



Music City Mustang Club



**MUSIC CITY MUSTANG CLUB, INC.
BY-LAWS
AS AMENDED 04/12/2011**

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ARTICLE I

Name, Purpose, Association and Logo

Section 1. NAME– This nonprofit corporation shall be known as The Music City Regional Group of the Mustang Club of America, doing business as (d/b/a) Music City Mustang Club, Inc.

Section 2. PURPOSE – The general purposes of this corporation are:

- A. To be dedicated to the preservation and enjoyment of all years and models of the Ford Mustang automobiles built by the Ford Motor Company.
- B. To serve as a source of information concerning all Mustang automobiles and to assist members and the general public in technical information on repairs, maintenance, alterations and/or restorations regarding these vehicles.
- C. To encourage owners and enthusiasts of the Mustang cars to join in our efforts to preserve these automobiles for the benefit of the members and the general public.
- D. To promote a friendly atmosphere between the owners and enthusiasts of these automobiles.
- E. To support the Mustang Club of America, and abide with Article XVIII, as amended, of the By-Laws of Mustang Club of America, as applicable to the operation of the regional club.
- F. To encourage the membership of the Music City Mustang Club to become an active member of Mustang Club of America.

Section 3. ASSOCIATION – The Mustang Club of America will be hereinafter called the National Club, and the Music City Regional Group of the Mustang Club of America, d/b/a Music City Mustang Club, Inc., will hereinafter be called the Corporation.

Section 4. LOGO - The Music City Mustang Club Logo shall consist of the image of a running horse, with the words Music City above the horse and the words Mustang Club below the horse. A musical note symbol will be placed at each end of the horse.

ARTICLE II

Liability

Section 1. PERSONAL LIABILITY – No member of the corporation, Executive Officer or member of the Board of Directors shall be held personally liable for any claim, damage or debt against the Corporation or its members.

Section 2. CORPORATE ASSETS – No member shall have the right to individual proceeds of the Corporation assets or property.

ARTICLE III

Executive Officers

- Section 1.** TYPE OF OFFICERS – The Executive Officers of the Corporation shall consist of the following; President, Vice-President, Secretary, and Treasurer.
- Section 2.** ELECTION OF OFFICERS – The election of Executive Officers will be conducted under the direction of the Nominating Committee in accordance with Article VIII, Section 4. Officers shall serve for one (1) year or until their successors are elected.
- Section 3.** FEES AND COMPENSATION – Officers shall not receive any compensation, fee or salary for their services as an Officer, but by resolution by the Board, compensation may be allowed to any Officer for any monies or expenses actually incurred and paid by any Officer for the benefit of the Corporation.
- Section 4.** REMOVAL AND RESIGNATION – Any Officer may be removed for cause by a three-fourths (3/4) majority vote of the Directors at the time in office at a regular or special meeting of the Board of Directors. However, no action for removal under this section may be initiated without a recommendation or charges for removal first being presented in writing to the Executive Officers for evaluation. Any Officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary. 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 5.** VACANCIES – A vacancy shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Director be increased by amendment of these By-Laws and the Articles of Incorporation. A vacancy or vacancies shall be filled by the remaining Directors or by the members at an annual or special meeting of the active members entitled to vote. When remaining Directors are filling vacancies, the top candidates, in descending order, not elected on the previous annual ballot, must first be placed in nomination and voted on by the Directors. When, and if, this list is exhausted, nominations will be taken and voted on accordingly. In the event the number of vacancies precludes the formation of a quorum, a simple majority of remaining Directors, including proxies, will prevail in the nomination and election process. Such member or members so elected shall hold office for the term of the Directors replaced, and until the successor is qualified and elected.
- Section 6.** VOTING RIGHTS – All Officers shall have voting rights equal to that of each member.

ARTICLE IV

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 shall preside at

all meetings of the Board of Directors and meetings of the members. The President shall sign all contracts and other instruments in writing, provided, however, that all contracts and instruments in writing have first been approved by the Board of Directors. The President shall appoint the Non-Officers and the Nominating Committee.

Section 2. VICE-PRESIDENT – The Vice-President shall perform all the duties of the President in his absence, and when so acting shall have all the powers and restrictions of the President as set forth in Section 1 of this Article. The Vice-President shall perform such other duties as from time-to-time may be prescribed by the Board of Directors.

