

BY-LAWS BYLAWS

for the regulation, ~~except as otherwise provided by of~~
MODEL A FORD CLUB OF AMERICA,
~~statute or its Articles of Incorporation, of the~~
A California Non-Profit Mutual Benefit Corporation,
~~except as otherwise provided by statute or its Articles of Incorporation~~

ARTICLE I NAME

The name of this organization shall be ~~the~~ MODEL A FORD CLUB OF AMERICA, ~~Inc.~~ (sometimes hereinafter referred to as "MAFCA" or "Club"), and its principal office shall be in Orange County, California.

ARTICLE II PURPOSES

The purpose of ~~this association~~ MAFCA shall be:

SECTION 1. To serve as a medium of exchange of ideas, information and parts for admirers of the Model A Ford car, and to aid them in their efforts to restore and preserve the car in its original likeness. This Club will exercise general supervision, assistance, direction, and control, to its members in their restoration process.

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 eClub to help these owners become better acquainted, encourage and maintain among its members the spirit of good fellowship, sociality, and fair play through the sponsored activities including the use of the Model A Ford and family participation.

SECTION 3. The ~~association~~ Club shall be non-commercial, non-sectarian, and non-partisan.

ARTICLE III MEMBERS

SECTION 1. Classes of Membership and Rights. The Club shall have two classes of membership – Family Members and Life Member.

(a) Family Member: The eClub is family oriented. The family is defined as a principal plus those persons, including dependents under the age of 21, living in the same household. A family can consist of an individual, an individual acting as a single parent, a couple, married or unmarried; or some combination of persons living together in good faith as a family.

(b) Honorary Life Member: Those deserving special recognition for their dedication to MAFCA through their significant, continuing, and unusual efforts for the betterment of the hobby may be awarded a Honorary Life Membership by the Board of Directors. Each recipient shall receive MAFCA membership for his or her lifetime at no charge. ~~The recipient~~ A Honorary Life Member shall have the same rights as a Family Member.

(c) Rights: A Family Member is entitled to two (2) votes on all matters submitted to the members for decision or action by the members, subject to the provisions of Article V, Section 3(C)(2) of these Bylaws prohibiting cumulative voting for the election of Directors, a one year subscription to the publication known as *The Restorer*, entitling the Family Member to one copy of each edition of The Restorer, two (2) membership cards, a copy of the membership roster (~~at~~ for a reasonable fee if required), notice of the eClub's activities, and the right to participate in eClub competition for awards.

SECTION 2. Requirements:

Requirements for membership shall not insist upon actual possession or ownership of a Model A Ford. Merely ~~an~~ a sincere interest in the objectives of the Club, a desire to take an active part in the Club activities, and an acceptance of its Purposes. An applicant must be of good character as to be of benefit to the Club and its functions and objectives and must

display sincerity of purpose. An applicant for membership must remit the annual dues with his or her application for membership.

SECTION 3. Dues:

(a) The Board of Directors may determine from time to time the amount of initiation fees, if any, and dues payable to the Club by members on an annual basis. The Membership Year shall renew annually on January 1 and dues shall be payable in advance on the 1st day of January ~~each year. New members joining during the calendar year and members currently renewing membership on a date other than January 1 will pay prorated dues as determined by the Board to allow the partial calendar year membership to renew on January 1. Those members, active at the time of adoption of this article, shall have a membership year coincident with the calendar year.~~

(b) Dues shall be payable in advance on the first day of the Membership Year for all members. Payment of such dues shall entitle the member to the rights and privileges for one full year Membership Year as a member.

(c) When any member shall be in default in the payment of dues, his/her membership and rights shall be suspended or terminated in the manner provided in Section 4 of this Article.

SECTION 4. Termination of Membership:

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default of the payment of dues for the period fixed in Article III, Section 3 of these By-laws Bylaws. No member whose membership has been suspended or terminated or who has been declared ineligible or expelled shall have any right to vote or otherwise participate in the business affairs of the Club or receive the benefits thereof.

SECTION 5. Resignation:

Any member may resign by filing a written resignation with the Secretary of the Club and upon the Secretary's receipt of such resignation the resigning member's membership shall be terminated, but such ~~termination resignation and termination~~ shall not relieve the member of the obligation to pay any dues, assessments, or other charges then outstanding and unpaid.

