

Lake Erie Mustang Owner's Club, Inc. By-Laws

May, 2009

ARTICLE I - NAME, ORGANIZATION PURPOSE AND ASSOCIATION

- Section 1. The name of this organization shall be "Lake Erie Mustang Owners Club, Inc." (Hereinafter referred to as LEMOC).
- Section 2. LEMOC is and shall be organized as a Not-For-Profit Corporation.
- Section 3. The purpose of LEMOC shall be to encourage and stimulate the preservation of and enthusiasm in Ford Mustangs and Shelby Mustangs from the model year of 1964 ½ up to and including the current model year; to serve the legitimate interests of Mustang and Shelby Mustang owners and enthusiasts; to provide legitimate action in opposition to legislation, enactment of regulations, or adoption of burdensome taxation contrary to the best interests of Mustang and Shelby Mustang owners and enthusiasts; to provide a medium for the exchange of Mustang and Shelby Mustang information and mutual assistance; to develop and foster a fraternal spirit among Mustang and Shelby Mustang owners and enthusiasts and other car enthusiasts; and to perform all lawful functions reasonably necessary and desirable for the success of LEMOC and in the General Public Interest.
- Section 4. LEMOC is a charter member of the Mustang Club of America and such association shall continue for so long as it is deemed by the Membership of LEMOC to serve the purposes set forth hereinabove. Such association may be terminated only upon a vote of two-thirds of all of the Active Members of LEMOC at a meeting convened to consider such termination. Should two-thirds of the Active Membership not attend such meeting, no such vote may be conducted.

ARTICLE II - MEMBERSHIP

- Section 1. Individual and Family memberships shall be permitted upon the appropriate payment of dues. Payment of dues shall entitle members to voting rights as stated in Article II; Section 8.
- Section 2. Attendance at LEMOC meetings and contributory participation in LEMOC functions is strongly recommended and is considered an obligation to hold an Officer's or Board of Director's position.
- Section 3. No individual or family may hold Membership unless the appropriate dues for that membership have been paid in full and in a timely manner and no individual or family may attend or participate in LEMOC meetings or functions or exercise any vote for so long as dues remain in arrears. Persons or families in arrears in dues payments may regain Membership only upon payment of all arrearage.
- Section 4. LEMOC does not condone or practice discrimination and neither membership nor full participation in LEMOC shall be denied any person by reason of race, religion, gender, national origin, age or any other discriminatory basis.

- Section 5. Either individual or family Membership may be terminated for conduct deemed detrimental to the best interests of LEMOC or contrary to those purposes of LEMOC set forth in Article I. An allegation as to such conduct may be made by any member in writing and shall be submitted to the Board of Directors who shall promptly conduct an appropriate investigation of same and report upon such investigation to the members present at a regular meeting of LEMOC. Said report shall contain recommendation by the Board of Directors as to whether Membership shall be terminated. Such recommendation shall then be voted upon by the members present and voting at said meeting and, if carried by a majority vote, said Membership shall thereupon be terminated. Non-payment of dues shall be promptly reported to the Board of Directors by the Treasurer and shall be a per se basis for termination and shall be so recommended by the Board of Directors for vote as hereinabove provided. Upon termination the member so terminated shall immediately return all LEMOC property to the Board of Directors.
- Section 6. An individual or family terminated as above may not again apply for reinstatement as a member for at least one year following such termination and then only if all property of LEMOC held prior to the termination has been returned and all dues owed in arrears at the time of termination are paid in full. The conduct of the individual or family which led to the termination may legitimately be considered again in passing upon any such application for reinstatement as a member.
- Section 7. Because of the added costs involved, Membership in the Mustang Club of America shall not be required as a condition of Membership in LEMOC. However, membership in the Mustang Club of America is strongly encouraged for all LEMOC members and shall be deemed required as a condition of being an Officer/Board Member of LEMOC as hereinafter provided.
- Section 8. Minimum age for membership in LEMOC shall be 16 years of age. Family members under 18 years of age shall be considered members, but will not have voting rights. Any person covered under a family membership must, at the age of 18, establish individual membership. A person of 16 or 17 years of age may opt to establish an individual membership and receive full rights of membership, except that of minimal age to hold an office as stated in Article IV Section 3.

ARTICLE III - MANAGEMENT

- Section 1. The affairs of LEMOC shall be managed by the Officers/Board of Directors as hereinafter set forth except insofar as action by vote of the Membership is required as set forth in these By-Laws.

ARTICLE IV - OFFICERS/BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of eight (8) members, seven current elected officers, plus the immediate past President. One person shall hold each of the following offices: President, Vice President, Secretary, Treasurer, Membership Chairperson, Pony Post Editor and MCA Regional Director. These offices require the individual to be at least eighteen (18) years of age when elected to office, and be a member in good standing of LEMOC for at least one year prior to holding an Officers/Board of Directors position, and be a member of the Mustang Club of America. One person may hold multiple offices, hence the Board of Directors may consist of fewer than 8 members.

