

# CAPITAL TRIUMPH REGISTER, Ltd.

## BYLAWS

### **Article I CLUB NAME – PURPOSE – GEOGRAPHIC AREA**

(a) *Club Name.* The official name of the Club shall be “Capital Triumph Register, Ltd.” (hereinafter “CTR” or the “Club.”)

(b) *Purpose.* The purpose of CTR is to preserve the Triumph marque and have a good time doing it. Specifically, the club encourages the ownership, operation (driving), maintenance, and restoration of all Triumph automobiles and the good-natured fellowship associated with this hobby/way of life. CTR is an autonomous chapter of the Vintage Triumph Register (VTR), a North American association dedicated to the preservation and enjoyment of all Triumph automobiles.

(c) *Geographic Area.* CTR primarily shall serve the interests of enthusiasts in the District of Columbia (Washington, D.C.), Maryland, and Northern Virginia. This area is generally known as the Washington, D.C., Metropolitan Area and is loosely defined as the District of Columbia, plus that area within 50 miles of its borders.

### **Article II GOVERNANCE**

CTR shall be governed by an Executive Steering Board (hereinafter “ESB”) comprised of all Directors and Officers elected or appointed as provided herein.

### **Article III MEMBERSHIP**

(a) *Eligibility.* Membership shall be open to owners and/or enthusiasts of Triumph automobiles who are in agreement with the club purpose. Residence within the primary geographic area is not a requirement for membership, nor is ownership of a Triumph. CTR shall not discriminate against any person on the basis of race, color, religion, sex, national origin, physical or mental handicap, or sexual preference/orientation.

(b) *Application.* An individual may apply for membership by completing a membership application and remitting the full amount of membership dues. A family membership is extended to the significant other and all minor children of the active member. Only the active member of each family membership shall be eligible to vote.

(c) *Status.* A Member shall remain active and entitled to the rights and privileges of membership so long as his or her dues remain current.

(d) *Reciprocal (complimentary) Membership.* The ESB may, from time to time, vote to extend reciprocal membership and waive membership dues to persons or organizations that provide reciprocal privileges or other benefits to CTR or its members. Examples of candidates for reciprocal membership include, but are not limited to: representatives of other clubs, parts suppliers, and automotive service providers. Each grant of a reciprocal membership shall be documented to include the duration of the membership and the reason for reciprocity. Reciprocal Members may not vote or hold office.

(e) *No Authority.* No Member shall represent the CTR or use the CTR insignia, mailing list, or name, without the approval of the ESB. No Member may obligate CTR nor be reimbursed for expenses if not expressly authorized by the ESB prior to the commitment.

(f) *Dues.* Amount of dues shall be established on an annual basis by majority vote of the ESB, subject to an increase limit of 25% annually. Dues shall be paid annually or renewed for two if preferred, in the month joined. Location and method of payment shall be established from time to time by the Treasurer. Membership is considered active when dues are received and deposited in the Club's treasury.

(g) *Privileges.* All active Members may vote, may hold office, are entitled to receive all published newsletters, and are entitled to participate in all club events and meetings.

(h) *Revocation.* Any Member of the club whose conduct at a club event or meeting is defamatory to the club or its members, generally brings discredit to the club, jeopardizes the health or safety of the Member others, or is involved in criminal activity, is subject to have his or her membership privileges revoked in the absolute discretion of the ESB.

(i) *Indemnification.* All Members shall agree to, upon their application or renewal of CTR Membership, indemnify and hold harmless the Club, its Directors, Officers and its Membership of any liability in all matters.

#### **Article IV MEMBERSHIP MEETINGS**

(a) *Places of Meetings.* All meetings of the Members shall be held at such place, either within or without the Commonwealth of Virginia, as from time to time may be fixed by the ESB.

(b) *Annual Meetings.* An Annual Membership Meeting, for the election of Directors and transaction of such other business as may come before the meeting, shall be held in each year on the last Saturday or Sunday of January, or such other date as may be established from time to time by the ESB.

