



CHARLESTON MINI CLUB,  
BY-LAWS

## COPYRIGHT & TRADEMARK

© 2017-2024 Charleston MINI Club, Inc. All rights reserved. The information contained in this manual is for use by authorized officers, employees, contractors and members of the Charleston MINI Club or other authorized affiliated organizations. No reproduction of these materials outside of the Charleston MINI Club is permitted without prior written permission. The Charleston MINI Club mark and logo are registered trademarks and may not be used or reproduced except as specified in this Operations Manual.

Published: March 24, 2024

**Table of Contents**

COPYRIGHT & TRADEMARK .....	i
INTRODUCTION .....	ii
PRECEDENCE.....	ii
REVISION CHANGE LOG.....	iii
Section 1 CHARLESTON MINI CLUB, INCORPORATED BY-LAWS .....	5
Article 1 Club Name and Emblem.....	5
1.1.1 Name and Definitions .....	5
1.1.2 Emblem and Symbolism.....	5
1.1.3 Logo Usage Policy.....	5
Article 2 Mission, Purpose, and Vision .....	5
1.2.1 Preamble .....	5
1.2.2 Mission.....	5
1.2.3 Purpose.....	5
1.2.4 Vision.....	6
Article 3 Location .....	6
1.3.1 Meeting Arrangements and Official Address Protocol.....	6
Article 4 Membership .....	6
1.4.1 Active Member Privileges and Eligibility .....	6
1.4.2 Application and Approval Process for Active Membership.....	6
1.4.3 Special Membership Categories .....	7
1.4.4 Membership Revocation Procedures .....	7
Article 5 Events.....	7
1.5.1 Alignment with Club's Theme or Focus .....	7
1.5.2 Prioritize Safety .....	7
1.5.3 Compliance with Local Laws and Regulations .....	7
1.5.4 Insurance Coverage.....	7
1.5.5 Organizational Excellence .....	8
1.5.6 Member Benefits.....	8
1.5.7 Uphold Positive Image.....	8
1.5.8 Promote Inclusivity and Respect .....	8
1.5.9 Financial Viability .....	8
1.5.10 Feedback and Evaluation .....	9

1.5.11	Calendar Alignment .....	9
1.5.12	Member Support and Engagement.....	9
1.5.13	Explore Collaborative Opportunities .....	9
1.5.14	Continuous Improvement.....	9
Article 6	Elections.....	9
1.6.1	Nomination Procedure .....	9
1.6.2	Nominating Committee and Candidate Eligibility .....	9
1.6.3	Election Process and Balloting .....	9
1.6.4	Vacancies and Appointment Process .....	10
1.6.5	Determination of Voting Address.....	10
1.6.6	Uncontested Elections Process .....	10
Article 7	Officers .....	10
1.7.1	Officer Positions and Board Membership.....	10
1.7.2	Term of Office and Election Schedule.....	10
1.7.3	Resignation Procedures.....	10
1.7.4	Duties and Responsibilities of Officers .....	10
1.7.5	Vacancies and Acting Officers .....	11
1.7.6	Compensation Policy for Officers .....	11
Article 8	Meetings.....	12
1.8.1	Meeting Convening Authority .....	12
1.8.2	Board Meeting Schedule.....	12
1.8.3	Notification Procedures .....	12
1.8.4	Quorum Requirement.....	12
1.8.5	Parliamentary Authority.....	12
1.8.6	Annual Meeting Schedule and Agenda.....	12
1.8.7	Event Meeting Logistics .....	13
1.8.8	Confidentiality Protocols for Meetings.....	13
Article 9	Corporation Powers .....	13
1.9.1	Authority and Powers of the Board .....	13
1.9.2	Committee Formation and Delegation.....	13
1.9.3	Member Consultation Policy .....	13
Article 10	Dues.....	13

