

## MID-FLORIDA MUSTANG CLUB BYLAWS

AMENDED AS OF May 27, 2021

### **ARTICLE 1. Name**

The name of the Club is the Mid-Florida Mustang Club, Inc., herein after referred to as the MFMC or the Club. Club shall operate as a 501c 7 Non-Profit Corporation and shall maintain this status according to IRS requirements/regulations.

### **ARTICLE 2. Purpose and Objectives**

Section 1. The purpose of the Mid-Florida Mustang Club is to provide non-profit recreation for the club members, centered around the Ford Mustang (all years) and all other Ford powered vehicles.

Section 2. To promote interest in the acquisition, restoration, maintenance, preservation and recreational enjoyment of the Ford Mustang automobile.

Section 3. To create good fellowship and sportsmanship among all members of the Mid-Florida Mustang Club.

Section 4. Members and their guests will conduct themselves at all Club functions including but not limited to meetings, shows, events, cruises in a fashion befitting good taste and etiquette.

### **ARTICLE 3. Management of the Club**

Section 1. The powers of the club shall be exercised and its properties controlled by an elected executive committee consisting of the following officers:

- President
- Vice President
- Secretary
- Treasurer
- Communications Director

In addition to the elected officers, there shall also be an elected Board of Directors.

The Board of Directors shall have a minimum of five (5) members and a maximum of seven [7] members. The Board will decide on the number of Board positions for the upcoming year prior to the election process. The newly elected/returning Board members will assume its responsibilities starting on January 1 of each year.

The management of the club shall be decided by a majority vote of the four (4) club officers and the members of the Board of Directors. In the event of a tie vote the membership shall decide all issues by vote at the general meeting.

**A)** A Board majority vote of 50%+1 will carry all motions.

**B)** In order for the board vote to be binding, a quorum of 50%+1 must be present (virtual or physical) or when the addition of proxy votes results in a majority.

**C)** Any officer or Board member in good standing who may be unable to attend a meeting may delegate their voting right to another member after written notification [ email, phone text, written note, etc] to all members or to the President. Members can designate the proxy as a “blanket proxy” covering all matters to be voted upon or designate a specific vote on a specific issue. No more than two proxy votes will be permitted for any one meeting. A member may not use the proxy more than three [3] times in the calendar year.

**D)** Standing Committees – There should be five permanent standing committees –

1. Membership [membership marketing / member rooster maintenance]
2. MFMC Sponsored shows- act as chairman for the two major shows, the Roundup and the Fall Charity show.
3. Auto Events – Coordinate/ originate all events, except the two sponsored shows [ cruises, other club car shows, driving events, etc]
4. Social events – non- automotive themed events, [ Christmas Party, monthly breakfasts, etc]
5. Member meeting programs – guest speakers, themed meetings, door prizes, etc]

The above committees would be written into the by-laws and each board member would oversee one subcommittee. If the chairperson deems that this task is too large for one person to accomplish, that person then reserves the right to recruited other

individuals to assist in this committee. Ultimately that chairperson is still answerable to the board with monthly updates as needed. A member of the MFMC in good standing can also serve as a committee chairman reporting to the board of directors. The above committees can be split and assigned to individuals as seen fit by the President or Board of Directors.

#### **ARTICLE 4. Bylaws**

Section 1. The Bylaws shall be binding on all club members.

Section 2. Use of The Club's name, logo, or other club material for private use of gain is prohibited.

#### **ARTICLE 5. Dissolution of the Club**

Section 1. In the event of dissolution of the club, all club assets shall be equally divided among the club members who are identified as having current paid membership and have been members for two (2) consecutive years.

#### **ARTICLE 6. Club Membership and Dues**

Section 1. Persons of good character, interested in the Ford Mustang, are eligible for club membership. Members are encouraged to own a Ford Mustang of any year, make or model. However, Mustang ownership is not a requirement. Enthusiasm is.

Section 2. Club membership may be granted upon payment of the annual dues. The amount of annual dues shall be determined by the Club Officers and the Board of Directors on an annual basis.

Section 3. Club dues are due as of the first membership meeting in January of each year.

Section 4. Failure to pay annual dues by the first membership meeting in February of each year may result in the automatic removal from the club roster.

Section 5. Each club membership extends all club rights and privileges to the member's immediate family.

Section 6. The membership of the club reserves the right to expel any member whom is found to be detrimental to the welfare of the club. A majority of the Board is required for the expulsion of a member.

Section 7. Club will pay annual club dues and MCA dues for all Officers and annual club dues for all Board of Director members.

#### **ARTICLE 7. Club Meetings**

Section 1. General membership meetings of the club will be held once a month at a place, date and time to be determined by the club.

Section 2. In addition to the general membership meetings, the Club Officers and the Board of Directors shall meet once a month at a place, date and time to be determined by the Board.

Section 3. The monthly Board of Directors meeting is open to all club members wishing to attend. Only the Club Officers and the Board of Directors have voting powers at this meeting.

Section 4. Parliamentary procedures and bylaws shall be in effect at all meetings.

Section 5. Special Board of Directors or membership meetings may be called by the President or a majority of the Board, with prior notification, at any time where Club business is required.

#### **ARTICLE 8. Elections**

Section 1. All nominees for any club office and Board of Directors shall be an active club member in good standing.

Section 2. The Treasurer will announce at the August Board meeting the number of Board of Director positions that need to be filled for the next year. A nominating committee for each annual club election shall be established by the management of the club at the August Board meeting .

