

**MODEL A FORD CLUB OF COLORADO
INCORPORATED
BY-LAWS
REVISED FEBRUARY 2024**

DEFINITIONS OF TITLES USED IN THESE BY LAWS ARE EXPLAINED BELOW:

“Officers” shall mean:

The President, Vice President, Secretary, and Treasurer.

“Board of Directors” or “Directors” shall mean:

The eight elected members of the board: President, Vice President, Secretary, Treasurer, Tour Chairperson, Parade Chairperson, Membership Chairperson, and Entertainment Chairperson. “Members” shall mean any person who has fulfilled the requirements for membership.

**ARTICLE I
NAME**

The name of this organization shall be the Model “A” Ford Club of Colorado, Incorporated, and its principal office shall be in Denver, Colorado.

Those members of the Model “A” Ford Club of Colorado who are also members of the Model “A” Ford Club of America and members of the Model “A” Restorers Club shall be members of the Mile-Hi Chapter of the Model “A” Ford Club of Colorado and Mile-Hi Region of the Model “A” Ford Club of Colorado respectively. The Model “A” Ford Club of Colorado shall be the governing body of the parent club (Model “A” Ford Club of Colorado), Mile-Hi Chapter, and Mile-Hi Region. Chapter and region members shall have no further voting rights than those of the Model “A” Ford Club of Colorado. There shall be no additional local dues or assessments for chapter or region memberships.

**ARTICLE II
PURPOSES**

The purpose of this association shall be:

SECTION 1.

To serve as a medium of exchange of ideas, information, and parts for admirers of Model “A” Ford cars and to aid them in their efforts to restore and preserve the car in its original likeness.

SECTION 2.

To unite in a central organization all owners of Model "A" Fords who are interested in restoring and maintaining the automobile in a manner to attract prestige and respect within the community, and it shall further be the purpose of this club to help those owners become better acquainted, encourage, and maintain among its members the spirit of good fellowship, sociality, and fair play through sponsored activities including the use of the Model "A" Ford and family participation.

SECTION 3.

The Corporation shall be non-commercial, non-sectarian, non-partisan, and non-discriminating. The use of the masculine gender, as used throughout these by-laws, is meant to apply to the position and not to the sex of the person holding the position.

ARTICLE III MEMBERS

SECTION 1. BENEFITS.

Membership shall be granted to an applicant and members of his/her immediate household. Each household membership shall be entitled to receive the Club's publications, a copy of the current by-laws, notices of Club activities and to participate in Club competition for prizes.

SECTION 2. VOTING RIGHTS.

There shall be two methods of voting. Unless otherwise specified in these by-laws, the Board of Directors shall determine which method of voting shall be used for any given situation.

(a). BALLOT. One (1) ballot shall be issued per household membership.

(b). SHOW OF HANDS. When this type of vote is called for at any club function, only one person from a family membership has the right to cast one vote in regard to the issue under consideration for that membership.

SECTION 3. REQUIREMENTS FOR MEMBERSHIP.

Requirements for membership shall not insist upon the ownership or possession of a Model "A" Ford. Merely an interest in the objects of the Corporation and a desire to take an active part in Corporation activities shall be the primary requirements for membership. An applicant must be of good character as to be of benefit to the Corporation and its functions and objects, and must display sincerity of purpose. An applicant for membership must remit the annual dues with his/her application.

SECTION 4. DUES.

- (a) The annual dues shall be set at the discretion of the Board of Directors and will be subject to a vote of membership at any given meeting.
- (b) Dues paid by a new applicant on or after September 1 of each year, shall, if the membership granted, constitute payment of the full dues for the ensuing calendar year.
- (c) Dues shall be payable in advance of the first day of January each year.
- (d) When any member shall be in default in the payment of dues after the first day of February of each year, his/her membership will be automatically terminated.

SECTION 5. TERMINATION OF MEMBERSHIP.

The Board of Directors, by an affirmative vote of two-thirds of its members, may suspend or terminate a membership for cause after notifying the affected member and after an appropriate hearing.

SECTION 6. REINSTATEMENT.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors, may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP.

Membership in the Corporation is not transferable or assignable.

**ARTICLE IV
MEETINGS OF MEMBERS**

Meetings shall be held once monthly, unless the general membership is otherwise notified. The Board of Directors shall determine the time and place of these General Meetings.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS.

Its Board of Directors shall manage the affairs of the Corporation.

SECTION 2. NUMBER AND ELECTIONS.

There will be eight directors of the Corporation. New directors will be selected by the President each year. At least one of those selected will have previously served on the Board of Directors. All Directors will serve a two year term. These directors shall be elected by ballot vote including absentee ballots.

The current Directors and the incoming Directors shall work among themselves to fill the Board positions for the coming year.

The gavel will be passed to the new President and his Board at the Inaugural & Past and Present celebration. At the January meeting of the Board, the main order of business shall be to set a tentative calendar of events for the new year.

SECTION 3. BOARD MEETINGS.

Meetings of the Board of Directors shall be held monthly. Time and place to be determined by the Board of Directors.

SECTION 4. SPECIAL MEETINGS.

Special Board meetings may be called by or at the request of the President or any two directors, at any place or time they desire.

SECTION 5. QUORUM.

A majority of Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

SECTION 6. VACANCIES.

Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors from the membership roster. The newly selected members shall only fill the unexpired term.

SECTION 7. COMPENSATION.

Directors as such shall not receive any stated salaries for their services.

SECTION 8. RECALL.

