

# MODEL T FORD CLUB OF AMERICA BY-LAWS

## ARTICLE I - PURPOSE AND CLASSIFICATION

### Section 1 – MODEL T FORD CLUB OF AMERICA

The Model T Ford Club of America is a vibrant, active 501(c)3 organization that supports its members, educates the public on the history of the Model T Ford, and emphasizes the importance of the Model T in the development of transportation. The general purpose of the Model T Ford Club of America, hereafter known as the MTFCA, shall be to preserve and promote Model T Fords of historical value and to serve as an accurate and technical source of information concerning Model T Fords for the benefit of its members as well as the general public.

### Section 2 – MODEL T MUSEUM

The MTFCA maintains the Model T Museum as an educational extension of its mission to promote and preserve Model T Fords for future generations by educating people of all ages in the history, lore, and skills of maintenance of the Model T Ford.

## ARTICLE II - OFFICES

### Section 1 - PRINCIPAL BUSINESS OFFICE

The principal office for the transaction of business of the MTFCA is hereby fixed and located in the City of Richmond, County of Wayne, State of Indiana. The Board of Directors is hereby granted full power and authority to change said principal offices from one location to another in said State or in another state.

### Section 2 - OTHER OFFICES

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the MTFCA is qualified to do business.

## ARTICLE III

### CORPORATE SEAL

The MTFCA shall have a common seal consisting of a circle having within its circumference the words, "Model T Ford Club of America, Incorporated, April 13, 1966, California."

## ARTICLE IV - LIABILITY

### Section 1 – CLUB INDEBTEDNESS

All persons or corporations extending credit to, contracting with or having any claim against the MTFCA, shall look only to the funds and property of the MTFCA for payment of any such contract, claim, debt, judgment, damage, decree, or cause of action, or any money that may in any way become due and payable from the MTFCA.

### Section 2 – PERSONAL LIABILITY

Neither the members of the MTFCA, the Board of Directors, or officers, present or future, shall be personally liable for any debt set forth in Section 1 of Article IV.

### Section 3 - BENEFITS

The MTFCA is a non-profit organization; the members thereof shall not be titled to any individual or collective interest, participation, share right and/or property right in and to the assets of the MTFCA such assets shall be and constitute the indivisible property of the MTFCA; no dividends, pecuniary

profits, or payments of like nature shall ever be declared or paid to the members of the MTFCA.

## ARTICLE V - MEMBERSHIP

### Section 1

There shall be three (3) classes of members of the MTFCA as follows:

- (a) **ACTIVE MEMBER:** Any person interested in promoting the purpose of the MTFCA and whose dues are current. An Active Member is entitled to all MTFCA privileges including the right to vote and hold office.
- (b) **ACTIVE LIFE MEMBER:** Any person upon payment of the membership fee prescribed for this category by the Board of Directors, shall upon approval of the Executive Director, become an Active Member during their lifetime. An Active Life Member is entitled to all club privileges including the right to vote and hold office. The Life membership is non-transferable and ceases upon the death of the member.
- (c) **HONORARY MEMBER:** Any person having gained eminence in the automotive industry; or any person who has commended themselves to the MTFCA esteem may be elected an honorary member by majority affirmative vote of the Board of Directors. Proposals for election as honorary members shall be made at a regular meeting of the Executive Committee giving the name and address of the person proposed, together with a statement of his or her activities which justify their election as an honorary member and action on said proposal shall then be dependent upon majority affirmative vote of the Board of Directors. Honorary members shall not have the right to vote nor to hold office in the MTFCA unless Active Membership is also achieved.

### Section 2 - APPLICATION

Application for membership in the MTFCA must be submitted to the Executive Director and be accompanied by dues for the current year.

### Section 3 – RESIGNATION

Any member may resign upon mailing a letter of resignation to the Executive Director. The resignation shall be effective upon receipt by said Executive Director provided their indebtedness to the club, if any, is paid in full.

