

RUSSELL COUNTRY FORD & MUSTANG CLUB BYLAWS

Version: 1

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Adopted from the 3-23-2017 version of the Treasure State Mustang Club Bylaws



P. O. Box 782
Great Falls, Montana

As established and approved by the general membership.

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Club History

Treasure State Mustang Club, for which Russell Country Ford & Mustang Club was previously known as, was formed in the mid-1970s by a small group of local Mustang and Ford enthusiasts who wanted to preserve and enjoy their prized possessions with others who shared the same passion and love of Ford cars and trucks.

While classic cars and hot rods tend to be the club's common bond, the club today includes all years of Fords and Mustangs. However, the members of the club are not just about cars. We also share a special unity and friendship as a car family, not only in Great Falls, but statewide and even Internationally.

We changed our name from Treasure State Mustang Club to Russell Country Ford & Mustang Club by vote at our June 11, 2018 meeting. The purpose of the name change was to have a name that felt more localized to Great Falls and not to the entire state of Montana. We also wanted to ensure our future as a club by being clear that all Fords are welcome.

Mission Statement

The mission of Russell Country Ford & Mustang Club is to bring together people within our community and beyond who have a passion for Ford and Mustang vehicles to build lasting relationships, encourage community participation, and promote the preservation of automotive history.

Vision Statement

We envision a strong club with steady membership who are:

- Leaders in preserving automotive history
- Like family and are willing to help each other when needs arise
- Able to help others who may be working to preserve their own vehicles
- Are civic-minded and willing to lend a hand in the community
- Willing to support the community and programs within with monetary donations
- Having a great time being together with others who share their same passion

Purpose

Russell Country Ford & Mustang Club is a non-profit incorporated general interest car club. We are dedicated to the preservation, restoration and enjoyment of Ford and Mustang vehicles of all ages.

We also strive:

- to be good stewards of the local community through charity and goodwill
- foster relationships with neighboring car clubs through collaboration and cross-promotion
- to build camaraderie by participating in activities beyond our cars
- to be a car club that is family friendly and has fun together
- to be true to our motto, "Let's get out and have some fun!"

Article I: Name

This club shall be known as the “Russell Country Ford & Mustang Club” (formally known as Treasure State Mustang Club). No other affiliations are implied with any other organization bearing a similar name or part thereof.

Article II: Objects

The Russell Country Ford & Mustang Club is formed as a club to promote the enjoyment, restoration, and experience of the Ford Mustang automobile and other classic Ford automotive products deemed by the membership to have redeeming value.

Article III: Membership

The membership of the Russell Country Ford & Mustang Club is open to any individual 16 years or older. No prerequisite exists to membership other than a sincere commitment and interest in the Mustang automobile or other classic Ford Motor Company automotive product. Ownership of a Mustang or Classic Ford is desired, but not required.

General Provisions:

- A general member shall be an individual that is 16 years of age and older.
- Membership cards will be issued as required to single members and members within a family that meet membership age requirements. The cards identify you as a member and may give you discounts at certain automotive supply stores.
- Unmarried members may also sponsor membership for their significant other if desired.
- Associate memberships may be granted to an individual from other local and regional Mustang, Ford, or collector car related clubs. Associate membership grants the Associate the privilege of participating in Russell Country Ford & Mustang Club activities. Associate members shall have no rights or privileges to vote or hold office in the Treasure State Mustang Club.
- All membership cards will reflect the name of the principle club member.

Withdrawal or Removal of a Member:

- A member may withdraw their membership at any time by formal notification to the Club President.
- If for any reason, it is deemed necessary to remove a club member from the active roles of the club, any member may address the issue to any member of the Board of Directors and request to be heard. The receiving Board member will notify the President of the request. The President will schedule a meeting of the Board of Directors to hear the request. The President shall also schedule a separate time to at this board meeting to allow the member in question to offer comments on the matter. If adequate justification is given, and a simple majority of the Board of Directors approve, the matter will be taken to the general

membership (those attending only) for a vote at the next general meeting.

- The Club may cancel a membership at any time by a simple majority vote of the membership at a regular meeting. If such action is contemplated, the Club President shall notify the membership of the intent to remove a member from the club at least seven days prior to the next general club meeting. The Club President shall instruct the Secretary to notify the membership in the Club newsletter or other instrument (direct mailing/email/voice message) of the intent to hold a vote to cancel a club member's membership at the next general meeting.
- Any member who voluntarily resigns from the club with a valid reason shall be entitled to a refund of the remaining annual dues on a prorated based equal to 1/12th of the remaining dues for each whole month remaining in the membership year.
- Members who are removed by vote will not be entitled a refund of any kind.
- Members who are removed from the club by a simple majority vote of the membership will not be allowed to be considered for reapplication to the club for a period of at least one full year after the removal is voted final. Re-membership application will require a super-majority of 75% of the entire club membership to approve. The President will notify all members of the request to rejoin the club and schedule a vote at the next regular meeting.

