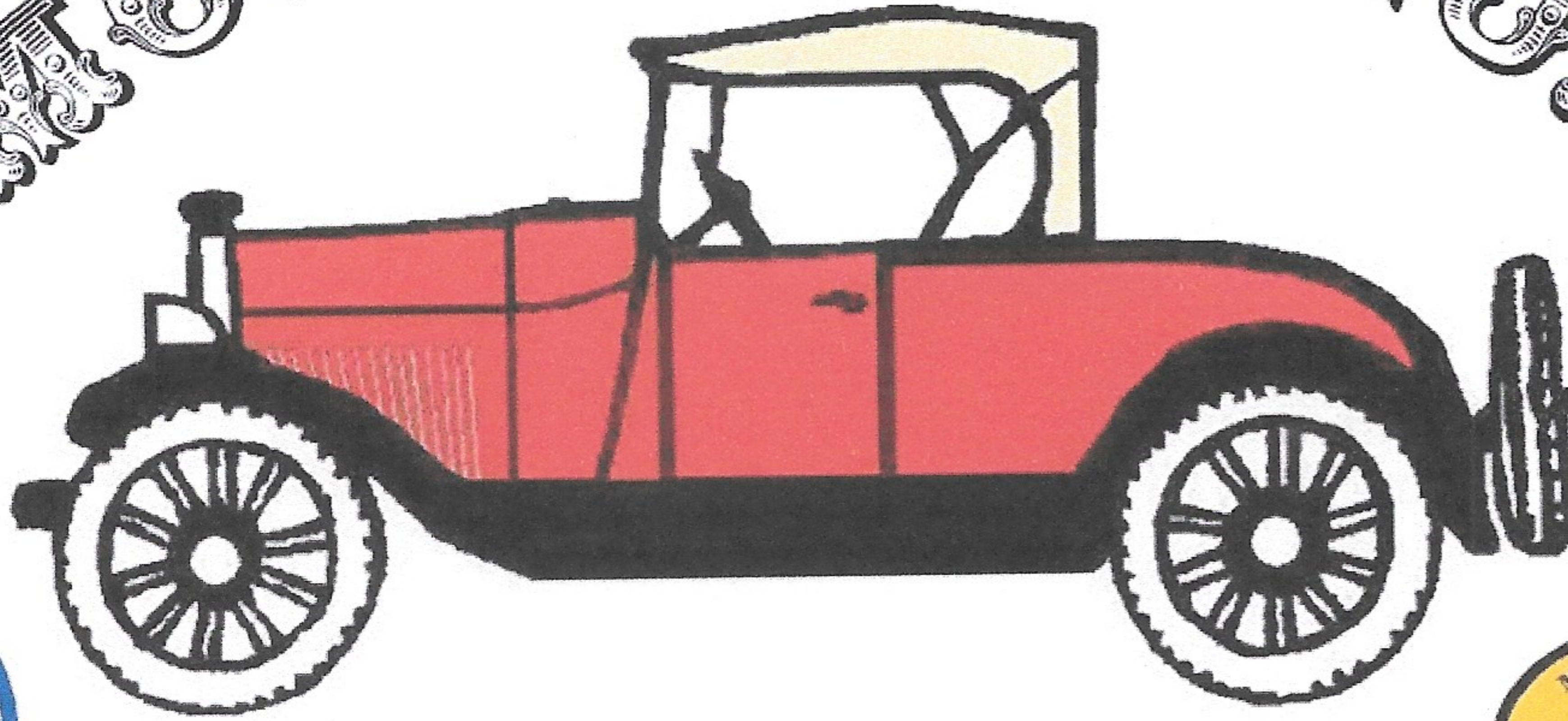
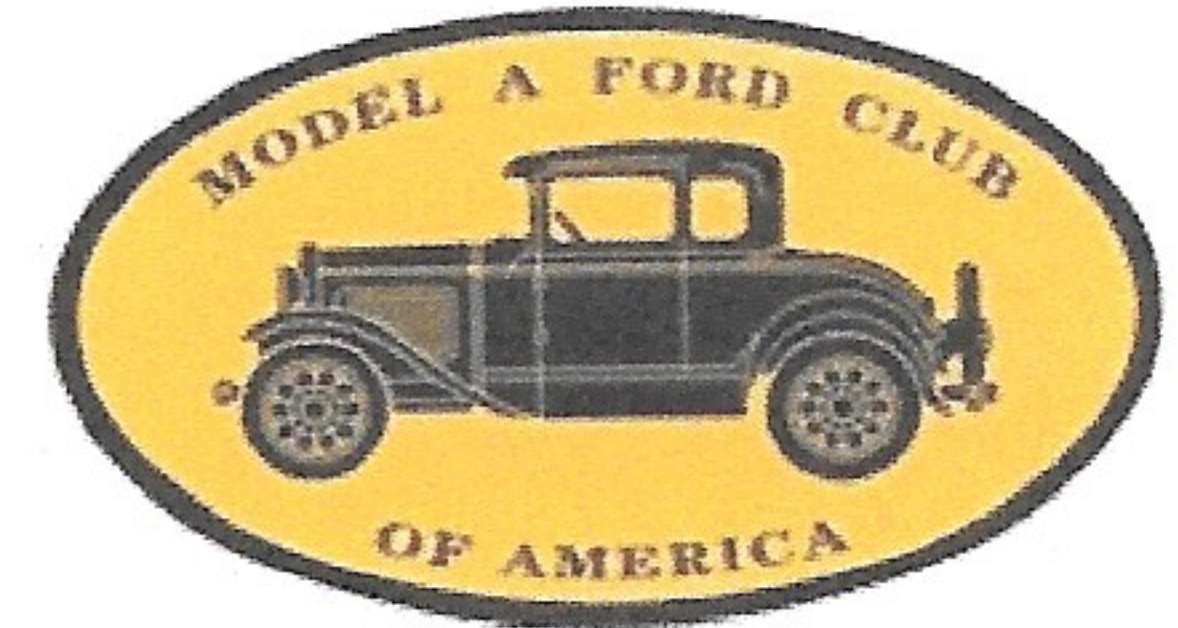


