

**BY-LAWS of the  
FORDS UMLIMITED CAR CLUB  
AS AMENDED JUNE, 2018**

**ARTICLE I  
PURPOSE AND CLASSIFICATION**

SECTION 1. The general purpose of this organization shall be to preserve and enjoy all Factory Ford - Powered cars from inception to present and to serve as an accurate and technical source of information concerning these automobiles for the benefit of its members.

SECTION 2. This organization shall allow members in good standing to hold office, vote and participate in various organization functions.

**ARTICLE II  
OFFICIAL EMBLEM**

SECTION 1. The official emblem of the organization shall consist of a facsimile of the St. Louis Arch with a Shelby style Cobra snake in the inside with the text that reads "FORDS UNLIMITED ST. LOUIS MO".

- A. The official club emblem may be used and displayed by any member in good standing.
- B. The official club emblem is the property of the Fords Unlimited Car Club

**ARTICLE III  
PERSONAL LIABILITY**

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

SECTION 2. No member of this organization shall have the right to individual proceeds of the club assets or property.

**ARTICLE IV  
OFFICERS**

SECTION 1. TYPES OF OFFICERS: The club will be run by a five (5) person board of Directors. They shall include a President and Vice President. The officers will share the various duties as agreed to by the board members.

SECTION 2. REMOVAL AND RESIGNATION: Any officer may be removed by a majority vote of the Directors at the time in office, at a regular or special meeting of the Board of 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 any time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3. VACANCIES: A vacancy in any of the Board of Directors positions because of death, resignation, removal, disqualification, or any other cause, shall be filled in a manner prescribed in the By-Law for regular election or appointment of such office. (See Article IX, Section 2)

SECTION 4. All officers on the Board of Directors shall have a right to vote with the assembly and to debate questions the same as any other member.

## **ARTICLE V DUTIES OF THE BOARD OF DIRECTORS**

SECTION 1. Nominees for the offices of President and Vice President must be active members in good standing. Officers will be elected by the Board and can be any board member in good standing. As determined by the current Board of Directors, all of duties of the board will be determined and divided by the current board members. All will be available to help with control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the organization.

SECTION 2. TREASURER: The appointed Treasurer, may be an officer or any club member, shall keep a correct accounting of the Club's business transactions, keep or cause to be kept, a current register of members and give notice of all meetings of members. The Treasurer shall have control of valuable papers and book of the club and shall be at all times subject to the control of the Board of Directors. The Treasurer shall disburse the funds of the organization's assets and liabilities when they request such information. No obligation, debt, or other liabilities shall be incurred by the Treasurer without specific approval of the Board of Directors

## **ARTICLE VI MEMBERSHIP**

SECTION 1. There shall be one class of members of this club as follows: ACTIVE MEMBERS – Any person interested in promoting the purpose of this organization. Active members are entitled to all organization privileges, including the right to vote.

SECTION 2. FAMILY MEMBERSHIP – This organization shall recognize one membership per household. Each subsequent family member that joins shall pay the appropriate reduced amount of dues according to the number of family members enrolled in the club. (i.e.-initial member \$20, first subsequent member \$10, each family member thereafter \$5) (All must be in the same household, same address)

SECTION 3. Members spouse, or children are eligible for any committee appointment's but are not allowed to vote or hold elected office.

SECTION 4. APPLICATIONS: Application for membership shall be in writing, filed with the Secretary and accompanied by dues for the current year. Upon renewal, a renewal application card must be completed and accompanied with dues for the new year.

SECTION 5. RESIGNATION: Any member may resign upon notification to the Board of Directors and such resignation shall be effective upon receipt by said Board of Directors provided any indebtedness to the organization is paid in full.

SECTION 6. SUSPENSION, EXPULSION, REINSTATEMENT BY THE BOARD OF DIRECTORS: Any member may be suspended by the Board of Directors for Non-Payment of dues after anniversary date. Suspension shall be at the discretion of the Board of Directors. Upon payment of current dues, a member suspended for non-payment shall be reinstated providing he or she pays the delinquent amount that caused the suspension.

SECTION 7. SUSPENSION, EXPULSION, REINSTATEMENT BY THE BOARD OF DIRECTORS: The Board of Directors shall have summary power by vote of the majority of it's members, to suspend or expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony of, 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 violation of these By-Laws or if rules and regulations of the organization which 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 for reinstatement, a majority vote of the members of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement.

SECTION 8. GENERAL: Upon the resignation, suspension, expulsion or death of a member his/her rights and privileges as a member of this club shall cease.

## **ARTICLE VII MEETINGS OF THE MEMBERS**

SECTION 1. ANNUAL MEETING: The annual meeting of the members of this organization shall be held during the month of November, beginning in 1987, for the purpose of the election of members to the Board of Directors by the active members and the results of the election of officers by the directors of the club.

SECTION 2. SPECIAL MEETING: A special meeting of the members maybe called at any time by any member of the Board of Directors upon written application of a simple majority of active members in good standing. The application shall state the purpose of the meeting. The Board of Directors must send notices of special meetings as provided in Section 4 of Article VII 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 and 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.

SECTION 4. NOTICE: A written, printed, or electronic notice stating the purpose, place, date and hour of every special meeting shall be mailed by the Board of Directors to each active member in good standing at least seven (7) days prior but not more than thirty (30) days prior, to said meeting. If a member gives no address, notice shall be deemed to have been given to him or her if sent by mail or other electronic means of communication addressed to the member's last address or email address.

