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## ARTICLE I. Name of the Entity

The name of this organization shall be “Hill Country Triumph Club, Inc” (herein referred to as “the club” or “HCTC”) with the name being written in proper sequence with no deviations.

## ARTICLE II. Purpose

### Section 1. Purpose of the HCTC

The HCTC is a not-for profit corporation formed to preserve and promote the marque of Triumph automobiles, including educating the public about the history of the marque, participating in and holding events to showcase the various models of the marque, and helping owners preserve and restore their Triumphs and to use these vehicles to the best of their abilities, regardless of any shortcomings.

These goals shall include but not be limited to:

- a. The club shall also promote the Triumph marque to prospective new members to grow the membership and to continue into the future.
- b. In addition to monthly meetings the club may sponsor rallyes, car shows, road tours, technical seminars, educational and social events.

All programs are carried out following the policies and guidelines of Hill Country Triumph Club. In 2022 the HCTC started to be incorporated as a Not-For Profit Corporation (Inc) in the state of Texas and as such:

- a. The club is not organized as an entity as defined as an “Automobile Clubs” as governed by Chapter 722 of the Texas Transportation Code.
- b. This club shall never be authorized to engage in a regular business of a kind ordinarily carried on not-for profit or in any other club activity except in furtherance of the purposes stated above for which the club is organized.
- c. This club may sponsor or engage in charitable events as approved by the HCTC leadership and membership vote.

### Section 2. Financial Activities

- a. The HCTC is to be operated for, the primary purpose of generating pecuniary gain or profit. No part of the net earnings of the HCTC shall inure to the benefit of any officer, member of the HCTC, or individual, unless and except that reasonable compensation may be paid for goods and/or services procured by or rendered on the behalf of the HCTC in furtherance of its stated activities.
- b. Reimbursement of expenses incurred by the Officers or members, as outlined in Article VII [Section 2. Checks and Drafts](#), shall be permitted.
- c. The HCTC shall not serve a private interest other than one incidental to an overriding public interest.
- d. The HCTC shall comply with applicable State and Federal; statutes, codes, regulations governing non-profit entities ' activities, and prohibitions about lobbying and attempting to influence legislation.
- e. The HCTC shall not participate in or intervene in (including the publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office.



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- f. The HCTC shall not have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

### ARTICLE III. Membership

#### Section 1. Definition of Membership

Individuals may become members of the HCTC following such procedures as may be established by the Membership. There shall be only one class of members and each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Membership. The Membership Chair may establish categories of members, fix the dues for each such category, and make other provisions with respect thereto. A member is in good standing after having completed an application form and paying the annual dues.

- Only members in good standing shall be entitled to vote and participate in club meeting business as part of the “Membership”

The term herein “membership” shall refer to the group of the individual members.

##### Item 1. Eligibility

Any individual who supports the goals and purposes of The Hill Country Triumph Club is willing to pay the required annual dues and to abide by these bylaws is eligible for membership. A household may join as a couple but will constitute one member unless registering individually.

##### Item 2. Exclusions

The Executive Committee has the right to refuse to accept the membership dues of any applicant for membership or to refuse to accept the renewal dues of any existing member who has demonstrated by his or her statement or behavior that he or she does not support the goals and ideals of The Hill Country Triumph Club.

- a. Upon taking such action, the Executive Committee shall give written notice thereof to such member or applicant and return any money tendered as dues, whereupon that person shall no longer be considered a member.
- b. The decision of the Executive Committee in taking such action shall be final and conclusive.

#### Section 2. Termination of Membership

A member may be suspended or expelled for cause by a majority affirmative vote of all of the members present at a regular or special meeting. The Membership Chair may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Section 6 [Item 3. Default and Termination of Membership](#). of these Bylaws.

#### Section 3. Resignation

Any member may resign by filing a written resignation with the Membership Chair, but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.



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### Section 4. Reinstatement

Upon written request signed by a former member and filed with the Membership Chair, the Membership Chair may reinstate such former member to membership on such terms as the Membership Chair may deem appropriate. Such reinstatement will be relayed to the Executive Board.

### Section 5. Transfer of Membership

Membership in this Club is not transferable or assignable.

### Section 6. Dues

The HCTC shall establish membership dues to finance its business.

#### Official Mailing Address

- The address to mail the dues is the listed address of the Membership Chair.

#### Item 1. Annual Dues

The annual dues of this club shall be set to the amount and term.

- Two-thirds (2/3) of the Executive Committee must approve a change in the amount of annual dues. Notice of a change of dues must be published in the club newsletter at least one (1) month before the date of the proposed change.
- The Membership Chair, with Executive Board concurrence, may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the HCTC by members.

