

# FOOTHILLS MUSTANG CLUB BY-LAWS



## INTRODUCTION

Under Article XVIII of the Mustang Club of America By-Laws, the following Club By-Laws are set forth. Foothills Mustang Club is operated under the By-Laws of the Mustang Club of America as an official MCA Regional Club. Should this designation be lost or removed from Foothills Mustang Club, it does NOT invalidate these Club By-Laws, only eliminates any reference to MCA.

### Article I Name

The name of this organization is Foothills Mustang Club, Greenville, South Carolina, and is registered with the South Carolina Secretary of State's office as a charitable 501(c)(3) not-for-profit corporation.

### Article II Purpose

#### Section 1 Club Interest

To promote the interests of antique, classic, and late model car ownership by sharing, displaying, and furthering knowledge of such vehicles to the general public. While we encourage vehicle ownership and restoration of all cars, the particular vehicle of consideration for membership in this Club is the Ford "MUSTANG" – any year or model.

#### Section 2 Status

This Club is a not-for-profit corporation and was formed in 1979 to promote the ideals and purposes enumerated above. The net earnings shall be devoted exclusively to charitable, educational, operational, and recreational purposes, as defined by state and local statutes, and also set forth in the By-Laws of this organization.

#### Section 3 Earnings

Net earnings are defined as monies in excess of that required in the service and discharge of any and all financial obligations.

### Article III Definitions

Set forth below, these terms and definitions are used throughout this document.

- a. MCA - Mustang Club of America
- b. FMC, Club, club, Corporation - Foothills Mustang Club
- c. Officers – Hereinafter shall be defined as the four (4) elected officers: President, Vice-President, Treasurer, and Secretary.
- d. Board, Board of Directors, BOD – hereinafter shall be considered the seven (7) individuals elected to serve on the Board of Directors.
- e. He, She, He/She or any variation thereof has no gender specific implication.

## **Article IV Personal Liability**

### **Section 1 Officers and Board:**

The members of the Corporation, the Board of Directors, or elected Officers of this Club, present or future shall not be held liable for any claim, damage, or debt against the Corporation or its elected members, except in the case of a criminal action taken by law enforcement against any member of said Officers or BOD members.

### **Section 2 Indemnification:**

Any person elected as an Officer or elected to the Board of this Club, now or hereafter, shall be indemnified as against legal actions as is contemplated under the provisions of SC Annex 33-31-101et seq, 33-31-612, 33-31-842, and 33-31-850.

### **Section 3 Club Assets:**

No member of the Foothills Mustang Club shall have the right to individual proceeds of the Club assets or property. In the event of the dissolution of the Club, all assets will be sold and proceeds will be added to the treasury. These monies will be evenly divided among the charities selected for that year.

## **Article V Meetings**

### **Section 1 Schedule**

Regular monthly meetings shall be held on the fourth Monday of each month at a time and place as designated by the Board of Directors. Any notice of special meetings or change of regular meeting dates shall be given to the membership by the Secretary via email, telephone, or Internet communication at least five (5) days in advance of said meeting. If the regular monthly meeting falls on a Holiday, or for some other reason cannot be held on the regular date, the Board of Directors, by majority vote, may select some other day in that month or delete the meeting for cause.

### **Section 2 Rules of Order**

Meetings of this Club shall be conducted in nearly the order shown below and by Roberts Revised Rules of order.

- a. Call to Order
- b. Indication of Quorum, as verified by attendance sheet
- c. Introduction of Officers and BOD Members
- d. Introduction of Visitors
- e. Moment of Silence (if needed)
- f. Reading and Approval of previous meeting Minutes
- g. Treasurer's Report
- h. MCA Regional Director Report
  - i. Correspondence (if any)
  - j. Committee Reports (if any)
- k. Unfinished Business
  - l. New Business
- m. Announcements or general discussions
- n. Adjournment

### **Section 3 Special Meetings**

The Club President, with concurrence of a majority of the members of the Board, will have the power to call a special meeting of the Club at any time. This called meeting notification must meet the same requirements of advance notice as specified in Section 1 above.

