

THE ST. LOUIS MINI CLUB CONSTITUTION
LAST UPDATES: 09/04/2010

ARTICLE I- CLUB NAME AND EMBLEM

1.1 The club's name is "St. Louis MINI Club" hereinafter referred to as STLMINI, and the Club will be nationally affiliated when such affiliation will be recognized as beneficial to STLMINI.

1.2 STLMINI will have an emblem that embodies the spirit of the MINI.

ARTICLE II- PURPOSE

2.1 The purpose of STLMINI is the a) promotion, enjoyment, maintenance and preservation of all types of MINIs and related vehicles, b) the promotion and improvement of driving skills and automobile safety, and c) the improvement of the MINI's image.

2.2 STLMINI shall strive to use the club's profile and unique position to provide philanthropic and charitable opportunities to the community.

ARTICLE III- MEMBERSHIP

3.1 GENERALLY

a. Membership in STLMINI is open to MINI owners or enthusiasts interested in the MINI automobile and the purpose of the STLMINI Club.

b. Active membership is mandatory for all except Honorary Members.

3.2 MEMBERSHIP CATEGORIES

a. Active Members- May vote, represent, or hold an office in the club. Dues must be current.

b. Family Members- May share membership in STLMINI with an active member. A Family Member is defined as a member of the active member's household. Family Members may vote, represent, or hold an office in the club.

c. Honorary Members- A MINI enthusiast awarded a lifetime membership to recognize their support, commitment, 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.

d. Termination of Membership- Membership may be terminated by a 2/3 vote of the active members present at a regular meeting or by unanimous vote of the Board. This shall be for infraction of STLMINI rules or for any action that is determined not to be in the best interest of STLMINI.

- 1) Membership will automatically lapse for non-payment of dues within 60 days after becoming payable.
- 2) Any member may resign from STLMINI by written notice to the Secretary and payment of any indebtedness to STLMINI.

ARTICLE IV- MEETINGS

4.1 Meetings are open to the Membership.

a. Meetings will be held at least quarterly and may be in conjunction with rallies or other STLMINI events. Members will be notified of the time and place of the meetings.

b. Meetings of the Board of Directors will be held at least quarterly and may be held in conjunction with the quarterly meetings of the Membership.

c. Board of Directors meetings are open to the public unless an Executive Session is called.

d. Special meetings may be called by any elected officer or by petition of a majority of the Active Members. Written notice, e-mail, or phone call must be made at least 72 hours prior to such a meeting.

4.2 Voting

a. At any meeting or vote when a member cannot attend, the member may elect to vote absentee by sending his or her vote to the Secretary. The vote must in writing, via paper, e-mail, or fax.

b. Except where otherwise specified herein, any motion shall be adopted by a majority vote. A majority vote shall be defined as 1/2 plus 1 of the Active Members present, including absentee ballots.

ARTICLE V- OFFICERS

a. The elected officers of the STLMINI are: President, Secretary, Treasurer, Events Coordinator, and a Member at Large.

b. The officers' duties are those normally associated with those titles.

c. The terms of office are one year for the President. The Secretary, Treasurer, Events Coordinator and Member at Large have a two year term of office with the positions being elected in alternating years.

d. Nominations and elections will be directed by the By-laws. Candidates receiving the highest number of votes are elected. If there is only one nominee for an office, the person will be elected by affirmation.

e. All officers may serve consecutive terms.

ARTICLE VI- FINANCIAL OBLIGATIONS

a. No officer, committee or member will incur debts or other liabilities on behalf of STLMINI without prior approval of the majority of the Board present at a meeting.

b. Special assessments may not be levied without the written and/or oral approval of 2/3 of the Active Members.

c. The Treasurer is authorized to sign all club checks for normal operating expenses of the STLMINI. Any expenditure over \$500 must be approved by the Board of Directors.

d. The Member at Large will review the check register and bank statement quarterly to validate revenues and expenditures.

ARTICLE VII - EXECUTIVE COMMITTEE

The Executive committee consists of the elected officers, with the President as the presiding officer. The Committee will speak and act on behalf of the STLMINI in any situation that required immediate action if there is insufficient time to call a meeting, except as specifically prohibited in ARTICLE VI-FINANCIAL OBLIGATIONS. Such action will be confirmed by a vote at the regular meeting.

ARTICLE VIII - COMMITTEES

8.1 The President, in collaboration with the Board of Directors, will determine what committees are needed for the year. A simple majority vote of the Executive Committee shall be required for the creation of a committee.

8.2 Committee Chairpersons will provide an update on committee activity as indicated by the President.

ARTICLE IX- BYLAWS

9.1 The By-laws contain the details for a smooth running of the STLMINI.

9.2 The By-laws may be changed, sections of subsections deleted or added by 2/3 vote of the Active Members at a meeting.

ARTICLE X -AMENDMENTS TO THE BYLAWS

10.1 Any Active Member may propose an amendment by submitting it in writing to the Secretary 30 days prior to the next regular meeting of the Board of Directors.

