

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

ARTICLE I

Name

Section 1. NAME. The name of the corporation shall be the Orange County Model A Ford Club (OCMAFC) hereinafter referred to as the Club. The Club is an affiliate chapter of the Model A Ford Club of America (MAFCA).

Section 2. PRINCIPAL OFFICE. The Corporation's principal office shall be located at the residence of the President of the corporation. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section 2, or this Section 2 may be amended to state the new location.

ARTICLE II

Purpose

The purpose of this Club shall be:

Section 1. General Purpose: Devotion of Club activities exclusively to the welfare of the general public by providing education concerning the Model A Ford, its accessories, memorabilia, history, and literature.

Section 2. Supporting Purposes.

- (a) Exhibition of Model A Fords as a traveling museum or as a static display.
- (b) Exhibition of the accessories, memorabilia, history, literature and era fashions of the Model A Ford automobile.
- (c) Discovery, preservation, restoration and maintenance of the Model A Fords and their accessories, memorabilia, history, literature and era fashions.
- (d) Conducting meetings and seminars to promote the Club's purposes.

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

- 37 (e) Conducting parts exchanges or swap meets to further the
38 preservation, restoration and maintenance of Model A
39 Fords, their accessories, memorabilia, history, and
40 literature either as sole sponsor or jointly with another
41 sponsor or sponsors and whether restricted to Club
42 members in whole or in part or not so restricted the
43 occasion best serves the Club's general purpose.
- 44 (f) Support the Association of California Car Clubs (ACCC).
- 45 (g) Such other activities to promote or benefit the purposes of
46 the Club.
- 47 (h) To foster the spirit of fellowship and family participation
48 through the Model A.
- 49 (i) Encourage and support youth scholarship and restoration
50 awards that encourage youth involvement with Model A
51 Ford and serve the general purpose of the Club.

**ARTICLE III
Members**

- 52
- 53
- 54
- 55
- 56 Section 1. REQUIREMENTS FOR MEMBERSHIP: An interest in the
57 purpose of the Club and a desire to take an active part in
58 Club activities. Ownership of a Model A Ford is not a
59 requirement.
- 60 Section 2. CLASSES OF MEMBERS: There shall be three classes of
61 members: Family Members, Youth Members and Life
62 Members.
- 63 (a) Family Members: The Club is family oriented. A family is
64 defined as one or two adults and all minors under the age
65 of 18 living in the same household.
- 66 (b) Youth Members: Members under the age of 18 but not in
67 the same household as a Family Member. Youth Members
68 shall not have the right to vote. Youth Members may only
69 participate in Club activities with the consent of a parent or
70 guardian.
- 71 (c) Life Members: Life Members shall have all Family
72 Membership rights as listed below but pay no dues.

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

73 (d) Rights: Family and Life Members shall have one vote for
74 each adult, a one-year subscription to the Club publication
75 known as The Distributor, a copy of the annual Club
76 membership roster, and the right to participate in all Club
77 activities.

78 Section 3. THE DUES payable by members shall be payable in advance
79 of the first day of January each year, and not later than the
80 regular January meeting. Dues paid on or after the first day
81 of October shall constitute payment of full dues for the
82 ensuing calendar year. If dues are not paid by the January
83 meeting, members will not be included in the printed
84 roster.

85 Dues for Family Members and Youth Members shall be
86 established by the Board of Directors.

87

88

ARTICLE IV

89

Meetings of Members

90

91 Section 1. THE REGULAR MEETING of the members shall be held
92 monthly for the purpose of transacting business. This
93 meeting is normally held on the second Thursday of each
94 month.

95 Section 2. NOTICE OF SPECIAL MEETINGS. A written or printed notice
96 stating the purpose, place, day, and hour of any special
97 meeting shall be delivered to each member not less than
98 ten or more than ninety days before the date of each
99 meeting. Special meetings of members may be called either
100 by the President, another officer, or not less than one-tenth
101 of the general membership.

102 Section 3. QUORUM. The members holding one-tenth of the votes
103 which may be cast at any meeting shall constitute a quorum
104 at such a meeting. If a quorum is not present at any meeting
105 of the members, a majority of the members present may
106 adjourn the meeting without further notice. If a quorum is
107 present, the affirmative vote of most of the voting power
108 represented at the meeting, entitled to vote, and voting on
109 any matter shall be the act of the members, unless the vote

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

110 of a greater number of voting by class is required by law, by
111 the Articles, within these Bylaws.

112 Section 4. PROXIES. Voting rights may not be exercised by proxies.
113

**ARTICLE V
Board of Directors**

114
115
116
117 Section 1. GENERAL POWERS. Subject to the limitations of the Articles
118 of these Bylaws, and of the California Nonprofit Public
119 Benefit Corporation Laws relating to action(s) required to
120 be approved by the members, or by a majority of members,
121 the activities and affairs of the corporation shall be
122 conducted, and all corporate powers shall be exercised by
123 or under the direction of the Board.

124 Section 2. The BOARD OF DIRECTORS shall consist of seven members
125 including the President, Vice President/Tour director,
126 Secretary, Treasurer, Technical Director, Distributor Editor
127 (an appointive office) and the Outgoing President.

