation. Any such resignation shall take effect at the date of such notice or at any other time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 4: VACANCIES:**

A vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the by-laws for regular election or appointment to such office.

### **ARTICLE XI: DUTIES OF OFFICERS**

#### **SECTION 1: PRESIDENT:**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and affairs of the corporation. He shall preside at all meetings of the members and at all meetings of the board of directors. He shall be ex-officio member of all the committees including the executive committee. He shall have the general power and duties of management usually vested in the office of president and shall have such other power and duties as may be prescribed by the board of directors or the bylaws. The president shall sign all contracts and instruments in writing; provided however, that all contracts and instruments in writing must first be approved by the board of directors. The president may draw checks upon the treasury when so directed by the board of directors. The president will be responsible to ensure that all club deadlines are met such as income tax filings, event permit requests, URL domain renewals, or any other important submission deadlines.

#### **SECTION 2: VICE-PRESIDENT:**

In the absence or disability of the president, the vice president shall perform all duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or the by-laws.

#### **SECTION 3: SECRETARY:**

The secretary shall attend all meetings of the members and the board of directors and shall record all minutes and votes in a book kept for that purpose. He shall keep or cause to be kept, a register showing the names and addresses of the members. The secretary shall give, or cause to be given, notice of all meetings of members and the board of directors as required by the by-laws or by law to be given and he shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the by-laws. He shall have custody of valuable papers and books of the club and shall at all times be subject to the control of the board of directors. The secretary will maintain/hold the important documents of the club such as club logo files, By-law document, and any other documents deemed necessary to the club. The secretary will be responsible for transfer of these important documents to the next secretary. In the absence of the secretary from any meeting of the members or board of directors, the presiding officer shall appoint a

secretary pro-tempore.

#### **SECTION 4: TREASURER:**

The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation. He shall deposit all moneys and other valuables in the name of and to the credit of the corporation with such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, and shall render to the president and directors, when they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation and shall have such other duties as may be prescribed by the board of directors or by the by-laws. No obligation, debt or other liability shall be incurred by the treasurer without the specific approval of the board of directors. The Treasurer will submit an up-to-date financial report at each board meeting. The treasurer will file all club's tax documents on-time to avoid penalties.

#### **SECTION 5: BOARD MEMBER AT LARGE:**

Shall exercise and perform such other powers and duties as may from time to time be assigned him by the board of directors.

#### **SECTION 6: DIRECTOR - EMERITUS:**

From time to time the Board of Directors may recognize former and existing Manx Club Directors for their unique experience, special or unusual knowledge by appointing them as Director – Emeritus. The title Director – Emeritus is to be an honorary position that does not require additional payment of anything beyond the normal membership dues. The position also has no voting rights associated with it. The purpose of this honorary title is to provide an experienced group of dedicated individuals for the Board of Directors to be able to query when conducting any function, or question before the Board of Directors.

#### **SECTION 7: FOUNDING DIRECTOR**

The Founding Director will be one of the original founders of the Manx Dune Buggy Club. The Manx Club recognizes Bruce Meyers and Winnie Meyers as the original founders of the Manx Dune Buggy Club. The position will be lifetime or until the Founding Director resigns. The Founding Director has voting rights. Only one person may fill the Founding Director position.

### **ARTICLE XII: REGIONAL GROUPS**

#### **A: FORMATION**

##### **SECTION 1:**

The board of directors of the Manx Club shall determine the territorial limits of each chartered regional group. Basic consideration will be a fifty (50) mile geographic limit between regional groups. The fifty (50) mile limit may be waived with the unanimous written consent of the existing regional group's boards of directors. In the absence of regional groups consent, the Manx Club board, after studied consideration of the expressed reason and circumstances surrounding the formation of a new group, and allowing a cooling-off period of ninety (90) days from the first reading, may elect to deny or grant a

new charter. During this period the Manx Club board of directors will give due consideration to all aspects and possible damage which might accrue to an existing regional group. New charters granted in less than a fifty (50) mile limit shall be composed of at least five (5) Manx Club members and meeting all other requirements for a new chapter. Charters which have been denied may not be re-submitted or reconsidered sooner than six (6) months from the date of first refusal.

#### **SECTION 2:**

Granting of a charter will be considered for each prospective regional group meeting all requirements and obligations; provided, however, that by the acceptance of such charter, the regional group agrees to be bound by the charter and by-laws of the Manx Club, now in force or hereafter, from time to time, adopted.

