Board Meeting Minutes of the MSCCNC

May 28, 2026 General Meeting, held via Zoom, virtually

1. Call to Order: Fred Thompson at 7:09 p.m. (19:09).

2. Roll Call: Fred Thompson, President; Wendell Bain, Vice-President; Paul Cowley, Treasurer; Secretary, Michele Pollock; Mike Preovolos, Board Member; Grant Larson, Board Member; Steve Wax, Board Member. Other members in attendance were Ann Thompson, Larry Ayers, Michael Hattem, Robert Horseley, Karl Krause, Angie Larson, Bryan Lewis, Tim Waller, Elaine Fisher and Lexa Most.

3. Approval of Previous Meeting: Fred Thompson brought forth approval of the minutes from the April 23, 2026 Board Meeting. The motion made to accept minutes by Larry Ayers and seconded by Wendell Bain passed unanimously.

4. Treasurer's Report: Paul Cowley reported that our organization is financially solvent with $19,354 in the checking account and 113 members paid to date.

5. By Laws update: Michele, Mike and Grant (board members) gave a brief update on the By Laws revision procedures to date. Today the General Membership will be voting to on the most current provided form of the By Laws. Elaine Fischer voiced a concern that this voting process via Zoom was not permitted in By Laws as they stand without revision. Several members pointed out and read from the "old By Laws" stating otherwise.
Ann Thompson made the motion to approve the revised By Laws and Steve Wax provided the second for the motion. A vote was conducted and the outcome was an 100% unanimous of all members present. The new ByLaws are operational as of this vote, as soon as the By Law committee signs the document.

6. Activities update by Angie Larson;
   a. Sausage and Wildflower Run June 13th, starting in Carmel and ending in Greenfield has robust participation to date. Members are encouraged to bring small food coolers for any sausage they feel compelled to purchase after savoring the sausages.
   b. Mog West June 26th- 28th in Cambria. The general logistics will be the same as last year, with the hors d'oeuvres (and darts) opener which does not include dinner. Price has increased from last year and registration is on-line only with the link provided on the flyer. Northern Club attendance is boosted this year. Members traveling from the North are gathering in Carmel the day before the event to experience a rally drive down the Big Sur coastline to Cambria – to start the weekend off with an extravaganza.
   c. Mike Prevolos's July 18th day rally with lunch at a winery or brew pub is nearly complete. It most likely will take place in Orinda.
   d. The Fall Flog Mog event will be held in the Eastern Sierras on October 5th – 7th, with the rally ending at breakfast, morning of October 8th.

e. General discussion about upcoming events for the remainder of the year not mentioned above are the All-British Car Meet at Blackhawk Museum in September 25th and 28th, the Ironstone Concours in Murphys in September, the Memorial Run organized by Paul Marchant on October 3rd, a new event entitled "soup to nuts" planned by Paul Lukes for November and the December 13th Holiday Part at the Basque Cultural Center.
The Boxing Day event, which will only occur - rain permitting this year.

7. Website committee provided an update about their work (Fred, Ann, Michele and Paul);
   a. The web-site developer Emily has been working on our new website draft. Much progress is anticipated over the summer, during the board meeting "break". She will now also add new e-mail accounts and addresses for the President, Treasurer, Secretary and an "info" one for the webmaster to monitor. This has been suggested so as the officers to not need to use their personal e-mail accounts. The one-time set up fee to set up these accounts is $50 per account. The vote in favor passed unanimously.

8. New business; nothing to report.

9. Next meeting set for Thursday, September 24th at 7:00 p.m. via Zoom. The main agenda at this point is the nominating committee, who it is comprised of and their deadlines. That committee will share their slate of candidates at the October 3rd Memorial Run and will also seek additional nominations from those present. Any nominations made from the floor will need prior approval from the nominee. Additionally, Fred will share who has volunteered to take on the following jobs for the December general meeting/Holiday party; the music/entertainment for the evening, decorations, ticket sales, and awards.

10. Motion for adjournment was made by Michele Pollock, seconded by Wendell Bain. Motion carried unanimously and adjournment was at 8:29 p.m. (20:29).

