



# **SHOW-ME MUSTANG CLUB**

## **BY-LAWS**

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**ARTICLE I NAME**

The name of this club shall be SHOW-ME MUSTANG CLUB, hereinafter referred to as SMMC, a non-profit organization incorporated in the state of Missouri.

The SMMC is a regional club affiliated with the Mustang Club of America, hereinafter referred to as MCA.

**ARTICLE II BUSINESS ADDRESS**

There shall be a principal mailing address for SMMC of P.O.Box 137, Hazelwood, Missouri 63042

**ARTICLE III PURPOSES**

- A. To operate and maintain an organization to encourage and promote the admiration, ownership, care and maintenance, with safe and courteous operation of Ford Mustangs from 1964 ½ to present.
- B. To unite in a local organization, owners and enthusiasts of Ford Mustangs who are interested in restoring and maintaining their automobiles in a manner that will promote admiration and respect within the community.
- C. To serve as a medium of exchange for ideas and information for Ford Mustang enthusiasts and to aid them in restoring and preserving these automobiles. However, the SMMC will not fund or provide official restoration to any member vehicles
- D. To provide a social group for club members where they can meet, socialize, and maintain a spirit of good fellowship in all phases of motoring.
- E. To further the interests of owners and drivers of Ford Mustangs and to promote the safety and enjoyment of same in all phases of motoring.
- F. To engage in any other activity related to the above that from time to time may be approved by the members of this organization.

**ARTICLE IV MEMBERSHIP**

**Section1 Application**

- A. Membership in SMMC does not require ownership of a Ford Mustang.

**Section 2 Types of Membership**

- A. Primary Member - Any person owning or having an active interest in the Ford Mustang automobile may become an active member in this organization and shall be entitled to all of its privileges upon payment of the dues as provided in the by-laws, and other qualifications stated therein.
- B. Associate Member - Family member(s) of the primary member living in the same household.

ARTICLE IV MEMBERSHIP con't

Section 3 Dues

- A. Primary member dues shall be \$15.00 per year with renewal required on January 1.
- B. Associate member dues shall be waived until such time as the members shall vote to remove this waiver.

Section 4 Termination of Membership

- A. Membership privileges (including newsletter subscription) will be voided for the following reasons:
  - 1. Non-payment of dues by January 1 of that year.
  - 2. For reasons deemed detrimental or injurious to this, including but not limited to: drunk or disorderly conduct at any club event and reckless or exhibitionist driving at any club sponsored function.
- B. Action regarding these issues must be handled by simple majority vote of the membership at the next scheduled monthly meeting.
- C. It is understood that the club will sustain no liability for the actions of the outgoing member or members that have had membership revoked.
- D. Any and all dues paid in advance by such member automatically are forfeited to the Club and will not be returned to the member under any circumstances.

Section 1 Officers Definition

- A. The Officers (elected positions) of the SMMC shall be President, Vice-President, Secretary, and Treasurer.
- B. The collective elected Officers are designated as the Club's "Board of Directors".
- C. Membership dues are waived for the Elected Officers of the Club for as long as they serve in their elected capacity.

Section 2 Election of Officers

- A. All Officers of this club shall be Primary or Associate members in good standing and a minimum of 21 years of age.
- B. No member may run for more than one elected office during any one election.
- C. Those people who wish to hold an office must be nominated or submit their name in writing to the club secretary at the October meeting.

ARTICLE V OFFICERS and NON-OFFICERS con't.

Section 2 con't.

- D. Nominations will be closed at the end of the regular October meeting.
- E. Nominations will be published in the November newsletter.
- F. Any member in good standing may request an absentee ballot from the club secretary prior to the November election meeting.
- G. The slate of officers will be presented at the November meeting. Election of officers will be determined by simple majority vote either by written ballot or show of hands at the discretion of the existing BOD. Completed absentee ballots must be returned to the club secretary prior to the regular November meeting to be valid.
- H. Should any of the Officers resign or become unable to hold office before the end of the elected term, the vacancy will be filled at the next regularly scheduled membership meeting in accordance with the provisions of these by-laws.
- I. The Officers of SMMC will serve for a term of one year, beginning on January 1.

