

Mustang Car Club of New England, Inc.

"Preservation of the breed"

MEETING OF THE BOARD OF DIRECTORS AND OFFICERS MUSTANG CAR CLUB OF NEW ENGLAND

The March monthly meeting of the Board of Directors and Officers of the Mustang Car Club of New England was held on March 3, 2011 at which a quorum was present and acting throughout.

Upon motion duly made, and seconded, it was:

VOTED - By unanimous vote that the By-Laws of the Mustang Car Club of New England, as revised by the By-Laws Committee and submitted to the Board of Directors and Officers on February 3, 2011, be accepted as presented.

VOTED - That the effective date of the Revised By-Laws would be the date of adoption, March 3, 2011.

VOTED - By unanimous vote Paul Groppi was elected Chairman of the Board of Directors.

A true copy:

Attest:

Malcolm Keery, Secretary

**Revised Bylaws of the
Mustang Car Club of New England
Accepted March 3, 2011**

Article I. Name

- (1) The legal name of the Club shall be "Mustang Car Club of New England Inc."; a Domestic Non-Profit Corporation organized and registered in the State of Rhode Island.
- (2) The organization shall operate as a "Club" under the name: "Mustang Car Club of New England"; also known as and doing business as "MCCNE".

Article II. Object

- (1) The object of this club shall be to perpetuate the interest in the Ford Mustang from 1964 ½ to the present and preserve the history of this great American automobile.
- (2) This club is a non-profit organization. All monies raised or collected are reserved for the use of operating the Club's administration, newsletters, functions, and other activities. Excess funds may be donated only to bonified non-profit organizations or charities. No Club funds are to be used for personal gratification or gain.

Definitions

- (1) Member: An individual who has joined the club under provisions stipulated in Article III.
 - a. Member of Record: The person whose name is stated first in the Membership List.
 - b. Member in Good Standing: Annual Dues paid up to date and not in arrears.
- (2) Executive Officers: Consists of these four officers; President, Vice-President, Secretary and Treasurer.
- (3) Executive Committee: Consists of the four Executive Officers and the Chairperson of the Board of Directors.
- (4) Board of Directors: Consists of a maximum of nine Board Members that represent the membership of the club.
- (5) Executive Board: Consists of the Executive Officers and the Board of Directors collectively.

Article III. Members

- (1) Membership is open to any person at least sixteen years of age, licensed to drive and interested in the preservation and enjoyment of the Ford Mustang, safe motoring, group activities and attending Club meetings. (Mustang ownership is not required for membership.)
- (2) An individual membership pertains to the Member of Record, his/her Spouse and Children living in the same household or one Specified Companion. Those additional persons shall be known as "Associate Members".
 - (a) Associate Members shall have all the rights, privileges and benefits of membership, except voting for the Board of Directors, only as long as their sponsoring Member of Record remains in Good Standing.

- (3) An individual shall be declared a "Member in Good Standing" and attain all the rights, privileges and benefits of membership beginning on the first day of the month following the receipt of his/her written application and first year's dues. This date shall be known as the Membership's "Effective Date".
 - (a) Memberships are in effect for one year and are due for Renewal Annually on the Anniversary of the Membership's Effective Date.
- (4) Any membership can be revoked at any time under Article IX – (3).
- (5) Regardless of the reason for termination of membership, Annual Dues paid are non-refundable.
- (6) Individuals who serve in the Office of President for two or more consecutive terms and leave office under Honorable Conditions shall be awarded Lifetime Membership and be exempt from paying Annual Dues.

Article IV. Fees

- (1) The Executive Board shall set individual Annual Dues, payable on or before the Anniversary of the Membership's Effective Date.
- (2) Members shall be notified thirty days prior to the due date of their Annual Dues. Those whose dues are not paid on time shall be deemed "Not in Good Standing" and will lose all rights, privileges and benefits of membership until said dues are paid. Any member whose dues are over thirty days in arrears shall be dropped from membership in the club.
- (3) First Year's Dues and an Initiation Fee of Five Dollars, must accompany all new membership applications.
 - a. Initiation Fees may be waived for Special Promotional Reasons, on an individual basis, by a two-thirds vote of the Executive Board.
- (4) The Club's elected and appointed officers and directors are exempted from paying Annual Dues during their terms in office.

Article V. Elected Officers

- (1) The Executive Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer and shall be known collectively as the Executive Officers. A Board of Directors shall consist of a maximum of nine members. One Board of Directors member shall be selected as Chairperson of the Board by a majority vote of the Board of Directors, following each election. These officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Club. Their terms of office shall be two years or until their replacements are elected, with elections done as described in Article VI.
- (2) Only one Member or Associate Member from each Membership may hold an Elective Office at any one time.
 - (a) This requirement may be waived under special circumstances on an individual basis, if it is in the best interest of the Club, by a two-thirds vote of the Executive Board. However under no circumstances may there be more than two persons per Membership at any one time!
- (3) Requirements to run for and to hold the Club's elected offices:
 - (a) All must be "Members in Good Standing" for at least one year and be at least eighteen years of age at the time of their elections.
 - (b) All must be able and willing to attend regular and special meetings.

