

# NORTHSHORE MUSTANG CLUB BY-LAWS

## ARTICLE I – NAME AND PURPOSE

### Section 1. Name:

This Regional Group of the Mustang Club of America (MCA) shall be known as the "Northshore Mustang Club" - hereafter referred to as NMC.

### Section 2: Purpose

The purpose of NMC shall be to supplement the activities of the Mustang Club of America, whose bylaws are herein adopted as they pertain to Regional Groups, provide mutual enjoyment for its members, and serve and promote fellowship among those interested in the history and memorabilia of the Ford Mustang and Ford powered vehicles,

### Section 3. Non-profit organization:

NMC is established as a non-profit (501 c) organization governed by these bylaws, and, as such, NMC donates to various charitable organizations.

## ARTICLE II – BOARD OF DIRECTORS

The NMC Board of Directors shall consist of two separate groups as outlined in sections 1 and 2 below:

1. Executive Board and Officers, and
2. Board Members at Large:

### Section 1: Executive Board and Officers

- A. **The Executive Board** shall consist of the five (5) elected, voting Executive Officers of the Northshore Mustang Club enumerated below in **Subsection C. Executive Board Officer Positions**, in order of hierarchy, whose duties and responsibilities are outlined in Section 7 below.
- B. NMC founders, AJ Hankel and Charlie Mizell will hold non-transferrable lifetime voting positions as Executive Officers. Their membership on the Executive Board shall expire at the end of their individual natural lives, so long as they remain members-in-good-standing of the NMC.
- C. Executive Board Officer Positions
  - i. **President**
  - ii. **Vice President**
  - iii. **Secretary**
  - iv. **Treasurer**
  - v. **MCA Representative.**

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## **Election/Appointment, Terms of Office, and Qualifications of Executive Officers:**

- a. Executive Officers shall serve a term of two (2) consecutive years. Executive Officers can be re-elected to the same position for unlimited additional terms upon expiration of a term in office.
- b. Executive Officers shall be elected by a majority vote of all club members in good standing, present at the November monthly NMC general membership meeting in the given election year.
- c. Executive Officers shall, generally hold no more than one elected office. However, should the Board of Directors decide to pursue a variance to this rule, then due diligence must be completed to ensure that there will not be any conflict of interest between Executive Officer's duties. In case of an Executive Office vacancy, See Section 3: Vacancies, Subsection B.
- d. Executive Officers' terms and elections are enumerated in Article II, Section 2.
- e. Members of the same family cannot hold separate Executive Officer positions simultaneously, even if they are separate members in good standing of the NMC.
- f. Executive Officers can be removed from their position if they are found to be not-in-good-standing or for other causes as deemed appropriate by majority vote of all Executive Officers, excluding the vote of the Executive Officer being considered for removal.

## **Section 2: Board Members at Large**

- A. Board members at large shall consist of five (5) voting members-in-good-standing of the Northshore Mustang Club, to be appointed to the office as indicated below.
- B. In addition, the immediate past President will also hold a seat as a voting Member at Large for a term of at least one (1) year.

### **Appointment and Terms of Office of Board Members at Large:**

- A. Board Members at Large shall be appointed by majority vote of the Executive Officers of the Board of Directors.
- B. Board Members at Large shall serve a term of one (1) year. Board Members at large can be re-appointed to unlimited consecutive or non-consecutive terms, at the discretion of the Executive Officers.

## **Section 3: Vacancies and Removals:**

- A. Executive Officer vacancies, for any cause, shall be filled by a majority vote of the membership at any regular club meeting.
- B. A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any Board member, or if the authorized number of Directors be increased by amendment of these Bylaws. Should an Elected or Appointed Board Member's position be, or become, vacant for any reason, a majority of the Board of Directors shall appoint an organization member in good standing, including a current Executive Officer or Member at Large, to serve the remainder of that term or until an election can be held by all Club Members present at a general meeting.
- C. Any Board Member can be removed from office, at any time, by a majority vote of members in good standing at a regular club meeting, and for any cause deemed reasonable by majority vote of the Executive Board.

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## Section 4: Board of Directors' Meetings

- A. The entire Board of Directors shall meet regularly, at a location set by the President, and agreed upon by majority vote of the Executive Officers, or at any other time as deemed necessary by the President to properly conduct NMC business. The President has the sole discretion of cancelling a scheduled meeting of the Board of Directors, for any cause, subject to overrule of the President's decision to cancel, by majority vote of the remaining Executive Board Executive Officers.
- B. Meetings may be called in-person or via electronic means. Members of the Board of Directors must attend all meetings that they are reasonably able to attend, in-person or via electronic means. Failure to attend 3 or more consecutive, regularly scheduled meetings shall be considered cause for consideration of removal from the Board of Directors or Executive Office.

