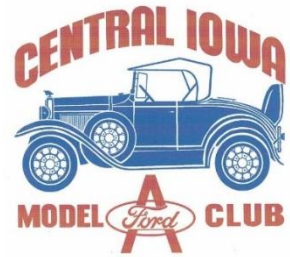


**BY-LAWS
OF THE
CENTRAL IOWA MODEL A FORD CLUB**



ARTICLE I

Purpose

The general purpose of the Club, incorporated as a non-profit corporation, shall be to preserve and maintain the Model A Ford for its historical value and to serve as an accurate and technical source of information concerning the Model A Ford for the benefit of its members, as well as the general public.

ARTICLE II

Membership

Section 1. Membership is open to individuals who support the Purpose of the Club, as stated in Article I, and have paid their annual dues.

Section 2. There shall be the following classes of membership in this Club.

- a. Active Member. Any person or couple interested in promoting the purpose of this Club may become an active member and as such shall be entitled to all club privileges, including the right to vote and hold office. Couples applying for membership will pay the same amount for dues as an individual.

- b. Spouse of Active Member. The spouse or partner of active members shall be considered active members of the Club and as such shall be entitled to all Club privileges, including the right to vote and to hold office. This class of membership shall be exempt from dues.

Section 3. 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, is detrimental to the Club or impairs the dignity or good name of the club, its popularity, good will or prosperity. Such action by the Board of Directors may be taken at any meeting of said Board, provided, however, that the rights of membership shall not be disturbed until a fair hearing be had, which in all cases shall include hearing the member in question if he/she desires to be heard. The action taken by the Board of Directors in such matter shall be final and conclusive. The dues of any member suspended or terminated shall be forfeited. 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 majority affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be a prerequisite to such reinstatement.

ARTICLE III

Meeting date

Section 1. This Club shall meet on the second Sunday of each month, unless determined otherwise by the Board and communicated to members through normal means. Special meetings may be called by the President.

ARTICLE IV

Annual Dues

Section 1. The annual dues for each member shall be established by the Board each year, with changes from the previous year being approved by a consensus of the membership at a regular monthly meeting. Dues are delinquent after February first. Nonpayment of dues shall automatically terminate membership.

Section 2. The fiscal year of this Club shall be the Calendar year.

ARTICLE V

Elections

Section 1. The annual election of officers and directors shall be conducted at the November meeting of this Club.

Section 2. Notice shall be given of the annual election to all members in good standing and having the right to vote. Unless provided otherwise, this notice shall be given in the October Club Bulletin.

Section 3. A Nominating Committee shall be elected at the November meeting and will serve until the next November meeting. The Nominating Committee will present a slate of Officers and Board Members at the November meeting. Nominations will be requested from the floor at the time of election. All nominees must give oral or written consent to their nomination.

Section 4. Only members in good standing shall be entitled to vote and qualified to hold office.

Section 5. Voting shall be by written ballot if there is a contest but may be by acclamation if there is no contest.

Section 6. New officers and members of the Board of Directors shall take office at the January meeting of the Club.

ARTICLE VI

Officers

Section 1. The elected officers of the Club shall be a President, Vice President, Secretary, Treasurer, Director of Programs, Director of Publications and Director of Finance.

Section 2. The duties of the Club's officers shall be as follows:

- a. **President:** The President shall preside over all meetings of the members of the Club and meetings of the Board of Directors. He/she shall sign all contracts and other instruments of writing which shall have been approved by the Board of Directors. He/she shall appoint with the advice and consent of the Board of Directors all standing and special committees and shall be an ex-officio member of all said committees.
- b. **Vice President:** The Vice-President shall preside over meetings of members of the Club and meetings of the Board of Directors in the absence of the President. He/she will fulfill other duties as assigned by the President.
- c. **Secretary:** The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and meetings of the members, such minutes to be read at each regular and special meeting. The Secretary shall also discharge such other duties as pertain to the office; i.e. reports to National Club magazines. The Secretary will be the official keeper of the Club By-Laws.
- d. **Treasurer:** The Treasurer shall receive and safely keep all funds of the Club and deposit same in the Club accounts. The Treasurer shall pay all bills as authorized under the Board approved budget or as authorized by Board action. All withdrawals from savings and reinvestment of CD's and investments shall be approved by the Board of Directors. A report of all receipts and disbursements shall be kept and a general accounting shall be reported to the Board each month. Working with the Director of Finance, an annual budget shall be presented to the board no later than the February Board meeting. Also, the Treasurer shall maintain the membership records.
- e. **Director of Programs:** The Director of programs shall be responsible for and in charge of all programs, meets, and tours, unless otherwise directed by the President or Board. In the absence of the President and Vice President, the Director of Programs shall preside over meetings of the Club and meetings of the Board of Directors.

f. **Director of Publications:** The Publications Director shall be in charge of publications.

g. **Director of Finance:** The Finance Director shall be responsible for fund raising activities. The Club's financial records will be reviewed at the end of the calendar year by a committee appointed by the incoming President chaired by the Financial Director. The review will be completed by the end of the first quarter of the new year. The Director of Finance will work with the Treasurer in preparing a proposed annual budget that will be presented to the Board no later than the February Board meeting.

Section 3. Any officer may be removed for cause by a three-fourths vote of the Board of Directors at a regular or special meeting of the Board. Any officer may resign at any time by giving notice to the Board of Directors or to the President and to the Secretary of the Club.

ARTICLE VII

Board of Directors

Section 1. The business affairs of the Club shall be transacted by a Board of Directors which shall consist of the Officers and three Directors elected by the members at the November meeting, and the immediate past President or his/her appointee, who shall serve in the ex-officio capacity. The Directors shall serve three-year terms. The Board of Directors shall have the authority to fill a vacancy in any office or in its own membership for the remainder of the term. The Club President shall be the Chairperson of the Board of Directors.

Section 2. All matters involving financial assessment of members of this Club shall be submitted to the general membership of the Club for action. All other matters of particular individual interest, at the discretion of the Board of Directors, shall be submitted to the general membership of the Club for action.

Section 3. The decisions of a majority of the Board of Directors on any questions shall be binding until the next regular or special meeting of the Club when a majority of the membership present may approve, nullify or amend such decisions.

Section 4. The Board of Directors may spend up to \$500.00 over and above the regular and/or budgeted expenses. Any larger amount must be presented to the general membership at a regular meeting for approval by a simple majority of the general membership present.

Section 5. A quorum of the Board of Directors shall consist of a majority of the same.

ARTICLE VIII

Personal Liability

Section 1. All persons or corporations extending credit to, contracting with or having any claim against the Club shall look only to the funds and property of the Club for payment of any such contract, claim, debt, judgment, damage, decree, or cause of action or any money that may in any way become due and payable from the Club.

Section 2. Neither the members of the Club, the Board of Directors, nor Officers, present nor future, shall be personally liable for any debt set forth in Section 1 of the Article.

Section 3. Each member or vehicle owner shall have liability insurance coverage on his/her vehicle as required by law at all Club sponsored activities to be eligible to participate.

ARTICLE IX

Dissolution of the club

Upon dissolution of the club, any remaining money will go to a charity designated by the Board of Directors.

ARTICLE X

Amendments that have been published in the Club Bulletin prior to a regular meeting shall become part of these By-Laws upon the approval by a simple majority of the members present at a regular meeting.