

BYLAWS
Of
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)

ARTICLE I
Name

- Section 1.** NAME. The name of the corporation shall be the Orange County Model A Ford Club (OCMAFC) hereinafter referred to as the Club. The Club is an affiliate chapter of the Model A Ford Club of America (MAFCA).
- Section 2.** PRINCIPAL OFFICE. The Corporation's principal office shall be located at the residence of the President of the corporation. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section 2, or this Section 2 may be amended to state the new location.

ARTICLE II
Purpose

The purpose of this Club shall be:

- Section 1.** General Purpose: Devotion of Club activities exclusively to the welfare of the general public by providing education concerning the Model A Ford, its accessories, memorabilia, history, and literature.
- Section 2.** Supporting Purposes;
 - (a) Exhibition of Model A Fords as a traveling museum or as a static display.
 - (b) Exhibition of the accessories, memorabilia, history, literature and era fashions of the Model A Ford automobile.
 - (c) Discovery, preservation, restoration and maintenance of the Model A Fords and their accessories, memorabilia, history, literature and era fashions.
 - (d) Conducting meetings and seminars to promote the Club's purposes.
 - (e) Conducting parts exchanges or swap meets to further the preservation, restoration and maintenance of Model A Fords, their accessories, memorabilia, history, and literature either as sole sponsor or jointly with another sponsor or sponsors and whether restricted to Club members in whole or in part or not so restricted the occasion best serves the Club's general purpose.
 - (f) Support the Association of California Car Clubs (ACCC).
 - (g) Such other activities to promote or benefit the purposes of the Club.
 - (h) To foster the spirit of fellowship and family participation through the Model A.
 - (i) Encourage and support youth scholarship and restoration awards that encourage youth involvement with Model A Fords and serve the general purpose of the Club.

ARTICLE III

Members

- Section 1.** REQUIREMENTS FOR MEMBERSHIP: An interest in the purpose of the Club and a desire to take an active part in Club activities. Ownership of a Model A Ford is not a requirement.
- Section 2.** CLASSES OF MEMBERS: There shall be three classes of members: Family Members, Youth Members and Life Members.
- (a) Family Members: The Club is family oriented. A family is defined as one or two adults and all minors under the age of 18 living in the same household.
 - (b) Youth Members: Members under the age of 18 but not in the same household as a Family Member. Youth Members shall not have the right to vote. Youth Members may only participate in Club activities with the consent of a parent or guardian.
 - (c) Life Members: Existing Life Members shall have all Family Membership rights as listed below, but pay no dues. No new Life Members will be added to the list.
 - (d) Rights: Family and Life Members shall have one vote for each adult, a one year subscription to the Club publication known as *The Distributor*, a copy of the annual Club membership roster, and the right to participate in all Club activities.
- Section 3.** THE DUES payable by members shall be payable in advance of the first day of January each year, and not later than the regular January meeting. Dues paid on or after the first day of October shall constitute payment of full dues for ensuing calendar year. If dues are not paid by the January meeting, member will not be included in the printed roster.
- (a) Dues for Family Members and Youth Members shall be established by the Board of Directors.

ARTICLE IV

Meetings of Members

- Section 1.** THE REGULAR MEETING of the members shall be held monthly for the purpose of transacting business. This meeting is normally held on the second Thursday of each month.
- Section 2.** NOTICE OF SPECIAL MEETINGS. A written or printed notice stating the purpose, place, day and hour of any special meeting shall be delivered to each member not less than ten nor more than ninety days before the date of each meeting. Special meetings of members may be called either by the President, another officer, or not less than one-tenth of the general membership.
- Section 3.** QUORUM. The members holding one-tenth of the votes, which may be cast at any meeting shall constitute a quorum at such a meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number of voting by class is required by law, by the Articles, within these Bylaws.
- Section 4.** PROXIES. Voting rights may not be exercised by proxies.