#### Item 2. Payment of Dues

Dues shall be payable in advance of the first day of January or July in each calendar year, whichever is closest to the joining time. Dues may be paid in advance without penalty.

The member will be reminded electronically before it is due.

#### Item 3. Default and Termination of Membership

When any member shall be in default in the payment of dues for 2 months from the beginning of the fiscal year or period for which such dues become payable, their membership may thereupon be terminated by the Membership Chair in the manner provided in Article III [Section 2. Termination of Membership](#) of these Bylaws.

#### Item 4. Exceptions

Dues for elected and appointed officers/ chairs may be waived for the term of office. If the dues are current, then the due date will be suspended for the term of office and resumed once they step down from said office.

### Section 7 Assumption of Risks and Liabilities and Hold Harmless

Driving motor vehicles has inherent risks that the individual is ultimately responsible for. All club members will assume all risks and liabilities for their actions and deeds concerning the Club and its membership and as such will hold the HCTC and its membership harmless by themselves, their heirs, and estates. This includes and is not limited to drives, fix-it days, social gatherings, restorations, and any other club events or activities. By applying for membership and renewal the member accepts this section without exception or limitation.



## ARTICLE IV. Officers, Election and Terms, Qualifications, Nominations

### Section 1. Officers

The officers of the HCTC shall be a President, Vice President, an Immediate Past President, a Secretary, a Treasurer, Communications/ Marketing Chair, Events/ Activity Chair, Webmaster, and a Newsletter Editor. These officers, who comprise the Executive Committee, shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the HCTC. For the club to function more efficiently the Executive Board may appoint officers to assist in that function and they shall be considered non-Executive Officers. The President, Vice President, Secretary, and Treasurer are considered executive officers, and the balance of officers are non-executive allowing them to enter into financial obligations on behalf of the HCTC following these bylaws.

The terms of the Membership, Events Coordinator, and Ragtop Editor shall run concurrently with those of the President, Vice-President, Treasurer, and Secretary. Other positions may be created as the Membership deems necessary for the operation of the HCTC, and as is approved by a majority vote of the Membership, a quorum being present at any regular or special meeting.

The appointees will hold office for a one-year term and be appointed by the board with a majority vote. The term of office of designated Committee Chairpersons shall be concurrent with the term of office for which officers of the club are elected. The chairpersons will make an annual presentation to the Board regarding the current status of activities before the annual meeting. An overall annual report shall be prepared for the annual meeting to be presented to the membership. Additional Committees may be created by a majority vote of all members of the Board.

### Section 2. Election and Terms

Officers shall be elected by ballot at the General Annual Meeting. The President, Secretary, and Treasurer shall serve terms of two years or until their successors are elected. Immediate Past Presidents shall assume this office the year following their Presidential term(s). All terms of office except that of the President shall begin at the close of the meeting at which they are elected.

- a. A majority vote shall constitute an election.
- b. Each officer/committee member shall be a member in good standing who has paid dues.
- c. There shall be no voting by proxy.
- d. In the event of a tie vote, another ballot must be taken.
- e. If a quorum is present, the affirmative vote of a majority of the members present shall be required to elect each of the officers.
- f. If there is only one nominee for an office, voting for that office may be by voice vote.
- g. In the event an office is open or an officer is unable to complete his/her term, the remaining members of the Executive Committee will meet (either in person, by email, or by telephone) and appoint a person to fill the vacant position until an election can be held at the next regular or specially called meeting.

If the office of the President is vacant, the Vice President will become the President for the remainder of the term; the position filled would be that of Vice President. Should both the President and the Vice President positions become vacant before an election can be held, the office of President will succeed first to the Secretary, and if that office is vacant, to the Treasurer, and if that office is vacant, to the Newsletter Editor. Members of the Executive Committee will retain their elected offices except to serve as needed in the position of President following the above-outlined order of succession.





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- h. The HCTC may establish an absentee voting system.

### Section 3. Nominations

- a. At the March regular Meeting, a Nominating Committee of four persons shall be chosen. The nominating committee shall transmit the list of eligible candidates for Officer positions to the current President, at or before the regular meeting immediately before the Annual Meeting. The current President shall then present candidates for President, Vice President, Secretary, and Treasurer to the Membership at the Annual Meeting. Any further nominations from the floor must be made at this regular meeting. The election of officers shall be by individual ballot of each member or voice vote of the majority in uncontested races. Candidates receiving the highest number of votes for each office shall be considered elected.
- b. It shall be the duty of the Nominating Committee to nominate candidates for the offices to be filled at the regular Annual Membership Meeting. This Committee shall confer with all persons nominated to determine their willingness to serve if elected. -
- c. Before the election of officers at the regular Annual Membership Meeting, additional nominations from the floor shall be permitted.

