



# **THE EARLY MUSTANG CLUB**

## **CONSTITUTION AND BYLAWS OF THE EARLY MUSTANG CLUB, INC.**

### **ARTICLE I-NAME**

The name of this Club shall be The Early Mustang Club, Inc. All references herein made to "The Early Mustang Club" or "The Club" shall have the same effect and meaning as the full name of this corporation.

### **ARTICLE II-OBJECT**

The object of this Club shall be to encourage the acquisition, preservation, restoration, and maintenance of all Mustang automobiles. It is a family oriented, social driving club, organized to provide an atmosphere of camaraderie for the enjoyment of those who share in this common interest. Specializing in 1965 through 1973 Mustangs, the Club is open for all Mustang owners and enthusiasts.

### **ARTICLE III-EMBLEM**

The emblem of the Club shall be that of the Mustang horse over a background of red, white and blue strips, as found on the Mustang horn hub, with the words "The Early Mustang Club, Inc." around the top and "Colorado" at the bottom.

### **ARTICLE IV-MEMBERSHIP**

#### *Section 1. Qualifications*

Membership shall be open to any Mustang enthusiast who pays dues and is approved by a majority vote of the Board of Directors. Membership shall include the immediate family residing at the applicant's address. There shall be one vote per membership.

*Section 2. Honorary Life Membership*

Throughout the history of the Club, certain members have been recognized and designated as Honorary Life Members, based on their notable service to the Club. As Honorary Life Members, they have none of the obligations of membership, but they are entitled to all of the privileges of membership, including the right to vote and hold office. By a favorable vote of three-fourths of the Club members, additional Honorary Life Members may be so recognized, and enjoy similar privileges and rights.

## **ARTICLE V—DUES**

The amount of dues shall be determined by the Board of Directors and members shall be notified by way of the November Newsletter. Dues shall be payable annually by January 1. Members whose dues are not paid by March 1 shall be automatically dropped from membership in the Club. Elected officers are not required to pay dues for the term of their office. The Board of Directors may vote to waive dues for members who have provided or are providing services to the Club.

## **ARTICLE VI—OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM, AND DUTIES**

*Section 1. Officers*

The officers of the Club shall be a President, Vice President, Secretary, Treasurer, Tourmaster, Parade and Show Director, and a Director.

*Section 2. Qualifications*

An officer must be a ~~Regular~~ member as defined in Article IV who is at least 18 years of age.

*Section 3. Nomination and Election*

- A. Nominations shall be from the floor at the Annual Meeting. Absent members may be nominated only if they have consented to serve if elected and have conveyed this desire to a member of the Board of Directors.
- B. A majority of votes cast at the Annual Meeting shall be required for election. This vote shall be by ballot, except that if there is only one candidate for an office, the ballot may be dispensed with and the nominees elected by voice vote. In the event no candidate receives a majority vote on the first ballot for an office, the two candidates receiving the highest number of votes for such office shall be voted upon again. If neither candidate receives a majority vote on the second ballot, the election for such office shall be decided by lot.

#### *Section 4. Term*

Officers shall be installed at the meeting following the Annual Meeting and shall assume office on January 1. The term of office shall be for one year or until a successor is elected. No member shall hold more than one office at a time. There will be no limit on the number of terms one may serve. An officer serving more than six months in an office shall be deemed to have served one term, except as provided in Section 5 of this Article.

#### *Section 5. Vacancy*

- A. In the event of a vacancy in the office of President, the Vice President shall succeed to the office for the unexpired term.
- B. In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint, through a majority vote, an Acting Vice President for the unexpired term. The Acting Vice President shall assume the duties and powers of the office.
- C. A vacancy occurring in any other office shall be filled for the unexpired term by a majority vote of the Board of Directors.

#### *Section 6. Duties*

- A. The President shall preside over all meetings of the Early Mustang Club and its Board of Directors and shall have the general powers and responsibilities of management and coordination of the business conducted by the Club in accordance with these Bylaws. The President shall be authorized to enter into contracts and to execute such instruments, documents, and conveyances on behalf of the Club as may be approved by the Board of Directors and required in the normal course of its business and operation. The President shall act as liaison between the Club and other organizations of a similar nature and may appoint special committees as necessary to conduct the business of the Club.
- B. The Vice President shall assist the President and shall perform the duties of the President in the latter's absence. The Vice President shall share ~~in the~~ responsibility with the President for the proper conduct of all business affairs of the Club. In the event of a vacancy in the office of President, the Vice President shall succeed to the office of President for the remainder of the term.
- C. The Secretary shall keep the minutes of all proceedings of the Club in one or more books provided for that purpose, keep on file all committee reports, conduct the general correspondence of the Club, and perform all duties incident to the office of Secretary and other duties as from time to time may be assigned by the President or the Board of Directors.
- D. The Treasurer shall be responsible for monitoring and reporting all monies collected and disbursed by the Club and shall keep an accurate record of all

transactions. The Treasurer shall make disbursements only as authorized by the President, Vice President, or the Board of Directors. They shall notify all members whose dues are 30 days in arrears and shall drop from the membership roster all members whose dues are not paid by March 1. The Treasurer shall keep the Club's official membership roll and shall distribute membership cards to each member. The Treasurer shall prepare a written, detailed, semiannual financial statement for review by the Board of Directors and the members.