Article IV: Dues

Dues shall be collected annually from all members. The annual dues period shall be January 1st to December 31st of any given year.

- Annual dues for a single member shall be \$15 dollars per year.
- Annual dues for a family/significant other membership shall be \$20 dollars per year.
- Associate Member dues shall be \$5 dollars annually. Upon joining, the entire fee shall be collected regardless of the months remaining in the normal club year.
- Initial due for new members are due on the day membership is accepted in the club.
- Annual Renewal dues will be collected January 1 – January 31.

Article V: Meetings

The Russell Country Ford & Mustang Club shall hold monthly meetings at a place and time determined by the President. All meetings will be announced in the newsletter or other instrument by the Secretary at least seven days prior to the meeting date.

General Provisions:

- All meetings shall be open to all members in good standing.
- Members may bring guests to scheduled regular club meetings with the approval of the President. Members are responsible for the conduct of their guests. (Note: a guest is anyone who is not a member of the club)

- Special events such as club shows, road trips, visits to other clubs, etc. are considered meetings for the purposes of this article.
- The general activities, motions, discussions, and results of any and all votes shall be recorded and reported in the club newsletter.

Decorum:

- All members attending any club meeting shall conduct themselves in a responsible and adult manner.
- All members shall address club officers and other members in a respectable tone and show common courtesy.
- Members shall not use club meetings or correspondence addressed to all members of the club to voice personal issues or complaints directed against another member. These issues are best discussed and settled in private between the parties involved.
- Any member who feels that an issue has not been properly addressed may request through any Board member that the issue be reviewed and brought to the attention of the general membership for resolution.
- Members will not use club meetings and activities to engage in any personal “for profit” based activities without permission of the Board of Directors.
- Any member who fails to abide by these rules for decorum may be subjected to sanctions or removal from membership in the club under the standing procedures established in Article III.

Procedures:

A simple form of Parliamentary Procedures shall be used to conduct club meetings

- The President shall preside at all meetings, or the Vice President in their absence.
- The President shall hold control of the floor and yield to members upon their request to be recognized.
- When issues are presented and actions requested, by either the President or member from the floor, the President shall call for a motion to be made to take an action on the issue. Once the motion is made a second will be requested.
- Unless prohibited by an Article of these Bylaws, motions for action should be carried out during the meeting they were initiated.
- Once a motion has been made and seconded, the President will call for a vote of the members present.

Quorum:

Where defined that a vote requires a quorum, these bylaws define a quorum of this club as no less than three Board Members and no less than ten members not currently serving on the Board.

Voting (Non-Election):

Voting shall be used as the mechanism to determine club actions when a group decision is

required.

- Unless otherwise specified within these bylaws all votes shall be by simple majority.
- All votes shall be announced in advance if possible or as stipulated in the bylaws.
- To ensure accuracy, voting will be accomplished by a show of hands.
- During a vote, the President will first ask all in favor of the motion to signify by a show of hands. The President will then ask for all those opposed to the motion to signify by a show of hands. The results will be tallied and agreed on by the President, Secretary, and Member at Large. If a specified officer is not able to attend a meeting, the President may appoint additional members to assist in the vote counting and authentication.
- Results of all votes shall be reported to the membership by the President.
- Only members in good standing may vote. Associate members and guests have no voting privileges under any circumstances.
- All members shall have one vote. Family members/significant others are entitled to one vote per issued membership card.
- In no case may a single individual cast more than one vote.
- During normal club meetings, officers and members alike shall have one vote.
- During Board Meetings, only Board members shall vote when required.

Article VI: Officers

To ensure the smooth and efficient running of the club, Officers shall be elected to serve the club membership in the accomplishment of administrative tasks, and to provide leadership in the achievement of the club's objectives.

General Provisions:

- The Russell Country Ford & Mustang Club shall have the following elected officers: President, Vice President, Secretary, Treasurer, and Member at Large. The group of officers is also known as the Board of Directors.
- The Board of Directors shall meet separate from the Club no less than twice per year.
- Officers shall serve for a term of two-years in the position to which they were elected.
- Officer terms shall begin on the following January 1st from the day they are elected, and will end on the December 31st, two-years from the term start date.
- Officers who are departing office shall relinquish all responsibilities and authorities on or before the last full day of their term. Incumbents will make arrangement with their successor to transfer documents, information, bank account rights, etc. with their successor prior to the end of their term.
- Officer candidates must be at least 18 years of age, have held membership in the club for a minimum of one year, and be in good standing entirely during that period.
- No prohibitions exist on the number of consecutive terms an officer may seek re-election to

or on the seeking of another officer post following the completion of their term.

