BYLAWS

of

The Model T Ford Club International, Inc.

ARTICLE I - PURPOSE

The purpose of the corporation as stated in its Certificate of Incorporation is to promote the interest of the public in the preservation and restoration of antique automobiles, particularly the Model T Ford, its accessories, lore and literature.

The corporation also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II - OFFICES

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III - MEMBERS

Section 1. **Classes of Members.** The corporation shall have three classes of membership.

A. Individual Membership. This class, for a fee specified by the Board of Directors, shall include a sole membership and be afforded all the provisions referenced in the following sections 2 through 7.

B. Family Membership. This class, for a fee specified by the Board of Directors, will include a family unit and all unmarried children under 18 years of age, and be afforded all the provisions referenced in the following sections 2 through 7.

C. Life Membership. This class will include those in Class A or B above and for a fee specified by the Board of Directors, shall retain that membership for their lifetime.

Section 2. **Acceptance of Members.** Applicants A. and B. above shall be admitted to membership upon receipt of their application and payment of dues for one year. Lifetime Membership applicants may submit their request to a Board Member in writing or by "electronic document" which may be voted upon at a regular meeting or by "electronic

signature" and passed by 2/3 (two thirds) majority of the Board of Directors. This vote, electronic or otherwise, will be entered into the minutes for the next Board meeting.

Section 3. **Voting Rights.**

A. Each class of membership shall be entitled to one vote.

B. All matters submitted to the membership shall carry by a majority of those voting.

Section 4. **Termination of Membership**. The Board of Directors, by affirmative vote of three-fourths of all elected Directors, may suspend or expel a member for cause after an appropriate hearing guaranteeing due process for the member involved.

Section 5. **Renewal of Membership.** Within two months prior to the anniversary date of membership, each member will be mailed a renewal notice. Upon return of said renewal notice and payment of dues for one year, the Executive Director will reenter the membership on the roster and issue a new membership card.

Section 6. **Transfer or Refund of Membership**. Membership in this corporation is not transferable or assignable. Membership dues are non-refundable after payment is processed.

Section 7. **Support.** The corporation does not support individual club members that do not endorse the policies of the corporation as set forth in these Bylaws.

Amended 2010, 2016, 2025

ARTICLE IV - ELECTION OF BOARD OF DIRECTORS

Section 1. **Selection of Candidates.** Each candidate for membership upon the Board of Directors shall, prior to the time his/her name is placed on the official ballot, have submitted to the election chairman of the corporation a completed information form. Said form shall include a brief biography. Biography shall be a minimum of 150 words but not exceed 200 words. Biography content should include: family information, length of membership, number and make of antique cars, past offices of the Model T Ford Club International and/or chapter, number of Annual Tours attended, and other antique auto related information. The May-June and July-August issues of the Model T Times shall contain this form for interested members to submit their names to the election chairman if they wish to be a candidate for election to the Board of Directors. The return of the completed form must be emailed or postmarked by August 1. The election chairman will review biography to ensure word count requirement is met prior to sending to the editor.

Section 2. **Election of Directors.** In the September-October issue of the Model T Times each member shall receive a ballot in a format approved by the Board of Directors. The ballot shall list all candidates for election to the Board of Directors in alphabetical order and a place for indication of the voter's choice of candidate for each directorship vacancy. Each ballot to be valid must be marked with a choice for each vacancy and

mailed to the Executive Director. All ballots must be postmarked by November 1 and received in the office before November 15 to be counted.

Section 3. **Election Process.** The election of Directors shall be administered by a committee of two (2) Directors appointed by the President with one Director serving as Elections Chairman. The Election Chairman shall notify the membership through the May-June and July-August issues of The Model T Times for possible candidates. The Elections Chairman and Editor will create an article for the September-October Model T Times that includes all the validated candidates and will also create a ballot for members to record their selected candidates in accordance with Section 2. The Executive Director shall hold all ballots uncounted and shall send them to the Counting Committee comprised of two Past Presidents, if possible, appointed by the current President. The ballots shall remain unopened until the Counting Committee can meet together to tally the votes. After counting the ballots, the Counting Committee shall notify the current President who will then notify each member of the Board of Directors and each person on the ballot by November 27th as to the outcome of the elections. The committee shall certify at the Annual Meeting the official results of such election and announce to the membership the names of the Directors so elected for the ensuing year. At no time should the number of votes cast for any candidate be revealed.

Section 4. **Disposition of Ballots.** After the official results are announced at the Annual Meeting, the ballots shall be destroyed by the chairman of the election committee.