### **Section 4 Quorum**

A minimum of 5 members in good standing of the Club, and at least six (6) members of the combined Officers and Board of Directors, must be present to constitute a quorum at a monthly meeting. In absence of a quorum no official business may be conducted but the meeting can continue until adjourned.

### **Section 5 BOD Meetings**

The Board of Directors shall meet at the call of the President or the Chairman of the BOD, but shall meet at least twice in each calendar quarter, and as often as said President or Board Chairman may deem necessary. The President shall call a meeting of the Board of Directors and all elected Officers upon the joint written request of three (3) or more members of said Board of Directors. At least six (6) members of the combined Officers and Board of Directors shall constitute a quorum thereof.

Such meeting may be held at a physical location as determined by the President or Chairman of the BOD or the meeting may be conducted via an Internet connection using an appropriate program or application.

### **Section 6 Prohibitions**

NO ALCOHOLIC beverages will be allowed at any FMC activity or event. At the announced conclusion of the activity or event the members are free to do as they see fit.

## **Article VI Officers**

### **Section 1 Management**

The governance and management of the Club are entrusted to the elected Officers and Board of Directors.

### **Section 2 Officer Positions**

The elected Officers of the Club shall consist of the following:

- President
- Vice-President
- Secretary
- Treasurer

The term of office for these positions shall be for two (2) years. The President and Vice-President must have at least one year experience on the BOD during their time with FMC. Secretary and Treasurer must be FMC Members for at least one year. All elected Officers must be members of MCA.

### **Section 3 Board of Directors**

The elected Board of Directors shall consist of seven (7) members. The term of office for the seven (7) Board of Directors members shall be for two (2) years. In addition, all BOD members shall be a member of the Mustang Club of America. A detailed description of the qualifications and expectations for the Officers and BOD Members are detailed in a separate document known as the FMC Officer and BOD Guidelines.

#### **Section 4 MCA Regional Director**

The MCA Regional Director position is to be filled by an FMC Member in good standing and shall also be a Digital or Regular member of MCA. The nominating committee shall place the MCA nominees on the ballot for consideration by the members at the November meeting. The position shall be for a term of two (2) years.

#### **Section 5 Contributing Positions**

The President may appoint any Club member in good standing to serve as: a Committee Chairman; Project Coordinator; Event Coordinator; or any other like position as necessary.

### **Article VII Elections**

#### **Section 1 Procedure**

Elections for all positions described in Article VI shall be by voice vote (or written ballot if requested by a member in good standing) and the candidate receiving the highest number of votes shall become elected and shall serve for the term described in Article VI, Section 2, 3, and 4 or until their successor is duly installed. Officers may stand for reelection in their current position, but serve no more than three (3) consecutive terms in the same position.

#### **Section 2 Nominations**

The President shall appoint a Nominating Committee in September of each year. The Nominating Committee shall prepare a recommended slate of officers for presentation during the October meeting. Additional nominations may be made from the floor at the October meeting. Election of Officers shall be held annually during the November meeting. Newly elected officers and any appointed officers assume their duties on January 1.

### **Article VIII Duties of Officers**

#### **Section 1 President**

- a. To preside at all regular meetings of the Club or elected Officers.
- b. Provide an agenda (in advance) for the both the monthly meeting and any elected Officers meeting.
- c. Direct the affairs of the Club as prescribed by the Board of Directors.
- d. Appoint committees as deemed necessary, subject to approval of the Board of Directors.
- e. Develop, with the Treasurer, a budget to be reviewed and approved by the BOD and presented to the Club for approval in February of each year.
- f. Serve as an Ex-officio member of all committees.
- g. Shall co-sign all checks for Club expenditures. This authority may be consigned to the Treasurer alone with Board approval.
- h. In the period of time between Board meetings, the President may expend up to \$100.00 of Club funds for Club needs without prior Board approval.
- i. Shall make the final ruling on questions of order.

## **Section 2 Vice President**

- a. In the absence of the President, shall serve as acting President.
- b. Shall assist the President in the discharge of his/her official duties.
- c. Shall serve as chairperson of the Membership Committee.
- d. Perform other duties as requested by the President or the Board of Directors.

