

# **T FORDS OF TEXAS BY-LAWS**

## **ARTICLE I**

### Purpose

The club is for enthusiasts of Ford Models Ts. We promote the interest of the public in the preservation and restoration of the Model T Ford, its accessories, lore and literature. We participate in tours, cruises, car shows and parades and other activities throughout the year.

## **ARTICLE II**

### MEMBERSHIP

Section 1. There are two classes of membership.

- a. Regular Member - Essentially all TFOT memberships are family memberships. Spouses, significant others and children are entitled to participate in all club activities. However children may not vote at meetings until they are of driving age.
- b. Probationary Member – New members shall initially be “Probationary Members” for one year. They are entitled to participate in all club activities but cannot vote at meetings, and may not hold office. The same applies to persons who have been placed on probation due to a disciplinary action voted on by the club

Section 2. Dues.

- a. Annual dues payable by members are \$20 for both Regular and Probationary Membership. Dues are due after the beginning of the year. Members joining after July 1<sup>st</sup> will pay half of yearly dues. After November 1<sup>st</sup>, paid dues will apply to the following year.
- b. Dues not paid by the annual San Antonio Ford Model T Show, usually held in May will be considered in default. Club officers will review each case individually and decide upon a course of action up to and including recommending to the membership that the defaulting member be expelled.

Section 3. MTFCI membership. TFOT is a chartered club under MTFCI and as such all members of TFOT must be dues paying members of the Model T Ford Club International (MTFCI) at all times.

Section 4. Resignation. A member may resign by submitting a written request to the Secretary.

Section 5. Re-admittance. All former members, regardless of the circumstances of their departure from the club, can only be re-admitted by a vote of the membership at a scheduled club meeting.

## **ARTICLE III**

### Disciplinary Action

Section 1. Any action by a member or members that is likely to endanger the safety of club members and the public, and/or negatively impact the welfare, interest, and reputation of the club can be grounds for disciplinary actions by the club, up to and including expulsion.

Section 2. All requests for disciplinary action must be submitted in writing to the club president. (This can be delivered in person, by e-mail or by post.) The report must describe the incident that is causing the request, the date the alleged incident took place, plus the names of as many actual witnesses as possible. It must also be signed. The subject(s) of the complaint will be asked to submit a signed incident report from his/her/their perspective. These documents will be kept on file, regardless of action taken, for no less than three years.

Section 2. In an emergency situation, a majority vote of the four club officers is sufficient to temporarily suspend a member. A written and signed incident report will be produced as soon as practicable to explain the decision. The subject of the complaint will be notified in writing. Such emergency decisions must be reviewed by the entire club membership within 45 days of the action being taken, or the next regular club meeting if the person being suspended is agreeable to the delay.

Section 3. Permanent disciplinary actions can only be decided upon by a vote of the club membership. Only a vote of all eligible club members at a regular or special meeting has the authority to impose disciplinary action, with the exception of an emergency suspension – see section 2. Club votes on disciplinary actions will take place at the next scheduled club meeting if it is within 45 days of the receipt of an incident report requesting disciplinary action. If the next scheduled meeting is more than 45 days away, a special meeting will be called unless all parties involved agree to wait until the next scheduled meeting.

Section 4. The club president will try to negotiate with all affected parties individually and/or together if all parties are agreeable. In all cases attempts to resolve the core issue by the president will be made before the incident becomes an item at a club meeting requiring a club vote.

Section 5. The club vice-president will perform the steps usually performed by the club president if the president is unavailable or if it is the president who is the subject of the complaint.

Section 6. Four possible disciplinary actions are available to the club when the situation cannot be amicably resolved through mediation.

1. The club can vote to take no further action, and the incident is closed
2. The club can vote to put a member on probation for up to one calendar year. A further incident during that time will require further disciplinary action

3. The club can vote to suspend a member from all club activities for a period of up to six months, the term to be decided by vote of the membership. At the end of the suspension period, the member will be on probation for a further six months.
4. The club also can vote to expel a member

Section 7. Reinstatement. Upon written request to the President, an expelled member will be considered for reinstatement by the club membership, the vote to take place at the next regularly scheduled club meeting. The person making the request may be allowed to present his case at the meeting if the majority of the officers agree to this.

## **ARTICLE IV**

### Meetings

Section 1. Regular Meetings. There will be a minimum of four formal club meetings per year, including the annual meeting, which will take place in January. The date, time and location of all regular meetings will be held determined by the president. Notifications and an agenda for the meetings will be sent out at least seven days in advance by e-mail, and postal mail.

Section 2. Special Meetings. Special meetings may be called by the President and/or the vice-president. If another officer, or a sizable portion of the membership (51% or more) desires a special meeting, arrangements will be made through the President and/or the vice-president. Notifications of meetings will be sent out at least seven days in advance by e-mail, postal mail, and phone calls.

