

BY-LAWS of MORGAN OWNERS GROUP NORTHWEST, LTD.

ARTICLE I – STATUS

SECTION 1 - PURPOSE

The corporation shall be a club for Morgan owners and enthusiasts. The general objectives of the club are: (a) the enjoyment and sharing of goodwill and fellowship between those owning or who are interested in the Marque, (b) the maintenance of highest standards of operation and performance of the Marque, by sharing and exchanging technical and mechanical information, (c) the establishment and maintenance of mutually beneficial relationships with the Morgan Works, Dealers and Clubs interested in the Marque and (d) other closely related endeavors.

SECTION 2 - PRINCIPAL OFFICE

The principal office of the corporation in the State of Oregon shall be located in the City of Portland, County of Multnomah, c/o Henry A. Stromquist, 1730 SW Harbor Way, Unit 301, Portland, OR 97201.

SECTION 3 - INCORPORATION

This corporation is incorporated under the Oregon Nonprofit Corporation Act, and shall at all times be organized, managed and operated so that the corporation shall qualify as an exempt corporation for taxation purposes under the Laws of the United States and the State of Oregon. Specifically, reference is made to Article IV of the Articles of Incorporation providing that: "No part of the income shall be distributed to any member, director or officer, and on final distribution and liquidation, all property shall be delivered to exempt organizations."

SECTION 4 - REGIONAL STRUCTURE

The corporation will comprise three regions, colloquially referred to as Pods; The Island Region centered in Victoria, British Columbia, the Midlands Region centered in Seattle, Washington and the Southern Region centered in Portland, Oregon.

ARTICLE II – MEMBERSHIP

SECTION 1 - QUALIFICATIONS

There shall be one class of membership. Each paid-up membership shall have one vote.

SECTION 2 - DUES

The annual dues shall be collected in US funds paid by check, money order or PayPal.

SECTION 3 - MEMBERSHIP ROSTER

The Membership Chair shall prepare a complete roster of all members. Such roster shall include, but not be limited to, member name, address, and current standing. Said roster shall be kept on file by the Membership Chair, supplied to all members and other designated recipients, and shall be subject to inspection by all members at any time.

ARTICLE III – MEETINGS

SECTION 1 - ANNUAL MEETING

Such meeting shall be held for the purpose of installing officers for the ensuing year, and for the transaction of such other business as may come before the meeting. Written notice of the annual meeting shall be published in the newsletter at least ten days prior to the date of such meeting. Such notice shall be deemed sufficient within the meaning of these By-Laws when the same is deposited, postage prepaid, at a Post Office and addressed to each member or associate at his or her last known place of residence or transmitted via e-mail to the last known e-mail address of the member if that member has requested receipt of the monthly newsletter via e-mail. In the event that the annual meeting shall not be held as prescribed herein, the installation of officers which might have taken place at such meeting and all other business, may be transacted at the next scheduled meeting of the membership.

SECTION 2 - QUARTERLY BUSINESS MEETINGS

Corporate business will be carried out at business meetings hereinafter referred to as Quarterly Business Meetings held four times each year. The date and location of the Quarterly Business Meetings will be chosen during the 4th quarterly Business Meeting by the officers for the coming year. The term "location" may include a physical place or a meeting by electronic media. A Quarterly Business meeting may only be cancelled by a majority vote of the officers. Business Meetings can be attended by all members. Written notice of such meetings shall be given in the manner as for annual meetings.

SECTION 3 - SPECIAL MEETINGS

A. Special Meetings of the members may be called by the President or by not less than 20% of the members who shall sign and deliver a written notice requiring such a meeting to the President, who shall forthwith call such a meeting. All special meetings shall be called by the giving of the same notice as is required of the annual meeting.

B. Special Meetings of the Board of Directors may be called by the President or by not less than a majority of the Board of Directors who shall sign and deliver a written notice requiring such meeting to the President, who shall forthwith call such a meeting. All Special Meetings of the Board of Directors shall be called by the giving of the same notice as is required of the Annual Meeting. Special Business Meetings can be attended by all members.

