

BYLAWS
of the
**INLAND EMPIRE REGIONAL GROUP OF
EARLY FORD V-8 CLUB OF AMERICA**
AMENDED as of September 28, 2013

ARTICLE I

PURPOSE AND CLASSIFICATION

Section 1. The general purpose of this Club, incorporated as a nonprofit society, and hereinafter called the Inland Empire Regional Group, shall be to preserve and authentically maintain Ford motor cars of the years 1932 through 1953 inclusive, and to serve as an accurate and technical source of information concerning these automobiles for the benefit of its members as well as the general public.

Section 2. In order to facilitate the general purposes, automobiles shall be classified in the following categories.

(A) FORD V-8. This classification shall include all authentic (see section 4 of Article 1 of the Bylaws of the Early Ford V-8 Club of America amended as of January 2013) 1932 through 1953 Ford Motor Company vehicles bearing the name "Ford", and being powered by the factory production flat cylinder-head V-8 engine.

(B) FACTORY VEHICLE. This classification shall include all authentic (see section 4 of Article 1 of the Bylaws of the Early Ford V-8 Club of America amended as of January 2013) 1932 through 1953 Ford Motor Company vehicles which do not bear the name "Ford". Lincoln and Mercury automobiles are included as "Factory Vehicles" as well as the four and six-cylinder Fords of these all-inclusive years, and foreign automobiles of Ford manufacture.

(C) SPECIAL INTEREST CAR. This classification shall include any vehicle utilizing a chassis manufactured by the Ford Motor Company during the era from 1932 until 1953, and incorporating a body which was of unique design, outstanding features, or unusual factory custom styling.

(D) AN APPRECIATION OF CARS IN ABOVE CLASSIFICATIONS (Ownership is not required.)

Section 3. Members in good standing with the National Club are allowed to hold office, vote, and tour in the local Club as they so deem.

ARTICLE II

CORPORATE SEAL AND OFFICIAL EMBLEM

Section 1. The Corporation shall have a common seal consisting of a circle having within its circumference the words: "EARLY FORD V-8 CLUB OF AMERICA, INCORPORATED June 7, 1972."

Section 2. The official emblem of the National Club shall consist of a circle with a facsimile of the 1933 Ford V-8 emblem centered therein, with "THE EARLY FORD V-8 CLUB OF AMERICA" inscribed just inside the circumference in lettering of a particular style as previously adopted by the Board of Directors.

(A) The official club emblem may be used and displayed by any member in good standing.

ARTICLE III
PERSONAL LIABILITY

Section 1. Neither the members of the Corporation, the Board of Directors, nor officers, present or future, shall be held personally liable for any claim, damage, or debt against the Corporation or its members.

Section 2. No member of this nonprofit corporation shall have the right to individual proceeds of the Club assets or property.

ARTICLE IV
OFFICERS

Section 1. Type of officers of this Club shall be President, Vice-President, Secretary, and Treasurer. Officers shall serve for one year or until their successors are elected.

- (A) Nominees for the offices of President, Vice-President, Secretary, and Treasurer must be Active Members in good standing.
- (B) Nominees for offices must be members of the Inland Empire Regional Group of Early Ford V-8 Club of America.
- (C) Officers shall be elected by the membership of the Inland Empire Regional Group.

Section 2. Removal and resignation: Any officer may be removed for cause by a three-fourths majority vote of the Directors at the time in office, at a regular or special meeting of the Board of Directors, and in the case of committee persons chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, or by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Article IX, Section 2, of these Bylaws as pertains to the Board of Directors.

Section 4. Succession: No officer of this Club shall hold the same office more than three consecutive terms.

Section 5. All immediate past Presidents shall become regular members of the Board of Directors for a term of one (1) year. Said directorship shall commence on January 1st or after the election of a new President, and end one year later on December 31st.

Section 6. All officers shall have the right to vote with the assembly and to debate questions the same as any other member, except that the President shall vote only to break a tie vote of the members.

ARTICLE V

DUTIES OF OFFICERS

Section 1. PRESIDENT – The President shall be the Chief 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. He/she shall preside at all meetings of the members and at all meetings 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 must first be approved by the Board of Directors.

Section 2. VICE-PRESIDENT – The Vice-President shall perform all the duties of the President in his/her absence, and when so acting shall have all the powers and restrictions of the President as set forth in Section 1. 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 their meetings. The Vice-President is Chairman of the Tour Committee.