Section 3 Elected Officers' Duties:

A. President

The President will preside at all monthly meetings and perform the duties of the office, including but limited to: calling special meetings of the membership, appointing committee chairpersons and assigning other duties as needed.

B. Vice-President

In the absence of the President, the duties of that office will be performed by the Vice-President. The President may request the Vice President perform other duties deemed necessary for efficient operation of the club.

C. Secretary

The Secretary will record all minutes and votes. The Secretary will maintain a current roll of all club members, give all notices of meetings and have custody of the club's records. The Secretary shall also be responsible for Club's documentation and maintaining the Club's legal status of "Not for Profit Incorporation". In the absence of the Secretary from any meeting, a Secretary pro temp will be selected by the presiding officer.

ARTICLE V OFFICERS and NON-OFFICERS con't.  
Section 3 Elected Officers' Duties con't.

D. Treasurer

1. The Treasurer will have custody of all financial records and obligations concerning the club, receive all funds for the club, deposit the funds in the club account and pay all club debts upon notification and approval of the Board.

2. The Treasurer will sign, in the name of the club, all checks for payment of money. He/she will also give a report on the club finances at the monthly meetings. If the Treasurer is unable to attend a meeting, a written financial update will be given to the elected officers prior to the meeting date.

3. All checks for payment in excess of One Hundred (\$100) Dollars shall require approval from Board.

4. The SMMC accounts will be set up in the club's name with the Treasurer as the primary account holder and the president as the secondary name.

~~E.~~ All Officers are expected to attend the majority of scheduled monthly meetings and Board meetings. Notice of absence is expected to be provided to the President prior to the meeting date.

Section 4 Non-Officers Definition

A. Non-Officers (volunteer positions) include Activities Chair, Membership Director, MCA Director, Newsletter Editor, and Web Site Editor.

B. Non-Officer positions will only be voted on if more than one person volunteers for the position.

C. Non-Officers are expected to attend the majority of scheduled monthly membership meetings and Board meetings.

D. Non-Officer positions shall be for one year, beginning on January 1, unless otherwise directed by the Board.

E. Non-Officers shall report to the Board of Directors.

ARTICLE V OFFICERS and NON-OFFICERS con't.  
Section 5 Non-Officer Duties:

A. Activities Chair:

The Activities Chair will plan activities as provided in these Bylaws and also the guidelines provided in Appendix A. Each activity may have an individual event chair, if necessary, who will report to the Activities Chair on the progress of that event. See Appendix A-Activities Guidelines.

B. Membership Chair:

1. The Membership Chair will receive all membership applications for processing, be listed on the advertising to answer calls on SMMC information, maintain active membership lists (and provide said lists to the Newsletter Editor and Board of Directors on a monthly basis), and provide renewal notices.

2 The Membership Chair will also maintain club member personal information such as: birthdays, anniversaries, etc. and report that information monthly to the Newsletter Editor.

3. The Membership Chair shall also forward any membership dues received to the Treasurer in as timely a fashion as possible.

4. The Membership Chair will follow club guidelines as provided in these Bylaws and Appendix C as appropriate.

C. MCA Director

The MCA Director will be the liaison between the SMMC and the MCA. He/she will report monthly any news relating to the MCA such as upcoming events, MCA rule changes, etc. Individual membership in the MCA is not required but is encouraged for all SMMC members.

1. The MCA Director will be responsible for the application to MCA for insurance of the SMMC car shows.

2. The MCA Director shall be responsible for maintaining the club's MCA affiliation.

3. The MCA Director will follow club guidelines as provided in these Bylaws.

ARTICLE V OFFICERS and NON-OFFICERS con't.