## Section 6: Executive Officers Roles, Duties and Responsibilities

- A. Executive Officers shall have the authority to proceed in any manner as deemed, in their good judgment, to serve the best interest of the Northshore Mustang Club upon advice and counsel of the Board Members at Large.
- B. Those decisions made by a majority vote of the Executive Officers may then be presented to the club membership for a vote and final decision, at the discretion of a majority vote of all Executive Officers.
- C. It is necessary to have a quorum of Executive Officers present (in-person or by electronic means) for voting decisions to be valid.

## Section 7: Executive Officers' Roles, Duties and Responsibilities:

### President:

- A. Presides over all NMC business meetings, at all meetings of the Board of Directors, and at all general membership meetings.
- B. Appoints all standing and special committees not otherwise provided for.
- C. Is responsible for the daily activities and running of club business in accordance with these bylaws.
- D. Sets Board of Directors and general membership meeting dates upon approval, by vote, of a majority of all Executive Board Members, providing a quorum of Executive Board members exists.
- E. Can call special meetings at any time and place deemed appropriate by the President and reasonable for attendance of a majority of club members in good standing.
- F. Sets annual dues amounts and due dates, by virtue of a quorum majority vote of the Executive Officers.
- G. Shall be co-guardian of all NMC accounts where money, goods, property (real or personal) is held. Shall be granted access to view all accounts where such money, goods, or property is held.
- H. In the event any officer is unable to fulfill their roles, duties and responsibilities for any reason, the President shall be deemed vested in carrying out said roles, duties, and responsibilities afforded that office until a new officer can be installed into that position in accordance with these by-laws, as necessary to maintain proper running of the club.

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## **Vice President:**

- A. Assists the President in all club business and is vested with powers, duties, and responsibilities of the President when the President is not present or has so designated or delegated certain powers, duties, and responsibilities to the Vice President.
- B. Is responsible for forming event committees and assigning specific event duties to Board Members at Large or to general members in good standing.
- C. Is responsible for ensuring all designated or delegated duties are faithfully carried out in a timely manner.
- D. Shall be co-guardian of all NMC accounts where money, goods, property (real or personal) is held. Shall be granted access to view all accounts where such money, goods, or property is held.

## **Secretary**

- A. Keeps and maintains records (Meeting Minutes) of all actions taken at all general membership and Board of Directors' meetings. The Secretary or Designated Agent shall keep the name of each member of the organization on a roll which shall be part of the organization's books or records.
- B. Keeps and maintains an active roll of all active members' names and other information deemed appropriate for identification by majority vote of the Board of Directors. Such rolls shall be part of the organization's books or records.
- C. Is responsible for ensuring all records of NMC events are properly maintained.
- D. Shall be co-guardian of all NMC accounts where money, goods, property (real or personal) is held. Shall be granted access to view all accounts where such money, goods, or property is held.

## **Treasurer**

- A. Is responsible for all club financial transactions.
- B. Keeps and maintains records of all monies collected and disbursed during the normal course of club actions. Provides updated records showing previous balances, funds collected and expenses paid at regular Board Meetings. Maintains receipts and/or other records as appropriate to indicate the necessity of any expenditure or receipts.
- C. Makes available for audit, all records of said collections and disbursements transactions as requested by a quorum majority of Executive Officers.
- D. Shall be co-guardian of all NMC accounts where money, goods, property (real or personal) is held. Shall be granted access to view all accounts where such money, goods, or property is held.

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## **MCA Representative**

- A. Is the official liaison between the NMC and the MCA.
- B. Is responsible for keeping all members apprised of upcoming MCA news, events, and offerings.
- C. Reports upcoming MCA events, dates, and places for the upcoming rolling year to all members at every membership meeting.
  - i. This can be done verbally, by personally demonstrating where to find the information on the MCA website, or by distributing a list of all said events, with all pertinent information to all members at a general membership meeting or via electronic means.
- D. Attends MCA Regional Board meetings, as appropriate to maintain club status with the MCA, or delegates attendance to such meetings to any NMC member in good standing.
- E. Reports actions taken at the most recent Regional Board meeting to all members at the next general membership meeting following a Regional Board Meeting.
- F. Ensures all club events are properly insured by the MCA or other comparable liability insurance which provides coverage for such events.
- G. Notifies the MCA of any announcements and/or activities of the NMC for publication by the MCA at the discretion of the MCA National Director.
- H. Shall provide the MCA with names and addresses of all NMC Executive Officers by end of January of any given year.
- I. Shall be co-guardian of all NMC accounts where money, goods, property (real or personal) is held. Shall be granted access to view all accounts where such money, goods, or property is held.

