

BY-LAWS OF PALM BEACH A's

ARTICLE I - Name

The name of this organization (hereinafter referred to as the "Club") shall be Palm Beach A's, Inc. a Chapter of the Model A Ford Club of America (MAFCA) as well as a Chapter of the Model A Restorers Club (MARC). Its principal office shall be in Palm Beach County, Florida.

ARTICLE II - Purposes

The purposes of this Club shall be:

SECTION 1.

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

SECTION 2.

- A. To unite in a central organization all owners of Model A Ford automobiles who are interested in restoring and maintaining the automobile in a manner to attract prestige and respect within the community
- B. A parallel purpose of this Club is to help these owners become better acquainted, and encourage among its members the spirit of good fellowship, sociality, and fair play through sponsored activities that include the use of the Model A Fords in family participation.
- C. Where possible, pass on these values to a future generation of Model A Ford enthusiasts.

SECTION 3.

The Club shall be non-commercial, non-sectarian, non-partisan, non-political and is a recorded Florida tax exempt corporation. The Club will hold joint meetings and activities that may be attended by members of both national clubs.

ARTICLE III - Members

SECTION 1. REQUIREMENTS

- A. The Club shall maintain membership in both national organizations, the Model A Ford Club of America (MAFCA) and the Model A Restorer's Club (MARC). In that we operate as a "Joint" club separate rosters shall be maintained for each national club.
- B. The Officers plus all members of the Board of Directors shall have current membership in **both** national organizations (MAFCA and MARC) during their tenure as members of the Club's "Governing Body" in order to maintain Chapter/Region status.
- C. Each member of the Club shall maintain current membership in one or both national organizations (MAFCA or MARC) to remain a Club member in good standing.
- D. Requirements of membership shall not include the actual possession of a Model A Ford.
- E. All vehicles used in club activities when driven on public roads must be in compliance with Florida license and safety standards.

SECTION 2. DUES

- A. The Board of Directors shall determine from time to time the amount of annual dues payable by its members. Dues shall be payable in advance of the first day of January each year and shall be considered delinquent on January 31st. A delinquent member will no longer be considered a member in good standing.

B. All new members shall submit an "Application for Membership" with their dues. The application shall include their current membership numbers for MAFCA and/or MARC as well as necessary contact information. The Treasurer shall be responsible for verifying national membership plus all other membership application duties. Any changes to an existing database with renewal dues should be brought to the attention of the treasurer

SECTION 3. TERMINATION OF MEMBERSHIP

A. Any member may resign by directing a letter to the Secretary. The resignation shall be effective upon receipt.

B. Members may be suspended for non-payment of dues or not maintaining current membership in one of the national organizations. The member will be notified by the President or his designee of the potential infraction and it will be the member's responsibility to rectify the issue within 30 calendar days. Suspension will then be automatic if the issue is not rectified in that 30 day period. The member is responsible to provide the national club membership number to the president and treasurer for reinstatement.

ARTICLE IV - Meetings

All meetings shall be conducted under Roberts Rules of Order.

SECTION 1. ANNUAL MEETING

A. The Nominating Committee shall present a slate of officers and directors at the October meeting. At this time additional nominations may be taken from the floor. Nominations will then be considered closed.

B. The Annual Meeting of the members shall be held during the month of November, the time and place to be determined by the Officers. The purpose of said meeting shall be the election of officers and the Board of Directors, as

well as the transaction of such other business as may come before the meeting.

C. No absentee voting shall be permitted. Only members in good standing may vote. Individuals are allowed one vote and families are allowed two votes per membership for all voting - at both the Annual Meeting and every General Meeting.

SECTION 2. GENERAL MEETING

A. General meetings of the members shall be held as determined by the governing board. Most meetings are held on the 2nd Wednesday of the month @ 7:30 PM, except during the months of July and August.

B. A general meeting can be combined with and conducted at an outing, meet or tour.

C. A change in venue, (date, location or time) for a general meeting shall be voted on and approved by the Board of Directors. Club members shall be notified of the change at a monthly meeting, through the monthly newsletter, phone, email or by separate correspondence

SECTION 3. SPECIAL MEETING

Special meetings of the members may be called either by the President, another Officer, or not less than $\frac{1}{4}$ of the total club membership.