128 (a) All members in good standing and over the age of eighteen
129 years shall be eligible to run for office.

130 (b) All board members must be current members of the Model
131 A Ford Club of America

132 Section 3. TERM OF OFFICE. Terms of office of Club officers shall be
133 such that not all terms expire in the same year. Normally
134 the terms of President, Secretary and Treasurer shall expire
135 in even years and the terms of the Vice President and
136 Technical Director shall expire in odd years. Nominations
137 for expiring Board of Director positions shall be made at the
138 October meeting. Ballots will be sent with the November
139 newsletter. Ballots are to be returned to the election
140 chairperson on or before December 1st. Winners will be
141 announced at the Installation Banquet, by the election
142 chairperson. The term of office shall normally be 2 years. A
143 Board member though may choose not to be on the board
144 for the second year by notifying the Board prior to October
145 1st.

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

146 (a) The general membership shall vote for the new President
147 and new Board members from the list of nominees.

148 (b) No two members from any family shall be on the Board at
149 the same time.

150 Section 4. PRESIDENT. The President shall be the principal executive
151 officer of the Club and shall in general supervise the
152 business of the Club. The President shall preside at all
153 meetings of the Board, and the general membership
154 meetings, and shall perform all duties incidental to the
155 office of President. The President shall be an ex-officio
156 member of all committees.

157 Section 5. VICE PRESIDENT: In the absence of the President, the Vice
158 President shall perform the duties of the President and is
159 the activities/tour director. The activities/tour director may
160 be responsible for the planning and coordination of the
161 Club activities and tours. The activities/tour director keeps
162 mileage and tour participant records and may appoint
163 activity/tour coordinators to assist with and or lead
164 activities/tours.

165 Section 6. SECRETARY. The Secretary shall keep the minutes of the
166 general, Board and special meetings. The secretary also
167 sees that all notices are duly given in accordance with the
168 provisions of these Bylaws. The Secretary performs all
169 duties incidental to the office of Secretary. The secretary
170 shall submit bimonthly articles to the national M.A.F.C.A.
171 for publication in the Restorer magazine. The Secretary
172 shall pick up mail and handle correspondence weekly or
173 coordinate with Treasurer to pick up mail. The Secretary
174 can also appoint a member to pick up mail.

175 Section 7. TREASURER. The Treasurer shall be responsible for all funds
176 of the Club, maintaining ledgers and performing general
177 duties incident to the office of Treasurer. The Treasurer
178 shall take care of timely filing of state and federal tax forms
179 and state corporation registration with the secretary of
180 state. The Treasurer is responsible to provide the Editor and
181 Webmaster with new-member data on a monthly basis.
182 The Treasurer shall collect Club member dues. The

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

183 Treasurer shall supply a list of renewing members to the
184 Editor prior to printing of the club Roster.

185 Section 8. TECHNICAL DIRECTOR. The Technical Director shall arrange
186 the technical seminars. Duties are to write articles for the
187 paper, maintain records of the Club tools, etc., and to
188 perform all duties incidental to the office of Technical
189 Director

190 Section 9. EDITOR. (An appointed office) The Editor of the Club
191 newsletter, "The Distributor", shall attend Board meetings,
192 and have all rights as other officers including voting on
193 Board issues. The Editor shall maintain a record of the
194 current mailing addresses of all members. The Editor shall
195 edit and publish the Chapter newsletter and perform all
196 duties incidental to the office of Editor, and Publisher,
197 including the publishing of the annual membership roster.
198 The Editor may appoint Club members to a committee to
199 assist with the Distributor, roster and member
200 communications. The Editor shall be appointed by the
201 President with Board approval. The Editor and Webmaster
202 shall mutually coordinate on all changes and updates to the
203 Roster.

204 Section 10. OUTGOING PRESIDENT. The outgoing President shall be the
205 Club advisor for two years following his/her term of office.

206 Section 11. RESIGNATION. Any board member elected or appointed
207 may resign by filing a written letter of resignation with the
208 secretary and/or President.

209 Section 12. REMOVAL. Any member of the Board of Directors or agent
210 appointed by the Board of Directors or voted into office by
211 the membership may be removed by a majority vote of the
212 Board of Directors whenever, in its judgment, the best
213 interests of the Club would be served thereby, but such
214 removal shall be without prejudice, of the person(s) so
215 removed.

216 Section 13. VACANCIES. A vacancy in any office because of death,
217 resignation, removal, disqualification or otherwise, may be
218 filled by the Board of Directors for the unexpired portion of
219 the term.

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

220 (a) Vacancies in the board may be filled by appointment by a
221 majority vote of the Board.

222 Section 14. COMMITTEES. A standing/permanent committee or sub-
223 committee (temporary or subordinate committee to a
224 standing committee) shall be comprised of one or more
225 Club members appointed by the President and approved by
226 the Board to carry out specific functions under the
227 direction of the Board.

