

NORTHSIDE MUSTANG CAR CLUB, INC. BYLAWS (REVISION MARCH 2, 2020)

Article 1.1- Purpose and Office

Northside Mustang Car Club, Inc. (the Corporation) was organized for the purpose of preserving the classic and late model Ford Mustang automobile in Houston, Texas and surrounding areas. The corporation shall generate, preserve and enhance a sense of community through the creation and sponsorship of programs, activities and services to facilitate interaction, involvement, community pride, responsibility and the sharing of ideas, common interest and resources. This organization is a 501(c)(7) nonprofit club.

1.2- The principle office for the Corporation is located in Montgomery and/or Harris County Texas.

Article 2.1- Membership

Membership in the Northside Mustang Car Club, Inc (NMCC) shall be open to any person interested in promoting the purpose of this club and is current in payment of dues, agrees to abide by the bylaws of the club, and conducts themselves in a manner that does not reflect adversely upon NMCC. Membership in the club shall be open to owners of Mustangs and persons interested in preserving the Mustang hobby.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements for any political campaign) on behalf of any candidate for public office.

Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

2.2- Members may run for an elected board position once they have been an active member in good standing for one (1) year. A Member may be appointed to a vacant position by the Board of Directors after being an active member in good standing for six (6) months. Board members must be an MCA member in good standing.

2.3- Membership in the Northside Mustang Car Club is renewable annually on July 1 considering full payment of club dues. The fiscal year for club memberships is from July 1 to June 30 annually.

2.4- The Board of Directors will suspend membership for non-payment of dues two (2) months after July 1. Upon suspension, the member will not be in good standing nor entitled to any benefits of the club and will lose tenure to run for a board position. Members suspended for nonpayment of dues must make application for new

membership.

2.5- Any member may resign upon written notification to the Secretary and such resignation shall be effective upon receipt by said Secretary provided indebtedness to the club, if any, is paid in full. Proration of membership dues is not permitted.

2.6- The Board of Directors will have summary power by a majority vote at any meeting to suspend, expel or terminate the membership of any member for conduct which violates any local law as well as federal law or places the Corporation in jeopardy of losing its 501(c)(7) status, or in the Board's opinion, disturbs the order, dignity, business or harmony or impairs the good name, popularity, good will, or prosperity of the organization; or which is likely to endanger conduct in violation of these by-laws, and or the rules and regulations, of the club which may be taken at any meeting of such board. The proceedings of the Board of Directors in such matters shall be final and conclusive.

Article 3.1- Meetings of the Members

Meetings of the Northside Mustang Car Club membership shall be held bi-monthly. The Board of Directors shall select a time, place and date for this meeting. Active members in good standing shall be notified of the meeting at least ten (10) days prior to said meeting. If a member gives no email address, notice shall be deemed to have been given if sent by email or other means of communication addressed to the member's last known contact information. Each membership (with membership number) in good standing will be entitled to one vote at any bi-monthly or special membership meeting.

3.2- The annual meeting of the membership of this organization shall be held during the month of March of each year for the purpose of electing executive officers, directors, and for the transaction of any other business authorized to be transacted by members. Each membership number is entitled to one vote in person or by specific absentee ballot and shall have one vote in his/her membership number for this purpose. All voting members must be in good standing and be current in NMCC dues to cast votes in elections. This meeting shall be held at such time, place and date as the Board of Directors shall select.

3.3- At bi-monthly meetings of the club, twenty percent (20%) of voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly. Each member in good standing will be entitled to one vote at any bi-monthly meeting.

3.4- Any special meeting of the membership may be called by a majority (>50%) of the Board of Directors. Any special meeting of the membership may be held at such time, place and date as the Board of Directors select.

3.5- Notice of the annual meeting or any special meeting, stating the time, place and purpose or purposes thereof shall be given each member not less than ten (10) days

nor more than fifty (50) days prior to the meeting, either personally, by mail, or email. This requirement may be waived by the members.

3.6- Special meeting of the membership may be called by the Board of Directors.

Article 4.1- Dues

Dues shall be paid annually as determined in 4.2 and 4.3

4.2- Annual Dues shall be determined by the Board of Directors. The amount of annual dues can only be set once per fiscal year.

4.3- Payment of dues shall be paid within thirty (30) days from July 1 annually. Memberships will be suspended for non-payment of dues at the end of sixty (60) days after billing. Dues for a new member shall be paid with the application for membership.