## **Section 8: Board Members at Large**

- A. Serve as counsel to the Executive Offices.
- B. Can be called upon to vote on any NMC business as deemed necessary by the President, or a quorum majority vote of Executive Officers.
- C. Serve as leads of any special committees as created by the Board of Directors and assigned by the President or Vice-President.

To properly conduct NMC club business by vote, a quorum of Executive Officers must be present at any meeting where NMC business is being transacted or voted upon. A simple majority of votes of those Executive officers present, providing a quorum exists, is required for all business transactions put to a vote.

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## **ARTICLE III – CORPORATE SEAL AND OFFICIAL EMBLEM**

### **Section 1: Official Seal and Emblem (Logo)**

NMC shall have a common official seal and emblem (logo) consisting of a circle, having within its circumference, at a minimum, the words "Northshore Mustang Club" and a facsimile of the Mustang emblem centered therein

### **Section 2: Special Emblems (logos)**

The official seal and/or emblem (logo) may be edited during NMC and official Mustang production anniversary years to include anniversary wording, lettering, numbering, or images as approved by the Board of Directors.

- A. Any deviation of the official club seal or emblem approved by the Board of Directors shall become the official seal and emblem of NMC for any designated period of time.
- B. The official club seal or emblem may be used and properly displayed by any member in good standing of the Northshore Mustang Club when representing NMC.
- C. The seal and emblem can only be changed by quorum majority vote of all members-in-good-standing.

### **Section 3. Use of Official Seal and Emblem (logo)**

The use of the name "Northshore Mustang Club" or any of its seals or emblems (logos), other than as stated in Section 2 above, without the express written permission of the Northshore Mustang Club Executive Board is strictly forbidden.

## **ARTICLE IV - MEMBERSHIP**

### **Section 1. NMC Membership:**

Membership in the NMC is open to all vehicle owners and enthusiasts of 1964-1/2 to present Mustangs, and all other Ford powered vehicles.

### **Section 2. Members-in-good-standing**

The following individuals shall be considered members-in-good-standing.

- A. NMC Membership is limited to persons who have reached or exceed the minimum natural age of majority of eighteen (18) years.
- B. Those who have fully and timely paid annual dues in accordance with these bylaws.
- C. Those who are not in violation of any provisions set forth in these by-laws or voted out of the club by a quorum majority vote of all members-in-good-standing at regular club meeting as outlined in Section 7 below.
- D. Designated spouses of dues-paying-members who are not in violation of any provisions set forth in these by-laws or voted out of the club by a quorum majority vote of all members at regular club meetings as outlined in Section 7 below.

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## Section 3. Member-in-Good-Standing

Members maintain their good standing in NMC by proper and timely payment of dues and by their actions and conduct being consistent with these NMC bylaws.

Members-in-good-standing are responsible for their individual actions and conduct and in accordance with these bylaws.

Members shall take no action or engage in any conduct, directly or indirectly, that may be deemed to reflect negatively on the NMC.

## Section 5. Inconveniencing or discrediting the NMC or any of its members

Members shall not unnecessarily inconvenience or demean any individual or otherwise act in a manner which brings discredit to the Northshore Mustang Club.

## Section 6. Non-Solicitation

NMC members shall not use their affiliation with the Northshore Mustang Club to solicit or accept from any person(s), business(es), organization(s), any gift, donation, goods, money, property (tangible, intangible, real, or personal), promise, service, or entertainment for the benefit of that member solely unless otherwise approved by a majority of all Executive Officers.

Any gift, donation, goods, money, property (tangible, intangible, real, or personal), promise, service, or entertainment which are offered to the entire Club membership as a whole, or for the purpose of a general donation in support for Club functions, obtained through the use of the NMC membership card or otherwise is excluded from Article IV, Section 6.

## Section 7: Termination of Membership

The membership of any NMC member may be terminated by the following means:

- A. Recommendation for removal presented in writing to any Executive Officer.
- B. The Member or Members in question will be allowed to present their side in writing to the Executive Officers.
- C. The member or members in question shall be given a full opportunity to hear and reply to the charges and reason for such action at a called Executive Officers' meeting.
- D. Formal removal of a member shall be initiated by quorum majority vote of the NMC Executive Officers for any reason or cause deemed appropriate by the Executive Officers in accordance with protection of the NMC.
- E. Formal removal of a member/members shall then be presented before the total membership at a regular or special meeting, with findings read by an Executive Board Member to the Membership.
- F. A vote by NMC Members in good standing for removal from NMC shall be conducted by open vote. The results of that vote being considered immediately applicable.
- G. Any member who's annual NMC membership dues are not paid in full in any given year, in accordance with the dates and amounts set forth in Article 2, Section 7 shall no longer be considered a member-in-good-standing of the NMC.