D. Newsletter Editor

1. The Newsletter Editor will compile the newsletter, arrange for printing and distribution and ensure that the newsletter is mailed once each month, not later than the 4<sup>th</sup> of the month, to each member. The mailing list will include primary members in good standing and other organizations and/or businesses as directed by the Board of Directors.
2. No material that is or may be considered libelous, discriminatory or controversial in nature shall be published in the Newsletter.
3. The Newsletter Editor will follow club guidelines as provided in these Bylaws and Appendix D as appropriate.

E. Website Editor

1. The Website Editor is responsible for the maintenance and timely updating of the Club's Website.
2. No material that is or may be considered libelous, discriminatory or controversial in nature shall be placed on the Club's Web site.
3. The SMMC web site (host, domain and forum if established) will be set up in the club's name. In the event that a name is required for set up, the Website Editor will be the primary, the President or Treasurer will be the secondary name.
4. The password for the SMMC web site (host, domain and forum) will be known by the Website Editor, the President and Secretary.
5. The Website Editor will follow club guidelines as provided in these Bylaws and Appendix B as appropriate.

ARTICLE V OFFICERS and NON-OFFICERS con't.

Section 6 Forfeiture of Duties and Responsibilities

All Officer and Non-Officer positions should be held by a member able and willing to abide by the membership meeting and Board meeting requirements. Any Officer or Non-Officer who holds a position and is unable or unwilling to fulfill the duties of such position will be requested to meet with the Board to resolve duty issues. If any Officer or Non-Officer is still unable or unwilling to fulfill these duties further action will be determined by a consensus of the Board.

**ARTICLE VI MEETINGS**

Section 1 Notice of Meetings

1. Meeting locations, dates and time, along with directions, shall be publicized in a timely fashion in the monthly Newsletter and on the Website.

Section 2 Regular Monthly Membership Meetings

1. Membership meetings shall occur as scheduled at least once a month, with the exception of December and January. The dates are subject to change upon approval of the majority of the membership present at a meeting, or as deemed necessary by the Board of Directors.
2. The Board of Directors is responsible for obtaining meeting locations for the SMMC within necessary criteria.

Section 3 Special Meetings

1. Any member may call a special meeting by petition to any Officer.
2. Request for a special meeting must be communicated to all members of the Board by the contacted Officer.
3. The date and purpose of the special meeting will be communicated to membership at the earliest possible meeting time and location.
4. The special meeting will be open to all members.

ARTICLE VI MEETINGS con't.

Section 4 Order of Business

- A. The order of business at a regular membership meeting will be as follows:
1. The President shall call the meeting to order.
  2. Minutes of the previous membership meeting will be made available to the membership.
  3. Treasurer's report.
  4. Committee and Chair reports.
  5. Old Business (unfinished from last meeting).
  6. New Business.
  7. Discussion period relating to the restoration and maintenance of Mustangs and the sharing of similar information.
  8. Adjournment.
- B. The order of business may be suspended by a majority vote of the members present.

Section 5 Board of Director Meetings

- A. The Officers of the club will convene a minimum of six times during the year or as seen fit for the purposes of establishing club direction and dealing with planning for the club's future. The need for these meetings shall be determined by the President or by consensus of the Board. Club business may be conducted via electronic means or telephone as long as all members of the Board are included in the messaging and are in agreement.
- B. All Officers and Non-officers of the club are expected to attend the BOD meetings unless notice is given to the Board.
- C. The dates, times and locations of the BOD meetings will be available to the membership.
- D. BOD meetings shall be open to the general membership.

## **ARTICLE VII MISCELLANEOUS**

### **Section 1 Advertising of Commercial Business**

- A. The advertising of a commercial business shall be restricted to placing literature on a table so that it may be picked up.
- B. The club will not endorse an individual business; therefore no advertising will be placed with an application or invitation to join the club.
- C. No solicitation of any club member is permitted for personal business gain. Actions therein may constitute termination of membership immediately if not stopped after notification by any club officer.
- D. Announcement(s) of automobile related offers extended to the SMMC may be announced at the meeting upon approval by the Board of Directors.

