

BRICKLIN INTERNATIONAL OWNERS CLUB Inc.
BYLAWS

ARTICLE I - OFFICES

Section 1. The principal office of Bricklin International Owners Club Inc. (hereinafter referred to as the Corporation) shall be in the City of Alexandria, and the State of Virginia

Section 2. The Corporation may have additional offices at such other places, both within and without the State of Virginia, as the Board of Directors may designate or as the Corporation may require.

ARTICLE II - MEMBERS

Section 1. The Corporation shall have the following types of members:

Active Member

Any person of character who is in sympathy with the objectives of the Corporation and who submits a properly executed application which is approved by the Board of Directors or its legated agent, and who is current in the payment of dues, shall become an active member and shall have the right to vote.

Honorary membership

Honorary membership may be conferred upon an individual by a unanimous vote of the Board of Directors for service to the Corporation or its objectives. Honorary members shall not be required to pay dues.

Section 2. The period of membership shall be one year from receipt of dues by the Director of Membership. Any member whose dues are delinquent in excess of two (2) months shall be automatically suspended from membership. Reinstatement is possible only upon payment of all delinquent dues.

ARTICLE III - DUES

Section 1. The amount of dues shall be determined and approved by the Board of Directors. Persons eligible for membership shall pay annually to the Membership Director the sum determined and approved by the Board of Directors.

Section 2. Special assessments may be made upon approval by two-thirds of the members of the Corporation having voting power and voting in person or by proxy at any duly held regular or special meeting, provided that a quorum be present, and provided that notice of such special assessment, including the amount thereof, be given in regular notice of the meeting, such notice being described in Article IV.

ARTICLE IV - MEMBERS MEETINGS

Section 1. The place of all meetings of members of the Corporation shall be the principal office of the Corporation in the City of Alexandria, and the State of Virginia, or such other place as shall be determined by the Board of Directors. The place at which any such meeting is to be held shall be stated in the Notice and Call, or the Waiver of Notice of the meeting.

Section 2. The Annual Meeting Of Members shall be held at the site of the

designated National Meet in each year, or at such other time: as the Board of Directors may determine, at which meeting and if a quorum be present, the members shall elect a Board of Directors as prescribed under Article V, and shall transact such other business as shall be properly presented.

Section 3. Written notice of the Annual Meeting of Members shall be given with notice of the time and place of the National Meet, at least thirty (30) days, but not less than five (5) days before the date of such meeting.

Section 4. Special meetings of the members unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President and shall be called by the President or Secretary at the written request of members totaling not less than one-tenth (1/10) of the total number of members entitled to vote. Such request shall state the purpose(s) of the proposed meeting.

Section 5. Written notice of a special meeting of members, stating the time, place and object thereof, shall be given at least thirty (30) days, but not less than five (5) days before the date fixed for the meeting.

Section 6. Notice to members shall be delivered personally or mailed to their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be placed in a United States Postal Service letter box, postage prepaid, addressed to a member as aforesaid.

Section 7. The business to be transacted at any special meeting shall be limited to the purpose(s) stated in the notice of special meeting.

Section 8. Ten percent (10%) of the members, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the members, a majority of the members present in person or represented by proxy, shall have the power to adjourn the meeting to a later date; provided that written notice of the future time and place of such meeting be furnished to the members not so present or represented, at least twenty-four (24) hours prior to such meeting. At such adjourned meeting at which a quorum shall be present or represented by proxy, any business may be transacted as provided in the original notice of meeting.

Section 9. When a quorum is present at any meeting, the vote of a majority of the members who are present or represented by proxy shall decide any question which is properly presented, unless such question is one upon which express provision of the statutes of the Certificate of Incorporation a greater vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Each member shall at every meeting of the members be entitled to one (1) vote in person or by proxy, but no proxy may be voted after eleven months from its date of issuance, unless the proxy provided for a longer period or limits its use to a particular meeting not yet held.

Section 11. Whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action by and within the provisions of the statutes of the Certificate of Incorporation, the meeting and voting of members may be dispensed with, if two-thirds (2/3) of the members who would have been entitled to vote upon the action if such meeting were held,

shall consent in writing to such corporate action being taken and such writing is filed with the Secretary of the Corporation as part of the corporate records.

