

**BYLAWS
OF THE
CHESAPEAKE CHAPTER
OF THE NEW ENGLAND MG “T” REGISTER, LTD.**

ARTICLE I

NAME, ADDRESS, PARENT CLUB, PURPOSE AND POLICY

Section 1. Name: The name shall be the Chesapeake Chapter of the New England MG “T” Register, Ltd., hereinafter referred to as “the Chapter.”

Section 2. Location: The principal address of the Chapter shall be such address as the duly elected and acting Secretary- Treasurer designates, with the approval of the Board of Directors.

Section 3. Parent Club: The Chesapeake Chapter of the New England MG “T” Register shall be a Chapter of the New England MG “T” Register, Ltd., but shall not be bound by the bylaws of the New England MG “T” Register. The Chapter, however, proposes by these bylaws to adhere to the spirit of the New England MG “T” Register.

Section 4. Purpose: The purpose of the Chapter shall be to encourage the ownership, operation, preservation, and enjoyment of the MG “T” Series and Vintage MGs. Also, to arrange and regulate sports car events and exhibitions to encourage safe and courteous conduct on public highways, to develop and provide technical information relevant to any of these purposes. It supports the active use of these cars and encourages the exchange of technical, historical, and social information through the pages of The Square Rigger (TSR) and also through the national The Sacred Octagon (TSO) publication.

Section 5. Policy: The Chapter shall be a not-for-profit entity which conducts amateur automotive events for the participation and enjoyment of its members.

No member of the Chapter shall use the name of the Chapter for any advertising, promotion, endorsement of products or services, or like purposes. Privacy of membership or mailing list information shall be maintained and such information shall not be reproduced, conveyed to another entity, or utilized in any manner contrary to this policy, except as may be permitted by the Board of Directors and affirmed by the members, or as compelled by statute. This does not preclude the Chapter and its members from advertising or promoting the Chapter's events and activities to include the sale of its regalia.

ARTICLE II

MEMBERSHIP AND DUES

Section 1. Membership: membership in the Chapter shall be based on being a member in good standing of the New England MG “T” Register, Ltd.

- (a) FULL: owners of the following MGs: TA, TB, TC, TD, TF, Y, ARNOLT, LESTER, if these cars are powered by the MPJG or XPAG, XPAW, or XPEG family of engines and such engines were fitted originally.
- (b) VINTAGE: owners of pre-1940 non “T” Series MGs.

- (c) ASSOCIATE: owners of eligible cars not fitted with MPJG, XPAG, XPAW, or XPEG engines and those who just want to be associated with the Chapter.

Section 2. Privileges of Membership: A member entitled to vote shall be any person and/or spouse/significant other, residing at the same address, duly accepted to membership who is not under suspension or in default on dues and/or fees and who has not been expelled. Other dependent family members, residing at the same address or full time students residing elsewhere, shall be entitled to all the privileges of a member except that they shall not be entitled to vote or to the separate receipt of notices and publications.

Section 3. Acceptance of Membership: MG ownership shall not be a prerequisite to membership. The sole requirement for acceptance to membership shall be possession of, or the eligibility to possess, a valid drivers license. The Board of Directors shall thereupon accept or fail to accept such person to membership in the Chapter based upon his/her membership application, receipt of dues and any other relevant information which may be brought before the Board. The chapter shall not practice discrimination on the basis of gender, ethnicity, sexual orientation, religious persuasion or national origin.

Section 4. Suspension and Expulsion from Membership: Membership shall automatically lapse for non-payment of dues 30 days after the start of the fiscal year for which they are payable. A member may be suspended at any time, without advance notice, for infraction of any Chapter rule or for any other cause, by a majority of the Board of Directors if they deem such suspension to be in the best interests of the Chapter. Loss of driving privileges due to poor health or maturity does not constitute an infraction of a Chapter rule. The Board shall immediately notify the member suspended, in writing, of the suspension. The suspended member shall be given a reasonable opportunity to be heard, in person or by a representative, by the Board of Directors, concerning the reason for his/her suspension. The Board of Directors may thereafter terminate the suspension or continue it for a definite term, or expel the member. The Board decision may, at the request of the member concerned, be reviewed by the members at any meeting of the Chapter. The majority of the members voting at the meeting may overrule the Board of Directors as long as 20 percent or more of the membership is present.

