**BY-LAWS OF THE**

**MODEL A FORD CLUB OF AMERICA**

**BAKERSFIELD CHAPTER, INC.**

(Revised November 7, 2022)

**A California Non-Profit Organization**

**ARTICLE 1**

**NAME**

The name of this organization shall be Model A Ford Club of America, Bakersfield Chapter, Inc.

**ARTICLE II**

**OFFICES**

The principal office for the transaction of business is located in Bakersfield, (Kern County) California.

The mailing address is P.O. Box 1616, Bakersfield, California, 93302

**ARTICLE III**

**OBJECTIVES & PURPOSES**

**Section 1. Organization**

 This organization is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the California Non Profit Mutual Benefit Corporation Law.

This corporation shall be non-commercial and non-partisan.

**Section 2. Purpose**

 To promote the restoration and preservation of Model A Fords of all types to their original form or likeness. To serve as a medium of exchange of ideas in the maintenance and care of the Model A Ford automobile and safety thereof.

**Section 3. Objective**

 To promote the gathering of members for social and charitable purposes.

**ARTICLE IV**

**MEMBERSHIP AND DUES**

**Section 1. Categories**

 There shall be two categories of members: active and family

**Section 2. Active**

 Active members are the members with the primary interest in the Model A Ford Automobile. They shall be at or above the minimum age for securing a State of California drivers license

**Section 3. Family**

 Family members are the family, or other combination of relationships, living within the same household as the active member, and desiring to participate in club activities.

**Section 4. Dues**

 The amount of dues for both active and family members shall be determined by the Board of Directors and subsequently ratified by a majority of the membership, using a mail ballot. Dues are payable by January 1st. Dues are delinquent at the February general membership meeting with the delinquent members being dropped from the membership.

**Section 5. Voting Rights**

 Family members who are at or above the minimum age for securing a State of California drivers license shall have equal voting rights with active members.

 Application for membership will be accepted at any time during the year. If the member joins after January, the dues maybe prorated on a monthly basis for the remainder of the year. If the member joins after November 1st, he/she shall pay annual dues through December of the following year.

**Section 6. Affiliation with MAFCA National**

 Membership in the Model A Ford Club of America (MAFCA) shall be a prerequisite for membership in the Bakersfield Chapter of the Model A Ford Club.

**ARTICLE V**

**OFFICERS & DUTIES**

**Section 1. Officers**

 The officers of the organization shall be: President, First Vice-President, Second Vice President, Editor, Secretary and Treasurer.

**Section 2. Eligibility**

 A candidate for any elective office may be either an active or family member, must have been a member for at least one year, and be at or above the legal voting age as established in the statutes of the State of California.

**Section 3. Elections**

 Election of officers shall take place at the general membership meeting in November. The new officers shall be installed at the December meeting. They shall serve for a one year period from January 1 through December 31.

**Section 4. President**

 The President shall be the principal executive officer of the organization and shall, in general, supervise and control all of the business affairs of the organization. He/She shall preside at all meetings of the members and perform all duties incidental to the office of President. He/She shall direct the activities of appointed chairpersons. The President shall also serve as Chairperson of the Board of Directors.

**Section 5. First Vice President**

 The first Vice President shall, in the absence of President, perform all duties incidental to the office of President. This person will also be responsible for the annual swap meet and car show by either personally chairing the event or recommending a chairperson for appointment by the President. He/She will also be responsible for coordinating activities and programs with other organizations with which the club is affiliated, as well as with other MAFCA Chapters and the MAFCA National.

**Section 6. Second Vice-President**

 The Second Vice-President shall, in the absence of the President and the First Vice President perform all duties incidental to the office of President. He/She will also be responsible for arranging all monthly activities and caravans and also for arranging for speakers and other types of programs at monthly meetings.

**Section 7. Editor**

 The Editor shall, in the absence of the President, the First Vice-President and the Second Vice-President, perform all the duties incidental to the office of President. He/She shall also be responsible for the editing, printing and mailing of the monthly newsletter, *Sparton News*, to all paid up active members.

**Section 8. Secretary**

 The Secretary shall keep minutes of both general membership meetings and board meetings, keep an attendance roster for each meeting and coordinate correspondence with outside interest. The Secretary shall also promptly maintain the Club’s *Book of Standing Rules* when changes are voted by the members.