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 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 ~~this corporation~~ the Club is not transferable or assignable.

**ARTICLE IV
MEETING OF MEMBERSHIP**

~~SECTION 1. Annual Membership Meeting:~~

~~_____The Annual Membership Meeting of the Club shall be held between November 15 and January 15 of the following year, the exact date and time thereof to be determined by the Board of Directors.~~

~~SECTION 1. Annual Meetings:~~

~~_____Regular annual meetings of the members shall not be required or held.~~

SECTION 2 ~~4~~2. Special Meetings:

Special meetings of the members may be called either by the President, the Board of Directors, or not less than ~~one tenth~~ five percent (5%) of the members eligible to vote.

SECTION 3 ~~2~~3. Place of Meeting:

The Board of Directors shall designate a time and a place, either in or out of the State of California, as the site for any ~~Annual or~~ Special Membership Meetings.

SECTION 4 ~~3~~3. Notice of Meetings:

Written or printed notice, stating the place, day and hour of any ~~Annual or~~ Special Membership Meeting shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than thirty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. Publication of such information in The Restorer shall constitute such notification. In case of a Special Meeting or when required by statute or by these ~~By-laws~~ Bylaws, the general nature of the business to be transacted purpose for which at the meeting ~~is called~~ shall be stated in the notice. If mailed, the notice of a meeting shall be deemed as delivered on the day on which it is deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Corporation Club with postage thereon prepaid.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. General Powers:

The affairs of the corporation Club shall be managed by its Board of Directors.

SECTION 2. Number and Tenure:

The authorized number of Directors shall be nine, four of whom shall be elected for terms beginning in even-numbered years and five of whom shall be elected for terms beginning in odd-numbered years. Each Director's elected term of office shall be for a two year term commencing upon installation and continuing until a successor shall have been elected and installed. The Board of Directors shall appoint persons to fill any vacancy or unexpired terms thereof.

SECTION 3. Qualification, Nomination, and Elections:

Elections to the Board of Directors shall be by written ballot. The following procedures shall apply:

(A) Qualification of Candidates

To be considered as a Nominee, a candidate must be a MAFCA member in good standing whose membership is not then suspended or terminated, at least 18 years of age, and be familiar with the operations of MAFCA locally, regionally and/or nationally. No candidate shall be eligible for re-election to a third consecutive full term; however, candidates shall be eligible for re-election after at least one year not on the Board. Candidates, other than those running for re-election, shall be requested to provide references as to their qualifications. Each candidate elected will be expected to attend all scheduled Board Meetings.

(B) Nominations

(1) By Board Action

A Nominating Committee shall be appointed prior to April 1 of the year of the election, and shall be approved by the Board of Directors. The Nominating Committee shall consist of a Director who is ineligible or unwilling to run for re-election, as Chairman, and member representatives from differing geographic sections of the continental United States and Canada. The Nominating Committee shall solicit candidates from the membership at large and shall, if required, make further nominations to provide a slate of Nominees greater than the number of openings on the Board. The Nominating Committee shall review and confirm the qualifications of all candidates before including their name on the slate of Nominees, which shall be submitted to the Board of Directors for their approval.

(2) By petition ~~to~~ of the membership

Any qualifying member shall have his or her name included directly on the slate of nominees by submitting a petition to the Board of Directors, signed by one percent (1%) or more of the membership members eligible to vote, and by supplying the qualification information required in sub-paragraph ~~(B-4)~~ (B)(4) of this Section.

(3) By petition to the Board

Any qualifying member may petition the Board to have his or her name placed in nomination. The requirements for the petition to the Board are the same as those to the membership except it is not necessary to secure signatures of one percent (1%) of ~~the MAFCA members eligible to vote~~ of MAFCA.

(4) Documentation

Candidates shall provide ~~(a) a biographical statement of not over 100 words; (b) a black and white photographic likeness of the candidate suitable for publication; and (c) three favorable letters of reference from active members of MAFCA.~~ documentation in accordance with current policy of the Club, which policy shall be provided to any nominee, candidate or member upon written request to the Secretary therefor.

