

## **By-Laws**

### **ARTICLE I – NAME**

Section 1. The name of this organization shall be the Smoky Mountain Model “A” Club, Inc., hereafter referred to as the Club and its principal office shall be Knox County, Tennessee.

Section 2. The Club shall operate as a Not for Profit Corporation under the Tennessee General Corporation Act.

### **ARTICLE II – PURPOSE**

Section 1. To serve as a medium of exchange of ideas, information and parts for admirers of Model “A” Fords, model years 1928 through 1931, and to aid them in their efforts to acquire, restore, preserve, drive, and exhibit the vehicle in its original likeness.

Section 2. To unite in a central organization local admirers of Model “A” Fords, who are interested in restoring and maintaining the automobile in a manner to attract prestige and respect within the community, and it shall further be the purpose of this Club to help its members become better acquainted, and to encourage and maintain among its members the spirit of good fellowship, and fair play through sponsored activities including the use of the Model “A” Ford vehicle and family participation.

Section 3. The Club shall be non-sectarian and non-partisan. Commercial activities of the Club shall be confined to those ventures that further the purposes of the Club.

Section 4. The Club, at the pleasure of the Board of Directors, shall be a chapter of the Model “A” Ford Club of America, hereafter referred to as **MAFCA** and/or a region of the Model “A” Restorer’s Club, Inc., hereafter referred to as **MARC**.

### **ARTICLE III – MEMBERSHIP**

Section 1. **QUALIFICATIONS:** Any person with a sincere interest in the Model “A” Ford and a desire to take an active part in the Club activities shall be eligible for membership. An applicant must be of good character as to benefit the Club, its functions and objectives, and must display sincerity of purpose. An applicant must remit the annual Club dues with his/her application or if a current member, remit his/her annual dues.. For technical advice and Model “A” hobby information, membership into a national club is encouraged.

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### Section 2. CLASSES of MEMBERSHIP

The Club shall have only two classes of membership, namely Active and Honorary Life Memberships.

(a) **ACTIVE MEMBERSHIP** is defined as an individual or a family. The family is further defined as a principal plus those persons living the same household. A family can consist of an individual acting as a single parent; a couple, married or unmarried; or some other combination of adult persons living together in good faith as a family.. The Club is a family oriented organization and as such includes all minor children in that family as part of the Active Membership.

(b) **HONORARY LIFE MEMBERSHIP** may be bestowed by the Board of Directors on those individuals deserving special recognition for their outstanding contributions to the Club and Ford Model "A" through their significant, continuing, and unusual efforts for the betterment of the hobby. This membership enjoins all rights and privileges of an Active Membership for that individual's entire lifetime. This class of membership pays no annual Club dues and shall be limited to no more than ten (10%) of the number of Active Memberships.

### Section 3 DUES

- (a) The Board of Directors may determine from time to time the amount of annual dues payable to the Club by members. The amount shall be for the entire calendar year and shall not be prorated.
- (b) Members accepted during November and December shall be entitled to membership for the ensuing year.
- (c) Annual dues shall be payable in advance each year, and shall be due on January First (1) of the calendar year. Members whose dues are not paid by January Thirty-first (31), shall be automatically suspended for non-payment of dues, with all rights and privileges withheld.

### Section 4. RIGHTS

An active membership as defined in ARTICLE III, Section 2, is entitled to:

- (a) **GENERAL.** A copy of the membership roster, a membership card for each adult, a copy of the Club's newsletter, notice of the Club's activities, and the right to participate

in Club competition for prizes.

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- (b) **VOTING.** One (1) voter per adult up to a maximum of two (2) votes per Active Membership, at all meetings of the Club members.

### **Section 5. TERMINATION of MEMBERSHIP**

- (a) **General.** The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member without cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default of the payment of Club dues for the periods fixed in Article III, Section 3 of these By-Laws.
- (b) **Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

### **Section 6. REINSTATEMENT**

Upon written request, by application, signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate such former members to membership such as the Board of Directors may deem appropriate.

### **Section 7. TRANSFER of MEMBERSHIP**

Membership in the Club is not transferable or assignable.

