

May 28, 1976

TO THE MEMBERS OF MOG, NORTHWEST:

RE: Morgan Owners Group, Northwest, Ltd.

Gentlemen:

Enclosed please find a proposed form of By-Laws for the Club.

These By-Laws are not yet adopted, and are submitted for consideration.

Very truly yours,

GARY LEIKAS
FRED BOWMAN
DAN WARREN

CDW/lb
Enclosure
Copy of By-Laws

Adopted
June 21, 1976
(see back copy)

Proposed
May 28, 1976

24 May, 1976

Dear Morgan Enthusiast,

On our meeting of 17 May we chose a name for our club, "Morgan Owners Group Northwest," or "MOG Northwest" as our street name. There was some discussion over "Morgan Owners" making the club appera to be for owners only. However after much discussion the name did carry with a majority of those present at the meeting. And the club membership, it was stressed, would be limited only to those kinky people who had a special interest in the Morgan marque, irregardless of ownership of a Mog. We also decided to register the club with the State as a non-profit corporation. Dan Warren, Fred Bowman and myself are meeting this week to draw up the articles of incorporation. To remove some of the guess work out of when club meetings will be held, we will meet on the third monday of each month, 7:00 pm, at the Horse Brass. Our next meeting will bo on the 21st of June.

During the meeting we decided to have a picinic at Champoeg Park on Sunday, 30 May, of Memorial Day weekend. On our way to Champoeg we will visit the winery of the Eyrie Vineyards, coutesy of the owner Dave Lett. Dave was at the last club meeting and is hoping to bring a Morgan in from the U.K. We will meet at 9:30 am in the parking lot of the Tigard Fred Meyers. This is about $\frac{1}{4}$ mile west of the Tigard exit, i.e. 99W exit, off of Interstate 5. See you next weekend.....

Gary J. Leikas

BY-LAWS

of

MORGAN OWNERS GROUP, NORTHWEST, LTD.
(MOG, NORTHWEST)

ARTICLE I. STATUS - PRINCIPAL OFFICE

The corporation shall be a club for Morgan owners and enthusiasts.

The principal office of the corporation in the State of Oregon shall be located in the City of Portland, County of Multnomah at _____.

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."

The general objectives of the Club, are (a) promotion of the highest standards of courtesy and safety on the highways, (b) the enjoyment and sharing of goodwill and fellowship between those owning or who are interested in the Marque, (c) the maintenance of highest standards of operation and performance of the Marque, by sharing and exchanging technical and mechanical information, (d) the establishment and maintenance of mutually beneficial relationships with the Morgan Works, Dealers and Clubs interested in the Marque and other closely related endeavors.

ARTICLE II. MEMBERS

Section 1 - Membership

There shall be one class of members. Qualification for membership shall be as follows:

Each member must be a natural person and:

(a) At least 18 years of age;

(b) The registered owner of a Morgan, three or four wheel automobile, and

(c) Registration of a single automobile by more than one person shall entitle all such registrants to one membership. No individual shall hold more than one membership interest.

There shall be established, under such terms and conditions as the Board may determine, an "associate" status, for those persons who are interested in the club. Said status shall not be membership status, but shall entitle all such "associates" to attend meetings, receive correspondence and other benefits of the club as may be, from time to time, determined by the Board.

The annual dues shall be \$ _____ per year, payable by the third Monday in May of each year and past due seven days thereafter. Failure to pay dues before they are past due will subject any defaulting member or "associate" to expulsion, on such terms as the Board may, from time to time, determine.

The initiation fee shall be \$ _____, which shall be paid prior to admission to membership or to "associate" status.

The initiation fee for associates shall be \$ _____ and the membership fee shall be \$ _____.

All new members' applications shall be voted upon by the membership at any regular meeting unless there is five votes to table any such application. Any tabled application shall be presented at the next regular meeting and at any resubmission, the act of a majority of all those outstanding memberships, then entitled to vote, shall be required for admission. Applicants should, but are not required to, appear in person.