1.10.1	Determination of Dues and Fees .....	13
1.10.2	Membership Renewal and Revocation Process .....	13
1.10.3	Payment Procedures and Contingency Plans .....	13
Article 11	National Organization and Affiliated Organizations .....	14
1.11.1	Promotion of National Club Organization .....	14
1.11.2	Affiliation Standards and Policies .....	14
1.11.3	Charter Agreements and Compliance .....	14
Article 12	Personal Liability .....	14
1.12.1	Limitation of Personal Liability .....	14
Article 13	Seal .....	14
Article 14	Amendments.....	14
1.14.1	Proposal and Adoption Process .....	14
Article 15	Dispute Resolution .....	15
1.15.1	Nature of Membership and Participation .....	15
1.15.2	Internal Disputes Overview .....	15
1.15.3	Resolution within Organizational Structure.....	15
1.15.4	Discouragement of Litigation .....	15
1.15.5	Waivers and Releases of Liability .....	15
1.15.6	Authority for Implementing Waivers and Releases.....	15
Article 16	DISSOLUTION .....	16
1.16.1	Distribution of Assets to Qualifying Organizations.....	16
1.16.2	Selection Process for Recipient Organizations .....	16
1.16.3	Disbursement in Absence of Qualifying Organizations .....	16

# CHARLESTON MINI CLUB, INC. BYLAWS

## INTRODUCTION

Welcome to the official by-laws of the Charleston MINI Club Incorporated (CMC). These by-laws serve as the foundation for our club's operations, guiding our actions, decisions, and interactions within the organization and with affiliated entities. As members of the Charleston MINI Club community, it is paramount that we familiarize ourselves with these by-laws to ensure the integrity, transparency, and effectiveness of our collective efforts.

Within this document, you will find a comprehensive framework outlining the club's name, emblem, mission, purpose, and vision, as well as procedures regarding membership, events, elections, officers, meetings, dues, and more. These by-laws are designed to uphold the values of our club while providing clear guidelines for governance, administration, and member engagement.

As we navigate the exciting journey ahead, let us remain committed to the principles of camaraderie, safety, inclusivity, and community impact that define the Charleston MINI Club. Together, let us uphold these by-laws with diligence and respect, ensuring the continued success and growth of our beloved organization.

## PRECEDENCE

CMC policy is determined by the Board of Directors. If policy changes are approved, but not yet incorporated in the most recent published version of this manual, the changes approved by the Board of Directors and recorded in the Board Meeting minutes will take precedence. The most recent version of the CMC Operations Manual will be maintained in the Local Office and will be made available for download from the CMC website ([www.charlestonminiclub.com](http://www.charlestonminiclub.com)). In the event of a conflict between the Operations Manual and the CMC By-Laws, the By-Laws shall take precedence.

**REVISION CHANGE LOG**

<b>Revision Number</b>	<b>Revision Date</b>	<b>Revised Section</b>	<b>Revision Description</b>	<b>Author</b>
<b>1.0</b>	03.24.2024	N/A	Final Draft	Maurizio Fino

CHARLESTON MINI CLUB, INC. BYLAWS



## **Section 1 CHARLESTON MINI CLUB, INCORPORATED BY-LAWS**

### **Article 1 Club Name and Emblem**

#### **1.1.1 Name and Definitions**

CHARLESTON MINI CLUB Incorporated. (Hereafter referred to as "CMC.")

#### **1.1.2 Emblem and Symbolism**

CMC will have an emblem that embodies the spirit of the MINI, Mini, and its location.

#### **1.1.3 Logo Usage Policy**

The CMC logo is a trademarked intellectual property owned by the CMC and may not be utilized in any capacity without explicit permission granted by the CMC.

### **Article 2 Mission, Purpose, and Vision**

#### **1.2.1 Preamble**

Inspired by our love for automobiles and our desire to make a meaningful difference, the Charleston MINI Club is driven by a mission to ignite passion, foster camaraderie, and leave a lasting impact. Rooted in the spirit of community, education, and philanthropy, we embrace the thrill of the open road and the joy of giving back. Guided by the belief that every journey should leave the world a little better than we found it, we are committed to uplifting others, promoting safety, and creating memories that transcend the road. Together, we drive with purpose, guided by heart, and united by a shared love for the MINI Cooper experience.

