

The Central Virginia Mustang Club

By-laws

ARTICLE I: PURPOSE AND CLASSIFICATION

SECTION 1

The general purpose of the Central Virginia Mustang Club as an incorporated, non-profit society and here after called the Club, shall be to promote the safe and enjoyable use of all Mustangs, Fords, and Ford powered vehicles and to serve as a regional source of information concerning these motor vehicles for the benefit of its members as well as the general public.

SECTION 2

In order to facilitate the general purposes, Club automobiles shall be classified as Mustangs and Fords. This classification shall include any vehicle utilizing a Mustang chassis manufactured by the Ford Motor Company, and incorporating a body, which was of unique design, outstanding features, or custom styling.

SECTION 3

The word AUTHENTIC will be defined for the purpose of clarification as being the proper description of a genuine standard production vehicle in that it must be of the same chassis, body, upholstery, color, and engine year of the vehicle's production.

ARTICLE II: CORPORATE SEAL AND OFFICIAL EMBLEM

SECTION 1

The Club shall have a common seal consisting of a White Pony Outline inside a Blue Oval, with the initials CVMC in Red on top of the oval and Central Virginia Mustang Club in Red on the bottom of the oval.

The common Corporate Seal may be modified in other colors for use on merchandise, including but not limited to t-shirts, stickers, stationery, etc., as approved by the President and two other members of the Board of Directors.

- A. The official Club emblem may be used and displayed by any member in good standing of the Club.
- B. The official emblem is the property of the Club.

ARTICLE III: PERSONAL LIABILITY

SECTION 1

Neither the members of the Club, the Board of Directors, nor the Officers, present or future, shall be held personally liable for any claim, damage, or debt against the Club or its members.

SECTION 2

No members of this nonprofit corporation shall have the right to individual proceeds of the assets or property.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1

There shall be a Board of Directors consisting of the Officers and four (4) Directors. Additional Directors may be elected for each twenty (20) Club members in excess of sixty (60) members at the discretion of the President. The President shall preside as Chairman of the Board of Directors. The immediate Past President shall serve on the Board of Directors in an advisory capacity. Additional vacancies to the Board of Directors shall be announced one (1) one meeting prior to the election. The President, with the Board of Director's approval, may appoint "honorary directors".

SECTION 2

To maintain the continuity of Club business, the term of office of the Directors shall be two years each, half the Directors shall be elected in the even year, and half shall be elected in the odd year. Directors will be added as necessary.

SECTION 3

Board Directors meetings shall be held quarterly and be open to all officers, Directors, and committee Chairpersons as well as preceding president and members. Only Officers and Directors can vote.

SECTION 4

If a Director cannot fulfill his or her term, then the next candidate who received the most votes for Director from the last election will be asked to assume the vacated office. If the candidate does not accept then the next in line will be asked and so on until all candidates have been asked. If no one accepts or there is no one available, the President will then appoint someone to assume the vacated office of Director for the remainder of the term.

ARTICLE V: OFFICERS

SECTION 1

The elected officers of this club shall consist of President, Vice President, Treasurer, Secretary, National Mustang Club of America Director, and Membership Director; a nominee for an elective office shall be a paid, active Central Virginia Mustang Club and Mustang Club of America member. Officers shall not be eligible to hold more than one (1) of the above offices at any one time. No two (2) members of an immediate family and or household may simultaneously hold the offices of President or Treasurer.

SECTION 2

The elections take place in December, with officers to take office in January. Nominating Committee will be appointed by the President.

SECTION 3

The officers shall serve a two (2) year term.

SECTION 4

In the event of the death or incapacitation of the President, the succession to the Presidency shall be to the Vice-President, then Treasurer, and then the Secretary, to serve out the existing term.

SECTION 5

In the event that any Officer resigns or is unable/unwilling to perform the duties of the position, the President/Acting President must notify the membership via email or phone that the position is open for nominations. From those nominations, the membership will vote to name a replacement at the next general meeting of the CVMC membership.

ARTICLE VI: DUTIES OF OFFICERS

SECTION 1

Duties of the President shall include but not be limited to:

- A. To preside over all official meetings, Club business and Club sponsored events.
- B. To be the chief spokesman of the Club.
- C. To enforce the By-laws.
- D. To cast the deciding vote in the event of a tie.
- E. To place the President's signature in conjunction with the Secretary's signature on all official documents that are adopted by the Club.
- F. To appoint all committees.
- G. To act as Ex-Officio Member of all committees with the exception of the Nomination Committee.

