

FIRST RESTATEMENT - BY-LAWS

(Adopted June 18, 2015)

ARTICLE I

NAME

The name of the organization shall be Gathering of the Faithful – West, Inc. and also called GoF West, Inc. or “GOF West”. The organization shall be registered in the state of California as a Non-Profit Corporation.

ARTICLE II

PURPOSE AND ORGANIZATION

GoF West will exist to ensure that annual conventions known as, for example, "GoF West 2015" will be held in the Western United States or Western Canada for the purpose of bringing together owners and enthusiasts of vintage MG automobiles. It operates entirely for the enjoyment of its members. No earnings or assets of the organization shall inure to the benefit of any member.

GoF West is composed of:

- a. General Members as defined in Article III
- b. Steering Committee as defined in Article IV
- c. Advisory Council as defined in Article V

ARTICLE III

GENERAL MEMBERSHIP

Any individual registered at the current or a past convention known as, for example, "GoF West 2015", shall be considered a member of GoF West.

There are no dues apart from convention registration fees associated with being a GoF West member.

ARTICLE IV

STEERING COMMITTEE (SC)

Section 1 – Goals and Objectives

The specific goals and objectives of the SC are:

- a. Ensure that a convention is held each year in the tradition of GoF West.
- b. Provide counsel and guidance to the organizing committee of each year's convention.
- c. Maintain a written reference manual (“Red Book”) for convention organizing committees detailing objectives and method of implementation for GoF West events.
- d. Provide guidance and assistance to GoF West organizers in order to ensure that each convention’s net proceeds will cover GoF West annual expenses.
- e. Provide initial “seed” money to secure facilities and establish needed commitments for future conventions.

Section 2 – Steering Committee Membership

- a. The SC membership is composed of elected officers and convention chairs. Co-chairs of future

conventions are welcome to participate in SC discussion, but only one vote is allowed from each convention planning group.

- b. Each SC member must be a member of GoF West at the time they are elected.
- c. Each SC member must be a member in good standing of a regional car club at all times while serving on the SC.

Section 3 – Steering Committee Officers

a. Election

- 1) The normal election cycle is annual during the Advisory Council meeting at the GoF West convention.
- 2) Nominations to fill vacant positions are made by Advisory Council members.
- 3) A majority vote by the Advisory Council for each vacancy will determine who is elected.

b. Term of Office

- 1) The SC officer term is three years effective from the close of the Advisory Council meeting at which they are elected until the end of the third year convention Advisory Council. In the event of a vacancy due to early retirement of any member, a replacement shall be voted in at the next Advisory Council meeting. Term limits for these types of vacancies will be for the new SC member and not for the outgoing member.
- 2) A member of the Steering Committee may serve a maximum of two (2) consecutive terms. A period of one year off the committee is required before a past Steering Committee member becomes eligible for reelection to the committee. (Example: 3yrs + 3yrs, 1yr off, 3yrs, etc.)

c. Steering Committee Positions

- 1) The SC Committee shall consist of a chairperson, vice-chair, secretary, financial officer, and three members at large.
- 2) Positions will be decided amongst the members of the Steering Committee by consensus.
- 3) Position assignment is for a period of one year. A Steering Committee member may serve in any position for more than one one-year term with mutual consent of the other members.
- 4) The Steering Committee may appoint 1 or more members to serve in an advisory capacity to the SC but without voting rights. Appointments will be for a period of 1 year and will be reviewed and updated annually.

d. Position - Duties and Responsibilities

Chairperson:

- Shall ensure that the objectives of GoF West, Inc. are met in accordance with the bylaws, policies and procedures.
- Shall chair all meetings of the Steering Committee. A minimum of two Steering Committee meetings per year are required. One meeting will be in conjunction with the annual convention and all others may be teleconferenced.
- Shall chair all meetings of the Advisory Council.

Vice-Chair

- Shall perform the duties of the Steering Committee Chairperson in his or her absence.

Secretary

- Shall record minutes of all Steering Committee and Advisory Council meetings.

- Shall maintain records of all Steering Committee correspondence, minutes and other written materials.

Financial Officer: Will be responsible for all GoF West financial matters to include but not be limited to:

- Maintaining a checking account for the Steering Committee's funds. Signers on the account will be the Financial Officer and one additional SC member.
- Disbursing funds to the organizers of each year's GoF West convention, as directed by the Steering Committee.
- Securing liability insurance for GoF West.
- Ensuring all legal requirements and filings with state and federal authorities are current.
- Preparing periodic financial reports of income and expenditures of GoF West.

