

*Southern Maryland
Mustang Club, Incorporated*



BY-LAWS

Approved: May 22, 2004

Revised: May 20, 2006

ARTICLE I – PURPOSE

Section 1 Purpose:

The general purpose of the Southern Maryland Mustang Club, Inc., a non-profit group hereinafter referred to as the Club, shall be primarily the restoration, preservation, promotion, and enjoyment of the Mustang Motor Vehicle manufactured from 1964 through the current model year and to serve as a source of information concerning these automobiles for the benefit of its members as well as the general public as well as other Ford Motor Company bodied and powered vehicles.

ARTICLE II – EMBLEM

Section 1 Emblem:

The official emblem of the Club shall consist of a circle with a spherical Maryland flag in the background with a facsimile of the Mustang emblem, commonly referred to as the "Gallopig Pony" in the center and the words "Southern Maryland Mustang Club" just inside the circumference.

The official Club emblem may be used and displayed by any member or sponsor in good standing of the Club.

ARTICLE III – LOCATION

Section 1 Location:

The Club will be headquartered in the town of Port Tobacco, county of Charles, state of Maryland.

ARTICLE IV – PERSONAL LIABILITY

Section 1 Liability:

No officer, director, sponsor or member of the club; past, present, or future shall be held personally liable for any claim, damage or debt against the Club.

Section 2 Club Assets:

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

ARTICLE V – OFFICERS

Section 1 Officers and Qualifications:

The officers of the Club shall be elected by vote of the general membership and shall consist of President, Vice President, Secretary, Treasurer and Public Relations Officer. Nominees for officers must be active members in good standing. Officers shall serve for a term of one year. A member shall serve no more than 4 consecutive term in the same office. The member is once again eligible for the office after one year outside the office. Elections will be held annually and newly elected officers will assume their positions immediately after elections.

Section 2 Duties of Officers:

President: The President shall preside over all membership and Board of Directors meetings. He/She shall sign all contracts and other instruments of writing which shall have been first approved by the Board of Directors.

Vice President: In the absence of the President, or his/her inability to act, the Vice President shall preside in his/her place.

Secretary: The Secretary shall keep a full and complete record of the proceedings of the meetings and shall supervise and control the keeping of the records and accounts of the Club. The Secretary shall compile the minutes of all meetings and have them available for reference during future meetings.

Treasurer: The Treasurer shall receive and safely keep all funds of the club and deposit same in such bank as may be convenient. The Treasurer shall keep a correct and up-to-date accounting of all club business transactions and will report current club fund status to the general membership at each meeting. Only the Treasurer and President will be authorized to sign checks on the Club account.

Public Relations Officer: The Public Relations Officer shall be responsible for securing club sponsors, promoting public events and maintaining the good name of the Club in general.

Section 3 Removal and Resignation:

Any elected officer may be removed from office for cause by a three-fourths majority vote of the Directors at the time in office, at a regular or special meeting of the Board of Directors. However, no officer may be removed from office without a recommendation or charges for removal first being presented to the Board of Directors for evaluation as to whether the charges have merit. Any member in good standing of the club may file charges against an officer. The officer in question will receive written notification from the Board of Directors of the charges and a separate notification of the Board's findings. The officer in question, upon receiving notification will be relieved of all Board/Officer duties until the Board of Directors takes a final vote.

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

Section 4 Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by a special election at the next scheduled club meeting. The Board of Directors may call a special meeting to hold the election prior to the next scheduled club meeting.

Section 5 Age:

No member of the club may serve as an Officer unless they have reached their eighteenth (18th) birthday prior to the beginning of their term. Furthermore, all Officers must be in good standing with the Club.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 Board of Directors:

The Board of Directors consists of not less than five (5) members in good standing. The President shall also serve as Chairman of the Board. The remaining four (4) members of the Board shall be elected by the membership. Each will serve for a period of two years; however terms will overlap so that only

two directors will be replaced each year. A Director shall serve as Chairperson of each standing committee and all other committees that may be established from time to time. The Board of Directors, acting as a collective body, shall approve all Club contracts and other instruments of writing which commit the Club or its resources. The Board of Directors will meet as needed at a time and place of their choosing. A quorum of the Board of Directors shall consist of a majority of same.

Section 2 Vacancies:

A vacancy shall be deemed to exist in the case of death, resignation or a removal of any director or if the authorized number of Directors are increased by amendment of these By-Laws. A vacancy or vacancies shall be filled by the remaining Directors until a successor can be elected at either the next membership meeting or by a special election.

Section 3 Reduction in Number:

No reduction of the authorized number of directors shall have the effect of removing any director prior to expiration of the term in office.