SECTION 2

Duties of the Vice President shall include but not be limited to:

- A. To assume the duties of the President in his or her absence and attend business and Board of Directors meetings.
- B. To perform in such a capacity as directed by the President.
- C. To serve as Co-Chairman of the Membership Committee.
- D. To keep accurate records of the current membership.
- E. To keep an accurate and up-to-date listing of all members and their mailing addresses.

SECTION 3

Duties of the Treasurer shall include but not be limited to:

- A. To collect all dues and any other Club monies.
- B. To pay bills in a timely manner.
- C. To prepare a monthly report of the status of all accounts and funds of the Club, showing all financial business for that month. Report to be delivered on the first meeting of the following month orally to the membership, and written copy furnished to the Secretary to be entered with the minutes.
- D. To deposit funds in safe keeping as directed by the Board of Directors. The withdrawal of any or all funds shall require the signature of the Treasurer or President.
- E. To prepare books to be audited whenever a new Treasurer is elected and present findings to the Club at the next regular business meeting.
- F. To attend the Board of Directors and business meetings.
- G. To coordinate with the Secretary for renewal of corporation papers thirty (30) days prior to the due date.
- H. To assume Chairmanship of the Membership Committee.

- I. To keep accurate records of current membership.
- J. To keep an accurate and up to date listing of all members and their mailing addresses.

SECTION 4

Duties of the Secretary shall include but not be limited to:

- A. To record minutes of the Business and Board of Directors meetings.
- B. To handle and maintain all correspondence deemed necessary by the President.
- C. To act as custodian of all official records.
- D. The Secretary's signature in conjunction with the President signature shall appear on all official documents that are adopted by the Club.
- E. To attend the Business and Board of Directors meetings.
- F. To coordinate with the Treasurer for renewal of Corporation papers thirty (30) days prior to the due date.

SECTION 5

Duties of the MCA Regional Director shall include but not be limited to:

- A. To act as liaison between the Central Virginia Mustang Club, Inc. and the Mustang Club of America, and local auto clubs.
- B. To submit a monthly report to the National Club outlining the Clubs activities.
- C. To act as the representative for the Club at MCA National meetings.
- D. To keep and maintain all correspondence, reports to the Club minutes and financial statements from the National Club.
- E. Ensure that all CVMC officers, including MCA Regional Director, are MCA members.
- F. Submit the following to MCA Headquarters:
 - Any changes to CVMC's officers by March 31st annually
 - A complete club roster as of December 31, of each year, listing CVMC member's name and membership number.
 - A list of CVMC members that are also MCA members along with their MCA number.
- G. To attend the Central Virginia Mustang Club Business and Board of Directors meetings.
- H. To maintain all membership cards, decals etc. pertaining to the National Club.

SECTION 6

Duties of the Membership Director shall include but not be limited to:

- A. Chairman of Membership Committee.
- B. Recruitment and retention of club membership.
- C. Maintain accurate records of current membership.
- D. Set goal to increase membership from year to year.

SECTION 7

Duties of the Board of Directors shall include but not be limited to:

- A. Serving as the advisory body of the organization and attend Business and Board of Directors meetings.

ARTICLE VII: PROCEDURES

SECTION 1

All business meetings shall be conducted in conjunction with the agenda prepared by the President. Robert's Rules of Order shall be followed at all meetings, secondary to these By-laws.

SECTION 2

Any contingency not specifically covered by these By-laws shall be interpreted and acted upon by Board of Directors, at a specially called meeting. Action by Board shall be reported to the membership at the next business meeting.

SECTION 3

In the event the Central Virginia Mustang Club, Inc. disbanding, all monies on hand shall be donated to a local charity as voted by the Board of Directors.

SECTION 4

Special meetings may be called by the President when it is the opinion of the President that said problems merit such, or upon the written request of at least twenty-five (25) percent of members in good standing.

SECTION 5

Twenty-five (25) percent of the members shall constitute a Quorum and shall be required to conduct a business meeting.

SECTION 6

To protect the integrity of the Club's established partnerships and major sponsors, no member, director, or officer shall solicit funds, donations, or sponsorships on behalf of the club without the express written permission (documented email chain or signed letter clearly outlining scope, amount, and purpose of the permitted solicitation) from a designated authority. For all general club operations, equipment, or non-specific events, written permission must be granted by the club President. For all sanctioned club shows or exhibitions, written permission must be granted by either the club President or the Show Chairman. If failure to adhere to this protocol results in jeopardizing or terminating a club partnership or major sponsor, the Board of Directors will conduct a review which may include removal or denial of membership for just cause.