## **Section 3 Secretary**

- a. Shall record and maintain for posterity, a full and complete account of all regular Club business Meetings.
- b. Shall forward the minutes of the meeting(s) to the elected Officers and Board of Directors within 10 days of the meeting date.
- c. Render reports of membership monthly to each Officer and members of the Board and to the membership when called upon at monthly meetings.
- d. Under direction of the President, read and handle all communications and correspondence of the Club.
- e. Shall read all communications, documents and applications for membership.
- f. Perform any additional duties assigned by the President or Board of Directors.

## **Section 4 Treasurer**

- a. Shall have charge of all finances and see that they are safely deposited in a local bank or banks, as designated by the Board of Directors.
- b. Shall handle all disbursements of Club funds in a timely and professional manner.
- c. All deposits/disbursements will be made within 10 days of the monthly meeting date.
- d. Shall prepare a monthly financial report for the Club body, reflecting the condition of the finances of the Club, with such recommendations, as he/she may deem expedient or necessary for raising funds with which to carry on the activities of the Club.
- e. Shall forward a monthly financial report to the elected Officers and the Board of Directors Members within 5 days of the monthly meeting date.
- f. Shall keep records of the payment of dues by the membership and provide a monthly membership report to the Club body at the monthly meetings, as well as a monthly written report to the Officers and Board members.
- g. Shall sign/co-sign all checks disbursing the monies of the Club, with the approval of the Board, for necessary expenditures.
- h. Retain and produce upon request, all financial records, vouchers and papers required for the proper maintenance of the Club account or for the required annual audit.
- i. Perform any additional duties assigned by the President or Board of Directors.
- j. Any monies received outside of a regular monthly meeting will be immediately verified after the event by an elected Officer or BOD Member.
- k. Shall prepare and file the annual Federal Form 990-N Income Tax Return and South Carolina Form SC 1120 C Corporation Income Tax Return by April 15.

## **Section 5 Immediate Past President**

- a. The immediate Past President shall assume this office automatically, without further election as the new President takes office.
- b. Shall be the Chairperson of the Nominating Committee and supervise the election of officers.
- c. Serve as the Assistant Chairperson of the Membership Committee.
- d. Perform any additional duties assigned by the President or the Board of Directors.

## **Section 6 Board of Directors**

The Board of Directors shall consist of seven (7) duly elected members of the Club for the following purposes:

- a. Oversee and ensure that the business and functions of the Club are properly conducted.
- b. Set forth an annual plan for the Club to include, but not limited to: 1) cruise-ins; 2) establish rapport with our corporate sponsor management; 3) identify local charities to support; 4) participation in community events; 5) participation in MCA events; 6) identify and plan entertainment and social events/activities for the Club; and 7) any other activities requiring Club participation.
- c. At the first meeting of the newly elected Board of Directors, (usually in November immediately following elections) the Board members shall elect a Chairman.
- d. The Chairman of the Board of Directors shall perform the duties of the Immediate Past President at such times when that officer may be unable or unwilling to serve due to a vacancy in that office, conflict of interest or other infirmity. Also will be responsible for confirming date/time/location for the Board meeting and notification of the Board of such.
- e. The Chairman will identify areas of responsibility as related to the conduct of Club activities and will assign duties and responsibilities to the Board members. Board members will be given the opportunity to volunteer to handle areas of interest to them. Some of these areas are, but not limited to: 1) cruise-ins; 2) activities and events (Christmas Parades; annual Auto Show; parades; car shows; MCA; etc); 3) entertainment and social events of the Club (picnics; fun cruises; etc).
- f. The Chairman will assign duties to Board Members, with consensus of the Member, for the following positions:
  1. Serve on the Budget Committee
  2. Serve on the Audit Committee
  3. Serve as the Chairperson of the Audit Committee. The Chairperson of the Audit Committee will also present the results of the audit to the Club in February of each year.
  4. Perform any additional duties assigned by the President or by the Board of Directors.

## **Section 7 Duties of the MCA Regional Director**

- a. The Club MCA Regional Director is required to submit the list of newly elected Officers and Board of Directors Members to MCA annually, prior to January 1 of each year.
- b. He/She shall represent the Club at all required MCA National Meetings; shall handle all required correspondence with National in a timely manner; and shall verify MCA membership of the Club as required by MCA.
- c. Work diligently to increase MCA membership among Club members.
- d. Keep current the list of names, addresses and telephone numbers of all current and previous members.
- e. In addition to the duties described above, the Club MCA Regional Director may hold any elected position of the Club and has full voting rights for said position.

