

By-Laws of the Early Ford V-8 Club of America

Reader Notes:

- Black font – Current By-Laws (2025 version)
- Green font and strikeout black font – Changes approved on a first reading on March 19, 2025. Second reading scheduled for May 10, 2025 Board of Directors meeting.

INTRODUCTION

This document is to be a comprehensive source of information as to how the Club is to operate and be managed by a Board of Directors within the scope of membership needs and requirements. These requirements, expressed as approved Bylaws, serve as a set of rules to establish how to perform specific organizational tasks, compliance directives, self-regulation and fulfillment of legal and regulatory requirements.

These Bylaws shall have precedence in the event there is a discrepancy between them and the Policy Manual. As the needs and changing requirements by the membership are recognized, these Bylaws shall be modified as necessary. Requirements and methods for modifying this document are included in this document.

May it be noted throughout this document that terms such as “he” and “his” are meant to reflect gender intention as all inclusive.

Refer to the Club Policy Manual for additional duties and responsibilities of Officers, Directors and other positions. Some of the content of these Bylaws may be transitioned to the Policy Manual upon Board direction and approval.

ARTICLE I: PURPOSE AND CLASSIFICATION

Section 1. The general purpose of this Club, incorporated as a nonprofit society, and hereinafter called the National Club, shall be to preserve and authentically maintain vehicles manufactured by the Ford Motor Company for the model years 1932 through 1953 inclusive, and to serve as an accurate and technical source of information concerning these automobiles for the benefit of its members as well as the general public.

Section 2. Vehicles recognized by the National Club include:

- (A) Ford cars and trucks, Lincoln and Mercury cars.
- (B) Any vehicle built during the years 1932 through 1953 that utilizes a chassis and running gear manufactured by the Ford Motor Company for the model years 1932 through 1953.
- (C) Other vehicles manufactured by the Ford Motor Company throughout the world for the model years 1932 through 1953, such as the Mercury trucks, Meteor and Monarch cars manufactured by the Ford Motor Company of Canada and Australia.

Section 3. Regional Groups are authorized to allow members in good standing with the National Club to hold office, vote, and tour in the local Club as they so deem.

Section 4. The word “AUTHENTIC” will be defined for purposes of clarification as being the proper description of a genuine **Ford** standard production vehicle in that it must be of the same chassis, body, upholstery, color, engine year, and parts as that which the Ford Motor Company offered in that particular year of the vehicle’s production.

ARTICLE II: CORPORATE SEAL AND OFFICIAL EMBLEM

Section 1. The Corporation shall have a common seal consisting of a circle having within its circumference the words: "EARLY FORD V-8 CLUB OF AMERICA, INCORPORATED MARCH 9, 1966, CALIFORNIA."

Section 2. The official emblem of the National Club shall consist of a circle with a facsimile of the 1933 Ford V-8 emblem centered therein, with "THE EARLY FORD V-8 CLUB OF AMERICA" inscribed just inside the circumference in lettering of a particular style as previously adopted by the National Board of Directors.

- (A) The official Club emblem may be used and displayed by any member in good standing of the National Club.
- (B) Regional Groups are authorized to use the official Club emblem in unaltered form on projects or products for the promotion or development of the regional or National Club provided permission is first obtained from the National Board of Directors through duly presented plans or drawings of the proposed project.
- (C) The official Club emblem is the property of the National Club.

ARTICLE III: EXECUTIVE OFFICES

The Executive Office for The National Club is located in McMinnville, Tennessee. As needs and requirements change, the Executive Office Location may be relocated to any state in which the Club is authorized to conduct business.

ARTICLE IV: PERSONAL LIABILITY

Section 1. Neither the members of the Corporation, the Board of Directors nor officers, present or future, shall be held personally liable for any claim, damage, or debt against the Corporation or its members.

Section 2. No member of this nonprofit corporation shall have the right to individual proceeds of the Club assets or property.

ARTICLE V: OFFICERS, AUDIT COMMITTEE AND PARLIAMENTARIAN

Section 1. Types of officers:

- (A) Elected Officers: The elected officers of this club shall be President, Vice-President, and Secretary. Candidates for the office of President, Vice-President, and Secretary must be Active Members in good standing and must be duly elected members of the Board of Directors. Elected officers shall serve for a one-year term commencing on January 1st and ending one year later on December 31st.
- (B) Appointed Officers: The Treasurer and Parliamentarian shall be Active Members in good standing. The Treasurer shall be appointed by the Board of Directors. The Parliamentarian shall be appointed by the President.
- (C) Audit Committee: The Audit Committee shall be a standing committee appointed by the President and shall consist of no fewer than three members of the Board of Directors, one of whom is designated as chairman. The Treasurer is an ex-officio member of the Audit Committee.