SECTION 4 - SOCIAL MEETINGS

Each region will conduct social meetings or events scheduled to reflect regional preferences with the time and location published in advance in the newsletter. Each region will determine the nature and structure of the social meetings or events. The purpose of such meetings will be to further the general objectives of the club as detailed in Article I with the exception of conducting activities which could be defined as corporate business.

SECTION 5 - QUORUM

At any Quarterly Business Meeting or at a Special Meeting of the board, a majority of the officers shall constitute a quorum for the transaction of business. At a Special Meeting of the members, as defined in Section 3, A above, a quorum shall be 20% of members and at an Annual Meeting a quorum shall be 10% of members.

SECTION 6 - VOTING

At any Annual Meeting or Special Meeting each membership shall be entitled to one vote on all matters. At a Business Meeting each officer shall have one vote.

ARTICLE IV – DIRECTORS

The business and the property of the corporation shall be controlled and managed by a Board of Directors comprising the officers of the corporation. All directors must be members of this corporation. At all meetings of the Board of Directors, the President, or in his absence the Vice President, of the club shall preside. If a Vice President has not been seated, then the Treasurer followed by the Secretary shall preside in the President's absence.

ARTICLE V – OFFICERS

SECTION 1 - ENUMERATION

The officers of this corporation shall consist of elected officers and appointed officers. The elected officers are: President, Secretary and Treasurer. Officers appointed by the Board are: Editor, Regalia Chair, Historian, Island Region Representative, Midlands Region Representative, Southern Region Representative, Web Master and Membership Chair. Term of office for elected officers is two years commencing on April 1 and ending on March 31. No elected officer shall serve more than two consecutive terms in the same office.

Each officer, elected or appointed, will have one vote at Board meetings. The Board, at their discretion, may at any time, by resolution, appoint one or more non-voting Vice Presidents or Assistant Secretaries. The same person may hold one or more of the offices of this club as determined by the officers, except that he/she may not simultaneously hold the offices of President and Treasurer. In such case, the officer holding more than one office shall have only one vote.

SECTION 2 - ELECTION

Election Cycle: To ensure continuity of leadership, the election cycle shall be as follows:

Even numbered years: President and Secretary;

Odd numbered years: Treasurer.

Nominating Committee: To ensure equal opportunity within the membership, the Nominating Committee shall consist of the Pod Representatives. The Nominating Committee shall appoint a Chair to oversee the nomination process.

Nomination Process: The Nominating Committee, as defined above, shall ensure that the membership is informed of open positions. The Nominating Committee may utilize all appropriate methods to encourage volunteers to run for office, including individual pod emailing, personal encouragement, announcement in the Mogazine and email communications.

Election Process: To ensure the consistent and fair election of officers, the following process shall be followed:

- Positions open for election due to the election cycle shall be announced at the third quarterly Board Meeting and the nominating process shall begin.
- At the fourth quarterly Board Meeting, the nominating committee shall present the list of candidates for review by the Board. Discussion may include positions proving difficult to fill.
- The list of all candidates shall be presented by the nominating committee to the board for a vote. Notification of officer selection will be posted in the Mogazine immediately following the selection.
- New officers shall assume their positions on April 1 following the election.
- Formal recognition and installation of officers shall occur at the MOGNW annual event in April.

All officers shall hold offices at the pleasure of the members or until their successors shall be duly elected and qualified. Whenever any vacancy shall occur by death, resignation, disqualification, or from any other cause, the vacancy shall be filled by appointment of the board utilizing the same procedure as outlined above, without undue delay. The officer so appointed to fill the vacancy shall hold office for the unexpired term of the officer whom he/she succeeds, and until his/her successor shall have been selected and shall have qualified.