Section 3. SECRETARY – The Secretary shall attend all meetings of the members and the Board of Directors, record the minutes of all meetings, keep or cause to be kept a current register of members and give notice of all meetings of members. The Secretary shall have control of valuable papers, documents, records and books of the Corporation and shall be at all times subject to the control of the Board of Directors. The Secretary will certify and file amendments and revisions to the By-Laws with the official copy, which is entrusted to his / her possession. In the absence of the Secretary from any meeting of the members or the Board of Directors the presiding Officer shall appoint a secretary pro-tempore.

A. Minutes of the meetings of the Board of Directors shall be kept by the Secretary and filed in the Minute Book of the Corporation which shall be available for reference at meetings and at other times.

B. Minutes of the meetings of the membership shall be kept in the same manner as set out in Section 3A of this Article.

C. The Secretary shall certify to the National Club in January of each year the names of Officers elected to serve in the ensuing year.

D. The Secretary shall furnish to the National Club a list of all current members, as of June 1, which shall be received by the National Club no later than July 1.

Section 4. TREASURER – The Treasurer shall keep a correct accounting of the Corporation’s business transactions. The Treasurer shall deposit all monies in the Corporation’s bank account. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors an accounting of the Corporation’s assets and liabilities when they request such information. No obligation, debt or other liability shall be incurred by the Treasurer without specific approval or resolution of the Board of Directors.

Duties of Non-Officers

Section 5. MCA NATIONAL DIRECTOR – The National Director is a member of the National Board of Directors and is entitled to vote when in attendance at all National meetings. Said National Director shall serve in accordance with the By-Laws of the National Club. The National Director shall be appointed by the President.

- Section 6.** PARLIAMENTARIAN – The Parliamentarian will be present at all meetings of the Board of Directors and all meetings of the membership. He will advise in all areas of parliamentary law and incorporation, current By-Laws and any other documents and information as is necessary to carry out the proper order of business. The Parliamentarian shall be appointed by the President.
- Section 7.** MEMBERSHIP DIRECTOR - The Membership Director shall distribute and receive membership applications, collect membership dues, and maintain an accurate membership roster. This roster shall include names, addresses, phone numbers, e-mail address, renewal dates and MCA member numbers. All roster information shall be submitted to the Secretary, Newsletter Editor, and Web Master for their use. All dues collected shall be delivered to the Treasurer for deposit at the earliest Executive Board or General Membership meeting. The Membership Director shall be appointed by the President.
- Section 8.** WEB MASTER – The Web Master shall be present at all meetings of the Board of Directors and all meetings of the membership, when possible. He/She shall keep the information on the WWW.MusicCityMustangClub.Org web site accurate and up to date in a timely fashion. The Web Master shall be appointed by the President.
- Section 9.** NEWSLETTER EDITOR – The Newsletter Editor shall be present at all meetings of the Board of Directors and all meetings of the membership, when possible. He/She shall publish and distribute the Newsletter (The Legend) as directed by the Board of Directors. The Newsletter Editor shall be appointed by the President.
- Section 10.** HISTORIAN – The Historian is responsible for maintaining all historical documents pertaining to the club. The Corporation shall retain ownership of all donated historical items. The Historian shall be appointed by the President.
- Section 11.** ADVISOR TO THE BOARD OF DIRECTORS – For the first year following their presidency, the former president of the club will serve as the Advisor to the Board of Directors. This position will provide guidance and advice to the club’s Board of Directors and assist with a smooth transition of the new president. This position will attend all board meetings. They will have voting rights in two circumstances: 1) this position is needed to form a quorum of the board during meetings, and / or 2) there is a tie with a vote and this position shall vote to break the tie.

ARTICLE V

Membership

- Section 1.** APPLICATION – Any person may apply for membership who is at least 18 years old. Application for each must be in writing on a Music City Mustang Club Application form, filed with the Membership Director and accompanied by dues for the current year.

Section 2. SUSPENSION, EXPULSION, REINSTATEMENT BY THE BOARD OF DIRECTORS – The Board of Directors shall have summary power by a three-fourths (3/4) majority vote to suspend or 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 Corporation, or which is likely to endanger the welfare, interest or character of the Corporation, or for nonpayment of dues, or for conduct in violation of these By-Laws or of the rules and regulations of the Corporation which may be taken at any meeting of such Board. The proceeding of the Board of Directors in such matters 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-fourths (3/4) affirmative vote of the Board of Directors at any regularly called meeting shall be required to pass upon such reinstatement.

Section 3. RESIGNATION – Upon resignation, suspension, expulsion or the death of a member, his rights and privileges as a member shall cease.