- E. The Tourmaster shall be responsible for planning, coordinating, and publishing each of the Club's regularly scheduled events, and for notifying the members of other events of interest.
- F. The Parade and Show Director shall be responsible for planning, coordinating, and publicizing the Club's annual car show.
- G. The Director shall serve in an advisory capacity, with full voting privileges..

#### *Section 7. Removal from Office*

If any officer, chairman, or committee member, in the opinion of a majority of the Board of Directors, fails to perform the duties of the office or assignment satisfactorily, the Board of Directors shall have the authority to request that officer, chairman, or committee member's resignation. If the resignation is not received within 15 days, the Board of Directors may declare the position vacant and such office shall be filled in accordance with the provisions of ~~the~~ Section 5 of this Article.

## **ARTICLE VII-MEETINGS**

#### *Section 1. Regular Meetings*

The regular meetings of the Club shall include both Board and General Membership meetings, and shall be held monthly at a time and place to be determined by the Board of Directors, and announced to the membership at least two weeks prior to each meeting

#### *Section 2. Annual Meeting*

The regular meeting in October shall be the Annual Meeting

### *Section 3. Special Meetings*

Special meetings may be called by the President, Board of Directors, or by ten (10) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least four (4) days notice shall be given.

### *Section 4. Quorum*

Four (4) officers are required at any General Membership meeting to constitute a quorum to conduct the business of the Club. A quorum of twenty percent (20%) of the members shall be required to vote on issues brought forth to the membership for determination.

## **ARTICLE VIII-BOARD OF DIRECTORS**

### *Section 1. Members*

The officers of the Club shall constitute its Board of Directors.

### *Section 2. Meetings*

- A. Regular meetings of the Board of Directors shall be held once a month unless otherwise designated by a vote of the Board of Directors.
- B. Special meetings may be called by the President or by a majority of the Board of Directors. The purpose of the meeting shall be included in the call.

### *Section 3. Authority and Powers*

The Board of Directors shall: be responsible for the general supervision of the affairs of the Club in accordance with the provisions of these Bylaws; fix the hour and place of meetings; make recommendations to the Club; and perform such other duties as may be required. The Board of Directors shall be subject to the directives of the Club and none of its acts shall conflict with an action taken by the Club.

### *Section 4. Quorum*

A majority of the Board of Directors shall constitute a quorum, and a majority of those present shall constitute effective action.

## **ARTICLE IX-STANDING COMMITTEES**

### *Section 1. Audit Committee*

The Audit Committee shall consist of two members appointed by the Board of Directors at the October meeting. The Audit Committee shall present a written report to the membership no later than the January meeting.

### *Section 2. Communications Committee*

The Communications Committee shall be appointed by the President, subject to approval by the Board of Directors. The Communications Committee shall be responsible for the preparation, publication, and distribution of the Club's newsletter. The newsletter shall be published monthly and shall include a notice of meetings and events for the following month and the official minutes and Board reports from the previous month's meeting. The Communications Committee shall be responsible for notifying members of changes in scheduled meetings or events.

## **ARTICLE X-LIABILITY**

Neither the Club nor its officers assumes any liability whatsoever for damages or injuries occurring during, or as a result of, rallies, tours, or other Club events. All members shall, by signing the Club's membership application, be deemed to have agreed to keep in force their own liability and other insurance policies, insuring against such occurrences, and shall signify acknowledgment that their participation in such events shall be at their own risk.

## **ARTICLE XI-DISSOLUTION**

In the event of the dissolution or termination of The Early Mustang Club, Inc., distribution of any and all assets possessed by the Club, after current indebtedness has been paid, shall be resolved by the membership at that time. In such event, no assets or any remaining funds of the Club may be transferred to or directly benefit any member of the Club or any other individual person.

## **ARTICLE XII-PARLIAMENTARY AUTHORITY**

The Parliamentary Authority of this Club shall be Robert's Rules of Order, Newly Revised.

## **ARTICLE XIII-AMENDMENTS**

These Bylaws may be amended by a two-thirds favorable vote of the members of the Club, including proxy votes and written absentee ballots. All proposed

amendments shall be reviewed by the Board of Directors prior to presentation to the membership, and the membership shall be notified in writing sixty (60) days in advance of the meeting at which such amendments will be considered and voted upon.

## **ARTICLE XIV-ENACTMENT**

These Bylaws and/or amendments thereto shall become effective upon adoption.

Bylaws adopted: ca. 1975

Bylaws amended: Prior to 1979

### **ORDER OF BUSINESS FOR ANNUAL MEETING**

- 1 Approval of Minutes
- 2 Report of Board of Directors
- 3 Reports of Officers
  - a. President
  - b. Treasurer
  - c. Secretary
  - d. Other Officers
- 4 Reports of Standing Committees
- 5 Reports of Special Committees
6. Old
7. New Business:
- 8 Election of Officers
- 9 Announcements
10. Adjournment