(C) Election

(1) Close of Nominations

The nominations shall be closed on ~~July 1~~ June 18th of the year of the election.

(2) No Cumulative Voting Allowed

Cumulative voting for the election Directors shall not be allowed.

~~(2) (3) Mailing of ballots~~ Election of Directors by Written Ballot

Pursuant to Section 7513(e) of the California Corporations Code, or any comparable successor statute, the election of Directors shall be conducted by written ballot conducted through the mail without a meeting of the members in accordance with the requirements of Section 7513 of the California Corporations Code. The mailing of ballots to ~~the all~~ members eligible to vote during the period of August 1 to August 15 during the third quarter of the year of the election shall be accomplished by order of the Board of Directors, provided, however, that the mailing of ballots shall occur no later than thirty (30) calendar days before the ballot return deadline specified in subparagraph (C)(3) below. All ballots shall be mailed to the members eligible to vote through the United States mail, first-class, postage prepaid.

~~(3) (4) Inspectors of Election - Return and e~~Counting of ~~b~~Ballots

Members shall return the marked ballots to MAFCA in envelopes postmarked no later than October 15 of the year of the election. The Ballots shall be counted by a committee appointed for ~~the this~~ purpose. The committee shall be comprised of one or three persons and shall constitute the inspector(s) of election as defined in Section 7614 of the California Corporations Code or any comparable successor statute. The committee (inspector(s) of election shall have those duties, responsibilities and powers enumerated in Section 7614 of the California Corporations Code. , and the The results shall be verified by the Nominating Committee Chairman. All Ballots shall be kept on file by the Club until installation of those elected for at least one year following the ballot return deadline.

~~(4) (5) Results~~

Immediately after the results of the election have been verified, the Nominating Committee Chairman shall be responsible to notify ~~in writing~~ all candidates of the results. The results shall be read ~~to the membership~~ at the ~~Annual Membership Meeting~~ next ensuing National Awards Banquet.

~~(5) (6) Installation~~

The newly elected Directors shall be installed at the ~~Annual Membership Meeting of the Club,~~ National Awards Banquet which is held in accordance with Article ~~IV~~ V Section ~~4~~ 6 of these bylaws.

~~(6) (7) Waiver of Election~~

If, after the close of nominations, the number of people nominated for election to the Board of Directors is not more than the number of the directors to be elected, the Board of Directors may, without further action, declare that those nominated and qualified to be elected have been elected.

SECTION 4. Regular Meetings:

The Board of Directors may provide by resolution the time and place, either within or without the State of California, for the holding of regular or special meetings of the Board, without other notice than such resolution.

SECTION 5. Special Meetings:

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors. The person or persons authorized to call ~~S~~special Mmeetings of the Board may fix any place, either within or without the State of California, as the place for holding any such ~~S~~special Mmeeting of the Board of Directors called by them.

Section 6. National Awards Banquet:

The National Awards Banquet shall be held between November 15 of the election year and January 15 of the following year, the exact time and location to be determined by the Board of Directors.

SECTION ~~6~~ 7. Notice:

Notice of ~~a Special Meeting~~ all regular and special meetings of the Board of Directors shall be given at least ~~two~~ four days ~~notice previous thereto~~ notice previous thereto prior to the meeting date by a written notice delivered by first-class mail or forty-eight hour notice delivered personally or sent by mail or by telegram, telephone, including a voice messaging system or electronic transmission by the corporation Club to each Director at the address shown for each Director by on the Records of the Corporation Club. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

SECTION ~~7~~ 8. Quorum:

A majority of the 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 ~~d~~Directors are present at said meeting, a majority of the ~~d~~Directors present may adjourn the meeting without further notice.

SECTION ~~8~~ 9. Manner of Acting:

The action of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these ~~By-laws~~ Bylaws.

SECTION ~~9~~ 10. Vacancies:

Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of increase in the number of Directors, ~~shall~~ may be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office. Terms of Directors appointed by reason of increase in the number of Directors shall be consistent with Section 2 of this Article.

SECTION ~~10~~ 11. Compensation:

Directors shall not receive any salaries for their services. No Director, spouse, son or daughter of any Director may be employed by the Club or perform services for the Club for compensation.