Any member of the Board of Directors may be removed by either of the two following methods whenever such director indicates a noticeable disinterest in the welfare of the Corporation:

- (a) A petition signed by twenty-five percent of the Corporation membership presented to the Board of Directors shall cause the Board of Directors to vote upon said members removal. Removal shall be effected by majority vote of the Board of Directors.
- (b) A majority vote of the Board of Directors without petition by membership.

SECTION 9. RESIGNATION.

Any Board member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve the member resigning of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.

ARTICLE VI OFFICERS

SECTION 1.

The officers of the Corporation shall be active members in good standing, consisting of a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable; such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2.

Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the general election. New offices may be created and filled at any meeting of the Board of Directors. The President shall be a member of both National Clubs and all other directors shall belong to one or both National Clubs.

SECTION 3.

A Director may succeed himself/herself in an office of the Board of Directors.

SECTION 4. PRESIDENT.

The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors any instrument to be executed.

Upon completion of his/her term of office, the President shall supply the newly elected Board members with a current copy of these by-laws.

SECTION 5. VICE PRESIDENT.

In the absence of the President or in the event of his/her inability or refusal to act or in the event of his/her resignation, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall also be the National Coordinator, take care of the participation points and awards, and shall perform such other duties as assigned to him/her by the President or by the Board of Directors. The

Vice President may delegate any of these duties: however, he/she is still responsible to see that they are accomplished.

SECTION 6. TREASURER.

If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in accordance with the provisions of Article VIII of these by-laws; and in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Board of Directors. He/she will close the books and have them audited by a committee of three members from the general membership before turning them over to the incoming Treasurer. A budget for the current year shall be completed by the March Board Meeting.

SECTION 7. SECRETARY.

The Secretary shall keep minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary and, the President or Board of Directors may assign such other duties as from time to time to him/her.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and the Assistant Secretary, in general, shall perform such duties as may be assigned to them by the Treasurer, Secretary, President, or the Board of Directors.

SECTION 9. HIGH COUNTRY.

A committee consisting of a Chairperson, Secretary, Treasurer, Registrar, and any other chairperson as deemed necessary, shall be appointed at least two years prior to the High Country Tour. The High Country Treasurer, acting as outlined in SECTION 6 (of ARTICLE VI) shall be responsible for the High Country funds from the time of his appointment until after the High Country Tour is completed and all moneys are again assigned to the Corporation Treasurer.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS.

The Board of Directors by resolution adopted by the majority of the Directors in office, may designate one or more committees, each of which shall constitute of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

SECTION 2. OTHER COMMITTEES.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present in a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE.

Each member of a committee shall continue until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 4. COMMITTEE CHAIRPERSON.

One member of each committee shall be appointed chairperson.

SECTION 5. VACANCIES.

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

SECTION 7. RULES.

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors. Rules for the judging of shows, rallies and driving events of any kind may be adopted as situations dictate by the chairperson of such activities.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

SECTION 3. DEPOSITS.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks; trust companies, or other depositories as the Board of Directors may select. In addition, all checks made payable to the Corporation shall be deposited within seven days after deadline of activity registration by the Treasurer to the credit of the Corporation.

SECTION 4. GIFTS.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

SECTION 5. DISPOSITION OF FUNDS.

IF THE CLUB WERE TO DISBAND IN THE FUTURE, AND NO LONGER FUNCTION, REGARDLESS OF THE REASON(S), the Board of Directors will attempt to use up all funds in the treasury for the good of the general membership. Any funds remaining will be donated to the National organization dedicated to preserving the Model "A" Ford, known as the "Model A Ford Foundation".

ARTICLE IX CHAPTERS

SECTION 1.

A Charter shall be granted by the Board of Directors of the Model "A" Ford Club of Colorado (hereinafter called the State Club) to each prospective Chapter that meets all requirements to form said Chapter.

SECTION 2.

Membership in the State Club shall be a prerequisite to membership in a Chapter.

SECTION 3.

Application for formation of a Chapter shall be made to the Board of Directors of the State Club in the form of a petition, which shall be duly signed by at least five persons who are members of the State Club.

SECTION 4.

Any Chapter may have its Charter revoked by the Board of Directors of the State Club for failure to conform to the purposes for which the State Club was organized.

**ARTICLE X
CERTIFICATE OF MEMBERSHIP**

A membership card will be issued by the Membership Chairperson if requested at an event by the member. The Membership Chairperson will have membership cards on hand.

**ARTICLE XI
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by a member, or his/her agent or attorney for any proper purpose at any reasonable time. It shall be the responsibility and final duty of each Board member to furnish all records in their possession to their successor.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XIII
SEAL**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the Corporation.

ARTICLE XIV
AMENDMENTS TO BY-LAWS

SECTION 1. (Proposal by Board of Directors)

A proposed amendment to the by-laws may be submitted by the Board of Directors to the membership, who will vote on the proposed amendment at the meeting called for such purpose. If the proposed amendment receives a majority vote by the members voting, it shall be incorporated in the by-laws of the Corporation effective the first day of the month of the following quarter of the calendar year.

SECTION 2. (Proposal by Membership)

A proposed amendment to the by-laws may be submitted to the Board of Directors by means of a petition signed by at least twenty-five percent of the total active membership as of the first day of the month in which the petition is submitted to the Board. If approved, the Board of Directors will then submit the proposed amendment to the membership within a reasonable length of time, not to exceed sixty days from date of approval. The membership then shall vote on the proposed amendment at the meeting called for such purpose. If the proposed amendment receives a majority vote, it shall be incorporated in the by-laws of the Corporation effective the first day of the month of the following quarter of the calendar year.