

THE BY-LAW OF THE MID MICHIGAN MODERN MUSCLE CAR CLUB, INC

A NON-PROFIT MICHIGAN DOMESTIC CORPORATION

Article I. OFFICE

- A.** The principal office of The Mid Michigan Modern Muscle Car Club Inc. , hereinafter referred to as the Club, shall be in the state of Michigan, county of Genesee.

Article II. GENERAL MEMBERSHIP

- A. DEFINITION AND QUALIFICATIONS.** Each member who meets the criteria for members in good standing as set forth in these By-Laws shall be known collectively as the General Membership.

1. Must be 18 years of age with valid drivers license.

2. Must own a Modern Muscle Car as defined:

A. Cars must be built by GM, Ford, or Chrysler and /or their North American affiliates.

B. Cars must be model year 1973 -present.

C. Cars must be rear wheel drive.

D. Cars must be powered by V-8, V-10, or V-6 with power adder in the form of supercharger or turbocharger.

E. Four Door Cars and Station Wagons are admitted upon Board of Directors approval.

3. Michigan Residency is not a requirement for Membership.

B. APPLICATION FOR GENERAL MEMBERSHIP. Application for General Membership must be submitted on a form supplied by the Club, accompanied by any fees and / or dues as described in article III, section A, of these By-Laws. Each new member will receive a package consisting of the Constitution and By-Laws and a membership card.

C. LOSING GENERAL MEMBERSHIP STATUS. A General Member will lose his or her General Membership status upon the passing of 9 months from the time in which they no longer own a Modern Muscle Car as defined in these By-Laws. A General Member will be responsible for notifying the Club Secretary when he or she no longer owns a Modern Muscle Car as set forth in these By-Laws. General Membership can be resumed upon the purchase or acquisition of a Modern Muscle Car as defined in these By-Laws. Club dues will be collected and pro-rated according to the number of months of Membership status assigned to that member.

D. RIGHTS AND PRIVILEGES. General Members in good standing shall enjoy all the rights and privileges of the Club. They shall have the right to hold office if a vacancy arises. They shall have the right to nominate others for office if a vacancy arises. They shall have the right of wearing and displaying the Club insignia and colors. They shall have the right to list autos and auto related material for sale free of charge on the Club website. They are also entitled to any and all rights or privileges which may be awarded to Members of the Club.

E. MEMBER IN GOOD STANDING. A General Member in good standing is a Member who meets all the requirements for membership as set forth in the Constitution and By-Laws. Further, he or she must not have had any of his or her rights or privileges suspended by the Board of Directors, or be in violation of any section of the Constitution or these By-Laws.

F. REMOVAL AS A MEMBER. An individual may be removed from the Membership in the Club in the following manner:

1. A written statement by the Club Treasurer that the Member has failed to pay his or her club dues as described in article III, section A, or by written petition for removal for just cause which must be submitted to the Club Secretary.
 - A. This petition must be signed by 5 members in good standing of the General Membership.
 - B. The Secretary shall read the petition at the next Board of Directors meeting following its receipt.
 - C. After the first reading, the subject of the petition shall be given a chance to answer the charges contained in the petition either in person or in writing.
 - D. A second reading at the second Board of Directors meeting following its receipt must be held and a vote may be taken at this time provided that the Member has had an opportunity to answer all charges. The vote may not be delayed by the refusal or failure of the Member to answer the charges in the petition.

- E. All Board Members must be present for a vote to be taken and a majority vote will decide any action to be taken.

Article III. DUES AND FEES

- A. **CLUB DUES.** Club dues for General Members will be determined by the Board of Directors. Dues are \$24.00 per year for one car. Members can register additional cars for \$12.00 each per year. General Membership is extended to Car owner and Spouse, or significant other. All new Members receive their first year free. Members will be charged their \$24.00 starting one year after they register.

- B. **PAYING DUES.** Dues are payable by cash, check, or money order and must be submitted to the Club Treasurer by the last day of the anniversary month of membership registration. General Members will receive a written notice from Club Treasurer advising him or her that their membership is about to expire and how to renew. Until all dues and fees are paid in full , applicants will have restricted privileges as approved by the Board of Directors.

- C. **REFERRAL PROGRAM.** General Members in good standing are eligible for Club referral program.
 - 1. General Members will receive referral cards to recruit new members for the Club.
 - 2. General Members earn \$2.00 credit, equivalent to one free month, per referral. There are no maximum number of referral per General Member.
 - 3. If a General Member refers more than 12 new members in 1 calendar year, extra credits will be applied to future membership dues.

Article IV. OFFICERS

- A. **NUMBER.** The officers of the club will be 5 in number. In order of succession they are: President, Vice President, Treasurer, Secretary, General Board Member.