SECTION ~~11~~ 12. Removal:

Any member of the Board of Directors may be removed by two-thirds approval of the full Board of Directors whenever such Director's performance is detrimental to the welfare of the Club.

SECTION ~~12~~ 13. Indemnification of Directors and Officers:

Each Director and ~~O~~fficer of the ~~Corporation Club~~ now or hereafter serving as such, shall be indemnified by the ~~Corporation Club~~ against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such Director or ~~O~~fficer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as ~~such a~~ Director or ~~O~~fficer and the ~~Corporation Club~~ shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence. Indemnification by the ~~Corporation Club~~ shall be in accordance with the law and procedures as set forth in Sections 7237 and 7238 of the ~~Non-Profit Corporation Law of the State of California~~ Corporations Code.

SECTION ~~13~~ 14. Insurance:

The ~~corporation Club~~ may purchase and maintain on behalf of any person who is or was a Director, ~~O~~fficer, ~~A~~gent or ~~E~~mployee of the ~~Corporation Club~~, or who is or was serving at the request of the ~~Corporation Club~~ as a Director, ~~O~~fficer, ~~E~~mployee or ~~A~~gent of another ~~C~~orporation, partnership, joint venture, trust or other enterprise, against liability asserted against, and incurred by, said person in any such capacity, or arising out of their status as such, whether or not the ~~Corporation Club~~ would have the express power to indemnify ~~them such persons~~ against such liability under the provisions of ~~the Article of the Non-Profit Corporation Law of the State of the~~ California Corporations Code.

**ARTICLE VI
OFFICERS, DIRECTORS AND STAFF**

SECTION 1. Officers:

The ~~O~~fficers of the ~~corporation Club~~ shall be President, one or more Vice Presidents (number thereof to be determined by the Board of Directors), Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may appoint from time to time, at any meeting duly called under these ~~By-laws~~ Bylaws, such other ~~O~~fficers, including, but not necessarily limited to one or more Assistant Treasurers, and one or more Assistant Secretaries, as it shall deem desirable, such ~~O~~fficers 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. Election. Term of Office:

Officers of the Club shall be elected annually by the Board of Directors, at the ~~regular annual meeting of the Board of Directors~~ National Awards Banquet. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Each such ~~Officer~~ shall hold office until a successor shall have been duly elected by the Board of Directors.

SECTION 3. Removal:

Any ~~Officer~~ or ~~Agent~~ elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, ~~may~~ shall be filled by the Board of Directors in a reasonable and timely manner for the unexpired portion of the term.

SECTION 5. President:

The President shall be the principal executive officer of the corporation Club and shall, in general, supervise and control all of the business and affairs of the corporation Club. He or she shall preside at all ~~M~~meetings of the ~~M~~members and of the Board of Directors. He or she may sign, with the Secretary or any other proper ~~Officer~~ of the corporation Club as 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 cases where signing and execution thereof shall be expressly delegated by the Board of Directors or these By-laws Bylaws or by statute to some other ~~Officer~~ or ~~Agent~~ of the corporation Club; and in general shall perform all duties as may be prescribed by the Board of Directors.

SECTION 6. Vice President:

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President (or in the event there is more than one vice president, the vice presidents in order designated, or in the absence of any designation, then in order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

SECTION 7. Treasurer:

If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of, and be responsible for, all funds and securities of the Corporation Club; receive and give receipt for monies due and payable to the Corporation Club from any source whatsoever, and deposit all such monies in the name of the Corporation Club in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article ~~VII~~ VIII of these By-laws Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Secretary:

The Secretary shall keep ~~M~~minutes of the ~~M~~meetings of the ~~M~~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 Bylaws or as required by law; be custodian of the ~~C~~orporate records and of the Corporate Seal of the Corporation Club, and see that the Corporate Seal of the Corporation Club is affixed to all documents as may be required by law or the Articles of Incorporation or Bylaws of the Club, the execution of which on behalf of the Corporation Club under its Seal is duly authorized in accordance with the provisions of these By-laws Bylaws; keep a register of the ~~P~~ost ~~O~~ffice address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries:

If required by the Board of Directors, the Assistant Treasurers shall give bond 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 Assistant Secretary, in general, shall perform such duties as may be assigned them by the Treasurer, Secretary, President, or Board of Directors.

