

THE ST. LOUIS MINI CLUB CONSTITUTION

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Article I. CLUB NAME AND EMBLEM

Section 1.01 The club's name is "St. Louis MINI Club" hereinafter referred to as STLMINI, and will be nationally affiliated when such affiliation will be recognized as beneficial to STLMINI.

Section 1.02 STLMINI will have an emblem that embodies the spirit of the MINI.

Section 1.03 This constitution will be reviewed annually and necessary updates or material changes shall be put to a vote via the amendment process. Any typographical or grammatical changes or clarifications shall be made with unanimous consent of all members present at a regular meeting.

Article II. PURPOSE

Section 2.01 The purpose of STLMINI is:

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

Section 2.02 Philanthropic Opportunities

STLMINI shall strive to use its profile and unique position to provide philanthropic and charitable opportunities to the community.

Section 2.03 Power Vested in STLMINI

The control of STLMINI shall be vested in its members.

Article III. MEMBERSHIP

Section 3.01 ELIGIBILITY

- (a) Membership in STLMINI is open to MINI owners or enthusiasts interested in the MINI automobile.
- (b) Active membership is mandatory for all except Honorary Members.
- (c) Pay annual membership fees as set forth by the Board, which shall entitle the member to the rights of membership for the period of February 1 through January 31, regardless of the date of payment of such annual fee.

Section 3.02 MEMBERSHIP CATEGORIES

(a) Active Members

An Active Member is defined as a person that signs up and is current on dues. Active Members may vote, represent, or hold an office in STLMINI as long as dues are current.

(b) Family Members

A Family Member is defined as a member of the Active Member's household living at the same address as the Active Member. Family Members of legal driving age for the state of residence may vote, represent, or hold an office in STLMINI as long as dues are current.

(c) Honorary Members

A MINI enthusiast awarded a lifetime membership to recognize their support, commitment, and outstanding service to STLMINI. A two-thirds (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.

Section 3.03 MEMBERSHIP TERMINATION

(a) Termination for Non-Payment

Membership will automatically lapse for non-payment of dues sixty (60) days after becoming payable.

(b) Voluntary Termination

Resignation from membership may occur by written notice to the Vice President and payment of any indebtedness to STLMINI.

(c) Involuntary Termination

Membership may be terminated by a two-thirds (2/3) vote of the active members present at a regular meeting or by unanimous vote of the full Executive Committee. This shall be for infraction of STLMINI rules or for any action that is determined not to be in the best interest of STLMINI.

Article IV. OFFICERS AND COMMITTEES

Section 4.01 Elected Officers and Their Duties (In Order of Rank)

(a) President

Duties of the President:

1. Preside at all Executive Committee meetings and at the regular meetings of the members of STLMINI
2. Appoint the Committees as needed, subject to the approval of the Executive Committee
3. Execute such papers that require the President's signature
4. Exercise a general supervisory control over the affairs of STLMINI.

(b) Vice President

Duties of the Vice President:

1. Attend the meetings of the Executive Committee and the regular meetings of STLMINI and will record votes, and keep notes of significant happenings at such meetings.
2. Lead STLMINI at all meetings and events in which the President is not in attendance, and appoint someone to fulfill these duties if event attendance by the Vice President isn't possible.
3. Issue all notices in the manner as required by this Constitution.

(c) Treasurer

Duties of the Treasurer:

1. Receive all moneys, pay all operating bills incurred by authority of the Executive Committee, and keep and maintain records of the accurate amounts thereof.

2. At each regular meeting, the Treasurer shall report to the Executive Committee the financial condition of STLMINI. At the January meeting, the Treasurer shall submit a detailed report of the financial condition of STLMINI for the preceding fiscal year.

(d) Membership Coordinator

Duties of the Membership Coordinator:

1. Issue membership cards
2. Maintain membership database
3. Notify MINI of St. Louis of additions and deletions to the membership database
4. Send out Swag to new Members.

(e) Events Coordinator

Duties of the Events Coordinator:

1. Identify, schedule social events, fundraising events, track days, runs, rallyes and other events approved by the Executive Committee.
2. 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.

Section 4.02 Officer and Appointed Director Terms - All officers may serve consecutive terms.

(a) President - 1 Year Term

(b) Vice President - 2 Year Term - Elected in even years

(c) Treasurer - 2 Year Term - Elected in even years

(d) Events Coordinator - 2 Year Term - Elected in odd years

(e) Membership Coordinator - 2 Year Term - Elected in odd years

Section 4.03 Nominations, Elections and Removal of Officers

- (a) Nominations for elected officers will be made in writing prior to the election. At least one (1) person must be nominated for each office. Nominations can be made by any active member (including self-nominations) at a meeting or by sending an e-mail or written note to the Vice President, and must be approved by the person nominated.
- (b) Voting shall be done via survey sent to address(es) provided to STLMINI. Members that decline to provide an email address can submit a vote in writing via mail or hand delivery to a member of the Executive Committee. 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.
- (c) Candidates may run for President and one (1) additional office as long as this does not create a situation where it leaves an office with zero (0) nominees. When a candidate is elected President and is also elected to another office, the other office is filled by electing the candidate having the second highest number of votes for that office.