- B. **TERM OF OFFICE.** Club officers hold lifetime positions.

- C. **REMOVAL FROM OFFICE.** Removal from office for just cause must be handled in the following manner:
 - 1. A written petition for the removal from office stating any and all charges

must be submitted to the Club Secretary. If the petition is to remove the Club Secretary, the petition must be submitted to the Club President.

2. The petition must be signed either by 3 members in good standing who are one the Board of Directors or by 5 members of good standing of the General Membership.
3. The officer who receives said petition shall read the petition at the next Board of Directors meeting following its receipt.
4. After the first reading, the subject of the petition shall be given a chance to answer the charges contained in the petition either in person or in writing.
5. A second reading at the second Board of Directors meeting following its receipt must be held and a vote may be taken at this time provided that the officer has had an opportunity to answer all charges. The vote may not be delayed by the refusal or failure of the officer to answer the charges in the petition.
6. The vote will be taken by the 4 Board Members not included in the petition. A 75% Vote is required for action to be taken.

D. VACANCY OR RESIGNATION. A vacancy in any office because of death, resignation, removal, or otherwise, must be filled within 60 days of the vacancy.

E. NOMINATION. Nominations to fill a vacancy can be made within 30 days of said vacancy. General Members who are in good standing may be nominated to hold office of vacancy or nominate others to hold office of vacancy. Nominees may accept or decline their nomination. After 30 days of vacancy has passed General Members will hold election of nominees by secret ballot, with each General Member in good standing having one vote.

F. PRESIDENT. The President shall be a Director of The Mid Michigan Modern Muscle Car Club Inc. The President shall be the Principal Executive Officer of the Club and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Club. The President shall, when present, preside at all meetings of the General Membership and Board of Directors. The President may sign, with the Treasurer or any other Officer of the Club authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Constitution, or these By-Laws to some other Officer or agent of the Club or shall be required by law to be otherwise signed or executed, and in general shall perform all

duties incident to the Office of President and other such duties as may be described by the Board of Directors.

- G. VICE PRESIDENT.** The Vice President shall be an Officer of The Mid Michigan Modern Muscle Car Club Inc. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of President and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.

H. TREASURER. The Treasurer shall:

1. Have charge and custody of and be responsible for all funds, securities, and property of the club.
2. Receive and give receipts for monies due and payable to the club from any source whatsoever, and deposit all such monies in the name of The Mid Michigan Modern Muscle Car Club Inc. in such banks, trust companies, or other depositories as shall be selected in accordance with article section of these By-Laws.
3. Give a report of the financial status of the Club at all General Membership and Board of Director meetings and at any other time or place as may be directed by the Board of Directors from time to time.
4. Be in charge of any raffles which the club may hold.
5. In general, perform all of the duties incident to the Office of Treasurer and other such duties as may be described by the President or the Board of Directors from time to time.
6. An annual financial review will be done by the Board of Directors.

I. SECRETARY. The Secretary shall:

1. Keep the minutes of the General Membership and the Board of Directors meetings in one or more books provided for that purpose.
2. See that all notices are given in accordance with provisions of these By-Laws or as required by law.
3. Be custodian of all Club records and that all records be kept for a minimum of 5 years.
4. Keep a register of the post office address for each member which shall be furnished by each General Member.

5. In general, perform all the duties incident to the Office of Secretary and other such duties as may be described by the President or the Board of Directors.

J. GENERAL BOARD MEMBER. The General Board Member is responsible for assisting or substituting for any Board Member when they are unable to fulfill their duties. The General Board Members shall have the duty of representing to the best of his or her ability, without regard to his or her personal feelings, the best interests of the General Membership and further shall make incumbent upon himself or herself the task of seeking out the questions and grievances of the General Membership so that his or her voice may be heard by the Board of Directors. The General Board Member has the power of one vote on all petitions, requests, or such matters to be voted on by the Board of Directors as set forth in the Constitution or these By-Laws.

K. FILLING MORE THAN ONE OFFICE

1. No General Member or Club Officer may serve both as an Officer of The Mid Michigan Modern Muscle Car Club Inc. and any other local Modern Muscle Car Club.
2. No individual may serve in more than one office of The Mid Michigan Modern Muscle Car Club.