### **Section 2 Appointment of Committees**

The President shall have the authority to appoint ad hoc committees as necessary and will outline the duties and responsibility of such committees.

### **Section 3 Amendment to By-Laws**

1. Eight active members in good standing, by written proposal submitted to the Secretary, may propose an amendment to the By-Laws. Upon such proposal being made, a copy thereof will be available at the next monthly meeting. Verbal voting or ballot voting will be controlled by the same rules relating to the election of Officers. If two-thirds (66%) of the members present and qualified to vote, vote in favor of the proposal at the meeting, the proposed amendment will be approved and adopted.
2. It is recommended that the By-Laws be reviewed on a bi-yearly basis for possible updates and revisions.
3. The Board may request the formation of a committee for such purpose.

ARTICLE VII MISCELLANEOUS con't

Section 4 Personal Liability

The SMMC is an association of Mustang enthusiasts and by adoption of these By-Laws, wherein this statement is included, give notice that no liability whatsoever is assumed, and no acknowledgment by SMMC can be forthcoming in event of any legal action brought by others. The "Officers" of SMMC are volunteers who are required and expected to be held harmless against any and all legal actions pertaining to the voluntary commitment of their time and effort. A notice to this effect shall be posted at all meetings and events with the expressed intent of invitation to others to participate in meetings and events given that SMMC or anyone associated with SMMC shall not be held liable as a group or individually for any adverse occurrence associated with any meeting or event.

Section 5 Fiscal Year

The fiscal year of the Club will be from January 1 to December 31.

Section 6 Attorney Fees

All members agree that if a dispute should arise between a member and SMMC, resulting in the institution of legal action, the Board may recommend to the membership the retention of legal counsel on behalf of SMMC to defend the club in the lawsuit. A majority vote of the members present at the next regularly scheduled membership meeting shall be required before legal counsel is retained by the Board on behalf of SMMC.

## Appendix A

### **ACTIVITIES GUIDELINES**

The purpose of the Show-Me Mustang Club Activities Committee is to provide support to the Board and to the SMMC membership in coordinating events in the best interest of the general membership.

- Caravans to car shows and cruises: Coordinate meeting times and location for the SMMC to travel together to shows and/or cruises.
- Picnics: Secure necessary reservations at picnic sites and coordinate other necessary details.
- Other SMMC events: Arrangements for events such as Go-karting, cruises, etc.
- Arrange for and organize the yearly “Kick-Off” party at a time and location accessible for the general membership.
- Provide listing by the 20<sup>th</sup> of each month to newsletter editor and webmaster of known activities.
- Maintain a listing of SMMC members who wish to be notified of last minute activities and follow through with contacting those members.
- At each monthly meeting of the SMMC report on Activity Committee functions. The Board of Directors must approve all ideas, functions, etc. before reporting to the general membership.
- The Activities Committee is not authorized to use SMMC funds for events unless authorized by the Board of Directors.
- The SMMC name and/or logo is not to be used for events unless authorized by the Board of Directors.
- Consider activities for the good of the SMMC membership in whole.
- All events planned are to be considered for the SMMC only—If the SMMC wishes to invite other car clubs to participate after arrangements are made, the Board of Directors must approve it.

## Appendix B

### WEB SITE GUIDELINES

The purpose of the Show-Me Mustang Club web site is to provide information about the Show-Me Mustang Club. This information shall include but not be limited to:

- A description of the club as it function and the shows and events that we participate in.
- Information on upcoming meeting dates, times and locations for as far into the future as has been established.
- Provide membership information on how to join the club including dues and a downloadable membership form.
- List upcoming shows and events as known.
- List the sponsors that provide funds or contribute to the club and provide links to those sponsors where such information is available.
- Provide links information (Email address) for Board members.
- No information of a derogatory, inflammatory, controversial or offensive nature shall be allowed in the website.