Section 2. National Officer Elections (Internal to the National Board)

- (A) The President, Vice-President, and Secretary shall be elected by the National Board of Directors.

- (B) Each candidate for elected National office shall prepare a brief statement of their goals and policies for the National Club; along with their qualifications including offices held, past or present, in the National Club or in any Regional Group by October 15th. The statement shall be 500 words or less.
- (C) A Special Election shall be called when a national officer resigns, by death, removal, disqualification, or any other cause. The vacancy shall be filled in the manner prescribed in the By-Laws in Section 4 of this Article.
- (D) The Parliamentarian shall prepare and mail or email to all Directors, including the President, a ballot for National Officers by November 7th. To be counted, the ballots must be received by the Parliamentarian by November 21st. The Parliamentarian shall count the ballots and notify the Bard of the results by December 1st.

Section 3. Removal and resignation: Any officer may be removed for cause by a three-fourths majority vote of the Directors. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect on the date of receipt of such notice, or at a time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

Section 4. Special Election Upon Officer Vacancy

- (A) The President shall establish a time period for the special election, upon concurrence by the Board of Directors. There shall be an announced beginning and ending date for all votes to be cast.
- (B) The Parliamentarian shall distribute the resumes of the candidates to the Board of Directors and shall be verified as received
- (C) The election process shall not be called until the end date of the vote has been reached or sooner if all ballots are received from those eligible to vote.
- (D) A delegate shall be designated by the President to count the votes. The voting counter shall be an independent, non-voting person. For example, the Club Attorney is an independent voting person.
- (E) Verify that all Directors have received a ballot.
- (F) When the end of the preannounced voting date has been reached, there shall be no rescinding of votes.
- (G) When the end of the voting time has been reached, there shall be no more votes cast and the e-mail time stamp shall be the verifying factor. The election process shall terminate on the date specified or sooner upon receipt of all ballots.
- (H) The President shall announce the result of the vote when completed and verified by the independent vote counter.

Section 5. Succession: No elected officer of this Club shall hold the same office more than twice in a row. Upon approval by the Board, an extenuating circumstance may allow for an additional year of service by an officer.

Section 6. All elected officers shall have the right to vote with the Board of Directors and to debate questions the same as any other member.

Section 7. Clarification and standardization of the term: "Officer", "Staff", "National Officer", "Appointed National Officer," "National Director" and/or "Executive Staff" and "Volunteer Support Staff."

- (A) National Director: National Club members (active and in good standing) that have been elected by the voting National membership.
- (B) National Board Officers: President, Vice President, Secretary are current National Board Directors that are elected by the National Board of Directors
- (C) Appointed National Officers: The National Treasurer is appointed by The National Board of Directors. The National Parliamentarian is appointed by the current National President, serves at the will of the President, and is a current National Board Director.
- (D) National Support Staff:
 - 1. The support Staff consisting of the Website Administrator, Historian, Benson Ford Research Center Liaison and Early Ford Foundation Liaison may be Directors or Volunteers
 - 2. The Legal Advisor, Judging Standards Committee Chairman, National Chief Judge, Insurance Liaison and National Chief Judge Secretary shall be a volunteer as appointed by the Board of Directors.
 - 3. International Representatives shall be elected by the membership-at-large.
- (E) Contractors: any person or business entity entering into a legal and binding written contract or agreement for remittance with the Club shall be considered a contractor. Examples include, but not limited to, the Accessory Sales, the V-8 Times Editor, and the Membership Registration service provider.
- (F) VSS – Volunteer Support Staff: The President, as needs and circumstances arise, may appoint volunteers to serve on National Board teams or designated committees to provide expertise, knowledge, and specific contribution. These appointed volunteers shall be Club members, with applicable experience, knowledge, and a willingness to share expertise for the benefit of the Club. The selection of volunteers shall be announced to the Board prior to committee inclusion. These volunteers have no voting rights, nor may they receive any benefit and serve in an advisory role only. Their purpose is to volunteer skills and personal contribution for attainment of Club goals through service on a team or committee. These volunteers become an approved source of Board contribution. Board Members/Directors are encouraged to identify potential volunteer sources to serve in needed capacities. Volunteers may be added to the list as necessary. Should a volunteer not provide the quality of service needed, or for other valid reasons, the Board may recommend to the President the removal of the individual from the team or committee. Volunteers may be required to sign disclosure forms as determined by the President, Treasurer, Club Attorney or committee chair.

