

The following is the Constitution and By-Laws of our car club reflecting proposed changes in procedure, rules and regulations. The items highlighted in Red are the old version scheduled to be deleted. The items highlighted in Blue are the new version as proposed by the Board of Directors. Please review and if you have any questions, concerns or comments, contact any of the Board members as listed in the club's roster.

**CONSTITUTION AND BY-LAWS
SAN DIEGO REGIONAL GROUP #19
EARLY FORD V-8 CLUB OF AMERICA
March 1, 2018**

ARTICLE I - NAME AND PURPOSE

SECTION 1. The name of this organization shall be the San Diego Regional Group #19 of the Early Ford V-8 Club of America and will be designated as the "Club" in this document.

SECTION 2. Our club recognizes all Ford Motor Company vehicles made between 1932 and 1953, including Ford, Lincoln, Mercury, commercial vehicles, tractors and other Ford powered vehicles built around the world utilizing the 4, 6, 8, and 12 cylinder engines produced by Ford Motor Company. We are dedicated to the restoration and preservation of all Ford Motor Company vehicles built between 1932 and 1953. (Revised 8-17-2011)

ARTICLE II - MEMBERSHIP

SECTION 1. Active Members, Active Joint Members and Honorary Life Members of this Club shall be members of the National Early Ford V8 Club of America.

SECTION 2. There shall be three (3) classes of membership.

- A. ACTIVE MEMBER -Any person interested in promoting the purpose of this Club, having paid their dues for the current year.
- B. ACTIVE JOINT MEMBERSHIP – One Active Member and one other person currently living in the same domicile are entitled to all Club privileges, including the right to vote and to hold office. An Active Joint Membership shall receive one copy of the FORD FAN monthly and one copy of the Membership Roster.
- C. HONORARY LIFE MEMBER. Any person who has performed an outstanding service or is deemed worthy, may be elected to Life Membership status by a

recommendation by the Board of Directors, and a two-thirds (2/3) vote of the general membership at a regular meeting, after notice has been given to members of that impending vote. Honorary Life Members are entitled to all Club privileges, including the right to vote and to hold office. Regional Group dues are waived and they will receive one Ford Fan monthly and one roster.

SECTION 3. Voting and Office-Holding

- A. Active Members, Active Joint Members and Honorary Life Members over the age of 18, in good standing, shall have the right to hold office in the club, the right to vote in matters pertaining to the Club, and the rights and benefits afforded "Members" as defined in the California Nonprofit Mutual Benefit Corporation Law. "Good standing" is defined as having paid the required dues in accordance with these By-Laws and having an up-to-date membership form on file.

SECTION 4. Personal Liability

- A. Neither the members of the San Diego Regional Group, the Board of Directors, nor the officers shall be held personally liable for any claim, damage or debt against the Club or its members
- B. No member of this Club shall have the right to individual proceeds of the Club assets or property.

ARTICLE III - OFFICERS

SECTION 1. Nomination of Officers

- A. The nominations of Board of Director members shall take place at the general membership meeting each year in October.
 - 1. The Chairman of the Nominating Committee shall appoint two (2) committee members, and this committee shall prepare a slate of nominees for presentation to the general membership at the October general meeting.
 - 2. Nominations by members in good standing will be accepted from the floor at the nomination meeting.
 - 3. Any Active Member, Active Joint Member or Honorary Life Member belonging to the National Early Ford V-8 Club of America, in good standing, is eligible to be a candidate for the Board of Directors.
 - 4. No nominee's name shall be considered unless verbal or written acceptance is acknowledged by the Nominating Committee Chairman within seventy-two (72) hours after said nomination meeting.

- B. The Secretary shall have ballots printed, when there are more nominee's than open positions, containing the names of eligible candidates nominated at the October meeting.

