

HANGTOWN A'S BY-LAWS

ARTICLE I

Name

The name of this organization shall be the HANGTOWN A'S CHAPTER of the Model A Ford Club of America, Inc. (MAFCA), and is hereinafter designated "The Chapter" for purposes of these by-Laws.

ARTICLE II

Purposes and Limitations

SECTION 1. The Purpose of this Chapter shall be:

To enjoy, preserve and protect the Model A Ford cars.

To serve as a medium of exchange of ideas, information and parts for admirers of the Model A Ford car, and to aid them in their efforts to restore and preserve the car in its original likeness.

To help members become better acquainted, encourage and maintain among its members the spirit of good fellowship, sociality and fair play through sponsored activities, including the use of the Model A Ford and family participation.

SECTION 2. Limitations. The Chapter shall be non-commercial, non-sectarian and non-partisan. The Chapter shall not discriminate against any persons or groups on the basis of race, creed, color, country of national origin, sex, age, or on the basis of any other item which is declared to be illegally discriminatory under the Constitution and Laws of the United States of America and under the Constitution and Laws of the State of California.

ARTICLE III

Membership Rights and Responsibilities

SECTION 1. Classes Of Members. There shall be two classes of members, individual and family members, age 18 and over, and such members shall have the following rights:

Individual members shall be entitled to receive a copy of the Chapter's publication, membership roster and notices of Chapter activities, to participate in Chapter competitions for prizes, and shall have the right to one vote and to hold office.

Family members shall be entitled to receive a copy of the Chapter's publication, membership roster and notices of Chapter activities, to participate in Chapter competitions for prizes, and shall have the right to two votes and to hold office.

Upon the recommendation of the Board of Directors, subject to approval by the members at a general meeting, Life Membership may be awarded to members in either class in recognition of extraordinary past and/or continuing contributions to the Chapter. In the event of the demise of one adult family member, the surviving adult family member shall continue to be accorded Life Membership.

SECTION 2. Membership Requirements. Requirements for membership shall not insist upon the actual possession of a Model A Ford, but merely an interest in the objectives of the Chapter and a desire to take an active part in Chapter activities. An applicant must be of good character as to be of benefit to the Chapter and its functions and objectives, and must display sincerity of purpose. An applicant for membership must remit the annual dues with his application.

SECTION 3. Dues. Membership dues shall be set and administered in the following manner:

Changes in annual dues must be approved by the general membership.

Dues paid by a new applicant on or after November 1st of each year shall, if membership is granted, constitute payment of the full dues for the ensuing calendar year.

Dues shall be payable in advance of the first day of December of each year.

When any member shall be in default in the payment of dues for a period of thirty days, membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of the by-laws.

Life Members are not required to pay annual dues.

SECTION 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all its members, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Section 3 of this Article III of these by-laws.

SECTION 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of any financial obligation to the Chapter.

SECTION 6. Rights of Dissolution. In the event of dissolution of the Chapter, distribution of the assets of the Chapter then remaining shall be donated to an appropriate charitable organization selected by the Board of Directors.

ARTICLE IV

Meeting of Members

SECTION 1. Regular Meeting. Regular meetings of the members shall be held once each month on the dates fixed by the Board of Directors for the purpose of transacting general business as may come before the membership.

SECTION 2. Annual Meeting. The annual meeting of the members shall be on a date in November fixed by the Board of Directors. The purpose of said meeting shall be the election of officers and the transaction of such other business as may come before the meeting.

SECTION 3. Special Meetings. Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 4. Notice and Place of Meeting. Written or printed notices stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. This written notice may be waived by verbal consent of the recipient.

ARTICLE V

Board of Directors

SECTION 1. General Powers. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Sparten Editor, and Membership Chairman, together with the past President. The affairs of the Chapter shall be managed by the Board of Directors. Officers must be a member in good standing with the Model A Ford Club of America.

SECTION 2. Member, Tenure and Qualifications. The number of Directors shall not exceed seven. The outgoing President shall automatically serve a one-year term as a member of the Board of Directors.

SECTION 3. Advisor. The most recent ex-President shall serve as Advisor to the Board of Directors in the transaction of business as may come before the Chapter. He or she shall serve a term as provided in Section 2 of Article VI of these by-laws, and shall be entitled to vote in all Board and General meetings.

SECTION 4. Elections. A nominating committee, consisting of the current President and active past Presidents, shall meet in September. The nominating committee shall nominate qualified candidates from the general membership as prescribed in Article III of these by-laws. Nominees shall be announced at the October general meeting. At that time, nominations will also be accepted from the floor before nominations are closed. Any candidate nominated must be a member in good standing of MAFCA and must agree to serve in the office nominated before being placed on the ballot. Voting shall be conducted by ballot at the November general meeting if required.