### Section 4 - SUSPENSION, EXPULSION, REINSTATEMENT

Any member may be suspended by the MTFCA for non-payment of dues on the 15<sup>th</sup> of the month of their membership expiration date. Suspension shall be at the discretion of the MTFCA.

The Board of Directors shall have summary power, by vote of a majority of its members, to suspend or to expel and terminate the membership of any member for conduct which, in its opinion, disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will, or prosperity of the MTFCA, or endangers the welfare, interest, or character of the MTFCA, or for non-payment of dues or for any conduct in violation of these by-laws or of the rules

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and regulations of the MTFCA which may be made from time to time. Such action by the Board of Directors in such matter shall be final and conclusive.

After the expiration of the time set forth in any suspension by the Board of Directors the suspended member may petition the Board of Directors for reinstatement. A majority affirmative vote of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement.

## **Section 5 – RIGHTS AND REVOCATION OF MEMBERSHIP**

Annual membership includes all privileges of the club, one ballot per Active Member, and a subscription to The Vintage Ford magazine.

Upon the resignation, suspension, expulsion, or death of a member, the rights and privileges as a member of the MTFCA shall cease.

## **ARTICLE VI - MEETINGS OF THE MEMBERS**

### **Section 1 - ANNUAL MEETING**

The annual meeting of the members of the MTFCA shall be held as early in the year as possible at a location determined by the Board of Directors. The purpose shall be to report the results of the election of the Board of Directors and the results of the election of the officers by the Directors of the MTFCA. (See Article XI, Section 6.)

### **Section 2 - SPECIAL MEETINGS**

Special meetings of the members may be called at any time by the President, by the Executive Committee, or upon written application of at least one hundred Active Members in good standing. The application shall state the purpose of the meeting. The Executive Director must send notice of special meetings as provided in Section 4 of Article VI within thirty (30) days after receipt of a valid and proper application for same.

### **Section 3 - TIME AND PLACE**

Any annual or special meeting shall be held at such time, place, and date as the Board of Directors shall select. The Board of Directors shall select a time, place, and date for a special meeting within thirty (30) days after receipt of a valid and proper application for same by the Executive Director.

### **Section 4 - NOTICE**

A notice stating the purpose, place, date, and hour of every meeting shall be sent by the Executive Director to each Active Member in good standing at least ten days but not more than sixty days prior to said meeting. Notice shall be deemed to have been given, if sent to the member's last known contact information or is published in the Vintage Ford magazine.

### **Section 5 - PROCEDURE**

Each Active Member in good standing shall be entitled to one vote at any meeting, annual or special.

### **Section 6 - CUMULATIVE VOTING**

Cumulative voting shall be prohibited. Any ties must be settled with a re-vote, resulting in a clear winner.

## **ARTICLE VII - OFFICERS**

### **Section 1 - TYPES OF OFFICERS**

The officers of the MTFCA shall be President, Vice- President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. An Officer may not hold more than one office in any given year. Officers shall serve a one-year term beginning on January 1 and ending on December 31 unless voted on and elected by the Board of Directors to serve another one-year term.

The President, Vice-President, Secretary, and Treasurer shall be elected each year by the Board of Directors at the MTFCA fall meeting of said Directors. (See Article VI, Section 1.)

### **Section 2 - REMOVAL AND RESIGNATION**

Any officer may be removed, for cause, by a majority vote of the directors at a regular or special meeting of the Board of Directors. Any officer may resign at any time by giving written notice to the President or Executive Director of the MTFCA who, in turn, informs the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein.

### **Section 3 - VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the by-laws of regular election or appointment to such office, by the Board of Directors.

### **Section 4 – TERM LIMITS**

The President and/or Vice-President of the MTFCA shall not serve more than three one-year terms.