SECTION 4. NOTICE OF SPECIAL MEETING

A written or printed notice stating the place, day and hour of any special meeting shall be communicated to each member not less than five nor more than forty days before the date of such meeting, and the purpose for which the special meeting is called shall be stated in the notice.

SECTION 5. BOARD MEETINGS

A. Board Meetings shall be held as required. Board meetings and voting may be conducted electronically or verbally by phone as noted in the minutes.

SECTION 6. QUORUM

A quorum for Board Meetings will consist of 2/3 of the Governing Body.

ARTICLE V - Governing Body

SECTION 1. COMPOSITION OF GOVERNING BODY

The Governing Body shall consist of the Officers of The Club (President, Vice President, Secretary, Treasurer) and three Directors who must be members in good standing.

SECTION 2. REQUIREMENTS FOR BOARD MEMBERSHIP

All Board of Directors and officers shall be members of both the Model A Ford Club of America (MAFCA) and the Model A Restorers Club (MARC). This requirement is consistent with the By-Laws and Constitution of both national organizations for the Club to maintain Chapter and Region status.

SECTION 3. ELECTION/TERM OF OFFICE

Officers/Directors of the Club shall be elected at the Annual Meeting and shall serve for the period of the following calendar year.

SECTION 4. PRESIDENT

A. The President is the principal executive officer of the Club, and in general supervises and controls all of the business and affairs of the Club. He or she presides at all meetings of the Club and shall perform all duties incident to the office of President.

B. The President cannot serve more than two consecutive terms as President. A Past-President shall be allowed to be elected again to the President's Office for an additional term or 2 terms after sitting out at least 1 term.

C. The President is the responsible party for bylaw enforcement and compliance.

SECTION 5. VICE PRESIDENT

In the absence of the President, the Vice President shall perform the duties of the President.

SECTION 6. SECRETARY

A. The Secretary shall keep minutes of all meetings, see that all notices are duly given in accordance with the provisions of these By-Laws, keep a roster of the address of each member, and in general perform all duties incident to the office of Secretary.

B. The offices of Secretary and Treasurer may be combined into one position.

SECTION 7. TREASURER

A. The Treasurer shall have charge of and be responsible for all funds and securities of the club. He or she performs all duties incident to the office of Treasurer.

B. The office of Treasurer and Secretary may be combined into one position.

C. No two members of one family shall be signatories at the same time on any Club bank account. No bond shall be required for any Officer. "Pre-signed" checks shall be prohibited.

SECTION 8. DIRECTORS

Directors shall perform those tasks agreed upon by the governing body of the club.

SECTION 9. OTHER OFFICERS

Other Officers shall be elected/appointed according to the needs of the club. The Board of Directors will make such appointments and shall define duties. Other Officers shall serve for the remainder of the term of an open position. At no time shall this extend beyond the end of that fiscal year and/or the next election.

An agent for the club must be appointed yearly by the president to fulfill the requirement for a Florida corporation. He/she shall file any annual required reports with the State of Florida and the IRS.

ARTICLE VI - Annual Inspection of Records

At least two members of the Board of Directors shall review all financial transactions at least once a year. The Treasurer shall provide an inspection package to the Board of Directors after the December bank statement is reconciled. The Board of Directors or its designee will perform an inspection with findings provided to the Membership at the March meeting.

ARTICLE VII - Fiscal Year

The fiscal and corporate years of the Club shall begin on the first day of January and end on the last day of December of each year.

ARTICLE VIII - Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a 2/3 majority of the Board of Directors, provided that at least five days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting, and then be posted for the general membership.

Any proposed amendments recommended by the Board of Directors shall be brought before the Club members at the next General Meeting and be voted on by the Club membership. A simple majority shall pass such amendments.

ARTICLE IX - Rights of Dissolution

In the event of dissolution of the Club, distribution of the assets then remaining shall be donated to an appropriate tax-exempt charitable organization selected by the Board of Directors.

ADOPTED: Revised 2/2/2016