## ARTICLE V. Duties of Officers

### Section 1. Duties of the President

#### The President shall:

- a. The President shall be the principal executive officer of the HCTC and as such maintain continuity of the HCTC by executing the provisions of these Bylaws.
- b. Preside at HCTC Meetings.
- c. Ensure the necessary arrangements for each HCTC meeting following the date and location selected by the membership at the preceding meeting.
- d. Provide an agenda for each HCTC meeting.
- e. Appoint committees and their chairs, unless otherwise specified herein, per ARTICLE VII. Committees and with the assistance and approval of the elected officers.
- f. Serve as the official spokesperson for the club.
- a. The President shall notify the membership as to the contents of any statements made on their behalf, in the Newsletter or at the next meeting, whichever comes first;
- g. Convey all records, correspondence, and property of the HCTC to their successor.
- h. With the approval of the officers, present an annual budget for the coming year at the first regular meeting after the Annual Meeting of the HCTC. The budget will be approved by the membership by a majority vote.
- i. Serve as liaison and representative of the HCTC to other auto club-related organizations and may designate a representative as needed.
- j. Lead club activities and events and ensure club activities are carried out.
- k. Report monthly to the membership through club communications.
- l. VTR Mandatory Participation -The Hill Country Triumph Club President or another designated member by the Executive Board should plan to attend the annual Vintage Triumph Register Conference.
- m. Serve on the Budget Committee if established.





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- n. After the club year on June 30th, the incumbent Club President should submit to the new HCTC elected officers:
  - 1) The names, offices, addresses, and telephone numbers of the incoming/ returning Board;
  - 2) The totals of paid membership and total membership for the preceding year;
  - 3) A financial statement for the preceding year;
  - 4) A one-page summary of the highlights of the year in the club; and
  - 5) A list of names, addresses, and full payment for membership fees for club members in the upcoming year.

### Section 2. Duties of the Vice President

#### The Vice President shall:

- a. Maintain continuity of the HCTC by working closely with the President and other elected officers.
- b. Call a meeting in absence of the President.
- c. Represent HCTC as necessary in the absence of the President.
- d. Convey all records, correspondence, and property of the HCTC to his/her successor.
- e. Assist the President by helping to coordinate the efforts of sitting Committee Chairs of the HCTC, and in other matters as requested by the President.

### Section 3. Duties of the Secretary

#### The Secretary shall:

- a. Carry on necessary correspondence with membership through website, listserv, and email, and as directed by the President.
- b. Report at every regular meeting to the membership.
- c. Record the proceedings of all HCTC meetings and maintain a complete set of records and Newsletters,
- a. Send a copy of the minutes to the President within a week after each such meeting;
- d. Keep copies of the Bylaws and standing rules and record amendments.
- e. Call the meeting to order in the absence of the President and Vice President and preside over the election of a temporary presiding officer.
- f. Send notices of all meetings to members.
- g. Convey all records, correspondence, and property of the HCTC to his/her successor.
- h. Maintain the club calendar with the Events Chair

### Section 4. Duties of the Treasurer

#### The Treasurer shall:

- a. Receive dues, listing fees, and other revenues and deposit them in an account in the name of the HCTC and shall disburse funds from this account for necessary HCTC expenses.
- b. Coordinate an up-to-date list of the members with the Membership Chair.
- c. Report at every regular meeting to the membership the receipts, expenses, and financial condition of the HCTC. No funds from dues are to be used for salaries or otherwise to reimburse persons for time spent on HCTC business (see clarification in Section 1. Services.)