Section 5. Dues and Fees. Dues for members shall be determined by the Board of Directors prior to each fiscal year. Such dues to apply to the fiscal year, except that annual dues paid by members accepted into membership in the Chapter after the first half of the fiscal year shall be pro-rated on a semi-annual basis. Annual dues shall be due and payable on the first day of the fiscal year. Dues are not subject to refund.

Section 6. Members shall hold the Chapter and Directors harmless for any personal or property loss connected in any way with the organization or its meetings.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the members shall be held in conjunction with the Chapter Mini-GOF, traditionally held in the first weekend in May, at a place identified by the Board of Directors. The Board may establish a different date/time, should the Board establish that such a change would be of convenience to the members. Notice of such meeting stating the time, the place and the purpose thereof shall be served, either personally or by mail, upon each member of record, not less than 15 days before the date of such meeting.

Section 2. Regular Meetings: Regular meetings may be established at such time and place as shall be designated by the Board of Directors. Notice of such meetings shall be served upon each member.

Section 3. Special Meeting: A special meeting of the members may be called at any time by a majority of the Board of Directors or by the Chairman. The Board of Directors shall also call a special meeting of the members whenever so requested in writing by members representing more than 25 percent of the voting membership. When such a special meeting is called, the meeting must be held not more than 30 days after receipt of said request at a time and place designated by the Board of Directors. Notice of a

special meeting shall be served upon each member in the same manner as notice of the annual meeting. Such notice shall specify the day, hour and place of the meeting and the purpose of the meeting. Any proposal to be submitted by a member for consideration at such a meeting must be submitted in writing to the Board of Directors and will be included with the official notice. No business other than that specified in the notice shall be transacted at such special meeting.

Section 4. Quorum: At any meeting of the members, the members present and entitled to vote at said meeting shall constitute a quorum, except when a greater representation of members shall be required by these Bylaws.

Section 5. Voting: At all meetings of members, all questions except the question of the amendment of these bylaws and the election of directors, and except all such other questions the manner of deciding which is specially regulated by statute, shall be determined by voice vote of the voting members present. However, any ten members present may by petition to the Chairman demand that the voting membership present be polled by secret ballot, in which event it shall be done. Each voting member present in person at said meetings shall be entitled to one vote on every question. When appropriate, voting may be accomplished by mail, using pre-prepared ballots, as authorized by the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Officers and Term of Office: The officers of the Chapter shall be a Chairman, a Vice Chairman, plus Secretary-Treasurer, Membership Chairman, Events Chairman, Technical Advisor, Regalia Chairman, Newsletter Editor, Historian, and Chairman Emeritus. All officers, except for Chairman Emeritus, shall be elected officers and shall hold office for two fiscal years or until their successors are duly chosen. The newly elected officers shall assume their offices at the first Board of Directors meeting of the next applicable term following the election. The Chairman Emeritus, an honorary director at-large, shall be any former elected Chairman of the Chapter who has served a total of not less than ten years on the Board of Directors as so recognized and appointed by a majority of the Board of Directors, shall be an appointed officer and shall hold office with no fixed term of expiration, assuming office upon appointment by the Board of Directors.

Section 2. Nomination of Officers: A slate of candidates for elected office shall be presented to the membership by a Nomination Committee, presided over by the Vice Chairman, not less than 30 days prior to the date established for the election. Only members in good standing are eligible to serve as officers. Any member may verbally, or in writing, nominate any other member as a candidate for office.

Section 3. Election of Officers: The elected officers of the shall be elected by the members in November of each even numbered year, either by convening a special meeting, or by mail, as the Board of Directors deems appropriate. Special elections to fill unexpired terms may occur at such times as circumstances and the Board of Directors deem appropriate. The appointed officers of the shall be elected by the members of the Board of Directors at any meeting of the Board of Directors, or by mail, as the Board of Directors deems appropriate. Voting shall be by written ballot.