Section 12. At all elections of directors, the voting shall remain open for at least one (1) hour, unless every member entitled to vote has sooner voted, in person or by proxy, or in writing has waived the provisions thereof; otherwise such election shall be conducted as prescribed in Article V.

Section 13. Any meeting of the members at which a quorum is present may be adjourned to a designated time and place by a majority vote of the members present, in person or by proxy and entitled to vote at such meeting. No notice of such adjourned meeting of the members need be given, other than an announcement of the meeting.

Section 14. The President, or in his absence, any other executive officer of the Corporation, shall call each meeting of the members to order and, unless otherwise ordered by the members, shall act as Chairman of the meeting. The Secretary of the Corporation, or a person appointed by the Chairman of the meeting, shall act as secretary of each such meeting.

Section 15. At all meetings of members, the following order of business shall be followed:

- (a) Organization of meeting
- (b) Submission by Secretary of proof of proper notice of meeting or waiver thereof
- (c) Submission by Secretary of alphabetical list of members
- (d) Statement by Secretary of the number of members entitled to vote, represented in person
- (e) Reading of minutes of last members meeting
- (f) Reports of officers and committees
- (g) Unfinished business
- (h) New business
- (I) Nomination of directors for ensuing term - if annual meeting
- (j) Election of directors - if annual meeting
- (k) Adjournment

ARTICLE V - DIRECTORS

Section 1. The number of directors which shall constitute the whole Board of Directors shall not be less than five (5). The first Board shall consist of five (5) directors and shall be appointed by the incorporators for terms as specified by the incorporators. Thereafter, within the limits above specified, the number of directors and their terms of office shall be determined by resolution of the Board of Directors, or by the members at the annual meeting thereof, and the directors shall be elected at such annual meeting of members, except as provided in Section 2 of this Article. Each director shall hold office until his successor is elected and has qualified. Directors must be members of the Corporation, but need not be residents of the State of Virginia.

Section 2. Vacancies in the Board of Directors occurring as a result of a lack of qualified nominees for directors, failure of a quorum to exist at the annual meeting of members for the purpose of election of such directors, the need as determined by the Board of Directors to create a new board position, the need as determined by the Board of Directors to remove a director for reasons adversely affecting the common good of the Corporation, or the death or

resignation of a director within his prescribed term, may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, and the directors so chosen shall hold office until the next annual election and their successors are duly qualified and shall qualify.

Section 3. A nominating committee of at least three (3) members appointed by the President shall solicit nominations from the directors then in office, and from the membership at large through the regional directors, and shall (submit the same to the Secretary of the Corporation at least 60 days prior to the annual meeting of members. Other nominations may be submitted by petition signed by at least fifteen (15) percent of the members and submitted to the Secretary no later than 60 days prior to the date of the annual meeting. Ballots, to be valid, must be marked for exactly the number of directors to be elected, and must be postmarked no later than ten (10) days prior to the date of the annual meeting of members.

Section 4. The business of the Corporation shall be managed by its board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these by-laws directed or required to be exercised or done by the members.

MEETINGS OF THE BOARD OF DIRECTORS

Section 5. The Board of Directors: of the Corporation may hold meetings, both regular and special, either within or without the State of Virginia.

Section 6. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by vote of the members at the annual meeting, and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present. In the event of the failure of the members to fix the time and place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the members, the meeting may be held at such time and place as shall be specified in a notice given hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all the directors.

Section 7. Special meetings of the Board of Directors may be called by the President on thirty (30) days' written or oral notice given to each director, either personally or by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors.

Section 8. At all meetings of the Board of Directors a majority of the directors or officers of the Corporation shall constitute a quorum for the transaction of business, and the act of the majority of directors present at any meeting at which there is a quorum at the time such act is effected shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors the directors present thereat may adjourn the meeting to a later date; provided, however, that written or oral notice of such adjourned meetings shall be furnished to the absent directors at least twentyfour (24) hours prior thereto.