Section 3. SECRETARY – The Secretary shall attend all meetings of the general membership and all meetings of the Board of Directors, and shall record the minutes of all meetings in a legible manner, including the actions taken during that meeting, and provide copies for distribution. The Secretary shall insure the minutes and other files are preserved in a secure place in an orderly and permanent manner. The Secretary shall provide a copy of the minutes from the prior meeting for approval by the general membership. The Secretary shall note the actions taken by the club on all correspondence and communications, and maintain a file of such documents not the responsibility of another officer. The Secretary shall conduct all correspondence for the club and present communications to the membership, except as included within the responsibility of another officer. The Secretary shall forward all bills received to the Treasurer in a timely manner. The Secretary shall assure that the club directory is published annually in a timely manner, and that the quality and completeness of that document is maintained. In the absence of the Secretary from any meeting of the general membership or the Board of Directors, the presiding officer shall appoint a Secretary Pro-Tempore.

Section 4. TREASURER – The Treasurer shall attend all meetings of the members and Board of Directors. The Treasurer shall keep a correct accounting of the Club's business transactions. He/she shall deposit all monies and other assets in the Corporation depository as may be designated by the Board of Directors, and shall render to the President and Board of Directors an accounting of the Corporation's assets and liabilities when they request such information. No obligation, debt, or other liabilities shall incurred by the Treasurer without specific approval of the Board of Directions. The Treasurer shall maintain a copy of the current Bylaws, and record all amendments, along with the date of enactment, at the proper article of the amended document.

ARTICLE VI

MEMBERSHIP

Section 1. There shall be four classes of membership of this Club as follows:

- (A) ACTIVE MEMBER** – Any person interested in promoting the purpose of this Club and upon having paid dues to the Inland Empire Regional Group for the current year. Active members are entitled to all Club privileges, including the right to vote and hold office within the general membership and the Board of Directors if elected.
- (B) ACTIVE JOINT MEMBERSHIP** – Both husband and wife are entitled to all Club privileges, including the right to vote and hold office within the general membership and the Board of Directors if elected.

- (C) **PAID LIFE MEMBER** – Any member, upon submission of a onetime payment of ten times their current annual dues, shall become a Paid Life Member, as per Article XV of the Bylaws.
- (D) **CHARTER MEMBER** – A person who became affiliated with this Club on or before June 7, 1972.
- (E) **GOLDEN MEMBER** – Golden Member candidates are identified by a nominating committee with inputs from the general membership and from the Board of Directors. Golden Member candidates must have been a club member for at least 15 years. The nominating committee analyzes each Golden Member candidate according to a point system – a total of 100 points must be awarded to qualify. A Golden Member candidate must be accepted by a majority vote of the Board of Directors.

Section 2. APPLICATION: Application for Inland Empire Regional Group membership shall be in writing, filed with the Secretary/Treasurer, and accompanied by dues for the current year.

Section 3. SUSPENSION, EXPULSION, REINSTATEMENT BY THE SECRETARY/TREASURER: Any members may be suspended by the Secretary/Treasurer for nonpayment of dues. Dues are considered delinquent if not paid by 31 January. Upon payment of full dues for twelve months, a member suspended for nonpayment of dues shall automatically be reinstated.

Section 4. SUSPENSION, EXPULSION, REINSTATEMENT BY BOARD OF DIRECTORS: The Board of Directors shall have summary power by vote of a majority of its members, to suspend or to expel and terminate the membership of any member for conduct which in its 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 the welfare, interest, or character of the organization, or for nonpayment of dues, or for any conduct in violation of these Bylaws or of the rules and regulations of the Club which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A three-fourths affirmative vote of all members of the Board of Directors present any regularly-called meeting shall be required to pass upon such reinstatement. Life members may be suspended, expelled or reinstated, in the same manner as other members.

Section 5. GENERAL: Upon the resignation, suspension, expulsion, or death of a member his rights and privileges as a member of this Club shall cease.

Section 6. NATIONAL MEMBERSHIP: Membership in the National Club shall be required to maintain membership in the Regional Group.

ARTICLE VII

MEETING OF THE MEMBERS

Section 1. QUORUM: At all general membership meetings of the club, 50 members in good standing shall constitute a quorum entitled to conduct legal business for the club.

Section 2. PROCEDURE: Each voting member in good standing shall be entitled to one vote at any meeting.

ARTICLE VIII
CORPORATE POWERS

Section 1. The Corporate Powers of the Club shall be vested in a Board who shall be active voting members in good standing. A simple majority constitutes a quorum for the transaction of business.

ARTICLE IX
BOARD OF DIRECTORS

Section 1. The Board of Directors of the Regional Club shall consist of officers, Past Presidents, Swap Meet Manager, and four active members at large. The Nominating Committee shall certify the qualifications of the prospective candidates. The term of office shall be one (1) year from and after election or until a successor shall be elected.