- (a) The Secretary-Treasurer shall certify all members voting to be members in good standing.
- (b) The Secretary-Treasurer shall count and tabulate the ballots and report the results to the Board of Directors, who shall then inform the membership.
- (c) Each office shall be awarded on the basis of a majority number of votes cast for any one individual for that particular office. If a majority is not achieved by any one individual on the first ballot, a second ballot shall be run off between the two candidates who received the highest number of votes on the first ballot.

Section 4. Powers and Duties of Officers:

(a) The Chairman shall preside at meetings of members and of the Board of Directors; shall present at each annual meeting of the members and the Board of Directors a report of the condition of the affairs of the Chapter; shall announce regular and special meetings of the members and the Board of Directors in accordance with these bylaws; shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents and other employees of the Chapter, other than officers, subject to the approval of the Board of Directors; shall execute all agreements in the name of the Chapter, and shall see that they are properly carried out; shall see that all books, reports, statements, and certificates required by statute are properly kept, made and filled, according to law; shall certify the action taken on all applications for membership in the Chapter; may sign and make, in the name of the Chapter, checks, warrants or orders for the payment of money and may pay out and dispose of the same, subject to the provisions of these bylaws, but this provision shall not be construed as indicating one's signature is necessary to the instruments mentioned.

(b) The Vice Chairman shall assume the duties of the Chairman in his or her absence, shall preside at meetings of the Nomination Committee, and perform other duties as assigned by the Chairman.

(c) The Secretary-Treasurer shall:

(1) Render a statement of the condition of the finances of the Chapter at meetings of the members and at meetings of the Board of Directors when required by the Board; shall keep true and correct books of account of all the Chapter's business and transactions, and shall keep other books of account as the Board of Directors may direct, and shall do and perform all other duties pertaining to the office of Secretary-Treasurer.

(2) Keep, in appropriate books, the minutes of the meetings of members and of the Board of Directors; shall give and serve all notices required by statute or by these bylaws; shall be custodian of the minutes book and the seal of the Chapter; shall keep all other Chapter records in a manner prescribed by statute; shall lay before the Board of Directors all communications addressed to him or her as an officer of the Chapter; and shall attend to all correspondence and perform all duties incident to the office of secretary.

(d) The Membership Chairman shall handle all correspondence dealing with membership and maintain the membership records.

(e) The Events Chairman shall plan and organize all activities of the Chapter, including the promulgation of rules and regulations pertaining thereto, subject to approval of the Board of Directors.

(f) The Technical Advisor shall maintain and disseminate information of a technical nature pertaining to the preservation and enjoyment of MG-T series and Vintage MGs.

(g) The Regalia Chairman shall procure regalia appropriate for sale to Chapter members and other interested parties, at Chapter and other relevant events, and maintain such records of purchases and sales as directed by the Board of Directors.

(h) The Newsletter Editor shall prepare and distribute the Chapter Newsletter, The Square Rigger (TSR), on an appropriate schedule, as directed by the Board of Directors. Also, he or she shall maintain other communication resources, as directed by the Board of Directors.

(i) The Historian shall maintain historical records of the Chapter and its activities.

(j) The Chairman Emeritus shall provide advice to the board and perform such duties as may be assigned by the Chairman and/or Board of Directors.

Section 5. Removal of Officers: Any one or more of the elected officers may be removed, with or without cause, by a vote of more than 50 percent of the membership of the Chapter, at a special meeting called for that purpose. His/her successor shall be nominated and elected at said meeting in the manner prescribed for officers in the preceding sections of these bylaws. Any one or more of the appointed officers may be removed, with or without cause, by a vote of more than 50 percent of the membership of the Board of Directors, at a special meeting called for that purpose. His/her successor may be appointed at any

meeting of the Board of Directors in the manner prescribed for appointed officers in the preceding sections of these bylaws.

Section 6. Resignations: Any officer may resign their office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 7. Vacancies: During the absence or disability of the Chairman, the temporary succession of the chair shall be as follows: the Vice Chairman, the Secretary-Treasurer, and the Events Chairman, in that order. The acting Chairman shall perform all the duties, have all the powers and be subject to all the responsibilities given to or imposed upon the Chairman by these bylaws or by the laws under which the Chapter is incorporated.