Section 2 - Annual Meetings

A meeting of the members shall be held on the third Monday of May of each year at the hour of 7:00 P.M. at such place as may be designated by the Directors. Such meeting shall be held for the purpose of electing directors and officers for the ensuing year, and for the transaction of such other business as may come before the meeting. If said Monday falls on a legal holiday, then the meeting shall be held at the same time on the next business day following.

Written notice of the annual meeting shall be mailed by the Secretary not more than fifty, and at least ten days prior to the date of such meeting, to each member, and to each associate, and such notice shall be deemed sufficient within the meaning of these By-Laws when the same is deposited, postage prepaid, at the United States Post office at Portland, Oregon and addressed to each member or associate at his or her last known place of residence.

In the event that the annual meeting shall not be held as prescribed herein, the election which might have taken place at such

meeting and all other business, may be transacted at the adjournment thereof, or at any special meeting of the membership.

Section 3 - Special Meetings - Monthly Meetings.

Special meetings of the members may be called by any officer, director 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 thereupon 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.

There shall be a regular meeting on the third Monday of each month at _____, at 7:00 p.m., and no notice shall be required.

Section 4 - Quorum

At any meeting a majority of the then outstanding memberships shall constitute a quorum for the transaction of business, but if there be no quorum present at a duly called meeting, the members present may adjourn from time to time, and at any such adjournment any business that could have been transacted at the original meeting may be transacted with a quorum of twenty-five percent (25%) of the then outstanding memberships.

Section 5 - Voting

At any meeting, each membership shall be entitled to one vote on all matters, either in person or by his duly executed proxy in writing.

Section 6 - Cumulative Voting

Unless otherwise provided by the Articles of Incorporation, or by law, at each election for directors and officers, every membership shall be entitled to vote at such election, either in person or by proxy, the number of memberships owned by him for as many persons as there are directors to be elected, and for whose election he has a right to vote. No member shall have the right to cumulate his votes.

Section 7 - Membership List - Associates List

The Secretary shall, at least ten days prior to each annual meeting of the membership, prepare a complete list of all members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the addresses of each. The secretary shall also prepare a list in like manner for all "associates." Said lists shall be kept on file by the Secretary, and shall be subject to inspection by all members at any time during the meeting.

ARTICLE III

DIRECTORS

Section 1 - Number

The business and the property of the corporation shall be controlled and managed by a Board of three directors. All directors must be members of this corporation.

Section 2 - Election

The directors shall be elected at annual meetings by a majority vote of the members, and they shall thereafter immediately qualify. The terms of office of such directors shall begin immediately after election and qualification, and they shall serve for one year and until their successors are elected and qualified.

Section 3 - Vacancies

Whenever any vacancy shall occur in the Board of Directors by death, resignation, disqualification or from any other cause, the vacancy shall be filled at a special meeting of the members called for that purpose, without undue delay. The director shall be elected at such special meeting by the same majority and in the same manner as provided for in the annual election of directors. The director so elected to fill the vacancy shall hold office for the unexpired term of the director whom he succeeds, and until his successor shall have been elected and shall have qualified. Vacancies may be filled on an interim basis by the Board of Directors.

Any director may be removed for cause and failure of any director to attend three consecutive membership and directors' meetings shall subject that director to immediate removal without notice.

Section 4 - Meetings

A regular meeting of the Board of Directors shall be held either within or without the State of Oregon immediately following the annual and each monthly meeting of the members, and no notice of such meeting shall be required unless such meeting be held at a place different from the membership.

Section 5 - Special Meetings - Waivers

Special meetings of the Board may be called by an officer or member thereof, at any time, by giving forty-eight (48) hours notice, either orally, in writing, by telephone or telegraph, or any other means directed to the last known place of residence of each member-director. The attendance of any director at any meeting shall constitute a waiver of notice thereof.

Whenever the action taken by the Board of Directors shall be signed by all of the directors, such action shall be deemed valid and effective as though taken by the Board at a duly called and constituted meeting.

Section 6 - Quorum

A majority of the members of the Board of Directors shall constitute a quorum necessary for the transaction of any and all business of the corporation. In the event there shall be in attendance at any meeting of the Board of Directors a lesser number than a quorum, that number may adjourn the meeting to another day, at which time of adjournment the members present shall give each other member at least one day's notice.