SECTION 3 - DUTIES

The President shall preside at the annual meeting, all Quarterly Business Meetings and any special meetings of the officers and members. He/she shall ensure that meetings are scheduled in accordance with the by-laws and shall be responsible for the general operation of the club. He/she shall coordinate the efforts and wishes of the various regions and cultivate an atmosphere of unity.

The Secretary shall transcribe the minutes of all Quarterly Business Meetings. Following the meeting, a copy of the minutes shall be provided to each officer as soon as practicable. The Secretary shall also submit the minutes to the Editor for publication in the next newsletter.

The Treasurer shall have charge of all funds belonging to the corporation and shall keep and deposit the same for and on behalf of the club in a bank or banks to be designated by the officers. In the absence of such designation he/she may select the bank or banks in which to deposit such funds. When reimbursing or paying authorized expenditures, the Treasurer shall require documentation such as a vendor invoice, a signed vendor's receipt, or supporting documents signed by the recipient of the reimbursement and an officer of the club. At Quarterly Business Meetings, the Treasurer shall provide a detailed statement of the corporation's financial activity, including the check register and bank balance. The Treasurer shall provide

a monthly summary statement of the club's financial activity and bank balance to the editor for publishing in the newsletter. The treasurer shall reside in the U.S.

The Editor shall prepare and distribute the club publication, the Mogazine, monthly or otherwise as determined by the officers. He/she shall solicit members for material and shall have the discretion to accept material from non-members, sell advertising space, accept and edit copy and illustrations, organize and arrange the contents of each issue, prepare the materials for hard copy reproduction and for electronic distribution, reproduce each issue, and mail or distribute electronically each issue. The newsletter will be distributed to each current member as well as to current advertisers, clubs, and interested parties as determined appropriate by the Editor. The Editor will also ensure that the roster of current and prior year non-renewing members is published and distributed with the April newsletter. All expenses associated with the publication of the newsletter and roster will be paid by the club via the Treasurer.

The Regalia Chairman shall manage the procurement and sales of club regalia. He/she shall present information to the officers including proposals for new regalia and estimates of the sales value of regalia in inventory. He/she shall order regalia from suppliers in styles and quantities as directed by the officers or based on inventory and sales potential, provide regalia for sale at major club events, and distribute regalia ordered by mail. He/she will forward to the Treasurer all proceeds from sales and requests for reimbursement of costs along with the documenting invoices.

The Web Master shall be responsible for maintaining and updating the club's web site. The Web Master shall work closely with the Editor and other board members to ensure that the club's events and news are posted to the web in a timely manner for maximum participation for said events.

The Membership Chair shall maintain the club database, ensuring that information contained therein is accurate. He/she will produce the club roster at the close of the dues renewal period and make it available to current members in good standing. New members will be added to the database upon receipt of a membership application/renewal form and dues by the Membership Chair. An updated Roster will be sent to the new member. The Membership Chair shall promptly forward dues to the Treasurer. It shall be the Membership Chair's responsibility to enforce the club's policy of providing rosters only to current members and generally protect the privacy of the membership. The Membership Chair will be responsible for disseminating club bulletins, notifications and general information as authorized by an officer.

Regional Representatives shall, at Quarterly Business Meetings, Annual Meetings and Special Meetings, represent the interests of the members in their region. They shall ensure that Social Meeting locations and times are available to members. They shall also provide a write up of the meeting to the Editor for publication in the club newsletter. Regional Representatives will be selected by their pod members and their names submitted to the board for appointment.

The Historian shall solicit and collect all materials of club historical significance or interest to club members. Displays and manner of archiving is up to the discretion of the Historian.

Subordinate offices. The membership may create such subordinate offices and employ such subordinate officers or agents as they may from time to time approve and define their powers and duties, provided such powers and duties do not constitute a delegation of such authority as is reposed in the officers by law, which shall be exercised and performed exclusively by them.

SECTION 4 - SALARY AND EXPENSES

No officer shall be paid a salary. Expenses incurred by club officers or members on behalf of the club may be reimbursed upon approval of a majority of the officers.

