

MUSTANG OWNERS CLUB OF AUSTIN

BYLAWS

(Ratified: March 20, 2011)

ARTICLE I

NAME, PURPOSE, AND EMBLEM

Section 1. The name of this organization shall be the Mustang Owners Club of Austin, Inc. (hereinafter referred to as "MOCA")

Section 2. The organization's purpose shall be:

- a. To promote and encourage the ownership, operation, preservation, and restoration of all model years of the Ford Mustang and other Ford enthusiast vehicles.
- b. To arrange and manage events for the enjoyment of its members, and/or to generate income for MOCA or a designated charity.
- c. To develop and provide technical information of interest to its members.
- d. To promote community involvement by its members through financial and in-kind donations, and volunteerism.

Section 3. The organization's emblem shall be a silver galloping Mustang on a red, white, and blue bar, (standard Mustang emblem) on a transparent circular background with blue border with the words Mustang Owners Club of Austin, Texas, in blue, as set forth below.

ARTICLE II

AFFILIATION

This organization may be affiliated with the Mustang Club of America (hereinafter referred to as "MCA") or other national or international Mustang-related organizations. Entering into and maintaining such affiliation(s) shall be determinations made by the Board of Directors.

ARTICLE III

MEMBERSHIP AND DUES

Section 1. Application - Membership in the club shall be open to owners of Mustangs / other Ford enthusiast vehicles and others interested in furthering the purpose of the club. Members must be 18 years of age or older or join with a parent or legal guardian. Annual dues shall be

paid upon application for membership. Members of a family will be considered as a joint membership. Applications may be submitted to any officer.

Section 2. Classes of Membership - (a) Regular--any Mustang and other Ford enthusiast vehicles owner/enthusiast who is current on his/her dues and fees and who is in good standing as a member of the club is entitled to the privileges of membership. (b) Life Member--a life membership in the organization may be granted by a unanimous vote of the officers. This individual will have all the rights and privileges of a regular member for life without requirement to pay annual dues. (c) Sustaining Member-- With the approval of the Board of Directors, a business may become a member of the club by paying an annual membership fee.

Section 3. Dues and fees - Dues for all members shall be \$25 per year, payable during January of each year. Dues for renewing members who are also members in good standing of the Mustang Club of America shall be \$20.00 per year, or shall be reduced by \$5.00 if dues are pro-rated. New member applications shall be accepted during any month if submitted with a \$25.00 payment; the following January, a prorated payment calculated at the rate of \$2.00 per month, beginning with the month following the application month and calculated through December of the new year, will be due. MOCA membership packets will be sent to all new members.

Section 4. The Membership Chairperson, at his or her discretion, may suspend any member whose dues are in arrears. A member suspended for non-payment of dues may, within one year of suspension, reinstate membership by paying back dues. Members suspended for non-payment of dues beyond one year of the suspension must make an application for new membership.

Section 5. Suspension and Expulsion from Membership - Any member may be suspended or expelled at any time, without advance notice, for misconduct or for any other cause voted by a majority of the club officers. The suspended or expelled member shall thereafter be entitled to a reasonable opportunity to be heard, by the officers, concerning the misconduct of which he/she has been accused. The decision of the officers may be appealed to the Board of Directors.

Section 6. Resignation - A member may resign by letter addressed to the Membership Chairperson. His/her resignation shall be effective upon receipt, and all dues shall be forfeited.

ARTICLE IV

GOVERNMENT

Section 1. MOCA shall be governed by a Board of Directors comprised of the President of MOCA, the Regional MCA Director if MOCA is affiliated with MCA or the MOCA Secretary if not, and three elected regular or life MOCA members who are in good standing for a two year term as defined in Section 6 of this Article. If MOCA is affiliated with MCA, then all Board members and Officers are required to be members of MCA in good standing.