Amended 2006, 2009, 2022, 2023, 2026

ARTICLE V - MEETINGS OF MEMBERS

Section 1. **Annual Meeting.** The Annual Meeting shall be held once a year. The exact date, place and time thereof is to be determined by the Board of Directors. The purpose of said meeting shall be the reporting of the previous year's activities, providing a financial report by the Treasurer, discussion and vote upon any business to come before the general membership, presentation of International Awards required by these By-Laws, and to receive input from the general membership on MTFCI issues. The Meeting of Members shall be conducted by the President.

Section 2. **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 3. **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois and consent to the

holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporation action may be taken.

Section 4. **Notice of Meetings**. Written or printed notice 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 Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon paid.

Section 5. **Quorum**. A Quorum shall be those members present and voting.

Amended 2014

ARTICLE VI - BOARD OF DIRECTORS

Section 1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors.

Section 2. **Number, Tenure and Qualifications.** The number of Directors shall be nine. Each Director shall be elected for a three (3) year term, with three elected each year. The term of the Directors in each case shall extend until his successor shall have been elected and qualified. Directors need not be residents of the State of Illinois.

Section 3. **Regular Meeting.** A regular meeting of the Board of Directors shall be held between January 1 and February 15 for the purposes of announcing the successful candidates elected to the Board, the election of officers, determining the dates times and places for the remaining regular meetings, and conducting business brought to this regular meeting.

Section 4. **Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Special meetings may be conducted in person or by teleconference, video conference or other electronic media as directed by the President. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meetings of the Board called by them. Monthly workshops do not fall into the quarterly Board of Directors or special meetings category. (Removed the wording - Amending the MTFCI By-Laws shall be completed only at a meeting conducted in person.)

Section 5. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail and/or email to each Director at the address as shown by the record of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

Section 6. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, 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 from time to time without further notice.

Section 7. **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 by these Bylaws.

Section 8. **Vacancies.** The Board of Directors shall fill any vacancy occurring on the Board. A Director elected by the Board to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 9. **Compensation.** Directors shall not receive any compensation, or salary for their services as Directors; but, by resolution of the Board, reimbursement may be allowed to any Director for any monies or expenses occurred and paid by any Director for the benefit of the Corporation. Directors may be reimbursed for approved supplies and postage.

Section 10. **Attendance**. Each Board member shall not miss more than two meetings per term without valid excuse to the President beforehand. If any member exceeds the allowed two meetings missed, he/she will be replaced by a new member at the discretion of the Board of Directors. Attendance by telephone hookup is authorized.

Section 11. **Use of corporation assets**. Board members should use corporation assets for only the business of the Board. These assets should at no time be used for personal business.

Section 12. **Actions of the Board.** Any action taken by the corporation is the province of the Board, not of the individual Board member.

Section 13. **Endorsements.** It is not the purpose of the Board to endorse or blacklist any vendor or supplier.

Section 14. **Support.** The corporation does not support individual Board members that do not endorse the policies of the corporation as put forth in these Bylaws.

Section 15. **What is considered Present?** To be considered **"present"** at a regular or special meeting, Directors must be in person or join via video conference with video on. (Zoom, GoToMeeting, and Teams are examples of video conferencing options.)

Amended 2010, 2013, 2015, 2024

ARTICLE VII - OFFICERS

Section 1. **Officers.** The officers of the corporation shall be a President, two Vice Presidents, a Treasurer, a Secretary and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No officer may hold more than one office at any one time.

Section 2. **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any person being considered for removal must receive written notification of the problem at least ten (10) days prior to the meeting at which the problems are to be aired. The notification should be sent by the person airing the problem to the President with enough copies for distribution to all Board members. The challenged individual has the right to be present during Board discussion of the problem but should be excused for any voting by the Board.

Section 4. **Vacancies.** A vacancy in any office because 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 corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President of this corporation shall not serve more than two (2) successive terms in office.

Section 6. **Vice Presidents.** There shall be elected a First and Second Vice President. In the absence of the President or in the event of inability or refusal to act, the Vice Presidents in the order designated shall perform the duties of the President and when so

acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall be responsible for coordinating the planning of the Annual Tours. The Second Vice President shall be responsible for coordinating the planning of the Annual Meeting and seminars. Either Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories and shall be selected in accordance with the provisions of Article VII. Section 2 of the said Bylaws and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors, and further shall file his annual report for the preceding year with the membership at the Annual Meeting. If 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 Board of Directors may call for an audit or financial review of the books of the corporation at any time; however, a financial review must take place whenever a new person is elected Treasurer. The audit or financial review is to be performed by a person or persons appointed by the President of the corporation.