SECTION 2. Election of Board of Directors and Officers

- A. The election of Board Members shall take place during the month of November.
 - 1. Each member in good standing shall be entitled to cast a vote for the number of open Board positions.
 - 2. The ballots will be counted and announced at the November General Meeting. The board members will be elected by a 2/3 vote of the members present in good standing.
 - 3. The candidates receiving the most votes to fill the open positions, along with the past President, and remaining Board Members, shall constitute the Board of Directors.
- B. The newly constituted Board of Directors shall convene at the Board meeting in December, when they shall elect a President, Vice-President, Secretary and Treasurer. The officers elected shall be announced and installed at the December event.
- C. In the event that any office other than the President becomes vacant, the Board of Directors shall elect a replacement from the remaining Board Members by a majority vote. They will also elect an additional Board Member if necessary to maintain the nine (9) Board Members.

SECTION 3. Terms of Office.

- A. The terms of President, Vice-President, Secretary and Treasurer shall be one (1) year. Officers may be reelected to the same office for a second term. (Revised 8-17-2011) Board Member's terms shall be two (2) years. A Board member or officer's term may be extended one year by a vote of the membership. (Revised 8-17-2011)
- A. The term of President, Vice-President, Secretary and Treasurer shall be one (1) year. Officers may be reelected to the same office at the discretion of and by a vote of the Board. (Revised 1-31-2019) Board Member's terms shall be two (2) years. A Board member or officer's term may be extended at the discretion of and by a vote of the membership. (Revised 1-31-2019)
- B. No officer shall serve more than two (2) consecutive terms. No Board Member shall serve more than one (1) term of two (2) years, except a past President who will in any case, serve as an un-elected Board Member.

- B. A past President will serve as an un-elected Board member for a period of one (1) year after a new President has taken over the position. (Revised 1-31-2019)

SECTION 4. The officers of this Club shall be the President, Vice- President, Secretary and Treasurer.

A. Duties of the President.

1. Preside at all General and Board of Directors meetings, and have general supervision, direction, and control of the business affairs of this Club, with the approval of the Board of Directors as required.
2. Preserve order and decide all questions of order, subject to appeal.
3. Appoint temporary officers, with the approval of the Board of Directors; appoint advisory officers and/or committee chairman as needed.
4. Announce the results of all votes.
5. Co-sign checks and drafts as needed.
6. Become a member of the Board of Directors upon expiration of his/her term of Office.
7. Sit as an ex-officio member of all committees.
8. Administer the Constitution and By Laws of this Club.

B. Duties of the Vice-President.

1. In the absence of the President, to preside and perform the duties of the President.
2. Co-sign checks and drafts as needed.
3. In case of a Presidential vacancy, to serve out the unexpired term until the next regular election and installation of a duly elected successor.
4. Appoint a new Vice-President, subject to confirmation by the Board of Directors, if the office of President is assumed.
5. Render such other assistance as may be required.

C. Duties of the Secretary.

1. Record the minutes of each general meeting and Board of Directors meeting, including the actions taken during that meeting. Record the minutes in a legible manner, and preserve them in a secure place in an orderly file.
2. Present the minutes of the prior meeting for approval of the members.
3. Note the actions taken by the Club on all correspondence and communications, and maintain a file of such documents not the responsibility of another officer.
4. Conduct all correspondence for the Club and present communications to the membership.
5. Forward all bills to the Treasurer in a timely manner.
6. Maintain a copy of the Constitution and By-Laws and record all amendments, along with the date of enactment, at the proper Article of the amended document.

7. Co-sign checks and drafts as needed.
8. Deliver to the Club, upon resignation or expiration of term of office, all properties entrusted to his/her care.