Article 5.1- Quorum

A quorum for the club shall be the minimum number of members in good standing, with membership numbers, that must be present at any meeting to make the proceedings of the meeting valid.

5.2- At all meetings of the members, twenty percent (20%) of voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

Article 6.1- Organization and Board of Directors

The affairs of the club shall be managed by its Board of Directors, elected by club members in good standing.

6.2- The board will consist of five (5) Officers and four (4) Directors of which all shall be elected by the club membership. The size of the board may be changed by a majority vote of the board members however; the changes can only take effect after approval by twenty percent (20%) of voting members in good standing. Any change in the number of directors will be implemented at the next general election.

6.3- All board members shall be a current member of MCA and NMCC, in good standing.

6.4- A vacancy of any Board member, for any reason, will be filled by a majority vote of the remaining Board members at a Board meeting. Board members thus appointed will hold office only for the unexpired term of the Board member replaced.

6.5- No reduction of the authorized number of Board members will result in removal of any board member prior to the expiration of his/her term of office.

6.6- Elections will be held annually at the March meeting of the general membership. Any member who has been in good standing for one year, and is current on their membership dues, is eligible to run for a board position per the rules set forth in Article 7.1 or be nominated by another member, provided the nominated member meets the

rules in Article 7.1.

6.7- All voting members present, in good standing with a membership number, and current in NMCC dues, may cast a vote in the election. All votes must be received at least one week prior to the meeting. Upon request to the Secretary, a specific absentee ballot will be mailed to the requesting club member in good standing. This absentee ballot can be mailed or emailed to the Secretary and must be received at least one week prior to the meeting.

6.8- Membership numbers shall be assigned for each paid membership. One (1) vote shall be counted per membership number for each voting event.

Article 7.1- Officers

The Officers are elected for a term as determined in Article 7.12.

7.2- To qualify for an officers' position, one must be a member of NMCC for at least one (1) year, in good standing, and be a member of MCA, in good standing.

The Executive Board positions will consist of the following positions: President, Vice President, Secretary, Treasurer, and MCA Regional Director.

7.3- President- The President shall be the principal executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall sign all contracts and other instruments in writing, provided, however, that all contracts and instruments in writing have first been approved by the Board of Directors. The President shall also participate in all official club events and should participate as many peripheral club events as possible.

7.4- Vice President- The Vice President shall perform all the duties of the President in the Presidents' absence, and when so acting shall have all powers and restrictions of the President as set forth in section 7.3. The Vice President shall perform such other duties as from time to time may be prescribed by the Board of Directors and shall attend all club meetings and board meetings. The Vice President shall also participate in all official club events, and should participate as many peripheral club events as possible.

7.5- Secretary- The Secretary shall attend all meetings of the membership and Board of Directors, record the minutes of all meetings, give notice of all meetings to members in the situation where the events coordinator is not able to send out notice of the meeting. The Secretary shall have control of valuable papers and books of the club and shall be at all times subject to the control of the Board of Directors. The Secretary will certify and file amendments and revisions of the by-laws with the official copy kept in the principle office as specified with the Secretary. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary

pro-tempore. The Secretary shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times. The Secretary shall present minutes at each BOD meeting of the previous BOD meeting for approval, and the BOD shall review and vote the minutes approved or approved with amendments. The minutes shall be signed for approval by the Secretary and President at a minimum. The Secretary shall participate at all official club events and should participate as many peripheral club events as possible.

7.6- Treasurer- The Treasurer shall keep a correct accounting of the club's business transactions. The Treasurer shall maintain a current register of members. The Treasurer or designee shall pay the debts of the Corporation upon their maturity and after the Board of Directors' approval; and shall render to the President and Board of Directors an accounting of the corporations' assets and liabilities when they request such information. The information shall include a copy of a financial report at every meeting. The Treasurer shall prepare the annual filings or engage a professional to do so. The Treasurer shall also prepare the annual financial budget and present it to the Board for approval based on a majority vote. The membership will be provided with a copy of the approved annual financial budget.

No obligation, debt, or other liabilities shall be incurred by the Treasurer without specific approval of the Board of Directors. The Treasurer shall also participate at all official club events and should participate as many peripheral club events as possible.

7.7- MCA Regional Director- The MCA Regional Director is responsible for communication with the national offices of the Mustang Club of America, referred to as MCA. This includes preparing all paperwork for and securing MCA event insurance for club activities. This will be an elected position by the membership. This position may be held by any member of the club who meets the qualification for a director specified in article 7.2. The MCA Regional Director shall attend all official club events and at least 2 MCA National Director meetings in each calendar year. The MCA Regional Director should participate in as many peripheral club events as possible.