Section 8. **General Secretary.** The General Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. **Executive Director.** The Executive Director is appointed by the Board of Directors and serves as a paid contractual agent of the Board but is not an officer or Board member. The duties of the Executive Director will be to carry out the mandates of the Board of Directors and the President.

Section 10. **Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

Amended 2026

ARTICLE VIII - COMMITTEES

Section 1. **Committees.** The President of the corporation shall be a member of all committees without regard to limit of number of members of each committee under these Bylaws or further action other than this Bylaw.

Section 2. **Committees of Directors.** The Board of Directors, by a resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 3. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 4. **Permanent Committees.** In addition to other named committees in the Bylaws, the following committees shall be chaired each year unless otherwise decreed by a majority vote of the Board members. Awards Committee, Legal Counsel, Bylaws, Photo Contest, Club Sales, Chapter Relations, Computer Backup, Insurance, Historian, Webmaster, President's Committee, Elections Committee, Touring Committee

Section 5. **Recording Committee(s) Actions**. The duties of all committees shall be committed to writing and reviewed annually by the President or his designate.

Section 6. **Term of Office.** Each member of a committee shall continue as such until the next Annual Meeting of the members of the corporation and/or until his successor is appointed, 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.

Section 7. **Chairperson.** The President shall appoint one member of each committee to be chairperson.

Section 8. **Vacancies**. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a

quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 11. **President's Committee.** This committee shall consist of the current President, immediate past president, current 1st Vice President and current 2nd Vice President.

Section 12. **Nominating Committee.** This committee shall be appointed by the current President at the October Board of Directors meeting for the purpose of providing the Board of Directors a slate of candidates nominated for each of the offices of: President, First Vice President, Second Vice President, Secretary and Treasurer. These nominations will be presented to the members of the Board at the same time as the announcement of the January meeting. The committee shall be comprised of three currently active past presidents.

Section 13. **Touring Committee.** This committee shall consist of the First Vice President as chairman and three appointed members. Each member shall coordinate one of three MTFCI sanctioned tour groups, namely: Annual Tour, Spring Tour, and Regional Tours. It is expected that the three members will serve more than one year, but at the President's pleasure.

Amended 2006

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized in these Bylaws, to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

Section 3. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select or invested in general obligations of the United States Government which will mature not more than one year from date of investment or purchase.

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

ARTICLE X - CERTIFICATES OF MEMBERSHIP

Section 1. **Certificates of Membership**. The Board of Directors may provide for issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board of Directors. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each membership and date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued there for upon such terms and conditions as the Board of Directors may determine.

Section 2. **Issuance of Certificates.** When a member has been accepted and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Executive Director, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1. of this article.

ARTICLE XI - BOOKS AND RECORDS

The corporation 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 of the authority of the Board of Directors, 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 corporation may be inspected by any members or their agents or attorneys for any proper purpose at any reasonable time.

ARTICLE XII - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII - DUES

Section 1. **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable to the corporation by members. Annual dues shall be set by the Board of Directors.

Section 2. **Membership.** Membership will be on a twelve (12) month basis from the month of joining the club. Dues renewal notice will be mailed two months prior to

expiration of annual membership. A minimum of six (6) issues of the Model T Times will be mailed to members during the twelve-month period. Dues for Life Membership shall be set by the Board of Directors, payable upon application.

Section 3. **Default and Termination of Membership.** When any member shall be in default in the payment of dues beyond their renewal date, no further mailing of the Model T Times will be made to such member. Membership will thereupon be terminated.

ARTICLE XIV - SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XV –WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI - CHAPTERS

Section 1. **New Chapters.** The Board of Directors shall determine the nature of all forms to be completed by petitioners for new chapters.

Section 2. **Application Procedure.** When a request is made to form a new chapter the Chapter Relations Chairman shall send such member(s) all necessary forms and information and notify the Board of Directors of such request.

Section 3. **Application Approval.** The Chapter Relations Chairman upon receipt of all forms properly executed, showing at least five International members, shall propose that such petitioning members be granted chapter status subject to all rules of the club and the Board of Directors by affirmative vote of a least two-thirds of its members may thereupon authorize the formation of such chapter and upon the completion of yea votes of two-thirds of said Board members such chapter shall be officially formed. Upon the approval of the formation of a chapter, a certificate evidencing the same shall be issued by the proper officers of the club.