- i. As long as this Club is affiliated with the Mustang Club of America, our elected officers must also be M.C.A. members in good standing (M.C.A. Requirement for a Regional Club Charter) or agree to join immediately if elected to office.
 - ii. Current M.C.A. Dues for elected MCCNE officers may be reimbursed by the MCCNE if requested and proof of payment is provided.
 - (c) Executive Officer candidates must have served at least one term on the Board of Directors.
 - (d) Executive Officers and Board of Directors candidates must have attended at least 50% of regular meetings and 50% of club functions during the year prior to their elections.
 - (e) All must not miss over three regular meeting in a row, without an acceptable reason, or will be dismissed from office and revert to ordinary member status.
 - i. Acceptability of reasons will be determined by a two-thirds vote of the Executive Board.
 - (f) All must attend at least 50% of all regular meetings annually during his/her term or will be determined to be in violation of requirement (3) – (b) and will be dismissed from office and revert to ordinary member status.
 - (g) Requirements (3) – (b), (c), (d), (e) and/or (f) may be waived under special circumstances on an individual basis, if it is in the best interest of the Club, by a two-thirds vote of the Executive Board.
- (4) When an elected officer is removed from office for violation of Sections (3) – (b), (e) and/or (f), that member shall be ineligible to run for or hold any elective office.

Article VI. Nominations & Elections

- (1) Nominations for Board of Directors will be taken by written submission of fifty words or less on why you want to serve on the Board of Directors, to be received, by the Secretary, between October 1st and October 31st of each odd year beginning in 2011. Election will be done via voting ballots that will be mailed to all Members of Record by November 15th to be returned post marked by December 15th. All Members of Record in Good Standing are eligible to vote for the Board of Directors. Results of the election will be presented by the Secretary at the regular monthly meeting in January following the election.
- (2) Directors elected at the January meeting shall serve for two years or until their successors are elected, and their term of office shall begin at the close of said meeting.
 - a. In the event all nine Board of Directors positions are not filled, the open positions will be appointed by a majority vote of the Board of Directors.
- (3) Nominations for Executive Officers will be taken from the floor or by written submission received between December 1st and January 31st. Election by the current Board of Directors will be done by ballot at the Bi-Annual meeting in March, of the even years, beginning in 2012.
 - a. An Executive Office left un-filled may remain vacant until the next elections, or be combined with another office, except the Offices of President and Treasurer which may not be combined with each other.
- (4) Executive Officers elected at the Bi-Annual meeting shall serve for two years or until their successors are elected, and their term of office shall begin at the close of said meeting.

- (5) Qualified individuals may run for but not hold an Executive Office and a Board of Directors position at the same time. If elected to both offices one must be relinquished.
- (6) In the event of an unexpected, mid-term vacancy within the Executive Board, the open position will be appointed by a majority vote of the Board of Directors.
- (7) Area Directors, Function Coordinators, and necessary Committees shall be appointed as needed by a consensus of the Executive Committee.

Article VII. Meetings

- (1) Regular Membership Meetings shall be held on the first Thursday of each month year round unless otherwise ordered by the Board of Directors or the Executive Committee.
 - a. Those members present shall constitute a quorum of the membership for the transaction of regular business at regular meetings.
- (2) The regular meeting on the first Thursday in March of the even years shall be known as the Bi-Annual Meeting and shall be for the purpose of electing Executive Officers and other business that may arise.
- (3) Executive Board meetings shall be held in conjunction with all regular monthly membership meetings when necessary. Also a closed Annual Executive Board Meeting shall be held in May of each year.
- (4) Club Officers may call special meetings for specific reasons.
- (5) At a regular meeting if a request for vote is put to the floor and one of the Executive Officers or Board of Directors feel in the best interest of the club, may call for the issue to be tabled and sent to a special closed Executive Board meeting.
- (6) At a closed Executive Board meeting, a minimum of the President, two other Executive Officers, and six Board of Directors members will constitute minimum a quorum.
 - a. Executive Board members not physically present but in two-way communication by electronic or other means (i.e. speaker phone, computer internet link, etc.) shall be considered in attendance and counted for the quorum. This situation shall be noted in the meeting minutes.
 - b. Vote by proxy will be allowed if the Executive Officer or Board of Directors member sends in the filled out and signed proxy form to any of the Executive Officers prior to the regular or special Executive Board meeting.
 - c. Presidential veto powers may be invoked if only the minimum quorum is in attendance and the final vote is less than 100%. This veto power must only be used under extreme situations, and if invoked a new meeting must be called to have 100% of the Executive Board in attendance. That vote can override the presidential veto by a two thirds vote.

Article VIII. Executive Board

- (1) The Executive Officers of the Club, and its' Board of Directors, shall constitute the Executive Board.
- (2) The Executive Board shall have general supervision of the affairs of the Club between business meetings, fix the time and place meetings, make recommendations to the membership, and shall perform other such duties as are

specified in the bylaws. The Executive Board shall be subject to the orders of the membership and none of its acts shall conflict with action taken by the Club.

Article IX. Rules & Regulations

- (1) All Club Members must obey the Laws and Regulations of all Federal, State and Local Governments.
- (2) While on Club functions, the duly appointed Coordinator of that function shall be in complete charge while in his/her familiar territory.
- (3) Any member who does not conduct himself/herself in a proper manner or abide by the Clubs Rules and Regulations may be expelled from the Club, upon recommendation of the Executive Board by a two-thirds vote at any Executive Board meeting.
 - a. The member in question must be notified at least two weeks prior to the meeting at which this action is to be considered.
- (4) It is required upon expulsion from the Club that the ex-member loses all rights, privileges and benefits set forth on him/her upon admittance into the Club. The ex-member's Membership Card will no longer be honored and he/she shall be banned from rejoining the club as a Member or Associate Member.

Article X. Parliamentary Authority

- (1) The rules contained in the current addition of the Scott, Foresman, "Robert's Rules of Order Newly Revised" shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

Article XI. Amendments

- (1) These bylaws may be amended at any meeting of the Executive Board by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

Passed on the first polling of the entire Executive Board, by unanimous voice and proxy votes, at the regular Monthly Membership Meeting on March 3, 2011.

Signed and Accepted by:

Jim Silverman, 3/03/2011
President MCCNE