#### **1.2.2 Mission**

In line with the legal framework outlined in the South Carolina Nonprofit Corporations Act of 1994, as amended ('Act'), as codified in Title 33, Chapter 31, Section 101, et seq., the Code of Laws of South Carolina 1976, as amended, at CMC, our mission is to embrace the power of automobiles to bring people together, inspire change, and drive progress. Through our dedication to safe driving practices, youth empowerment, and advocacy for the welfare of children and animals, we strive to make a positive impact in our community and beyond. By organizing educational initiatives, charitable events, and exhilarating amateur sports competitions, we aim to empower individuals, enrich lives, and cultivate a culture of inclusivity and responsibility within the automotive community.

#### **1.2.3 Purpose**

At CMC, we are passionately committed to furthering the following purposes:

##### ***1.2.3.1 Educational Empowerment***

Providing accessible opportunities and resources that promote automotive safety, maintenance, and history to enthusiasts of all ages and backgrounds, ensuring that every member feels empowered and informed.

***1.2.3.2 Charitable Giving***

Leveraging our shared love for automobiles to support charitable organizations, and uplift vulnerable populations, leaving a legacy of generosity and compassion for future generations to inherit.

***1.2.3.3 Youth Outreach***

Engaging and educating young minds through mentorship programs, scholarships, and STEM initiatives, nurturing a love for automobiles while fostering personal and academic growth, ensuring that the next generation of drivers is equipped to navigate the road ahead with confidence and purpose.

***1.2.3.4 Prevention of Cruelty***

Standing as unwavering advocates for the welfare of children and animals, partnering with organizations dedicated to preventing cruelty, raising awareness, and providing support to families in crisis, ensuring that every individual, regardless of age or species, is treated with dignity and respect.

***1.2.3.5 Amateur Sports Development***

Fueling the thrill of competition and the spirit of sportsmanship, we champion national and international amateur sports competitions, promoting diversity, inclusion, and camaraderie within the motorsports community, empowering aspiring athletes to chase their dreams and reach new heights.

**1.2.4 Vision**

As we look towards the horizon, our vision is clear: to be more than just a club, but a driving force for positive change. United by our passion for automobiles and our unwavering dedication to education, charity, and sportsmanship, we envision a world where every journey is an opportunity for growth, every member is valued, and every challenge is met with resilience and compassion. Together, we aspire to drive towards a brighter, more inclusive, and sustainable future for all, leaving a legacy that transcends the road and inspires generations to come.

**Article 3 Location**

**1.3.1 Meeting Arrangements and Official Address Protocol**

Meetings will be held at a location or remotely, chosen by the President or the Board of Directors. For Corporate matters, the address of the CMC shall be that of the Local Office.

**Article 4 Membership**

**1.4.1 Active Member Privileges and Eligibility**

Active member, limited to anyone interested in MINI or Mini automobiles.

***1.4.1.1 Active Members***

May vote, represent, or hold an office in the Club. To be eligible for office, said member must abide by the By-Laws. Dues must be current and the member must be in good standing with the Club to be considered an Active Member.

**1.4.2 Application and Approval Process for Active Membership**

An applicant may be granted active membership by any officer who examines and approves the member's application.

### **1.4.3 Special Membership Categories**

The above provision notwithstanding, the Board of Directors may provide for special types of membership, such as honorary, but not restricted thereto.

### **1.4.4 Membership Revocation Procedures**

Any active member or honorary member may have his or her membership revoked by a 2/3 vote of the Board of Directors for actions determined by the Board of Directors not to be in the best interests of the CMC. Any revoked member shall not receive a refund of any paid dues.

#### ***1.4.4.1 Honorary Members***

A MINI enthusiast awarded a lifetime Active Membership to recognize their support, commitments, and outstanding service to the Club. A 2/3 vote of the Active Members present at a regular meeting is needed to award this distinction. Honorary Members are excused from payment of dues. This is a Club privilege, not a right. Honorary members are expected to continue to participate in Club activities and/or engage with the CMC and its members in a positive manner. If an Honorary member is not in good standing with the Club, a 2/3 Board Vote can expire this membership. Honorary Memberships are limited to a lifetime term and will be reviewed annually to ensure members continue to positively contribute to the club. During the review, the Board shall assess the member's continued involvement and contribution to the club.

## **Article 5 Events**

### **1.5.1 Alignment with Club's Theme or Focus**

Ensure that proposed events align with the overarching theme or focus of the car club, catering to the specific interests, eras, or types of cars that define our community.