#### **SECTION 3:**

A chartered regional group shall use only the name designated in its charter. The new regional group name shall be the geographic area in which the headquarters are to be located after the regional group charter is granted. In case of rural or sparsely populated areas, an area name may be adopted with approval of the board of directors. The name of the new group shall be the (city) Regional Group, or the (area) Regional Group of the Manx Club.

#### **SECTION 4:**

Manx Club membership in good standing shall be a pre-requisite to membership in a regional group. The foregoing, however, shall not apply to a child under 17 years of age provided that his or her parent shall be a member in good standing of the Manx Club.

#### **SECTION 5:**

The minimum number of charter members of a prospective regional group shall be determined by the Manx Club board of directors on a basis of the size and conditions of the community in which the regional group is to be built. The charter membership shall not be fewer than five (5) members of the Manx Club.

#### **SECTION 6:**

Application for the formation of a regional group shall be made to the board of directors of the Manx Club in the form of a petition, which shall be duly signed by at least five (5) persons who are voting members of the Manx Club.

#### **SECTION 7:**

After approval by the board of directors, the said board shall direct, through the chairman of the regional group committee, the building and the completing of said regional group.

**SECTION 8:**

Any regional group that fails to conform to the provisions of the constitution and by-laws of the Manx Club will have its charter and membership herein suspended or revoked by action of the board of directors of the Manx Club and when the charter is revoked the regional group agrees not to use the name Manx Club until the charter is declared again in force by action of the Manx Club board of directors. Reinstatement of a suspended or revoked charter shall follow procedures set forth under Article V, Section 6 (a) or (b).

**B: INCORPORATION:****SECTION 1:**

A regional group, after receiving its charter, may incorporate subject to the approval of the Manx Club board of directors and said regional group shall agree, as a prerequisite to incorporation, which it will, as an incorporated body, abide by the constitution and by-laws of the Manx Club then in force or thereafter from time to time adopted.

**C: ORGANIZATION MEETING:****SECTION 1:**

As soon after organization as possible, a meeting of all members of the regional group will be called. The members may, as they agree suitable, elect officers and/or a board of directors to oversee the operation of the regional group. They also may adopt rules for the operation of the regional group. The officers of a regional group shall be a president, vice president, secretary and/or treasurer. The same person may hold more than one office.

**SECTION 2:**

The president shall preside over all meetings of the members and of any board of directors.

**SECTION 3:**

In the absence of the president, or his inability to act, the vice president or other officer shall preside in his place.

**SECTION 4:**

(a) The secretary of each regional group shall, each year, certify to the Manx Club office the names of the officers elected to serve in the ensuing year. (b) The secretary of each regional group shall, prior to April 1 of each year, mail or electronically transmit to the Manx Club office the regional group's current roster of members, for verification of Manx Club membership status.

**E: MEETINGS:****SECTION 1:**

A regional group is encouraged to hold several meetings, tours, meets or other group gatherings each year to maintain the vitality of the regional group.

**SECTION 2:**

A regional group shall hold an annual business meeting and election. The board of directors and/or officers shall serve for one year or until their successors are duly elected and qualified.

**ARTICLE XIII: FISCAL YEAR**

The fiscal year of the Manx Club begins January 1 and ends December 31.

**ARTICLE XIV: REVENUES****SECTION 1: DUES:**

Membership dues shall be set and adjusted by the Board of Directors.

**SECTION 2: WHEN DUE, WHEN DELINQUENT:**

Dues shall be payable upon application for membership, then at each yearly renewal, on the annual anniversary of the acceptance of the original application. Dues are delinquent one month after the renewal date. Members delinquent in dues shall not be considered members in good standing until the Member's dues are current. Non-payment of Manx Club dues shall result in suspension/termination of all rights and privileges in the club and its regional groups.

**ARTICLE XV: CONTRACTS****SECTION 1: CONTRACTS: HOW EXECUTED:**

The board of directors, except as the by-laws or articles of incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or special, and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

**ARTICLE XVI: PERSONAL LIABILITY****SECTION 1.**

All persons or corporations extending credit to, contracting with or having claim against the corporation, shall look only to the funds and property of the corporation for payment of any such contract, claim, debt, judgment, damage, decree or cause of action or any money that may in any way become due and payable from the corporation.