(d) Election Timeline

- (i) Officers to seek nominations no later than the end of September
- (ii) Elections (via online voting, ballot emailed to active members) in October Voting will conclude no later than October 20
- (iii) Transition begins at the regular meeting in December
- (iv) Incoming Officer Introductions at the Annual Holiday Party
- (v) Incoming Officers take office officially January 1

(e) Removal of an Officer or Appointed Director

- (i) Removal for Cause
At any meeting, by a two-thirds (2/3) vote of the Executive Committee present, the Executive Committee may remove for cause any or all of the officers of STLMINI.
- (ii) Removal for Absence
Any member of the Executive Committee who shall be absent from three (3) consecutive meetings of the Executive Committee without having been previously excused by the President or the Executive Committee, shall be considered to have resigned their position.
- (iii) Declaration of Vacancy
The Vice President shall immediately following a third consecutive absence, notify the member of the Executive Committee, in writing, of that Committee member's delinquency, quoting Article IV.IV.E.2 of the Constitution, and the President shall not later than the next regular meeting of the Executive Committee or Membership declare a vacancy to exist.

(f) Resignation

An Officer or Committee Member 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 Vice President of STLMINI. A Resignation is effective upon such delivery.

(g) Filling a Vacancy

In the event of a vacancy in any office shall occur, the Executive Committee may at any meeting, elect any other active member (including a member of the Executive Committee) to serve the remaining term of vacated office. If an office becomes vacant during an off year for that position, that position will be added to the ballot for a one (1) year term to restore the regular election cycle for that position.

Article V. MEETINGS AND MEETING PROCEDURES

Section 5.01 Meetings are open to the Membership.

- (a) Meetings of the membership will be held at least quarterly and may be held in conjunction with STLMINI events. Members will be notified of the time and place of the meetings via the calendar on the STLMINI website and all other social media. Changes to an established pattern of meeting times or locations shall be communicated to the Membership via email. Meetings will be presided over by the highest ranking officer in attendance.

- (i) Regular Meeting Agenda will be:
 - 1) Call to order Introduction of Guest and Members
 - 2) Review of highlights from the last meeting
 - 3) Report of Treasurer
 - 4) Reports from each Committee
 - 5) Old and Unfinished Business
 - 6) New Business and other business
 - 7) Adjournment
- (b) Meetings of the Executive Committee will be held at least quarterly and may be held in conjunction with the meetings of the Membership.
- (c) Executive Committee meetings are open to the public unless an Executive Session is called.
- (d) Special meetings of the membership or Executive Committee 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 seventy-two (72) hours prior to such a meeting.

Section 5.02 Voting

- (a) Non-election voting shall be done in person at regular meetings. 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 Vice President. The absentee vote must be in writing, via mail, e-mail, hand delivery or fax.
- (b) Except where otherwise specified herein, any motion shall be adopted by a majority vote (1/2 plus 1 of the Active Members present, including absentee ballots).

Article VI. FINANCIAL OBLIGATIONS OF STLMINI AND ITS MEMBERS

Section 6.01 Fiscal Year

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

Section 6.02 Debt or Liability to STLMINI

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

Section 6.03 Special Assessments

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

Section 6.04 Operating Expenses and Expenditures

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

Section 6.05 Financial Review

The President and Vice President will review the check register and bank statement quarterly to validate revenues and expenditures.

Section 6.06 Membership Dues

- (a) Dues will be \$25 a year, regardless of when membership is applied or renewed.
- (b) Payments should be made to STLMINI by PayPal or by Check.
- (c) Membership will automatically lapse for non-Payment of dues on January 31st of the current year.
- (d) No multiyear renewal rates.

Section 6.07 An entry fee may be charged at any event at the discretion of the Executive Committee.

Article VII. EXECUTIVE COMMITTEE

Section 7.01 The Executive Committee consists of the elected officers, with the President as the presiding officer. The Executive Committee will speak and act on behalf of STLMINI in any situation that required immediate action if there is insufficient time to call a meeting, except as specifically prohibited in this Constitution. Such action will be confirmed by a vote at the regular meeting.

Article VIII. COMMITTEES

Section 8.01 The President, in collaboration with the Executive Committee, shall determine if additional committees are needed for the year. A simple majority vote of the Executive Committee shall be required for the creation of a committee. Standing committees will remain until a vote of the Executive Committee is taken to remove the committee.

Section 8.02 Committee Directors will provide a regular update on committee activity as indicated by the President.

Article IX. PROPERTY AND LIABILITY

Section 9.01 Club Property - All club equipment, papers, pictures, records, etc. shall remain the property of STLMINI and inventoried annually. All club membership records shall be held confidential and accessible only to the Executive Committee. The only exception is the sharing of the active membership list with MINI of St. Louis. Requests for said information must be made directly to a member of the Executive Committee and will not be released without approval of the member(s) involved.

Section 9.02 Personal Liability – All persons or corporations extending credit to, contracting with, or having any claim against STLMINI or officers shall look only to the funds and property of STLMINI for payment, for any such contract or claim for payment of any debt, damage, judgment or any other money that otherwise becomes due or payable to them from STLMINI, so that neither the members of STLMINI, nor its officers (past, present or future) shall be liable personally thereof.

Section 9.03 Club Liability – STLMINI shall not be held liable for any loss or damage due to fire, theft, weather, vandalism, or accidents at any function that STLMINI attends or hosts.

Article X. AMENDING THE CONSTITUTION

Section 10.01 Any Active Member may propose an amendment by submitting it in writing to the Vice President thirty (30) days prior to the next regular meeting of the membership. Notification at or prior to a regular meeting that is less than thirty (30) days from the next regular meeting will fulfill this requirement.

Section 10.02 The Vice President will send the proposed amendment to the Active Membership and Executive Committee within forty-eight (48) hrs of receipt.

Section 10.03 The proposed amendment must be passed by a two thirds (2/3) vote of the Active Members present at a regular meeting and such ballots as are received prior to that meeting in order 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.