ARTICLE VI DUTIES OF OFFICERS, PARLIAMENTARIAN AND HISTORIAN

Section 1. PRESIDENT - The President shall:

- (A) Perform the role of the Chief Executive Officer and Chairman of the Board of the Corporation
- (B) Remain subject to the control of the Board of Directors
- (C) Provide general supervision, direction and control of the business and affairs of the Corporation
- (D) Preside at all meetings of the members and at all meetings of the Board of Directors

- (E) The President shall sign all contracts and other instruments in writing, provided, however, that all contracts and instruments in writing must first be approved by the Board of Directors.
- (F) Appoint Board committees as needed.
- (G) Appoint the Audit Committee, and the Parliamentarian.
- (H) Becomes a member of the National Board of Directors, upon completion of the term, for purpose of continuity, transition and advisement to the new President and Board. The past President upon completion of the presidential role, shall not have a vote unless the President continues to serve as an elected Board member.
- (I) Keep or cause to be kept a current Register of Members.

Section 2. VICE-PRESIDENT - The Vice-President shall:

- (A) Perform all the duties of the President in the absence of the President, and when so acting shall have all the powers and restrictions of the President as set forth in Section 1. The Vice-President shall perform such other duties as prescribed by the President, and shall attend all Board meetings.
- (B) Oversee and manage historical retention of important and significant files and documents of the Early Ford V-8 Club:
 - 1. Retain items of important historical significances by adding to the files the most recent copies of the new regional Group Charters, most recent copies of the V-8 TIMES, National Membership Annual Roster and National Meet Reports (as prepared by the Hosting Regional Group(s) and any other materials deemed appropriate by the National Board and/or Vice President.
 - 2. Advise the National Meet Coordinator if National Meet reports are not received within three (3) months after the respective Meet.
 - 3. Coordinate with the Regional Director, for any new Regional Group Charter within the **Regional Director's** region, to ensure receipt and filing of supporting documentation once the new Regional Group has been approved by the Board.
 - 4. Store Club records, summaries of Meetings and other items directed by the President, Audit Committee or Board of Directors into the Club's electronic storage system under the following guidelines:
 - i. Principal Electronic storage shall be a third-party file hosting service which is a secure and independent repository for digital copies of Club records. (Safe from loss and destruction).
 - ii. Access by Board and staff is controlled by the Audit Chairman. Should information from the electronic storage repository be required by a staff or board member, it shall be approved by the President and retrieved by the Audit Chairman.
 - iii. Electronic Storage shall be the repository for Board Meeting minutes, all Board motions, contracts, vendor agreements, insurance policies, incorporation documentation, financial records, and required legal documents, at a minimum. Any member of the corporation shall be entitled to copies of essential Club documents.

Section 3. SECRETARY - The Secretary shall:

- (A) Attend meetings of the Board of Directors
- (B) Shall be at all times, subject to the control of the Board of Directors.
- (C) Certify and file amendments and revisions to the By-Laws with the official copy as kept in the electronic storage site.
- (D) Notify the Directors of scheduled Board of Director meetings
- (E) Record the minutes of all Board of Directors meetings and distribute copies to all National Board Members, Treasurer, Parliamentarian, and Historian, and such other individuals as the President or Board of Directors may designate.
- (F) Create and distribute a summary of each Quarterly Board Meeting and distribute to the Board of Directors.
- (G) Keep the Seal of the Corporation in safe custody
- (H) Compile an inventory of motions made during the calendar year, by the Board of Directors, and maintain them in Electronic Storage
- (I) In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro tempore.

Section 4. TREASURER - The Treasurer shall:

- (A) Keep a correct accounting of the Club's business Transactions
- (B) Deposit all monies and other assets in the Corporation depository as may be designated by the Board of Directors
- (C) Render to the President and Board of Directors an accounting of the Corporation's assets and liabilities when they request such information
- (D) Not incur an obligation, debt, or other liabilities without a specific approval of the Board of Directors
- (E) Attend all meetings of the members and Board of Directors.

Section 5. AUDIT COMMITTEE CHAIR - The Audit Committee Chair shall follow the established financial controls and ensure they are practiced by the Board, staff, volunteers and others. The President may choose one or two other current Board members to assist with Audit Committee assignments.

The Audit Committee Chair shall ensure that all required tax returns and related documents are timely filed and shall ensure that the books of account of the Early Ford V-8 Club of America are audited by a competent independent entity annually. The results of such audit shall be publicly reported annually in the V-8 Times.

The Audit Committee Chair shall receive and review the completed annual Conflict of Interest Forms and then send them to the Secretary for filing.

Section 6. PARLIAMENTARIAN - The Parliamentarian will be present at all meetings of the Board of Directors or of the members and shall:

- (A) The Parliamentarian will advise in all areas of parliamentary law and contribute toward the proper order of business.