SECTION 5. Meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors without other notice than such resolution.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them. Notice of a special meeting of the Board of Directors shall be given at least two days previous thereto.

SECTION 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

SECTION 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these by-laws.

SECTION 9. Vacancies. Any vacancy occurring on the Board of Directors or any directorship to be filled by reason of increase in number of Directors shall be filled by the Board of Directors. A member of the Board of Directors elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 10. Removal. Any member of the Board of Directors may be removed by the Board of Directors whenever such member indicates a noticeable disinterest in the welfare of the Chapter.

ARTICLE VI

Elected Officers

SECTION 1. Elected Officers. The elected officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, Sparton Editor and Membership Chairman.

SECTION 2. Election. Term of Office. Officers of the Chapter shall be elected by the active Chapter members at the regular annual meeting. Each officer shall hold office for one fiscal year until a successor shall have been duly elected and shall have qualified.

SECTION 3. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the interest of the Chapter would be served thereby, but such removal shall be without prejudice to the membership rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Chapter and shall, in general, supervise and control all the business and affairs of the Chapter. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall sign, with the Secretary or any other proper officer of the Chapter authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or any other instruments which the Board of Directors have authorized to be executed. He/she shall have previously served one term on the board of Directors to qualify as a candidate for the office of President.

SECTION 6. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, 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 upon the President. The Vice-President shall perform such other duties as may be assigned by the President or Board of Directors.

SECTION 7. Secretary. The Secretary shall keep minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by-laws, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

SECTION 8. Treasurer. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter, receive and give receipts for moneys due and payable to the Chapter and deposit all such moneys in the name of the Chapter in such banks, trust companies or other depositories as directed by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

SECTION 9. Sparton Editor. The Sparton Editor shall be responsible for the procurement of information and articles of general interest, and for assembling and editing the Clubs Newsletter "Sparton" monthly, and in general, perform all

duties incident to the office of Sparton Editor and other duties as may be assigned by the President or the Board of Directors.

SECTION 10. Membership Chairman. The Membership Chairman will keep a register of the current mailing address of each member, shall handle all applications of prospective members and present same to the Board of Directors. He/she shall greet and introduce all guests and new members at monthly meetings and Club functions, maintain the Club Store and perform such other duties as may be assigned by the President or the Board of Directors.

ARTICLE VII

Appointed Officers and Committees

As dictated by custom or need, one or more other officers may be appointed at the beginning of the physical year by the board of directors for such purposes as shall be specified by the board of directors. Each appointed officer shall continue as such until the end of the physical year and/or until a successor is appointed, unless the position shall be sooner terminated, or unless such officer be removed from office, or unless such member shall cease to qualify as an officer. Appointed Officers are not voting members of the Board of Directors.

One or more committees may be appointed from time to time by the Board of Directors for such purpose as shall be specified by the Board of Directors. Each member of a committee shall continue as such until the end of the fiscal year and/or until a successor is appointed, or unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE VIII

Contracts, Checks, Deposits, and Funds

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chapter for customary recurring expenses. All other expenses must first be approved by the members at a general meeting.

SECTION 2. Payment of Moneys. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by the Treasurer and one other officer.

SECTION 3. Deposits. All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or any special purpose of the Chapter.

ARTICLE IX

Books and Records

Section 1. Books & Records. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the President, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Audit Committee. An annual audit of the books and records of account shall be conducted at the close of the fiscal year. The serving Past President for the fiscal year being audited shall select one or more members of the Chapter to serve on the Audit Committee. The Audit Committee shall report its findings to the Board of Directors.

Section 3. Privacy. Chapter membership records are the property of the Chapter for use by members to communicate with other members only. Any other use requires prior authorization by a vote of the members at a general meeting. Should such other use be authorized, all members shall be notified and given the right to redact personal information prior to that use.

ARTICLE X

Fiscal Year

The fiscal year of the Chapter shall begin on the 1st day of January and end on the last day of December in each year.

ARTICLE XI

Amendments to By-laws

These by-laws may be altered, amended, or repealed and new by-laws adopted by a two-thirds majority vote of the members present at any regular meeting or any special meeting, provided that at least five days written notice is given of the intention to alter, amend, repeal or adopt new by-laws at such meeting. Alterations or amendments shall be attached hereto and become a part of these by-laws.

re-typed 1/30/2012