

BY-LAWS

SAN DIEGO MODEL A FORD CLUB, INC.

A California Nonprofit Mutual Benefit Corporation

ARTICLE I NAME

The name of this organization shall be SAN DIEGO MODEL A FORD CLUB, INC. Its principle office shall be in San Diego County, California. Here within referred to as "Club".

ARTICLE II PURPOSE

The purpose of this organization shall be:

SECTION 1, To serve as a medium for exchange of ideas, information and parts for admirers of the Model A Ford vehicle, and to aid them in their efforts to restore and preserve the vehicle in its original likeness.

SECTION 2, To unite in a central organization, owners of Model A Fords who are interested in restoring and maintaining the vehicle with an interest in the objectives of the Club and a desire to take part in Club activities, and it shall further be the purpose of this Club to help these owners become better acquainted, encourage and maintain among its membership the spirit of good fellowship with activities which often involve the exhibition of the Model A Ford.

ARTICLE III MEMBERS

SECTION 1, CLASS OF MEMBERS, VOTING RIGHTS, DUES, AND QUALIFICATIONS:

- (a) Family membership shall be issued to the immediate members of a family living in the same household that are eighteen years of age or older. Family members shall not receive separate notifications, but have the right to participate in all Club activities. Each family membership shall be entitled to one vote per person up to a maximum of two votes per family membership.
- (b) Honorary Lifetime membership may be bestowed, by the Board of Directors, and ratified by the General Membership with a two-thirds vote to an Individual Member. Honorary Lifetime Membership shall carry all rights and privileges of membership including freedom from annual dues.
- (c) Voting rights shall not be by proxy, a member must be present to vote.

SECTION 2, REQUIREMENTS FOR MEMBERSHIP.

- (a) Requirements for membership shall not insist upon actual possession of a Model A Ford, merely an interest in the objectives of the Club and a desire to take part in Club activities.

- The applicant shall remit the annual dues with the application to the Membership Chairman, or Treasurer. An applicant for membership must display sincerity of the Club's purpose.
- (b) The membership of any Club member may be terminated by a majority vote of the Board of Directors and ratified by a two-third vote of the Club members in attendance at the next General Meeting for conduct unbecoming the member. The member in question shall be given full opportunity at the next General Meeting to hear and reply to the charges or reasons for such action by the Board of Directors.
 - (c) Officers of the Club are required to have membership in both the Model A Ford Club of America Inc. and the Model A Restorers Club Inc. For all others, membership in either the Model A Ford Club of America Inc. or the Model A Restorers Club Inc. is required for membership in the SAN DIEGO MODEL A FORD CLUB, INC. All members are encouraged to join both organizations.
 - (d) The Club shall be non-sectarian and non-partisan.
 - (e) There shall be no restriction on membership because of sex, race or religion or any other federal or state protected status.

SECTION 3, DUES:

- (a) Subject to the recommendation of the Board of Directors and upon approval of a two-third vote of the membership at a General Meeting to change the same from time to time, the dues shall be payable by members in the amounts approved by the membership.
- (b) Dues paid by a new applicant on or after November 1 of each year, shall constitute payment of the full dues for the ensuing year.
- (c) Dues shall be paid to the Treasurer prior to the first day of January of each year.
- (d) Any member shall be in default in the payment of dues after January 31. Their membership may be terminated without notice. For the purpose of the Club roster, only members who have paid annual dues by January 31 shall be published in the Club roster.

**ARTICLE IV
MEETING OF MEMBERS**

SECTION 1, MEMBERSHIP GENERAL MEETINGS. General Meetings of the membership shall normally be held on the 2nd Friday of each month for the purpose of conducting business.

SECTION 2, SPECIAL MEETINGS. Special Meetings of the membership may be called either by the President, another officer or by petition of not less than one-tenth of the members.

SECTION 3, QUORUM. The members holding one-tenth of the votes, which may be cast at any meeting shall constitute a quorum at such meetings. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting.

SECTION 4, MEETINGS OF THE BOARD OF DIRECTORS. The Board of Directors shall meet quarterly the week preceding the General Meeting. Date, time and place shall be announced in the newsletter and the preceding General Meeting. The Board of Directors may meet more often as circumstances dictate. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If less than a majority of the Directors are present at said meeting, no business shall be transacted.

**ARTICLE V
OFFICERS**

SECTION 1, OFFICERS. The elected officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Tour Director, Technical Director and Past President. The outgoing President will automatically become the Past President. Only one member of a family membership shall hold an elected office for an office term.

SECTION 2, BOARD OF DIRECTORS. The Board of Directors shall consist of all elected officers and the Past President.

SECTION 3, ELECTION, TERM OF OFFICE.

(a) A Nominating Committee, made up of not less than three or more than five members, shall be appointed by the President preceding the October General Meeting. Candidates for all elected offices shall be selected by the Nominating Committee and presented at the November General Meeting. Additional nominations may be made from the floor at the November General Meeting. If no candidate can be found for an office, the President shall appoint a candidate, subject to the approval of the membership. Officers of the Club shall be elected by a vote of two-thirds of members attending the December General Meeting. New officers will be installed at the January Installation Banquet and shall serve for the period of the following calendar year. No person shall hold the same office for more than two consecutive office terms. A person may hold that same office again after the lapse of one year.

(b) Officers shall not receive any salaries for their services, however, they may be reimbursed for expenses directly incurred in the performance of their duties, upon two-thirds vote approval of the membership at a General Meeting. This may include the required payment of dues to the Model A Ford Club of America Inc. or the Model A Restorers Club Inc.