- (B) The Parliamentarian will have available for reference at each meeting copies of the proper parliamentary authority, current By-Laws, and such other documents and information as is necessary to carry out the proper order of business.
- (C) The Parliamentarian shall manage the process of electing new officers for the subsequent fiscal year by constructing and sending out ballots and candidate statements to Board Directors for the vote tally. The Parliamentarian shall report the final results to the President for announcement to the Board.

ARTICLE VII: MEMBERSHIP

Section 1. There shall be six classes of membership of this Club and classified as members in good standing as follows:

- (A) **INDIVIDUAL MEMBERSHIP** ~~REGULAR ACTIVE MEMBER~~ - Any person interested in promoting the purpose of this Club and upon having paid dues to the National Club for the current year. Regular Active members are entitled to all Club privileges including the right to vote and hold office with the Assembly, join a Regional Group, exhibit qualified vehicles and compete for awards at National Meets. An active member will receive the Club's publication known as the V-8 TIMES in print and digital form, a membership card ~~and a copy of the membership roster.~~
- (B) **DIGITAL MEMBERSHIP** - Any person interested in promoting the purpose of this Club and upon having paid digital only dues to the National Club for the current year. Regular Active members are entitled to all Club privileges including the right to vote and hold office with the Assembly, join a Regional Group, exhibit qualified vehicles and compete for awards at National Meets. An active member will receive the Club's publication known as the V-8 TIMES in digital form, a membership card ~~and a copy of the membership roster.~~
- (C) **ACTIVE JOINT MEMBERSHIP** - Married couples are entitled to all Club privileges, including the right to vote and hold office with the Assembly, join a Regional Group, exhibit qualified vehicles and compete for awards at National Meets. Joint members will receive one copy of the Club's publication known as the V-8 TIMES, ~~two membership cards and one copy of the membership roster.~~
- (D) **MEMBERSHIP ONLY INDIVIDUAL AND JOINT** ~~ASSOCIATE NON-MAGAZINE SUBSCRIBER MEMBER~~ - ~~Is an individual or joint member who does not receive the hard-copy or digital magazine subscription~~ ~~subscriber is~~ entitled to all other Club privileges, including the right to vote and hold office with the Assembly, join a Regional Group, exhibit qualified vehicles and compete for awards at National Meets. An associate non-magazine subscriber will receive a membership card, ~~a copy of the membership roster, but not a copy of the V-8 TIMES. A associate non-magazine subscriber can also elect to not receive a copy of the membership roster.~~
- (E) **LIFETIME HONORARY LIFE MEMBERSHIP** - Any person who has commended himself by outstanding service and Club esteem may be elected an honorary life member by two-thirds vote of the Board of Directors.
- (F) **HONORARY LIFETIME PRESIDENT MEMBERSHIP** - All past National Presidents, upon completion of their term of office, shall automatically become honorary life members without the necessary Board vote.
- (G) **PAID LIFE MEMBER** - Any member, upon payment of the Life Membership fee prescribed for this category by the Board of Directors, shall become a paid Life Member of this organization and shall enjoy all the privileges of an active member.
- (H) **CHARTER MEMBER** - A person who became affiliated with this Club on or before June 1, 1964.

Section 2. APPLICATION: Application for National Club membership shall be made by completing a membership application and providing appropriate membership level payment to the Service Provider who serves as the Club's Membership Registrar.

Section 3. RESIGNATION: Any member may resign their membership at any time. There will be no refund of any dues already paid. upon notification to the Secretary and such resignation shall be effective upon receipt by said Secretary/Treasurer provided his indebtedness to the National Club, if any, is paid in full.

~~Section 4. SUSPENSION, EXPULSION, REINSTATEMENT BY SECRETARY: Any member may be suspended by the Secretary for nonpayment of dues. Upon payment of full dues for twelve months, a member suspended for nonpayment of dues shall be automatically reinstated.~~

Section 4. SUSPENSION, EXPULSION, REINSTATEMENT BY BOARD OF DIRECTORS: The Board of Directors shall have summary power by vote of a majority of its members, to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will or prosperity of the organization, or which is likely to endanger the welfare, interest, or character of the organization, or for nonpayment of dues, or for any conduct in violation of these By-Laws or of the rules and regulations of the Club which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board.

The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A three-fourths affirmative vote of all members of the Board of Directors present at any regularly-called meeting shall be required to pass upon such reinstatement. Life members may be suspended, expelled or reinstated, in the same manner as other members.

Section 6. GENERAL: Upon the resignation, suspension, expulsion, or death of a member, the members his rights and privileges as a member of this Club shall cease.

ARTICLE VIII: MEETING OF THE MEMBERS

Section 1. ANNUAL MEETING: The annual meeting of the members of this Corporation shall be held in the Continental United States, within sixty (60) days after the first of the year, for the purpose of reporting the results of the election of the Board of Directors by the active members, and the results of the election of officers by Directors of the Club. The Board of Directors may elect to hold an annual Installation Dinner during January or February in lieu of a membership participation meeting.