D. Duties of the Treasurer

1. Receive all monies due the Club and give evidence of that receipt.
2. Deposit all monies in a bank of sound financial standing in the name of the San Diego Regional Group.
3. Pay all orders constitutionally drawn.
4. Obtain a receipt for any and all bills paid, retain in an orderly manner, and submit with the financial record at time of audit.
5. Keep a record of all finances, including bank accounts, and receipt books, and provide those books at both the General and Board meetings for inspection by any member in good standing.
6. Give a report of receipts and expenditures at each General and Board meeting; provide a full financial report twice yearly, at the general meeting in January and July, and other reports as requested by the Board of Directors.
7. Sign all checks and drafts, along with one other officer.
8. Surrender all financial records, complete and up-to-date, to the Board of Directors for audit within thirty (30) days after the end of the fiscal year or fifteen (15) days prior to resignation.
9. Deliver to his/her successor all monies and financial records and documents entrusted to the Treasurer's care, in a timely manner.
10. Prepare a yearly budget for presentation for review and approval by the Board of Directors at the February Board meeting and approval by the membership at the February general meeting. (Moved from Duties of Board of Director to Duties of Treasurer)

E. Duties of the Board of Directors.

1. To elect a President, Vice-President, Secretary, and Treasurer from among the newly constituted Board at the December Board meeting each year.
2. Supervise the funds and property of the Club and examine for approval all bills presented to the Club for payment.
3. Examine the accounts and assets of the Club twice yearly, in January and July, and report their findings at the next general meeting.
4. Appoint an active member(s) in good standing with the appropriate experience, training and/or education, to perform an audit at the end of the fiscal year, and present the results of that audit at the February Board meeting. The Board will also perform an audit of the Club books if requested to do so by the Treasurer.
5. As directed by the Constitution and By-Laws, consider for approval any appointment made by the President or any other officer.
6. Prepare a yearly budget for presentation and approval at the February general meeting. (Moved to Treasurer Responsibility)

7. Call a meeting of the Board of Directors two weeks prior to the general meeting each month. The meeting location and meeting day shall be announced at the general meeting preceding, or in the preceding FORD FAN.
8. A special Board meeting may be called by a majority of the Board members, provided each Board Member is notified forty-eight (48) hours in advance as to the day, time and place.
9. A quorum of five (5) Board Members is necessary to conduct any business, except adjournment.

SECTION 5. Recall and Resignation.

- A. A recall petition containing the certified names of more than fifty percent (50%) of the total membership shall be sufficient reason to require the recalled officer to offer his/her rebuttal to the recall. After the rebuttal a vote of the general membership shall be taken. A majority vote is necessary to certify that office vacant and to provide for the Board of Directors to elect a replacement for that office, as prescribed by this document.
- B. Resignations may be obtained by tendering such resignation in writing to the Secretary, who will present it at the next Board meeting. When the officer has turned over all Club equipment, records, and documents in his possession, and found to be clear and in good standing with the Club, the resignation will be accepted.
- C. An office shall be considered to be vacant if that officer misses three (3) consecutive meetings without a valid excuse, and will be duly filled as per this document.
- D. A Board Member who misses three (3) consecutive Board meetings shall be considered to have resigned, unless a valid excuse is given, and a new member will be selected in accordance with this document.

ARTICLE IV - STANDING COMMITTEES

SECTION I. Standing Committee Chairmen shall be appointed by the President with the approval of the Board of Directors. Such appointments shall be made within thirty (30) days of his installation to the office of President. The Chairmen may in turn appoint persons to serve on their committees.

- A. Tour Chairman
 1. Responsible for providing an outing each month for the membership.
 2. To see that all details of each outing or tour are given to the Editor of the Ford Fan in a timely manner for inclusion into the Ford Fan.
- B. Accessory and Property Chairman

1. Custodian of all Club property.
2. To keep records of the condition and location.
3. To arrange for equipment transport when necessary.
4. To order and keep on hand to sell various V-8 jackets, T-Shirts, etc.
5. Report the status and whereabouts in writing, of all property at the January and July general meeting.

C. Membership Chairman

1. Is to be the only one to receive dues and member information sheets. In his absence, the Vice- President is authorized to accept them for forwarding to the Membership Chairman.
2. Maintain the master copy of an up-to-date membership roster.
3. Forward all monies to the Treasurer.
4. Send all roster information to the FORD FAN Editor for inclusion in the yearly roster.