## **Article IX Vacancies of Elected Officers or BOD Members**

- a. Resignation, death, or unexcused absence of five (5) activities (meetings, cruise-ins, event, etc.) by any Elected Officer or Board of Directors Member, shall constitute a vacancy of said office. In case of extenuating circumstances an Elected Officer or Board of Directors member shall contact the President or Chairman of the Board, as appropriate, to request an excused absence. With approval of the BOD this absence will not be counted against the Member.
- b. Succession to the position of Club President shall be by the Vice President. The Board will then invoke Article IX, Para c (below), to fill the Vice President position.
- c. The Board of Directors shall hold a special election to replace any vacancy for the remaining term of office of the elected Officer or Board of Directors member at the next regular meeting of the membership.

## **Article X Membership Eligibility**

### **Section 1 Regular Membership**

Membership is open to anyone with interests in Ford Mustangs, any year, make, and model. Ownership is not a requirement, but is strongly suggested. One's interest in antique, classic, and late model car ownership and the sharing, displaying, and furthering the knowledge of such vehicles to the general public, while promoting vehicle ownership and restoration is encouraged.

### **Section 2 Associate Membership**

The Club does not recognize FMC Associate Memberships. However, the Club does recognize the Associate level membership in MCA.

### **Section 3 Honorary Membership**

The Club does not recognize Honorary Memberships.

### **Section 4 Membership Dues and Fees**

- a. Dues are set annually by the Board of Directors.
- b. Dues are on a rolling basis. A membership is good for one year from the date of application or renewal.
- c. All paid members shall be entitled to one vote. Family members may not vote unless they are a paid member.
- d. Application for membership shall be accepted and processed upon receipt of a signed application, and cash or a check for the full amount of annual dues.

### **Section 5 Non-Payment of Dues**

- a. A member shall be dropped from the membership list for non-payment of dues if not paid before their anniversary date.

**Article XI Member Conduct**

**Section 1 Expectations**

Members are expected to enjoy the company of others. Unwanted gossip, threats or attempts at intimidation will be grounds for removal. The misuse of social media to make disparaging remarks harmful to another member or the club’s reputation will also be grounds for removal. Therefore, in the unlikely event that a member or a member’s family engages in the unacceptable behavior mentioned above, the club will follow the disciplinary steps.

**Section 2 Disciplinary Action**

1. The President and Vice-President or Chairman of the BOD will meet with the person(s) involved to assess the situation. This allows for the possibility of a misunderstanding to be corrected between the parties and the club. In this meeting the Officers can work with the parties to settle the problem and resolve it.
- 2, Should any one of these three Officers be involved in the dispute the remaining Officers will perform the assessment.
3. Once the assessment is made, these Officers will report the findings to the Board of Directors. This is the assessment meeting.
4. If in the assessment meeting the BOD determines the matter settled, no further action is needed.
5. If in the assessment meeting the BOD determines further action is required, then it can issue written communications via email stating the problem and solution. The initial email will be the first notification.
6. Should the behavior continue, the President or BOD Chair will notify the offender via email stating that the behavior has not changed. This second written notification via email will be sent and the offender will be removed from the club.

**Article XII By-law Modifications**

**Section 1 Amendments**

These By-Laws may be amended or altered in whole or in part at any regular or special meeting of the Club by two-thirds vote of the members present and voting, provided such action has been announced a minimum of fifteen (15) days prior to the meeting.

**Section 2 Effective Date**

These By-Laws shall become effective upon approval by a majority of voting members in attendance at the regular meeting of the Club.

**Section 3 Review**

The By-law Committee shall review these By-laws at an interval not to exceed 2yrs from date of approval.

Adopted by the Foothills Mustang Club on: **November 30, 2020**

**Signed:** (original signatures on file with the FMC Secretary)

**President**     **Clayton Gibson**    

**Secretary**     **Katie Hinson**    

**Chair-Board of Directors**     **T.B.D**