Minutes submitted by Michele Pollock, MSCCNC Secretary with notes contributed by Ann Thompson and the assistance of Zoom Workplace AI.

Attachment: Adopted By Laws May 28, 2026

By-Laws
of the
MORGAN SPORTS CAR CLUB OF NORTHERN CALIFORNIA
(A California Tax Exempt Corporation)

ARTICLE 1 – CORPORATE NAME

Section 1. CORPORATE NAME: The legal name of this Corporation is the Morgan Sports Car Club of Northern California. The Corporation's official tax number is 0399007. The Articles of Incorporation, Tax Exemption Forms and By-Laws are retained by the Club Historian and shall be made available to view by any member upon request.

ARTICLE II – OFFICES

Section 1. PRINCIPAL OFFICE: The Principal office for transaction of business of the Corporation may be established at any place within Northern California by resolution of the Board of Directors.

Section 2. OTHER OFFICES: Subordinate offices may at any time be established by the Board of Directors at place or places where the Corporation is qualified to do business.

ARTICLE III – PURPOSE

Section 1. GENERAL PURPOSE: The Corporation is a nonprofit social and recreational club and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California.

Section 2: SPECIFIC PURPOSE: The specific purpose of the Corporation without limits is to support and further the appreciation of Morgan Motoring and the related activities of its members and friends. Our common interests start with enthusiastic support of the Morgan sports car experience and extend to the friendship and camaraderie amongst all like-minded persons.

ARTICLE IV – MEMBERSHIP AND DUES

Section 1. REGULAR MEMBERSHIP: Any person owning a Morgan automobile, having owned a Morgan, or in the market for a Morgan automobile, upon applying for membership or completing a digital renewal form and upon payment of dues shall be entitled to a Regular membership in the Corporation. A Regular Membership covers up to two persons ("Twosome") at one address.

Section 2: DURATION OF MEMBERSHIP: Membership shall continue upon timely payment of annual dues and compliance with such other requirements for membership as shall be established from time to time by the Corporation. Unless annual dues are paid within the period provided by Section 5 of this Article, Regular Membership will be deemed to have expired on December 31st of the previous year.

Section 3. TERMINATION OF MEMBERSHIP: Any member of the Corporation may, at any time, terminate membership by written notice mailed or e-mailed to the President of the Corporation, and such termination shall be effective upon receipt of such written notice. Any membership may be terminated, with or without cause, by the vote of two-thirds (2/3) of a majority vote at a quorum of voting members regularly assembled.

Section 4. DUES: Dues for the next year shall be set annually by a quorum of a Board of Directors meeting held no later than October of each year. Renewal forms with the annual dues amount for the following year will be sent out by the first week of December. Dues shall be payable on the first day of January of each year. Members who have not paid their membership dues by the last day of February will not be included in the club roster, which is generally sent out digitally in the first week of March. New membership applications first submitted after the first day of July will be fixed at one half (1/2) of the usual annual dues, for that year only.

Section 5. DELINQUENCY: Dues payable to the Corporation as provided for in Articles IV, Section 5, herein shall be deemed delinquent, and all rights and privileges, including but not limited to the right to vote, shall be terminated automatically if said dues are not paid on or before the 1st day of March of that year.

ARTICLE V – OFFICERS AND DIRECTORS

Section 1. OFFICERS: The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The officers shall have been a Corporation Member for a minimum of three years immediately prior to serving, and must remain a Corporation member while serving. The term of office is one year.

Section 2. DIRECTORS: The number of directors of the Corporation shall be seven (7) including the above officers (4 Officers & 3 Directors at Large). Anyone nominated to be a member of the Board of Directors must be a member in good standing at the time of nomination, and must remain a Corporation member while serving. The term of office is one year.

The number of directors shall remain at seven (7) unless changed by amendment of the Corporation's Bylaws in the manner provided for by "ARTICLE XI – AMENDMENTS".