D. Ford Fan Editor

1. Publish a monthly newsletter, the FORD FAN, after each Board Meeting, to be received by the members before the general meeting.
2. Receive membership information from the Membership Chairman, and publish a yearly membership roster.
3. Publish the financial information in the FORD FAN as given by the Treasurer at the prior meeting

E. Program Chairman

1. Will plan and present the program at each general meeting.
2. Keep the Board of Directors informed of the upcoming programs for the coming meetings.

F. Refreshment Chairman

1. Responsible to see that refreshments are obtained and served at each general meeting.
2. Responsible for refreshments at other functions as directed by the Board of Directors.

G. BIG 3 Parts Exchange Representatives

1. The Club Board of Directors will annually appoint four (4) Club members in good standing to represent the Club on the BIG 3 Parts Exchange Board of Directors.
2. Club Representatives will attend all BIG 3 Parts Exchange Board Meetings.
3. Representatives will see that the Club fulfills its required duties as designated by the "BIG 3 Parts Exchange" Board.
4. Oversee the Club's responsibilities at the "BIG 3 Parts Exchange."
5. Representatives will present to the BIG 3 Parts Exchange Board any suggestions or recommendations made by the Early FordV8 Club.

ARTICLE V. MEETINGS

SECTION 1. Regular monthly membership meetings shall be held on the third Wednesday of each month at a designated time and place.

- A. Upon consent of a majority of Board Members at a regular monthly Board Meeting, and upon prior notification to the membership, a subsequent meeting day, time, and/or place may be changed.
- B. A two-thirds (2/3) vote of the members in good standing present at a general meeting will be necessary for the transaction of any club business, except meeting adjournment. (revised 7-21-10)
- C. Special meetings may be called by a majority of members present at a regular meeting, or by the Board of Directors provided notice of such meeting is given to each member forty-eight (48) hours prior to that meeting.

SECTION 2. Conduct of Business

- A. Robert's Rules of Order, latest edition, shall be the authority governing proceedings in all meetings and conferences, insofar as such rules are not in conflict with this Constitution and By-Laws.
- B. Annual dues for all members of the Club shall be in the amount prescribed by the Board of Directors. Regular (Family) membership dues are due and payable as of the first day of the fiscal year. Dues received from new Regular (Family) members after September 1st shall be considered to apply to the current and next fiscal year. Other classes of membership dues are payable as directed by the Board of Directors.
- C. Annual dues for all members of the Club shall be in the amount prescribed by the Board of Directors. Membership dues are due and payable as of January 1st of each year. Dues received from new members after September 1st shall be considered to apply to the current and next calendar year.
- D. The fiscal year of this Club shall run from January 1 through December 31.
- E. All checks will require the signature of the Treasurer and the co-signature of one other officer.
- F. A yearly budget will be presented for approval at the February general meeting. A two-thirds (2/3) vote of the members present shall be necessary for approval.

- G. A two-thirds (2/3) vote of the members in good standing present at a regular meeting shall be necessary to approve any extraordinary expenditures of Club funds, other than routine, monthly expenses.
- H. A one-time only special assessment of members can only be approved by following the Constitution and By-Law amendment procedure; the details of the special assessment shall be read at two (2) consecutive regular meetings, a vote taken at the next regular meeting, and approved by two thirds (2/3) of the members present, after notice has been published in the Ford Fan of the impending vote.

ARTICLE VI - AMENDMENTS

SECTION 1. To Initiate an Amendment

- A. An amendment may be initiated by a majority vote of the membership at a regular Club meeting.
- B. A member or group of members may initiate an amendment for consideration at a regular Club meeting, provided a copy of the proposed amendment is furnished to the Secretary at least twenty (20) days prior to the first reading at a regular Club meeting.

SECTION 2. Requirements to Vote and Approve an Amendment

- A. The proposed amendment must be read to the membership at two (2) consecutive general meetings and notice is to be published in the Ford Fan of the impending vote.
- B. A two-thirds (2/3) vote of the members in good standing present at the third regular meeting (following the reading of the amendment at two (2) consecutive regular meetings), shall be necessary for the addition of any amendment to this document.