## **ARTICLE VIII - DUTIES OF OFFICERS**

### **Section 1 - PRESIDENT**

The President shall be the highest-ranking officer of the MTFCA and shall be subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the MTFCA, and shall preside at all meetings of the members, and at all meetings of the Board of Directors and Executive Committee. The President, or their designee, shall sign all contracts and other instruments, in writing; provided, however, that all contracts and instruments, in writing, must first be approved by the Board of Directors.

### **Section 2 - VICE-PRESIDENT**

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the by-laws.

### **Section 3 - SECRETARY**

The Secretary should be present at all meetings of the members and the Board of Directors and will record all minutes and votes in a permanent document kept for that purpose.

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## Section 4 - TREASURER

The Treasurer is responsible for reviewing the receipts and expenditures of the MTFCA and museum reporting such financial findings to the Board of Directors.

## ARTICLE IX – MTFCA EMPLOYEES

### Section 1 - EXECUTIVE DIRECTOR

The Executive Director reports to the President and the Board of Directors. They maintain the principal Business Office, handle all day-to-day activities of the Club, and are responsible for managing the activities of the MTFCA employees, contractors, consultants, and volunteers. They shall also perform other duties as stated in the Executive Director's contract with the MTFCA. No major obligation, debt, or other liability other than those required for the normal operation of the Club shall be incurred by the Executive Director without the specific approval of the Board of Directors.

The Executive Director shall give or cause to be given notice of all meetings of the members and the Board of Directors as required by the MTFCA by-laws or according to State and local laws. They shall have custody of pertinent information and financial records of the club including the seal of the MTFCA. They shall also have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws and shall at all times be subject to the control of the Board of Directors.

## ARTICLE X - CORPORATE POWERS

The corporate powers of the MTFCA shall be vested in a Board of Directors who shall be Active Members in good standing during the entirety of their term(s).

## ARTICLE XI - BOARD OF DIRECTORS

### Section 1 - ELECTION AND TERM

The Board of Directors of this club shall consist of nine (9) members elected from the MTFCA Active Members in good standing. The term of office shall be three (3) years. Board members may serve three (3) terms.

### Section 2 - VACANCIES

A vacancy or vacancies shall be deemed to exist in the case of death, resignation, or removal of any director, or if the authorized number of directors be increased by amendment of these by-laws. A vacancy or vacancies shall be filled by an appointment of the Directors in office and, if there are no remaining Directors, by Active Members at an annual or special meeting of the general members entitled to vote. Such member or members so elected shall hold office for the term of the Director they replace or until their successor is elected and qualified.

### Section 3 - REDUCTION

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

## Section 4 – DIRECTOR NOMINATION AND ELECTION PROCESS

- (a) **NOMINATING COMMITTEE:** The nominating committee shall consist of the Board of Directors. They shall actively seek Active Members interested in serving on the Board. The Board of Directors shall select nominees at its summer board meeting.
- (b) **REQUIREMENTS FOR NOMINEES:** The following are requirements for the nominating committee to accept a nomination for the Board of Directors: (1) A biography of the candidate, and (2) a short statement of qualifications, for consideration by the Board of Directors. If these requirements are met, and the Board accepts the nomination, these materials will be turned over to the Editor for inclusion in the Vintage Ford following the normal procedure for determining in what order the names are to be placed.  
Any Active Member can run for the Board of Directors, if they desire to, by submitting a petition containing the signatures of at least fifteen (15) other Active Members. If this petition is presented to the Board of Directors or the Executive Director of the MTFCA prior to June 1<sup>st</sup>. The petitioned nominee shall be added to the ballot.  
The Board has the right to reject any nominee not meeting MTFCA membership requirements.
- (c) **BALLOTS:** The committee shall forward the names of five (5) prospective board members from the active candidate list each year to be included on the ballot.
- (d) **VOTING:** The Executive Director shall mail to each Active Member in good standing a ballot, through insertion in the September/October issue of the Vintage Ford magazine. This ballot will contain a return address as selected by the Board of Directors, and voting instructions which shall include a notice that all ballots must be postmarked no later than November 15<sup>th</sup> of the election year. The MTFCA's magazine will include a statement describing each nominee.  
Active Members shall select three (3) Active Members to each serve as a Director for a three (3) year term. Ballots must have three (3) names selected, no more or no less, or they will not be considered valid and will not be counted.  
In the event of a tie vote for a Director, the Board of Directors shall convene a special meeting for the purpose of breaking the tie vote. The special meeting can be held in person or through electronic media.