(c) *Special Meetings.* A special meeting of the Members for any purpose or purposes may be called at any time by the President, by a majority of the ESB, or by Members together holding at least one-tenth of the Members at the time who are entitled to vote with respect to the business to be transacted at such meeting. At a special meeting, no business shall be transacted and no Club action shall be taken other than that stated in the notice of the meeting.

(d) *Notice of Meetings.* Written or printed notice stating the place, day, and hour of every meeting of the Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent via mail or electronic mail not less than ten nor more than sixty days before the date of the meeting, to each Member of record entitled to vote at such meeting, at the Member's street or email address that appears in the records of the Club. Such further notice shall be given as may be required by law, but meetings may be held without notice if all the Members entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or within thirty days after the meeting.

(e) *Quorum.* A quorum shall consist of a two-thirds majority of the members of the ESB, including at least one of the President and Vice President, plus, twenty-five (25) percent of the active members who are not ESB members, in person or by written proxy. If less than a quorum shall be in attendance at the time for which a meeting has been called, the meeting may be adjourned by a majority of the Members present or represented by proxy without notice other than by announcement at the meeting.

(f) *Voting.* At any meeting of the Members, each Member shall, as to such matter, have one vote, in person or by proxy. Every proxy shall be in writing, dated, and signed by the Member entitled to vote or the Member's duly authorized attorney-in-fact.

(g) *Approval of Motions.* Approval of motions will be by simple majority of those members present and constituting a quorum.

(h) *Inspectors.* The Chairman, in his or her discretion, may appoint an appropriate number of inspectors for any meeting of Members. Inspectors so appointed will open and close the polls, will receive and take charge of proxies and ballots, and will decide all questions as to the qualifications of voters, validity of proxies and ballots, and the number of votes properly cast.

(i) *Member Action without a Meeting.* Any action requiring Member approval may be taken without a meeting and without prior notice, if the action is taken by Members who would be entitled to vote at a membership meeting having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members entitled to vote thereon were present and voted.

## **Article V      DIRECTORS**

(a) *Number of Directors.* The number of Directors constituting the Board of Directors (hereinafter the "Board") shall be two (2).

(b) *Election and Removal of Directors; Quorum.*

(1) Directors shall be elected at the Annual Membership Meeting to succeed those Directors whose terms have expired and to fill any vacancies then existing. One Director shall be elected as President; the other as Vice President. Nominations will be heard, and each candidate shall be given the opportunity to speak briefly. Election shall be based on a majority vote of the active Members present (in person or by proxy) and voting at the meeting.

(2) Directors shall hold their offices for terms of two (2) years and until their successors are elected. A Director may resign at any time by giving written notice to the ESB or the other Director. Any Director may be removed from office with or without cause at a Membership meeting called expressly for that purpose by the voting of members holding not less than a majority of the memberships entitled to vote at an election of Directors.

(3) Any vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board; the term of office of any Director so elected shall expire on the date fixed for the expiration of the term of office of the Director to which such Director was so elected.

(4) A majority of the number of Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Unless otherwise restricted by these Bylaws or the Articles of Incorporation, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

(c) *General Powers.* The property, affairs, and business of the Club shall be managed by the Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the powers of the Club shall be vested in such Board. Individual Directors have no authority to act on behalf of or to bind the Corporation unless specifically authorized by the Board or these Bylaws.

(d) *Compensation.*

(1) By affirmative vote of the majority of Directors then in office, the Board may establish reasonable compensation for all of the Directors for services rendered to the Corporation as Directors or Officers, or otherwise.

(2) By resolution the Board may also establish a fixed sum to be paid to each Director for attendance at each meeting of the Board or its Committees.

(3) By resolution of the Board, Directors may also be reimbursed for expenses incurred by attendance at meetings of the Board or its Committees.

(4) Nothing within the Bylaws shall preclude Directors from serving the Corporation in other capacities and receiving compensation for such other services.

**Article VI OFFICERS – TERMS – ELECTIONS – REPLACEMENTS/ADDITIONS – DUTIES**

(a) *Officers.* The ESB shall consist of the following officers: President, Vice President, Treasurer, Secretary, Newsletter Editor, Events Director(s) (normally at least two – one representing Virginia and one representing Maryland), Membership Czar, Club Liaison, “Britain on the Green” coordinator(s), Web Administrator(s), and Member(s)-at-Large. All officers must remain active Members throughout their terms. Any two or more officers (except President and Vice President) may be combined in the same person as the President may determine.

