

# **BYLAWS**

## **HEART OF AMERICA MODEL "A" FORD CLUB, INC.**

### **ARTICLE I – NAME AND ORGANIZATION**

The name of this organization shall be HEART OF AMERICA MODEL "A" FORD CLUB, INC., hereinafter referred to as the Club, and its memberships shall be in the vicinity of Kansas City, but not restricted to Kansas City alone. This Club was formed in 1962, and became a chapter under a charter dated October 17, 1962, granted and affiliated with the Model "A" Ford Club of America (MAFCA) and subsequently with the Model "A" Restorers Club (MARC), hereinafter referred to as the Nationals. This Club was incorporated under the corporation laws of the State of Missouri in 1986 as a not-for-profit corporation. The Club shall be nonprofit, non-commercial, nonsectarian and nonpartisan

### **ARTICLE II – PURPOSE**

The purposes of this Club shall be:

Section 1 – For the development, publication, and interchange of restoration and repair, historical, and other information for and among members and other persons who own or are interested in Model A Fords, and preserve the car in its original likeness, which were produced during the period from late 1927 to early 1932, and designated as manufactured models for the years 1928, 1929, 1930, and 1931.

Section 2 – To provide a channel of communication for those interested in such cars and to bring together in good fellowship all that own or admire the Model A Fords through sponsored activities, including the use of the Model A Ford and family participation.

### **ARTICLE III – MEMBERSHIP**

Section 1 – The Club shall have one type of membership – namely Active memberships.

Defined: The club is family oriented. The family is defined as a principal plus those persons living in the same household. A family can consist of an individual, an individual acting as a single parent, a couple, married or unmarried; or some combination of persons living together in good faith as a family, if in reasonable numbers.

Rights: An active membership is entitled to two (2) votes, access to the clubs publications, notice of the club's activities, and the right to participate in club activities.

Section 2 – Club members are encouraged to be members of the national organizations. Requirements for membership shall not insist upon the actual possession of a Model A Ford. Merely an interest in the objects of the club and a desire to take an active part in club activities shall be the primary requirement for membership.

Section 3 – Dues. The Board shall determine the amount of initiation fee, if any, and annual dues. Dues shall be payable in advance of the first day of January each

year and must include a current signed membership application. (Grandfathered Lifetime and Honorary members must return only a current signed membership application to maintain active status.) Annual dues will not be prorated. Annual dues paid in the last quarter of the year shall apply to the current and following year. When any member shall be in default of payment of dues for a period of sixty (60) days, that membership must then be considered for termination by the Board, in the manner set forth in Article III, Section 4.

Section 4 – Termination of Membership. The Board, by affirmative vote of the majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership because of default in payment of dues for a period designated in Article III, Section 3(d).

Section 5 – Resignation. Any member may resign by filing a written resignation with the Board, but such resignation shall not relieve the member resigning of the obligation to pay any dues or assessments, or charges therefore accrued and unpaid.

Section 6 – Reinstatement. Upon written request by a former member filed with the Board, the Board may, by affirmative vote of the majority of all the members of the Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 7 – Transfer of Membership. Membership in this Club is not transferable or assignable.

#### **ARTICLE IV – ELECTED OFFICER AND MANAGER POSITIONS**

Section 1 – The elected Officer and Manager Positions of this Club shall be President, Vice-President, Secretary, Treasurer, Activities Manager, Membership Manager, and Publications Manager. To be eligible to hold the office of President, a person shall have served as an officer or manager on the Board. The person also must be able to regularly attend Board meetings and Club activities. Board meetings must have a quorum of a majority of Board members. Over half of the Board will constitute a quorum. If a quorum is not present at any meeting, the members present must adjourn the meeting without further notice.

Section 2 – The Board of Directors, hereinafter referred to as the Board, shall consist of Officers and Managers of the Club as outlined in Section 1 above.

Section 3 – The terms of the Board members of the Club shall be two years and begin on the first day of January of each calendar year. Elected Board terms will be four (4) Board members elected in odd number years and three (3) Board members elected in even number years. Elections will be for positions to be held.

Section 4 – An active membership as defined in Article III, Section 1 shall hold no more than one (1) position on the Board, nominating committee, or bylaws review committee at the same time.

Section 5 – Any vacancy occurring in the Board shall be filled by appointment of the board for the unexpired term.

Section 6 – All Board members are expected to attend all Board Meetings. In the event a Board member misses three (3) consecutive Board meetings, that office can be declared vacant.

Section 7 – No Officer or Manager shall receive compensation for his/her services, but shall be reimbursed for his/her reasonable expenses.

