

IMPORTANT NOTICE TO MAFCA MEMBERS

Proposal to Amend the Articles of Incorporation and Bylaws

Articles of Incorporation

In August and September of 2002, MAFCA's operations were audited by the Internal Revenue Service. The audit disclosed several accounting issues that needed to be handled differently as well as some organizational issues that needed to be updated. The accounting issues were of concern to the Board of Directors and a decision was made to engage the services of a tax attorney to represent the club should the IRS make a claim against us. Subsequent discussions between the attorney and the IRS auditor has resulted in the attorney being advised that the auditor has recommended a "no change" letter be issued. As of this date, late July, such a letter has not been received.

One area of concern expressed by the IRS was that our Articles of Incorporation, written in 1957, were outdated, did not reflect the current law in California, nor did they accurately reflect MAFCA's operations today. The attorney strongly recommended that we update this document to reflect current law affecting tax exempt organizations and the Board agrees.

The following discussion summarizes the revisions:

1. All references to the initial formation of the corporation from the unincorporated association in 1957 have been removed as they are no longer applicable to MAFCA's current operations.
2. References to California corporate law under which MAFCA will be governed are updated.
3. The county where our office is located is corrected.
4. The description of the Board of Directors is updated.
5. An article indemnifying the Board of Directors from all liability for monetary damages while serving on the Board has been added. Although, this issue is primarily a concern for the technical director, who in the performance of his duties provides recommendations and advice on methods and procedures for the repair and/or maintenance of member's cars, all officers, directors, and agents need the protection afforded by this article. The coverage provided by the new articles does not exceed the coverage already existing in the Bylaws of MAFCA.
6. The description of the membership classes is revised to reflect current policy and to eliminate outdated classifications.

Bylaws

The current Bylaws Article on Members does not conform to the original Articles of Incorporation and requires several wording changes to reflect the proposed revisions to the Articles of Incorporation, as well as to clarify and update the existing membership definitions.

The revisions proposed to both the Articles of Incorporation and Bylaws are shown with the old wording lined out and the proposed wording in bold type. Ballots to vote on these changes to the Articles of Incorporation and Bylaws will be included in the renewal and director election package sent to all members in mid-August. Ballots must be postmarked by October 15, 2003 in order to be counted. Results will be announced at the Annual Membership Meeting on December 4, 2003 in Dallas, Texas.

The Board of Directors recommends approval of the proposed changes.

2003 MAFCA Board of Directors

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION OF MODEL A FORD CLUB OF AMERICA

The undersigned certify that:

1. They are the president and secretary respectively of Model A Ford Club of America, a California non-profit corporation.

**THE ARTICLES OF INCORPORATION
OF THIS CORPORATION ARE AMENDED AND RESTATED TO
READ AS FOLLOWS:**

~~ARTICLES OF INCORPORATION OF THE MODEL A FORD CLUB OF AMERICA~~

~~KNOW ALL MEN BY THESE PRESENTS:~~

~~That we, the undersigned, James N. Ryner, John L. Gold, John F. Wedberg, Walter E. Joyce and Claude Grow, have this day voluntarily associated ourselves together for the purpose of forming a corporation pursuant to the General Non-Profit Corporation Law of the State of California.~~

~~AND WE DO HEREBY CERTIFY:~~

~~First: That the name of the corporation is
"THE MODEL A FORD CLUB OF AMERICA."~~

**First: The name of the corporation is:
"Model A Ford Club of America."**

~~Second: That the corporation is formed pursuant to the General Non-profit Corporation Law of the State of California, and the purpose for which it is formed is as follows:~~

~~(a) To promote the interest of the public in the preservation and restoration of Model A Ford automobiles.~~

Second: This corporation elects to be governed by the Mutual Benefit Corporation Law as set forth in section 9913(b) of the Corporations Code of the State of California, as amended from time to time.

Third: The purpose of this corporation is to promote the interest of the public in the preservation and restoration of Model A Ford automobiles.

~~Third: The corporation shall not engage in business with a view of making profits directly or indirectly and does not contemplate a distribution of gain, profits or dividends to the members thereof.~~

~~Fourth: The county in this State where the principal office for the transaction of business of the corporation shall be the County of Los Angeles.~~

Fourth: The corporation shall maintain its principal office in the County of Orange.