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- d. Call the meeting to order in the absence of the President, Vice President, and Secretary and preside over the election of a temporary presiding officer.
- e. Perform an annual accounting within 15 days of the end of the fiscal year (July 1 through June 30 and submit them to the Executive Committee.
- f. File necessary federal and state tax forms.
- g. Maintain accounts and transfer funds received regularly.
- h. Coordinate VTR (Vintage Triumph Registry) Regional event finances and other outreach events (co-responsibility with Secretary and President) when obligated by the HCTC.
- i. Convey all records, correspondence, and property of the HCTC to his/her successor.
- j. Establish and maintain an annual budget with inputs of all board members

### Section 5. Duties of the Marketing and Communications Chair

The communications chair will:

- Improve HCTC brand awareness
  - Increase club visibility in the community through multiple mediums and methods
  - Coordinate HCTC outreach activities to provide a seamless user experience
  - Administer the office of Marketing and Communications
1. Improve HCTC brand awareness
    - a. Work to ensure the club's messages are getting to its membership and involved parties (VTR; Texas ABCD; etc.)
    - b. Channel incoming communications to the appropriate office
    - c. Facilitate a systematic outreach to other clubs featuring different marques
      - Foster cross-pollination and increase communications between clubs
    - d. Develop, produce, and distribute more promotional materials featuring HCTC
  2. Increase club visibility in the community through multiple mediums and methods
    - a. View the HCTC outward bound communications (Website; FaceBook; Newsletter; written and verbal communications) as one entity
      - Work with all media to develop comprehensive messaging both inside the club and to select outside parties.
      - Leverage for maximum effect to create an HCTC 'campaign' (Similar look and feel; QR code; etc.)
      - Establish a schedule for club news updates
    - b. Coordinate with local media to promote news of the HCTC
    - c. Establish a schedule for club news updates
  3. Coordinate HCTC outreach activities to provide a seamless user experience
    - a. Improve new member experience
    - b. Increase visibility and add events targeted to brand
    - c. Create new and promote existing regional and state events
    - d. Appoint club members to help in tasks, notify the secretary
  4. Administer the office of Marketing and Communications
    - a. Establish and maintain the online club records



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- b. Submit annual budget requests to Finance
- c. Receive quarterly updates to communications on the progress of board members' programs. Ensure updates are posted promptly

### Item 1 The Ragtop Editor

The editor shall be responsible for compiling the articles and written submissions of members and outside sources, editing the content of said articles and written submissions, publishing photographs, and gathering other news items that will comprise each month's newsletter.

The editor is authorized to work with any outside publishing, graphic design, website, or web-based publishing companies as needed to publish the monthly newsletter; however, the editor is not authorized to enter into any binding contract between such companies and the Corporation, unless the Membership provides specific authorization to do so through a majority vote of the Membership, a quorum being present at any regular or special meeting.

- a. Produce and distribute a Newsletter (The Ragtop) monthly. Additional editions of the Newsletter may be issued as needs, funds, and time allows.
- b. Provide the Secretary and webmaster with a copy of all Newsletters.
- c. Call the meeting to order in the absence of the President, Vice President, Secretary, and Treasurer and preside over the election of a temporary presiding officer.
- d. Convey all records, correspondence, and property of the HCTC to his/her successor.

### Item 2 Webmaster

A Webmaster, or Website Administrator, is responsible for maintaining websites and servers for the HCTC. Their duties include working closely with web professionals to design or update websites, fixing website errors and creating a response plan for down servers, and running tests to make sure designs or updates function properly. They shall coordinate closely with the newsletter editor to ensure the latest content is posted promptly including the calendar, contact information, regalia ordering information, and other pertinent communications. They shall also establish and maintain a part of the website to store club-related documentation.

### Item 3 Social Media Coordinator

A social Media coordinator is responsible for posting on social media platforms that the club may designate as an official source of information. The postings will be coordinated with the print and website postings.

## Section 6 Membership Chair

The Membership position shall serve as the person who maintains the current list of dues paid/unpaid members and contact information, who updates the annual membership roster, and who shall report to the members when said annual dues are owed and in what amounts. Said individual shall work with the Officers in preparing any membership drive materials, application forms for membership, and advertising at Corporation sponsored events, related to the recruitment of new members/retention of current members.

- a. Maintain membership list to include names, cars, contact information, and dues status with the Treasurer



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- b. Work to expand member numbers in Central Texas
- c. Contact departing members to understand their reasons for leaving
- d. Study the needs of the membership and how the club can better provide services.
- e. Work with board to implement membership initiatives
- f. Welcome and help new members
- g. Appoint club members to help in tasks, notify the secretary
- h. Provide Quarterly updates to communications on the progress of membership lists

### Section 7 Events/ Activities Chair

The Events/ Activities Chair shall be in charge of planning, scheduling, and executing club driving events and activities, and creating any navigational aids to assist the Membership in participating in the event. The Events Chair's duties shall be handled by the Vice President unless and until there is an appointed separate individual to be Events Coordinator. The Events Chair at their discretion, be responsible for the planning, scheduling, and executing of major club driving events. The Events Chair shall be responsible for the planning, scheduling, and executing of all other club driving events and activities, including but not limited to dinner drives, tech sessions, miscellaneous driving tours, driving events with other car clubs, caravan drives to various regional and national Vintage Triumph Register conventions, and autocross. The Events Chair shall be permitted to seek assistance from the Membership in the planning, scheduling, and executing events described in this Section, as may be needed for the successful execution of the planned event.

