BY-LAWS of The Falls City Model A Ford Club

Article 1 NAME

The name of this organization shall be the Falls City Chapter of the Model "A" Ford Club of America (MAFCA) and the Falls City Region of the Model "A" Restorers Club (MARC), Inc. hereafter referred to as "the Club".

Article 2 PURPOSE

The purpose of the Club shall be to serve as a medium of exchange of ideas, information and parts for enthusiastic owners and co-owners of authentic Model "A"/"AA" (hereafter referred to as Model "A") Fords who are interested in restoring and maintaining the automobile and to encourage and maintain among its members the spirit of good fellowship, sociality and fair play through sponsored activities. The Club shall be non-commercial, non-sectarian, non-partisan and non-profit.

Article 3 MEMBERSHIP

Any person interested in or who owns or co-owns a Model "A" Ford; pays annual dues; belongs to at least one of the two national organizations – either MAFCA or MARC - can be a member, and is entitled to participate in all club activities and vote in all elections and issues. Members shall receive a local membership roster, membership card and badge, and regular local news or publications whether printed or by e-mail. Spouses, unlike the national organizations, will not automatically be members, will be required to pay annual dues and abide by the bylaws as approved by the members. One membership in MARC or MAFCA will count for all members of a family.

All members are required to follow the driving laws of all states in which they participate in Club activities. No alcoholic beverages or illegal drugs will be tolerated at club activities An applicant for membership must be of legal driving age: must fill out an application form at the second meeting/event attended and receive a copy of the bylaws; will be voted on for membership at the next business meeting attended after returning the signature page indicating he/she

has read and understands the bylaws and agrees to honor them; must join either MARC or MAFCA if not already a member of one of them, and pay Club dues. Prospective members will be accepted by a two thirds majority vote of those present at the third attended meeting.

Charter members will be considered lifetime members, even if no longer able to be active in the club, will retain all rights of membership, and will no longer be required to pay annual dues.

ANNUAL DUES

Annual dues shall be $15 for the year 2011. Dues for subsequent years will be determined annually by the Directors and announced to the membership at the November dinner meeting. The amount of the dues will be accepted or rejected by vote of the membership at the same November meeting.

Dues are payable annually during the first quarter of the year – January, February, March. Members who have not paid their dues by March 31 may have their membership terminated. New members entering the club prior to June 30th shall pay the full amount of the annual dues. Those joining July 1st through September 30th shall pay one half the amount of the annual dues. Those joining between October 1 and December 31st shall pay the full amount of the dues which will be credited to full payment for the following year.

TERMINATION OF MEMBERSHIP

The Club, by an affirmative vote of two thirds of the members present at a regular meeting, may suspend or expel a member for cause after an appropriate hearing has been held by the Board of Directors. Concern may be expressed by any member confidentially, to any member of the Board of Directors. A special meeting of the Board of Directors will be held as soon as possible to address the issue reported and, following a complete review, will make a recommendation to the members at the next regularly scheduled meeting.

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REINSTATEMENT OF MEMBERSHIP

Any terminated member may apply to become a full member by following the same procedure as any new member.

Any former member who left the club voluntarily and in good standing and who subsequently wishes to be reinstated, may do so by paying the current years dues.

ROSTER

The roster shall be published as soon as possible after March 31st each year. It is to be compiled under the direction of the Treasurer who will give the required information to the Newsletter Editor.

Article 4 MEETING

Regular meetings will be held on the 4th (fourth) Saturday of each month unless otherwise notified. Special meetings of the members may be called either by the President, the Board of Directors or not less than one fourth of the members of the Club.

Regular business meetings shall be conducted in accordance with Roberts Rules of Order.

PLACE OF MEETING

The place of the regular meeting shall be the responsibility of the Club officers.

NOTICE OF SPECIAL/CALLED MEETING

Written or printed notice stating the place, day and hour shall be delivered either personally, by mail or by e-mail to each member, not less than five (5) nor more than twenty (20) days before the date of the meeting by the President or the Secretary or other officers or by the person(s) calling the meeting. In case of a special meeting or where required by statute or by these by-laws, the purpose for which the meeting is called shall be stated on the notice. If mailed, the notice

shall be deemed as delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Club.

QUORUM

A quorum shall consist of one fourth (1/4) of the total membership. If a quorum is not present at any meeting of the members no changes to officers or by-laws may be made. A majority of the members present may adjourn the meeting.