Section 4 Age:

No member of the club may serve as a Director unless they have reached their eighteenth (18th) birthday prior to the beginning of their term. Furthermore, all Board of Directors members must be in good standing with the Club.

Section 5 Spending Limits:

The Board of Directors has the authority to spend up to a \$250.00 limit without prior membership approval. For any expenditure over \$250.00, the Board of Directors must obtain approval from a 2/3 majority of the membership at a regular business meeting.

ARTICLE VII – MEMBERSHIP

Section 1 Prerequisite:

Ownership of a Mustang is not a prerequisite to club membership. Any person interested in promoting the purpose of the club can become a member.

Section 2 Types of Membership:

- A. Active:** Any person interested in promoting the purpose of the Club and is current in payment of dues. Active members are entitled to all club privileges including the right to vote. Family members of Active members are entitled and encouraged to participate in Club activities, however only the actual active member has voting rights.
- B. Sponsor:** Any business interested in promoting the purpose of the Club and is current in payment of dues. Sponsors are entitled to all club privileges but are entitled to only one vote.
- C. Charter:** A person who becomes a member prior to June 30, 2004. Charter Members must still pay annual dues to remain in good standing. Charter Members have voting rights so long as they remain current in payment of dues.
- D. Honorary:** A person of distinction appointed and approved by the Board of Directors. This member will not have voting privileges but may exercise any other club privileges.
- E. Inactive:** Any member, except for Honorary, that is not current in payment of club dues. An Inactive member shall not be entitled to any club privileges nor have voting rights.

Section 3 Application:

Application for Club membership shall be in writing, filed with the Secretary, and accompanied by dues for the current year.

Section 4 Resignation:

Any member may resign upon notification to the Secretary and such resignation shall be effective upon receipt by said Secretary provided indebtedness to the club, if any, is paid in full. A member who resigns is not entitled to any refund of membership dues.

Section 5 Suspension, Expulsion, Reinstatement by the Treasurer:

Any member may be suspended by the Treasurer for non-payment of dues after the member has become more than one (1) year in arrears in their membership dues. Suspension shall be at the discretion of the Treasurer. A member suspended for non-payment of dues may, within one year of suspension, reinstate membership by paying all back and current dues. Members suspended for non-payment of dues beyond one (1) year of the suspension must make an application for new membership.

Section 6 Suspension, Expulsion, Reinstatement by the 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 name, popularity, good will or prosperity of the Club. The proceedings of the Board of Directors in such matters shall be final and conclusive. However, no action under this provision may be initiated without a recommendation or charges for removal first being presented in writing to the Board of Directors for evaluation as to whether such charges have merit.

Section 7 General:

Upon the resignation, suspension or expulsion of a member, the members' rights and privileges within the Club shall cease.

ARTICLE VIII – MEETINGS

Section 1 Date and Location:

General membership meetings will be held the third Saturday of each month, with the exception of December at a time and place selected by the membership. Other meetings may be called as the President, Board of Directors, or general membership may desire.

Section 2 Quorum:

At all meetings of the a simple majority of voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

Section 3 Procedure:

Each voting member in good standing shall be entitled to one vote per membership number at any meeting. The use of proxies at any membership meeting of the Club will be allowed, and the proxy must be signed by the absent member

ARTICLE IX – CONTRACTS

Section 1 Execution of Contracts:

The Board of Directors, except as the By-Laws or Articles of Incorporation otherwise provide, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Club, and such authority may be general or special, and unless so authorized by the Board of Directors, no Officer or agent shall have any person or authority to bind the Club by any contract or agreement or to any amount.

ARTICLE X – DUES

Section 1 Dues:

Membership dues shall be as fixed by the Ways and Means Committee with approval by the vote of the members. Currently, dues are \$25.00 per year. New member's dues will be \$25.00 if the member joins between January 1 and June 30 or \$15.00 for members joining between July 1 and December 31. Thereafter, dues will be assessed at the rate of \$25.00 per year, payable in full prior to 31 January. Past members who rejoin the Club after an absence of at least two years will be considered new members for dues purposes.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 1 Rules:

The rules contained in the current edition of Roberts Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

ARTICLE XII – APPROVAL AND AMENDMENTS

Section 1 Proposal

Any member in good standing may propose amendments to the Club By-Laws at any membership meeting where a quorum is present. Any change in the By-Laws must be adopted by simple majority vote of active voting members, either present or by proxy.

Section 2 Frequency:

The By-Laws will be reviewed, as a minimum, every two (2) years and be updated with changes made since the last review. The new amendment date will be annotated on the cover page of the By-Laws.