Members at Large (3)

- Assist other Steering Committee members with their duties, as needed, to insure GoF West objectives are achieved.

e. Other Steering Committee Duties and Responsibilities:

These are not specific to any Steering Committee position. Instead, the assignment for overseeing these functional areas is made annually amongst the Steering Committee members themselves. The following is a (not necessarily all-inclusive) list of other duties:

- 1) Historian: Collect, preserve and maintain information and artifacts associated with the heritage of GoF West.
- 2) Asset Manager: GoF West owns assets that are available to support GoF West activities. The asset manager will maintain a record of all physical assets and their location and also control their use and return. (Examples: travelling trophies, projection equipment)
- 3) Gazette: The Gazette is a GoF West publication with the specific goal of promoting future conventions and supporting regional MG owner activities.
- 4) Webmaster: Maintain the GoF West website to promote future conventions, regional club activities, and provide public information about GoF West activities.
- 5) Email Manager: Maintain the current database for member distribution list.
- 6) Club Liaison: Maintain current list of regional clubs and contact information for those clubs.
- 7) Red Book: The "Red Book" is a set of guidelines for the conduct of each annual convention. It is maintained by the steering committee to ensure continuity of planning. After each convention, the outgoing chair(s) will provide inputs to the Steering Committee for updates to the Red Book as part of their final report.

Section 4 – Other SC Members: Convention Chairs

- a. Chairpersons of up to the next three GoF West conventions shall also serve as automatic members of the Steering Committee.
- b. In the event that there are Co-Chairs of a convention, they are each encouraged to participate in all discussions. However, each convention team will have only one vote for Steering Committee business.
- c. These chairs shall serve on the Steering Committee until the final exit report is presented to the SC for the GoF West convention of which he/she was the Chair.

Section 5 – Steering Committee Meetings and Protocols

- a. Steering committee business will be conducted according to standard parliamentary procedure.
- b. Voting requires a quorum consisting of a minimum of five Steering Committee members. A simple majority will be necessary for any proposed motion to take effect.
- c. Members may participate by teleconferencing. It is the responsibility of the member wanting to teleconference to notify the chairperson in advance of the meeting.
- d. Steering Committee meetings are open to all members as observers, but they have no right to speak, to make motions or vote.

ARTICLE V ADVISORY COUNCIL

Section 1 – Purpose

The purpose of the Advisory Council (AC) is to advise the GoF West Steering Committee by providing grass roots inputs and oversight from the GoF West Regional clubs.

Section 2 – Advisory Council Member Representatives

- a. Every car club within the Western United States and Western Canada whose purpose is to bring together owners and enthusiasts of vintage MG automobiles, shall be invited to appoint one representative to serve as a member of the Advisory Council.
- b. The names of these appointees shall be submitted in writing to the Steering Committee 30 days in advance of the annual convention.
- c. Each appointed AC representative must have attended a previous GoF West convention and be registered for the current year event in order to participate in the Advisory Council meeting.
- d. In the event a duly appointed Advisory Council member cannot attend the GoF West Advisory Council meeting, the club he or she represents may appoint an alternate member, provided the name of said alternate is announced at the beginning of the AC meeting. The individual requirements of paragraph c above apply.

Section 3 – Advisory Council Meetings and Protocols

- a. The Advisory Council meets at least once a year at the annual GoF West convention.
- b. Advisory Council business will be conducted according to standard parliamentary procedure.
- c. Voting requires a quorum consisting of a minimum of five regional club representatives not also on the Steering Committee and five Steering Committee members. A simple majority will be necessary for proposed motion to take effect.
- d. All GoF West members are welcome to attend the Advisory Committee meetings, but will only be recognized at the discretion of the chairperson and will not have a vote.

ARTICLE VI

CONDUCT OF EVENTS

The Steering Committee of GoF West, Inc. shall take all necessary steps to assure that the GoF West, Inc. is expressly excluded from any liability for the organization and conduct of events sponsored by the GoF West, Inc.

ARTICLE VII

BY-LAW AMENDMENTS

Any revisions or amendments to the GoF West by-laws shall be made in accordance with the following:

- a. Proposed amendments or revisions to the by-laws must be made in writing, (email or otherwise) to a member of the Steering Committee by any member of the Advisory Council.
- b. Proposals will be in turn submitted to the SC Chairperson who will provide to all members, advance dissemination and notice of the proposal being included as an agenda item for the next Advisory Council meeting.
- c. Such proposals for amendments must be received by the chair not less than 45 days prior to the next scheduled meeting of the Advisory Council.
- d. The Advisory Council will be the governing body for all by-law amendments.
- e. A two thirds (2/3) majority vote shall be required for passage of an amendment to the by-laws.

ARTICLE VIII

CERTIFICATION

These bylaws were approved at a meeting of the Advisory Council by a two-thirds majority vote on June 18, 2015.

Secretary

Date