Article 5 OFFICERS

The elected officers of the club shall be a President, Vice-President, Treasurer, Secretary and Newsletter Editor. Swap Meet Chair and Librarian shall be appointed positions. The Club may elect or appoint such other officers as it shall deem necessary. No officers of the Club shall hold more than one (1) elected office at a time. It is required by both national organizations that the President, Vice-President, Treasurer, Secretary and Newsletter Editor belong to both organizations. The Club shall pay the dues of one of the two national organizations for the five (5) officers mentioned above during their term in office.

NOMINATION OF OFFICERS

Nominations for officers shall be announced at the October meeting on even-numbered years, having been vetted for interest and qualifications by the members of the Board of Directors. Voting will take place at the November dinner meeting. Additional nominations may be accepted from the floor as long as the nominee has agreed and is qualified for the position. No person can be nominated for more than one office at a time. Elections will be for a single office at a time. Each office will be decided prior to receiving nominations for the next office. No two members of the same household shall be on the Board and/or hold an elected office at the same time.

BY-LAWS of The Falls City Model A Ford Club

Election TERM OF OFFICE

Officers of the Club shall be elected for two-year terms by the members at the November meeting in even-numbered years. Offices are not restricted to years of service.

REMOVAL FROM OFFICE

Any officer or agent appointed or elected by the club may be removed by the Club whenever, in its judgment, such a move would be in the best interest of the Club. Recommendations for removal are to be sent in confidence to the Board of Directors for actions as deemed necessary. Any member may make such a recommendation to the Board. A meeting of the members of the Board will be scheduled by the Club President as soon as possible to address such an issue.

VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Club by vote for the unexpired portion of the term. The vote will be taken at the next scheduled business meeting following the announcement of the vacancy. A majority vote of members present will be accepted.

PRESIDENT

The President shall be the principal executive officer of the Club. The President shall preside at all meetings of the Board and the business meetings and be an ex-officio member of all committees. In the event the President must be absent for a scheduled business meeting or Board meeting, the Vice-President is to be notified as soon as possible in order to perform the duties incidental to the office of the President.

VICE-PRESIDENT

The Vice-President shall be the Activities Director, responsible for the planning and coordination of the Club activities/tours/dinners etc. The Vice-President may appoint coordinators to assist with and/or to lead activities, tours, etc. At least

three dinners will be planned for members of the Club annually. One will be to honor Mothers and Fathers and be held between those two national holidays, another will be in November and one in February. A Christmas party will be planned for December. In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all restrictions of the presidency. The Vice-President shall perform such other duties as may be assigned by the President or by the Club.

TREASURER

The Treasurer shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; keep a register of the Post Office address of each member which will be furnished to the Treasurer by such member; shall have charge and custody of and be responsible for all dues payable to the Club from any source whatsoever; deposit all such money in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-lays; pay all Club costs for approved bills, including the three Club dinners; make whatever donations requested and approved by the membership. The Treasurer shall perform other duties incident to the office of Treasurer, including ordering and selling shirts, jackets, hats and other miscellaneous items; ordering and delivering name tags to new members at scheduled meetings; and such other duties as may be assigned by the President or by the Club. Treasurer records shall be maintained for a minimum of seven (7) years.

The Treasurer is responsible to provide the Editor with new member data on a monthly basis and a copy of the monthly report to each elected officer.

SECRETARY

The Secretary shall write, read and retain the minutes of each regular and/or called meeting. In the event of a planned absence, the Secretary shall arrange for another member to perform such duties. The Secretary shall also be responsible for retaining copies of the minutes for the records; ensuring each elected official receives a copy of the minutes each month; register annually the membership

roster to the Model A Ford Club of America (MAFCA) and the Model A Restorers Club (MARC); ensure payment of dues to each of the national organizations; register each member on the Attendance Roster at each regular and special called meeting; record those driving Model A cars to the meeting; apply all necessary paperwork/ applications for Club insurance for the Club Annual Swap Meet; keep copies of local and national membership applications for new members; and shall perform such other duties as may be assigned by the President of the Club, which may include taking pictures at Club functions and submitting articles of Club activities to both national magazines.

NEWLETTER EDITOR

The Editor's duties include printing and distributing the monthly newsletter, either by email or the postal service; publishing the membership roster in April after receiving the list of members from the Treasurer; sending out special meeting notices; completing the Federal Form 990N and the Annual Report to the Commonwealth of Kentucky as required by law; and performing other duties as requested.

