

NEW JERSEY TRIUMPH ASSOCIATION

CONSTITUTION AND BYLAWS

ARTICLE I. NAME, ADDRESS AND AFFILIATION(S)

1.1 The name of the organization shall be NEW JERSEY TRIUMPH ASSOCIATION, INC (NJTA or “the Association”). The Association is a tax exempt, not for profit corporation under the Internal Revenue Code Section 501(c)(7). The Association is affiliated as a local chapter of *The Vintage Triumph Register* and *The Triumph Register of America*.

1.2 The official mailing address will be: NJTA, P.O Box 6, Gillette, NJ 07933.

ARTICLE II. PURPOSE AND OBJECTIVE

2.1 The purpose and objective for which the association is organized and the nature of the business to be carried out is as follows:

- a) To bring together a group of individuals dedicated to the enjoyment, preservation and restoration of automobiles bearing the Triumph marque. The Association will acquire and disseminate information and history of all automobiles with the Triumph marque and educate members in the preservation and restoration of their automobile(s).
- b) To organize social events, such as car shows, rallies, drives, picnics, cruise nights, parties, and other events and activities for member participation and enjoyment. Some events will be open to the general public. Driving tours and other programs relating to the enjoyment of Triumph automobiles may also be conducted. The NJTA will aspire to sponsor or co-sponsor at least one charity event every year.

ARTICLE III. MEMBERSHIP, DUES AND FEES

3.1 Membership in the New Jersey Triumph Association is open to any person of good character, without regard to race, creed, sex, religion or sexual orientation, who has an interest in Triumph vehicles or their history, has submitted a properly executed application and paid the appropriate membership dues to the Membership Director. The ownership of a Triumph automobile is not a requirement.

3.2 Members may participate in any and all Association events and activities, have Association voting rights and may hold office.

3.3 Membership dues and fees shall be established by the Executive Committee. Membership is for a period of 12 consecutive months. The membership year shall run from April 1 to March 31 of the following year. New members paying dues from October 1 through March 31 shall automatically have their membership extended and become fully paid up members for the following year. New members will incur a one-time registration fee.

3.4 Automatic termination of membership shall occur if a member's dues remain unpaid for three months after his/her membership year has expired. Termination may also occur for conduct unbecoming a member by a majority vote of the officers after a hearing, with reasonable notice having been given to allow the member to refute any charges which have been leveled against that person.

3.5 The Association may elect honorary members who have demonstrated outstanding service to the Association. The name(s) of nominee(s) for honorary membership consideration may be submitted to the Executive Committee by any member. Following the Committee's consideration of the nomination, the name(s) will be presented to the general membership for election as an honorary member. Honorary members may not hold an elected position nor pay dues, but do have association voting rights.

ARTICLE IV. OFFICERS AND EXECUTIVE COMMITTEE

4.1 The officers of the Association shall consist of a President, Vice President, Treasurer, Secretary, Newsletter Editor, Events Director, Membership Director, Regalia Director, Sponsorship Director, Technology Director, Rally Master and Archivist.

4.2 The officers and the immediate past president of the Association shall comprise the Executive Committee.

4.3 The Association shall be governed by the Executive Committee. The Executive Committee shall be empowered to enter into financial agreement and/or acquire and sell real and personal property as considered necessary by a majority vote of the Executive Committee on behalf of the membership. The President shall have veto power over Executive Committee decisions. Presidential vetoes may be overridden by a two-thirds (2/3) majority vote of the Executive Committee.

ARTICLE V. MEETINGS

5.1 The Executive Committee shall attempt to hold ten (10) monthly meetings per year for the general membership, subject to change due to holidays or inclement weather by a simple majority vote of the Executive Committee. Each meeting shall at the minimum present the introduction of new members and/or first time attendees, a financial report, old business, and new business followed by open membership discussion of automotive technical issues.

5.2 A notice of the general membership meeting, comprised of the date, time and location, shall be posted in each newsletter and on the Association's website. The events column of the Newsletter and the website shall contain the same information for a period covering the subsequent three months.

5.3 Special meetings of the general membership may be called by the President or other presiding officer(s) at their discretion or upon written request by the majority of the regular members.

5.4 The Executive Committee will hold board meetings as considered necessary and without notification of the general membership.

ARTICLE VI. QUORUM

6.1 A quorum of the general membership of the Association shall consist of ten (10) percent of the general membership in good standing as certified by the Membership Director. The process for general decision making, including the expenditures of funds shall be a simple majority of a quorum unless otherwise specified in these bylaws.

6.2 A quorum of the Executive Committee shall be a majority of the total members. The process of decision making, including the expenditures of funds shall be a simple majority of a quorum unless otherwise specified in these bylaws.