ARTICLE VII COMMITTEES

SECTION 1. Committees of Directors:

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Committees, each of which shall consist 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; but the designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it 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 Club may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be MAFCA members and the President 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 Club shall be served by such removal.

SECTION 3. Term of Office:

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

SECTION 4. Committee Chairman:

One member of each committee shall be appointed Chairman.

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 Bylaws or with such rules and policies as may be adopted by the Board of Directors from time to time.

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 Club, in addition to the officers so authorized by these By-laws Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation Club 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 evidences of indebtedness issued in the name of the corporation Club shall be signed by such officer or officers, agent or agents of the corporation Club 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 ~~t~~Treasurer or an ~~a~~Assistant ~~t~~Treasurer, and countersigned by the ~~p~~President or a ~~v~~Vice ~~p~~President of the ~~corporation~~ Club.

SECTION 3. Deposits

All funds of the ~~corporation~~ Club shall be deposited from time to time to the credit of the ~~corporation~~ Club in such banks, trust companies, or other depositories as the Board of Directors may select from time to time.

SECTION 4. Gifts:

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

ARTICLE IX CHAPTERS

SECTION 1. Charter:

A Charter shall be granted by the Board of Directors of the Model A Ford Club of America, ~~Inc.~~ (MAFCA) to each prospective chapter that meets all requirements to form said chapter.

SECTION 2. Membership:

The ~~O~~fficers and governing body of each Chapter shall be MAFCA members. Each chapter shall regularly publicize and encourage support of all MAFCA policies and programs. Each chapter shall strongly advocate that all its members be MAFCA members. MAFCA membership shall not, however, be a prerequisite to membership in a chapter unless that chapter's by-laws bylaws requires MAFCA membership.

SECTION 3. New Chapter Registration:

Application for a charter shall be made to the Board of Directors of MAFCA in the form of a petition, which shall be duly signed by a minimum of five (5) persons who are members of the MAFCA but not of the same family membership as defined in Article III (Members).

SECTION 3A. Annual Chapter Registration:

MAFCA requires that each Chapter complete and return to the MAFCA Office an Annual Registration Form. As a minimum requirement, the form shall contain the names of the President and four additional members of MAFCA, but not of the same family membership as defined in Article III (Members).

SECTION 4. Revocation of Charter:

Any Chapter may have its ~~e~~Charter revoked by the Board of Directors of MAFCA for failure to conform to the purposes as stated in Article II of these By-laws Bylaws, failure to have meetings at least once per year, or failure to maintain annual contact with MAFCA. If a Charter is revoked, and a Chapter dissolved, the Board of Directors of MAFCA must provide 30 days written notice to the affected Chapter of a scheduled hearing date. If as a result of the hearing, the Board and Chapter are unable to resolve the issues, the dissolution of the Chapter shall then become final.

ARTICLE X REGIONS

SECTION 1. Definition:

A Region shall consist of a minimum of five (5) chartered Chapters, representing a defined geographic area which shall not coincide nor interfere with any other Region's boundaries.

SECTION 2. Charter:

Upon affirmative action by the Board of Directors of MAFCA, a ~~e~~Charter shall be granted to each prospective Region submitting a petition and meeting the requirements prescribed in these By-laws Bylaws.

SECTION 3. Application:

Application for recognition as a Region shall be made to the Board of Directors of MAFCA in the form of a petition signed by a minimum of five (5) Officers and/or members, all of whom are MAFCA members, from each Chapter requesting affiliation with the prospective Region.

SECTION 4. Requirements:

The Officers and governing body of each Region shall be MAFCA members. Each Region shall regularly publicize and encourage support of all MAFCA policies and programs. Each Region shall strongly advocate that all its members be a MAFCA member; however, MAFCA membership shall not be a prerequisite to membership in a Region. Regions shall remain subservient to the desires of the majority of the Chapters affiliated with the Region.

SECTION 5. Changes:

Any additions or terminations of Chapters affiliated with a Region shall be reported by the Region to the Board of Directors of MAFCA within 30 days of such additions or terminations. Said notice shall be duly signed by at least five (5) Officers and/or members of the Region including at least one from the affected Chapter.