Section 3: ELECTION OF OFFICERS AND DIRECTORS: Every year at an October business meeting, targeted for first week of the month, a list of nominations for candidates for Officers and Directors, as offered by a nominating committee consisting of four members, of which one is appointed by the president, will be presented to the voting-eligible members at the aforementioned October business meeting. Additional nominations shall be accepted from voting-eligible members present at the October meeting. Nomination of members not present at that meeting may be offered but the nominating member must have obtained prior consent from the non-present nominee. One ballot shall be e-mailed to each voting-eligible Regular Corporation Membership in the first week of November, thereby providing adequate time for voting and return of ballots by all eligible members prior to the December event when the results will be announced to the membership. The Secretary of the Corporation is responsible for distributing and reporting the results of the election. The Secretary shall retain the ballots for not less than two months after the announcement of the election results.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS AND DIRECTORS: Any Officer or Director may be removed by the majority of the Board of Directors at a meeting of the Board. Any Officer or Director may resign at any given written (or e-mail) notice thereof to any member of the Board of Directors.

Section 5. VACANCIES: A vacancy in any office shall be filled by a majority vote of the remaining directors. Officer/director so elected shall hold office for the remaining term of the vacancy then being filled.

Section 6. PLACE OF DIRECTORS MEETINGS: Meetings of the Board of Directors shall be held when necessary to conduct business, at a minimum of once per year, at such place as shall be designated by resolution of a majority of the Board. All Regular members may attend a Board meeting and may speak to, but not vote on, any subject discussed at the meeting.

Section 7. QUORUM OF BOARD: A majority of the authorized number of directors shall be necessary to constitute a quorum for the transactions of business, and every act or decision done or made by a majority of the directors present, having constituted a quorum, shall be regarded as the act of the Board of Directors.

Section 8. FEES AND COMPENSATION OF DIRECTORS: No director shall receive compensation for his or her service as a Board member. A Director may not vote on any request or resolution for, or offer of, compensation for his or her services to the Corporation which are not related to his or her service on the Board.

Section 9. PRESIDENT: Subject to supervisory powers of the Board of Directors, the President shall be the chief executive officer of the Corporation, and shall have general supervision, direction and control of the business and affairs of the Corporation, and shall preside at all meetings of both the Board of Directors and members of the Corporation.

Section 10. VICE-PRESIDENT: In the absence or disability of the President, the Vice-President shall perform all of the duties of the President, and shall have such other powers and perform such other duties as, from time to time, may be prescribed.

Section 11. SECRETARY: The Secretary shall keep or cause to be kept a digital file as well as a hard copy of minutes of all meetings of directors and members, together with the names of those present at such meetings. The minutes shall be provided to the newsletter editor to be published in the next edition of the Morgazette.

Section 12: TREASURER: The treasurer shall keep and maintain adequate and correct accounts of the transactions of the Corporation, which shall be open for inspection by any Director or Member at any reasonable time. The Treasurer will collect the dues, deposit all funds of the Corporation as ordered by the Board of Directors, or by the majority of the members in attendance (may be "virtual") at a meeting. The treasurer alone shall be authorized to endorse funds solely for the purpose of deposit in Corporation's accounts. The treasurer shall also file the appropriate annual tax returns to the California Franchise Tax Board. A written report of the past year's income, expenses, and balance will be provided to the membership (via e-mail) at the first business meeting of each year, and published in the Morgazette.

ARTICLE VI – MEETINGS

Section 1. PLACE OF MEETINGS: All business meetings of members of this Corporation shall be held at such location as shall be designated or agreed upon by the Board of Directors of the Corporation within the State of California by digital notice to its members.

Section 2. NOTICE: Digital notification of meetings, as regulated by Section 1 above, shall be given to each member, addressed to his or her digital contact address appearing on the membership application of such member, or such addresses as shall be given by such member to the Corporation subsequent to membership, as published in the yearly roster. All such notices shall be sent to each member entitled thereto not less than three (3) days before a meeting. Service of notice of such meetings may also be accomplished by publication in the Morgazette, provided it is digitally transmitted to all eligible members within the time limit mentioned above. Notice to the Corporation of any change in a member's contact information as it appears in the current membership roster, including residence, postal or email addresses or telephone/text message numbers during the year is the responsibility of the member.

