

BY-LAWS FOR THE RED RIVER CLASSIC MUSTANG CLUB, INC

Updated February 27, 2011

ARTICLE I

SECTION 1: Name: The name of the club is the "RED RIVER CLASSIC MUSTANG CLUB, INC.". (7/97)

SECTION 2: Purpose: The general purpose of the club is to encourage use, service, and preservation of all Ford and Ford powered vehicles, Classic Fords and Mustangs regardless of year (1/01). Ownership of a Classic Ford or Mustang is not required.

SECTION 3: Seal: The logo of the club is the Mustang over the State of Louisiana enclosed by two circles. In between the circles will read: "Red River Classic Mustang Club", with a star depicting the location of Shreveport/Bossier within the state of Louisiana (1/99).

SECTION 4: Colors: The official colors are yellow, red, blue, gray, and black. (1/99)

A. The official club t-shirt shall include the American flag on the left sleeve. (1/04)

ARTICLE II

SECTION 1: Members: Membership in the club is open to owners / enthusiasts of Classic Fords or Mustangs.

A: A "Single" membership is defined as any one individual of legal driving age.

B: A "Couple/Family" membership is defined as one individual of legal driving age, their spouse or companion, and any dependant children under the age of 18.

C: A member must be of legal driving age to receive voting privileges and accumulate points.

SECTION 2: Dues: Annual dues for members are due January of each year. A grace period of one month will carry the membership. As of March 1, the membership is subject to termination for non-payment of dues. (1/04) Annual dues are \$25.00 per voting member or \$35.00 per voting couple. Initial paid membership will give the new member an official club T-shirt, membership card with the logo on it, and a member number (1/99). Annual dues are subject to approval/change as deemed appropriate by the Board of Directors, with periodic reviews. Any new member joining after September 1 will pay full dues which will cover the remainder of the fiscal year and the next fiscal year (1/06). Annual dues are non-refundable under any circumstances! (1/03)

A. Persons or couples buying a new or used Mustang from any local Ford dealership (1/08), who have never previously had a membership in the Red River Classic Mustang Club, Inc., will receive a free membership to the Red River Classic Mustang Club Inc. and will receive all the benefits of membership except they will not receive a club T-Shirt until they purchase a paid membership. Persons or couples are eligible for the free membership only if their application for membership is received by the Red River Classic Mustang Club, Inc. within sixty (60) days of their Mustang purchase. The free membership period shall last from date of application until the end of the fiscal year. Upon expiration of the free membership, the persons or couple must pay for a full membership to continue as a member in the Red River Classic Mustang Club, Inc.

SECTION 3: Expulsion: Any member may be suspended/expelled from the club by three fifths majority vote of attending members at the next scheduled meeting. The action will be determined after a majority vote of the club's Board of Directors. At that time, all club property will be surrendered (1/98).

SECTION 4: Resignation: To resign, a member must direct a letter of resignation to both the President and Vice President.

SECTION 5: Logos: The club logo shall receive due respect and be displayed only on club- sanctioned items. The production and sale of items incorporating club name or club logos must be approved by the board of directors. (1/05)

SECTION 6: Club Funds and Assets: No member may have or acquire any right, title, or interest in the funds or assets of the club nor any vested right in the continuation of any club service. All funds and assets of the club in excess of operating expenses shall be used by the club for charitable endeavors. No part of the funds or assets of the club may be distributed to any member without express consent from the Board of Directors. Upon dissolution of the club (1/99), any funds remaining after meeting all prior financial obligations will be distributed to one or more regularly organized non-profit organizations devoted to one or more of the objectives of the club, or to one or more educational or charitable organizations selected by the Board of Directors.

ARTICLE III

SECTION 1: Regular board meetings: The Board of Directors will meet each month prior to the upcoming month's membership meeting (1/00), or as many times as deemed appropriate. Each board meeting will discuss the following:

- A. Prior meeting discussions/follow up. Discuss prior commitments and fulfilled obligations.
- B. Reports of officers/updates or pertinent information.
- C. Reports of select committees (as applicable).
- D. Upcoming business/commitments/functions.
- E. Proposed new business.

SECTION 2: Membership Meetings: Regular club meetings will be conducted the first Saturday of each month, unless otherwise directed by the Board of Directors (i.e. emergency meetings, special meetings) (3/97). All indoor meeting areas (1/03) are tobacco free (10/98) and alcohol free. (1/03)

SECTION 3: Special Meetings: In addition to any provisions stated herein, special meetings of the members may be called by any of the board members, with 70% (7/10's) board members' consent (1/99).

SECTION 4: Quorum: 70% (7/10's) of the board members must be present or accounted for (proxy vote) in order to conduct business.