Section 2. The Officers shall have the following authority and responsibilities:

- A. The President shall preside at all meetings of the general membership and of the Board of Directors; he/she shall create such committees as he/she deems appropriate (except insofar as standing committees are created by these BY-Laws) and he/she shall appoint from the Membership such persons as the President deems necessary to perform the function(s) of said committees; he/she shall be a member of each and every committee of LEMOC and the President may or may not be chairperson of each such committee; he/she shall be the spokesperson for LEMOC unless he/she shall appoint another member to act in his/her stead; and he/she shall perform such other duties as may reasonably be required of the Chief Officer of such organization. The President shall hold the position of and perform all duties and responsibilities of Chairman of the Board.
- B. The Vice President shall be prepared at all times to assume the duties of the President and shall do so at any time the President shall be unwilling or unable for any reason to fulfill those duties.
- C. The Secretary shall keep the books and records of LEMOC except for those financial books and records maintained by the Treasurer; he/she shall keep and maintain the minutes of all meetings of the Membership and of the Board of Directors; and he/she shall be responsible for the prompt and appropriate handling of all incoming and outgoing correspondence.
- D. The Treasurer shall be responsible for the receipt of all funds coming to and/or due to LEMOC and for the disbursement of all monies properly to be expended on behalf of LEMOC; he/she shall maintain books of account in proper form and according to generally accepted accounting principles; he/she shall report upon the current state of the finances at each meeting of LEMOC and at such other times as may reasonably be demanded by the Board of Directors and/or the Membership in such manner and form as may be set by the Board of Directors; he/she shall present the financial books and records at such times and places as may be directed by the Board of Directors and he/she shall stand prepared to explain and answer appropriate questions pertaining to same during such audit(s); he/she shall maintain the funds of LEMOC in such bank or depository as is directed by the Board of Directors; and he/she shall withdraw sums only as directed by the Board of Directors and/or the Membership.
- E. The Membership Chairperson shall maintain a current roster of members of LEMOC; he/she shall receive and process for action by the Board of Directors and/or the Membership new applications for Membership; and he/she shall perform such other duties pertaining to new Membership as are assigned by the Board of Directors and/or Membership of LEMOC. The Membership Chairperson shall also be responsible for maintaining appropriate membership records and for the collection and recording of membership dues for members of LEMOC. All proceeds shall then be turned over to the Treasurer for deposit in the LEMOC treasury.
- F. The Editor of The Pony Post shall be responsible for publishing and distributing on a monthly basis The Pony Post which shall be the newsletter of LEMOC and the appropriate publication for announcements to the Membership of LEMOC; he/she shall be responsible for the selling, receiving, billing and placement of advertising in The Pony Post with all proceeds therefrom promptly being paid over to the Treasurer for deposit into the funds of LEMOC.

- Section 3. The Officers/Board of Directors shall be elected annually and for a term of one year, said election to occur at the December meeting of the Membership of LEMOC. No person shall be made a nominee for an Officers/Board of Directors position unless that person has been a member in good standing of LEMOC for at least one (1) year prior to being nominated and shall be at least eighteen (18) years of age. Officers/members of the Board of Directors may be nominated by motion of any member and, if the motion receives the second of any other member the nomination may be voted on by the Membership and the nominee receiving the most votes of those members present and voting shall be declared elected. The first office to be up for election shall be that of President, to be followed by Vice President, Secretary, Treasurer, Membership Chairperson, Editor of the Pony Post, and MCA Director in that order. A person not successful as a candidate for one office may be nominated for a subsequent office. At such election each member in good standing shall have one vote for each office being voted upon. No person may be a nominee for Officer/member of the Board of Directors unless that person is a member of LEMOC. Every person elected as an Officer/member of the Board of Directors shall be or shall agree at his/her own expense to become a member of the Mustang Club of America. This membership fee for the Mustang Club of America shall be reimbursed to the elected Officers/Board of Directors during his/her term of office upon appropriate proof of payment to MCA. No person may assume office without having taken such steps as are necessary to achieve such Membership in the Mustang Club of America.
- Section 4. Those newly elected Officers/members of the Board of Directors shall take office effective January 1 immediately following and shall continue to serve until December 31 of that year. In the period following the election and before the newly elected officers take office the outgoing officers/Board of Directors shall be responsible for transferring all books and records to the incoming officers/members of the Board of Directors and for providing such information, instruction, and assistance as may be necessary and proper to assure a transition that is in the best interest of LEMOC.
- Section 5. Quorums:
- A. A quorum of the Officers/Board of Directors shall consist of the President (except when the Vice President is acting in the President's stead) and three other Officers/members of the Board of Directors, and no action may be taken at any meeting of the Officers/Board of Directors except upon the formulation of a quorum.
 - B. A quorum of the Membership shall consist of five (5) members in good standing and no action may be taken at any meeting of the Membership except upon the formation of a quorum.
- No quorum as provided in B. above, once formed, will be deemed destroyed by the departure of members. However, action may be taken at a meeting of the Officers/Board of Directors only during the presence of a quorum as constituted in A. above.
- Section 6. The President shall not have a vote at either meetings of the Officers/Board of Directors or of the Membership except to break a tie.
- Section 7. Should a vacancy occur among the Officers/Board of Directors during their term in office, a replacement shall be selected by majority vote of the remaining Officers/members of the Board of Directors from the Membership of LEMOC. That person so selected shall serve to fill that vacancy only during the remainder of that term although nothing herein shall preclude that person from thereafter duly being nominated and elected to that office.
- Section 8. All actions of the Officers/Board of Directors shall be upon majority vote of those present and voting.