Shall any permanent vacancy among the officers occur, it shall be filled by election at the next meeting of the members, at a special meeting called for that purpose, or by mail, following the procedures specified in the preceding sections of these by-laws. The filling of such vacancies shall be for the unexpired term of the officer creating such vacancy.

Section 8. Compensation: Chapter officers shall serve without compensation. However, any officer may be reimbursed for actual expenses incurred in the performance of authorized duties.

Section 9. Co-Officers. From time to time, apart from the Chairman and Vice Chairman, any officer's duties may be shared among two or more individuals, who shall each enjoy the rights, duties and responsibilities of that office.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Directors and Term of Offices: The affairs of the Chapter shall be managed by a Board of Directors, consisting of the elected and appointed Officers. All elected members of the Board of Directors shall hold office for two fiscal years or until their successors are duly chosen. The newly elected directors shall assume their offices at the first Board of Directors meeting of the applicable term. All appointed members of the Board of Directors shall hold office with no fixed term. The newly appointed directors shall assume their offices upon appointment.

Section 2. Powers and Duties of Directors: The Board of Directors shall have the control and general management of affairs and business of the Chapter. They shall in all cases act as a Board, regularly convened. In addition to the powers and authority expressly conferred on them by these bylaws, the Board may exercise all such powers of the Chapter and do all such lawful acts and things as are not by law or these bylaws directed or required to be exercised or done by the members.

Any action of the Board is subject to review by the members at any meeting of the Chapter, upon the challenge of any 10 members, provided they signify their intention to do so sufficiently in advance of the meeting for mention to be included in the notice of the meeting served upon each member. The majority of the members voting at the meeting may overrule the Board of Directors so long as 20 percent or more of the membership is present.

Section 3. Director's Meetings: The directors shall hold an annual meeting immediately following the annual meeting of members, and notice thereof need not be given. Other regular meetings of the Board of Directors shall be held at such time and place, and upon such notice, as the Board shall from time to time prescribe. The directors-elect shall hold an inaugural meeting not more than 30 days after the beginning of the term. The Board of Directors shall adopt its own rules for the proper conduct of its meetings.

Special meetings of the Board of Directors may be called by the Chairman at any time. Additionally, he must, upon written request of any four or more directors, call a special meeting to be held not more than ten days after the receipt of said request. Notice of a special meeting shall be served upon each director in person, or by mail, not less than five days before the day therein designated for such meeting.

Section 4. Action Without Meeting: The Board of Directors shall have the right to take any action which they could take at a meeting by obtaining approval of a majority of Directors in lieu of holding such meeting. Any action so approved shall have the same effect as though taken at a meeting of a Board of Directors. The agreed action is to be documented and duly recorded at the next meeting of the Board of Directors.

Section 5. Quorum: At any meeting of the Board of Directors, a majority of the current membership of the Board shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting shall be the act of the Board of Directors. At all meetings of the Board of Directors, each Director shall have one vote on every question.

Section 6. Resignation of Directors: Any Director may resign their office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 7. Vacancies: Shall any permanent vacancy among the directors occur it shall be filled by special election at the next regular meeting of the members, at a special meeting called for that purpose, or by mail, following the procedures specified in Article IV, Sections 2 and 3. The filling of such vacancies shall be for the unexpired term of the director creating such vacancy.

Section 8. Death or Resignation of the Entire Board: In case the entire Board of Directors shall die or resign, or otherwise cease to be directors, any member entitled to vote may call a special meeting of the members in the same manner as the President may call such meetings, and directors for the unexpired terms shall be elected at such special meeting.

Section 9. Compensation: Members of the Board of Directors shall serve without compensation. However, directors may be reimbursed for actual expenses incurred in the performance of authorized duties.

ARTICLE VI

COMMITTEES

The Chairman shall establish committees or positions as desired to help carry on the affairs of the Chapter, and shall outline in writing the powers, duties and responsibilities of such committees/positions. All reports or action to be taken by a committee/position must be approved by the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Each officer, director and committee member, in consideration of his or her services as such, shall be indemnified by the Chapter to the extent permitted by law against expenses and liabilities reasonably incurred in connection with the defense of any action, suit, civil or criminal proceeding to which he/she may be a party by reason of a past or present role as an officer, director or committee member of the Chapter, unless such action, suit or proceeding was a result of gross negligence or willful misconduct.