7.8- Director- A total of three (3) Directors shall be present on the board. The Director is responsible for communication between the membership and Executive Board. The Director shall perform such other duties as from time to time as may be prescribed by the Board of Directors and shall attend all board meetings and club meetings. The Director shall attend all official club events and should participate in as many peripheral club events as possible. This position will have board voting rights.

7.9- Events Director- the Events Director is an elected position who acts on behalf of the Secretary for providing events and meeting notices. The Events Director is responsible for scheduling all general and business meetings, in addition sending out notification of all official and peripheral events. Works with the Secretary to provide notice to members of general and business meetings. The Events Director will locate and schedule the annual club Christmas Dinner at least 4 months prior to December 1. This position may be held by any member of the club who meets the qualification for a

director specified in article 7.2. The Director shall perform such other duties as from time to time may be prescribed by the Board of Directors and shall attend all board meetings and club meetings. The Director shall attend all official club events and should participate as many peripheral club events as possible. This position will have board voting rights.

7.10- No elected officer can be removed from office without a recommendation or charges for removal first being presented in writing to an Executive officer. At a special meeting, as described in Article 3.4, a vote of the membership of twenty percent (20%) of voting members in good standing, excluding the officer charged, or by a unanimous vote by the board of directors (excluding the officer charged), will constitute the decision on whether the charges do or do not have merit. If merit is found, the action to remove the officer will become effective immediately. Any officer may resign at any time by giving the board documented notice of their intention and effective date, which can include any written form such as email from a documented email address, hard copy signed letter, etc. The acceptance of such resignation will not be necessary to make it effective.

7.11- A vacancy of any Board member, for any reason, will be filled by a majority vote of the remaining Board members at a Board meeting. Board members thus appointed will hold office only for the unexpired term of the Board member replaced.

7.12- The Executive officers' terms shall be two (2) year terms and will be staggered to expire on succeeding years. The office of President, Secretary, and MCA Regional Director shall expire in the same year, the office of Vice President and Treasurer shall expire the succeeding year. The Director positions will expire annually. There is no limit to the number of terms the Director can serve. Executive positions will be limited to two consecutive terms.

7.13- Members with at least one-year service from the previous year's term, and being a current active member on the board at the time of the election, will be eligible for the position of President. If no current board member elects to run for President, the Board shall unanimously approve alternate candidates from the membership for the position of President.

8.1- Appointed Positions

The club has numerous support roles to ensure smooth business function of the club. These appointed positions shall be appointed and approved by the board.

8.2- The Board of Directors, by majority vote, may appoint such other representatives, assistants and/or agents as it shall deem necessary, who shall perform such duties as the board determines. Two or more offices may be held by the same person, except that no person shall hold two elective offices. These positions hold no board voting rights. Any representative, assistant and/or agent appointed by the board may be removed by the board.

8.3- Appointed positions shall (as required) complete and present to the board necessary budgets, or business cases, to successfully conduct the committee's tasks and objectives. Preferably, the budgets shall be completed in July to cover the following year's efforts.

8.4- Membership Chairman – the Membership Chairman can be held by two or more positions as co-chairs. The Membership Chairman (or Co-Chairs) is responsible for leading and influencing the Membership Committee to promote and recruit new members. The Membership Chairman should ensure that representatives from the Membership Committee are present at as many official and peripheral events as possible to promote and recruit new members. The Membership Chairman (or Co-Chairs) shall hold at least quarterly meetings with the Membership Committee to review membership renewals and new membership numbers. This position shall also work closely with the Treasurer to ensure proper recording of members in the membership registry. The Membership Chairman will attend all board meetings and provide an update to the board on membership status. This position does not have board voting rights.

8.5- Car Show Chairman – the Car Show Chairman position can be held by two or more positions as co-chairs. The Car Show Chairman (or Co-chairs) shall be responsible for coordinating and leading the Car Show Committee to ensure seamless and smooth car show planning processes are in place for official club car show events (i.e. – parking and registration volunteers, etc.). The Car Show Chairman (or Co-chairs) shall also work closely with the board to plan and coordinate other events (such as AutoRama) with the club's sister MCA clubs as appropriate. The Car Show Chairman shall attend board meetings upon request of the board. This position does not have board voting rights.