Section 2. The duties of the Board of Directors (hereinafter referred to as "the Board") shall be as follows:

1. To govern the affairs of MOCA
2. To be familiar with these bylaws and ensure their appropriate application.
3. To provide continuity in government of MOCA and to be an advocate for the views of the majority of MOCA members.
4. To advise of required resources, including but not limited to finances, for MOCA and to govern the acquisition, allocation and use of those resources.
5. To account to the general membership, through the Treasurer, for the management of funds.
6. To make decisions involving potential liabilities for MOCA, including commitments to outside entities in connection with MOCA activities.
7. To approve and advise MOCA's community involvement through financial support, in-kind donations, and volunteerism. The Board may annually identify a charity or charities to be the beneficiary of MOCA's efforts. The Board shall also encourage MOCA members to donate time and to otherwise actively support the identified charity or charities.
8. To remove any officer or Board member who does not perform his/her duties in accordance with these bylaws, or who brings discredit to MOCA.
9. To act as a court of appeal in any dispute involving a MOCA member and MOCA actions or activities.
10. To solicit, promote and sponsor the development of new MOCA programs and monitor the same.
11. To review these bylaws annually and to make recommendations for changes to the membership. The Board or a committee appointed by the Board in December shall complete this review during the 1st quarter of the following year.

1. The committee chairperson shall collect all inputs and arrange at least one (1) meeting to consolidate the proposed changes for a ratification vote by the membership.

Section 3. The Board shall meet a minimum of three (3) times per year at times and places determined by the President. In order to conduct business, a minimum of three (3) Board members must be present. The Board meetings shall be conducted by the President. In the absence of the President or in case of his/her death, resignation or inability to act, his/her duties shall be performed by the Vice-President. The minutes of Board meetings shall be kept by a Board member designated by the President or the Secretary of MOCA, shall be reviewed and

approved by the Board at the following meeting, and a permanent copy of the minutes shall be given to the Secretary of MOCA for archival.

Section 4. Fiduciary duties of directors - Directors are expected to conduct themselves with honesty, good faith, and integrity as befits the office, and to put the best interests of MOCA and its membership above all other considerations. Directors are also expected to remain active, engaged, and participatory in the club's activities, to regularly attend general membership meetings, and to attend a minimum of two (2) of the three (3) annual directors' meetings. Any breach of these expectations may result in removal in accordance with § 7, below.

Section 5. A Nominating Committee for the elected members of the Board shall be selected by the President from in good standing on odd numbered years. The Committee shall consist of at least three (3) regular/life members and will submit at least one (1) nominee per board position at the regular March meeting. Elections will be held during March. All nominees must accept their nomination prior to the election.

Section 6. Board of Directors Term of Office- shall be two years running from April through March on odd numbered years for each of the 3 bi-annually elected board of directors' positions.

Section 7. Removal and Resignation. Any elected Director may be removed for cause by a four-fifths (4/5) vote of the Directors currently in office, at a regular or special meeting of the Board. However, no Board member may be removed from office without a recommendation or charges for removal first being presented in writing to the Board for evaluation as to whether such charges have merit. A simple majority vote of the board members, excluding the elected officer charged, will constitute the Committee's decision on whether the charges have or do not have merit. The elected Board member charged will be notified of the charges for removal, the results of the Board evaluation, and relieved of all Board/Elected Officer duties until the Board of Directors takes a final vote.

Section 8. Vacancies - The President may appoint, with the approval of a majority of the Directors, a member to fill any vacant MOCA elected Director position. In the event of a tie vote among the Directors, the President must call for a special election for the vacant position to be held at the first general membership meeting following the meeting at which the tie vote occurred. This election will be held in accordance with the procedures outlined in Section 5 of this Article.

ARTICLE V

OFFICERS AND ELECTIONS

Section 1. The officers of MOCA shall consist of the following: President, Vice-President, Secretary, Treasurer, Web Editor, Events Chairperson, Membership Chairperson, Car Show Chairperson, Charity Fundraising Chairperson and, if MOCA is affiliated with MCA, the Regional Director of MCA.

Section 2. Nominations - The Board of Directors will select a Nominating Committee at least sixty (60) days prior to the November General Members' meeting. The committee will consist of at least three (3) regular or life members and will submit at least one (1) nominee per officer position at the November General Members' meeting. Any member in good standing can nominate a regular or life member for office to the Nominating Committee or at the November meeting prior to the elections. All nominees must accept their nomination prior to the election.

Section 3. Elections - Will be held during November by a simple majority of the voting membership present at the scheduled November General Members' meeting. Officers will be introduced at the November meeting and they will take office January 1 of the following year.

Section 4. Term of Office - Shall be one (1) calendar year.