Section 2. SPECIAL MEETING: A special meeting of the members may be called at any time by the President, or by the Secretary, upon written application of at least 5% of the members in good standing; the number to be determined by the latest monthly report as of the date that the petition is received by the National Secretary. The application shall state the purpose of the meeting. The Secretary must send notices of special meetings, as provided in Section 4 of Article VIII, within thirty (30) days after receipt of a valid and proper application for same.

Section 3. TIME AND PLACE: Any annual or special meeting shall be held at such time, place and date as the Board of Directors shall select. The Board of Directors shall select a time, place and date for a special meeting within thirty (30) days after receipt of a valid and proper application for same by the Secretary.

Section 4. NOTICE: A written or printed notice stating the purpose, place, date, and hour of every meeting shall be mailed by the Secretary to each active member in good standing at least 10 days prior but not more than 30 days prior, to said meeting. If a member gives no address, notice shall be

deemed to have been given him or her if sent by mail or other means of communication addressed to the member's last address.

Section 5. QUORUM: At all meetings of the Club, 75% voting members in good standing shall constitute a quorum entitled to conduct legal business of the Assembly.

Section 6. PROCEDURE: - Each voting member in good standing shall be entitled to one vote at any meeting, annual or special. The use of proxies at any membership meeting or Board of Directors meeting of this Club will be allowed, and the proxy authorization must be in writing and signed by the absent member. A proxy shall not be considered to represent a member present at the meeting for the purpose of constituting a quorum.

Section 7. CUMULATIVE VOTING: Cumulative voting shall be prohibited.

ARTICLE IX: CORPORATE POWERS

Section 1. The Corporate Powers of this Club shall be vested in a Board of eleven (11) Directors, who shall be active voting members in good standing.

ARTICLE X: BOARD OF DIRECTORS

Section 1. The Board of Directors of the National Club shall consist of eleven (11) members elected from the active members in good standing. Directors shall be elected from to regions as described below. Three (3) members Directors shall be elected from the California/Southwest Region and one (1) Director from each of the eight (8) other regions.

DIRECTOR REGIONS

EFV-8 Club Director Regions and the States ~~and Areas~~ Included

Northeast

Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, New York, Vermont

Mid-Atlantic

Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia ~~and Europe~~

Southeast

Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina

Central

Kentucky, Michigan, Ohio, Tennessee, West Virginia, ~~and Eastern Canada~~

North Central

Colorado, Idaho, Minnesota, Montana, Nebraska, North Dakota, South Dakota, Utah, Wisconsin, Wyoming

Midwest

Illinois, Indiana, Iowa, Kansas, Missouri

South Central

Arkansas, Louisiana, Oklahoma, Texas

Northwest

Alaska, Oregon, Washington ~~and Western Canada~~

California/Southwest

Arizona, California, Hawaii, Nevada, New Mexico, ~~Australia and New Zealand~~

Note: Regional Groups in Europe, Canada, Australia, and New Zealand are assigned annually to individual Directors by mutual agreement of the President and Directors.

The Nominating Committee shall certify the qualifications and Director Region eligibility of the prospective candidates; it is not necessary to be a member of a Regional Group to be eligible for nomination to the Board.

In the event there are no candidates for Director from Director Region, a member from any region may run for Director for that region.

The term of office shall be three (3) years starting on January 1st of the year after their election. In the event a Director at the conclusion of his/her term cannot or is unwilling to serve an additional term, or serve until a subsequent election, the Board shall appoint a Director to fill the regional vacancy. In the event no successor is elected the Director shall serve until a successor shall be elected. Directors shall be limited to two (2) consecutive full terms. Directors shall be elected on a staggered basis as follows:

- Year 1 - One (1) California/Southwest, Southeast, Midwest
- Year 2 - One (1) California/Southwest, Northeast, North Central, Central
- Year 3 - One (1) California/Southwest, Northwest, South Central, Mid-Atlantic

Section 2. VACANCIES: A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased by amendment of these By-Laws and the Articles of Incorporation. A vacancy or vacancies shall be filled by the remaining Directors in office, and if there are no remaining Directors, by the members at an annual or special meeting of the active members entitled to vote. Such member (or members) so elected shall hold office for the term of Director such member replaces, and until a successor is qualified and elected.