ARTICLE VIII

CHAPTER EMBLEM

The official emblem of the Chapter is as shown:



ARTICLE IX

FISCAL

Section 1. Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

Section 2. Chairman's Discretion. The Chairman shall have the right, at his or her discretion, to review and approve all bills and invoices prior to payment by the Secretary-Treasurer. The Vice Chairman shall have the right at his or her discretion to review and approve all bills and invoices turned in by the Chairman prior to payment by the Secretary-Treasurer.

Section 3. Authorizations. The Board of Directors shall establish maximum amounts authorized for any single expenditure by (1) the Chairman and (2) the Board of Directors itself, without prior approval. These maximum amounts shall remain in effect until and unless changed by the Board of Directors.

Section 4. Audit. The books of account of the Chapter shall be audited annually at the close of the fiscal year by a committee so designated by the Board of Directors, but no director may be a member of this committee. This requirement may be waived by a majority vote of the Board of Directors, if the Board should determine that the Chapter's fiscal activity for the prior year was insignificant. The books of account of the Chapter shall be audited at the close of tenure of the Secretary-Treasurer as prescribed above. Such requirement shall not be subject to waiver.

Section 5. Inspection. The Chapter books, records and papers may be inspected by any member, at such reasonable time and place as may be arranged with the officer responsible for such records.

ARTICLE X

BILLS, NOTES AND OTHER NEGOTIABLE INSTRUMENTS

All checks, warrants and orders for the payment of money shall be in the name of the Chapter and shall be signed by the Chairman or the Secretary-Treasurer. All bills, notes, drafts or other negotiable instruments of the Chapter, except checks, warrants or orders for the payments of money, shall be made in the name of the Chapter, and shall be signed by such officer or officers as the Board of Directors shall from time to time by resolution direct.

No officer or agent of the Chapter, either singly or jointly with others, shall have the power to make any bill, note, check, draft, warrant, order for the payment of money or other negotiable instrument on behalf of the Chapter or endorse the same in the name of the Chapter except as herein expressly directed and provided.

ARTICLE XI

DISSOLUTION

Section 1. Dissolution. The Chapter may be dissolved by a majority vote of all membership, voting in person or by proxy. Members will be given at not less than 30 day's notice prior to a vote for dissolution.

Section 2. Assets Disposal. All Chapter assets shall be sold at fair market value and all resulting funds shall be distributed according the Section 3 below.

Section 3. Distribution of Chapter funds. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to the members. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XII

BYLAWS

Section 1. Amendments: These bylaws may be altered, amended, repealed or added to by the affirmative vote of a majority of the members present or by proxy, at any meeting so long as 10 percent or more of the membership is represented, provided that a written notice shall have been sent to each member of record at his last known post office address not less than 15 days before the day of such meeting.

Section 2. Conflict: In the case of any conflict between any Articles of Incorporation and these Bylaws, the Articles shall control.

These bylaws first proposed March 10, 1973; amended October 26, 2003, and submitted to all members of record by mail for affirmation during the month of November, 2003. Such affirmation being completed by mailed proxy on or before December 1, 2003.

IN WITNESS WHEREOF, we being all Directors of the Chesapeake Chapter of the New England MG "T" Register, Ltd. have hereunto set our hands this 26th day of October, 2003.

John Tokar, Mike Hughes, Martha Ludtke, Charles Howard, Lin Snider, Jane Snider, Glenn Abbott, John Van Over, Stephen Woodall, Nancy Woodall, Len Renkenberger, Ruth Renkenberger

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary-Treasurer of the Chesapeake Chapter of the New England MG "T" Register, Ltd., a non-profit entity, and

THAT the foregoing bylaws constitute the amended bylaws of said Chapter, as duly adopted by a vote of the members thereof, certified By the Board of Directors on the 8th day of February, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name of said Chapter this 8th day of February, 2004.

Secretary-Treasurer

Martha Ludtke