8.6- Sponsorship Chairman – the Sponsorship Chairman can be held by two or more individuals as co-chairs. The Sponsorship Chairman (or Co-chairs) shall be responsible for coordinating and motivating the Sponsorship Committee to approach and retain new vendors, in addition to renewing existing vendors for both club sponsorship and specific event sponsorship. The Sponsorship Chairman shall be responsible for maintaining Northside Mustang Car Club Car Sponsorship Procedure, document number NMCC-2 and implementing revisions as necessary. The Sponsorship Chairman (or Co-chairs) shall attend board meetings at least quarterly to provide an update on sponsorships.

8.7- Youth Chairman – the Youth Chairman holds a vital role of the overall club in that this individual provides mentoring for the youth membership who are under 18 years of age. The Youth Chairman will provide a sense of community within the club, in addition to including sister Houston area club's youth members as well. The Youth Chairman will be responsible for organizing at least 1 peripheral club event per quarter that targets the club's youth membership. This role will also include promoting youth participation in all car shows and events, in addition to mentoring on car hobby skills such as car detailing, track events, etc.

8.8- Sergeant at Arms – the Sergeant at Arms is responsible for maintaining order throughout meetings as the President and/or Vice President shall direct. The Sergeant at Arms also checks credentials of any meeting where members are to be the only attendees who vote. The Sergeant at Arms shall also be responsible for maintaining a timekeeping system for the meeting to keep the President and/or Vice President aware of the schedule and time to ensure meetings end on time while covering the full meeting agenda. The Sergeant at Arms shall attend both the board of directors' meetings, and the general/business meetings of the club.

9.1- Board of Director Meetings

The Board of Directors must hold at least six (6) regular meetings during each fiscal year, scheduled at a certain location or held by using any of various accepted telecommunications methods.

9.2- Each board member must be provided with a notice of meetings containing the date, time, place of meeting and agenda at least three (3) days prior to the date of the meeting. Such notice may be in the form of an email. Notice can be waived if the board member signs a waiver of such notice or responds by email. Time must be provided on the agenda for club members to address the board. The agenda must be established at least 3 days prior to the meeting with no changes. New agenda items, inside of three days of the meeting, must be approved at the meeting by majority of the board.

9.3- Special meetings of the Board of Directors for any purpose may be called at any time by the President of the board or by any three (3) board members. At least twenty-four (24) hours written notice of the meeting must be provided to each board member. The Secretary will enter the results of this meeting into the minutes of the club.

9.4- Regular meetings of the board may be held at various locations designated by the board from time to time by vote of the majority of the board members.

9.5- At all meetings of the Board of Directors, a majority of the directors then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

9.6- Board members must notify the President as soon as practical if unable to attend a board meeting. If a board member fails to attend three (3) consecutive regular board meetings without prior notice to the executive board, a majority of the board members present at any board meeting, may remove the board member. It is the responsibility of the executive board to notify the remainder of the board of the pending board member absence.

9.7- Board members will not receive any compensation, fee, or salary for their services as board members. A board member may present for approval and reimbursement of expenses incurred and paid on behalf of the club. Such reimbursements may not

exceed two hundred and fifty dollars (\$250.00) unless prior approval has been given by the board.

9.8 – All board members shall conduct themselves professionally and rationally at all times in front of the club membership and other potential members, in addition to treating all board members and general membership with respect. Any lack of professional or respectful interaction with board members or the membership in board meetings, at events, or meetings shall be grounds for censure or punishment as determined by a majority of the remaining board members, up to and including removal per 2.6.

10.1- Compensation

No board member or club member shall be eligible for compensation with exception of 10.2 and 10.3.

10.2- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, representatives or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The directors shall receive no other compensation.

10.3- Expenditures requiring reimbursement from the treasurer for club funds shall require a valid receipt for a legitimate club related expense. Checks shall not be issued for reimbursement made out to the same person signing the check for approval on the club's behalf. In this instance, the person being reimbursed shall find another authorized board member on the account to sign the check for approval. Any reimbursement of expenditures exceeding \$250 will require the approval and signature of at least two board members.

11.1- Contracts

The Board of Directors may authorize with majority approval any officer or officers, agent or agents of the club, in addition to the representative so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the club, and such authority may be general or confined by specific instances. However, the Board of Directors alone, by majority vote, shall authorize the payment of bills or incurring of any indebtedness, present or future, of an amount in excess of two hundred and fifty dollars (\$250.00), and in no case will such authority be granted until presented to and passed upon by the Board of Directors. Any member not complying with this requirement shall be personally liable for all expense incurred.