228 (a) Standing (permanent) Committees:

229 ACCC Representative

230 Club Greeter

231 Historian/Librarian

232 Membership

233 Merchandise Sales

234 Pancake Breakfast

235 Raffles

236 Refreshments

237 Regional Representative

238 Scholarship

239 Sunshine & Sorrow

240 Swap Meet

241 Webmaster

242 Breakfast coordinator

243 Era Fashion

244 Finance Committee

245 (b) A job description and Operational Procedures Notebook
246 will be prepared and maintained for each standing
247 committee. The job descriptions and Operational
248 Notebooks shall include a detailed summary in outline form
249 (at a minimum) of the specific duties of that standing
250 committee. The Committee chairs are to hand off
251 notebook(s) to newly appointed chairs.

252

253

**ARTICLE VI
Election Chairperson**

254

255

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

256 Section 1. THE ELECTION CHAIRPERSON shall be appointed by the
257 President and approved by the Board. The duties shall be
258 to accept nominations and notify all candidates, draw up,
259 send, and receive the ballots, and chair the tally committee.
260 The Election Chairperson may appoint Club members to a
261 nomination committee to assist in forming a slate of
262 nominees.

263 (a) THE TALLY COMMITTEE shall be comprised of not less than
264 four or more than six unrelated members, appointed by the
265 election chairperson. The tally committee shall tally the
266 ballots

**ARTICLE VII
Board Meeting**

270
271 Section 1. THE MEETING OF THE BOARD will be held each month on a
272 day directed by the Board.

273 Section 2. QUORUM. A majority of the Board of Directors shall
274 constitute a quorum for the transaction of business at any
275 meeting of the Board, provided, that if less than a simple
276 majority of the directors are present at said meeting, a
277 majority of the directors present may adjourn the meeting
278 without further notice.

**ARTICLE VIII
Contracts, Checks, Deposits and Funds**

282
283 Section 1. CONTRACTS. The Board of Directors may authorize any
284 officer(s), agent(s) or assignees of the Club, in addition to
285 the officers so authorized by these Bylaws, to enter into or
286 terminate any contract or execute and deliver any
287 instrument in the name of and on behalf of the Club and
288 such authority may be general or confined to specific
289 instances.

290 Section 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for
291 the payment of money, notes, or other evidence of

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

292 indebtedness in the name of the Club shall be signed by
293 either the President, Treasurer, or secretary.

294 Section 3. EXPENDITURES. All committee chairs, or heads of club
295 functions shall submit a detailed budget in writing for the
296 following year to the Board for approval at the October
297 meeting. The annual budget for the following year shall be
298 submitted to the Board by the President at the November
299 meeting. All changes to approved budgets must be
300 approved by the Board. All requests for expenditures
301 exceeding approved budget items or not in an approved
302 budget must be approved by the Board prior to being paid.
303 All non-budgeted expenditures of \$500.00 or more must be
304 approved by a majority of the members at a general
305 meeting.

306 Section 4. DEPOSITS. All funds of the Club shall be deposited to the
307 credit of the Club in such banks, trust companies or other
308 depositories as the Board of Directors may select.

309 Section 5. GIFTS. The Board of Directors may accept, on behalf of the
310 Club, any contributions, or gifts for the general purpose or
311 any special purpose of the Club.

312 Section 6. FISCAL YEAR. The fiscal year of the Club shall begin on the
313 first day of January and end on the last day of December
314 each year.

315 Section 7. AUDIT. The Club books must be audited by an auditing
316 committee when the club treasury transfers from the
317 outgoing Treasurer to the incoming Treasurer. The Audit
318 Committee is appointed by the President and approved by
319 the Board of Directors and must submit the audit results to
320 the membership by the February general business meeting.
321 The audit committee shall consist of the outgoing
322 Treasurer, the incoming Treasurer, a second incoming Board
323 Member and no more than two members at large.

324 Section 8. DOCUMENTS. All official Club records and documents are
325 to be passed on to the new Board of Directors prior to the
326 last day of December of each year.

327
328

ARTICLE IX

**BYLAWS OF
ORANGE COUNTY MODEL A FORD CLUB
(A California nonprofit public benefit corporation)**

329
330
331
332
333
334
335
336
337
338
339
340
341
342
343
344
345
346
347
348
349
350
351
352
353
354
355
356

Indemnification

Section 1. Indemnification under these Bylaws shall be as provided by Nonprofit Public Benefit Corporation laws of the State of California.

**ARTICLE X
Amendments of Bylaws**

Section 1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the members present at any regular meeting or at any special meeting, provided that at least five days written notice is given of the intention to alter, amend or to adopt new Bylaws at such meeting.

Section 2. The President with approval of the Board shall appoint a Bylaw review committee chair. The chair will appoint not less than four or more than six Bylaw committee members to conduct the Bylaw review. The member Bylaw ballots will be collected by the Bylaw chair and tallied by the Bylaw committee.

Section 3. The Board of Directors may make changes to the Bylaws by unanimous consent of the Board of Directors provided such changes do not materially or adversely affect the voting rights of the members or change the number of Directors.

The Balance of this Page Intentionally Left Blank
(Rev. 11/14/2024)