Article V. BOARD OF DIRECTORS

- A. NUMBER, TENURE, QUALIFICATIONS.** The Board of Directors of the Club consists of the 5 Officers as outlined in article IV, section A, of these By-Laws and are governed by the rules set forth in article IV sections B through K of these By-Laws.
- B. GENERAL POWERS.** The business and activities of the Club shall be managed by the Board of Directors.
- C. RIGHTS AND PRIVILEGES.** The Board of Directors receive the same rights and privileges as General Members. In addition membership dues are waived for the members of the Board of Directors. This waiver of membership dues is the only form of compensation allotted for Board of Directors as all positions are unpaid and based on a volunteer basis.
- D. REGULAR MEETINGS.** Monthly meetings of the Board of Directors may be held prior to the date on which the General Membership meeting is held, at a place and time to be decided by the Board of Directors. No notice other than this By-Law shall be necessary to hold such monthly meetings .
- E. EMERGENCY MEETINGS.** Emergency meetings may be called by any

member of the Board of Directors at any time, date, and place he or she may designate. Any 3 Directors, who are members in good standing, shall constitute a legal emergency meeting. Any action taken at such meeting shall be binding upon the Club and its Members only until a special or regular meeting, whichever can be convened earliest, can be held in accordance with these By-Laws and the Constitution. Any action taken at the emergency meeting must then be either accepted or rejected by the Board of Directors in accordance with these By-Laws.

1. Notice of an emergency meeting is considered to be made when the individual calling such a meeting has contacted at least, but not limited to, 4 members of the Board of Directors by any means of communication available to him or her.
 2. A written record of the emergency meeting must be made and the Director convening such a meeting must insure that the written record, containing the signatures of all Directors involved in said meeting, be given to the Secretary at the next special or regular meeting following the emergency meeting.
 3. A statement of waiver of notice must be made by any Director who attends an emergency meeting unless his or her reason for attendance is to protest the notice procedure or the legality of the action because the meeting was not lawfully convened.
- F. VALID MEETINGS.** No meeting shall be considered valid unless at least 4 Board Members are present with the exception of an emergency meeting. Any action taken by the Board of Directors requires a majority vote. If only 4 Board Members are present and the vote is tied, no action can be taken and the issue at hand will be carried over to the next Board Member meeting for another vote.
- G. COMPENSATION.** No Director shall receive any compensation for expenses not previously approved by the Board of Directors. Said expenses to be reimbursed must have been incurred incident to the requirements of the position held by the Director. All receipts for personal expenses must be submitted to the Club Treasurer and approved by the Board of Directors before any payment may be made.
- H. PRESUMPTION OF ASSENT.** A Director of the Club who is present at

a meeting of the Board of Directors at which action on any club matter is taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file their written dissent to such action with the Secretary immediately after adjournment of the meeting or shall forward such dissent by registered mail to the Secretary immediately after adjournment of the meetings shall be presumed to have assented to all actions taken by the Board of Directors. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI CONTRACTS, LOANS, CHECKS, AND DRAFTS

- A. CONTRACTS.** The Board of Directors may authorize and Officer or Officers, Member or Members, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of or on behalf of the Club. Such authority may be general, or confined to specific instances, but the appointment of any person other than an Officer to acknowledge an instrument in writing shall require a majority vote of the Board of Directors. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of or no behalf of the Club without specifying the Executing Officer, The President or the Vice President, and the Secretary may execute the same.
- B. FINANCIAL LOANS.** No loans shall be contracted on behalf of the club and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an Officer, Director, or Member of the Club other than in the ordinary and usual course of the business of the Club, and on the ordinary and usual terms of payment and security shall be approved by a majority vote of the Board of Directors excluding any Director involved in such transaction and a full and detailed statement off all such transactions and any payments shall be submitted at the next monthly General Membership meeting and the aggregate amount of such transactions less any repayments shall be stated in the next monthly Treasurers report to the Membership.
- C. EQUIPMENT LOANS.** All requests for loan of equipment must be submitted to the Board of Directors. If equipment is loaned out and is broken or damaged, it must be replaced by the person or the club that borrowed it. It shall be the responsibility of the Board of Directors to enforce this provision.

D. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by the Treasurer or President, or Officers designated by the Board of Directors.

E. DEPOSITS. All funds of the Club not otherwise employed shall be deposited in a timely manor to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII. CODE OF CONDUCT All Members must follow rules stated in this code of conduct:

1. Be respectful of other Members and their cars.
2. No fighting, no lewd or obscene behavior, no sexual harassment.

ARTICLE VIII. AMENDMENTS. These By-Laws may be altered, amended, or repealed by the majority vote of the Board of Directors. Amendments to these By-Laws can be made in the following manner:

1. Any five members in good standing may submit a written copy of the proposed amendment to the Club Secretary.
2. The Secretary will then read the proposed amendment at the next Board of Directors meeting.
3. Discussions and motions to amend the proposal will be held at this time.
4. A second reading and vote on the proposal will be held at the second Board of Directors meeting following its presentation to the Secretary.
5. Any amendment to these By-Laws will be mailed and or E-mailed to the General Members upon said amendments adoption.