**SECTION 2:**

Neither, the members of the corporation, the board of directors nor officers, present or future, shall be personally liable for any debt set forth in Section 1 of ARTICLE XVI.

**SECTION 3:**

The corporation is a non-profit corporation; the members hereof shall not be entitled to any individual

or collective interest, participation, share, right and/or property right in and to the assets of the Manx Club, but such assets shall be and constitute the indivisible property of this club; no dividends, pecuniary profits or dividends or payments of like nature shall ever be declared or paid to the members of this club.

## **ARTICLE XVII: BY LAWS: INSPECTION AND AMENDMENT**

### **SECTION 1: INSPECTION: TIME FOR:**

The Corporation shall keep in its principal office the original or copy of the by-laws as amended or otherwise altered, to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times.

### **SECTION 2: AMENDMENTS**

(a) BY MEMBERS: New by-laws may be adopted or these by-laws may be amended or repealed by a two-thirds (2/3) vote of those members voting present at an annual or special meeting.

(b) BY BOARD OF DIRECTORS: The board of directors may adopt, amend or repeal by-laws. To become effective, a proposed amendment of change must receive a majority vote of the directors and a two-thirds (2/3) majority vote of the directors present at the next regular or special meeting of the board of directors.

(c) RESTRICTIONS: Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same amendment or repeal.

## **ARTICLE XVIII: RULES OF ORDER**

The rules contained in Roberts Rules of Order Revised shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of this corporation.

## **ARTICLE XIX: AFFILIATED REGISTERS**

### **A. DEFINITION AND PURPOSE**

#### **SECTION 1:**

The board of directors of the Manx Club may recognize organizations composed of Manx Club members in good standing based upon their mutual interest in designated, generic categories of pioneer vehicles. Such organizations will be known as affiliated registers. Affiliated registers will be independent from regional groups of the Manx Club. Because of a difference in nature and purpose, an affiliated register will not be a substitute for, be subordinate to, or take precedence over regional groups in any organizational concern of Manx Club.

#### **SECTION 2:**

The purpose of an affiliated register is to promote the preservation, restoration, operation and lore of specific categories of vehicles and to promote participation by members and their families in these and other Manx Club activities. Such purpose may be archived by periodical publications, registers of



vehicles and owners, sponsorship of events, and meetings of the membership. The activities of affiliated registers must be supplemental to, and compatible with, those of the Manx Club.

### **SECTION 3:**

Affiliated registers for vehicles will be limited to those makes, models, modes of power, or particular features which are approved by the Board of Directors. The following are possible vehicle classifications: (a) particular make or model; (b) particular mode of power (c) particular number of cylinders (d) any other classification deemed appropriate by the Manx Club board of directors. In no event shall a register include vehicles that are not street legal. There will be only one register organization for each category. A recognized affiliate register will be known by a name which identifies its nature, followed by the word "Register" or the words, "A Manx Club Affiliated Register". A recognized register must use the Manx Club name and logo in conjunction with its own name and logo. Upon application, the Manx Club Board of Directors must approve names and logos prior to use.

### **SECTION 4:**

Affiliated registers must have a minimum of ten (10) members including officers. All members and officers must be members in good standing of the Manx Club. A recognized affiliated register must have a minimum of three (3) officers to include: president, chief registrar, secretary-treasurer, editor or combination thereof.

## **B: FORMATION**

### **SECTION 1:**

An affiliated register proposal will be submitted by written petition to the Manx Club board of directors. The petition must include the following:

- (a) The names, addresses and signatures of at least ten (10) petitioners, not to include children or more than one spouse from any husband-wife joint membership of the Manx Club.
- (b) The identification of at least three (3) officers to include: president, chief registrar, secretary treasurer, editor or combination thereof.
- (c) The name that the affiliated register will be known by.
- (d) The identification of vehicle or category including a statement of definition and delineation with respect to said category.
- (e) A statement of purpose to include activities, events, sponsorship and publications.

All of the above must be included in the by-laws of the affiliated register. The By-laws must also be submitted to the Manx Club Board of Directors for approval.