SECTION 6. Revocation of Charter:

Any Region may have its charter revoked by the Board of Directors of MAFCA for failure to conform to the purposes as stated in Article II of these By-laws Bylaws, failure to maintain the requirements, or failure to maintain annual contact with MAFCA. If a Charter is to be revoked, and a Region dissolved, the Board of Directors must provide 30 days written notice to the affected Region of a scheduled hearing date. If, as a result of the hearing, the Board and Region are unable to resolve the issues, the dissolution shall then become final.

**ARTICLE XI
SPECIAL INTEREST GROUPS**

SECTION 1. Definition:

A Special Interest Group shall consist of a group of chartered Model A hobbyists organized in an undefined geographic area who share a common interest in a particular Model A Body Style or Model A interest.

SECTION 2. Charter

Upon affirmative action by the Board of Directors of MAFCA, a Charter shall be granted to each prospective Special Interest Group submitting a petition and meeting the requirements prescribed in these By-laws Bylaws. The Officers and Governing Bbody of each Special Interest Group shall be MAFCA members. Each Special Interest Group shall regularly publicize and encourage support of all MAFCA policies and programs. Each Special Interest Group shall strongly advocate that all its members be MAFCA members. MAFCA membership shall not, however, be a prerequisite to membership in a Special Interest Group.

**ARTICLE XII
THE CERTIFICATES OF MEMBERSHIP**

SECTION 1. Certificates of Membership:

The Board of Directors of MAFCA may provide for the issuance of certificates evidencing membership in ~~the corporation~~ MAFCA, which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of ~~the corporation~~ MAFCA. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors of MAFCA may determine.

SECTION 2. Issuance of Certificates:

When a member has been elected or admitted to membership and has paid any initiation fee and dues that may be required, a Certificate of Membership shall be issued in his or her name and delivered to said member by the Secretary if the Board of Directors of MAFCA shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

**ARTICLE XIII
BOOKS AND RECORDS**

The ~~corporation~~ Club shall keep correct and complete books and records of accounts 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 of the Club a record giving the names and addresses of the members entitled to vote. All Books and records of the ~~corporation~~ Club may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XIV
FISCAL YEAR**

The fiscal year of the ~~corporation~~ Club shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE XV
SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the ~~corporation~~ Club and the date of incorporation.

**ARTICLE XVI
AMENDMENTS TO BYLAWS**

SECTION 1. Proposal by Board of Directors:

A proposed amendment to ~~the By-laws these~~ Bylaws may be submitted by the Board of Directors to the membership, who will vote on the proposed amendment by mailed written ballot. If the proposed amendment receives is approved by a majority of the votes of the membership votes cast, it shall be deemed adopted and approved and incorporated in the ~~By-laws~~ Bylaws of the ~~Corporation~~ Club.

SECTION 2. Proposal by Membership:

A proposed amendment to the ~~By-laws~~ Bylaws may be submitted to the Board of Directors by means of a petition signed by at least ~~4%~~ four percent (4%) of the total active membership as of the 31st day of December preceding the date of the submission of the petition to the Board of Directors. The Board of Directors must then submit the proposed amendment to the membership for ~~their~~ vote by the members not later than the next regular annual election which occurs ninety (90) days following submission. The membership will vote on the proposed amendment by mailed written ballot. If the proposed amendment receives is approved by a majority of the membership votes cast, it shall be deemed adopted and approved incorporated in the ~~By-laws~~ Bylaws of the ~~Corporation~~ Club.

Articles of Incorporation Filed with the
California ~~Department~~ Secretary of State:
October 21, 1957

BYLAWS AMENDED:

- | | | |
|----------------------|-------------------|-------------------|
| December 30, 1957 | December 3, 1977 | December 3, 1992 |
| December 6, 1959 | December 1, 1979 | December 5, 1994 |
| June 17, 1962 | November 15, 1980 | December 7, 1996 |
| December 8, 1963 | December 3, 1983 | December 5, 2003 |
| December 6, 1969 | December 5, 1987 | December 14, 2006 |
| <u>XXXX XX, XXXX</u> | | |