Section 9. Unless otherwise restricted by the Certificate of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or action required or permitted to be taken through notification by Presidential Board Letter, may be taken without a meeting if prior to such action being effected, a written, signed consent thereto is provided by a majority of the members of the Board of Directors then in office, and such written consent is filed with the minutes of the proceedings of the Board.

ARTICLE VI - OFFICERS

Section 1. The officers of the Corporation shall be chosen by the Board of Directors, from within the Board of Directors, and shall be a Chairman of the Board, a President, an Executive Vice-president, a Vice-president of Technical Services, a Vice-president of Publications, a Vice President of Finance, a Vice President of Operations, a Director of Membership, and a Secretary. The Board of Directors may also choose additional vice-presidents and directors, and one or more assistant secretaries and assistant financial officers. Any two or more offices may be held by the same person, except the same person shall not hold offices of the President and the Secretary at the same time.

Section 2. The Board of Directors at its first meeting, and after each annual meeting of the members, shall choose the officers from among the directors and shall choose other officers, none of whom need be members of the Board of Directors, from the members of the Corporation.

Section 3. The Board of Directors shall appoint such other officers and agents as it deems necessary, and such other officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board.

Section 4. The officers and directors of the Corporation shall receive no salaries.

Section 5. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any elected or appointed officer or director may be removed at any time for reasons adversely affecting the common good of the Corporation, by the affirmative vote of a majority of the Board of Directors. Any vacant office occurring within the Corporation, and not filled through the designated election process, shall be filled by the affirmative vote of a majority of the members of the Board of Directors.

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Section 6. The Chairman of the Board of Directors is elected by the Board of Directors and must have completed at least one (1) full term as the President of the Corporation. The Chairman of the Board will not be required to pay dues.

THE PRESIDENT

Section 7. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the Corporation and shall carry out and effectuate, or cause to be carried out or effectuated, all orders and resolutions of the Board of Directors.

Section 8. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.

THE EXECUTIVE VICE PRESIDENT

Section 9. The Executive Vice President, or the vice presidents in the order determined by the Board of Directors, shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties and perform such other powers as the Board of Directors may from time to time prescribe.

THE VICE PRESIDENT OF TECHNICAL SERVICES

Section 10. The Vice President of Technical Services shall carry out and effectuate, or cause to be carried out and effectuated, all responsibilities for implementing judging standards and rules established by the Corporation, and he or his representative shall preside over all such judging events as may be conducted within the aforementioned standards and rules. All technical seminars, technical data and all such information of technical content disseminated or provided by the Corporation shall be managed by the Vice President of Technical Services. *(The VP Tech will provide tech info to the VP publications regularly and insufficient quantity so as to satisfy the needs of the membership.)*

THE VICE PRESIDENT OF PUBLICATIONS

Section 11. The Vice President of Publications shall carry out and effectuate, or cause to be carried out and effectuated, all responsibilities for the content, format, release, production and distribution of all publications or informational material disseminated or provided by the Corporation and within schedules prescribed by the Corporation. Expenses incurred in the performance of the aforementioned responsibilities shall be borne by the Corporation.

THE VICE PRESIDENT OF FINANCE AND THE ASSISTANT FINANCIAL OFFICER

Section 12. The Vice President of Finance shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 13. The Vice President of Finance shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meeting, or when the Board of Directors so requires, an accounting of all his transactions as Vice President of Finance and of the financial condition of the Corporation. He shall prepared and file or cause to be prepared and filed all returns, reports, affidavits, and certificates required by applicable law, rule or regulation to be prepared and filed in respect of any tax levy, assessment, impost, duty, or fees of any government or political subdivision thereof, or of any government bureau, agency or department

Section 14. If required by the Board of Directors, the Vice President of Finance shall give the Corporation a bond (which shall be renewed every two (2) years,) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration of the Corporation, in case of his death, resignation, retirement removal from office, of all his books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation

Section 15. The Assistant Financial Officer, or if there shall be more than one, the Assistant Financial Officers in the order determined by the Board of Directors, shall, in the absence or disability of the Vice President of Finance, perform the duties and exercise the powers of the Vice President of Finance and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 16. The Board of Directors may designate an auditor(s) and may vote an audit of the Corporation's financial records at any time as may be prescribed by a majority vote of the Board of Directors or at the direction of an action voted on by a quorum at the meeting of members.