- A. In order for a proposal to pass the board of directors, it must be approved by the majority of the board of directors (1/99).

SECTION 5: For continued operation of the Club and in accordance with the Club Articles of Incorporation, the Board of Directors positions of President, Secretary and Treasurer must be filled. (2/09)

ARTICLE IV

SECTION 1: The Board of Directors shall consist of ten persons elected from the general club membership. They shall be elected to fill one or more of the following Board positions (2/11):

- A. **PRESIDENT:** The President will conduct and preside over all meetings. He is responsible to see that all officers perform their duties. He is also responsible for club representation within the community, as well as performing any duty that cannot be fulfilled by any other officer or delegate the duty to any club member.
- B. **VICE PRESIDENT:** The Vice President will attend all meetings (01/01), work with the President on all club activities/events, etc., as well as coordinate efforts of all board members. He will fulfill the duties of the President in the absence of the President. In the event the President resigns, for any reason, the Vice President will fulfill the obligations of the Presidency for the duration of the fiscal year. The Vice President will also maintain the official club points roster of members. Individual member point status will be made available upon request of that member (1/00).
- C. **SECRETARY:** The Secretary will attend all meetings, keep records of the previous meetings, keep records of the current meetings, and read the minutes of the previous meeting. Will retain all membership applications and maintain a club roster to be distributed to Newsletter Editor and Treasurer. (1/05) Will issue all new members a membership card and number (1/99). Will send out all personal letters (i.e. Thank you letters, Sympathy cards, congratulations, etc.).

- D. TREASURER: The Treasurer will attend all meetings. Will be required to monitor and control all club funds and account for all income and expenses incurred each month, with written documentation to be periodically reviewed by the Board of Directors (see article XIV). The Treasurer, President or Vice President (1/98), if not in the same household as Treasurer, will be the only authorized signatures for the club checks. If the President and Treasurer or Vice President (1/98) are in the same household, an alternate board member's signature will be required. No two board members of the same household shall sign the club checks. The Treasurer may appoint an assistant who, with board approval, will act as the club's retail agent for all club merchandise (1/01).
- E. NEWSLETTER DIRECTOR: The Newsletter Director will attend all meetings (1/98). Will be designated to provide written information in the form of a monthly newsletter to be distributed to all members present at meetings or mailing within five (5) business days thereafter (1/98). Must coordinate with all board members for pertinent information on all upcoming events, features, and happenings. Each newsletter must be completed prior to the start of the monthly meeting. Must also encourage membership participation in articles, as well as encourage paid advertising for each newsletter from potential advertisers.
- F. SHOW DIRECTOR: Will attend all meetings. Will inform the club and the Newsletter Director of the upcoming car shows. May delegate to any member an activity to coordinate and complete. The incoming show director shall assume the office at the same time as the other new board members. The outgoing Show Director shall assist the incoming Show Director with organizing any January shows. (01/06)
- G. ACTIVITY DIRECTOR: Will attend all meetings. Will coordinate all club social functions and club meetings (1/04). May appoint an assistant (i.e. Calling committee, parties, etc.). (01/01)
- H. MUSTANG CLUB OF AMERICA(MCA) REGIONAL DIRECTOR: A member in good standing of the Mustang Club of America that shall serve as liaison between the MCA and our club. Responsible for attending all MCA meetings (as possible) and keeping our club informed as to MCA business. (2/11)
- I. INTERNET DIRECTOR: Will attend all meetings. Will inform Board of Directors and the club of all pertinent E-mail. Will administer the club's Internet site. (1/00)
- J. BOARD MEMBERS AT LARGE (2): Will attend all meetings (1/98), will provide input at board meetings, perform assigned tasks, and assist the Board of Directors in any capacity needed. (01/01)

SECTION 2 : Any elected board member may appoint a club member as an assistant (1/99). Assistants are not board members and may not vote as such (1/00).

SECTION 3: All board members will conduct club business in a timely and professional manner (1/00).

SECTION 4: All board members, whether newly elected or continuing in the same office, shall be considered "new board members" at the beginning of each term. (1/00)

SECTION 5: It is the responsibility of all outgoing board members to pass on all records and details of their position to the incoming board members. (01/01)

SECTION 6: In the event there are concurrent vacancies in the offices of President and Vice-President or both the President and Vice-President are unable to fulfill their duties, the next highest ranking club officer will take responsibility to officiate club business, call a special election for those offices, and announce at the next regular club meeting that the special election will be held the following month. The ranking of the officers will be in the order of the list under Article IV, Section 1, Subpart A through J in these Bylaws.

SECTION 7: The term of office for all officers is for one year from January 1 to December 31.

SECTION 8: Presidential Authority: In the event any board director cannot fulfill their obligations to the club, the President shall (1/03) appoint another club member to fill the position. After appointment, the person may only assume the office after being approved by the majority of the current Board of Directors (1/99).