A. New Chapter Application. “Electronic Document” (means information that is created, generated, sent, communicated, received, or stored by electronic means.) A Board member can present to the Board of Directors by electronic means an

official motion to be voted on by “electronic signature” (means an electronic symbol or process attached to or logically associated with an electronic document and executed or adopted by a person to or logically associated with an electronic document and executed or adopted by a person with the intent to sign the document.) This electronic vote must have at least 2/3 (two-thirds) majority of Board of Directors for approval. The electronic vote is to be entered into the minutes at the next regular Board Meeting.

Section 4. **Chapter Membership**. No chapter may admit to its membership any person not a paid-up member of the International Club.

Section 5. **Noncompliance.** In the event of noncompliance with the provisions of Article XVI, Section 4., the chapter shall not, until a certified statement of membership signed by all its officers and directors showing compliance with said article, be entitled to any benefits of chapter status including but not limited to trophies, awards, sanctioning of events and the use of the club name or its emblements in any manner.

Section 6. **Reporter**. Each chapter shall designate one member as a reporter for the Model T Times, whose duties shall be designated by the editor thereof.

Section 7. **Restrictions.** No chapter or its officers shall act in the name of this corporation, and its officers shall not be deemed agents of this corporation in any manner whatsoever unless specifically authorized so to act by the affirmative vote of the Board of Directors.

Section 8. **Revocation.** The Board of Directors shall have the right for good cause shown and/or upon failure to comply with these Bylaws to revoke any chapter certificate issued by it pursuant hereof.

Amended 2010

ARTICLE XVII - AWARDS

Section 1. **Qualifications**. To qualify for an International award, the member must be in good standing with the International Club. Special awards will be given for a Model T Ford unless otherwise specified.

Section 2. **Special Award**s. The John A. Stynoski Trophy is awarded annually according to specifications set by the Board of Directors. Special Tour awards, including Scholarships, Founder’s Appreciation Award, Mrs. S Award, and the Lifetime Achievement Award may be awarded at the Annual Tour each year. All nominations and applications for special tour awards and scholarships shall be mailed to the current address of the Executive Director. All nominations and applications shall then be sent to the representative committee chairperson. The current listing of individual awards, qualifications and criteria is amended.

Section 3. **Additional Awards.** Additional awards may be added as approved by the Board of Directors.

Section 4. **Application and Nominations.** All applications and nominations for Awards are to be mailed to the MTFCI Office and the Executive Director is to distribute the applications and nominations to the appropriate committees.

Amended 2009

ARTICLE XVIII - JUDGING

Section 1. **Chief Judge.** The Chief Judge shall be appointed by the President. The Chief Judge shall have the final word on all judging decisions and shall keep all records on the judges. The *MTFCI Judging Guidelines* shall be the primary reference document for all judging.

Section 2. **Qualifications.**

A. All judges in the class judging competition and the Stynoski judging competition must have attended at least one International judging school. Each judge must be a member in good standing in the MTFCI. All Judging Captains shall be a Gold Card Judge or Certified Judge and will be selected by the Chief Judge PRIOR to judging.

B. The Chief Judge shall provide a certification test to any member interested in becoming a Certified Judge, and will send Certificates and Identification Cards to those successfully completing the test(s). The Chief Judge will present judging pins to individuals who have judged for 5, 10, 15, 20 and 25 years.

Section 3. **Judging Schools**. The Judging Schools will be presented by the Chief Judge or by a member designated by the Chief Judge as qualified to conduct the school. The schools shall be designed to acquaint the members with the *MTFCI Judging Guidelines*, official judging forms and to clarify questions concerning judging.

Section 4. **Records.** The Chief Judge shall keep the records of each member who has attended a judging school and will record each time the member participates in judging. After each time a member judges, the member will receive a judging plaque. The Chief Judge shall maintain and update a list of Gold Card and Certified Judges, which includes the judge's name, mailing address, email address and judging class.

Section 5. **Judging Forms.** The official judging forms to be used will be provided by the Model T Ford Club International through the Chief Judge.

Section 6. **Judging Guidelines.** The Chief Judge shall maintain and update the *MTFCI Judging Guidelines*. Any changes to the *MTFCI Judging Guidelines* must be approved by the Chief Judge.

Amended 2014

ARTICLE XIX - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a three-fourths vote of the Directors present at any regular quarterly Board of Director's meeting or special meeting using the following procedures:

1. Written notice detailing any amendment/repeal must be sent to all Directors a minimum of ten (10) days prior to such meeting using mail and/or email.
2. The amendment/repeal of the Bylaws is read at said meeting to determine if there is cause to change the amendment/repeal. This is considered the first reading of the amendment/repeal.
3. The amendment/repeal is then slated for a second reading at the next regular or special meetings of the Board. The vote may be taken immediately after the second reading if there are no changes.
4. Three-fourths of the entire Board of Directors must be present (see Article VI, Section 15) to approve an amendment/repeal. If approved, the amendment/repeal is adopted and placed into the Bylaws after the second unchanged reading.
5. Amendments to the Bylaws may not be voted on at a Board of Directors workshop.