ARTICLE V
Board of Directors

- Section 1.** GENERAL POWERS. Subject to the limitations of the Articles of these Bylaws, and of the California Nonprofit Public Benefit Corporation Laws relating to action(s) required to be approved by the members, or by a majority of members, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.
- Section 2.** The BOARD OF DIRECTORS shall consist of seven members including the President, Vice President/Tour director, Secretary, Treasurer, Technical Director, Distributor Editor (an appointive office) and the Outgoing President.
- (a) All members in good standing and over the age of eighteen years shall be eligible to run for office.
 - (b) All board members must be current members of the Model A Ford Club of America
- Section 3.** TERM OF OFFICE. Terms of office of Club officers shall be such that not all terms expire in the same year. Normally the terms of President, Secretary and Treasurer shall expire in even years and the terms of the Vice President and Technical Director shall expire in odd years. Nominations for expiring Board of Director positions shall be made at the October meeting. Ballots will be mailed with the November newsletter. Ballots are to be returned to the election chairperson on or before December 1st. Winners will be announced at the December Installation Banquet, by the election chairperson. The term of office shall normally be 2 years. A Board member though may choose not to be on the board for the second year by notifying the Board prior to October 1st.
- (a) The general membership shall vote for the new President and new Board members from the list of nominees.
 - (b) No two members from any family shall be on the Board at the same time with voting rights.
- Section 4.** PRESIDENT. The President shall be the principal executive officer of the Club and shall in general supervise the business of the Club. The President shall preside at all meetings of the Board, and the general membership meetings, and shall perform all duties incidental to the office of President. The President shall be an ex-officio member of all committees.
- Section 5.** VICE PRESIDENT: In the absence of the President, the Vice President shall perform the duties of the President, and is the activities/tour director. The activities/tour director shall be responsible for the planning and coordination of the Club activities and tours. The activities/tour director shall keep mileage and tour participant records, and may appoint activity/tour coordinators to assist with and or lead activities/tours.
- Section 6.** SECRETARY. The Secretary shall keep minutes of the general, Board and special meetings. The secretary also sees that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary performs all duties incidental to the office of Secretary. The secretary shall submit bimonthly articles to the national M.A.F.C.A. for publication in the Restorer magazine.

Section 7. TREASURER. The Treasurer shall be responsible for all funds of the Club, maintain ledgers and perform general duties incident to the office of Treasurer. The Treasurer shall take care of timely filing of state and federal tax forms and state corporation registration with the secretary of state. The Treasurer is responsible to provide the Editor and Webmaster with new-member data on a monthly basis. The Treasurer shall collect Club member dues. The Treasurer shall supply a list of renewing members to the Editor within seven calendar days after the January general business meeting.

Section 8. TECHNICAL DIRECTOR. The Technical Director shall arrange the technical seminars. Duties are to write articles for the paper, maintain records of the Club tools, etc., and to perform all duties incidental to the office of Technical Director

Section 9. EDITOR. (an appointed office) The Editor of the Club newsletter, “The Distributor”, shall attend Board meetings, and have all rights as other officers including voting on Board issues. The Editor shall maintain a record of the current mailing addresses of all members. The Editor shall edit and publish the Chapter newsletter, and perform all duties incidental to the office of Editor, and Publisher, including the publishing of the annual membership roster. The Editor may appoint Club members to a committee to assist with the Distributor and roster. The Editor shall be appointed by the President with Board approval. The Editor and Webmaster shall mutually coordinate on all changes and updates to the Roster.

Section 10. OUTGOING PRESIDENT. The outgoing President shall be the Club advisor for two years following his/her term of office.

Section 11. RESIGNATION. Any board member elected or appointed may resign by filing a written letter of resignation with the secretary.

Section 12. REMOVAL. Any member of the Board of Directors or agent appointed by the Board of Directors or voted into office by the membership may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Club would be served thereby, but such removal shall be without prejudice, of the person(s) so removed.

Section 13. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

(a) Vacancies in the board may be filled by appointment by a majority vote of the Board.

Section 14. COMMITTEES. A standing/permanent committee or sub-committee (temporary or subordinate committee to a standing committee) shall be comprised of one or more Club members appointed by the President and approved by the Board to carry out specific functions under the direction of the Board.

(a) Standing (permanent) Committees:

ACCC Representative	Club Greeter	Historian/Librarian
Membership	Merchandise Sales	Pancake Breakfast
Raffles	Refreshments	Regional Representative
Scholarship	Sunshine & Sorrow	Swap Meet
	Webmaster	

(b) A job description will be prepared and maintained for each standing committee. The job description shall include a detailed summary in outline form (as a minimum) of the specific duties of that standing committee.

**ARTICLE VI
Election Chairperson**

- Section 1.** THE ELECTION CHAIRPERSON shall be appointed by the President and approved by the Board. The duties shall be to accept nominations and notify all candidates, draw up, mail, and receive the ballots, and chair the tally committee. The Election Chairperson may appoint Club members to a nomination committee to assist in forming a slate of nominees.
- (a) THE TALLY COMMITTEE shall be comprised of not less than four or more than six unrelated members, appointed by the election chairperson. The tally committee shall tally the ballots.