Nominations for elected positions will be accepted from both the nominating committee and from the floor at the September monthly club meeting.

Section 3. Club elections shall be held annually during the October monthly meeting. There shall be no additional nominations accepted at this meeting.

Section 4. The newly elected Club Officers and Board of Directors shall take office at the applicable December meeting.

Section 5. All elected officers and directors must remain a member in good standing and maintain their club membership, during their term of office. The club will pay the annual membership dues to the Mustang Club of America for the members filling the officer positions of the club

Section 6. All voting shall be by secret ballot unless otherwise ruled upon and directed by the membership of the club.

Section 7. Election of club officers and directors shall be decided by a majority vote of all club members present and in good standing.

Section 8. After ballots are counted, the results will be tabulated and reported to the membership. A motion will be made to accept the election results.

#### **ARTICLE 9. Elected Terms and Responsibilities**

Section 1. The Club Officers shall serve twelve (12) month terms.

Section 2. The Board of Director positions shall consist of a minimum of five (5) members at large.

Section 3. Board of Directors shall serve two (2) year terms. However, one half of the total Board of Directors shall be elected on an annual basis.

Section 4. Any club position being vacated prior to the end of a designated term, shall be filled in order to complete the vacated term. The club management shall nominate candidates and elect a replacement to fill the vacated term. Election shall be accomplished by a simple majority vote of the Board of Directors and Club Officers present. The President shall offer the vacated position to the selected candidate. Upon acceptance of the position, the new incumbent shall complete the unfinished term of the position. The name, position and term of the new position shall be announced at the next regularly scheduled meeting of the Mid-Florida Mustang Club and in the next written communication.

Section 5. The responsibilities of the Club Officers shall be as follows:

President: Preside over regularly scheduled membership and Board of Director meetings. The President shall regulate club discussion and have final authority over items not covered by club mandate.

Vice President: To assist the President in club matters and preside over club activities in the absence of the President.

Secretary: To record the minutes and maintain a record of all general membership and Board of Director meetings and to accomplish any correspondence required by the club as needed.

Treasurer: The Treasurer shall be responsible for the collection and accounting of all club assets. The Treasurer shall report the financial status of the club at each monthly meeting of both the general membership and Board of Directors. The Treasurer shall cooperate and assist in an annual audit of all club finances. The Treasurer shall be responsible for maintaining a special club bank account in the club's name for the deposit and approved disbursement of all club monies. Access to the club bank account shall require the approval or signatures of two (2) of the club's current officers. The Treasurer shall have authority to make payments up to \$100 without prior board approval but shall report all such expenditures, and provide evident of expenditures, at the next board meeting.

Communications Director: To be responsible for all communications between the club and it's members and the general public via appropriate club approved media.

Board of Directors: Shall have the responsibility of advising and guiding the officers of the club in the establishment of club rules, activities, and events. They shall also vote on matters brought before the management.

MCA Regional Director: The MCA Regional Director shall be selected by the currently elected Board of Directors. The MCA Regional Director shall be the primary contact with the Mustang Club of America (MCA) and the regional directors of other regions. Shall review MCA Board meetings and report all MCA

activities to the MFMC. Shall inform the MCA of MFMC activities that are pertinent to the MCA. Shall transmit any concerns of any MFMC individual to the MCA. The MCA Regional Director shall utilize the MFMC mailing address.

**ARTICLE 10. Dismissal From Elected Office**

Section 1. Failure to attend two (2) or more consecutive Board Meetings may be considered grounds for dismissal from elected club office. This applies to elected club officials & Board of Directors.

Section 2. Dismissal of an elected official or Board of Directors member requires a 2/3's vote of the club officers and Board members.

Section 3. Replacement of dismissed or resigned officials will follow established club election procedures per Article 9, Section 4.

**ARTICLE 11. Required Club Records**

Section 1. The club shall be required to maintain complete listing of all the clubs physical properties and financial records of the club assets.

Section 2. The club shall be required to maintain a complete listing of all current club members.

Section 3. The club shall be required to maintain minutes of the Membership and Board of Director meetings.

Section 4. All passwords utilized by any club member that is required to access any on-line site for any purpose must change the access passwords no later than January 15th of each year or within two weeks of not being required to use the password.

Evidence of the changed passwords must be reported to the Board at the January Board meeting

**ARTICLE 12. Amendments to Current Bylaws**

Section 1. Any by-law of the Mid-Florida Mustang Club may be amended by adopted procedures, here-in.

Section 2. Any proposed amendment or addition to the MFMC bylaws shall be brought before the general membership of the club at a regularly scheduled club

meeting.

Section 3. Any proposed amendment or addition to the MFMC bylaws shall require a majority vote of 50%+1 of the club members present at the club meeting.

Section 4. Bylaws shall undergo an annual review by appointed committee, ratified (if needed) by the Board of Directors and Officers and presented to the membership. The Membership shall vote to approve the bylaws at the following membership meeting.

**ARTICLE 13. Voting / Club Issues**

Section 1. Issues coming before the board for action shall be voted upon by MFMC officers and the Board of directors.

Section 2. Issues coming before the general membership for action shall be voted upon by a show of hands and decided by the majority (50%+1) of those voting.

Section 3. For the purposes of this document, 50%+1 shall constitute a majority.

Section 4. All dues paying current members in good standing shall have equal voting rights. Each one (1) paid family membership will receive a maximum of two (2) votes per qualified member and spouse present.