### **1.5.2 Prioritize Safety**

Safety must always be a paramount concern. Events should be thoroughly planned to mitigate risks, and adequate safety measures must be in place to protect participants and spectators alike.

### **1.5.3 Compliance with Local Laws and Regulations**

All events must adhere to relevant laws and regulations, including those governing vehicle modifications, noise levels, and road usage, to ensure legal compliance and community safety.

### **1.5.4 Insurance Coverage**

#### ***1.5.4.1 Event Coverage***

Events should be covered by appropriate insurance policies to safeguard both participants and the club against potential liabilities and unforeseen circumstances.

***1.5.4.2 Directors and Officers (D&O) Coverage***

The CMC is required to participate in the Directors and Officers (D&O) Liability policy. Whereas the National Club liability policy protects the National Club, Clubs and volunteers from claims made for property damage or bodily injury. D&O coverage protects Club officers and other volunteers from claims made for other types of damages due to decisions made by those Club officers or other volunteers.

**1.5.5 Organizational Excellence**

Events must be meticulously organized with clear communication, ample staffing, and contingency plans to address any unexpected challenges that may arise.

**1.5.6 Member Benefits**

Evaluate proposed events based on their potential to provide meaningful benefits to club members, such as opportunities for networking, skill development, or simply enjoying their shared passion for cars.

**1.5.7 Uphold Positive Image**

Events should reflect positively on the club and its members, avoiding activities or associations that could compromise our reputation or values.

**1.5.8 Promote Inclusivity and Respect**

While recognizing that not all events may cater to every member's preference, strive to create an inclusive environment where all members feel valued and respected, regardless of their background, identity, or experience level.

**1.5.9 Financial Viability**

Assess the financial implications of proposed events, considering costs, potential revenue streams, and the club's budgetary constraints to ensure long-term sustainability.

### **1.5.10 Feedback and Evaluation**

Establish mechanisms for soliciting feedback from members and evaluating the success of past events to inform future decision-making and improve overall event quality.

### **1.5.11 Calendar Alignment**

Consider the timing of proposed events in relation to the club's calendar, ensuring they do not conflict with major holidays, community events, or other club activities.

### **1.5.12 Member Support and Engagement**

Gauge member interest and availability to determine the level of support for proposed events, taking into account factors such as anticipated attendance and volunteer participation.

### **1.5.13 Explore Collaborative Opportunities**

Seek out opportunities for collaboration with other organizations or clubs that share similar interests or objectives, fostering partnerships that can enhance the quality and reach of our events.

### **1.5.14 Continuous Improvement**

Regularly review and update event approval guidelines to adapt to changing circumstances, incorporate member feedback, and align with the evolving priorities and goals of the club.

## **Article 6 Elections**

### **1.6.1 Nomination Procedure**

Any member may nominate a member in good standing by submitting a written nomination with both membership numbers, countersigned by the nominee. Nominees for Local Offices and those nominating them must reside in the nearby Charleston area (within approximately 60 mi.) and be an active club member. Nominees cannot be an administrator of another regional club.

### **1.6.2 Nominating Committee and Candidate Eligibility**

The Board of Directors may appoint a nominating committee (consisting of voting members) that may nominate any candidates for office. All nominees for office must have been members in good standing for at least six months prior to the annual meeting. Candidates for President must have prior service as a member of the Board of Directors in order to be eligible to serve as President.

### **1.6.3 Election Process and Balloting**

Election of officers will be held by secret ballot to be ratified at the annual meeting. Ballots will be distributed by any of several methods, including but not limited to our newsletter *Bulldog News*, e-mail, or other electronic means, to the membership at least 45 days prior to date of the annual meeting. Ballots returned by electronic means, as specified on the ballot, must be received at the designated location no later than the date specified. If, when the final election tabulations are made, there exists a tie, ballots for any tied elections will be counted daily until the tie is broken for up

to an additional four business days. If a tie still exists, all candidates tied for the lead will be invited to attend the Annual Meeting to witness a coin toss to determine the winner. Challenges to election results must be filed in writing with the Local Office within seven (7) days of posting of the official results.