ARTICLE VI – INDEMNIFICATION

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 attorneys' fees and court costs reasonably incurred or imposed upon such member or officer 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 the corporation, or the holding of office in this corporation. This indemnification to include, but not to be limited to, costs and expenses paid in connection with the settlement or compromise of any action, suit or proceeding provided, however, that nothing herein contained shall be deemed to indemnify such person from any action resulting from willful misfeasance or malfeasance, by 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 all other rights to which members of the Board of Directors or officers of this corporation shall be entitled as a matter of law.

ARTICLE VII – FINANCES

All funds of the club shall be under the supervision of the officers and shall be handled and disposed of in such manner by the Treasurer of this corporation as the officers may by proper resolutions from time to time authorize. No disbursements of the funds of the corporation shall be made unless the same shall have been approved, authorized and ordered by the officers of the club. All disbursements shall be made by checks signed by two (2) officers of the corporation and/or PayPal. There shall be three signatories on the corporation account, the Treasurer, the President and one additional officer appointed by the board. No officer, agent or employee of the corporation shall have authority to pledge the credit of the corporation in an amount in excess of the cash funds on hand, unless approved in advance by the officers.

ARTICLE VIII - AMENDMENT OF BY-LAWS

The By-Laws may be modified, amended or repealed, and new By-Laws may be in part or whole adopted by a $\frac{3}{4}$ majority of the officers, at any Quarterly Business Meeting, Special Meeting or Annual Meeting. Amendments may be proposed by an officer. Amendments may also be proposed by the membership if supported by at least ten percent (10%) of the members. Proposed amendments must be submitted in writing to an officer at least 14 days prior to a Quarterly Business Meeting. Proposed amendments shall be considered by the officers at the next Quarterly Business Meeting, Special Meeting or Annual Meeting following receipt of the proposed amendment. A proposed amendment shall be voted on no later than the succeeding Quarterly Business Meeting, Special Meeting or Annual Meeting. After any amendment of these By-Laws, these amendments shall be suitably reproduced by the Secretary, who shall forthwith submit for publishing in the newsletter a true copy of the same.

These By-Laws were adopted by not less than a three-fourths ($\frac{3}{4}$) majority vote of the officers of this Corporation on October 15, 2016.

Secretary /s/ Claire J. Hauge_____

ATTEST: /s/ Michael Amos, President_____

Revision History:

Article I - Status, Section 2 – Principal Office (April 30, 2011, October 15, 2016)
Article I - Status, Section 4 – Regional Structure (November 20, 2005, October 15, 2016)
Article II - Membership, Section 1 - Qualifications (October 15, 2016)
Article II - Membership, Section 2 – Dues (March 21, 2006; November 11, 2006, October 15, 2016)
Article II - Membership, Section 3 – Membership Roster (October 4, 2014)
Article II - Membership, Section 1 - Qualifications (October 15, 2016)
Article III - Meetings, Section 1 - Annual Meeting (October 15, 2016)
Article III - Meetings, Section 2 – Quarterly Business Meetings (April 30, 2011, October 15, 2016)
Article III - Meetings, Section 3 – Special Meetings (April 30, 2011)
Article III - Meetings, Section 5 – Quorum (October 15, 2016)
Article III - Meetings, Section 6 - Voting (October 15, 2016)
Article IV - Directors (October 15, 2016)
Article V - Officers, Section 1 – Enumeration (November 20, 2005, October 4, 2014, October 15, 2016)
Article V - Officers, Section 2 – Election (April 30, 2011, October 4, 2014, October 15, 2016)
Article V - Officers, Section 3 – Duties, Membership Chair (October 4, 2014)
Article V - Officers, Section 3 - Duties, Treasurer Chair (October 4, 2014, October 15, 2016)
Article V - Officers, Section 3 - Duties, Web Master (October 15, 2016)
Article V - Officers, Section 3 - Duties, Regional Representatives (October 15, 2016)
Article VII - Finances (October 15, 2016)