ARTICLE VI

Meetings of Members

Section 1. REGULAR MEMBERSHIP MEETINGS – Meetings shall be held the third Thursday of each month at 7:00 p.m. unless changed by a majority vote of the Board of Directors. All general membership meetings shall be held within our regional assigned territory.

Section 2. SPECIAL MEMBERSHIP MEETINGS – A Special meeting of the members may be called at any time by the President or by a majority vote of the Board of Directors. A written or printed notice stating the purpose, place, date, and hour of such special meeting shall be e-mailed or mailed by the Secretary to each member in good standing at least ten (10) days, but not more than thirty (30) days prior to said meeting.

Section 3. BUSINESS MEMBERSHIP MEETING – The regular October meeting shall be the business meeting of the membership, at which time proposed amendments to the By-Laws may be presented by any member in good standing. A preliminary ballot for Board of Directors shall be presented by the Nominating Committee, with additional nominations being taken from the floor, for action upon at the November meeting. Any other general business may be presented at this meeting.

Section 4. MEMBERSHIP VOTING – There shall be two types of voting by the membership; official balloted voting and general voting.

A. For official balloted voting there shall be only one ballot per paid membership.

B. For general voting every member present shall have one (1) vote.

- C. The use of proxies at any membership meeting or Board of Directors meeting will be allowed. The Proxy authorization shall be in writing and signed by the absent member. A proxy shall not be considered to represent a member present at the meeting for purposes of constituting a quorum.

Section 5. QUORUM – At all meetings of the club, twenty five (25) members shall constitute a quorum entitled to conduct legal business of the assembly.

Section 6. ADJOURNMENT–A quorum of the Directors or Officers may adjourn any Board of 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.

ARTICLE VII

Corporate Powers

Section 1. CORPORATE POWERS – The corporation powers of this Corporation shall be vested in a Board of nine (9) Directors. The property and business of the Corporation shall be managed under the direction of the Board of Directors.

ARTICLE VIII

Board of Directors

Section 1. BOARD OF DIRECTORS – The Board of Directors shall be comprised of the following elected members; President, Vice-President, Secretary, Treasurer, and five (5) Board members. No member shall hold more than one elected office.

Section 2. ELECTION AND TERM – The Board of Directors shall be elected by official ballot at the November meeting of each year and shall serve for a period of one (1) year commencing in January of the coming year. All members of the Board of Directors shall be active members of the Corporation and the National Club.

Section 3. 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 By-Laws and the Articles of Incorporation. Vacancies shall be filled by the remaining members of the Board. Such member, so elected, shall hold office for the term of the Director he replaces, and until his successor is qualified and elected.

Section 4. NOMINATING COMMITTEE – The Nominating Committee shall be appointed by the President no later than June of each year. The committee shall consist of two (2)

members with at least one (1) from the Board of Directors. The duty of the nominating committee shall be to solicit candidates from the membership to fill the positions of the Board of Directors. Candidates shall be any person from the membership. The nominating committee shall prepare a ballot to have no less than nine (9) names from the membership. The ballot shall contain nominations for the offices of President, Vice-President, Secretary, Treasurer, and five (5) additional Board members.

The Nominating committee shall solicit nominees and obtain a signed “Willingness to Serve” form from each and prepare a brief statement describing each nominee by name, city of residence, and a statement of qualifications including offices held, past or present in the Corporation or the National Club. The Nominating Committee shall notify each active member, by way of the club newsletter, of the list of nominees, and statements describing each nominee and voting instructions by November 1.

Voting for the Executive Officers and Board of Directors shall be done by Official Ballot, by members present at the regular meeting on the third Thursday of November. Absentee ballots may be requested by members unable to attend the meeting. All absentee ballots must be received by the Nominating Committee not later than the third Thursday in November.

The Nominating Committee shall verify and tabulate all ballots. Ballots must have the specified number of names selected or they will not be considered valid and will not be counted. The President will announce the results at the conclusion of the Regular Membership Meeting.

Section 5. REGULAR BOARD MEETINGS – Regular meetings of the Board of Directors shall be held at any place within the regional assigned territory which has been designated from time-to-time by consent of a majority of the Board. The Board of Directors shall hold at least four (4) regular meetings each fiscal year.

Section 6. SPECIAL BOARD MEETINGS – Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any three (3) Directors.

Section 7. QUORUM – At all meetings of the Board of Directors, a simple majority in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

Section 8. ATTENDANCE – Directors shall notify the President as soon as practicable if unable to attend a Directors’ meeting.

