

**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 JANUARY 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