Amended 2024

ARTICLE XX - DISSOLUTION OF THE CORPORATION

If a dissolution of The Model T Ford Club International is voted for by a majority of the members of the Board of Directors, the remaining net assets of The Model T Ford Club International will be signed over to the Antique Automobile Club of America Library and Research Center in Hershey, Pennsylvania.

ARTICLE XXI - OFFICIAL PUBLICATION

Section 1. **Name.** The name of the official publication of the corporation shall be Model T Times and shall be published six (6) times annually.

Section 2. **Editor.** The Editor is appointed by the Board of Directors and serves as a paid contractual agent of the Board of Directors but is not a Board member. The Editor shall be responsible for all aspects in the publishing of Model T Times in accordance with the mandates of the Board of Directors and the President.

ARTICLE XXII – EXECUTIVE SESSION

Section 1. **Overview.** Executive sessions may be necessary for conducting business involving discipline, proprietary or legal information and sensitive personnel matters. Discussions and business conducted during an executive session shall be kept

confidential. Members attending an executive session shall not divulge any information presented during an executive session to anyone outside the session, including Directors not present at the meeting.

Section 2. **Conducting an Executive Session.** An executive session may be initiated with a three-fourths (3/4) approval of the Directors present, and only Officers, Directors and any individual having direct involvement in the issue relating to the executive session may remain for the executive session at the discretion of the presiding officer. All written materials furnished or generated for/during the executive session will be collected and destroyed by the presiding officer. Any minutes taken during the executive session shall only include notice of action taken.

AMENDMENTS AND REVISIONS

Bylaws revised 1991.

Revisions approved by the International Board of Directors on January 10, 1991.

Amendment approved by the International Board of Directors on July 19, 1992.

Amendments approved by the International Board of Directors on April 17, 1993.

Editorial change on committee name and reprinting approved by the International Board of Directors on October 11,1996 (completed January 1997).

Amendments approved by the International Board of Directors, October 10, 1997.

Edited/reprinted, January 1999.

Edited November 2002

Edited, Reprinted 2005

Amended & Reprinted, 2/6/2006

Amended 10/6/2006, pursuant to BOD Meeting of 10/6/2006

Amended 10/6/2010 pursuant to BOD Meeting of 1/16/2009

Amended 1/6/2011 pursuant to BOD Meeting of 10/8/2011

Amended 9/28/2012 pursuant to BOD Meeting of 5/5/2012

Amended 1/17/2013 pursuant to BOD meeting of 1/17/2013

Amended 1/24/2014 pursuant to BOD meeting of 1/24/2014

Amended 10/8/2014 pursuant to BOD meeting of 10/8/2014

Amended 3/12/2015 pursuant to BOD meeting of 3/12/2015

Amended 7/11/2015 pursuant to BOD meeting of 7/11/2015

Amended 10/5/2016 pursuant to BOD meeting of 10/5/2016

Edited/reprinted, April 2020

Amended 7/16/2022 pursuant to BOD meeting of 7/16/2022

Amended 7/19/2023 pursuant to BOD meeting of 7/19/2023

Amended 7/14/2024 pursuant to BOD meeting of 7/14/2024

Amended 7/20/2025 pursuant to BOD meeting of 7/20/2025

Amended 10/6/2026 pursuant to BOD meeting of 10/6/2026

Addendum to Bylaws

10/8/2010

Bylaw change to Article III, Section 2

A. **Changed to add allow approval of Life Membership to MTFCI by electronic document and vote** *Addition to Bylaws – no previous wording*

10/5/2016

Bylaw addition to Article III, Section1 – Addition of Class

B. **Individual Membership. This class, for a fee specified by the Board of Directors, shall include a sole membership and be afforded all the provisions referenced in the following section 2 through 7** *Addition to Bylaws – no previous wording*

Bylaw change to Article III, Section1 – Wording changes

C. Family Membership. This class, for a fee specified by the Board of Directors, will include a family unit and all unmarried children under 18 years of age, and be afforded all the provisions referenced in the following section 2 through 7 *Previous wording: This membership will include the husband and wife and all children under 18 years of age*

