

BYLAWS OF THE TWIN CITIES
REGIONAL GROUP EARLY FORD
V-8 CLUB OF AMERICA
(A Minnesota Corporation)

ARTICLE I

PURPOSE AND CLASSIFICATION.

SECTION 1

Purpose: The general purpose of this club, hereinafter called the TCRG, incorporated April 19, 1973 as a non-profit corporation, shall be to preserve, enjoy and authentically maintain Ford Motor cars of the years 1932 through 1953 inclusive and to serve as an accurate source of information concerning these automobiles for the benefit of its members as well as the general public.

SECTION 2

Classifications: 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 1932 through 1953 Ford Motor Company cars and commercial vehicles bearing the name Ford or Mercury and being powered by a flat cylinder head V-8 engine. This classification will be known as the basic interest of the club.
- B) **Factory Vehicle.** This classification shall include all authentic 1932 through 1953 Ford Motor Company cars that do not bear the name Ford (other than Mercury) such as Lincoln and G.P. (General Purpose) Jeep.
- C) **Special Interest Car.** This classification shall include any Ford Motor Company produced automobile 1932 through 1953 that is of unique design, outstanding features or unusual factory styling. This category shall include the four cylinder and six cylinder Fords of these all-inclusive years.
- D) **Modified Car.** This classification shall include any Ford Motor Company produced automobile, 1932 through 1953, which has been altered which is of outside appearance complete as the automobile was intended. Engine and chassis changes are acceptable provided they have been done in a workmanlike manner.

SECTION 3

Classifying: The Board of Directors will decide on which category, A, B, C or D, can be used on a TCRG based function. The classification A (Ford V-8) will be known as the basic interest of the club.

SECTION 4

Authenticity: The word "authentic" will be defined for the purposes of being the proper description of a genuine standard production vehicle of the same chassis, body, upholstery, color, engine type and general appearance as the Ford Motor Company offered in that particular year of the vehicle.

SECTION 5

Exceptions: It is hereby noted that four exceptions can be made, (1) hydraulic brakes, (2) sealed beam headlights, and (3) turn signal indicators for the safety of the driver and to conform to legislative road safety requirements. The legislative committee of the TCRG at their discretion may waive section 5.

ARTICLE II

PERSONAL LIABILITY.

SECTION 1

Neither the members of the corporation nor the Board of Directors, personally shall be personally liable for any claim, damage, or debt against the corporation or its members.

SECTION 2

No member of this non-profit corporation shall have the right to individualize club assets or property.

ARTICLE III

OFFICERS.

SECTION 1

Types of Officers: The Officers of this club shall be President, Vice President, Secretary-Treasurer and Editor. Officers shall serve for one year. Officers shall serve for their complete term or until their successors are elected or appointed.

SECTION 2

Board of Directors: The Board of Directors shall be comprised of the members of the club plus the previous year's President.

SECTION 3

Subordinate Officers: The Board of Directors may appoint such other officers as the business of the corporation may require; each of whom shall hold office for one year and have such authority and perform such duties as are provided in the bylaws. The Board of Directors may from time to time determine.

SECTION 4

Removal and resignation: Any officer may be removed for causes 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. In the case of a subordinate officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred 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 to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5

Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled as an appointment made by the Board of Directors.

SECTION 6

Succession: Any officer may serve as many consecutive terms as elected.

SECTION 7

Election of officers: Election of officers shall be as follows:

- A) The ballot shall have a minimum of one candidate per office.
- B) One candidate for each office shall be placed on the ballot either by the prescribed nominating committee comprised of the present year's president and two past presidents designated by the Board of Directors and/or by nominations from the general membership.
- C) Each officer will be elected by a majority vote for that office except the office of President, which shall be filled each year by the previous year's Vice President.
- D) The ballots shall be tabulated by no less than two members in good standing whose names are not on the current ballot as specified by the Board of Directors.
- E) Ballots shall be sent to all members in good standing by December 1st; the results of which are to be tabulated not later than December 31st.

ARTICLE IV **OFFICES.**

All offices of the TCRG may be held by any member in good standing and of legal age. However, no more than one member of a family can hold concurrent offices.

SECTION 1

President: The president shall be the Chief Executive Officer of the corporation, shall, subject to control of the Board of Directors, have general superintending control of the business and affairs of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. The president shall execute all contracts and other instruments of writing, provided however, that all instruments in writing are first approved by the Board of Directors.

SECTION 2

Vice President: The vice President shall perform all the duties of the President in the absence and when so acting shall have all the powers and restrictions set forth in section 1.

SECTION 3

Activities/Program Chairperson: The Activities/Program Chairperson shall have the continued flow of activities and programs for the Regional Group through the office. He/she shall select a committee to manage the details of the programs.

SECTION 4

Secretary: The Secretary shall attend all meetings of the members and the Board of Directors and record the minutes of all meetings. The Secretary shall have custody of all valuable papers and books of the club and shall be at all times subject to the control of the Board of Directors. In the absence of the Secretary from any meeting of the Board of Directors, the presiding officer shall appoint a Secretary pro tempore for the purpose of recording minutes.