## Section 5 – ELECTION OF OFFICERS

Preceding the Annual Meeting (see Article VI, Section 1) the Board of Directors shall meet and elect Officers for the following year and transact such other business as may lawfully come before the Board.

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## **Section 6 - PLACE OF MEETING**

Regular meetings of the Board of Directors shall be held at any place which has been designated from time to time by the resolution of the Board or by the consent of a majority of the Board. Meetings may be held in-person, via electronic means or by a hybrid method.

## **Section 7 - REGULAR MEETINGS**

The Board of Directors shall hold at least three (3) regular meetings during each calendar year. If unable to attend a board meeting in person a board member may attend by electronic means. Meetings and votes held by electronic means are considered valid and binding.

## **Section 8 - SPECIAL MEETINGS**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by the Executive Committee, or by any five (5) directors on notice to each director of such meeting.

## **Section 9 - NOTICE**

Notice of the time and place of regular and special meetings of the Board of Directors shall be transmitted to each director at least five (5), but not more than, thirty (30) days prior to any meeting.

## **Section 10 - WAIVER OF NOTICE**

The transactions of any meeting of the Board of Directors requiring a quorum, however called and noticed or wherever held, shall be as valid as any meeting duly held after regular call and notice. A waiver must be sent prior to the meeting to each of the directors. Those Directors not present must sign a waiver of notice, or a consent to holding such a meeting. All such waivers shall be filed with the corporate records or made a part of the minutes of the meetings.

## **Section 11 - QUORUM**

Five (5) Directors are necessary to establish a quorum. In the event that a quorum is not met a meeting cannot be held. A tie vote by the board of Directors can be broken by a non-Board of Director member on the Executive Committee; in the following order, President, Vice-President, Secretary, or Treasurer. Every act or decision done or made by a majority of the directors present at a meeting, duly held, at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, the Articles of Incorporation of the MTFCA, or the by-laws.

## **Section 12 - ADJOURNMENT**

A quorum of the directors' present may adjourn any directors' meeting to meet again at a stated time, place, and hour if there is no longer a quorum at the current meeting. The directors present at any directors' meeting, either regular or special, may adjourn, from time to time, until the time is fixed for the next regular meeting of the Board.

## **Section 13 - FEES AND COMPENSATION**

Directors shall not receive any compensation, fee, or salary for their services as directors, but may be reimbursed for their expenses incurred on behalf of the MTFCA.

## **Section 14 – REMOVAL FROM OFFICE**

At the discretion of the Board, any Director missing three consecutive regular meetings of the Board may be replaced.

## **ARTICLE XII - POWERS OF DIRECTORS**

The Board of Directors shall, by majority vote, have the power to call meetings of the club when it deems it necessary to conduct, manage, and control the affairs, relations, and business of the club, and to make rules not inconsistent with the laws of the State of Indiana and other States where the club conducts business for the guidance and management of the affairs of the club.

The Board of Directors shall have the power to incur indebtedness, the terms and the amount of which shall be entered in the minutes of the Board meeting and the note of obligation, if any, given for the same, signed officially by the President and the Vice President, and it shall be binding on the club.

## **ARTICLE XIII – EXECUTIVE BOARD AND COMMITTEES**

### **ARTICLE 1 – EXECUTIVE BOARD**

The Board of Directors may appoint an Executive Board consisting of up to five (5) members. Such Executive Board shall be vested with all the powers of the Board of Directors, upon Board approval, when such Board is not in session. Officers of the club shall automatically be members of the Executive Committee.