Section 5. The President shall call for and conduct a minimum of four (4) Officers' meetings per year: January, April, July, and October. In order to conduct business, a minimum of six (6) Officers must be present. When considered necessary for coordination, the President may invite the Board of Directors to attend Officers' meetings. Officers' meetings, when attended by Directors, shall not be considered to be one of the required Directors' meetings, unless the Directors' meeting is announced in advance as being such and is held separately from the Officers' meeting. The minutes of Officers' Meetings shall be kept by the Secretary and shall be reviewed and approved by the Officers at the following meeting. The Secretary of MOCA shall archive a permanent copy of the minutes. The minutes will be given to the President for approval within 10 days of the meeting.

Section 6. President - The President shall preside at all meetings of the members, meetings of the Board of Directors, and meetings of the Officers, and shall perform the duties usually pertaining to the office of President according to Robert's Rules of Order. In the absence of the President or in case of his/her death, resignation or inability to act, his/her duties shall be performed by the Vice-President. The President shall provide a written agenda to the membership, the Directors, and/or the Officers, as appropriate for the meeting type, via email or US Postal mail, 3 calendar days prior to meeting dates.

Section 7. Vice-President(s) - The Vice-President(s) shall assist the President in all activities of the club and shall be in charge of the annual December social event. In the absence of the President, or in case of his/her death, resignation, or inability to act, the duties usually pertaining to that office shall be performed by the Vice-President(s).

Section 8. Secretary - The Secretary shall attend all meetings of the members and meetings of the officers and Board of Directors (if so requested by the President) to record all minutes and notes in a book kept for that purpose. The Secretary shall be responsible for all notices of special meetings to all members as required by these bylaws and shall perform all duties incident to his/her office, required by law or by the majority of the officers. The Secretary shall submit all meeting minutes to the President for review prior to submitting them for publication. Only the minutes of the general membership meetings shall be published to the website; however the Secretary shall make minutes of Officers' meetings and Directors' meetings available to any member in good standing upon the member's request.

Section 9. Treasurer - The Treasurer shall keep custody of all money, funds, and obligations belonging to the club. He/she shall receive all money of the club and deposit same in the club account(s). The Treasurer shall sign all contracts, checks, drafts, notes, or other orders for payment of money in the name of the club. For amounts in excess of \$100, the amount shall have been previously approved in the annual MOCA budget or approval by the President is required. The Treasurer shall give a report on the financial status of the club monthly and if so requested, at meetings of the officers. The Treasurer is responsible for filing state and federal tax reports, and paying all tax liabilities. The Treasurer may, with the approval of the Board of Directors, retain the services of a Certified Public Accountant for tax consultation purposes.

Section 10. Web Editor - The Web Editor shall be responsible for gathering news of club events from any and all club members, and to publish same on the MOCA website as provided therein and is to be updated, at least, monthly or sooner as required. The Web Editor may appoint a committee for assistance.

Section 11. Events Chairperson - Events Chairperson shall be responsible for supervising club events and for appointing a chairperson for each event.

Section 12. Membership Chairperson - The Membership Chairperson has the responsibility of keeping an accurate list of present members, also keeping tally of members and guests attending general membership meetings, and suspending members for non-payment. Upon request, and with the President's approval, a membership list will be made available to any regular or life member in good standing. All such requests must be made in writing to include the member's justification for requesting the list and intended use.

Section 13. Car Show Promotion Chairperson – The Car Show Promotion Chairperson forms and heads a Car Show Steering Committee(s) for all car shows organized by MOCA. The Car Show Promotion Chairperson also identifies other Central Texas area car shows of interest to the membership, provides information regarding the shows to the membership, and coordinates with the Events Chairperson to encourage membership attendance at such shows. The Car Show Promotion Chairperson shall provide car show details to the Web Editor and Webmaster for publication, and to the Charity Fundraising and the Events Chairpersons. The Car Show Promotion Chairperson shall develop a budget and a schedule for each car show organized by MOCA, and shall provide regular status reports to the Directors, either in writing or in person at Directors' meetings. The Car Show Promotion Chairperson may request special meetings as necessary with the Directors and/or Officers.

Section 14. Charity Fundraising Chairperson - The Fundraising Chairperson is MOCA's liaison with the club's designated charity(ies). The Fundraising Chairperson shall oversee the MOCA fundraising program, and shall organize or assist in organizing fundraising projects, coordinating with the Events Chairperson and the Car Show Promotion Chairperson to do so. The Fundraising Chairperson shall recommend the annual club fundraising goal to the Board of Directors, and shall coordinate with the Treasurer to accumulate, maintain custody of, and distribute funds raised as directed by the Board. The Fundraising Chairperson shall provide monthly progress reports to the Board.