(c) All Board of Director members shall be subject to recall. A recall petition signed by one-third of the general membership may be presented at a General Meeting. Said charges shall be read at a General Meeting and voted upon at the next General Meeting. Recalled Board member shall be given an opportunity to be heard at a General Meeting prior to the recall vote. Recall shall require a vote of at least two-thirds of all members present at the second General Meeting. A Board member who has missed three Board meetings shall be subject to review by the Board of Directors.

SECTION 4, VACANCIES. A vacancy or vacancies for any reason of elected officers of the Board of Directors may be filled by a member recommended by the remaining Board of Directors and followed by a two-third vote of the membership at a General Meeting. Such member elected to the vacancy shall hold office for the unexpired portion of the term of the Board member replaced.

**ARTICLE VI
DUTIES OF OFFICERS**

SECTION 1, PRESIDENT. The President shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club. The President shall preside at all meetings of the Club. The President shall cause to be called General Meetings and Special Meetings of the Club officers and members in accordance with the by-laws and shall perform all duties incident to the office of President.

SECTION 2, VICE-PRESIDENT. The Vice-President shall assume the duties of the President during absence or when such office is made vacant for any reason and shall also organize parades and displays as Club sanctioned events. The Vice-President will record member's mileage for sanctioned Parades and Displays, and present those awards at the January Installation Awards Banquet.

SECTION 3, SECRETARY. The Secretary shall keep minutes at all the meetings of the Club members and of the Board of Directors. In the absence of the Secretary from any meetings of the members or the Board of Directors, a Secretary Pro-tempore shall be chosen by the presiding officer.

SECTION 4, TREASURER.

(a) The Treasurer shall have charge and custody and be responsible for the operating funds of the Club. Collect from members, dues and other fees as may be payable to the SAN DIEGO MODEL A FORD CLUB, INC.

(b) The Treasurer in collaboration with the Membership Chairman and the Newsletter Editor, shall keep an up-to-date roster of all Club members in good standing.

(c) All funds of the Club shall be deposited within one week to the credit of the Club in such bank or depositories as the Board of Directors may direct. The Treasurer shall make a detailed accounting of all collections and expenditures, and shall present a monthly account of the funds to the Club for verification. This fund shall be used only as stipulated by these By-Laws or as directed by the membership. Money may be withdrawn from the Club funds by the signatures of the Treasurer and President and/or authorized third Executive Board member.

(d) The Treasurer shall notify the Editor and Membership Chairman when members are 30 days delinquent in dues.

(e) An annual audit report, signed by a Board-appointed review committee or person, shall be made available to the membership at a General Meeting no later than June 30 of the following year.

SECTION 5, TOUR DIRECTOR. The Tour Director shall be responsible for organizing, coordinating and approving tours of the Club. The Tour Director will record member mileage for sanctioned Tours and present those awards at the January Installation Awards Banquet.

SECTION 6, TECHNICAL DIRECTOR. The Technical Director shall make a technical presentation at each General Meeting. Hands-on seminars may be presented to the membership throughout the calendar year.

SECTION 7, PAST PRESIDENT. The outgoing President will automatically become the Past President in an advisory position with voting rights and the responsibility to oversee the timely filing of any required documents necessary to maintain Non Profit Corporation standing with the State of California.

ARTICLE VII DUTIES OF COMMITTEE CHAIRMAN

Committee Chairman are appointed by the President or as deemed necessary by the Board of Directors and or by the membership. The Committee Members are encouraged to attend Board of Directors meetings for purpose of making reports and giving suggestions. Duties and responsibilities of the Committees shall be directed by the Board of Directors as needed.

Any expenditure on behalf of the Club by the Committee Chairman or any other Member shall be approved by the General Membership with a two-thirds vote. Any incidental income derived from a function of the Committee, or Member on behalf of the Club shall be returned to the Club.

SECTION 1, EDITOR. The Editor shall be responsible for the creation and distribution of the Club newsletter and the Club roster. The Editor in collaboration with the Treasurer and Membership Chairman, shall keep an up-to-date roster of all Club members in good standing. Annually the Club roster shall be published and made available to the membership.

SECTION 2, WEBMASTER. The Webmaster shall be responsible for maintaining the Club website.

SECTION 3, MEMBERSHIP. The Membership Chairman shall handle applications of prospective members and present prospective and new members to the membership at General Meetings. The Membership Chairman in collaboration with the Treasurer and Newsletter Editor shall keep an up-to-date roster of all Club members in good standing.

ARTICLE VIII INSURANCE

SECTION 1, MEMBER AUTOMOBILE INSURANCE. Each member, at his or her own expense, shall have appropriate automobile insurance on any vehicle driven to, or on, Club functions with liability provisions that meet, or exceed, the minimum limits of the state in which the vehicle is registered.

ARTICLE IX INDEMNIFICATION

Indemnification under these Bylaws shall be as provided for by Nonprofit Mutual Benefit Corporation laws of the State of California.

ARTICLE X FISCAL YEAR

The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI AMENDMENTS TO BYLAW

These By Laws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Board of Directors. These changes shall be communicated to the membership at least 10 days prior to the next General Meeting, and ratified by a two-thirds vote of the members present at any General Meeting. This communication may be announced in the club newsletter or distributed by electronic communication.

**ARTICLE XII
CLUB AFFILIATIONS**

The Club shall retain affiliations with the Model A Ford Club of America Inc. and with the Model A Restorers Club Inc. It may also affiliate with other organizations with similar goals and purposes, by resolution of the Board of Directors and ratification of two-thirds vote of the general membership.

**ARTICLE XII
ORDER OF BUSINESS**

Roberts Rules of Order shall govern the proceedings at all General Meetings of this Club.

Revised April 11, 2014