Section 3. NOMINATING COMMITTEE: A Nominating Committee shall be appointed by the President from the Board of Directors to prepare a ballot for the annual election of Directors to represent Regional Groups and members at large as identified in Article X, Section 1, of these Bylaws. Active members shall elect by plurality vote each year by blanket ballot, the necessary number of Directors and International Representatives to serve for three (3) years. In support of this process the responsibilities of the Nominating Committee shall be to:

- (A) Prepare the annual Ballot of Directors to succeed retiring Directors who are ending their prescribed terms of office.
- (B) Meet during the first quarter of the year to establish procedures to identify prospective candidates. Such procedures shall include the methods for advertising, the regional candidate vacancies, and how the final pool of candidates will be selected either by volunteering or being identified by the Nominating Committee. The Board must be aware of and approve procedures for identifying candidates.
- (C) Identify, communicate with, and recommend to the Board of Directors an independent Tabulator who will count and validate the vote count.
- (D) Certify the qualifications of the prospective candidates to validate they are active members, are of solid reputation, have skills and experience to work as a member of a team and demonstrate solid commitment to represent a Regional Group and members at large.
- (E) Prepare a ballot with a qualification statement prepared by each candidate, that contains name, city of residence and a description of qualifications. This description shall include offices held, past or present, in leadership positions in clubs or organizations. Candidates should add information in the statement to enable membership to identify particular skills, relevant experience, leadership, and why they are seeking office. The Candidate Statement should be limited to 500 words or less. Commitment to the stated purpose of the Club is required.
- (F) Distribute, no later than July 15, by mail or other means as determined by the Board of Directors, a ballot with a statement from each nominee describing each nominee and voting instructions. Members are to return a completed ballot to the independent Tabulator no later than October 15. Should the Board of Directors decide to utilize an electronic vote by members who desire such service, the ballot shall contain the same information and format as utilized in the mailed ballot.

The tabulation shall be provided by the service provider for consolidation of a final count containing both mailed and electronic results. The tabulated results shall be retained for one year by the Chairman of the Audit Committee.

Section 4. INDEPENDENT TABULATOR: The responsibilities of the Independent Tabulator shall be to:

(Note: the Independent Tabulator may be a member in good standing or any other individual, or contracted service as determined by the Board of Directors, who executes a non-conflict of interest declaration).

- (A) Count and tabulate the member votes and complete the count to notify the President of the results no later than October 30th.
- (B) Consolidate tabulation from electronic, if used, and mail-in vote counts
- (C) Verify the vote as correct and submit all ballots, including mail and electronic, to the Audit Chairman for retention within one week of the final count and to retain them for a minimum of one year

Section 5 – SERVICE PROVIDER. The responsibilities of the Service Provider shall be to:

(Note: The Independent Tabulator and the Service Provider may be one and the same)

- (A) Distribute an electronic Ballot to all members having an e-mail address on record with the Club, in the same timeframe as mail ballots are distributed.
- (B) Collect electronic ballots completed and returned by members, to determine an accurate and verified count of votes for each candidate (verification shall mean a second count that indicates consistency with the first count)
- (C) Report the count results to the Independent Tabulator

(Note: For the purpose of this section, an active member must be in good standing (as of July 15th of each year), as recorded by the Club's Registrar. Those running for office shall be notified by November 1st of the results.)

Section 6. PLACE OF MEETING: Regular meetings of the Board of Directors shall be **by electronic media such as teleconference or held in person** at any place within the Continental United States of America which has been designated by consent of a majority of the Board.

Section 7. REGULAR MEETING: The Board of Directors shall hold at least four (4) regular meetings during each fiscal year. **The first meeting may be in person within the first 60 days of the year.**

Section 8. SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose may be called at any time by the President or by a **group of five (5) Directors, with written or electronic notice made to** each Director of such a meeting.

Section 9. NOTICE: Written notice of the time and place of regular and special meetings of the Board of Directors shall be delivered ~~personally or sent to each Director by Mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the record of the National Club. Notices must be given, telegraphed or mailed~~ at least ten (10) days prior to and not more than thirty (30) days prior to any meeting.

Section 10. QUORUM: Six (6) members of the Board of Directors and/or officers, **except the Treasurer,** shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

Section 11. ADJOURNMENT: A quorum of the Directors or officers may adjourn any Director's meeting to meet again at a stated time, place, and hour, provided however, that in the absence of a quorum, the Directors present at any Director's meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 12. ATTENDANCE: Directors shall notify the President as soon as practicable if unable to attend a Director's meeting.

Section 13. FEES AND COMPENSATION: Directors shall not receive any compensation, fee or salary for their services as Directors. Reimbursement may be allowed to a Director for monies or expenses actually incurred and paid by any Director for the benefit of the Corporation. By resolution of the Board, Directors may be compensated for other duties.

Section 14. RETIRING: Retiring National Board of Director members or Executive Staff members may not hold another position on the National Board or Executive Staff committee for a period of Three (3) years, **unless approved by the Board of Directors.**

Section 15. NATIONAL BOARD OR CONFERENCE CALL: Judging Standard Committee chair and/or National Chief Judge will not attend National Board or Conference call meeting unless invited by the National President.