(b) *Election and Appointment of Officers.* The President and Vice President shall be elected by the Membership as provided by Article V(b)(1) herein. Remaining officers shall be appointed by the President and serve at his/her pleasure.

(c) *Replacements; additional officers.* Replacements may be nominated by the ESB to the President for consideration in the appointment process. Additional ESB officer positions may be approved by a majority vote of the ESB. Terms for such replacements or additions shall coincide with the expiration of the term of the then current President.

(d) *Responsibility at End of Term.* At the conclusion of any term of office, the outgoing officer will provide the incoming officer (or one of the other ESB members) all files and materials pertaining to the duties of that position to assist with continuity of operations.

(e) *Emergency replacement.* In the event of an emergency need to replace the President or Vice President, the Vice President shall assume the office of President, and the Secretary shall assume the office of the Vice President. The President shall then consider the recommendation of the remaining Executive Steering Board officers for the appointment of a new Secretary. The new Secretary shall complete the remainder of the term remaining.

(f) *Duties.* The Officers shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board. The Board may require any officer to give such bond for the faithful performance of his or her duties as the Board may see fit.

(1) President. The President shall be responsible for promotion and growth of the club through all available means. The President shall oversee all club operations and insure adherence with these Bylaws. The President shall serve as Chair of Membership and ESB

meetings unless he or she delegates otherwise. The President shall timely appoint all other Officers not subject to election by the Membership.

(2) Vice President. The Vice President shall assist the President in the day-to-day management of the Club, act as the President in the absence of the President, conduct an annual review and audit of the Club's accounts, and conduct other/special duties as assigned by the President.

(3) Treasurer. The Treasurer shall be responsible for receiving all club funds, depositing same in the club account(s), paying all club expenses approved by the Board and/or the ESB. The Treasurer shall maintain detailed records regarding receipts, disbursements and provide an annual statement of fiscal status for review by the Vice President. The Treasurer will provide a status of Club accounts at each regularly scheduled ESB meeting and when requested by the President. The Treasurer will act as the club insurance liaison with the VTR and report on the same.

(4) Secretary. The Secretary shall keep accurate records at all Club meetings in a format agreeable to the Board, read the minutes at ESB meetings, and provide copies to the Officers. The Secretary shall also be responsible for all club correspondence (both written and electronic) with VTR, other VTR chapters, and in general.

(5) Newsletter Editor. The Newsletter Editor shall be responsible for producing at least 10 newsletters per year. The schedule and quality of the newsletter shall be agreed upon by the ESB. The Editor shall actively solicit material for publication in the newsletter as needed from club members and other sources. The Editor shall submit the CTR newsletter to the VTR, in accordance with their prescribed procedures, for participation in the newsletter contest and to keep the VTR current on our activities. The Editor is responsible for ensuring the newsletters are distributed to all active Members on a timely basis.

(6) Events Director(s). The Events Director(s) shall coordinate all meetings and club activities to ensure that they do not conflict with other scheduled club and British car events. The Events Director(s) shall act as coordinators to ensure that CTR resources are accessible to event sponsors (members who volunteer to organize and conduct an event), stay in contact with event sponsors to monitor progress of event planning and provide assistance as needed. Events Director(s) will maintain sign-in/participation data for each event and calculate calendar year attendance data for determination of participation awards at the annual CTR Awards Banquet. Events Director(s) will ensure a budget is prepared and submitted to the ESB for each CTR event. The Events Director(s) shall provide the Newsletter Editor with a comprehensive regional events calendar to be published in the Newsletter.

(7) Membership Czar. The Membership Czar shall receive all applications for new members and renewals. The Czar shall develop and maintain an up to date (monthly) membership database of all active members. The Czar shall ensure that all funds received are forwarded to the Treasurer for deposit in the Club's account(s). The Czar shall also send on a monthly basis (the specific date coordinated with the Editor) the active membership roster with mailing addresses to the Editor (to be used as a mailing list for the Newsletter). On a quarterly basis, the Czar shall provide the ESB a complete listing of all active CTR members which includes phone numbers.

