

Southern Maryland



Mustang Club, Incorporated

BY-LAWS

Created, May 22nd, 2004
Revision 4, March 17, 2011

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 gold-rimmed 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's mailing address will be available on website: www.somdmustang.org

The President shall maintain administrative control of post office box. In addition to the President, the Treasurer will have physical access to retrieve mail. The President and Treasurer shall coordinate monitoring of the mailbox to ensure all Club correspondence is accomplished in a timely manner

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

All officers and director members are required to attend at least five Monthly Business Meetings and one Club sponsored show per calendar year with a calendar year being defined as January through December. All officers and board of director members must be active members in good standing.

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 Directors.

The President shall make every effort to be present at each Monthly Business Meeting. In the event the President is unable to attend a Monthly Business Meeting, it shall be the responsibility of the President to notify the Vice President

Vice President:

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

If the Vice President has been notified by the President that he/she cannot attend a Monthly Business Meeting, it is the responsibility of the Vice President to perform the President's duties. If, in turn, the Vice President is unable to attend that same meeting, it is the Vice President's responsibility to notify the Secretary.

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 of the Club. The Secretary shall compile the minutes of all meetings and have them available for reference during future meetings and is required to post them to the Club website within seven days of the meeting. The Secretary along with assistance from the Treasurer shall maintain a notebook of current membership forms. The Secretary shall also call and/or email new members within 2 weeks of joining the club.

If the Secretary has been notified by the Vice President that both the President and the Vice President cannot attend a Monthly Business Meeting, it is the responsibility of the Secretary to perform the President's duties. A substitute for the Secretary may not be delegated this responsibility. If, in turn, the Secretary is unable to attend the same meeting, the Secretary shall notify the Board of Directors of this fact.

The Secretary shall be present at each Monthly Business Meeting. In the event the Secretary unable to attend a Monthly Business Meeting, it shall be the responsibility of the Secretary to insure a qualified substitute, chosen by them, is present.

Treasurer:

The Treasurer shall receive and safely keep all the accounts and 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 should be ready to report current Club fund status to the general membership at each meeting. The Treasurer shall provide a detailed quarterly Club financial statement, by printout, at the March, June, September, and November Monthly Business Meetings.

The Treasurer shall maintain a current paid membership list to distribute to all paid club members.

The Treasurer shall assist the Secretary with the maintenance of the paid membership notebook.

The Treasurer shall be present at each Monthly Business Meeting. In the event the Treasurer is unable to attend a Monthly Business Meeting, it shall be the responsibility of the Treasurer to insure a qualified substitute is present.

The Treasurer shall ensure that the Maryland Personal Property Form is filed properly with the State of Maryland for each calendar year.

Public Relations Officer(s):

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 Directors. However, no officer may be removed from office without a recommendation or charges for removal first being presented to the 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 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 Directors take a final vote. Any officer may resign at any time by giving written notice to the 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 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 of Directors. 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 will meet as needed at a time and place of their choosing.

A quorum of the Board of Directors shall consist of no less than four (4) Board of Director members with one being the Chairman. The Chairman of the Board of Directors shall provide a detailed report, either in writing or in person, on the previous Board of Director meeting(s), at the next Monthly Business Meeting

Section 2 Duties of Directors

The Board of Directors shall conduct club elections as set forth in Article XIV.

If notified that the President, Vice President, and Secretary are unable to attend the same Monthly Business Meeting, it is the responsibility of the Board of Directors to cancel said meeting and notify the general membership by telephone and/or email. In the event of the cancellation of a Monthly Business Meeting, for whatever reason, the Board of Directors may attempt to reschedule the meeting

Section 3 Removal and Resignation

Any elected director 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 Directors. However, no director may be removed from office without a recommendation or charges for removal first being presented to the Directors for evaluation as to whether the charges have merit. Any member in good standing of the Club may file charges against a director. The director in question will receive written notification from the Directors of the charges and a separate notification of the Board's findings. The director in question, upon receiving notification will be relieved of all Board duties until the Directors take a final vote. Any director 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 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 5 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 6 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 7 Contracts

All contracts are subject to the final approval of the general membership. All new contracts should be presented at the next Monthly Business Meeting by the Chairman of the Board of Directors, either in writing or in person. Contract cancellations and revisions should follow the above guidelines.

ARTICLE VII – MEMBERSHIP

Section 1 Prerequisite

Ownership of a Mustang is not a prerequisite to Club membership. Any person at least 16 yrs of age interested in promoting the purpose of the Club can become a member.