ARTICLE VII. RESPONSIBILITIES AND POWERS OF THE OFFICERS

It shall be incumbent on all elected officers to complete their mandated tasks in an atmosphere of open, honest communication, collegiality and collaboration, and thereby ensure the professional and proficient operation of this Association as it strives to serve the social and recreational purposes of the Association.

7.1 President

- a) Shall be the Chief Executive Officer and shall exercise general charge and supervision of the affairs of the NJTA including the review and signing of any types of documents necessary to maintain the day to day operation of the NJTA;
- b) Shall preside over all Association and Executive Committee meetings;
- c) Shall create and appoint any special committees when necessary to further the purpose and objectives of the Association;
- d) Shall serve ex-officio, as a member of all committees either in person or through a delegate;
- e) Shall create the agenda for the monthly general membership meetings; and
- f) Shall receive reports and perform such other duties as assigned by the membership.

7.2 Vice President

- a) Shall assume the duties of the President in his/her absence at all regular meetings or upon the resignation or termination of the President;
- b) Shall strategize means for recruiting new members and new opportunities for Association events and activities; and
- c) After mutually discussed and agreed upon, other tasks may be assigned to the Vice President by the President, and/or the Executive Committee.

7.3 Treasurer

- a) Shall be the custodian of all the funds of the Association with said funds to be deposited in such financial institution account(s) as designated by the Executive Committee with the President and Vice President also having access to the account(s);
- b) Shall pay all debts incurred by the Association;

- c) Shall keep an itemized account of all receipts and expenditures for the Association with all books and records subject to inspection and control of the Executive Committee;
- d) Shall prepare and submit, in a timely manner, all required reports mandated by the federal and state government pertaining to the status of the Association as an IRS recognized tax exempt 501(c)(7) social organization;
- e) Shall have charge of all books, documents, and real property of the Association; and
- f) Shall submit an annual financial report to the Executive Committee that would be available upon request to the general membership and any other financial reports the Executive Committee may request.

7.4 Secretary

- a) Shall take notes and record the minutes of all General Membership and Executive Committee meetings;
- b) Shall cooperate with the Newsletter Editor to have said minutes published in a timely manner in the monthly newsletter;
- c) Shall be responsible for correspondence and general letters on behalf of the Association;
- d) Shall preserve a permanent file of all records and official acts of the Association and all committees, including the Executive Committee;
- e) Shall cooperate with the Membership Director and maintain a comprehensive computerized listing of each active and honorary member, consisting of name, contact information (address, phone and email), make, model, and year of car owned and any other information requested by the Executive Committee, in a format that is fully compatible and transferable between PC's; and
- f) Shall maintain an inventory of Association items in the off-site storage facility and be responsible for the upkeep and maintenance of those items.

7.5 Newsletter Editor

- a) Shall be responsible for the Association's monthly Newsletter to be published at least ten (10) times a year in a professional and timely manner;
- b) Shall solicit newsworthy information from both the elected officials and membership and any other available sources;
- c) Shall determine the form and contents of the Newsletter with the advice and consent of the Executive Committee;
- d) Shall include a message from the President addressing the members, the Association's calendar, minutes of the proceedings of all Association meetings, with the cooperation of the Secretary, the list of all officers with contact information, applications for membership and events including those sponsored by the Association, items for sale by members, open letters to and from the membership, technical or historical and/or general data as submitted and the announcement of the date, time and location of the next general membership meeting in the newsletter;
- e) Shall cooperate with the Membership Director to maintain official membership roles to be used in insuring that each member receives the monthly newsletter; and

f) May add as many associate editors as deemed necessary, but the additional associate editors shall not be granted negotiating rights or powers.

7.6 Events Director

- a) Shall coordinate, facilitate, enable and produce a variety of events and activities that further the purpose and objectives of the Association;
- b) Shall communicate and negotiate on behalf of the Association with the appropriate agencies to ensure a successful event. i.e. location, site permit, food, trophies, dash plaques, licensing fees, guards, waste removal, etc.;
- c) Shall submit obligations incurred by this position on behalf of the Association to the Treasurer for payment after approval from the President or Vice President in his/her absence;
- d) Shall remit all funds received through sponsored activities to the Treasurer and inform the President or Vice President in his/her absence;
- e) Shall make a report of each completed event at the next scheduled general membership meeting;
- f) May add assistants as considered necessary, but the additional assistants shall not be authorized to enter into financial negotiations on behalf of the Association;
- g) May delegate responsibilities as required to maintain effectiveness;
- h) Shall maintain the Association's events calendar and communicate said calendar to the Newsletter Editor for publication in the monthly Newsletter; and
- i) Shall communicate with other similar associations and clubs so that their events and activities are publicized in a timely manner and made available to our Association members.