12.1- Checks and Drafts

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 such officer or officers, agent or agents of the club and in such a manner as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the Treasurer.

13.1- Indemnification

The membership of the club, the Board of Directors, or its appointees, present or future, will not be held personally liable for any claim, damage, or debt against the club.

14.1- Amendments to By-Laws

The members or board may make, alter, amend and repeal the bylaws of the Corporation at any annual meeting or at a special meeting called for the purpose, at which a quorum (20%) is present by the affirmative vote of the majority of the members present. Any adoption, amendment or repeal of any or all of the by-laws shall then be posted on the NMCC website within thirty (30) days of approval.

15.1- Adoption of new By-Laws

The board may propose to adopt, amend, or repeal the by-laws however; the changes can only take affect after approval by 20% of the voting members in good standing. Any adoption, amendment or repeal of any or all of the by-laws shall then be posted on the NMCC website within thirty (30) days of approval. At least four (4) months must lapse between a meeting at which a proposed repeal is defeated and a new presentation of the same, or substantially the same, repeal.

16.1- Parliamentary Rules

The rules contained in the most current edition of "Robert's Rules of Order" shall govern the club in all cases where they are applicable, and in which they are not inconsistent with these by-laws.

17.1- Dissolution

In the event of the dissolution of the club, no member or officer will be entitled to any proceeds from the sale of any asset or funds held for the benefit of the club membership. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to organizations organized and operated exclusively for charitable, religious, educational and scientific purposes, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

18.1- Club Events

An official club event shall constitute the following annual events:

18.1.1 – Spring Show – annual event conducted in April of each calendar year as an all Ford show hosted by the club's primary sponsor. This show will include a

judged car activity with awards for placement in defined categories as approved by the board at least 60 days prior to the show.

18.1.2 – Fall Show – annual event conducted in October of each calendar year as a Houston area car club competition to challenge area car clubs to our show as a means of generating charity funds for our primary sponsor's charity. This show will include either a people's choice or formally judged car activity with awards for placement in defined categories as approved by the board at least 60 days prior to the show.

18.1.3 – The Spring and Fall Shows defined in 18.2.1 and 18.2.2 shall have the show locations selected and approved by a majority of the board members at least 4 months prior to the event's scheduled date.

18.1.4- All Spring and Fall show expenditures in excess of \$250 will require board majority approval prior to the expenditure being realized.

18.1.5 – Official club event shows shall be planned and executed in accordance with the Northside Mustang Car Club Car Show Planning Procedure, document number NMCC-1, latest revision.

18.1.6 – Official club events shall include a proper and approved business case showing adequate return for the club's charity, for the show investment, prior to any expenditures taking place. The event business case shall require majority approval by the board.

18.1.7 – All board members shall attend, participate, and actively assist in all actions of planning and executing the Spring Show and Fall Show.

18.2 – A peripheral club event shall be defined as any event posted as a documented event on the club's official event Facebook page (examples: high performance driving track events, monthly cruise-in events, parades, etc.). Peripheral club events may or may not be planned and/or executed by the club. Board members are not required to attend all peripheral events but are encouraged to attend if possible.

18.3 – If a peripheral club event includes a car show which is judged, the event shall not be scheduled earlier than 3 months from the proposed date of the event. This provides the club planning activities to ensure proper and adequate sponsorships, optimized spending on the event, and a proper show business case can be realized.

18.4- For overnight cruise events, it is encouraged that at minimum of 4 board members attend and participate to assist with leading the cruise and coordinating the route.

18.5- Any requests for a substantial event (i.e. – MCA National Show, etc.) shall be put to the board for a majority vote. If passed in the board vote, the request shall then be presented to the membership for a vote due to the effort and volunteer effort required by

the membership. A minimum of 20% of the membership shall be required to approve the event as a onetime NMCC official event.

19.1- Sponsorships

Sponsorships for the club shall be conducted in accordance with the Northside Mustang Car Club Car Sponsorship Form, document number NMCC-2, latest revision

19.2- All sponsors must be approved by a majority vote of the board of directors prior to publicly advertising the potential sponsor as an official club sponsor.

19.3- All club members shall respect all sponsors (past, current, and present) and will not post or create negative sponsor feedback in any form publicly or to club members. All concerns with club sponsors will be directed to the Board of Directors in writing by the club member(s), and the Board will liaison with the sponsor and the club member(s) to resolve the concern privately.

The foregoing Bylaws were unanimously adopted by the Directors of the Northside Mustang Car Club, Inc. at a meeting held on the 2nd day of March, 2020.