



**BY-LAWS**  
**BRITISH BOOTS AND BONNETS**  
**A State of Illinois Corporation**

ARTICLE I - NAME

The name of this non-profit organization is "*British Boots and Bonnets*" and is hereafter referred to as BBB or the Club. The Club was incorporated in the State of Illinois on July 24, 1996 (file #5897-105-7).

ARTICLE II - PURPOSE

To promote and encourage appreciation, preservation, restoration, public education, display, enjoyment and knowledge of and about the British automobile. The Club membership will engage in such activities as may be consistent with this purpose.

ARTICLE III - MEMBERSHIP

Section 1 – Membership shall be defined as follows:

- a. A husband and wife or, a domestic couple – one of whom shall be at least 18 years of age or, a single member who shall be at least 18 years of age.
- b. No individual shall be denied membership in the Club based on race, creed, religion, national origin, gender or political affiliations.

Section 2 – Dues:

The Board shall determine the membership dues. Dues adjustments shall be effective at the next scheduled membership renewal date. The term of membership is January 1 through December 31 of each calendar year.

Section 3 – Membership requirements:

Applicants shall be admitted to membership upon:

- a. Payment of required dues and initiation fees.
- b. Signing and returning a written waiver of liability.
- c. Agreement to the Aims and Objectives of the Club as defined in ARTICLE II.

Section 4 – Membership responsibilities:

- a. No member shall have any right, title or interest in any real or tangible property of the Club.
- b. A member may be ejected from the Club upon the Board's recommendation and a majority vote of the members present at a meeting called for that purpose. The quorum stipulations of ARTICLE IV, Section 4 shall apply. Reasons for ejection must be documented and submitted to the membership at large by the Board. Ejection may take place in the event that a member has falsely represented the Club and/or the Club's interests, has put the Club in a position of liability or otherwise compromised the Club's financial or community status in a derogatory manner.

ARTICLE IV - MEETINGS:

Section 1 – There shall be one general annual meeting of the membership to be held during the month of January to conduct an election of officers for the following year and other such business as is necessary.

Section 2 – The Board shall meet at least once during each year.

Section 3 – Special meetings of the Membership or Board may be called at any time and place by the President or a majority of Board members or on a petition of five (5) or more club members.

Section 4 – A Membership quorum shall consist of not less than five (5) members at large and a majority of the Board. A Board quorum shall consist of a majority of its members.

ARTICLE V - BOARD MEMBERS (OFFICERS) AND ELECTIONS

Section 1 – The Board shall consist of nine (9) members who must have a minimum of six (6) months of active Club membership status prior to election.

Section 2 – The elected term shall be for one (1) year beginning in January.

Section 3 – An individual can only be elected to the same office for not more than two (2) consecutive terms. The offices of Newsletter Editor, Membership Chairperson and Webmaster are exempt from the maximum consecutive term stipulation.

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Section 4 – An Officer may be removed at any time upon the recommendation of the Board or an at-large member committee consisting of not less than five (5) active members and a majority vote of the members present at a meeting called for that purpose. The quorum stipulations of ARTICLE IV, Section 4 shall apply. Reasons for ejection must be documented and submitted to the membership at large by the Board or member committee. Ejection may take place in the event that an Officer has falsely represented the Club and the Club's interests, has put the Club in a position of liability or otherwise compromised the Club's financial or community status in a derogatory manner.

Section 5 – Board vacancies may be filled by the Board or by a vote of the active membership present at a special meeting called for that specific purpose. The quorum stipulations of ARTICLE IV, Section 4 shall apply.

Section 6 – Officers shall be elected by a majority vote of the membership present at the annual meeting in January. Absentee voting will be permitted. Ballots will be published in the Chronicle prior to the meeting at which the vote will be taken. Absentee ballots must be sealed and received by the Secretary at least two (2) days prior to the voting meeting. Proxy voting will not be permitted. The quorum stipulations of ARTICLE IV, Section 4 shall apply.

Section 7 – In the event of a contested election, a vote shall be taken by written ballot.

Section 8 – A call for nominations shall be made at the November meeting to fill Officer slots that are about to expire. Members may place nominees in good standing for election by mail, phone or floor nomination. A last call for nominations shall be made at the annual meeting prior to voting procedures.

Section 9 – The Board shall consist of the following elected officers:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Events Chairperson
- f. Newsletter Editor
- g. Regalia Chairperson
- h. Membership Chairperson
- i. Webmaster

ARTICLE VI - OFFICER DUTIES AND RESPONSIBILITIES

Section 1 – The President shall preside at all meetings of the Club and the Board; shall have control and management of the business and ordinary affairs of the Club. The President shall be responsible for collection of data and preparation of the annual report to the State of Illinois for Incorporation within sixty (60) days prior to the Club incorporation anniversary month.