#### **1.6.4 Vacancies and Appointment Process**

If a vacancy occurs between elections, the vacancy shall be filled by a voting member appointed by the Board of Directors. The Board of Directors may, at its discretion, appoint a voting member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

#### **1.6.5 Determination of Voting Address**

The voting member's primary place of residency listed in the CMC Local Office membership records will establish the voting address for purposes of local elections.

#### **1.6.6 Uncontested Elections Process**

In those elections where there is only one candidate for each and every office covered by the election the Board of Directors need not follow the provisions of Section 4 above. In such case the Board of Directors shall announce the names of the candidates running for office without opposition in our newsletter *Bulldog News*; voting need not be required. The Board of Directors shall ratify the election of the candidates at the annual meeting.

### **Article 7 Officers**

#### **1.7.1 Officer Positions and Board Membership**

The Corporation shall have a President, Vice President, Secretary, Treasurer, Events Coordinator, and Technology Chair all of whom shall be members of the Board of Directors (hereinafter referred to as the "Board"). The position of Treasurer shall be filled by a member with the appropriate accounting or finance education or experience.

#### **1.7.2 Term of Office and Election Schedule**

All officers shall hold office for a period as long as necessary and that Officer remains in good standing. Elections will happen every three (3) years to allow for new candidates to fill the necessary roles.

#### **1.7.3 Resignation Procedures**

Any officer shall have the right to resign by submitting a resignation in writing to the President or Secretary of CMC. A Resignation is effective upon such delivery.

#### **1.7.4 Duties and Responsibilities of Officers**

The President shall officiate at all meetings. The Vice President shall officiate in the absence of the President. The Secretary shall maintain minutes of all meetings, carry on all correspondence, keep all current CMC records and perform other duties as assigned by the Board. The Board may

appoint voting members to assist the Secretary as necessary. The Secretary shall have available at all meetings a copy of the By-Laws and Roberts Rules of Order. The Treasurer shall be responsible for all funds, making expenditures that are authorized by the Board, and is required to submit a report of treasury at the annual meeting. No person shall incur an obligation to, nor commit the credit of the CMC, except as specifically authorized by the Board. Their duties shall include the representation of the interests of the region as a whole, Club, and individuals therein, to the Board; to assist existing or aid in developing new Committees; the arranging and coordinating of events or activities and furtherance of the purposes of the CMC, and such other duties as the Board may deem necessary. The organizational basis of each committee may be specifically defined from time to time by the Board of Directors with notice of any changes to all membership concerned made at least six months prior to any voting which may pertain thereto.

### **1.7.5 Vacancies and Acting Officers**

In the event of a vacancy in any office between elections, the Board may, at any meeting, elect any other Board member (including another officer) or a voting member appointed by the Board of Directors to serve the remaining term of the vacated office. Until such election or appointment can be made to fill the vacant position, the Officer above the vacant position will be considered as "Acting." If the President's position becomes vacant, the Vice President will become the "Acting President" until the election. Additionally, the Board of Directors may, at its discretion, appoint a voting member to assume the duties of any officer who is absent, incapacitated, or otherwise unable to perform the duties of the office. In the event no candidate can be found for a vacant position, the Board of Directors may override term limits for the appointment of a sitting Board member to the vacant position.

### **1.7.6 Compensation Policy for Officers**

Compensation may be available to all officers of the board, recognizing their valuable contributions to the Charleston MINI Club. The determination of compensation follows a fair and transparent process, ensuring alignment with budgetary constraints and adherence to legal requirements.

Compensation for officers will not exceed fair market value for their respective roles. The club is committed to providing reasonable and equitable compensation based on industry standards and the specific responsibilities associated with each officer position.

If any officer receives compensation exceeding \$600, they are required to be issued a Form 1099, in compliance with tax regulations. Additionally, any compensation exceeding \$600 will be communicated to the paying members of the club. Transparency is paramount in maintaining trust within the organization.

The club's budget is a critical factor in determining compensation for officers. Compensation discussions will take into account the financial health of the organization, ensuring that any agreed-upon salaries are within the means of the club.