### Webmaster Guidelines:

- 1) The website shall be registered in the name of the Show-Me Mustang Club
- 2) The Webmaster, President and Secretary shall have the password for the website
- 3) The Webmaster will bear the responsibility of maintaining the website and is responsible for the overall content and appearance of the website.
- 4) The website shall be maintained and updated in a timely manner (a minimum of bi-monthly updates)
- 5) Any formatting information shall be documented and provided to the club President and Secretary upon request.

## Appendix C

### Membership Director Guidelines

- 1) The Membership Director is responsible for picking up the club's mail and distributing it to appropriate parties in a timely manner.
- 2) The Membership Director responsible for updating roster. The updated roster should be distributed to BOD and the newsletter editor during the 3<sup>rd</sup> week of the month and in sufficient time for newsletter mailing.
- 3) Upon receipt of a properly completed application and payment of membership dues, the Membership Director shall:
  - a) add the member to the roster along with all available information.
  - b) Send the applicant a copy of the welcoming letter and membership card dated valid through year's end.
  - c) In the case that any application is missing key information the membership director shall make every effort to contact the applicant and secure such information.
- 4) Roster information shall not be distributed to general public nor used for any commercial purposes. Specific member phone numbers may be given out upon request of another member once the member whose number has been requested has been contacted and has approved the transfer of the information to the requesting party.

## Appendix D

### NEWSLETTER GUIDELINES

The purpose of the Show-Me Mustang Club newsletter is to provide information about the Show-Me Mustang Club. This information shall include but not be limited to:

- A description of the club, its functions, shows and events that we participate in.
- Information on upcoming meeting dates, and events including times and locations for as far into the future as has been established.
- The date, time and location along with any other special interest items for the next month's regular meeting shall be in a prominent position on the front page of the newsletter.
- List upcoming local and regional shows and events as known.
- Provide contact information (phone numbers and E-mail addresses if available) for Club Officers.
- No information of a derogatory, inflammatory, controversial or offensive nature shall be published in the newsletter.
- A listing of businesses offering discounts available for club members once every quarter
- The July issue should be dedicated to the annual SMMC car show with pictures, results and sponsor listings.
- No advertising of businesses shall be allowed with exceptions as allowed by the BOD and only when such advertising is in return for special considerations.

### Newsletter Editor Guidelines:

- 1) The Newsletter Editor will bear the responsibility of writing, printing and delivery of the newsletter.
- 2) Costs for publishing and mailing the newsletters will be reimbursed to the newsletter editor from club funds upon submission of receipts for same.
- 3) The Newsletter Editor is responsible for the overall content and appearance of the website.
- 4) Any formatting information shall be documented and provided to the club President and Secretary upon request.
- 5) It is the duty of the Newsletter Editor to have the newsletter published and mailed by the 4<sup>th</sup> of every month. If circumstances prohibit this from occurring the newsletter editor shall notify the BOD as soon as possible and provide a date by which the mailing will occur.

## **Appendix E**

### Club Merchandise:

- 1) It will be the responsibility of the Merchandise Official to maintain adequate inventory of club merchandise for purchase and to make the material available to the membership at regular club meetings or by other special arrangements.
- 2) The Merchandise Official shall be tasked with the research for new merchandise offerings including such items as shirt, sweatshirts, decals, hats, antenna flags and other items which they feel may be of interest to the membership.
- 3) Prior to the purchase of new items the items must be reviewed by the Board and approved.

## **Appendix F**

### Club Property:

- 1) It is recognized that the club will purchase items for use at shows, activities and club events
- 2) The Club Secretary shall maintain a list of all club property and be responsible for safe storage of the property.
- 3) Club property is for the sole use of the club as a whole and shall not be loaned or borrowed by individuals.