## **ARTICLE V – POWERS AND DUTIES OF BOARD MEMBERS**

Section 1 – The Board shall be the governing body of the Club in accordance with the provisions of these bylaws of the Club.

Section 2 – President. The President shall preside at all meetings of the Club and of the Board, and shall enforce the provisions of these bylaws of the Club. He/She presides at all meetings of the Club and shall perform all duties incident to the office of President. The President shall appoint a Nominating Committee and Chairperson within four (4) months prior to the end of the year. The President shall be a member ex officio of all committees except the Nominating Committee. The President shall not vote except to break tying votes.

Section 3 – Vice-President. The Vice-President shall assist the President in the discharge of duties. During the absence or disability of the President, Vice-President shall have the powers and perform all the duties of the President. The Vice-President will serve as the chairperson of the Nominating Committee.

Section 4 – Secretary. The Secretary shall keep accurate records of the proceedings of the Board and Club. The Secretary shall take care of the general correspondence, and have charge of all records except those in the charge of the Treasurer and Membership Manager and in general perform all duties incident to the office of Secretary.

Section 5 – Treasurer. The Treasurer shall be custodian of the Club's general funds and keep the Board fully advised on all matters connected herewith, keep an accurate record showing all receipts and disbursements, and keep the funds in a designated place approved by the Board showing all receipts and disbursements. Disbursements from the Club's general funds must be approved by the Board. The Treasurer shall render a monthly financial report of the Club at each Board Meeting and Membership Meeting. Specific Club activities may exist from time to time where a separate Treasurer is appointed. These Treasurers shall keep an accurate record showing all receipts and disbursements; keep the funds in a designated place as approved by the committee involved; keep that committee informed of all transactions and keep the Club Treasurer informed of balances so the Board and Membership can be informed on a regular basis. An internal audit of all of the Club's funds should be done within thirty (30) days prior to installation or re-election of the Treasurer.

Section 6 – Activities Manager. The Activities Manager is responsible for developing, planning, organizing, and scheduling events. The Activities Manager is responsible for the development of a preliminary annual event plan. Events are defined as restoration and repair seminars, car shows, parades, parties (excluding Holiday and Awards Banquet) and driving tours.

Section 7 – Membership Manager. The Membership Manager is responsible for maintaining attendance records of Club meetings and events and for developing

and operating annual Model A mileage, participation and recognition programs. He shall also be responsible for receiving all new membership applications and renewals, and for maintaining a current file on all members. Funds received by the Membership Manager shall be forwarded to the Treasurer in an expeditious manner as determined by the Treasurer.

Section 8 – Publications Manager. The Publications Manager will be responsible for Club publications, including preparation and distribution.

## **ARTICLE VI – APPOINTED POSITIONS AND COMMITTEES**

Section 1 – All standing and ad hoc positions and committees report to the President. Each committee, whether standing or ad hoc, will have a designated chairperson. Appointed positions and committees shall not have a vote on the Board.

Section 2 – Standing positions and committees of this Club shall be Historian, Property Custodian, Sunshine Committee, Fund Raising Committee, Technical Information Coordinator, and Webmaster.

Section 3 – Historian. The Historian shall ensure that the Club scrapbook remains current and will maintain an archive containing copies of all published News-A-Letters, membership rosters, bylaws, and other Club and Model A hobby related material. Historian shall prepare a display of Club historical material for the annual Holiday and Awards Banquet.

Section 4 – Property Custodian. The Property Custodian shall be responsible for the approved acquisition, security, and care of all Club physical assets. Property Custodian shall develop and administer a method of allowing members use of certain nonexpendable Club assets by establishing deposit requirements and return procedures, where applicable. Rules for use of Club assets will include provisions for replacement of such assets in case of breakage due to misuse or for failure to return. Property Custodian will determine needs for additional Club assets by receiving suggestions from members, and will provide recommendations for acquisition to the Board.

Section 5 – Sunshine Committee. The Sunshine Committee shall be responsible for receiving information of interest to the Club about individual members, then appropriately disseminating that information to the membership. Expressions of congratulations or sympathy by the Club to members, limited to members and their children only, shall be generated by the Sunshine Committee.

Section 6 – Fund Raising Committee(s). The Fund Raising Committee(s) shall be responsible for planning, organizing, and supervising the operation of the Club's annual fund raising events. Fund Raising Chairperson(s) shall be appointed by the Club President and shall attend board meetings surrounding the event.