Section 15. Regional Director of MCA (if MOCA is so affiliated) – The Regional Director is the liaison between MOCA and MCA. He/she shall report to the membership on all communications received from MCA and shall make recommendations to the Board regarding actions to be taken to ensure MOCA’s compliance with MCA requirements. The Regional Director is a member of the Board and may hold an additional office if so elected. The Regional Director shall be responsible for mailing a copy of a list of Club members, as of June 1, to MCA to be received by July 1 of each year, including membership numbers for members of MCA.

Section 16. Assumed Officers - To provide the club with a constant source of knowledge, any past officer shall have the responsibility if called upon to advise/council newly elected officers in their same capacity.

Section 17. Fiduciary duties of officers – Officers are elected by the club members with the expectation that the officers will carry out their duties with responsibility, will conduct themselves with honesty, good faith, and integrity as befits the office, and will put the best interests of MOCA and its membership above all other considerations. Officers are also expected to remain active, engaged, and participatory in the club’s activities, to regularly attend general membership meetings, and to attend a minimum of three (3) of the four (4) annual officers’ meetings. Any breach of these expectations may result in removal in accordance with § 18, below.

Section 18. Removal and Resignation - Any officer may be removed for cause by a four-fifths (4/5) majority vote of the Directors at a regular or special meeting of the Board. However, no officer may be removed from office without a recommendation or charges for removal first being presented in writing to the Board for evaluation as to whether such charges have merit. A simple majority vote of the Board members (excluding the charged officer if he/she is also a director) will constitute the Board's decision as to whether the charges have or do not have merit. The officer charged will be notified of the charges for removal, the results of the Board’s evaluation, and relieved of all his/her officer’s duties until the Board of Directors takes a final vote. An officer may resign at any time by giving written notice to the Board of Directors or to the President. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 19. Vacancies - The President may appoint, with the approval of a majority of the officers, a person to fill any vacant MOCA officer position. In the event of a tie vote among the Officers, the President must call for a special election for the vacant position to be held at the first general membership meeting following the meeting at which the tie vote occurred. This election shall be held in accordance with the procedures outlined in Section 2 of this Article.

ARTICLE VI

APPOINTED TRUSTEES

Section 1. At the discretion of the President, he/she may appoint the following trustee positions each year, with the approval of the Board of Directors: Webmaster and Historian.

Section 2. Webmaster Qualifications – As this trusteeship requires some technical expertise, the following shall be the minimum qualifications: A responsible person, who is an active member, and who is well versed in current web authoring protocol, tools, and software.

Section 2.1. Duties of the Webmaster – Responsible for establishing and maintaining the domain name, the-http://www.mocatx.com website, Club email accounts and all related web material, and for retaining secondary (backup) electronic copies of archived, past Club newsletters. The Webmaster may appoint a committee of members for assistance (e.g. development, forum moderators, etc.). The Webmaster has the authority and duty to ban forum contributors for such offenses as posting inappropriate material, engaging in hostile exchanges with other contributors, commercial use of the forums, or other activities that do not serve MOCA's best interests.

Section 3. Historian Qualifications – This trusteeship requires an active member with organizational expertise. Writing and research skills are also useful for this trusteeship.

Section 3.1 Duties of the Historian – The Historian is expected to maintain the club's history to the best of his/her ability and document as many activities as possible. The Historian's responsibility is to gather photos, club newsletters, club stories, newspaper articles and awards received by members throughout the year. The collected items shall be organized and protected in a ring binder, scrapbook, or similar protective, portable volume(s). The Historian is responsible for maintaining the existing volume(s) and adding material (described above) in like fashion during his/her tenure. The Historian shall advise the President as funds are needed to purchase materials for this purpose.

Section 4. Term of appointment – The Webmaster and Historian shall be appointed annually to coincide with the President's term, and the appointment will be announced at the January general membership meeting. A mid-term replacement may be appointed if required.