Additional duties include:

- a. Coordinate club activities onto the club's calendar
- b. Categories include: Social, Driving, Car Shows, Racing
- c. Promote participation and spectating events
- d. Appoint Point of Contacts (POC) for club events in each category
- e. Establish quarterly club events.
- f. Coordinate with other car clubs for joint events
- g. Submit budget requests to the Finance Chair annually
- h. Ensure club liability insurance is current and in force
- i. Ensure club liabilities are minimized through liability release
- j. Promote safety protocols are in force at club events
- k. Appoint club members to help in tasks and notify the secretary of that action
- l. Quarterly updates to communications on the progress of membership lists

### Section 8 (New) Tx All British Car Days (TxABCD) Coordinator

- a. This role may be in combination of roles with a current officer.
- b. The HCTC has taken the role of sponsoring the TX ABCD and will have corporate oversight by the club.
- c. The coordinator will act as the liaison between the club, organizers and the participants. They will have the authority to act on behalf of the HCTC executive committee after informing and receiving approval for decisions that would bind the HCTC to debtors and agencies.



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- d. Funds will be accounted for through the HCTC treasurer in a sub account and the net proceeds will be available to the HCTC. HCTC funding may be available with approval for deposits before any events.
- e. The TxABCD will provide standard operating procedures and conventions for that event committee.

### Section 9. Duties of the Immediate Past President

The Immediate Past President shall:

- a. Assume the office of Immediate Past President at the end of the Annual Membership Meeting following his/her term as President.
- b. Work with the President and other elected officers to maintain the continuity of the HCTC.
- c. Convey all records, correspondence, and property of the HCTC to his/her successor.

### Section 10 Ad Hoc Committees

The President of the Executive Committee may appoint Ad Hoc Committees. Ad Hoc Committees are automatically dismissed after preparing and presenting a final report to the President of the Board.

### Section 11 Removal of Officers

The Officers of the HCTC may be removed from office whenever the best interest of the HCTC will be served, at any time, by the affirmative vote of a majority of the membership of the HCTC at a meeting of members voting either in person.

### Section 12 Resignation of Officers

Any officer of the HCTC may resign at any time as provided in Article 5 [Section 3. Resignation.](#) of these Bylaws.

### Section 13. Notices

Written or printed notice of an annual or a special meeting of the members stating the place, date and purpose or purposes for which the meeting is called shall be delivered not less than ten days before the date of the meeting, either personally, by mail, or by electronic mail, by or at the direction of the President or the Secretary to each member entitled to vote at such meeting.

The notice of the special, scheduled monthly meetings and the annual business meeting shall be listed in the club's monthly newsletter, The Ragtop, and/or on the HCTC website and/or be sent via electronic mail to the Membership, and said listing shall be considered as notice of said meeting

The Secretary shall, but in the event of the absence of the Secretary or the failure, inability, refusal or omission on the part of the Secretary so to do, any other officer of the HCTC, may give notice of each special meeting, and the place, day and hour of the particular meeting, in person or by mail, telephone, electronic mail or other means of communication, at least three (3) days before the meeting to each Officer. The attendance of an Officer at any meeting shall constitute a waiver of notice of such meeting, except where an Officer attends a meeting for the express purpose of



objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE V OFFICERS' SERVICES, CONFLICTING INTERESTS, AND INDEMNIFICATION**

### **Section 1. Services**

No Officer, unless otherwise determined by the Membership, shall be required to devote their time or any particular portion of his/her time, or render services or any particular services exclusively to the club.

All Officers, unless otherwise determined by the Membership, shall be entirely free to:

- a. engage, participate and invest in any such businesses, enterprises and activities either similar or dissimilar to the business, enterprise, and activities, without breach of duty to this HCTC in any event or under any circumstances or conditions. And
- b. act for, serve and represent any other corporations, business entity or entities without breach of duty to this HCTC and accountability or liability of any character or description to this HCTC in any event or under any circumstance or conditions.

### **Section 2. Officers' & Members' Interests in Contracts**

All Officers and HCTC Members having a financial interest in a potential HCTC contract or agreement are required to disclose such a relationship to the HCTC Board for review and consideration, before execution of any contract or agreement.