SWAP MEET CHAIR

This is an appointed position whose responsibilities include: securing the facility for the meet; insuring, along with the Treasurer, that the contract for the facility is signed; advertizing the meet; recruiting a committee from the membership for registration of, set up and clean up, and the overall running of the event.

Article 6 COMMITTEES

BOARD OF DIRECTORS

The Board of Directors is to be a revolving committee to consist of two (2) members who are past presidents, two (2) members-at-large and the five (5) current elected officers. When two past presidents are not available, the Club will select enough members-at-large to fill the positions. This Board will act in case of

emergencies of the Club and will serve to advise the officers but is not authorized to act without a majority vote of the Club's members present and voting at a regular or special meeting. The requirement of a majority vote includes accepting the recommendation of the Board for the amount of annual dues to be paid by the membership.

Duties include but may not be limited to:

- suggest the amount of the annual dues at the November meeting
- call a special meeting as requested to review concerns of the members re: members/officers of the Club
- vet a list of candidates for office for presentation to the membership at the October meeting in even-numbered years
- select a financial institution in association with the Club Treasurer accept gifts or bequests on behalf of the Club in cooperation with the Treasurer who will deposit/dispense such funds as instructed
- ensure an annual audit of the Club's books by the beginning of the second, quarter of the year (April) and as requested
- designate the charity/charities to receive any funds remaining after all bills are paid should the Club be dissolved.

OTHER COMMITTEES

Other committees may be appointed or formed by the President as the need arises. The President is to be an ex-officio member of every committee. Each committee is to serve for no more than one year and may be terminated sooner if the need for such a committee no longer exists. Each committee shall appoint one member to act as Chairperson. Committee members may be removed by the President of the Club when deemed necessary. Vacancies may be filled by appointment in the same manner as the original appointments.

BY-LAWS of The Falls City Model A Ford Club

COMMITTEE QUORUM

A majority of the whole committee shall constitute a Quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

COMMITTEE RULES

Each committee may adopt rules for its' own governance consistent with these by-laws.

Article 7 FINANCES

CONTRACTS, CHECKS, DRAFTS, etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Club shall require two signatures, that of the Treasurer as well as either the President or Vice-President or Secretary. The Treasurer may not write any checks over $100.00 without the approval of the majority of the members at a regular business meeting.

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 in collaboration with the Treasurer.

EXPENDITURES/GIFTS

The Board of Directors may accept, on behalf of the Club, any contribution, gift or bequest for the use of the Club either for general or special purposes.

Cash used for supporting the Swap Meet will be counted by 2 people at both the beginning and the end of the meet. The counters will record the amount, time, and their name/initials on the Treasurer's log.

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AUDIT

The Board of Directors shall be responsible for an annual audit of the Club's books by the first day of April and at other times as deemed appropriate by the Board.

BREAVEMENT

In the event of the death of a Club member or a Club member's spouse, child, mother or father, a memorial gift of appropriate value shall be sent to the institution designated by the family.

DISSOLUTION OF THE CLUB

In the event of the dissolution of this Club, the Club's assets shall be used to pay all legal debts. The balance, if any, shall be distributed to local charitable organizations designated by the Board of Directors.

Article 8 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.

Article 9 BY-LAWS

These By-Laws may be altered, amended or repealed and new by-laws adopted by two thirds (2/3) majority of the voting members present at any regular meeting or any special meeting, provided that at least three (3) days written notice is given of the intention to alter, amend or repeal, or to adopt new by-laws at such a meeting. Proposed changes are to be read at three (3) consecutive meetings prior to such a vote.

DATE APPROVED: Oct 24, 2014

Amened: _____

BY-LAWS of The Falls City Model A Ford Club

Date signed: 24 Oct 2026

Board of Directors

Nancy Wright: Nancy J. Wright

Charlie Armstrong: Charlie Armstrong

Jerry Mills: Jerry J. Mills

Robin Cooper:

John Miller: John R Miller

Emeric Howell

Marty Burke Marty Burke

Louis Nett Louis D Nett

Steve Grant Club President, ex-officio member

Fred Shelton Fred Shelton

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BY-LAWS of The Falls City Model A Ford Club

I have read and understand the By Laws of The Falls City Model A Club

Printed: _____

Signature: _____ Date:_____