ARTICLE VII

GENERAL MEMBERSHIP MEETINGS

Section 1. Meetings – Meetings shall be held in March, June, September and November, but may be held more frequently at the President's option. The meeting shall be held at a time and place to be determined by the club President. The meeting shall include, as a minimum: an introduction and welcome from the President (or other officer who may be conducting the meeting in the President's absence), a Treasurer's report, reports from other officers as deemed appropriate by the President, and announcements of annual goals or a summary of all major annual goal achievements.

Section 2. Special meetings - Special meetings of the club may be called at any time by the President. Notice of special meeting to members may be by phone (48 hours prior to meeting) or by e-mail / mail (5 days prior to meeting). Seventy percent (70%) of members must have been contacted to hold the meeting. The only business to be conducted at a special meeting is that for which the meeting is called.

Section 3. Quorum - For any business to be conducted at any meeting, a quorum consisting of at least ten percent (10%) of the members in good standing must be in attendance. For the purpose of determining a quorum, in the case of a Regular or Life member, only ONE member of a family joint membership may be counted as present at the meeting.

Section 4. Voting - All action, except amendment of these By-Laws, shall be by a majority of those present and voting. These By-Laws may be amended by a two-thirds (2/3) vote of the members present at any meeting provided that a notice of the time and place of the meeting has been sent via U.S. mail and/or e-mail to the last known address of each member postmarked or dated, in the case of e-mail, at least ten (10) days prior to the date of such meeting. Voting is limited to Regular, and Life members. Sustaining members have no voting privileges. Each member shall be entitled to one (1) vote upon each matter submitted for a vote. If a family holds a joint membership, they shall be entitled to two (2) votes upon each matter submitted for a vote.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the club shall be the calendar year.

ARTICLE IX

PERSONAL LIABILITY AND INDEMNIFICATION

Section 1. Personal Liability - All persons or corporations extending credit to, contracting with, or having any claim against the club or its officers shall look only to the funds and property of the club for payment of any debt, damages, judgment, or decree of any other money that may otherwise become due or payable to them from the club or officers, so that neither members of the club nor the officers, past, present or future, shall be personally liable therefore. Each member shall be responsible for reading and signing any applicable Release of Liability form supplied by the club.

Section 2. Indemnification - The Club shall indemnify any Director, Officer, or former Director or Officer, his heirs, administrators and assigns, for expenses and costs (including attorney's fees), actually and necessarily incurred by him/her in connection with any claim or charge asserted against him/her by action in court or otherwise, by reason of his being or having been such Director, or Officer, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. Any indemnification hereunder shall be against liability incurred for acts committed prior as well as subsequent, to adoption of this Bylaw, and whether in office or not at the time the expense is incurred; provided, however, that the Club shall not be liable for any indemnification hereunder of any kind or character unless said Director or Officer shall have first given said Club timely notice of any such said claim, charge or suit and an opportunity for the Club to cure any such liability. Any compromise in connection therewith shall first be approved by this Club.

ARTICLE X

GENERAL TOPICS

Section 1. Mustang Owners Club of Austin equipment shall be stored in a location or locations designated by the current President and an inventory maintained by the Treasurer.

Section 2. No membership information shall be furnished to any other organization or firm.

Section 3. A copy of the current bylaws of the club shall be provided to members upon request to the membership chairperson.

Section 4. Once the Board of Directors approves the general operating budget for the year, any expense overage will be the responsibility of the officer in charge, unless permission in writing (email will suffice) to exceed the budget is obtained from two (2) members of the Board of Directors or the President.

Section 5. All members requiring an expense reimbursement must submit a copy of all invoices within 60 days of invoice to the Treasurer.

Section 6. Each year the officers may appropriate not more than \$40 for the purchase of gifts for the outgoing President.

Section 7. Each year, not more than \$350 total may be appropriated for the gifts for the outgoing officers other than the President.

Section 8. The Board of Directors may vote each year to reimburse Officers and Directors for all or a portion of their annual MCA membership dues if MOCA is affiliated with MCA. Proof of the dues payment shall be required before reimbursement is made.

Section 9. Flowers sent or donations made to a charity on the death of a club member or a donation to a member/member family in need of assistance shall not exceed \$100.00.

Section 10. These By-Laws may be temporarily suspended at any time upon a two-thirds (2/3) majority vote at a regular or special meeting, for that meeting only. In order for such a vote to take place, a quorum (as described in Article VII, Section 3) must be present.

- END -

MUSTANG OWNERS CLUB OF AUSTIN