- a. No contract or other transaction between the HCTC and one or more of its Officers, or members, or between the HCTC and any firm, partnership, association, or any other entity, shall be void or voidable due to such connection of a potential conflict of interest if reviewed and approved in advance of execution of such contract or agreement.
- b. If a membership vote is required and an officer may have a potential conflict of interest, the officer's presence shall be counted toward the determination of a quorum, but the officer shall abstain from voting.
- c. Nor shall any Officer be responsible to, or liable to account to, this club for any profits realized by or from or through any such contract or other transaction of the HCTC due to having an interest in the other entity or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.
- d. The Executive Board may prescribe multiple estimates or other methods for those proposed goods/ services and choose a vendor based on the value to the club versus the monetary costs.

### **Section 3. Liability EXEMPTION of Officers in Certain Cases**

No Officer shall be liable for their acts as such if he is excused from liability under any present or future provision or provisions of the Texas Non-Profit Corporation Act or other applicable laws of the State of Texas; and, in addition, to the fullest extent now or hereafter permitted by the Texas Non-Profit Corporation Act, each officer shall in the discharge of any duty imposed or power conferred upon him by the HCTC, be:

- a. fully protected if, in the exercise of ordinary care, they acted in good faith and





## BYLAWS OF THE HILL COUNTY TRIUMPH CLUB, INC.

- b. in reliance upon the written opinion of an attorney for the HCTC, the books of account or reports made to the HCTC by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Membership, or in reliance upon other records of the HCTC.

### Section 4. Indemnification Of Officers

Each officer, or former officer, of this HCTC, shall be and hereby is indemnified by the HCTC against liabilities imposed upon them, and expenses actually and reasonably incurred by them, including:

- attorney's fees
- court costs and
- other miscellaneous expenses

In connection with any tort and/or contractual claim made against them, in the defense of any action, suit or proceeding to or in which they may be or be made a party because of their being or having been such officer and against such sums as an independent counsel selected by the membership shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation

Provided, however, that no officer shall be indemnified concerning matters as to which they shall be adjudged in such action, suit, or proceedings to be liable for negligence or gross negligence, based in tort and/or contract, or misconduct in the performance of any fiduciary duty, or concerning matters for which such indemnification would be against public policy.

Such right to indemnification shall be in addition to, but shall not exclude, any other rights to officers may be entitled.

- The HCTC shall maintain insurance coverage for the club and officers' indemnification.

### Section 5. Income Distributions Prohibited.

No part of the income of the HCTC shall be distributed to the Officers.

### Section 6. Loans to Officers Prohibited.

No loans shall be made by the HCTC to the Officers. The Officers who vote for or assent to making of a loan to an Officer of the HCTC, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the HCTC for the amount of such loan until repayment thereof.

## ARTICLE VI. Meetings

### Section 1. Regular Meetings

#### Item 1. Annual Membership Meeting

The Annual Membership Meeting of the club shall be held before the end of the fiscal year, normally during June each year, at a time and place to be designated by the President.-

A notice of the time and place of this meeting must be sent to each member at least 30 days before the meeting, as specified in Article V [Section 12. Notices](#).





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Whenever elections are to be held, the list of nominations according to ARTICLE IV. [Officers, Election, and Terms, Qualifications, Nominations](#) of these bylaws shall be made part of this notice.

### Item 2. Regular Meeting(s)

Regular meetings of the club shall be held at least monthly at dates designated by the Board of Directors. Monthly Meetings: the club will meet at least monthly, except in December. The board will schedule these to occur regularly when possible.

- The meetings will be posted as specified in Article V [Section 12. Notices](#). at least 30 days prior and the location.

### Item 3 Executive Board meeting (s)

The President may convene executive board meetings for the elected and non-elected officers. All club members may observe the proceedings and at the discretion of the board participate. The meetings may be called as necessary at a time and place of the president's choosing. The meeting will follow an agenda, distributed in advance to all participants. The business of the meeting will be to discuss and act on items needing action in a short time period, to forward to the membership at regular meetings items for approval, or strategic guidance for the HCTC. The meeting proceedings shall be made by the Secretary and published. This may also be referred to the "Board".

### Section 2. Quorum

A quorum for the club meetings shall be 15 % of the registered members (unless a higher vote is specified herein). Decisions or actions taken or adopted by a majority of the members present and voting at a meeting at which a quorum is present shall constitute the action of the club.

Proxy votes may not be held by members.

### Section 3. Special Meetings

Special meetings of the Membership shall be held whenever and wherever called or provided to be held at the place, day, and hour determined by the officer calling or providing for the holding of the particular meeting.