~~Fifth: That the MODEL A FORD CLUB OF AMERICA is an unincorporated association, and it is incorporating under these Articles, and the members of the unincorporated association shall be the members of this corporation; that the Officers and Executive Board now existing for the unincorporated association shall be the officers and Executive Board of the incorporated association.~~

(Continued on next page)

~~Sixth: That the Board of Directors of this corporation shall not be less than five in number. That the number of persons and their qualification to act upon the Board of Directors may be changed from time to time by amendment to the By-laws but which in no event shall be less than three.~~

Fifth: The affairs of this corporation shall be managed by its Board of Directors. The Board of Directors shall be not less than seven in number. The number of persons and their qualifications to act upon the Board of Directors shall be set forth in the By-laws, as amended from time to time.

Sixth: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Corporations Code section 7231 and section 7231.5, et seq. as amended from time to time. The corporation shall also provide indemnification of corporate officers and agents to the fullest extent permissible in accordance with the provisions of section 7237, et seq. of the Corporations Code as amended from time to time.

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

~~Eighth: There shall be only three classes of memberships in this association, and any person interested in the objects for which this association is organized may become a member in the manner and by payment of dues prescribed in the By-laws of the association. The three classes of memberships shall be Active Members, who shall have the right to vote at all meetings of club members; Associate Members, who shall not be entitled to vote at any meetings of the association; and Family Members, family memberships being issued to the immediate members of a family of an Active Member only and Family Members shall be entitled to vote if over the age of eighteen (18) years.~~

Seventh: There shall be two classes of members in the corporation. Any person or family interested in the objectives and purposes for which this corporation is organized may become a member in the manner and by payment of dues prescribed in the By-laws of the corporation. The two classes of membership are: Family Members and Life Members. Family Members are defined in the By-laws of the corporation. Each Family Member shall have the right to cast two votes at all meetings and elections where a vote of the members is required. Life Members are Family Members that have been awarded Life Membership by the Board of Directors. Life Members have the same rights, including voting rights, as Family Members except that they are not required to pay annual dues.

~~Ninth: That the By-laws of the unincorporated "THE MODEL A-FORD CLUB OF AMERICA" shall be the By-laws of this corporation.~~

~~Tenth: That the dues and assessments of the membership of this corporation shall be in such sum as may be authorized by the By-laws of this corporation and may be changed from time to time by amendment to the By-laws.~~

~~Eleventh: The names and addresses of the five persons who are to act in the capacity of directors until the selection of their successors are:~~

Name	Address
James N. Ryner	— 4322 Radnor Ave., Lakewood, Calif.
John L. Gold	10242 Kauffman Ave., South Gate, Calif.
John F. Wedberg	— 1405 Greenfield Ave., Los Angeles 24, Calif.
Walter E. Joyee	— 1120 Ninth St., Manhattan Beach, Calif.
Claude Grow	— 728 Dale St., Glendale, Calif.

~~Twelfth: That this corporation is a non stock and non profit organization. That all the property of this corporation is irrevocably dedicated to the purposes set forth in these Articles; and, upon the liquidation or abandonment of this corporation, none of the property of the corporation shall inure to the benefit of any private person except a fund or foundation organized and operated for educational, charitable or eleemosynary purposes.~~

Eighth: All property of this corporation is irrevocably dedicated to the purposes set forth in these Articles. Upon the liquidation of this corporation, none of the property of the corporation shall inure to the benefit of any private person except a fund or foundation organized and operated for educational or charitable purposes.

2. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the required vote.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

George Tynan, President

VaughnCille Weidner, Secretary

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### PROPOSED BYLAWS CHANGE

#### ARTICLE III MEMBERS

~~SECTION 1. Classes of Membership & and Voting Rights, Dues and Qualifications:~~

The Club shall have ~~one~~ **two** classes of membership - ~~namely Active Family Members and Life memberships Members.~~

a) ~~Defined:~~ **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, ~~if in reasonable numbers.~~

e) b) ~~Life Memberships 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 ~~an active a Family Member. member.~~

c) ~~(b) Rights: An active membership~~ **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 ~~prizes awards.~~