- An officer may be impeached and removed from office by the membership. Requests to hold an impeachment vote will be addressed to the President or Vice President if the President is in question. The general membership will be notified at least 30-days in advance of the impeachment vote. A quorum of club members is required to remove an officer from their position. The remaining officers will conduct the floor vote at the next regular meeting. After the vote is concluded, the remaining officers will conduct the club's business as required by these Bylaws.

Responsibilities:

President:

Has overall responsibility for all club activities, presides over all meetings, represents the club to outside groups or entities, and executes and officiates all club related documents. The president also has responsibility to organize recruiting for new members. The president serves as the Chairman of the Board of Directors. The president has overall responsibility, along with other club officers, to manage club resources to ensure financial assets are used in a manner fitting the sentiment of the club's membership.

Vice President:

Assists the club president as requested. In the president's absence, presides over club meetings and activities. The Vice President serves as a member of the Board of Directors. Has a general responsibility to help maintain the health and spirit of the club by promoting the club's values and complying with the provisions established in the club bylaws. Has collateral responsibility along with other club officers to manage club resources to ensure financial assets are used in a manner fitting the sentiment of the club's membership.

Treasurer:

Assists the club president as requested. Serves as a member of the Board of Directors. Maintains general responsibility to manage club financial resources. Duties include collecting and recording dues, making deposits of funds into club accounts, reconciling financial statements, and provides a monthly financial report to the club (to be included in the monthly newsletter). Prepares an annual report on club financial status. Prepares any and all annual tax documents for the President's signature. Has a general responsibility to help maintain the health and spirit of the club by promoting the club's values and complying with the provisions established in the club bylaws. Has collateral responsibility along with other club officers to manage club resources to ensure financial assets are used in a manner fitting the sentiment of the club's membership.

Secretary:

Assists the club president as requested. Maintains a written record of club meetings to include results of all motions made and votes taken. Reports to the general membership all activities in the club newsletter monthly. Maintains, with volunteers as needed, the club website, Facebook page, Pinterest page, and any other avenues of advertising available online. Creates and prints all club documents, with volunteers as needed. Both the secretary and treasurer hold a key for the US Postal box located downtown. Serves as a member of the Board of Directors. Has a general

responsibility to help maintain the health and spirit of the club by promoting the club's values and complying with the provisions established in the club bylaws. Has collateral responsibility along with other club officers to manage club resources to ensure financial assets are used in a manner fitting the sentiment of the club's membership.

Member at Large:

Assists the club president as requested. Serves as a member of the Board of Directors. Represents the general club membership at board proceedings to provide a general sense of the membership's desires and sentiment. Has a general responsibility to help maintain the health and spirit of the club by promoting the club's values and complying with the provisions established in the club bylaws. Has collateral responsibility along with other club officers to manage club resources to ensure financial assets are used in a manner fitting the sentiment of the club's membership.

Article VII: Elections

- Nominations will open at the scheduled October meeting, with officer elections to be held at the scheduled November meeting. This meeting shall be called to occur no earlier than 90-day before the end of the incumbents' term and no later than 30-days before the end of the incumbents' term.
- In the case that an officer must resign before the end of their term, the President shall call for nominations from the floor during the next regular meeting and set a special election to happen at the next regular meeting afterwards on the following month.
- On the case that no nominations are received, the President will table the request for nominations until the next regular meeting. At that following meeting, the President will again ask for nominations from the floor. If no nominations are forthcoming, the President will appoint a member in good standing to fill the term for the position.

Article VII: Board of Directors

There shall be a Board of Directors which shall consist of the President, Vice President, Secretary, Treasurer, and Sargent of Arms. The purpose of the board shall be to oversee the general management of the club's affairs, establish policies, maintain oversight of club finances, and execute other responsibilities as established in these bylaws. Board members shall serve beginning on the date of their installation as a club officer until their term of office is over or until removed from office under the conditions established in these bylaws. The Board of Directors shall meet at least once a quarter in regular sessions at the call of the President. All meetings of the board shall be announced in the club newsletter and shall be open to attendance by any and all members in good standing. Guests are not allowed to attend board meetings without the permission of the President.

Voting:

During Board of Director sessions, only elected board members shall vote. Each member will have one vote. Decisions of votes will be reached by a simple majority. At least three members of the board must be present to hold a vote. Only members present may vote with no proxy or absentee

votes allowed. In the case of a tie vote on an issue, the President will call for discussion on the issue following the tie vote decision. After a reasonable time of discussion, the President will call for a second vote. If the results are still tied, the President shall take the issue in question to the next meeting of the general membership for a discussion and following vote to reach a decision.