## CHARLESTON MINI CLUB, INC. OPERATIONS MANUAL

Compensation discussions for officers will be initiated during the first board meeting of each term. This allows for early and comprehensive consideration of compensation matters, aligning with the club's strategic goals.

The compensation for board members will take into account the time and effort invested in fulfilling their roles. Recognition of the dedication and commitment demonstrated by officers will be reflected in the compensation agreements when applicable.

The Charleston MINI Club is committed to a fair and transparent process regarding officer compensation, ensuring compliance with legal requirements and promoting financial responsibility within the organization.

### **Article 8 Meetings**

#### **1.8.1 Meeting Convening Authority**

Except as otherwise provided, meetings will be called by the President or Board when necessary or suitable to the activities of the CMC.

#### **1.8.2 Board Meeting Schedule**

The Board shall meet at such times as they may by vote determine, or at the call of the President.

#### **1.8.3 Notification Procedures**

The Secretary or an appointee shall notify all members of all general meetings of the Corporation by written notice, distributed to each member at least five (5) days before meeting time. The Secretary shall notify all directors of meetings by similar notice.

#### **1.8.4 Quorum Requirement**

For the purpose of a general meeting and the Annual Meeting, fifteen (15) voting members shall constitute a quorum.

#### **1.8.5 Parliamentary Authority**

Roberts Rules of Order shall be the parliamentary authority of the CMC.

#### **1.8.6 Annual Meeting Schedule and Agenda**

The annual meeting shall be held before the end of the second quarter of the year.

##### **1.8.6.1 Call to order;**

- introduction of Guests and Members
- Approval of unapproved minutes
- Report of Treasurer
- Reports from each committee
- Old and unfinished business
- New business and other business
- Adjournment



### **1.8.7 Event Meeting Logistics**

Event meetings are to be held at a location and time agreed prior to the event upon by the Executive Committee. Date, time, and place of meeting will be posted on the CHSMINI's calendar of events.

*1.8.7.1* Rallies, runs, and all other CHSMINI sanctioned events shall be MINI or Mini only. If other vehicles are allowed to the event, it will be stated in the event details.

### **1.8.8 Confidentiality Protocols for Meetings**

Any sensitive discussions held during meetings of the Charleston MINI Club that involve confidential information require all participating parties to sign a nondisclosure agreement before such discussions take place, ensuring transparency and confidentiality among all involved members.

## **Article 9 Corporation Powers**

### **1.9.1 Authority and Powers of the Board**

Except as herein otherwise provided, the Board shall exercise all powers of management of the corporation.

### **1.9.2 Committee Formation and Delegation**

The Board may name a membership or other such committee as it sees fit, or may act as a committee of the whole. It may delegate to the President the power to appoint any committee.

### **1.9.3 Member Consultation Policy**

It shall be the policy of the Board to consult the members on any matters involving the general welfare and conduct of the CMC. Failure to do so shall not affect any vote of the Board.

## **Article 10 Dues**

### **1.10.1 Determination of Dues and Fees**

Dues and fees will be set by the Board of Directors.

### **1.10.2 Membership Renewal and Revocation Process**

Members who are approaching expiration shall be sent a written notice, and their membership may be revoked if dues are not paid within one day from the last day in their current subscription day.

### **1.10.3 Payment Procedures and Contingency Plans**

Payments should be made through our website. If the website is down or is experiencing issues, a special arrangement with the Treasurer, President, or Vice President can be made if a resolution is not in the near future.

## **Article 11 National Organization and Affiliated Organizations**

### **1.11.1 Promotion of National Club Organization**

The CMC shall promote and encourage a National Club organization and/or operation, which shall be affiliated organizations of the participating in and subscribing to its purposes and activities, operating within organizational structures as agreed by the Board of Directors.

### **1.11.2 Affiliation Standards and Policies**

The Board shall agree to, the standards that such organizations shall be required to meet in order to qualify as an affiliated Club. We shall operate in accordance with the general policies established by the such organization. Our required constitution or By-Laws shall comply with those of the affiliation. All members of the CMC shall be required to be members of the affiliation in order to participate and pay the initiation fees and annual dues of the affiliated membership to comply and be able to participate with said organization(s).