- Such Special Meetings require notice as specified in Article IV [Section 12. Notices](#).
- The President, any three elected officers, or fifteen percent of the members may call a special meeting of the club. The business mentioned in the notice of the meeting must be conducted; any other business coming before the meeting may also be considered.

### Section 4 Business to be Transacted

Any business of any nature or character whatsoever may be transacted and action may be taken thereon at any meeting, annual, regular or special, of the Membership.

Neither the business to be transacted at nor the purpose or purposes of, any regular or special meeting of the Membership need to be specified in the notice or any waiver or waivers of notice of such meeting.

### Order of Business.



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At all meetings of the Membership business shall be transacted in such order as from time to time the Membership may determine. At all meetings of the Membership, the President shall preside and in the absence of the President, at any meeting of the club, then the Vice-President or other Officers shall be chosen from among the Officers present and such Officer so chosen shall preside at the meeting. The Secretary of the club shall act as Secretary of the meetings of the Membership. In the absence of the Secretary, the President shall appoint any person of his/her choice to act as Secretary of the meeting.

### Section 5. Presumption of Absence

A member of the Club who is present at a meeting of the Membership at which action on any club matter is taken shall be:

- presumed to have assented to the action unless their dissent shall be entered in the minutes of the meeting or
- unless they file their written dissent to such action with the person acting as the Secretary of the meeting before the meeting adjournment.

Such right of dissent shall not apply to a member of the Membership who voted in favor of such action.

## ARTICLE VII. Committees

### Section 1. Nominating Committee

The Chair of the Committee shall be appointed by the President. This committee shall consist of Four (4) members. Two or more nominations shall be made from the floor for the at-large positions, and those two receiving the highest number of votes shall be elected. Two officers and the two at large members shall form a nominating committee whose sole purpose is to take the names of those members who wish to have their names offered for the candidacy of a particular office, and determine whether the member(s) are in good standing with the club, and therefore eligible to run for a particular office within the HCTC.

The duties of this committee shall be to make nominations, with the consent of those nominated, and to report those at the annual meeting. At the Annual Business Meeting, the President shall receive from the floor further nominations with the consent of the nominees as eligible candidates.

### Section 2 Membership Committee

A membership committee may be formed to increase membership in the club, follow up with resignations/ termination of membership as to the reasons, welcome new members and help them start being part of the club, and other related activities. It shall be composed of the Membership Chair, Vice President, Marketing chair, and other interested members.

### Section 3. Committee Membership

Committee members and chairs (unless otherwise designated) shall be appointed by the new President at any time after he/she takes office after the Annual Membership Meeting. Committee memberships, elected or appointed, terminate after the Annual Membership Meeting following their appointment or election unless otherwise specified in the Bylaws of the HCTC.



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### Section 4. TxABCD Committee

A TxABCD committee may be formed as required and chaired by the TxABCD Coordinator.

Members may be from the HCTC membership and outside interested parties subject to approval by the executive committee. Duties and responsibilities will be determined by the SOP for this committee. Expenses and receivables shall subject to HCTC bylaws for payments, deposits and accounting.

## ARTICLE VIII. Finances

In addition to membership dues, the HCTC shall establish classified listing fees for financing club activities. No part of the net earnings of the HCTC shall inure to the benefit of or be distributable to its members, officers, or other persons, except that the HCTC shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes outlined in Article II. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

### Section 1. Contracts

The Executive Committee may authorize any officer or officers of the HCTC, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HCTC. Such authority may be general or confined to specific instances.

### Section 2. Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness approved by the officers and issued in the name of the HCTC shall be signed by such officer or officers of the HCTC and in such manner as provided in these bylaws. Such instruments shall be signed by the Treasurer, with the concurrence of the President or Vice President of the HCTC. Payments may be made via check or electronically, when capable. Reasonable expenses by an individual will be reimbursed.

### Section 3. Deposits

All funds of the HCTC shall be deposited from time to time to the credit of the HCTC in such banks, savings & loans companies, or other depositories as the Executive Committee may select.

### Section 4. Gifts

The Membership may accept on behalf of the HCTC any contribution, gift, bequest, or devise for the general purposes or any special purpose of the HCTC.

### Section 5. Fundraising

Revenue from sources other than annual dues may be raised as determined by the Executive Committee and approved by a two-thirds (2/3) vote of the Board of Directors. Funds will be for specific club-related actions or charitable contributions.