ARTICLE VIII: MEMBERSHIP

SECTION 1

There shall be three classes of members of this Club as follows:

- A. **ACTIVE MEMBER** - any paid person interested in promoting the purpose of this Club. Active members are entitled to all Club privileges, including the right to vote.
- B. **CHARTER MEMBER** - person who became affiliated with this Club on or before April 3, 1985 and has retained their membership in good standing.
- C. **HONORARY LIFETIME MEMBER** - any member so deemed by the President and the Board of Directors.

SECTION 2

Membership shall not be denied anyone bases upon race, creed, sex or national origin.

SECTION 3

Dues shall be paid upon entry into the Club and then January 1st of each year at a rate to be determined annually by the Board of Directors, per member (which includes voting family member of household age 16 and over as decided by the paying member for the current membership year). Members more than (90) days delinquent in their dues will be automatically dropped from membership in the Club.

SECTION 4

The Board of Directors reserves the right to remove or deny membership for just cause.

SECTION 5

Any member who has been a member of the Central Virginia Mustang Club for twenty or more consecutive years will be exempt from paying dues.

ARTICLE IX: DISBURSEMENT OF ALL CLUB FUNDS

SECTION 1

The President may authorize expenditures up to Five Hundred Dollars (\$500.00).

SECTION 2

Expenditures up One Thousand Dollars (\$1000.00) may be authorized with the approval of the Board of Directors.

SECTION 3

Expenditures over One Thousand Dollars (\$1000.00) must go before the Membership with 51% approval of the members present.

SECTION 4

All contributions and donations to be made must be brought to the membership for a vote.

ARTICLE X: MEETINGS

SECTION 1

The Club shall meet on the first Wednesday of each month at 7:30 P.M. for a business meeting unless otherwise specified.

SECTION 2

Any change of meeting time or place shall be made known to the membership by the Secretary.

ARTICLE XI: VOTING

SECTION 1

Majority of the membership in attendance (51%) shall be required to pass a motion.

SECTION 2

The President shall have no vote at a general business meeting except in the case of a tie situation.

SECTION 3

Voting shall be show of hands and accurate count to be taken by the Secretary, if necessary.

SECTION 4

Voting shall be by active members and their spouses or one (1) other family members in the household age 16 or over in good standing.

SECTION 5

Members shall have the right of absentee voting by email or in writing if the ballot is in a sealed envelope with the subject matter printed on the exterior of the envelope and signed by the absentee member. Such absentee ballot shall be opened and counted at the time of voting.

SECTION 6

All Election absentee ballots must be received by the first Wednesday in December in order to be counted. Ballots received after this day will be void and not counted.

ARTICLE XII: AMENDMENTS

SECTION 1

Any proposed amendments shall be posted in the Newsletter prior to the meeting at which time the said amendments shall be voted on.

SECTION 2

Two - thirds (2/3) of the voting members present will be required to carry an amendment, providing amendment is in accordance with latest existing By-laws.

SECTION 3

Upon the adoption of an amendment, the Secretary will furnish each member with a copy of the amendment and it is the responsibility of each member to see that the amendment is placed in the proper location of their existing By-laws.

SECTION 4

By-laws shall be brought up for review each year. Review and discussion may be done at any of the quarterly Directors meeting.

ARTICLE XIII: COMMITTEES

SECTION 1

All members in good standing are eligible for committees. Committee Chairmen shall be appointed by the president and act as the committee spokesman.

SECTION 2

The following committees shall be appointed when necessary.

- A. Social Activities
- B. Cruises
- C. Parades
- D. Publicity & Sponsors
- E. Newsletter
- F. Judging
- G. Awards & Trophies
- H. Door Prizes
- I. Club Merchandise
- J. Website
- K. Community Service

SECTION 3

Other committees may be appointed, as the President deems necessary. The Auditing Committee shall be appointed prior to a new Treasurer taking office. The Nominations Committee shall be appointed in October.

ARTICLE XIV

INDEMNITY OF OFFICERS, DIRECTORS AND OTHER PERSONS

SECTION 1

Limitation on Liability. To the fullest extent that the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers, a director or officer of the Board shall not be liable for monetary damages unless such director or officer shall have been found to have engaged in willful misconduct, a knowing violation of criminal law or a knowing violation of state or federal securities laws. Any amendment to or repeal of this Article XIV shall not adversely affect any right or protection of a director or officer of the Board for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

SECTION 2

Indemnification. To the full extent permitted and in the manner prescribed by the Virginia Non-Stock Corporation Act and any other applicable law, the Board shall indemnify any director or officer of the Board who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Board as a director, officer, employee or agent of another corporation or other enterprise.

SECTION 3

Application. The provisions of this Article XIV shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

SECTION 4

References. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

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