**Section 9. Treasurer**

 The Treasurer shall have custody of and be responsible for all of the funds of the organization. This person may sign, and be the sole signature authority on checks and drafts not exceeding the sum of $500 and be one of two signature authorities, together with the president, on checks and drafts in excess of $500. In addition, the Treasurer shall annually compile (before the 1st of March) a current list of the membership, including roster type information, to be used in publishing an annual roster of members. Any member may decline to be included in this directory by notifying the Treasurer, in writing, at the start of the membership year. This officer shall also promptly notify the Editor of the *Sparton News* when a new member is accepted for membership or a member resigns or is dropped from membership.

**ARTICLE VI**

**BOARD OF DIRECTORS**

**Section 1. Positions**

 The Board of Directors will consist of the 6 officers and from 2-3 directors. The actual number of directors shall be determined by the membership and recorded in the *Book of Standing Rules*. The immediate Past President of the Club will automatically serve as a Director. Other Directors will be elected by the membership.

**Section 2. Director Qualifications**

 A candidate for Director must satisfy the same eligibility requirements as an officer as specified in Article V, Section 2.

**Section 3. Chairperson**

 The President will serve as Chairperson of the Board of Directors.

**Section 4. Term of Office**

 The Directors will serve for a one-year period from January 1 through December 31.

**Section 5. Responsibility**

 Directors will be required to attend as many Board meetings as possible and will assume chairmanships of committees as assigned by the Chairperson, with the approval of the Board.

**Section 6. Meeting**

 Board of Directors meetings may meet once a month, or as deemed necessary at the discretion of the Chapter President, at places selected by the Board Members, announced to the membership at monthly general membership meetings and published in the *Sparton News* newsletter. The purpose of board meetings is to provide a forum for planning, and take care of details which would otherwise lengthen or complicate the general membership meetings.

**Section 7. Annual Financial Audit**

 The Directors are responsible for yearly financial audits of the Club’s activities. The Treasurer shall assist. This audit shall be performed each year during the month of January and shall conform to any requirements listed in the standing rules of the Club. The yearly audit shall include all elements of the Club’s activities. A formal audit report shall be presented at the February general membership meeting.

**Section 8. Non-Liability of Officers and Directors**

 The Officers and Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

**Section 9. Indemnification of Officers and Directors**

 Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer, and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

 Indemnification by the Corporation shall be in accordance with the law and procedures as set forth in Sections 7237 and 7238 of the Non-Profit Corporation Law of the State of California.

**Section 10. Insurance**

 The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Non-Profit Corporation Law of the State of California.

**ARTICLE VII**

**BUDGET**

**Section 1. Budget**

 The Board of Directors shall determine on a yearly basis, the Corporation’s budget. The budget should treat areas of month-to-month recurring expenditures, i.e. newsletter, meeting hall, corporate property, donations, etc. The yearly budget should also include consideration of an adequate reserve fund to bridge unforeseen years of low or unusual earnings from corporate undertakings. The budget shall be presented to the general membership each February for ratification by a majority of the members present at the general membership meeting. The budget year shall be January 1 through December 31.

**Section 2. Expenditures**

 Capitol expenditures not included in the budget may be considered during the year. Both the Officers and the Board of Directors shall be limited to $200.00 for any single expense or category of expense not included in the budget, unless approved by the membership at a general membership meeting with a majority vote of the membership present.

**Section 3. Liability Insurance**

 It shall be the responsibility of the Board of Directors to either include in the annual budget sufficient funds for payment of liability insurance on behalf of the Corporation or to secure such insurance coverage by satisfying the requirements of the Model A ford Club of America. Said liability insurance shall be obtained and maintained each year for every event with public involvement.

**ARTICLE VIII**

**ELECTIONS**

**Section 1. Elections**

 Elections will be held at the November general membership meeting.

**Section 2. Nominees**

 The President will present to the general membership the slate of nominees as prepared by the Nominating Committee.

**Section 3. Nomination from the floor.**

 The President will receive nominations from the floor for any elected position.

**Section 4. Balloting**

 In the event there is more than one candidate for any elected position, closed balloting will be used.

**Section 5. Installation**

 Installation of Officers and Directors will take place at the December membership meeting.

**Section 6. Removal of Officers**

 An Officer of Director may be removed from office for good cause – or whenever such member displays a noticeable disinterest in the welfare of the club. The cause must be expressed in a written petition, signed by a minimum of 10 members, and submitted to the Board of Directors. The petition must be agreed upon by a quorum of the Board and subsequently ratified by the majority of the membership by the use of mail ballot.

**ARTICLE IX**

**VACANCY**

**Section 1. Appointment**

 Any vacant position of either the Corporation’s officers or elected board members may have the approval of a quorum of the Board of Directors, and be ratified by the majority of members present at the next general membership meeting.