SECTION 5

Treasurer: The Treasurer shall keep a current register of members and shall have the accounting of the club's business transactions. The Treasurer shall have custody of all other assets in the corporation depository as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as directed by the Board of Directors, and shall send to the President and the Board of Directors the accounting of the corporation's assets and liabilities when they request, but not less than once annually. Funds shall be paid out only on checks or cash receipts signed by both the treasurer and President. In the event that one of them cannot sign, the Vice President or Editor will use his/her signature to be binding. At the discretion of the Treasurer, invoices up to \$5.00 maximum may be paid from petty cash. No obligation, debt, or other liability shall be incurred without specific approval of the Board of Directors.

SECTION 6

Editor: The Editor shall maintain the continual function of the Regional Group's monthly publication and will finalize all flyers as seen fit through the Board of Directors. He/she shall select a committee to assist with the publication of the club's newsletter and other needs, as the Editor deems necessary.

ARTICLE V **MEETINGS.**

SECTION 1

Membership meetings: The TCRG will hold one general membership meeting for the calendar year. This membership meeting will be held at a central fixed location available to all members. General membership will be notified in writing prior to such meeting. The TCRG may hold such other meetings as the Board of Directors may desire.

SECTION 2

Annual certification: In January of each year the Secretary shall certify to the Secretary of the National Club the names of the TCRG officers elected to serve in the ensuing year.

SECTION 3

Board of Director meetings: The Board of Directors shall hold a minimum of six meetings per year. All board members will be present.

SECTION 4

TCRG membership area: The primary area served by the TCRG is hereby listed: The Minnesota counties of Anoka, Hennepin, Ramsey, Washington, Carver, Scott and Dakota.

ARTICLE VI **REVENUES.**

SECTION 1

Fiscal year: The fiscal year shall begin on the first day of January of each year.

SECTION 2

Dues: Dues for each member are assessed for the calendar year. The amount of said dues shall be specified by the Board of Directors. Dues are payable January 1st of each year and are delinquent February 1st. Dues received after October 1st includes the following year. Only members in good standing can vote and only members in good standing can hold office.

SECTION 3

National Club: As a National Club requirement, a list of all members that year shall be mailed to the National Club so as to be received no

SECTION 4

National Club membership: Membership in good standing in the National Club is a prerequisite to membership in the TCRG.

ARTICLE VII **MEMBERSHIP.**

SECTION 1

Active family Membership: Shall include husband, wife and children under the age of eighteen. This membership shall have only one vote. All family members shall have other rights and privileges of the TCRG.

Active joint membership: Both husband and wife are entitled to all rights and privileges including the right to vote, hold office, exhibit qualified vehicles and to receive awards at Regional and National meets. Joint members will receive a copy of the Club's publication known as the Rumble Sheet, two membership cards and be on the membership roster.

Charter member: Shall be an original signer of the TCRG charter and shall continuously preserved his membership in good standing.

SECTION 2

Suspension, expulsion and reinstatement: Any member may be suspended by the Secretary-Treasurer for non-payment of dues after February 1. Suspension of the Secretary-Treasurer shall be at the discretion of the Secretary-Treasurer. A member suspended for non-payment shall be automatically reinstated provided he pays the year dues. A member whose dues have not been paid within the current year shall receive a new membership number if he renews in a later year.

SECTION 3

Suspension, expulsion and reinstatement by the Board of Directors: The Board of Directors shall have summary power by vote of a majority of its members to expel and terminate the membership of any member for conduct which disturbs the order, dignity, business or harmony, or impairs the good will or prosperity of the organization, or which is likely to endanger the interest or character of the organization, or for non-payment of dues. Such action by the Board of Directors may be taken at any time provided such board provided subject member has been notified of his right to appeal such action. The proceedings of the Board of Directors in such a matter shall be final and conclusive. After the 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-fourth affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement.

SECTION 4

General: Upon the resignation, suspension, expulsion or death of a member, his/her rights and privileges as a member of this club shall cease.

SECTION 5

Anniversary Membership Pins: A TCRG Anniversary Membership Pin shall be awarded to those members who have continuously maintained a paid-up membership. The pins will be presented to the members at the Annual Banquet following ten years of consecutive membership. If the recipients are unable to attend the Annual Banquet, the pin(s) will be awarded by another means within 30 days. The current President will have the responsibility for maintaining the inventory, verifying the eligibility of the recipients, and awarding of the pins. This process will hold for any further milestone awards that are developed.

ARTICLE VIII

RATIFICATION AND AMENDMENTS.

SECTION 1

Ratification of these by-laws or of an amendment will be made by a majority acceptance by those voting members present at the annual or special membership meeting.

No proposed ratification or amendment shall be placed on the agenda of the meeting without prior notification to the membership.

Ratified this 3rd day of October 2001.