

BY-LAWS

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

ARTICLE I NAME

The name of this organization shall be the MODEL A FORD CLUB OF AMERICA, and its principal office shall be in Orange County, California.

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 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 club 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 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 Members.

(a) Family Member: The club 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) 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 Life Membership by the Board of Directors. Each recipient shall receive MAFCA membership for his or her lifetime at no charge. The recipient shall have the same rights as a Family Member.

(c) Rights: A Family Member is entitled to two (2) votes, a one year subscription to the publication known as *The Restorer*, two (2) membership cards, a copy of the membership roster (at a fee if required), notice of the club's activities, and the right to participate in club competition for awards.

SECTION 2. Requirements:

Requirements for membership shall not insist upon actual possession of a Model A Ford. Merely an interest in the objectives of the Club, a desire to take an active part in the Club activities, and an acceptance of its Purpose. 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 application.

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 as a member.

(c) When any member shall be in default in the payment of dues, his/her membership and rights shall be 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.

SECTION 5. Resignation:

Any member may resign by filing a written resignation with the Secretary, but such termination shall not relieve the member of the obligation to pay any dues, assessments, or other charges 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 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 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 of the members.

SECTION 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. 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, 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 notification. In case of a Special Meeting or when required by statute or by these By-laws, the purpose for which 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 address as it appears on the records of the Corporation with postage thereon prepaid.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. General Powers:

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

SECTION 2. Number and Tenure:

The number of Directors shall be nine, four of whom shall be elected for terms beginning in even-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 and unexpired terms.

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, 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 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 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 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 of the membership, and by supplying the qualification information required in sub-paragraph (B.4) of this Section.

(3) By petition to the Board

Any 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 of the membership 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.

(C) Election

(1) Close of Nominations

The nominations shall be closed on July 1 of the year of the election.

(2) Mailing of ballots

The mailing of ballots to the members during the period of August 1 to August 15 of the year of the election shall be accomplished by order of the Board of Directors.

(3) Return and counting of ballots

Members shall return the marked ballots to MAFCA postmarked no later than October 15 of the year of the election. Ballots shall be counted by a committee appointed for the purpose, and the results verified by the Committee Chairman. Ballots shall be kept on file until installation of those elected.

(4) Results

Immediately after the results 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.

(5) Installation

The newly elected Directors shall be installed at the Annual Membership Meeting of the Club, which is held in accordance with Article IV Section 1 of these bylaws.

(6) Waiver of Election

If, after the close of nominations, the number of people nominated for the Board 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 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 Special Meetings of the Board may fix any place, either within or without the State of California, as the place for holding any such Special Meeting of the Board of Directors called by them.

SECTION 6. Notice:

Notice of a Special Meeting of the Board of Directors shall be given at least two days previous thereto by a written notice delivered personally or sent by mail or by telegram to each Director at the address shown by the Records of the Corporation. 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. 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 directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

SECTION 8. 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.

SECTION 9. 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 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. 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. 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. Indemnification of Directors and Officers:

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him 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 own willful misconduct or gross negligence. Indemnification by the Corporation 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.

SECTION 13. Insurance:

The corporation may purchase and maintain on behalf of any person who is or was a Director, Officer, Agent or Employee of the Corporation, or who is or was serving at the request of the

Corporation as a Director, Officer, Employee or Agent of another Corporation, 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 would have the express power to indemnify them against such liability under provisions of the Article of the Non-Profit Corporation Law of the State of California.

ARTICLE VI OFFICERS, DIRECTORS AND STAFF

SECTION 1. Officers:

The Officers of the corporation 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, such other Officers, including, but not necessarily limited to one or more Assistant Treasurers, and one or more Assistant Secretaries, 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. 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. 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.

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 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 be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. 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 shall preside at all Meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper Officer of the corporation 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 or by statute to some other Officer or Agent of the corporation; 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 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 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 duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; 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 Minutes of the Meetings of the Members and of the Board - 7 - 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 the provisions of these By-laws; keep a register of the Post Office 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 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 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 shall be served by such removal.

SECTION 3. Term of Office:

Each member of a committee shall continue as such until he/she is re-appointed or 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 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 or with rules adopted by the Board of Directors.

**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 evidences 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.

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.

ARTICLE IX CHAPTERS

SECTION 1. Charter:

A Charter shall be granted by the Board of Directors of the Model A Ford Club of America (hereinafter called the National Club) to each prospective chapter that meets all requirements to form said chapter.

SECTION 2. Membership:

The Officers 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.

SECTION 3. Application:

Application for formation of a Chapter shall be made to the Board of Directors of the National Club in the form of a petition, which shall be duly signed by a minimum of five (5) persons who are members of the National Club.

SECTION 4. Revocation of Charter:

Any Chapter may have its charter revoked by the Board of Directors of the National Club for failure to conform to the purposes as stated in Article II of these By-laws, failure to have meetings at least once per year, or failure to maintain annual contact with the National Club. If a Charter is revoked, and a Chapter dissolved, the Board of Directors of the National Club 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 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, a charter shall be granted to each prospective Region submitting a petition and meeting the requirements prescribed in these By-laws.

SECTION 3. Application:

Application for recognition as a Region shall be made to the Board of Directors 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 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 for failure to conform to the purposes as stated in Article II of these By-laws, 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, a charter shall be granted to each prospective Special Interest Group submitting a petition and meeting the requirements prescribed in these By-laws. The Officers and Governing Body 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 may provide for the issuance of certificates evidencing membership in the corporation, 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. 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 may determine.

SECTION 2. Issuance of Certificates:

When a member has been elected to membership and has paid any initiation fee and dues that may be required, a Certificate of Membership shall be issued in his name and delivered to said member by the Secretary if the Board of Directors 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 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 any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIV FISCAL YEAR

The fiscal year of the corporation 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 and the date of incorporation.

ARTICLE XVI AMENDMENTS TO BYLAWS

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 by mail ballot. If the proposed amendment receives a majority of the votes, it shall be incorporated in the By-laws of the Corporation.

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 4% percent 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 not later than the next regular annual election which occurs ninety (90) days following submission. The membership will vote on the proposed amendment by mail ballot. If the proposed amendment receives a majority of the votes cast, it shall be incorporated in the By-laws of the Corporation.

Filed with the
California Department of State
October 21, 1957

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	