**Section 2. Eligibility**

 The person nominated for filling a vacant officer or director position must meet the same qualifications as set out in either Article V, Section 2 or Article VI, Section 2.

**ARTICLE X**

**MEETINGS**

**Section 1. Types of Meetings**

 The officially scheduled meetings of the Corporation consist of monthly general membership meetings and monthly Board of Directors meetings.

**Section 2. General Membership Meetings**

 A general membership meeting shall be conducted once a month in a pre-arranged meeting place. This meeting will take place on the first Monday of the month unless this falls on a holiday, in which case the meeting will be held on the second Monday. This meeting is to focus on satisfying the purposes stated in Article III, through pre-arranged programs; providing a socializing opportunity for members and conducting Corporation business which cannot be adequately handled by the officers and board members at monthly Board of Directors meetings.

 At each general membership meeting the President (or officer in charge) shall announce the time and place planned for the next Board of Directors meeting.

**Section 3. Board of Directors**

 The purpose and duty of the Board of Directors is limited to an advisory capacity. All binding decisions affecting the club must be approved by vote of the general membership at the general membership meeting or by mail ballot.

 The Board of Directors may meet once a month, or as deemed necessary at the discretion of the Chapter President. This meeting will ordinarily take place on the third Monday of each month at a pre-arranged meeting place. This location shall be published in the monthly newsletter. In the event this date is a holiday, the President shall establish a substitute meeting date and cause each member to be notified as to place, date and time. The President, in his capacity as Chairman of the Board, shall conduct the board meeting.

 This meeting is to plan the business of the Corporation and to make decisions regarding monthly programs and activities. The Board of Directors Meeting shall be open to the general membership. A summary of the details of each board meeting shall be published promptly in the *Sparton News.*

**Section 4. Special Meetings**

 To conduct urgent business, the President may call special Board of Directors meetings. He/She shall take all reasonable steps to notify each Board Member of the proposed special meeting. No special meeting shall occur until a majority of the Board Members agree to the need.

**Section 5. Quorum**

 A general membership meeting must have at least 1/5 of the listed voting membership present to constitute a quorum. A board of Directors meeting must have at least ½ of the voting Board Members present to constitute a quorum. Proxy votes are not acceptable.

**ARTICLE XI**

**COMMITTEES**

**Section 1. Committes**

 Committees may be appointed by the President or by the Chairman of the Board to conduct needed actions not covered in Article V, Officers and Duties.

**Section 2. Nominating Committee**

 A nominating committee shall be appointed by the President during April of each year. It will be composed of two past presidents and a member-at-large. The committee will select a slate of nominees, which will consist of a single candidate for each elective position. Selection will be reported to the President at the September Board of Directors meeting and published in the October issue of *Sparton News.*

**Section 3. Expenses**

Committees may be authorized by the President to spend, and claim for reimbursement, moneys needed to carry out their assignments. Amounts authorized, unless included in the budget, shall not exceed the amount specified in Article VII, Section 2. Larger amounts must be approved by the membership.

**ARTICLE XII**

**PROPERTY**

**Section 1. Inventory**

 The Board of Directors shall maintain an up-to-date inventory of property as defined in the standing rules of the Club. The President may delegate custody of the property to a responsible member. The custodian will cause the property to be properly maintained and made available to the general membership meeting on an equitable basis.

**Section 2 Acquisition**

 Property to be acquired, if not included in the budget, may be approved exclusively by the Board of Directors to the funding amount listed in Article VII, Section 2. Where such acquisition Shall exceed that amount, the membership shall approve by a majority vote of members present at a general membership meeting.

**Section 3. Disposal**

 The general membership shall be notified of any proposal or intention to dispose of property. The proposal shall then be ratified at a general membership meeting by a majority of members present. Disposal shall be made in a fair and equitable manner.

**ARTICLE XIII**

**PARLIAMENTARY AUTHORITY**

**Section 1. Standing Rules**

 The Club shall maintain a *Book of Standing Rules*. These standing rules may be established by a majority vote of members present at a general membership meeting.

 Standing rules shall not be inconsistent with the By-Laws. Standing rules may be established by a majority vote of members present at a general membership meeting, providing that a quorum of members is present. Standing rules may be changed or deleted by a 2/3 vote of a quorum present at a general membership meeting.

**ARTICLE XIV**

**PROCEDURES TO CHANGE BY-LAWS**

 The membership may periodically review the By-Laws and formulate changes deemed necessary. Proposals to change the By-Laws will be submitted to the membership. The membership will vote on the proposed changes by mail ballot. If a majority of the voters approve the proposed amendment(s), the changes shall be incorporated into the By-Laws.