10.2 The Secreary will send the proposed amendment to the Active Membership and Board of Directors upon receipt.

10.3 The proposed amendment must be passed by a 2/3 vote of the Active Members present at a regular meeting and such ballots as are received prior to that meeting inorder for the proposed amendment to become effective. Votes may be received by mail, e-mail or otherwise delivered and shall be signed by the active member submitting the vote.

END OF CONSTITUTION

THE ST. LOUIS MINI CLUB BY-LAWS

Last Updated: 02/01/2007

Proposed Revisions 09/04/2010

1. DUES

1.1 New Members: \$30.00 for the first year.

1.2 For members in good standing, \$25.00 per year after the first year, renewable annually.

1.3 Multi-year renewal memberships are available:

- a) 2 year renewal is \$45.00
- b) 3 year renewal is \$65.00

1.4 Payments should be made to STL MINI CLUB

2. MEETINGS

2.1 Regular meetings are held at a location and time agreed upon by the Executive Committee. Date, time, and place of meeting will be posted on the STL MINI calendar of events.

2.2 Order of business will be:

- a) Call to order
 - Introduction of Guest and Members
- b) Approval of unapproved minutes
- c) Report of Treasurer
- d) Reports from each Committee
- e) Old and Unfinished Business

f) New Business and other business

g) Adjournment

3. ELECTION AND REMOVAL OF OFFICERS

3.1 Nominations for elected officers will be made in writing one month prior to the election. At least one person must be nominated for each office. Active members may self-nominate by sending an e-mail or written note to the Secretary.

3.2 Time Line

Nominations in September/October

Elections in November

Transition Meeting in December

Take Office January 1st

3.3 Removal- At any meeting, by a 2/3 vote of the Board of Directors present, the Board of Directors may remove for cause any or all of the officers of the Club.

3.4 Removal of Board of Director member for Absence

a) Number of Absences- Any member of the Board of Directors who shall be absent from three (3) consecutive meeting of the Board without having been previously excused by the President or the Board, shall be considered as having resigned their position.

b) Declaration of Vacancy- the Secretary shall immediately follow such third consecutive absence, notify the member of the Board of Directors, in writing, of that Board member's delinquency, quoting the section of the Bylaws, and the President shall not later than the next regular meeting of the Board declare a vacancy to exist.

3.4 Resignation- An Officer may resign from such office at any time for any reason. Any such resignation shall be in writing and be delivered to the President or Secretary of STLMINI. A Resignation is effective upon such delivery.

3.5 Vacancy- In the event of a vacancy in any office shall occur, the Board may at any meeting, elect any other Board member (including another officer) to serve the remaining term of vacated office.

4. Officers

4.1 President. The President shall preside at all Board meetings and at the regular meetings of the members of STLMINI; shall appoint the Committees as needed, subject to the approval of the Board of Directors; shall execute such papers that require the President's signature and shall exercise a general supervisory control over the affairs of the STLMINI. The President shall be, ex officio, a member of all committees.

4.2 Secretary. The Secretary shall attend the meetings of the Board of Directors and the regular meetings of the Club and will record votes, and keep minutes of such meetings. The Secretary shall issue all notices in the manner as required by these Bylaws, issue membership cards, maintain membership database, notify Mini of St. Louis of additions and deletions to the membership database, send out Swag to new members.

4.3 Treasurer. The Treasurer shall receive all moneys, pay all operating bills incurred by authority of the Board of Directors, and keep and maintain records of the STL MINI accurate amounts thereof. At each regular meeting, the Board of Directors, the Treasurer shall report to the Board the financial condition of the STL MINI. At the annual meeting, the Treasurer shall submit a detailed report of the financial condition of the Club for the preceding fiscal year.

4.4 Events Coordinator. The Events Coordinator shall identify, schedule and publicize social events, fund raising events, track days, runs, rallies and other events approved by the Board of Directors; maintains the Club's calendar. Will review events for the safety of the members. The Events Coordinator may select active members to assist in the fulfillment of the tasks associated with an event.

4.5 Member at Large. The Member at Large will assist the Events Coordinator when needed and will review the bank statement and check register on a quarterly basis. The review is for assurance that expenditures are reasonable operating requirements of STLMINI and the reconciled ledger matches the bank statement.

5. FINANCES

5.1 The STLMINI Club fiscal year will be from January 1 to December 31.

5.2 An entry fee may be charged at any event at the discretion of the Executive Committee.

5.3 Fund raising may be conducted with a majority approval of the Executive Committee.

END OF BY-LAWS