### **1.11.3 Charter Agreements and Compliance**

Each such duly qualified Club shall agree to a Charter in the name of the Board. Such Charter shall specify the name of the CMC, the date the Charter was approved and any other information so designated by the Board of Directors. We agree that the Charter or binding agreement may be revoked at the request of the affiliation, if the CMC fails to meet the requirements of the minimum standards of club performance outlined in their operations manual or per our agreement.

## **Article 12 Personal Liability**

### **1.12.1 Limitation of Personal Liability**

All persons or corporations extending credit to, contracting with, or having any claim against, the CMC or Board, shall look only to the funds and the property of the CMC for the payment of any debt, damages, or judgment or decree or any other money that may become due and payable to them from the CMC or the Board so that neither the members of the CMC nor its Board are personally liable therefore.

## **Article 13 Seal**

### **1.13.1 Custody and Use of the Seal**

If a seal has been obtained or purchased, the custody of the seal shall remain with the President or Vice President.

## **Article 14 Amendments**

### **1.14.1 Proposal and Adoption Process**

An amendment to these By-Laws may be proposed to the membership by:

- a) a 3/4 vote of the Board of Directors at any time; or

**b)** any two or more voting members if their proposed amendment carries a regular Board of Directors meeting by a 2/3 vote of the Board members present.

In either case the Secretary shall then notify the voting membership who by secret ballot referendum may adopt the proposed amendment by a 2/3 vote of the voting members returning ballots within 45 days of the distribution of such notice. No amendment shall become effective until approved by the membership.

## **Article 15 Dispute Resolution**

### **1.15.1 Nature of Membership and Participation**

Membership in the CMC, participation in CMC events, and Club affiliations are privileges and not rights.

### **1.15.2 Internal Disputes Overview**

Disputes concerning CMC matters occur on occasion between and among CMC members. These disputes (“Internal Disputes”) would not exist but for the fact that an individual voluntarily chose to join the CMC or to participate in CMC events or an affiliation chose to affiliate itself with the CMC.

### **1.15.3 Resolution within Organizational Structure**

Whenever possible, Internal Disputes should be resolved exclusively within the organizational structure of the CMC and not in the public courts, irrespective of the whether a member claims to have sustained injury, damage, or loss.

### **1.15.4 Discouragement of Litigation**

Litigation or threats of litigation concerning Internal Disputes, brought by members or with affiliation, are typically not in the best interest of the CMC or its members.

### **1.15.5 Waivers and Releases of Liability**

It has long been the practice of the CMC to sign waivers and releases of liability as a condition of being granted the privilege of participating in or attending certain events. These protect the CMC from the harmful effects of litigation by, among or between its members.

### **1.15.6 Authority for Implementing Waivers and Releases**

Therefore, the Board of Directors is authorized to implement and publish, in the Operations Manual, Waivers and Releases of liability in favor of the CMC, its Board of Directors, its officers, its employees, its volunteer workers, its contractors, its representatives, its affiliations, and its members. These Waivers and Releases:

**a.** shall upon publication be binding upon all members and Clubs who or which thereafter join or affiliate with the CMC or renew or otherwise continue their memberships and/or affiliations with the CMC;

**b.** shall not narrow or invalidate the waivers and releases that were or will be executed by individual members seeking to participate in MMCA events; and

**c.** shall not prohibit the CMC's Board of Directors from finding that extraordinary circumstances exist and therefore authorizing the CMC or any Club/affiliation thereof to bring or participate in litigation or binding arbitration, to the extent that such authorization is neither prohibited by law or prohibited elsewhere in these By-Laws. Such a finding requires that the Board of Directors, by a 2/3 vote and in its sole discretion, decides that such litigation or arbitration is in the best interests of the CMC.

## **Article 16 DISSOLUTION**

### **1.16.1 Distribution of Assets to Qualifying Organizations**

Upon termination or dissolution of the CMC, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

### **1.16.2 Selection Process for Recipient Organizations**

The organization to receive the assets of the CMC hereunder shall be selected by the discretion of the Board of Directors and Officers. If its members cannot so agree, then the receipt shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the CMC by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of South Carolina.

### **1.16.3 Disbursement in Absence of Qualifying Organizations**

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of South Carolina to be added to the general fund.