THE VICE PRESIDENT OF OPERATIONS

Section 17. The Vice President of Operations shall carry out and effectuate, or cause to be carried out and effectuated, all responsibilities for maintaining the structure, for maintaining the operational integrity, and for providing the interface with the chartered regional chapters of the Corporation.

THE DIRECTOR OF MEMBERSHIP

Section 18. The Director of Membership shall carry out and effectuate, or cause to be carried out and effectuated, all responsibilities for the notification of membership renewals, for the collection of membership dues, for the notification of delinquent memberships, and for the maintenance, content and accuracy of the list of members. All monies received in the process of performing the aforementioned duties shall be maintained in an account managed by the Director of Membership and established solely for that purpose in the name of the Corporation, and shall be accounted for and forwarded to the Vice President of Finance on a schedule as established by the Board of Directors. Expenses incurred in the performance of the aforementioned responsibilities shall be borne by the Corporation.

THE SECRETARY AND ASSISTANT SECRETARY

Section 19. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all proceedings which occur at or in the course of meetings of the members and of the Board of Directors in a book to be kept for the purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he shall perform his duties. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of an Assistant Secretary.

Section 20. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the duties of the Secretary, and perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VII - GENERAL PROVISIONS

ANNUAL STATEMENT

Section 1. The Board of Directors shall present at each meeting a full and clear statement of the business and financial condition of the Corporation prepared in accordance with the accepted accounting practice.

CHECKS

Section 2. All checks and demands or money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR

Section 3. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

SEAL

Section 4. The Corporation seal shall have inscribed thereon the name of the Corporation and the words "1976 Virginia." The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, printed, or otherwise reproduced.

Section 5. No notice of a members' or directors' meeting need be given to any member or director who attends such meeting in person or who waives such notice in writing executed and filed with the Secretary of the Corporation either before or after the meeting.

REGIONAL CHAPTERS

Section 6. Any group of five (5) or more members of the Corporation may make written application to the Secretary for the right to form a regional chapter of the Corporation. The Board of Directors, upon review of such application, shall determine if such regional chapter charter shall be granted, and shall approve the name and jurisdiction of said chapter. The granting of a Regional Chapter Charter does not authorize the Region Chapter to act as an agent of the Corporation. Chapters shall be governed by Amendment to the Bylaws (Corporation Regional Chapter Organization) hereto attached and made part of the bylaws.

COMMERCIAL ACTIVITY

Section 7. Neither the Corporation or any regional chapter thereof shall, under the Corporation name, participate in any commercial activity.

Section 8. All members of the Corporation must assume individual responsibility

for proper insurance coverage. Neither the Corporation, nor any officer or director of the Corporation shall be responsible for the individual acts of members or their guests, or for damages resulting from such acts, or for property damages to or caused by automobiles of individual members, or their guests.

Section 8a. The Corporation may purchase additional liability insurance, in amounts and for periods as may be determined from time to time by the Board of Directors. Purchase of the aforementioned insurance coverage, premiums for such and duration of coverage shall be approved by the affirmative vote of two-thirds (2/3) of the Directors of the Corporation present in person or by proxy at a regular or special meeting of the Board of Directors, and shall be paid from the general fund of the Corporation.

INDEMNIFICATION

Section 9.

(a) The Corporation may, by the affirmative vote of a majority of the Directors of the Corporation present in person or by proxy at a regular or special meeting of the Board of Directors, regardless of the adverse interest of any or all of the directors, indemnify or reimburse any person made party to any action, suit or proceeding by reason of the fact that he, or a person whose legal representative or successor he is, is or was a director, officer or employee of such Corporation for expenses, including attorneys' fees, and such amount of any judgment, money decree, fine, penalty or settlement for which he may have become liable as the Board of Directors deems reasonable, actually incurred by him in connection with the defense or reasonable settlement of such action, suit or proceeding, or any appeal therein, except in relation to matters in which he, or such person whose legal representative or successor he is, is finally adjudged of such action, Suit or proceeding to be liable for negligence or misconduct in the performance of, his duties.

the Corporation, or to any members thereof in their capacity as such, arising out of alleged negligence or misconduct by him, or the person whose legal representative or successor he is, in the performance of duties as a Director, officer or employee of the Corporation, unless either (1) he is successful in his defense on the merits or (2) the court in which such action, suit or proceeding was instituted, on motion for such indemnification and reimbursement, finds such payment not unreasonable or inequitable after such hearing and notice thereof as it deems proper.