## **ARTICLE IV – MEETINGS OF MEMBERS**

**Section 1. MONTHLY MEETING.** An effort will be made to hold a monthly meeting of the Club members, the exact date and location thereof will be determined by the Board of Directors. The Club meeting is for the enjoyment of the membership.

**Section 2. CONDUCT ON TOURS and ACTIVITIES.** Members are required to obey all federal, state, and local laws while on tours and Club activities and are urged to do so at all other times for the good name of the Club.

Section 3. **USAGE OF CLUB NAME.** The Club name will not be used at or with any event, sponsorship or activity without the Board of Directors approval of two-thirds vote. If the Club's name is used without authorization, Article III, Section 5 (a) will be considered.

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### **ARTICLE V – OFFICERS and DIRECTORS**

Section 1. **GENERAL POWERS.** The affairs of the Club shall be managed by a Board of ten (10) Directors

Section 2. **NUMBER, TENURE, and QUALIFICATION.** The Board of Directors shall consist of the four (4) elected Officers and six (6) Directors-at-Large. The Officers of the Club shall be a President, Vice-President, Secretary, and Treasurer. The term of office of the Officers shall be one (1) year. The term of Office for the Directors-at-Large shall be two (2) years, with the term of three Directors-at-Large expiring each year. All Directors shall be of legal age.

Section 3. **ELECTION of OFFICERS and BOARD of DIRECTORS.** The Board of Directors encourages participation by the membership in the government of the Club. A nominating committee of three Club members appointed by the President shall make nominations for Officers and Directors not less than 20 days prior to the November Club meeting. This information shall be published in the November Club newsletter. Voting will take place at the November Club meeting and will be by written ballot of the active membership as specified in ARTICLE III, Section 4. The nominating committee shall count the ballots. The results of the election will be printed in the December Club newsletter. Terms of officers shall take place on January 1.

Section 4. **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **BOARD MEETING.** The Board of Directors shall hold a monthly meeting, if needed, at a time and place to be determined by the Board. Special meetings of the Board of Directors may be called at any time and place upon notice of three or more Directors to the Secretary, which application shall state the purpose of the meeting. A majority of the Board of Directors must be present for action approval.

Section 6. **PRESIDENT.** The President shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club.

He shall preside at all Club and Board meetings and in general perform all duties incident to the office of President. He/she shall conduct the Club and Board meetings in accordance with Robert's Rules of Order.

Section 7. **VICE-PRESIDENT.** In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all restrictions upon the President.

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Section 8. **SECRETARY.** The Secretary shall maintain minutes of the Club and Board meetings, see that all notices are duly given in accordance with the provisions of the By-Laws, keep a register of the post office address and phone number of each member which shall be furnished to the Secretary by each member; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President.

Section 9. **TREASURER.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club, receive and give receipts for money due and payable to the Club from any source whatsoever, and shall pay out funds of the Club only on an approval by the Board of Directors. He shall deposit all such money in the name of the Club in banks or trust companies and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President.

Section 10. **COMPENSATION.** Directors shall not receive any salaries for their services. No director nor spouse of any director may be employed by the Club or perform services for the Club for compensation.

## **ARTICLE VI – BOOKS AND RECORDS**

The Club shall keep correct and complete books and records of account and shall also keep minutes of the Club and Board meetings, and shall keep a record giving the names and addresses of active members entitled to vote. The Board of Directors shall ensure that the books and records of the Club are audited at least once per calendar year. All books and records of the Club may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VII – FISCAL YEAR**

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

## **ARTICLE VIII – COMMITTEES**

Section 1. **APPOINTMENT OF COMMITTEE.** The Board of Directors or President shall appoint such committees as it finds desirable, from time to time, and shall outline the duties and responsibilities of such committees. All reports or action taken by a committee must be voted by a majority of the entire committee.

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### **ARTICLE IX – AMENDMENTS TO BY-LAWS**

These By-Laws may be amended by two-thirds majority of the members present at any regular meeting provided the Board of Directors has previously approved the merits of the proposed amendments. After Board of Directors approval, proposed amendments shall be presented at one Club meeting, published in the subsequent month's Club newsletter, and voted on at that subsequent month's Club meeting.

Filed with the Tennessee Secretary of State, March 16, 1969.

Amended:

April 16, 2011