7.7 Membership Director

- a) Shall create, distribute, receive and process membership application forms;
- b) Shall maintain a computerized listing of each dues paying member, consisting of: name, mailing address, phone number, e-mail address, make, model and year of car(s) owned and any other pertinent information; in a format that is fully compatible and transferable between PCs;
- c) Shall send membership renewal forms during the month of March each year;
- d) Shall advise the Newsletter Editor to publish dues payment reminders in the March and April newsletters;
- e) Shall send a second dues notice to non-paying members, who will be dropped from the active rolls three months after the membership lapses;
- f) Shall archive membership information of ex members; and
- g) Shall inform the Newsletter Editor of the names of new members for publication in the monthly newsletter.

7.8 Regalia Director

- a) Shall purchase, with the approval of the President, items related to the NJTA, Triumph automobiles or the British motor industry - such as caps, shirts, pins etc., that will enhance the club's spirit and promote NJTA; and

b) Shall maintain a running inventory of all regalia that will be available to the President or Vice President.

7.9 Technology Director

a) Shall create and maintain electronic/virtual communications media including but not limited to the NJTA web site, Facebook, Twitter and Forum;

b) Shall make recommendations on future technologies that can impact the NJTA;

c) Shall inform the President and Vice President of any changes to any of the media sites;

d) Shall design, develop, and distribute materials promoting NJTA events and events sanctioned by the Executive Committee, including all announcements sent to outside publications;

e) Shall receive incoming promotional material to be used as giveaways and/or advertising in the NJTA Newsletter and or event flyers; and

f) Shall work closely with Events Director to promote Association events.

7.10 Sponsorship Director

a) Shall develop and maintain sponsors for the production of NJTA events and other activities;

b) Shall seek out new sponsors, cultivate and maintain them;

c) Shall maintain a record of all transactions respective to each sponsor;

d) Shall provide assistance to the Executive Committee or event planners regarding existing sponsorship opportunities;

e) Shall maintain a fair distribution of all sponsor donations; and

f) Shall work closely with the Events Director to coordinate sponsorship activity for Association events.

7.11 Rally Master

a) Shall assist Association drive planners to create, organize and execute driving tours; and

b) Shall maintain a file of the routes, driving directions and locations visited for Association drives.

7.12 Archivist

a) Shall work in conjunction with the Executive Committee to maintain Association archival materials such as scrapbooks, photographs, newspaper articles and other records, historical documents or information objects - utilizing print and/or electronic media as appropriate;

b) With Executive Committee approval, the above items may be stored at the club's off-site storage facility. The archivist must maintain a record of all items placed in and/or removed from the storage facility; and

c) May add additional assistants as deemed necessary, but the additional assistants shall not be granted negotiating rights or powers.

7.13 Terms of Office

a) The term of office for each position shall be two years without limit to the number of terms.

ARTICLE VIII. ELECTIONS

8.1 The members of the Executive Committee shall be elected by a majority of the votes submitted by the general membership every two years in November. The President, subject to the approval of the Executive Committee, shall appoint an Election Committee at the September general membership meeting.

8.2 The Election Committee shall name one or more candidates who are members in good standing, for the offices of President, Vice President, Treasurer, Secretary, Newsletter Editor, Events Director, Membership Director, Regalia Director, Technology Director, Sponsorship Director, Rally Master, and Archivist. These recommendations shall be presented at the October general membership meeting.

8.3 Members of the Association may nominate other candidates from the floor at the meeting. Nominations shall be closed at the October general meeting.

8.4 The Election Committee shall cause the list of the nominees to be published in the November newsletter.

8.5 Members shall vote for officers at the November general membership meeting by ballot, in accordance with procedures developed by the Election Committee and approved by the Executive Committee. Absentee ballots will be available electronically from the Election Committee upon request and must be submitted electronically to the Committee prior to the November general membership meeting. Absentee ballots will be available to those members who do not use electronic mail. Absentee ballots received after the close of the November general membership meeting will not be counted. Members who submit an absentee ballot will not be able to make an additional vote at the general membership meeting as duplicate votes are not allowed.

8.6 The Election Committee shall report the results of the election to the President and publish the results in the Newsletter following the election.

8.7 New officers shall be installed into office at the January general membership meeting.

8.8 Whenever an office shall become vacant between elections, with the exception of the President, the remaining members of the Executive Committee shall ensure that the responsibilities of that position are fulfilled until such time as a Special Election can be held at a general membership meeting to fill the vacancy.

ARTICLE IX. AUTHORITY

9.1 Robert's Rules of Order Newly Revised (RONR) shall be the parliamentary authority for the Association.

ARTICLE X. FISCAL YEAR

10.1 The fiscal year shall be a calendar year beginning on the first (1st) day of January of each year and end at midnight on the thirty-first (31st) day of December of each year.