### **ARTICLE 2 – OTHER OFFICERS AND COMMITTEES**

The Board of Directors may appoint other officers and create committees to address the needs of the MTFCA as it deems necessary.

### **ARTICLE XIV - CERTIFICATE OF MEMBERSHIP**

Certificates of membership shall be of such form and device as the Board of Directors may elect.

### **ARTICLE XV - FISCAL YEAR**

The fiscal year of the club shall be January 1 through December 31.

### **ARTICLE XVI - CONTRACTS**

#### **Section 1 - CONTRACTS: HOW EXECUTED**

The Board of Directors, except as the by-laws or Articles of Incorporation of the MTFCA otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the MTFCA. Such authority may be general or special, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the MTFCA by any contract of agreement or to pledge its credit or to render it liable for any purpose or to any amount.

### **ARTICLE XVII - INSPECTION OF BY-LAWS**

The MTFCA shall keep in its principal office the original or a copy of the by-laws as amended or otherwise altered, to date, which shall be open to inspection by any member at all reasonable times.

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## ARTICLE XVIII - REVENUES

### Section 1 - DUES

Membership dues shall be such amount as fixed by the Board of Directors from time to time.

### Section 2 - WHEN DUE: WHEN DELINQUENT

Dues shall be payable upon application to join the club and annually thereafter, except for Life and Honorary Members. Dues become delinquent on the 15<sup>th</sup> of the month the membership expires.

## ARTICLE XIX - AMENDMENTS

### Section 1 - BY BOARD OF DIRECTORS

The Board of Directors may adopt, amend, or repeal by-laws. To become effective a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors and a majority vote of the Directors present at the next regular or special meeting of the Board of Directors.

### Section 2 - RESTRICTIONS

Not less than six (6) months must elapse between a meeting defeating a proposed amendment, or repeal, and a new presentation of the same or substantially the same amendment, or repeal.

## ARTICLE XX – CHARTER CHAPTER STATUS

### Section 1 - APPLICATION FOR CHARTER

Application for formation of a Chapter shall be made to the Executive Director of the MTFCA in the form of a petition which shall be duly signed by no fewer than five (5) Active Members of the MTFCA. The application must include a copy of the chapter's by-laws, the name by which the Chapter will be known, a list of the Chapter's officers and board members, and full roster of the Chapter's members.

### Section 2 – MEMBERSHIP

A minimum of 50 percent of the Chapter's members and 100 percent of the Chapter's officers and directors must be Active Members of the MTFCA.

### Section 3 - APPROVAL OF CHARTER

After approval by the Executive Director of the MTFCA, the Charter will be issued, and the Chartered Chapter agrees to use the name designated in its Charter.

### Section 4 - CHARTER CHAPTER PRIVILEGES

- (a) Chapters can participate in the public liability insurance programs for no cost to the Chapter for each year that the Chapter qualifies.
- (b) Chapters will receive a subscription to the Vintage Ford.
- (c) MTFCA affiliation offers contact with other Chapters.
- (d) the MTFCA will supply a list of its members in the Chapter's area upon request.
- (e) Chapters are granted permission to use the name of the Model T Ford Club of America for their Chapter activities.

## Section 8 - REVOCATION OF CHARTER

Any Chapter that fails to conform to the provisions of the by-laws of the MTFCA may have its Charter suspended or revoked by action of the Board of Directors, or the Executive Director acting on behalf of the Board of Directors of the MTFCA. If a Charter is revoked the Chapter agrees not to use the name "The Model T Ford Club of America" until charter is declared again in force by action of the Board of Directors of the MTFCA.

## Section 9 - INSURANCE

The contact of each Chapter must, prior to March of each year, or another date specified by the MTFCA Executive Director, certify to the Executive Director of the MTFCA the names of the officers and directors elected to serve in the ensuing year and furnish a list of Chapter members with their addresses.