### **SECTION 2:**

The Manx Club board of directors will consider and act upon a request for official recognition at regular Manx Club board meetings, providing the request is received in writing at the Manx Club office thirty (30) days prior to a regularly scheduled board meeting at which consideration is sought. The Manx Club

board will inform all officers of the petitioning affiliated register of the board's decision to either grant or not grant official recognition. In the event a petition is denied, the Manx Club board, through a designated spokesman, must inform all officers of the petition group of the reasons for denial. A group may re-submit a petition any time after the date of the first refusal, providing reasons for original refusal have been satisfied.

### **SECTION 3:**

The Manx Club board of directors will grant "Official Recognition" to only one affiliated register per vehicle or category as stated in Definition and Purpose, Section 3. Competitive petitions will be deemed those petitions received within the consideration period established by receipt of the first petition and submitted in full knowledge of the existence of another petitioners group. The Manx Club board will encourage cooperation and unity of action among groups of petitioners. Competitive petitioners will be judged on their individual merits with preference given to the groups of petitioners:

- (a) Representing the widest geographical distribution.
- (b) Presenting the clearest statement of purpose and description of categories.
- (c) Giving evidence of the greatest potential for enhancing the efforts of the Manx Club.

### **SECTION 4:**

Once an affiliated register is granted official recognition by the Manx Club board of directors, it will be sent a certificate to that effect signed by all executive officers of the Manx Club board. A duplicate of this certificate along with the successful petition will be made a part of the permanent records of the Manx Club.

### **SECTION 5:**

An affiliated register is granted official recognition status with the Manx Club until (1) that status is revoked by action of the Manx Club Board of Directors under Article XIX, Part D, Section 1, or (2) the Manx Club is notified in writing by the officers or at least three (3) responsible parties associated with the register, that the register has disbanded or ceased to function as an organization.

### **SECTION 6:**

Immediately upon an affiliated register's dissolution, as determined by the Manx Club board of directors, or the withdrawal of its official recognition by the Manx Club board of directors, that particular category of vehicles is once again open to representatives of another group of petitioners.

## **C: REQUIREMENTS FOR MAINTAINING OFFICIAL RECOGNITION STATUS**

### **SECTION 1:**

An affiliated register must submit a written report to the Manx Club office by April 1 of each year indicating a current roster of members, and a list of current officers and their addresses.

**SECTION 2:**

An affiliated register must send copies of all its publications and announcements of its activities to the Manx Club office at the time they are distributed to the affiliated register's members.

**SECTION 3:**

An affiliated register must publish a newsletter at least twice a year and have at least one (1) general meeting per year.

**SECTION 4:**

An affiliated register of vehicles must maintain a yearly updated register of those vehicles and owners to be distributed to its members and Manx Club board once per year, preferably at the end of each year.

**D: REVOCATION OF OFFICIAL RECOGNITION STATUS****SECTION 1:**

An affiliated register's status of official recognition can be revoked by action of the Manx board of directors for any one or more of the following:

- (a) Failure to comply with Requirements, Sections 1 through 4 above.
- (b) Having members who are Manx Club members.
- (c) Conducting affairs or events in a manner contrary to the purpose or principles of the Manx Club or in such a manner as to discredit or defame the Manx Club.
- (d) Failure to cooperate with the Manx Club and its regional groups in the planning of events.

**ARTICLE XX: DISSOLUTION OF THE CORPORATION**

If the Manx Club board of directors concludes that the corporation can no longer continue to function in the manner intended by its founding fathers and as outlined by the herein by-laws, then the corporation shall be dissolved.

In the event of dissolution, the assets of this corporation shall be distributed as provided for in Section 23701(d) of the Revenue and Taxation Code of California, or as provided for in Section 501(c)(3) of the Internal Revenue Code as said laws now exist or as they may be amended in the future.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS**

We, the undersigned, are all of the persons currently serving as the directors of the Manx Club, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 19 pages, as the By-Laws of this corporation.

The Manx Club By-Laws  
Amended on April 22, 2016

Dated: XXXX XX, 2016

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Vincent Parisien, President

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Connie Breedlove, Secretary

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Mike Dario, Vice-President, Treasurer

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Bud Zeller, Director

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Thomas Szwajkos, Director

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Paul Mabin, Director

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Winnie Meyers, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-Laws of the corporation named in the title thereto and that such By-Laws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: XXXX XX, 2016. By Laws as amended, on April 22, 2016, and approved on XXXX XX, 2016

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Connie Breedlove, Secretary