10.2 At the end of each fiscal year, the Executive Committee shall appoint at least three (3) members-at-large to complete a financial review of the previous year's financial account(s) and activity. The appointees shall present a written of their findings to the Executive Committee, which shall also be available to the general membership.

ARTICLE XI. EMBLEM

11.1 The emblem of the organization will be an early open book Triumph badge containing the letters "NJ" just above the midpoint on the badge separated by the New Jersey state outline followed by "TA". At the very bottom the word "TRIUMPH" will be displayed. The entire emblem will be encircled by the words "NEW JERSEY TRIUMPH ASSOCIATION". Front on views of five Triumph automobiles will appear horizontally across the design below "NJTA" and above "TRIUMPH" in the following left to right order: Spitfire, TR3, TR4, TR6 and TR7. When the emblem appears in color the outer circle will be dark blue with white letters, the inner circle will be light blue, the automobiles will be white and outlined in black, the New Jersey state outline will be green, the open book will be the blue and white colors as in the early Triumph badge and the letters "NJTA" and "TRIUMPH" will be red.

11.2 The design of the emblem is to be selected by the Executive Committee and approved by the general membership.

ARTICLE XII. THE WILLIAM B. SOHL FOUNDERS AWARD

12.1 The William B. Sohl Founders Award was initiated in 2014 to commemorate the the 35th anniversary of the New Jersey Triumph Association and to honor its founder and first president, Bill Sohl. It has since been awarded annually in honor of Bill and Linda Sohl to recognize their contribution to the NJTA and to the Triumph community. Each year a club member is selected who best exemplifies their legacy and whose efforts have supported the purpose and objectives of the club as delineated in Article II.

12.2 In order to be considered for this Award, individuals must be nominated by the Executive Committee beginning in October of each year. All nominations must be submitted to the club President, or his/her designee, at least three days prior to the November club meeting.

- a) Members of the Executive Committee may nominate only one individual per year.
- b) Individuals who have been club members for at least two consecutive years and who are in good standing (see Article III) are eligible for nomination by the Executive Committee.
- c) Nominations do not have to be based on accomplishments or service to the club in the current year. In fact, it is suggested that contributions to the club over multiple years be taken into consideration when selecting a nominee.
- d) A brief statement or reason(s) why the individual was nominated may accompany the nomination.

12.3 The names of the candidates selected by the Executive Committee and the accomplishments of each, leading to the nomination, shall be announced during the November club meeting and a vote shall be taken by private ballot at the meeting.

- a) All Executive Committee members in good standing and who are physically present at the November club meeting shall be eligible to cast a vote.
- b) All club members in good standing and who are physically present at the November club meeting shall be eligible to cast a vote.
- c) Only one vote per individual will be accepted.
- d) Proxy votes or write-in candidates will not be accepted.
- e) All votes must be cast and collected before the close of the meeting and shall be entrusted to the club Secretary to tabulate.
- f) In the case of a tie, the tie shall be broken by the Executive Committee who will be responsible for choosing the recipient. This activity shall be coordinated by the club Secretary or President, or their designee.

12.4 The recipient's name shall not be made known until the club's Holiday Party in December, at which time he or she will be acknowledged and the Founders Award shall be presented.

- a) The awardee will retain possession of the award, a new plate will be presented each year.
- b) Unless there are special circumstances, as determined by the Executive Committee, previous awardees are not eligible for a second nomination within a five year period.

ARTICLE XIII. AMENDMENTS

13.1 Any member who is in good standing shall have the power to suggest revisions or amendments to these Bylaws by submitting a proposal(s) to the Executive Committee for review and consideration. Suggested revisions or amendments must include the article number and section to be changed and the reason for the requested change(s).

13.2 The proposal(s) will be considered by the Executive Committee and recommendation(s) will be presented at the next general membership meeting.

13.3 Revisions and amendments shall be approved, following the appropriate discussion at a general membership meeting, by a majority vote of those members in good standing present.

13.4 A notice of all changes will be posted in the next issue of the Newsletter.

ARTICLE XIV. DISSOLUTION OF THE ASSOCIATION

14.1 Any proposal to dissolve the Association must be submitted in writing to the Executive Committee for consideration. If the Executive Committee determines the proposal to be valid, the proposal shall be brought before the general membership for a vote. The proposal must be published prominently in the Newsletter and distributed to all members.

14.2 The proposal must be presented for a vote at a general membership meeting. If a quorum is not established, a two-thirds (2/3) majority vote of the general membership present and in good standing will be required to dissolve the Association.

14.3 Any outstanding obligations shall be determined and satisfied by the Executive Committee following a successful dissolution vote. After payment of all outstanding debts, the balance of the assets remaining shall be distributed to a non-profit organization(s) or charity qualified under Section

501(c)(7) of the Internal Revenue Code to be identified and selected by the Executive Committee in office at that time.

Revised and Adopted 1/16/19