Section 9. FEES AND COMPENSATION – Directors shall not receive any compensation, fee or salary for their services as Directors, but by resolution of the Board, compensation may be allowed to any Director for monies or expenses actually incurred and paid by any Director for the benefit of the Corporation.

ARTICLE IX

Powers of Directors

Section 1. POWERS OF DIRECTORS – The Board of Directors shall have the power to call meetings of the membership when it deems necessary to conduct, manage and control the affairs, relations and business of the Corporation, and to make rules not inconsistent with the laws of the State of Tennessee, for guidance and management of the affairs of the Corporation. The Board of Directors shall have the power to incur indebtedness, the terms and amount of which shall be entered into the minutes of the Board, and the note or obligation, if any given for same, signed officially by the President and the Secretary, shall be binding on the Corporation. 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 in any corporate office.

Section 2. EXPENDITURIES – All expenditures in excess of normal monthly operating expenses of the Corporation must be approved by the Board of Directors.

ARTICLE X

Parliamentary Authority

Section 1. PARLIAMENTARY AUTHORITY – The rules contained in the current edition of “Roberts Rules of Order” shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

ARTICLE XI

Certificate of Membership

Section 1. CERTIFICATE of MEMBERSHIP – Certificate of Membership shall be of such form and device as the Board of Directors may from time-to-time elect.

ARTICLE XII

Contracts

Section 1. CONTRACTS – The Board of Directors, except as the By-Laws or Articles of 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 authorization may be general or specific, and unless so authorized by the Board of Directors, no Officer or Agent shall have any person or authority to bind the Corporation by any contract or agreement or to any amount.

ARTICLE XIII

Inspection of By-Laws

Section 1. INSPECTION – The Secretary shall keep in their possession the original (or a copy of) By-Laws as amended or otherwise altered, to date, which shall be open to inspection by the members at all reasonable times.

ARTICLE XIV

Revenues

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 – Dues shall be payable between January and March of each year and delinquent after April 1, of each year.

ARTICLE XV

Amendments

Section 1. BY MEMBERS – New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority vote of the active voting members, either present or represented by proxy at the business membership meeting where a quorum is present. Alternatively, any member may present proposed amendments to the Board of Directors at any regular meeting of the Board, and such proposed amendments must receive a majority vote of the Directors present at such meeting and a majority vote of the Directors present, or by proxy, at the next regular or special meeting of the Board of Directors.

Section 2. BY THE BOARD OF DIRECTORS – The Board of Directors may adopt, amend or repeal these By-Laws. To become effective, a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors, and a majority vote of the Directors present, or by proxy, at the next regular or special meeting of the Board of Directors.

ARTICLE XVI

Fiscal Year

Section 1. FISCAL YEAR – The fiscal year of the Corporation shall be the calendar year.

ARTICLE XVII

Solicitation and Use of Corporate Name

- Section 1.** SOLICATION – Soliciting by anyone; whether a member or non-member, at any meeting, of the membership or meeting of the Board of Directors, or at any other time, is strictly prohibited without the prior written consent of the Board of Directors.
- Section 2.** NAME and LOGO – The use of the Corporation name and logo, as defined in Article 1, Section 1 and 4 herein, in writing or in print, by any member or otherwise, for any reason, is strictly prohibited without the prior written consent of the Board of Directors.

ARTICLE XVIII

Termination of Corporation

- Section 1.** In the event that the Corporation should stop operations and be dis-banded, then any remaining funds in the club’s account(s) are to be used to resolve any outstanding liabilities. Once all liabilities are paid-in-full, any remaining funds are to be donated to charity. The charity is to be selected by the last person holding the office of President. If that person is not available, then the last person holding an officer position in this order is to select the charity: Vice-President, Treasurer, Secretary. The Treasurer is to deliver all remaining funds to that charity via cashiers check and certified mail

ARTICLE XIX

Glossary of Terms

MEMBERSHIP – Any individual or family whose annual dues are current in the Corporation.

MEMBER – Any person covered under paid membership.

CANDIDATE – Shall be any member of the corporation seeing elective office.

ARTICLE XX

Acceptance of By-Laws

The By-Laws of this Corporation, dated 1/1/2011 will, by the direction of the Board of Directors, be reviewed for applicable content and may be amended or replaced with new amendments. The review shall occur within five (5) years from this date and will be accomplished in accordance with the policy and procedure of Article XV.

Name Printed

Signature

President: _____

Vice-President: _____

Secretary: _____

Treasurer: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____