Section 2. VACANCIES: A vacancy shall be deemed to exist in the case of death, resignation, or removal of any Director, or if the authorized number of Directors be increased by amendment of these Bylaws and the Articles of Incorporation. A vacancy or vacancies shall be filled by nominations at a general membership meeting, with a normal voting procedure. If no nomination is received, the President shall appoint a candidate, subject to approval by the general membership. Such member (or members) so elected shall hold office for the term of the Director he replaces, and until his successor is qualified and elected.

Section 3. NOMINATING COMMITTEE: The Nominating Committee shall be appointed by the President and shall prepare a ballot from the active membership. The Nominating Committee will certify the qualifications of the prospective candidates before placing his/her name on the ballot.

Section 4. PLACE OF MEETING: Regular meetings of the Board of Directors shall be held at any place designated by consent of a majority of the Board.

Section 5. REGULAR MEETING: The Board of Directors shall hold at least four (4) regular meetings during each fiscal year.

Section 6. SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose may be called at any time by the president or by any two (2) Directors, on notice of each Director of such a meeting.

Section 7. NOTICE: Notice of the time and place of regular and special meetings of the Board of Directors shall be posted in the monthly meeting minutes, and/or the monthly club newsletter, and/or by verbal announcement during the regular monthly general membership meeting. Notice shall be given at least ten days prior to and not more than thirty days prior to the scheduled meeting whenever reasonably possible.

Section 8. WAIVER OF NOTICE: The business transacted at a special meeting of the Board of Directors however called and notified or wherever held, shall be valid as though transacted at a regular meeting duly held after regular call and notice, if a quorum be present, and provided that the Directors absent either sign a waiver of notice prior to such meetings or approve the minutes of the special meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made parts of the minutes of the meeting.

Section 9. QUORUM: A simple majority of the members of the Board of Directors and/or officers shall be necessary to constitute a quorum.

Section 10. ADJOURNMENT: A quorum of the Directors or officers may adjourn any Directors' meeting, to meet again at a stated time, place, and hour, provided however, that in the absence of a

quorum, the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 11. ATTENDANCE: Directors shall notify the president as soon as practicable if unable to attend a Directors' meeting.

Section 12. FEES AND COMPENSATION: Directors shall not receive any compensation, fee or salary for their service as Directors. Reimbursement may be allowed to any Director for any monies or expenses actually incurred and paid by any Director for the benefit of the Corporation.

ARTICLE X

POWERS OF DIRECTORS

Section 1. The Board of Directors shall have power to call meetings of the Regional Group when it deems necessary to conduct, manage and control the affairs, relations and business of the Club, and to make rules not inconsistent with the Laws of the State of Washington, for guidance and management of the affairs of the Club. The board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board, and the note or obligation, if any, given for the same, signed officially by the President and the Secretary or Treasurer, shall be binding on the Club. The Board of Directors may appoint other agents or committees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year.

ARTICLE XI

PARLIMENTARY AUTHORITY

Section 1. The rules contained in the current edition of *Roberts Rules of Order* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the National Club may adopt.

ARTICLE XII

CERTIFICATE OF MEMBERSHIP

Section 1. Certificates of membership shall be of such form and device as the Board of Directors may from time to times elect.

ARTICLE XIII

CONTRACTS

Section 1. The Board of Directors, except as the Bylaws or Articles Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or special, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any person or authority to bind the Corporation by any contract or agreement to any account.

ARTICLE XIV
INSPECTION OF BYLAWS

Section 1. The Corporation shall keep in its principal office the original (or a copy of) the Bylaws as amended or otherwise altered, to date, certified by the Secretary which shall be open to inspection by the members at all reasonable times.

ARTICLE XV
MEMBERSHIP DUES

Section 1. DUES: Membership dues shall be such as shall be fixed by the Directors from time to time.

Section 2. WHEN DUE – WHEN DELINQUENT: Annual club membership dues are due on 1 January each year, and are considered delinquent if not received by 31 January.

Section 3. PAID LIFE MEMBER: Dues for this class shall be ten times the current active member's dues.

ARTICLE XVI
AMENDMENTS

Section 1. An amendment to these Bylaws may be initiated by any member of the club in good standing or by a group of members. Any member submitting a proposed change shall submit the proposed change in writing to the club Secretary in January. The proposed amendment must be read to the membership at two consecutive general membership meetings and notice is to be published in the Voice of the V-8 of the impending vote. A two-thirds (2/3) vote of the members in good standing present at the third regular meeting (following the reading of the proposed amendment at two consecutive regular meetings), shall be necessary for the amendment/change to this document.