Section 3. Quorum. At all meetings of the Club, a minimum of ten members in good standing will constitute a quorum necessary to conduct business of the club. (“Good standing” is defined as annual dues paid, not on probation, and a member of the MTFCI.) A minimum of two officers must be present.

Section 4. Annual Election. The annual election of officers will be held during the January meeting, with those elected taking office effective immediately.

Section 6. Board meetings. To conduct emergency business, the club board, consisting of the four officers, the President Emeritus may meet as often as it sees fit. Such meetings will be announced to the club membership unless the situation calls for privacy, and members are welcome to attend and participate, but not vote. Minutes of such meetings must be kept; all decisions made by the board must be communicated to the club membership, and endorsed by the membership by means of a vote at the next regular club meeting.

Section 7. Motions. Whenever possible, motions that require a vote at club meeting should be submitted in writing at least two weeks prior to the date of the next scheduled club meeting. All submitted motions will need a proposer and a seconder. The two week period will allow time for the motion to be sent to the club membership along with the agenda, either by e-mail or postal mail. Motions brought up at meetings without advance notice will be tabled for a vote at the next scheduled meeting at the discretion of the club president.

## ARTICLE V

### Officers (Elected)

Section 1. The club will have a President, Vice-President, Secretary, and Treasurer. Officers will be elected at the annual January membership meeting and serve for the following calendar year. They must be a paid member in good standing.

Section 2. President. The principal executive officer of the club and is responsible for supervising and controlling all of the business and social affairs of the club through his/her own action or the delegation of authority as necessary. The President will preside at all meetings of the officers and/or members and perform all duties incident to the office as President.

Section 3. Vice-President. The Vice-President will serve in the absence of, or at the request of, the President as outlined in Section 2 immediately above. The VP may also perform the disciplinary procedures of the club in the absence of the president or if the president is the subject of a disciplinary action request.

Section 4. Secretary. Keeps minutes of meetings and handles club correspondence as necessary and as directed by the President.

Section 5. Treasurer. Receives, safeguards, and dispenses all club funds. The Treasurer also maintains up-to minute records and reports thereon at each regular meeting and/or as requested by any of the club officers. Only the Treasurer and/or the President are authorized to sign checks on behalf of the Club. The Treasurer maintains an inventory of Club property (club banner, trophies, etc.). If necessary, the President shall appoint a committee to audit the books beginning each year.

Section 6. The club may also choose to elect a President Emeritus. The person who is chosen for this essentially ceremonial position may participate and vote at board meetings but his or her absence will not affect the quorum of the board. This position does not qualify in terms of the minimum requirement for two officers to be present for a quorum to be achieved at regular meetings. The term of office is discretionary.

Section 7. Vacancies. A vacancy resulting from any cause will be filled by a special election of the members at the next regular club meeting. If a quorum is not present, the President may call a special meeting, if in his judgment, replacement action is essential prior to the next scheduled regular meeting.

Section 8. Indemnification

- (a) **Mandatory Indemnification** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

- (b) **Permissible Indemnification** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) **Advance for Expenses** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer or employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) **Indemnification of Officers, Agents and Employees** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify advance expenses to an employee or agent of the corporation who is not a director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

#### Other positions (Appointed)

There are numerous club functions best served by individuals willing and able to undertake the tasks. These positions include newsletter editor, webmaster, membership secretary, and activities director. These positions are appointed by the club president.

### **ARTICLE VI**

#### Fiscal Matters

Section 1. The "T Fords of Texas" (TFOT) is a "Limited Liability Corporation" with 501(c)(7) not-for-profit organization tax status.

Section 2. The club's fiscal year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of the same year.

Section 3. Neither officers nor members will be paid for services rendered to the Club. However, reimbursement will be made when a significant expense is incurred on behalf of the Club by any officer or member. Such expenses should ordinarily be requested in advance. The

decision to reimburse shall be the prerogative of members of the club, to be voted on at a club meeting, or by the club board in an emergency situation. Once an approved expense has been incurred a written request for reimbursement should be submitted to include invoices and/or receipts.

Section 4. Regular club expenses, such as the costs of mailing out newsletters, web site hosting and purchasing food for club events will not require a club vote if under \$100.00.

Section 5. The club will maintain sufficient insurance to protect its members and officers as it sees fit, over and above the protection provided by membership as a fully recognized MTFCI chapter.

## **ARTICLE VII**

### Amendments

These bylaws may be altered, amended, or repealed and new bylaws adopted through the consent of a majority of voters constituting a quorum at a regular or special meeting of the membership. At least seven days' notice must be given to each member of the intention to change, amend, repeal, or replace these bylaws at such meetings.

Adopted by the "T Fords of Texas" on Saturday January 16, 2016

Amended by the "T Fords of Texas" On Saturday April 30, 2016.

Amendment was the addition of Section 8 under Article 5, Directors & Officers Indemnification information, accidentally omitted from version adopted on 1/16/2016