Article IX: Financial Management

For any organization to function efficiently and within the confines of its agreed purpose and bylaws, club financial resources require strict attention and control. The following general provisions shall be used to guide and control the financial assets of the Treasure State Mustang Club:

The Board of Directors is charged with ensuring the overall health and security of the club's financial resources. The board shall make decisions concerning the location of club resources (financial institution) and the devices (account types) used to manage the resources. At a minimum, the Board of Directors will ensure that a general checking type account is maintained to be used in administering club activities. Additionally, a savings account will be used to secure excess club funds not already committed. The board shall establish additional accounts as necessary to administer special events which are expected to generate revenue in excess of \$500.

Annual Budget:

The Board of Directors shall draft and approve an annual budget for the club. This budget shall include known expenses such as postage, printing costs, miscellaneous expenses, and projected expenses for club sponsored events. The budget shall also include all anticipated revenues to be used to pay for known expenses. Priority in budgeting will be given first to standing items needed to operate the club. When projected expenses exceed projected revenues, the board will devise and implement fund raising activities to make up for the shortfall. Fundraising activities shall be completed prior to expending funds in excess of the budgeted amount for any special project.

Spending Authority:

The club president shall be empowered to execute financial transactions up to \$50 on any single transaction with an annual limit of \$200 total. Amounts exceeding the single transaction or annual limits shall be approved by the Board of Directors. The president may direct the Vice President and Treasurer to execute financial transactions on the club's behalf within the limits of the presidents spending authority. Provided revenues are adequate to cover budgeted expenses, the Board of Directors may vote to increase the spending authority limits of the President. Expenditures in excess of \$500 will require approval of the quorum of the general membership. The President shall notify all members of the requested expenditure and schedule a vote on the request at the next regular club meeting.

Financial Transactions:

All action to withdraw funds from the club bank accounts shall require signatures from at least two club officers. The President and Vice President are authorized to commit the expenditure of funds on the club's behalf subject to the limitations described in this article. The Treasurer shall be the second signature on all disbursements.

Accounting Practices:

The Treasurer shall account for all club financial resources and expenditures using simple accounting methods and procedures. The Board of Directors will be informed at board meetings on the status of resources; expenditures made, and expected shortfalls. All club officers who expend funds on behalf of the club shall provide the Treasurer with appropriate receipts in a timely fashion. An annual report shall be prepared on the status of club financial resources. The Board of Directors shall approve this report and the President shall present the report to the general membership.

Article X: Club Property

With the direction and consent of the Board of Directors, the Russell Country Ford & Mustang Club shall develop physical and intellectual property to support achievement of the club's goals. This property can take the form of distinctive logos, banners, jackets, website content, flyers, business cards, promotional items, caps, and other items that generally promote the club. All property items developed by the club or its members for the general use of the club shall be the property of the club. The Board of Directors shall control in all aspects the use of club property.

Members who assist in the development of club property, do so with the knowledge that they forfeit any personal rights to use, control, or potential profit from club developed property.

Copyrighted material may sometimes be included or combined with club developed property. The Board of Directors shall seek appropriate permission from the copyright holder prior to use of protected material. Club members shall not violate any agreements concerning use of protected materials.

Article XI: Addendum Process

It is understood that over time it may be desirable to modify or add to these bylaws to further promote the well-being of the club and its members. When the need is identified to consider a change, any member may make a proposal to the Board of Directors. The member making the proposal will contact the President and request the issue be discussed at the next board meeting. At this meeting, the President will invite the member who is making the change proposal to attend and present their argument for why a change or modification is needed. After discussions, the President will call for a simple majority vote to accept, modify, or reject the proposal. Proposals that are accepted or modified by the board will be taken to the general membership for their approval.

Any change to the club bylaws requires a super-majority (75%) approval by all members in good standing. Following procedures established in Article V and this article, the President shall direct the Secretary to notify all members of the pending vote at least 30 days prior to the next meeting. Members unable to attend may provide a sealed and signed absentee ballot to the Secretary.

Approval and Certification

The undersigned officers hereby certify that these bylaws were adopted and approved by a quorum of the club membership at a meeting held on May 1, 2017. Copies of these bylaws were provided to each member in good standing and shall be provided to all future members accepted into the club.

President: _____ (Signature) _____ (Date)

Vice President: _____ (Signature) _____ (Date)

Treasurer: _____ (Signature) _____ (Date)

Secretary: _____ (Signature) _____ (Date)

Sargent of Arms: _____ (Signature) _____ (Date)