

# BY-LAWS OF THE MUSTANG CLUB OF AMERICA

(Updated and corrected 6-1-85)

## ARTICLE I

### Purpose and Classification

Section 1. The general purpose of this club, incorporated as a nonprofit society, and hereinafter called the National Club, shall be to preserve and authentically maintain Mustang and Shelby motor cars of the years 1965 through 1973 inclusive, and to serve as an accurate and technical source of information concerning these automobiles for the benefit of its members as well as the general public.

Section 2. In order to facilitate the general purposes, automobiles shall be classified as follows:

A. Mustang. This classification shall include any vehicle utilizing a chassis manufactured by the Ford Motor Company during the era from 1965 until 1973, and incorporating a body which was of unique design, outstanding features, or unusual factory custom styling with a Ford Motor Company power train.

Section 3. Regional Groups are authorized to allow members in good standing with the National Club to hold office, vote, and tour in the local club as they so deem.

Section 4. The word AUTHENTIC, will be defined for purposes 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, engine year and parts as that which the Ford Motor Company offered in that particular year of the vehicle's production.

## ARTICLE II

### Corporate Seal and Official Emblem

Section 1. The Corporation shall have a common seal consisting of a circle having within its circumference the words: "Mustang Club of America, Incorporated Georgia."

Section 2. The official emblem of the National Club shall consist of a circle with a facsimile of the Mustang emblem centered therein, with "The Mustang Club of America" inscribed just inside the circumference in lettering of a particular style as previously adopted by the National Board of Directors.

A. The official club emblem may be used and displayed by any member in good standing of the National Club.

B. Regional Groups are authorized to use the official club emblem in unaltered form on projects or products for the promotion or development of the Regional or National Club provided permission is first obtained from the National Board of Directors through duly presented plans or drawings of the proposed project.

C. The official club emblem is the property of the National Club.

## ARTICLE III

### Executive Offices

Section 1. The Executive Office for the National Club is hereby fixed and located in the County of DeKalb, State of Georgia.

## ARTICLE IV

### Personal Liability

Section 1. Neither the members of the Corporation, the Board of Directors nor Officers, present or future, shall be held personally liable for any claim, damage, or debt against the Corporation or its members.

Section 2. No member of this nonprofit corporation shall have the right to individual proceeds of the club assets or property.

## ARTICLE V

### Officers and Parliamentarian

Section 1. Type of officers: the officers of this club shall be President, Vice-President, Secretary, and Treasurer. Officers shall serve for one year or until their successors are elected. The Parliamentarian shall be appointed by the President.

A. Nominees for the offices of President, Vice-President, Secretary, and Treasurer must be Active Members in good standing.

B. Officers will be elected by the Board with which they will serve.

Section 2. Removal and resignation: Any officer may be removed for cause by a three-fourths (¾) majority vote of the Directors at the time in office, at a regular or special meeting of the Board of Directors, and in the case of committeemen chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, or by the Board of Directors. Any officer may resign at

any time by giving written notice to the Board of Directors or to the President or Secretary or the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the By-Laws for regular election or appointment to such office.

Section 4. All immediate past National Presidents shall become regular members of the National Board of Directors for a term of three (3) years. Said directorship shall commence on January 1st or after the election of a new President, and end three years later on December 31st.

Section 5. All Officers shall have the right to vote with the assembly and to debate questions the same as any other member.

#### **ARTICLE VI Duties of Officers and Parliamentarian**

Section 1. **PRESIDENT** — The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. The President shall sign all contracts and other instruments in writing, provided, however, that all contracts and instruments in writing must first be approved by the Board of Directors. The President shall appoint the Parliamentarian.

Section 2. **VICE-PRESIDENT** — The Vice-President shall perform all the duties of the President in his absence, and when so acting shall have all the powers and restrictions of the President as set forth in Section 1. The Vice-President shall perform such other duties as from time to time may be prescribed by the Board of Directors, and shall attend all their meetings.

Section 3. **SECRETARY** — The Secretary shall attend all meetings of the members and Board of Directors, record the minutes of all meetings, keep or cause to be kept, a current register of members, give notice of all meetings of members, and keep the Seal of the Corporation in safe custody. He shall have control of valuable papers and books of the club and shall be at all times subject to the control of the Board of Directors. The Secretary will certify and file amendments and revisions to the By-Laws with the official copy as kept in the principal office. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro-tempore.

A. Minutes of the meeting of the National Board of Directors will be compiled and duplicated by the Secretary following each meeting and copies distributed to all National Board Members, Parliamentarian, regional groups, and Historian, and such other individuals as the President or Board of Directors may designate.