ARTICLE V - MEETINGS

- Section 1. The Officers/Board of Directors shall meet at such times and places as shall be determined by the Officers/Board of Directors provided the Officers/Board of Directors shall meet:
- A. At any time called upon to do so by the President;
 - B. At any time called upon to do so by any three other Officers/members of the Board of Directors
 - C. A minimum of once during the term of such Officers/members of the Board of Directors.
- Section 2. The Membership of LEMOC may meet either in regular or special meetings as follows:
- A. Regular meetings of the Membership will be held once each month at such date, time, and place as shall be set by the Board of Directors. The agenda for regular meetings will be set by the President and that agenda will be met before any other business is brought before the Membership at regular meetings.
 - B. Special meetings of the Membership may be called by the President, by majority of the Board of Directors or by any five (5) of the members of LEMOC. The purpose, date, time, and place of such special meeting shall be stated in a written notice to be sent to each member of LEMOC at least ten (10) days in advance of such special meeting. The President shall preside over such special meeting and the only business that may be conducted at such special meeting is that contained in the purpose stated in the notice for such meeting.

ARTICLE VI - MEMBERSHIP DUES

- Section 1. It shall be a condition of Membership that all dues shall be paid in full in a timely fashion. No person may vote, hold office, or participate in any functions of LEMOC unless and until all dues are paid in full.
- Section 2. Annual dues for individual and family memberships shall be proposed by the Board of Directors to the Membership and shall be put into effect by majority vote of the Membership.
- Section 3. Annual dues shall cover a term of one year, except as applied for new members joining for a partial year. New members shall pay the full annual dues amount, regardless of when they join. However, new members joining for a partial year will receive a membership period as follows:

<u>Month Joined</u>	<u>Membership Period Covered</u>
January 1 st thru August 31 st	Remainder of current fiscal year (thru August 31 st), and 1 additional fiscal year (thru August 31 st) of following year;
September 1 st thru December 31 st	Remainder of current fiscal year (thru August 31 st);

Examples:

- New member joins May, 2008 ... membership is valid through Aug 31st, 2009
- New member joins September, 2008 - membership is valid through Aug 31st, 2009

- Section 4. Annual dues are due on the day before the first day of the fiscal year, and are in arrears if unpaid after that date. Annual dues may be paid at any time prior to that date. New member dues can be paid at any time, resulting in membership per the schedule stated in Article VI; Section 3.

ARTICLE VII - FISCAL YEAR

Section 1. The fiscal year of LEMOC shall commence September 1 of each year and shall end August 31 of the following year.

ARTICLE VIII - AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be amended only upon motion of a member in writing stating precisely the proposed amendment in the wording sought to be adopted. This motion must be seconded by three (3) other members of LEMOC. The motion for amendment may not be voted on at the meeting in which it was moved, but, rather shall thereafter be set forth verbatim in the next issue of the Pony Post and may not be voted upon until the next meeting after the Pony Post has been distributed to all members.

Section 2. The proposed amendment to the By-Laws shall be adopted upon a vote of the majority of members present and voting at the meeting set for such vote. If adopted, notice of the adoption of the Amendment with a verbatim statement of the Amendment will be set forth in the next issue of the Pony Post to be distributed to the Membership.

ARTICLE IX - ACTIVITIES

Section 1. LEMOC may, at the direction of either the Officers/Board of Directors or the Membership, engage in activities or projects in furtherance of the purposes of LEMOC and may charge a fee or assessment therefore, or may ask the participating members to pay their own costs and expenses without reimbursement by LEMOC.

Section 2. For any activity or project involving use of Ford Mustangs and/or Shelby Mustangs said vehicles should have appropriate registration and inspection, and adequate liability insurance.

Section 3. With respect to any activities or projects in which LEMOC or its members engage there is to be strict compliance with all laws, rules and/or regulations, not only of the nation, state or municipality, but, also of any organization with which LEMOC may participate.