Section 7 – Technical Information Coordinator. The Technical Information Coordinator shall be responsible for obtaining and furnishing restoration and repair information pertaining to the Model A Ford when required for the Club members or the Board.

Section 8 – Webmaster. The Webmaster shall be responsible for creating and maintaining a Club website as directed by the board.

ARTICLE VII –Meetings

Section 1 – The date, time, and location of the Board Meetings shall be determined by the majority vote of all Officers and Managers on the Board, however the Board shall meet no less frequently than bimonthly. Changes in the meetings may be made at the request and approval of the majority of all Board Members. All Board Meetings will be open to attendance by any and all Club members.

Section 2 – There shall be a regularly scheduled monthly Membership Meeting. Membership Meetings may be combined with other activities as deemed appropriate by the Board. Membership meeting schedules shall be published in advance.

Section 3 – Any member of the club who may find dissatisfaction with the operation of the Club may file grievance in a signed letter or e-mail to the board or any board member, and it will be placed on the agenda at the next Board Meeting. This written grievance may also be presented directly to the Board at any Board Meeting.

Section 4 – An annual Holiday and Awards Banquet will be held each year.

## **ARTICLE VIII – ADMINISTRATIVE AND FISCAL YEARS**

Section 1 – The administrative and fiscal years of the Club shall run concurrently, beginning on January 1 and ending on December 31 of each calendar year.

## **ARTICLE IX – ELECTION OF OFFICERS AND MANAGERS**

Section 1 – Within four (4) months prior to the end of the fiscal year, the President shall appoint a Nominating Committee and a Chairperson of that committee. The Nominations Committee shall consist of five (5) members: the Vice-President, two (2) Board members, and two (2) Members at-large. The committee shall submit a progress report to the Board not later than the November Board of Directors meeting.

Section 2 – At the November membership meeting, the Nominating Committee shall present the slate of candidates for the board. The membership may nominate additional candidates from the floor. If there are more candidates than open positions on the board, voting shall be by written ballot.

## **ARTICLE X – SPECIAL INTERESTS**

Section 1 – The Club shall have an official logo approved by the membership.

Section 2 – All meetings will be conducted using Robert's Rules of Order.

Section 3 – The Club shall sponsor, plan and operate a minimum of one fundraiser each year.

Section 4 – The Club shall establish a special award which may or may not be given annually. The award is to recognize a specific member or Membership for service during the past year or years that is above and beyond the call of duty. This award shall be known as The Belger Award. This award is not a participation award that is determined by attendance, tour or mileage calculations but is to be given by the Board as the Clubs "Medal of Honor" for excellence. Past recipients and current Board members or their families are not eligible for this award during their tenure as a Board member. The award, if given, shall be presented at the annual Holiday and Awards Banquet.

## **ARTICLE XI – REVENUE GENERATION AND ASSET MANAGEMENT**

Section 1 – The Club funds shall be derived from membership dues, fund raising events, donations and other sources which have been approved by the Board as consistent with the operation of the Club.

Section 2 – The Board members with signature authority shall be the President, Vice President and Treasurer.

Section 3 – The Board members with signature authority shall be required to be bonded with the fee for bonding to be paid by the Club. In the event of appointment of a special Treasurer, the Board shall have discretion to require bonding of the special Treasurer.

Section 4 – The Club shall maintain a reserve fund of \$10,000 to ensure the long-term security of the Club. The expenditure of any of the principal in the reserve fund must be approved in advance by a majority vote of members present at a monthly meeting.

Section 5 – The Club shall maintain an inventory of assets which enhance the operation of the club, promote the Model A hobby, and provide nonexpendable resources to Club members. An audit of the assets may be performed by a team consisting of two (2) members of the Board and two (2) members at-large within thirty (30) days prior to the installation of new Officers and Managers.

Section 6 – The Club shall encourage an annual contribution of time and/or money to a charitable organization, or otherwise sponsor a group, family, or individual in need. Any donation over \$500 must be approved by the membership at a monthly meeting.

## **ARTICLE XII – PUBLICATIONS**

Section 1 – The club shall publish a monthly newsletter.

## **ARTICLE XIII – AMENDMENTS TO BYLAWS**

Section 1 – A proposed amendment to the bylaws shall be published in the newsletter prior to the vote at the next membership meeting. If the amendment receives a majority vote of those members present, it will become part of the bylaws of the Club. Updated bylaws shall be published as soon as possible after approval.

Section 2 – These bylaws shall be reviewed by a committee of three (3) Board members and three (3) Club members at-large at least every three (3) years. This committee is to be appointed at a membership meeting.