B. The Secretary shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times.

Section 4. **TREASURER** — The Treasurer shall keep a correct accounting of the Club's business transactions. He shall deposit all monies and other assets in Corporation depository as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and Board of Directors an accounting of the Corporation's assets and liabilities when they request such information. No obligation, debt, or other liabilities shall be incurred by the Treasurer without specific approval of the Board of Directors.

Section 5. **PARLIAMENTARIAN** — The Parliamentarian will be present at all meetings of the Board of Directors or of the members. He will advise in all areas of parliamentary law and con-

tribute toward the proper order of business.

A. The Parliamentarian will have available for reference at each meeting copies of the proper parliamentary authority, the Articles of Incorporation, current By-Laws, and such other documents and information as is necessary to carry out the proper order of business.

**SECTION 6. SERGEANT-AT-ARMS** — Is responsible for preserving order on the floor of the meeting as the chair may direct. In meetings where only members or some other limited category of persons are permitted to enter, checks the credentials or eligibility of those arriving, and denies entrance to unauthorized persons.

#### **ARTICLE VII Membership**

Section 1. There shall be three (3) classes of members of this club as follows:

A. **ACTIVE MEMBER** — Any person interested in promoting the purpose of this club. Active members are entitled to all club privileges, including the right to vote with the assembly.

B. **LIFE MEMBER** — All National Past Presidents shall automatically become Life Members upon completion of their term of office.

C. **CHARTER MEMBER** — A person who became affiliated with this club's predecessor on or before January, 1977.

Section 2. **APPLICATION**: Application for National Club membership shall be in writing, filed with the Secretary, and accompanied by dues for the current year.

Section 3. **RESIGNATION**: Any member may resign upon notification to the Secretary and such resignation shall be effective upon receipt by said Secretary provided his indebtedness to the National Club, if any, is paid in full.

Section 4. **SUSPENSION, EXPULSION, REINSTATEMENT BY THE TREASURER**: Any member may be suspended by the Treasurer for non payment of dues after anniversary date. Suspension by the Treasurer shall

be at the discretion of the Treasurer. Upon payment of back dues, a member suspended for non-payment shall be automatically reinstated providing he pays any additional dues that have accumulated during the suspension period together with the delinquent amount that caused the suspension.

**Section 5. SUSPENSION, EXPULSION, REINSTATEMENT BY BOARD OF DIRECTORS:** The Board of Directors shall have summary power by vote of a majority of its members, to suspend or expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will or prosperity of the organization, or which is likely to endanger the welfare, interest, or character of the organization, or for non-payment of dues, or for any conduct in violation of these By-Laws or of the rules and regulations of the Club which may be taken at any meeting of such board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A three-fourths (¾) affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement. Life members may be suspended, expelled or reinstated, in the same manner as other members.

**Section 6. GENERAL:** Upon the resignation, suspension, expulsion, or the death of a member his rights and privileges as a member of this club shall cease.

#### **ARTICLE VIII Meetings of the Members**

**Section 1. ANNUAL MEETING:** The annual meeting of the members of this Corporation shall be held in the State of Georgia during the 3rd or 4th Friday, Saturday, or Sunday in January, for the purpose of reporting the results of the election of the Board of Directors by the Active Members, and the results of the election of Officers by the Directors

of the Club.

**A. For purposes of clarification:** The Board of Directors may elect to hold an annual Installation Dinner during the 3rd or 4th Friday, Saturday, or Sunday in January in lieu of a membership participation meeting.

**Section 2.** A meeting of the members shall be held at each Grand National meet. The purpose of this meeting shall be to inform the members of the status of the National Club. Meetings may be held at other nationally sanctioned shows, but shall not be required.

**Section 3. SPECIAL MEETING:** A special meeting of the members may be called at any time by the President, or by the Secretary upon written application of at least one hundred (100) Active Members in good standing. The application shall state the purpose of the meeting. The Secretary must send notices of special meetings as provided in Section 4 of Article VIII within thirty (30) days after receipt of a valid and proper application for same.

**Section 4. TIME AND PLACE:** Any annual or special meeting shall be held at such time and place and date as the Board of Directors shall select. The Board of Directors shall select a time, place, and date for a special meeting within thirty (30) days after receipt of a valid and proper application for same by the Secretary.

**Section 5. NOTICE:** A written or printed notice stating the purpose, place, date and hour of every meeting shall be mailed by the Secretary to each Active Member in good standing at least ten (10) days prior but not more than thirty (30) days prior, to said meeting. If a member gives no address, notice shall be deemed to have been given him or her if sent by mail or other means of communication addressed to the member's last address.