Section 2 – The Vice President shall exercise the duties of the office of President when the President is unavailable. The Vice President shall also assist the Newsletter Editor in the details of advertising point of contact plus publication and mailing of the monthly newsletter. The Vice President shall operate as the club property manager in that he/she shall maintain a current listing of all tangible club assets, in whose possession those assets reside and physical condition of each asset. Club members desiring access to any asset for club or British Car related purposes shall inform the Vice President so the property records may be current as to the location and condition of the asset. A property report shall be submitted quarterly to the President.

Section 3 – The Secretary shall conduct all official correspondence; keep a record of the minutes of the meetings of the Club and serve as the Club historian.

Section 4 – The Treasurer shall keep accounts of the Club financial status; receive all monies, pay all bills and preserve all vouchers for authorized disbursements; shall at the annual meeting, submit a report of the financial transactions of the preceding year as well as anticipated budget for the coming year in written format; shall keep all funds of the Club in such account or accounts as the Board may prescribe.

Section 5 – The Events Chairperson shall be responsible for timely collection of area, national and BBB Club events of interest for publication in the monthly newsletter. The Events Chairperson shall further form an events committee of not less than two members in good standing to collect ideas for, plan and co-ordinate BBB Club events.

Section 6 – The Newsletter Editor shall be responsible for the creation of the Club newsletter "*Boots and Bonnets Chronicle*"; shall ensure the newsletter is published and in the mail in a timely fashion for membership distribution the week prior to each monthly meeting.

Section 7 – The Regalia Chairperson shall be responsible for inventory management and distribution of regalia plus collection of monies for same as may be approved by the Board. Consolidation of regalia finances shall be made monthly to the treasurer.

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Section 8 – The Membership Chairperson shall maintain a current roll of members, advertisers, and other car clubs/affiliates and their contact information; shall furnish new members with "new-member packet", to include, but not limited to a copy of these By-Laws and a current membership listing ; shall order new member name tags; shall certify each member by verification of payment of dues and initiation fees plus a signed liability disclaimer on file; shall distribute Club e-mails; shall keep the Newsletter Editor apprised of contacts who do not have e-mail addresses for the purpose of postal delivery of the newsletter.

Section 9 – The Webmaster shall maintain the Club website; shall convey current Club-related information via the website; shall respond to website e-mail on behalf of the Club; shall coordinate with the elected officers concerning the Club website.

Section 10 – Club management shall be vested in the Officers as described above. The Officers shall have other due-process powers as necessary that are not inconsistent with these By-Laws.

Section 11 – Failure of any Officer to abide by or carry out the provisions of these By-Laws or the Article of Incorporation shall constitute resignation of that Officer's position. The remaining Officers shall incorporate the provisions of ARTICLE V, Section 5 to fill the vacated Officer position.

#### ARTICLE VII - BY-LAWS

Section 1 – Proposed amendments to the By-Laws shall be presented to the Board for appropriate action.

Section 2 – Enactment of amendments to the By-Laws shall require the affirmative vote of two-thirds or more of the members present at the meeting when the vote is taken. Absentee voting will be permitted. Membership awareness will be made by publishing the By-Law changes and absentee ballots in the Chronicle prior to the meeting at which the vote will be taken. Absentee ballots must be sealed and received by the Secretary at least two (2) days prior to the voting meeting. Proxy votes will not be allowed.

#### ARTICLE VIII - INDEMNIFICATION

Every Officer, Committee Member or Member of the Club shall be indemnified by the Club against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceedings to which he/she may have been made a party, or in which he/she may become involved, by reason of his/her being or having been an Officer, Committee Member or Member of the Club and acting on behalf of the Club at the time such expenses are/were incurred, except in such cases wherein the Officer, Committee Member or Member is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. Provided however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement, and reimbursement as being in the best interests of the Club.

#### ARTICLE IX - CLUB DISSOLUTION

Upon dissolution of the Club, all Club assets shall be distributed to an organization(s) dedicated to the British Automobile interests or a charity(ies) as may have been pre-approved by special committee or as agreed upon by the Officers. Formal dissolution notice shall be submitted for publication in the local newspapers of the area within two weeks after dissolution. Dissolution notice shall also be submitted to the appropriate State and Federal agencies with respect to Club Incorporation. Dissolution duties shall fall upon the President, Secretary and Treasurer to fulfill.

Submitted to the active membership and accepted in accordance with ARTICLE VII: Adopted February 19, 1997; Amended May 19, 1999, January 19, 2000, November 21, 2001, March 20, 2002 and January 19, 2011.

ATTEST:

For the Board:

*Connie J. Frazier*

Connie J. Frazier – President

Date: January 19, 2011