Section 7 - Compensation

No director shall be compensated, without consent of the membership at a regular meeting.

Section 8 - Order

Business at meetings of the Board of Directors shall be transacted in such order as the Board of Directors from time to time may determine by resolution.

At all meetings of the Board of Directors, the President, or in his absence the Vice President, of the club shall preside.

ARTICLE IV

OFFICERS

Section 1 - Enumeration

The officers of this corporation shall consist of a President, Secretary and a Treasurer.

The members, in their discretion, may at any time, by resolution, appoint one or more Vice Presidents or Assistant Secretaries.

The same person may hold one or more of the offices of this club as determined by the Board of Directors, except that he may not simultaneously hold the offices of President and Secretary.

All officers of this club shall be members.

Section 2 - Election

The officers shall be elected at the annual meeting of the members, or at any adjournment thereof.

All officers shall hold office at the pleasure of the members or until their successors shall be duly elected and qualified.

Section 3 - Duties of Officers

The President shall preside at all meetings of the Board of Directors and members and shall perform such other duties as the Board may from time to time authorize.

The secretary shall subscribe the minutes of all meetings of the members and the Board of Directors. He shall mail notices to both the members and "associates" and the directors of the holding of any meetings as prescribed by these By-Laws. He shall be the custodian of the seal of the corporation and shall affix the seal to the minutes and notices. He shall likewise attest and affix the seal to other instruments executed by the corporation as required. He shall perform such other duties as the Board of Directors may authorize or direct.

The Assistant Secretary, in the event of the appointment thereof by the Board of Directors, shall, in the Secretary's absence, or in the case of his inability to act or in case it shall be inconvenient for him so to act, perform such duties of the Secretary as may be necessary. He shall perform such other duties and exercise such authority as the Board of Directors shall direct or confer.

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 Board of Directors. In the absence of such designation he may select the bank or banks in which to deposit such funds.

All funds of the club shall be under the supervision of the Board of Directors and shall be handled and disposed of in such manner and by such officers or agents of this corporation as the Board of Directors may by proper resolutions from time to time authorize.

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 directors by law, which shall be exercised and performed exclusively by them.

Section 4 - Salary and Expenses

No officer shall be paid a salary or any expense, excepting at the direction of the members.

ARTICLE V.

CORPORATE SEAL - EMBLEM

The corporate seal of the club shall consist of two concentric circles between which is the name of the club and the word "Oregon", and in the center shall be inscribed the words "Corporate Seal." That seal is hereby adopted as the seal of the club, but the same shall not come into existence unless the Board so orders.

The Club Emblem shall be:

ARTICLE VI.

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 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

No disbursements of the funds of the corporation shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. All disbursements shall be made by checks signed by two (2) officers of the corporation.

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 Board of Directors.

ARTICLE VII. PENALTIES

Failure of any officer or director to attend meetings regularly, to maintain the standards as described above under General Objectives, to abide by the laws of Oregon, the Articles of Incorporation and these By-Laws, shall be grounds for immediate suspension and expulsion.

Failure of any member or associate to pay dues or assessments within seven (7) days of their due date shall automatically forfeit all rights, and status in the club. Reinstatement shall be by application and on such terms as the membership deems suitable.

ARTICLE VIII. ADMENDMENT OF BY-LAWS

The By-Laws may be modified, amended or repealed, and new By-Laws may be in part or in whole adopted by the members, after a resolution of the Board presenting proposed amendments to the membership at any regular meeting or at the annual meeting. The Board shall be bound to propose any amendment requested in writing by ten (10%) percent of the members, and delivered to any officer or director, at the earliest practicable time.

After any amendment of these By-Laws, these By-Laws shall be suitably reproduced by the Secretary, who shall forthwith mail a true copy of the same to each member and associate.

These By-Laws have, on the _____ day of _____, 1976, been adopted by a unanimous vote of the Board of Directors of this corporation.

SECRETARY-TREASURER

ATTEST: _____
PRESIDENT