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## **ARTICLE V – MEMBERSHIP MEETINGS AND VOTING**

### **Section 1: Regular/Recurring Membership Meetings**

- A. Regular business meetings of all NMC members-in-good-standing shall take place at a time and place as deemed by quorum majority vote of all NMC members-in-good-standing.
- B. Any deviation from the regularly scheduled business meeting as approved by all NMC members-in-good-standing must be communicated to all members-in-good-standing, where such notice is deemed able to be made and delivered, at least 3 days in advance of said meeting via email, text message, or verbally, per contact information provided to the NMC by the member.

### **Section 2: Member voting**

- A. Only members in good standing as indicated in Article IV, Section 3 shall cast votes on any matters presented to the NMC membership at large.

### **Section 3: Proxy voting**

- A. Members can vote by proxy as outlined herein.
- B. Proxy voting members must sign and date their proxy vote and clearly indicate their vote(s).
- C. Proxy voting members must deliver their proxy vote document to any NMC member in good-standing or mail their properly executed proxy vote to any member of the board of directors in sufficient time for it to be reasonably received and made available for tally at the scheduled voting time and place.
- D. A member in attendance may be given only one (1) "Proxy" by a member not in attendance.

### **Section 4: Absentee voting**

- A. NMC Members in good standing can vote by absentee ballots. Absentee ballots must be sent to the Secretary or authorized ballot collector in sufficient time for them to be reasonably received and included in the tally of votes at the designated voting time and place.

## **ARTICLE VI – NMC REQUIREMENTS AND PROHIBITED MEMBER ACTIONS**

### **Section 1: Formally representing the club at other events.**

- A. No individual NMC member or group, shall use the NMC name, seal, or logo in connection with a commercial or charitable endeavor in a manner that could be construed to imply affiliation of the NMC with said endeavor, in any way, without express written approval of the Executive Officers of the NMC Board of Directors.

### **Section 2: NMC Assets**

- A. All money held or collected in the name of the NMC, as well as all property owned by the NMC collectively and any goodwill created by the actions of the NMC or in the name of the NMC are considered assets of the NMC solely. Such ownership cannot be transferred to any individual without the express, written consent of the Executive Officers and then only by approval via quorum majority vote of all current Executive Officers.

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- B. NMC assets, money, and/or property is defined as anything that has a value that is/was purchased by or made available to the club for the sole use of the club and its members as a group.
- C. The NMC shall maintain a storage area or vehicle for the sole purpose of storing club property. This storage area shall only be accessible to the Executive Officers of the club. Club members may borrow club assets with the approval of an Executive Officer. All borrowed club assets must be returned to the storage area within a reasonable time after the completion of an event for which it was used or borrowed. Borrowed property must be identified on a list that is maintained in the storage area or by the Secretary. The list shall contain the name of the club member and date that the NMC asset was borrowed.

## **Section 3: No entitlement**

- A. No member shall be entitled to any individual or collective interest, participation, share, right, and/or property-rights in and to NMC assets thereof. No dividends, pecuniary profits, stock dividends, or payment of like manner share ever be declared or paid to an individual.

## **ARTICLE VII – BY LAWS**

### **Section 1: Entirety**

- A. These bylaws shall constitute the entirety of the bylaws of NMC
- B. These bylaws shall not nullify, or alter, in any way, MCA National Constitution or bylaws

### **Section 2: Changes to Bylaws**

- A. These Bylaws should be reviewed on an annual basis with changes and revisions made for the welfare of the NMC. All changes and revisions shall be approved by a quorum majority vote of NMC members-in-good-standing.
- B. Proposed changes require offering the by-laws being changed to all members at least 30 days prior to membership vote.
- C. Revisions or additions to the By-Laws will commence immediately upon approval of the members-in-good-standing with the exception of elected positions. Revision or additions to elected positions will take effect on January 1 of the following year.

## **ARTICLE VIII – GENERAL PROVISIONS**

### **Section 1: Authorized Signatures**

- All Checks, drafts or demands for money and notes of the organization shall be signed solely by the Treasurer, or their Designated Agent.
- The Executive Officers shall be considered co-guardians of NMC assets and shall be granted immediate, actionable access to all accounts, as deemed necessary by majority vote of the Executive Board, in which any money, goods, or property have been deposited or stored by assigned members.