**Section 6. QUORUM:** At all meetings of the club, twenty-five (25) voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

**Section 7. PROCEDURE:** Each voting member in good standing shall be entitled to one vote at any meeting, annual

or special. The use of proxies at any membership meeting or Board of Directors' meeting of this club will be allowed, and the proxy authorization must be in writing and signed by the absent member. A proxy shall not be considered to represent a member present at the meeting for the purpose of constituting a quorum.

**Section 8. CUMULATIVE VOTING:** Cumulative voting shall be prohibited.

#### **ARTICLE IX Corporate Powers**

**Section 1.** The Corporate Powers of this club shall be vested in a Board of Directors, who shall be Active voting members in good standing. Fifteen Directors and/or Officers constitute a quorum for the transaction of business.

#### **ARTICLE X Board of Directors**

**Section 1. ELECTION OF THE TERM:** The Board of Directors of the National Club shall consist of one (1) Director from each Regional Group and thirty (30) members-at-large. A minimum of twenty of the members-at-large shall be elected from the state in which the National Club is headquartered. No member shall be nominated until a seat has been declared vacant. The term of office shall be two (2) years. A minimum of seventeen (17) of the members-at-large shall be elected each year.

**Section 2. VACANCIES:** A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased by amendment of these By-Laws and the Articles of Incorporation. A vacancy or vacancies shall be filled by the remaining Directors, by the members at an annual or special meeting of the Active Members entitled to vote. Such member or members so elected shall hold office for the term of the Director he replaces, and until his successor is qualified and elected.

**Section 3.** No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.



**Section 4. NOMINATING COMMITTEE:** The nominating committee shall be appointed by the President from the Board of Directors, and shall prepare a ballot to have not less than seventeen (17) names from the Active membership. The nominating committee will certify the qualifications of the prospective candidate before placing his name on the ballot. Active members shall elect by a plurality vote each year by blanket ballot, the necessary number of Directors to serve for two (2) years.

The nominating committee shall prepare a brief statement describing each nominee by name, city of residence and a statement of qualifications including offices held, past or present in the National Club or in any regional group.

The nominating committee shall, on December 1st, mail each Active Member in good standing, according to National Headquarters (as of November 1st of each year), an envelope containing a ballot, a statement describing each nominee, a return envelope addressed to a certified public accountant (as selected by the Board of Directors) a plain envelope which shall contain the return ballot, and voting instructions which shall include a notice that all ballots must be received by the certified public accountant for tabulation, not later than December 31st. All ballots mailed to Active Members outside the continental boundaries of the United States shall be posted by air mail.

A. In lieu of a certified public accountant the Board of Directors may elect to appoint a committee of not less than three (3) members in good standing to receive, open, and tabulate ballots as they are returned.

**Section 5. PLACE OF MEETING:** Regular meetings of the Board of Directors shall be held at any place within the State of Georgia which has been designated from time to time by consent of a majority of the Board.

**Section 6. REGULAR MEETING.** The Board of Directors shall hold at least six (6) regular meetings during each fiscal year.

**Section 7. SPECIAL MEETING:** Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any three (3) Directors, on notice of each Director of such a meeting.

**Section 8. NOTICE:** Written notice of the time and place of regular and special meetings of the Board of Directors shall be delivered personally or sent to each Director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the record of the National Club. Notices must be given, telegraphed or mailed at least ten (10) days prior to and not more than thirty (30) days prior to any meeting.

**Section 9. QUORUM:** Fifteen (15) members of the Board of Directors and or Officers shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

**Section 10. ADJOURNMENT:** A quorum of the Directors or Officers may adjourn any Directors' meeting to meet again at a stated time, place, and hour, provided however, that in the absence of a quorum, the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

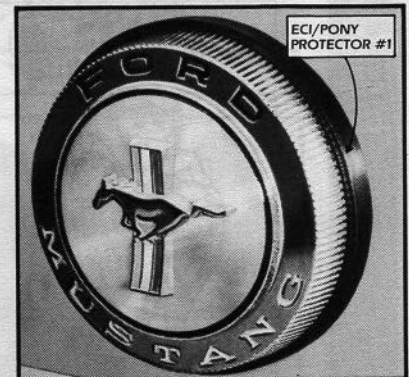
**Section 11. ATTENDANCE:** Directors shall notify the President as soon as practicable if unable to attend a Directors' meeting.

**Section 12. FEES AND COMPENSATION:** Directors shall not receive any compensation, fee or salary for their services as Directors, but by resolution of the Board, compensation may be allowed to any Director for any monies or expenses actually incurred and paid by any Director for the benefit of the Corporation.

**Section 13. AGE:** To be a member of the Board of Directors a person shall have reached his eighteenth (18) birthday prior to election to the Board. He shall be a dues-paying member.

(Continued in next month's issue.)

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