**ARTICLE VII
Board Meeting**

- Section 1.** THE MEETING OF THE BOARD will be held each month on a day directed by the Board.
- Section 2.** QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a simple majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

**ARTICLE VIII
Contracts, Checks, Deposits and Funds**

- Section 1.** CONTRACTS. The Board of Directors may authorize any officer(s), agent(s) or assignees of the Club, in addition to the officers so authorized by these Bylaws, to enter into or terminate any contract or execute and deliver any instrument in the name *of* and on behalf of the Club and such authority may be general or confined to specific instances.
- Section 2.** CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness in the name of the Club shall be signed by either the President, Treasurer or secretary.
- Section 3.** EXPENDITURES. All committee chairs, or heads of club functions shall submit a detailed budget in writing for the following year to the Board for approval at the October meeting. The annual budget for the following year shall be submitted to the Board by the President at the November meeting. All changes to approved budgets must be approved by the Board. All requests for expenditures exceeding approved budget items or not in an approved budget must be approved by the Board prior to being paid. All non-budgeted expenditures of \$500.00 or more must be approved by a majority of the members at a general meeting.
- Section 4.** DEPOSITS. All funds of the Club shall be deposited to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 5.** GIFTS. The Board of Directors may accept, on behalf of the Club, any contributions, or gifts for the general purpose or any special purpose of the Club.
- Section 6.** FISCAL YEAR. The fiscal year of the Club shall begin on the first day of January and end on the last day of December each year.

Section 7. AUDIT. When the Club treasury is transferred from one Board to another, or the Treasurer is replaced, the books must be audited by an auditing committee appointed by the President and approved by the Board of Directors, and must submit the audit to the membership by the February general business meeting. The audit committee shall consist of the outgoing Treasurer, the incoming Treasurer, a second incoming Board Member and no more than two members at large.

Section 8. DOCUMENTS. All official Club records and documents are to be passed on to the new Board of Directors prior to the last day of December of each year.

ARTICLE IX Indemnification

Section 1. Indemnification under these Bylaws shall be as provided by Nonprofit Public Benefit Corporation laws of the State of California.

ARTICLE X Amendments of Bylaws

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority of the members present at any regular meeting or at any special meeting, provided that at least five days written notice is given of the intention to alter, amend or to adopt new Bylaws at such meeting.

Section 2. The President with approval of the Board shall appoint a Bylaw review committee chair. The chair will appoint not less than four or more than six Bylaw committee members to conduct the Bylaw review. The member Bylaw ballots will be collected by the Bylaw chair and tallied by the Bylaw committee.

Section 3. The Board of Directors may make changes to the Bylaws by unanimous consent of the Board of Directors provided such changes do not materially or adversely affect the voting rights of the members or change the number of Directors.

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**ORIGINAL BYLAWS
COMMITTEE**

Dom Antonacci
Betty Eatherton
Jon Heiland
Richard Parrish
Bill Vaughn

**REVISION COMMITTEE
1972**

Jim Douglas
Maynard Grunklee
Bill Heller
Linda Hofstatter
Glenn Johnson
Hal Martin
Bill Vaughn

**REVISION COMMITTEE
1980**

Steve Balmer
Larry Boef
Jon Heiland
Glenn Johnson
Richard Krist
Tom Matthey
Sheila Plotkin

**REVISION COMMITTEE
1984**

Pieter Dwinger
Patti Ferazzi
Bob Ferazzi
David Graham
Wade Roberts
Lou Speilberger

**REVISION COMMITTEE
1989**

Pieter Dwinger
Glenn Johnson
Wade Roberts
Gary Haubold
Terry Lucas
Don Tune
Les White

**REVISION COMMITTEE
1993**

Pieter Dwinger
Glenn Johnson
Wade Roberts
Terry Lucas
Don Tune
Lou Speilberger

Bylaw changes to track change to 26 USC 501(c) (4) status. Revisions adopted August 17, 1995 under the direction of Mr. Thomas H. Rothwell, Esq. and the

1995 Special Revision Committee

Pieter Dwinger
Glenn Johnson
Wade Roberts

**REVISION COMMITTEE
2002**

Pieter Dwinger
Glenn Johnson
Dan Adelman
Dick Smith
Bea Kalinowski

**REVISION COMMITTEE
2007**

Don Miller, Chairman
Dan Adelman
Pieter Dwinger
Lew Lewis
Richard Parrish
Mark Schwing
Dick Smith

**REVISION COMMITTEE

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**** Revision Year and Future Revision Committee