(8) Club Liaison. The Club Liaison shall make contact and establish communication with the other British marque automobile clubs in the area and region for the purpose of coordinating inter-club participation at events, as approved by the ESB. The Club Liaison shall report on all contacts and communications with other clubs to the ESB.

(9) Britain on the Green (“BOG”) Coordinator(s). So long as the Club hosts an annual Britain on the Green car show, the BOG Coordinator(s) will be a permanent Officer position. The BOG coordinator(s) shall organize BOG planning committee and appoint subcommittee chairs; schedule and chair BOG planning meetings; serve as CTR’s primary point of contact with the BOG venue; serve as CTR’s primary point of contact for distribution of BOG information; and prepare and submit a proposed annual BOG budget to the Treasurer for incorporation into the CTR budget.

(10) Web Administrator(s). The Web Administrator(s) shall be responsible for maintaining the currency of CTR website, including BOG information as appropriate, and providing member login passwords. Website format will be updated as necessary and as software modernization dictates. Overall content will be approved by the ESB. Web Administrators also shall advise on social media strategies and publicity.

(11) Member(s)-at-Large. All Past Presidents of CTR who remain Members of the club in good standing will remain ESB Members-at-Large for a two-year term, and may be subsequently re-appointed as such at the discretion of the President. The President may, in his discretion, (1) reappoint Members-At-Large for one or more additional terms, (2) appoint additional past officers of the Club as Members-at-Large. Members-at-Large shall provide sage advice to the ESB on all club operations; and perform other duties as may be requested by the President from time to time.

#### **Article VII    ESB MEETINGS – EVENTS**

(a) *Schedule*. The ESB shall hold planning meetings approximately every two months, at a time and place set by the ESB. The time and location of these meetings will be published in the club newsletter. Meetings shall be held within the geographic boundaries outlined in Article I. Every effort will be made to select dates, times, and locations so as to ensure the greatest opportunities for attendance by the active membership. The normal order of business shall be:

- (i) Call to Order
- (ii) Opening Remarks, Introductions, Announcements
- (iii) Reading of Minutes from Last Meeting
- (iv) Club Officer Reports, including VTR National Reports
- (v) Old Business
- (vi) New Business
- (vii) Establish Next Meeting
- (viii) Adjourn

(b) *Quorum*. A two-thirds majority of the members of the ESB, including at least one of the President and Vice President, shall constitute a quorum. If less than a quorum shall be in attendance at the time for which a meeting has been called, the meeting may be adjourned by a majority of the ESB members present without notice other than by announcement at the meeting.

(c) *Approval of Motions*. Approval of motions put to the ESB will be by simple majority of those ESB members present and constituting a quorum.

(d) *Parliamentary authority*. In general CTR meetings are governed in an informal manner. However there may be times when a more formal method is required to govern the proceedings of the CTR. In these instances the rules contained in the “Modern Edition of Robert’s Rules of Order” shall govern the CTR in all instances where they are not inconsistent with these Bylaws and any Operating Rules the CTR may adopt.

(e) *Event Planning.* The ESB shall generally ensure there is at least one CTR event planned each calendar month. These events should reflect the desires of the active membership whenever possible. The events should be fun, appealing to the majority, focus on driving, maintaining, or restoring Triumphs, and be social in nature.

#### **Article VIII AMENDMENT**

These Bylaws may be amended from time to time by majority vote of a quorum of the ESB. The Members entitled to vote in respect to the election of Directors, however, shall have the power to rescind, amend, alter, or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered, or repealed by the ESB.

#### **Article IX MISCELLANEOUS PROVISIONS**

(a) *Seal.* The corporate seal of the Club shall consist of a flat-faced circular die, of which there may be any number of counterparts and on which there shall be engraved the word "Seal" and the name of the Club.

(b) *Fiscal Year.* The fiscal year of the Club shall be the calendar year, or such other accounting periods as may be fixed from time to time by the Board of Directors.

(c) *Captions.* Captions used herein are for convenience only and shall not be construed as substantive parts of these Bylaws.

(d) *Checks, Notes, and Drafts.* Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.