ARTICLE V

SECTION 1: Fiscal Year: The Fiscal year is from January 1 through December 31 of the same year. (1/99)

SECTION 2: Point Standings: The point standing year is from January 1st through November's regular club meeting. The point system will be controlled and monitored by the Vice President, who has final say on determination and any allowances thereof:

A	Meeting attendance	5 points
B	Attending meetings or events in a classic Mustang or other Ford (1/05)	1 point
C	Cruise	5 points
D	Work Activity	5 points
E	Social Activity	5 points
F	Any official club shirt worn (1/04)	1 Point
G	New member referral (1/03)	5 points
H	Bringing door prizes to club meetings (Maximum of 9 points per meeting) (1/02)	3 points
I	Participation in club sanctioned show / show-and-shine	5 points
J	Published Newsletter, Newspaper or Magazine Article Pertaining to Fords or Mustangs (150 words minimum)	5 points
K	Published Tech Tip	1 point
L	Voluntary Discussion at Club Meeting – Either discussing Fords or Mustangs or Providing a Guest Speaker to discuss (5 minutes minimum)	5 points

Official club events, wearing apparel, and designated special events shall be determined by the current Vice President. The Vice President shall inform the membership of special events, allowances, etc. prior to the occasion (6/99). The winner of the most accrued points at the end of the point standing year (1/04) will receive a jacket labeled "TOP POINTS", as well as "RED RIVER CLASSIC MUSTANG CLUB" to be provided by the club. The members who have accrued the second and third most points by the end of the point standing year (1/04) will be awarded a prize selected by the Vice President (i.e. mug, sweatshirt, etc...) (4/99). Board members are not eligible to earn participation points. **It is the club member's responsibility to make sure that the Vice President has recorded the appropriate points at each event.**

SECTION 3: Annual awards: Red River Classic Mustang Club, Inc. may pass out the following awards at the annual Christmas party, at the discretion of the Board of Directors.

- A. Participation Points Awards: First, Second and Third place points awards presented by the Vice President as a result of their accumulated point totals.
- B. Stallion Award: New member (in first or second year of membership) that enthusiastically participates in club events (i.e. meetings, work details, shows, etc.) and actively promotes the club to the public.
- C. In the Wings Award: Club member that goes above and beyond the call of duty – is always available and willing to help without seeking recognition.
- D. Ronald Crockett Memorial Award: Young club member that shows exceptional dedication and service to the club.
- E. Show Shirt Design Award: Club member that submitted the design chosen by club popular vote and used on the annual show shirt. (Section added 1/07)
- F. Sponsorship Award: An award, to be determined by the Board of Directors, will be given to the club member that obtains the highest amount of new sponsorship dollars for the fiscal year. (1/08)

ARTICLE VI

SECTION 1: Amendment to the By-laws: A member may propose an amendment to the By-laws by submitting a written proposal to the Board of Directors. It will then be reviewed by the Board of Directors and, after subject approval, will be presented to the general membership for adoption. It will be presented at the next regularly scheduled club member meeting, to which a three-fifths majority vote of attending members will approve or deny the proposal. If approved, it will be added to the By-laws immediately.

SECTION 2: Proposal by the Board: Board members must follow same procedure as Article VI, Section 1, with exception of the annual bylaw review meeting (Amended 1/07).

ARTICLE VII

SECTION 1: Personal Liability: All persons or corporations extending credit to, contracting with, or having any claim against the club or Board of Directors may look only to the funds and property of the club for payment of any such contract or claim, or for the payment of any debt, damage, judgment, or decree or any other money that otherwise becomes due or payable to them from the club or the Board of Directors, so that neither the members of the club, or the Board of Directors present or future shall be liable personally thereof.

SECTION 2: Club Liability: The club and the Board of Directors will not be held liable for any loss or damage due to fire, theft, accidents or act of God (1/04) at any and all club meetings, functions and events that the club directs or directly participates in.

SECTION 3: Ford Compliance's: It will be the responsibility of the Board of Directors to insure full compliance with the use and association of all Ford logos and descriptions, as well as maintain necessary correspondence with such, so as to insure that no infractions occur to which may effectively disable the club. It is further stated that "Red River Classic Mustang Club, Inc." is currently within the prescribed confines associated with Ford, with full intention to continue in said fashion.

ARTICLE VIII

SECTION 1: By-law Review: At the beginning of each new fiscal year, the new Board of Directors will be required to review the By-laws so as to insure the club is within full compliance, as well as recommend updates/deletes as deemed appropriate. It is further stated that the By-laws be issued to all Board of Directors at that time and to the general membership at large. A copy shall (1/03) be maintained at each meeting so as to insure that any disputes may be resolved promptly, without delay (1/04).