Section 3. SPECIAL MEETINGS: Special meetings for any purpose or purposes whatsoever may be called at any time by the President or by the Board of Directors, or by a total of not less than one-fifth (1/5) of the members of this Corporation entitled to vote.

Section 4. VOTING: in all matters requiring voting by the membership body, each member "twosome" as hereinabove defined, shall be entitled to one (1) vote. All voting by members of the Corporation will be conducted digitally (e.g. email, etc.) excepting those matters which are herein authorized to be accomplished in person by a quorum (as defined herein) of voting members at a duly noticed meeting or other event.

Section 5. QUORUM: The total number of votes cast by a majority (more than 50%) of the voting members personally, through virtual means or in person, attending a meeting of the corporation after proper prior notice of the vote to be taken, shall constitute a quorum for the purpose of said vote.

ARTICLE VII

Section 1: COMMITTEES: The President or the Board of Directors of the Corporation shall be authorized to create such committees as are deemed necessary.

Section 2: REPRESENTATIVES: The Board of Directors shall be authorized to employ such representatives or counsel on behalf of the Corporation and pay such representatives or counsel such compensation.

ARTICLE VIII

Section 1: MEMBERSHIP INFORMATION: Membership information, which includes names, addresses, telephone numbers, email addresses, and Morgan automobiles and license numbers are collected for purpose of communicating club activities and other (club/member) information to its membership. This information is published yearly in the digital membership roster distributed to the members. This information is also stored digitally by the Secretary of the Corporation, Membership Chairperson, Activities Chairperson, and by others responsible for transacting Corporation business.

Section 2: PRIVACY: Individual or group membership information may not be used for any purpose other than official business of the organization, such as notice of events and distribution of the Morgazette. Use of member information is prohibited for any other reason including but not limited to, personal, political or business.

ARTICLE IX

Section 1: INDEMNIFICATION: Each member of the Board of Directors and each officer of the Corporation, whether or not then in office, and the heirs, executors and administrators of each shall be, and they are hereby, indemnified by the Corporation from any and all costs and expenses of whatsoever nature or kind including but not limited to attorney’s fee and court costs reasonably incurred or imposed upon such member or office as a result of any action of whatsoever kind or nature resulting from or alleged to have resulted from membership on the Board of Directors of this Corporation, or the holding of office in this Corporation. This indemnification shall include but not be limited to, costs and expenses paid in connection with the settlement or compromise of any such action, suit or processing, provided however that nothing herein contained shall be deemed to indemnify such person from any action resulting from the willful misfeasance of malfeasance, bad faith, gross neglect, or reckless disregard of duties involved in the conduct of his office. This right of indemnification shall be in addition to any and other right to which members of the Board of Directors or officers of this Corporation shall be entitled as a matter of law.

ARTICLE X – AFFILIATIONS

Section 1. Affiliations: The Board of Directors, subject to ratification by a regular membership meeting, may affiliate with such other Morgan Clubs and/or Sports Car Councils, when such affiliation is deemed in the best interest of the membership of the Morgan Plus Four Club of Northern California.

ARTICLE XI – AMENDMENTS

New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority (more than 50%) of the votes cast at a business meeting after proposed By-Laws have been previously distributed to all members

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of directors of THE MORGAN PLUS FOUR CLUB OF NORTHERN CALIFORNIA, do hereby assent to the foregoing BY-LAWS and adopt the same as the By-Laws of this Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 6th day of July, 1960.

/s/ CLATE MEREDITH

/s/ GLORIA STOUT

/s/ WILLIAM TSUCHIDA

/S/ ROY THOMAS

REVISED WITH AMENDMENTS JANAURY 17, 2017
/s/ Elaine Fisher, /s/ Lexa Most, /s/ George Tollworthy

REVISED WITH UPDATES MAY 28, 2026
/s/ Grant Larson, /s/ Michele Pollock, /s/ Mike Preovolos