D. Life Membership. This class will include those in class A or B above and for a fee specified by the Board of Directors, shall retain that membership for their lifetime. *Previous wording: This membership will include the husband and wife and all children under 18 years of age but is in the name of one (1) person. A membership in this classification shall have all rights of membership for life upon payment of the fee specified by the Board of Directors and upon approval of application by the Board of Directors. Applicant must be 18 years of age or older. Upon death of the Life Member, all rights to that membership will cease.*

Bylaw change to Article III, Section2

Applicants A and B above shall be admitted to membership upon receipt of their application and payment of dues for one year. Lifetime Membership applicants may submit their request to a Board Member in writing or by "Electronic Document" which may be voted upon at a regular meeting or by "electronic signature" and passed by a 2/3 (two thirds) majority of the Board of Directors. This vote, electronic or otherwise, will be entered into the minutes of the next regular Board meeting. *Previous wording: Applicants shall be admitted to membership upon receipt of their application and payment of dues for one year. Thereupon, the Executive Secretary shall enter the applicant's name upon the membership roster and shall issue a membership card.*

Bylaw change to Article III, Section 3 – added wording

A. **Each class of membership shall be entitled to one vote.** *Previous wording: Each membership shall be entitled to one vote on each matter submitted to a vote of the membership, which must be done personally and not by proxy.*

Bylaw change to Article III, Section 3 – **deleted section C – Redundant and nothing to do with voting rights. Covered in Article 4, Section 2** *Previous wording: Directors shall be elected pursuant to the provision of Article.*

7/20/2025

Bylaw change to Article III, Section 6.

Transfer *or* Refund of Membership. Membership in this corporation is not transferable or assignable. Membership dues are non-refundable after payment is processed. *Underlined words were added.*

1/27/2006

Bylaw change to Article IV, Section 2:

Change the last sentence of this article: All ballots must be postmarked by November 30.

Motion by Steve Bumgarner, seconded by Jack Zimmer to approve the bylaw change. Motion passed. *Addition to Bylaws – no previous wording*

1/16/2009

Bylaw change to Article IV, Section 2

To send election ballots to the Executive Secretary
Previous wording: Mail to official election committee.

7/16/2022

Bylaw change to Article IV, Section 2:

Change the last sentence of this article: All ballots must be postmarked by November 1.

Motion by Ellen Killecut, seconded by Jim Cross to approve the bylaw change. Motion passed. *Previous wording: All Ballots must be postmarked by November 30.*

7/19/2023

Bylaw change to Article IV, Section 3:

Change the wording toThe Executive Director shall hold all ballots unopened and shall send them to the Counting Committee comprised of two Past Presidents, if possible, appointed by the current President. The ballots shall remain unopened until the Counting Committee can meet together to count. After counting the ballots, the Counting Committee shall notify the current President who will then notify each member of the Board of Directors and each person on the ballot by November 20th as to the outcome of the elections.

Motion by Mark Eyre, seconded by Scott Steelman to approve the bylaw change. Motion passed. *Previous wording: The election chairman shall hold all ballots unopened and shall only open them in the presence of the other Board member on the election committee. After counting the ballots, the chairman should notify each member of the Board of Directors and each person on the ballot by December 20th as to the outcome of the elections.*

10/6/2026

Bylaw change to Article IV Sections 1, 2, 3

Wording was changed to clarify the election process and changes were made to allow more time for foreign members to mail ballots. Second reading occurred in Q2 meeting, motion was adopted at Q3 meeting.

3/21/2015

Bylaw change to Article V, Section 1

The Annual Meeting shall be held once a year. The exact date, place and time shall be determined by the Board of Directors. The purpose of said meeting shall be reporting the previous years activities, providing a financial report by the Treasurer, discussions and voting upon any business to come before the general membership, presenting of international awards required by these By-Laws and receiving input from the general membership on MTFCI issues. The Meeting of the Members shall be conducted by the President. *Previous wording: The Annual Meeting shall be held between January 1 and February 15 of each year. The exact date, place and time thereof is to be determined by the Board of Directors. The purpose of said meeting shall be a reporting of the previous year's activities, a financial report by the Treasurer, discussion and vote upon any business properly to come before the general membership, present all national awards required by these Bylaws at this meeting, report upon the results of the directorship elections, receive a report from the new Board of Directors on their choice of officers for the ensuing year and the installation of such officers and directors. Each such meeting shall be conducted by the President in office for the year immediately past and just prior to the conclusion of such meeting that President shall conduct the installation of the newly elected officers and directors and at the conclusion thereof turn the meeting over to the newly elected President.*

7/20/2013

Bylaw change to Article VI, Section 2

The number of Directors shall be nine. Each Director shall be elected for a three (3) year term, with three elected each year. The term of the Directors in each case shall extend until his successor shall have been elected and qualified. Directors need not be residents of the State of Illinois. *Previous wording: The number of Directors shall be fifteen. Each Director shall be elected for a three-year term, five to be elected each year. The term of the Director in each case shall*

extend until his successor shall have been elected and qualified. Directors need not be residents of the State of Illinois.