Section 2 Types of Membership

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 and significant other/spouse for the current year membership has voting rights.

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.

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.

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.

Inactive: Any member, except for Honorary, who is not current in payment of Club dues. An Inactive member shall not be entitled to any Club privileges or 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 Suspensions, Expulsion, and Reinstatement by the Board of Directors

The 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 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, Directors, or general membership may desire.

Section 2 Quorum

At all meetings of the Club 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 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.

Significant others of active members-in-good-standing living in the same household may join the club as active members at no cost.

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 – REVENUE, EXPENDITURES AND REIMBURSEMENTS

Section 1 Revenue

The President and/or the Treasurer shall insure all revenue raised by the Club shall be deposited in the Club bank account within seven (7) days. The Club bank account balance shall be kept at a minimum of \$1500 and a maximum of \$6000.

Section 2 Expenditures

The Directors may spend monies, not to exceed \$250.00 (\$1,000.00 per annum) without prior approval of the Club. These expenditures shall be presented at the following Monthly Business Meeting by the Chairman of the Board of Directors, either in writing or in person. All expenditures in excess of \$250.00 shall be approved by a two-thirds vote of those members in attendance at the Monthly Business Meeting.

Section 3 Reimbursements

Any Club member or outside entity seeking reimbursement from the Club shall submit a written request with accompanying receipts to the Treasurer in a timely manner. The Treasurer shall insure reimbursement are paid within fourteen (14) days of receipt of request unless said request was in excess of \$250.00 and not previously approved by the Club. In this event, the Treasurer shall bring this request to the attention of the Club at the next Monthly Business Meeting to insure the issue is resolved in a timely manner. All members are reminded to insist on a receipt for all goods and services they wish reimbursement for.

ARTICLE XIII – CLUB WEBSITE

Section 1 Website Services

The website provider shall be chosen by the Board of Directors and approved by the general membership.

Section 2 Website Administration

Full administrative control of the website shall be held by, at a minimum, the President, the Vice President, and an individual appointed by the President, henceforth known as the Webmaster. The President or Vice President shall not serve as Webmaster.

In regards to website provider services, the President, Vice President, and Webmaster shall have unrestricted access to any and all administrative functions.

Section 3 Webmaster Duties

The Webmaster shall maintain the Club's website. This includes, but is not limited to, the insertion of club approved information, deletion of club approved information and updating the homepage to reflect the next meeting and other Club events.

He/She shall act as the Technical Point of Contact with the web service provider. He/She shall be a focal point of contact for the Club membership and Directors, if needed.

He/She shall be responsible for bulletin board Moderators and all duties as described in Article XIV Club Website, Section 4 Moderators and Moderator Duties.

Webmasters may suspend any user account for up to thirty (30) days but shall make every effort to resolve the issue(s) at or before the following Monthly Business Meeting.

Webmasters shall not delete any member-in-good-standing's account unless directed by Club membership.

Section 4 Moderators and Moderator Duties

The Webmaster shall select no more than three (3) members to act as Moderators for the Club bulletin board, at any given time. The Webmaster may revoke and/or transfer moderator status to and from Club members at his/her discretion. Moderators shall be members-in-good-standing unless otherwise approved by the Club membership.

Moderators shall make every effort to enforce Club approved rules and regulations, as listed on the Club bulletin board. Moderators shall make every effort to insure the Club bulletin board remains open and accessible.

Moderators may suspend an account of any member-in-good-standing for up to 72 hours. All effort shall be made to refer the issue to the Webmaster, or in their absence, the President or Vice President.

Moderators shall not delete any member-in-good-standing's account for any reason.

ARTICLE XIV – 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.

ARTICLE XV – ELECTIONS

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. Officers shall serve for a term of one year. A member shall serve no more than 4 consecutive terms in the same office. The member is once again eligible for the office after one year outside the office. Officers must be active members in good standing.

The Board of Directors shall also be elected by vote of the general membership and shall consist of 4 members in addition to the President. Each will serve for a period of two years; however terms will overlap so that only two directors will be replaced each year.

Elections will be held in November. Terms will begin in January and end in December. The two Board of Directors that are currently midway thru their two year term will conduct the election and serve as the Election Committee. The Election Committee will accept nominations for Officers and Directors beginning no later than October 1 up until the November election is held. The Election Committee will also install the new officers in January prior to the January business meeting.