EXPULSION OF MEMBERS

Section 10. Members may be expelled from the Corporation for cause by the affirmative vote of two-thirds (2,3) of the Directors of the Corporation present in person or by proxy at a regular or special meeting of the Board of Directors, and hereafter all rights and privileges of the member in the Corporation and its property shall cease.

ADOPTION, REPEAL OR AMENDMENT OF BYLAWS

Section 11. These bylaws may be appealed- or amended and other bylaws may be adopted by the affirmative vote of a majority of the Directors of the Corporation present in person or by proxy at a regular or special meeting of the Board of Directors.

AMENDMENT TO BYLAWS

CORPORATION REGIONAL CHAPTER ORGANIZATION

In the interest of furthering both membership and growth, it is the expressed desire of the Corporation to permit groups of members of the Corporation to form regional chapters of the Corporation hereafter referred to as **regions**, within prescribed standards and guidelines.

REGIONAL CHAPTER PROPOSAL

Section 1. A written proposal for Regional Chapter Charter submitted and signed by a minimum of five (5) members of the Corporation petitioning to form such region and stating the intents of such region must be submitted to the Board of Directors. By the affirmative vote of two-thirds (2,3) of the Directors of the Corporation present in person or by proxy at a regular or special meeting of the Board of Directors, the proposed Chapter shall be granted for a period of time to be determined by the Board of Directors. Said charter shall remain in effect until revoked by the Board or until such a time as proposal for dissolution is submitted to the Board of Directors of the Corporation by a majority of members of the aforementioned region.

Section 2. Chapter Guidelines

(a) All members joining a Regional Chapter of the Corporation following charter approval by the Board of Directors must be members of the Corporation.

(b) The region has the option to charge dues for the purpose of region operation only and such dues may not exceed the amount charged members by the Corporation.

(c) The region may not act as an agent or representative of the Corporation for the purpose of transacting business and the Corporation accepts no liability for the individual acts of regional members or regional activities.

(d) No regional activity of any type may be scheduled to occur, or to cause to occur any action which conflicts with the scheduled activities of the Corporation.

(e) Regions are prohibited from using the Corporation name, the seal of the Corporation, the logo of the Corporation, or any material which identifies the Corporation on printed material, publications or documents without specific written permission for each request for use, except as established or as the Board of Directors may from time to time prescribe.

(f) Regions are prohibited from entering into a business transaction or contract in the process of performing regional functions without specific written permission for each request for use, except as established or as the Board of Directors may from time to time prescribe.

(g) Regional Charters may be dissolved by sixty (60) day notice of either party, given full consideration and just cause.

(h) No Corporation funds may be used in the operation of a region.

(I) A region must operate as a division of the Corporation and must include the name of the Corporation within the name of the region.

REGIONAL DIRECTOR

Section 1. A Regional Director may be appointed by the Directors of the Corporation present in person or by proxy at a regular or special meeting of the Board of Directors, or elected by the members of the Chapter. Such director must be a current member of the Corporation having been such for a minimum of one (1) year. Said director reports directly to the Vice President of Operations, carries one vote towards all matters which from time to time may be voted upon by the Board of Directors.

Section 2. Regional Director term of office is established by the Board of Directors of the Corporation but such single term may not exceed a span of two (2) years. Election of a regional director must coincide with the annual meeting of the members of the Corporation.

ADDITIONAL REGIONAL OFFICERS

Section 1. Additional regional officers may be established and voted upon as determined by the members of the region. Additional regional. Additional regional officers carry no vote towards matters which from time to time may be voted upon by the Board of Directors of the Corporation.

Section 2. Additional regional officer term of office is established by the members of the region, but such single term may not exceed a span of two (2) years. Election of such officers need not coincide with the annual meeting of the members of the Corporation.