## Section 6 Budgeting and Expenses (new)

Spending of funds by the HCTC shall be allocated from the club account based on the budgeted amounts. Unplanned items or costs in excess of budgeted items shall be coordinated ASAP with the Treasurer or President beforehand if possible. Those excesses shall be reported at the next board meeting following the event and considered in the following year's budget.

A project coordinator may be appointed to complete an event and will have the authority to spend funds up to the budgeted amounts.

## ARTICLE IX. Operation

The place of business for the HCTC shall be the place of business or location of the Treasurer.

## ARTICLE X. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the HCTC in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order the HCTC may adopt.

## ARTICLE XI. Amendments

These Bylaws may be amended at any meeting of the HCTC by a two-thirds vote of members present and voting, provided that the amendment has been submitted through the Newsletter or by special notice to the membership at least 15 days before the meeting at which the vote on the proposed amendment is taken.

Grammatical or related minor editorial amendments may be made by the Executive board with notice given to the membership.

## ARTICLE XII. Disposal of Assets

In the event of dissolution, the HCTC shall dispose of all its assets to an educational or scientific institution that is exempt from taxation under the then-current code of the Internal Revenue Service.

## ARTICLE XIII DISSOLUTION

In the event of the dissolution of this club to the extent allowed under applicable law, all of the assets of the club remaining after payment of all debts and liabilities shall be distributed to The Hill Country Triumph Club, INC., a non-profit organization, provided that the HCTC is then in existence and is such a tax-exempt organization. If The Hill Country Triumph Club, INC.. should not be in existence at the time of said dissolution, then the assets of the club shall be sold and the proceeds distributed to another organization organized and operating exclusively for charitable or educational purposes. This shall be selected by a majority vote of the Membership present at the final meeting of the HCTC or by the Executive Committee of this club in the event no meeting can be held.



## BYLAWS OF THE HILL COUNTY TRIUMPH CLUB, INC.

If for any reason upon the dissolution of this club the Executive Committee shall fail to act in the manner herein provided, the assets shall be distributed following the laws governing the distribution of assets of nonprofit organizations in the jurisdiction in which the club is located.

### ARTICLE XIV PROVISIONS

#### Section 1. Fiscal Year

The fiscal year of the HCTC shall begin July 1st, or such other time as the membership shall decide by a majority vote of a quorum present at any regular or special meeting of the membership.

#### Section 2. Seal

The seal of the HCTC may be in such form as the Membership shall prescribe and may be used by causing it or a facsimile thereof to be impressed, or affixed, or printed, or reproduced, or in any other manner.

#### Section 3. Books and Records

The HCTC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Membership, and committees having any of the authority of the Membership and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the HCTC may be inspected by any member, their agent, or attorney for any proper purpose at any reasonable time.

#### Section 4. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or the provisions of the articles of incorporation or the Bylaws of the HCTC, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### Section 5. Persons

Whenever used or appearing in these Bylaws, pronouns of the masculine gender shall include the person of the female, as well as the neuter, gender, and the singular shall include the plural wherever appropriate.

#### Section 6. Laws and Statutes

Wherever used or appearing in these Bylaws, the words "law" or "laws" or "statute" or "statutes", respectively, shall mean and refer to laws and statutes, or a law or a statute of the State of Texas, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

#### Section 7. Headings

The headings of the Articles and Sections of these Bylaws are inserted for convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.



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### Section 8. Severability

Should any court of competent jurisdiction find that any article or section of any article of these bylaws is unconstitutional or illegal under the laws of the State of Texas, the remaining provisions of these Bylaws shall remain in full effect.

### Adoption

Adopted by the Hill Country Triumph Club on November 13, 2021

*Signed:*

Robert Torn 13 Nov 2021  
President <signed>  
Date

Jim Wells 13 Nov 2021  
Secretary  
Date <signed>

### AMENDMENT(S) TO CLUB BYLAWS

The bylaws of The Hill Country Triumph Club are hereby amended as follows:

- Original version. No amendments

#### Amendment 1 July 01, 2022

- Incorporation of the entity
- Check writing
- Election process

#### Amendment 2 November 1, 2022

- Formation of not-for-profit corporation
- Inclusion of Charitable organization support
- Redefining Marketing & Communications Coordinator
- Inclusion of Social Media Coordinator
- Inclusion of Tx All British Car Days event sponsorship

#### Amendment 3 March 15, 2023

- Added ARTICLE VIII. Finances Section 6 Budgeting and Expenses

#### Amendment 4 June 10, 2023

- Term of service to two years

Except as stated above, all of the bylaws of The Hill Country Triumph Club of November 13, 2021, shall remain in full force and effect.