3/21/2015

Bylaw change to Article VI, Section 3

A regular meeting of the Board of Directors shall be held between January 1 and February 15 for the purposes of announcing the successful candidates elected to the Board, the election of its officers, determining the date, time and place for the remaining regular meetings and conducting business brought to this regular meeting. *Previous wording: A regular meeting of the newly elected Board of Directors shall be held without notice other than this Bylaw immediately after the announcement of the successful candidates for the purposes of election of officers and such other business as shall come before the meeting at the same place as the Annual Meeting of members. The Board may also at such meeting provide the time and place either within or without the State of Illinois for the holding of additional regular meetings of the Board with or without other notice than the resolution fixing the time and place of said regular meetings.*

7/14/2024

Bylaw change to Article VI, Section 4

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Special meetings may be conducted in person or by teleconference, video conference or other electronic media as directed by the President. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meetings of the Board called by them. **Monthly workshops do not fall into the quarterly Board of Directors or special meetings category. (Removed the wording - Amending the MTFCI By-Laws shall be completed only at a meeting conducted in person.)** *added wording*

7/20/2013

Bylaw change to Article VI, Section 9

Directors shall not receive any compensation, or salary for their services as Directors; but, by resolution of the Board, reimbursement may be allowed to any Director for any monies or expenses occurred and paid by any Director for the benefit of the Corporation. Directors may be reimbursed for approved supplies and postage. *Previous wording: Directors as such shall not receive any stated salaries or compensation for their services; however, they may be reimbursed for approved supplies and postage.*

10/8/2010

Bylaw change to Article VI, Section 10

Amended to authorize BOD meeting attendance by telephone hookup

7/14/2024

Bylaw addition to Article VI Section 15

What is considered Present? To be considered **"present"** at a regular or special meeting, Directors must be in person or join via video conference with video on. (Zoom, GoToMeeting, and Teams are examples of video conferencing options.)
Addition to Bylaws

10/6/2026

Bylaw revision to Article VII. Officers, Section 7 Treasurer

The term "audit" in the previous bylaws was determined to be originally meant as a "financial review". "Audits" done by a professional accountant could potentially cost tens of thousands of dollars and a "financial review" may be done internally or externally, at the discretion of the president.
Proposed by Treasurer Peaslee, 1st reading at 2026 Q2, 2nd reading and approval at Q3 meeting.

1/27/2006

Addition of a section to Article VIII Section 13 Tour Committee

This committee shall consist of the First Vice President as chairman and three appointed members. Each member shall coordinate one of three MTFCI sanctioned tour groups, namely: Annual Tour, Spring Tour and Regional Tours. It is expected that the three members will serve more than one year; but, at the President's pleasure.
Addition to Bylaws – no previous wording

Motion by Gilbert Hall, seconded by Frank Fenton, to approve the bylaw change. Motion passed

7/14/2024

Bylaw change to Article XIX

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a three-fourths vote of the Directors present at any regular **quarterly Board of Director's** meeting or special meeting using the following procedures:

1. Written notice detailing any amendment/repeal must be sent to all Directors a minimum of ten (10) days prior to such meeting using mail and/or email.
2. The amendment/repeal of the Bylaws is read at said meeting to determine if there is cause to **change** the amendment/repeal. This is considered the first reading of the amendment/repeal.
3. The amendment/repeal is then slated for a second reading at the next regular or special meetings of the Board. **The vote may be taken immediately after the second reading if there are no changes.**

4. **Three-fourths of the entire Board of Directors must be present (see Article VI, Section 15) to approve an amendment/repeal. If approved, the amendment/repeal is adopted and placed into the Bylaws after the second unchanged reading**.

5. **Amendments to the Bylaws may not be voted on at a Board of Directors workshop**. *Previous wording: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a three-fourths vote of the Directors present at any regular (added wording) meeting or special meeting using the following procedures:*

   1) Written notice detailing any amendment/repeal must be sent to all Directors a minimum of ten (10) days prior to such meeting using mail and/or email.

   2) The amendment/repeal of the Bylaws is read at said meeting to determine if there is cause to ~~approve, amend or deny~~ the amendment/repeal. This is considered the first reading of the amendment/repeal.