Section 16. REIMBURSEMENT: Only National Board of Directors and Executive Staff will be reimbursed to attend the Face to Face Meeting. Outgoing National Board of Directors or Executive Staff may attend at their expense. The outgoing President is a National Board of Directors member (see Article VI Section 1 (G)).

ARTICLE XI: POWERS OF DIRECTORS

Section 1. The Board of Directors shall have power to call meetings of the National Club when it deems it necessary to conduct, manage and control the affairs, relations and business of the Club, and to make rules not inconsistent with the laws of the State of California, for guidance and management of the affairs of the Club. The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board, and the note or obligation, if any, given for the same, signed officially by the President and the Secretary shall be binding on the Club. **Unless otherwise specified in these By-Laws** the Board of Directors may appoint other agents or committees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any National Club office.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERTS RULES OF ORDER shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the National Club may adopt.

ARTICLE XIII: CERTIFICATE OF MEMBERSHIP

Certificates of membership shall be of such form and device as the Board of Directors may from time to time elect.

ARTICLE XIV: CONTRACTS

The Board of Directors, except as the By-Laws and Articles of Incorporation, otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. **and s**Such authority may be general or special, and

unless so authorized by the Board of Directors, no officer, agent or employee shall ~~have any person or authority to~~ bind the Corporation by any contract or agreement or to any amount.

ARTICLE XV: INSPECTION OF BYLAWS

The Corporation shall keep ~~a copy in Electronic Storage of in its principal office the original (or a copy of)~~ the By-Laws as amended or otherwise altered to date, certified by the Secretary which shall be ~~available for open to~~ inspection by the members at all reasonable times.

ARTICLE XVI: REVENUES

Section 1. ~~DUES:~~ Membership dues shall be such as shall be fixed by the Directors from time to time.

Section 2. ~~WHEN DUE – WHEN DELINQUENT:~~ Dues are payable throughout the year and become due and payable prior to the anniversary date of current membership. ~~Failure to pay dues by the anniversary date may result in termination of membership and access to publications. Dues become delinquent after that anniversary date.~~

Section 3. ~~PAID LIFE MEMBER:~~ Life Member dues ~~are for this class shall be~~ twenty times the current active member's dues.

ARTICLE XVII: AMENDMENTS

Section 1. BY MEMBERS: New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-thirds majority vote of the active voting members, either present or represented by proxy at an annual or special meeting where a quorum be present, or by mail ballot, when initiated by the National Board of Directors.

Section 2. BY THE BOARD OF DIRECTORS: The Board of Directors may adopt, amend, or repeal By-Laws. To become effective a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors, and a two-thirds majority vote of the Directors present or by proxy at the next regular or special meeting of the Board of Directors.

Section 3. RESTRICTIONS: Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same, or substantially the same, amendment or repeal.

Section 4. Effective Date: The By-Laws shall take effect immediately upon their adoption. An effective date must be included in all revision; addition, or deletion motions.

ARTICLE XVIII: REGIONAL GROUPS

Section 1. FORMATION

- (A) The Board of Directors of the Early Ford V-8 Club of America (hereinafter called the National Club) may determine the territorial limits of each chartered Regional Group.
- (B) Granting of a charter will be considered for each prospective Regional Group that meets all requirements and obligations provided by the Constitution and By-Laws of the National Club now in force, or hereafter adopted.
- (C) A chartered Regional Group shall use only the name designated in its charter. The new Regional Group name shall be the same as the area in which the headquarters are to be located after the Regional Group charter is granted. The NAME of the NEW GROUP shall be: "The (area) Regional Group of the Early Ford V-8 Club of America."

- (D) Membership in good standing in the National Club shall be a prerequisite of membership in a Regional Group ~~and shall be enforced by each Regional Group.~~
- (E) The charter membership of a Regional Group shall not be less than five (5) active members of the National Club.
- (F) Application for formation of a Regional Group shall be made to the Board of Directors of the National Club in the form of a petition which shall be duly signed by at least five (5) persons who are members in good standing in the National Club. Upon approval of the Board of Directors of the National Club, the petitioning group may be issued a provisional charter which may be made permanent after one year and in compliance with Section 5.
- (G) Any Regional Group that fails to conform to the provisions of the Constitution and By-Laws of the National Club may have its charter and membership herein suspended or revoked by action of the Board of Directors or the National Club, and if charter is revoked, the Regional Group agrees not to use the name "The Early Ford V-8 Club of America" until charter is declared again in force by action of the Board of Directors of the National Club.
- (H) All Regional Groups shall have a 25-mile radius territory using their mailing address as center point but may have members from outside that limit.