SECTION 5. QUORUM: At all meetings of the club a simple majority of voting members in attendance and 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 not be allowed.

SECTION 7. CUMULATIVE VOTING: Cumulative voting shall be prohibited and only one vote per issue will be allowed

## **ARTICLE VIII ORGANIZATIONAL POWERS**

SECTION 1. The organizational powers of this club shall be vested in a board of not less than Three (3) and not more than five (5) Directors, who shall be active voting members In good standing. A majority constitutes a quorum for the transition of business.

## **ARTICLE IX BOARD OF DIRECTORS**

SECTION 1. ELECTION OF TERM: The Board of Directors of the organization shall consist of not less than three (3) and not more than five (5) members elected from the active members in good standing. The initiating Directors shall be Neal Ketchum, Mark Hiatt, and Jay Rogers. The initiating Directors shall have all powers of these By-Laws until the duly elected Directors of the first annual meeting in November 1987 take office on January 1, 1988 and the term of their office shall be two years after the initial terms have run or until a successor shall have been elected. As the terms, subject to the provisions of these By-Laws with respect to the removal of Directors. The newly elected Directors shall take office on January 1 of the following year.

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. A vacancy or vacancies shall be filled by appointment by the remaining Directors. Such member or members so appointed shall hold office for the term of the director he/she replaces, and until his/her successor is qualified and elected.

SECTION 3: No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

- SECTION 4. **NOMINATING COMMITTEE:** The nominating committee, if needed, shall be appointed by the members of the Board of Directors and shall prepare a ballot to have not less than one more name's than needed for the active membership. The nominating committee will certify the qualifications of the prospective candidate before placing his or her name on the ballot. Active members shall elect by a majority vote by ballot each year beginning in November 1989 the necessary number of Directors to serve for two (2) years. Ballots must have the specified number of names selected or they will not be considered valid and will not be counted. The nominating committee shall prepare a brief statement describing each nominee by name, city of residence and a statement of qualifications.
- SECTION 5. **PLACE OF MEETING:** Regular meetings of the Board of Directors shall be held at any place which has been designated from time to time by consent of a majority of the Board.
- SECTION 6. **REGULAR MEETING:** The Board of Directors shall hold at least six (6) regular meetings during each fiscal year.
- SECTION 7. **SPECIAL MEETING:** Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any three (3) directors, on notice of each Director of such a meeting.
- SECTION 8. **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 forms of written communication including electronic means, charges prepaid addressed to him at his address as it is shown upon the record of the organization. Notices must be given or mailed at least ten (10) days prior to and not more than thirty (30) days prior to any meeting.
- SECTION 9. **QUORUM:** A majority of the Board of Directors and or officers shall be necessary to constituted a quorum for the transaction of business, except to adjourn as hereinafter provided.
- SECTION 10. **ADJOURNMENT:** A quorum of the Directors or officers may adjourn any Directors 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 Directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.
- SECTION 11. **ATTENDANCE:** Directors shall notify the President as soon as practicable if unable to attend a Directors meeting.
- SECTION 12. **FEES AND COMPENSATION:** Directors shall not receive any compensation, fee or salary for their services as Directors, but by resolution of the Board, compensation may be allowed to any Director for monies or expensed actually incurred and paid by any Director for the benefit of the organization approved by the Board of Directors.

**ARTICLE X  
POWERS OF DIRECTORS**

SECTION 1. The Board of Directors shall have the power to call a meeting of the organization when it deems it necessary to conduct, manage and control the affairs, relations and business of the organization, and to make rules for guidance and management of the affairs of the organization. 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, give for the same, signed officially by the President, Vice President and the Treasurer, shall be binding on the organization. The Board of Directors may appoint other agents or committees as it deems necessary and shall fill all the temporary or permanent vacancies that may occur during the year in any office.

**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

SECTION 1. The rules contained in the current edition of "Roberts Rules of Order: shall govern the organization 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 organization may adopt, as determined by the Board of Directors.

**ARTICLE XII  
CERTIFICATE OF MEMBERSHIP**

SECTION 1. Evidence of membership shall be of such form and device as the Board of Directors May, from time to time, elect.

**ARTICLE XIII  
CONTRACTS**

SECTION 1. The Board of Directors, except as the By-Laws 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 organization, and such authority may be general or special and unless so authorized by the Board of Directors, no officer, agent or member shall have any person or authority to bind the organization by any contract or agreement or to any amount.

**ARTICLE XIV  
INSPECTION OF BY-LAWS**

SECTION 1. The organization shall keep in the office of the President the original of the By-Laws as amended or otherwise altered, to date, certified by the Board of Directors which shall be open to inspection by the members at all reasonable times. The President, at his option, may post the latest amended copy of the By-Laws on the organization's website.

## **ARTICLE XV REVENUES**

SECTION 1. DUES: Membership dues shall be such as fixed by the Board of Directors from time to time

SECTION 2. WHEN DUE – WHEN DELINQUENT: Dues shall be payable on January first of each year and paid for one full year (12 months) and are delinquent thereafter. New member dues shall be; From January 1<sup>st</sup> – June 30<sup>th</sup>, \$20.00  
From July 1<sup>st</sup> – December 31<sup>st</sup>, \$10.00

## **ARTICLE XVI AMENDMENTS**

SECTION 1. BY MEMBERS: New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority vote of the active voting members present at an annual or special meeting where a quorum be present and approved by a majority vote of the Board present at a regular or special meeting of the 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 Board present at a regular or special meeting of the Board of Directors.