   3) The amendment/repeal is then slated for a second reading at the next regular or special meeting of the Board. (added wording)

   4) ~~If three-fourths (3/4) of the Directors present at the second meeting approve the amendment/repeal, the amendment/repeal is adopted and placed into the Bylaws.~~

   5) (added wording)

10/8/2014

Bylaw addition to Article XVI Section 3-A

Added to permit electronic vote and approval by BOD on new chapter applications

A. New Chapter Application. "Electronic Document" (means information that is created, generated, sent, communicated, received, or stored by electronic means.) A Board member can present to the Board of Directors by electronic means an official motion to be voted on by "electronic signature" (means an electronic symbol or process attached to or logically associated with an electronic document and executed or adopted by a person to or logically associated with an electronic document and executed or adopted by a person with the intent to sign the document.) This electronic vote must have at least 2/3 (two-thirds) majority of Board of Directors for approval. The electronic vote is to be entered into the minutes at the next regular Board Meeting. *Addition to Bylaws – no previous wording*

The Board of Directors approved the Bylaw amendments

1/16/2009

Bylaw change to Article XVII, Section 2

Special Awards. **The John A. Stynoski Trophy is awarded annually according to specifications set by the Board of Directors. Special Tour awards, including Scholarships, Founder's Appreciation Award, Mrs. S Award, and the Lifetime Achievement Award may be awarded at the Annual Tour each year. All nominations and applications for special tour awards and scholarships shall be mailed to the current address of the Executive Director. All nominations and applications shall then be sent to the representative committee chairperson. The current listing of individual awards, qualifications and criteria is appended.**

Previous wording: Special Awards. The John A. Stynoski Trophy is awarded annually according to specifications set by the Board of Directors. In addition, other Special Tour Awards may be awarded on the Annual Tour each year. The current listing of individual awards, qualification and criteria is appended.

Motion passed.

10/8/2014

Bylaw change to Article XVIII, Section 1

The Chief Judge shall be appointed by the President. The Chief Judge shall have the final word on all judging decisions and shall keep all records on the judges. The *MTFCI Judging Guidelines* shall be the primary reference document for all judging. *Previous wording: The Chief Judge shall be appointed by the President. The Chief Judge shall have the final word on all judging decisions and shall keep all records on the judges.*

Bylaw change to Article XVIII, Section 2

A. **All judges in the class judging competition and the Stynoski judging competition must have attended at least one International judging school. Each judge must be a member in good standing with the MTFCI. All Judging Captains shall be a Gold Card Judge or Certified Judge, and will be selected by the Chief Judge PRIOR to judging.** *Previous wording: All judges in the class judging competition and in the Stynoski judging competition must have attended at least one International Judging school. Each judge must be a member in good standing in the International Club. All judges must have a valid driver's license or a driver's learning permit.*

B. **The Chief Judge shall provide a certification test to any member interested in becoming a Certified Judge and will send Certificates and Identification Cards to those successfully completing the tests(s). The Chief Judge will present judging pins to individuals who have judged for 5, 10, 15, 20, and 25 years** *Previous wording: After judging at five (5) International meets, a member shall be declared a Master Judge. Thereafter, special designation may be added, such as 10-year judge, 15-year judge, 20-year judge, etc.*

Bylaw change to Article XVIII, Section 3

The Judging Schools will be presented by the Chief Judge or by a member designated by the Chief Judge as qualified to conduct the school. The schools shall be designed to acquaint the members with the *MTFCI*

***Judging Guidelines*, official judging forms and to clarify questions concerning judging.** *Previous wording: The judging schools will be presented by the International Chief Judge or by a member designated by the Chief Judge as qualified to conduct the school. The schools shall be designed to acquaint the members with the International judging form and to clarify questions that they may have concerning judging.*

Bylaw change to Article XVIII, Section 4

The Chief Judge shall keep the records of each member who has attended judging school and a record of each time the member participates in judging. After each time a member judges, the member will receive a judging plaque. The Chief Judge shall maintain and update a list of Gold Card and Certified Judges, which includes the judge's name, mailing address, email address and judging class. *Previous wording: The Chief Judge shall keep the records of each member who has attended judging school and a record of each time a member participates in judging. After each time a member judges, the member will receive a judging plaque and upon becoming a Master Judge, the member will receive a board upon which to mount these plaques.*

Bylaw addition to Article XVIII, Section 6

The Chief Judge shall maintain and update the *MTFCI Judging Guidelines*. Any changes to the *MTFCI Judging Guidelines* must be approved by the Chief Judge. *Addition to Bylaws – no previous wording*