- A) Without prior discussion or approval, the club secretary may amend the bylaws at any time to correct spelling, punctuation and grammatical errors, on condition that the original message and intent of the statement is not altered. Any such changes will be immediately reported to all other board members. (Added 1/07)

ARTICLE IX

SECTION 1: Club History: It will be the responsibility of the outgoing President to pass on the written history of the club, and prior By-laws to the incoming President, primarily to continue the uniform building of the club, maintaining pertinent history, as well as identifying changes that have affected the club. The information is general knowledge for all members which will effectively document the history of the "Red River Classic Mustang Club, Inc." (01/01)

ARTICLE X

SECTION 1: Elections: Elections for the Board of Directors will be held during the regularly scheduled December club meeting (1/04). Elections for the Board of Directors will be held by secret ballot only. (1/99)

SECTION 2: Determination of the Annual Election Ballot: In writing, a candidate must submit, to the Board of Directors, a written form stating their name and the position for which they are running. This submission must be made 45 (1/04) days prior to the election (see Article XI Section 1). The candidate must submit the form in person to a board member, by mail, or by e-mail. An individual may only declare candidature for one position. No nominations will be accepted. (11/98)

SECTION 3: Vacancy: If no one declares candidature for a certain position, the newly elected President will appoint a member to fill the position. After appointment, the person may only assume the office after being approved by the majority of the current Board of Directors (1/99). During the interim, the member who previously held the position will maintain it. (01/01)

A: At the December meeting, a club member in good standing may present a verbal platform for write-in candidacy for any undeclared board position and may be elected as a write-in candidate.

SECTION 4: Ballots: All ballots must be accompanied by the voting member's membership number. If a ballot is received without a membership number, it will be voided. If the same number appears more than once, that member will be contacted to verify their vote (1/99) or the vote will be voided (1/04).

SECTION 5: Vote Counting: Two members will be appointed by the Board of Directors to count the votes. (1/99)

ARTICLE XI

SECTION 1: Membership Number: The Secretary is responsible for assigning new members with a random membership number. The Secretary and Treasurer are the keepers of the list of membership numbers. The Board of Directors is entitled to have access to the numbers in the event of a discrepancy. (1/99)

SECTION 2: A potential candidate for any board position must be a member in good standing for the 12-month period preceding the deadline for platform submission. (10/00)

SECTION 3: You must be a member for 3 months to be eligible to vote in club elections. (01-02)

ARTICLE XII

SECTION 1: Board Member Shirts: Upon taking an office of the Red River Classic Mustang Club, Inc., the club will purchase an official (1/04) club shirt with the board member's name, position, and year in the left corner of the shirt, for each board member (1/00).

ARTICLE XIII

SECTION 1: Audits: The Funds and all other property belonging to the club shall be accounted for annually. (1/00)

SECTION 2 : Upon a treasurer taking office, and as deemed necessary by the board of directors, the president will appoint a board member as auditor. The auditor, if necessary, will select two club members to assist in an audit of the club's assets. The auditing committee shall conduct a complete and accurate audit and accounting of all assets of the club. The auditor will report the findings to the board at the next board meeting. (1/00)

SECTION 3 : The outgoing treasurer will make him/herself available to answer questions and make clarifications as necessary, but will not be on the auditing committee. (01/01)

SECTION 4 : The incoming treasurer will be available to advise the committee, but will not be on the auditing committee. (01/01)

SECTION 5: Sponsorship: Red River Classic Mustang Club is partially funded by yearly sponsorships. The funds raised by the sponsorships are to help cover our operating costs and support our charity works. All members are encouraged to seek new sponsors.

- A. Club Sponsor: \$100 per year. Sponsor name and / or logo appears on back of the official club t-shirt. Sponsor entitled to one official club t-shirt bearing their logo. Club available for Show & Shine or cruise to sponsor's business if possible.
- B. Show Sponsor: \$100 per year. Sponsor name and / or logo appears on back of annual club show t-shirt, printed on sponsor sheet given to participants, and promoted at show. Sponsor entitled to one official club show t-shirt bearing their logo.
- C. Newsletter Sponsor: \$25 per year. Sponsor name and / or logo printed in club monthly newsletter. This sponsorship helps offset printing and mailing the newsletter.
- D. Full Sponsor: \$200 per year. All entitlements of Club, Show and Newsletter sponsorship. Sponsor eligible for one club membership.

By-laws amended by the 2011 Board of Directors on February 27, 2011, as called for by Article IX Section 1. Seven Board members were present (Internet Director, Activities Director and Show Director absent). President Thomas Monahan presided over the review. Amendments logged by Secretary, Lane Butler.