Section 2. INCORPORATION

A Regional Group, after receiving its charter may incorporate and said Regional Group shall agree, as a prerequisite to incorporation, that it will, as an incorporated body, abide by the Constitution and By-Laws of the National Club then in force or thereafter adopted.

Section 3. BOARD OF DIRECTORS

- (A) As soon after organization as possible, a meeting of all members of the Regional Group will be called and a Board of Directors elected by the membership. This Board of Directors shall consist of not less than five (5) members in good standing. A quorum of the Board of Directors shall consist of a majority of the same.
- (B) Immediately following the election of members of the Board of Directors such Board shall meet and from its members elect Regional Group officers ~~as provided in Section D of this article.~~

Section 4. OFFICERS OF REGIONAL GROUPS

- (A) The officers of a Regional Group shall be a President, Vice-President, Secretary and ~~or~~ Treasurer.
- (B) The President shall preside over all meetings of the Board of Directors and meetings of the members. The President shall sign all contracts and other instruments of writing which shall have been first approved by the Board of Directors.
- (C) In the absence of the President, or in ~~the President's~~ his inability to act, the Vice-President shall preside in ~~the President's~~ his place.
- (D) The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and meetings of the members; shall make service of such notices as may be necessary and proper; shall supervise ~~secure storage of and control the keeping of~~ the books and accounts of the Regional Group; and shall discharge such other duties as pertain to the ~~his~~ office or as prescribed by the Board of Directors.

- (E) The Treasurer shall receive and safely keep all funds of the Regional Group and deposit same in such bank as may be convenient. Such funds shall be paid out only on the check of the Regional Group signed by the Treasurer.

Section 5. MEETINGS

- (A) A Regional Group shall hold a minimum of six (6) meetings of the Board of Directors during the fiscal year. It may hold such other meetings as the Board of Directors and membership may desire.
- (B) ~~The Secretary of Each Regional Group shall, by January 31 of each year, certify to its Board of Director Representative, the names of the officers elected to serve in the ensuing year~~ using the ~~Directors and Officers Form available on the Club Website.~~

~~Section 6. REVENUES~~

~~Each year a Roster of Members as of June 1 of that year, shall be mailed to the appropriate National Director, to be received not later than July 1.~~

~~Section 6 – STATUS DETERMINATION (ACTIVE, INACTIVE OR DISBANDED)~~

- (A) In order to remain an active Regional Group and not be considered an Inactive Regional Group all of the following requirements should be met:
 - 1. The membership of a Regional Group shall be five (5) or more active members of the National Club.
 - 2. The Board of Directors of a Regional Group shall consist of not less than five (5) members in good standing
 - 3. The Regional Group conducts at least six (6) membership or board meetings during the calendar year.
 - 4. The offices of President, Vice-President, Secretary and Treasurer are filled.
- (B) By majority vote of the National Board of Directors may determine a Regional Group to be inactive or disbanded if any of the criteria in Section (A) are not being met.
- (C) A Regional Group which has been determined by the National Board of Directors, or on their own, to be either Inactive or Disbanded shall perform the following actions:
 - 1. Conduct a meeting of the Regional Group Board of Directors and a majority of the membership, to determine by majority vote that the cessation of the Regional Group is appropriate.
 - 2. Notify the applicable Regional Director in writing that the Regional Group is no longer capable to meet the requirements as identified in Section (A) or otherwise desires to cease operations.
 - 3. Disburse the remaining Regional Group funds in the treasury after all obligations are paid or addressed.
 - 4. Close all bank savings, investment or checking accounts established in the name of or for Regional Group usage. Prior to closing any account, make sure no outstanding invoices remain to be paid or addressed.

5. Dispose of any remaining assets such as equipment, memorabilia or supplies by sale or donation.
 6. Notify all Federal, State, and local authorities, in which the Regional Group may be officially registered or incorporated as a Club or business organization, of the ceasing of operation. Assure no taxes or fees are owed to any government organization or Board in which the Regional Group may have been registered since initial founding.
 7. In the event business accounts or credit card accounts have been established in the name of the Regional Group, make sure these are closed and can no longer be utilized.
- (D) Should a Regional Group need assistance or have questions with respect to ceasing operations, the Regional Group shall contact their assigned National Director for information.
- (E) The assigned Regional Director upon receipt of a notice of a Regional Group desire to cease operations as described in Section (C)(2), shall determine compliance with this section and in turn notify the National President.
- (F) Upon determination by the National Board of Directors that a Regional Group shall cease operations as described in Section (B), the assigned Regional Director shall ensure that the appropriate documentation of the cessation of operations of the Regional Group shall be completed and filed in Electronic Storage.