FIRST COAST REGION
MODEL "A" CLUB



Jacksonville, Florida



www.fcmodela.com

By-Laws

2014

First Coast Region MARC/MAFCA, Inc.

By-Laws

ARTICLE I: NAME AND PURPOSE

Section 1. NAME. The name of this organization shall be "FIRST COAST REGION MARC/MAFCA, INC.", hereinafter referred to as "the Club".

Section 2, PURPOSE. To encourage members to acquire, restore, exhibit, and drive Model A and AA Ford vehicles, model years 1928 through 1931, and all related items including but not limited to literature, technical and historical information and to promote the introduction of ideas and fellowship among members.

Section 3, AFFILIATION. The Club shall be affiliated with the Model A Restorers Club, Inc. of Dearborn, Michigan as a *region* thereof and with the Model A Ford Club of America, Inc. of La Habra, California as a *chapter* thereof. These national organizations are referred to hereinafter by their titles "MARC" and "MAFCA" or "the national organizations". As an affiliate of both national organizations, the Club shall be supportive of the precepts as set forth in the MARC Constitution and the MAFCA By-laws.

Section 4, INCORPORATION. The Club has been registered as a non-profit corporation organized under the laws of the State of Florida effective as of April 5, 1993. This incorporation shall be renewed by the Club on an annual basis through the Department of State, State of Florida.

ARTICLE II: PRINCIPAL OFFICE

The Club shall have office(s) at such place or places, as the membership shall establish.

ARTICLE III: CORPORATE SEAL

The Club shall have a Corporate Seal which is defined by the Board of Directors. This seal is subject to revision from time to time but shall incorporate at minimum, the following elements: the words "FIRST COAST REGION MARC/MAFCA" and "JACKSONVILLE, FLORIDA" surrounded by a border.

ARTICLE IV: MEMBERSHIP

Section 1. MEMBERS. Any person who supports the purpose of the Club shall be eligible for membership therein. In keeping with MARC requirements as of January 1,

1994, any Active member of the Club must also be a member of the national Model A Restorers Club (MARC). Membership in the national Model A Ford Club of America (MAFCA) is strongly encouraged but is not a requirement for local Club membership. Ownership of a Ford Model A or AA vehicle is encouraged but shall not be a requirement for Club membership.

Section 2. CLASSES OF MEMBERSHIP

- ACTIVE
 - INDIVIDUAL. Application for an individual membership for a singular, named person shall be submitted to the Club president on a form provided by the Club. Approval of that application by two-thirds of the members voting at the next business meeting entitles the applicant to full member status and all Club privileges including one vote and eligibility to hold Club office, as provided in these by-laws.
 - JOINT. Application for a joint membership by a family shall be submitted to the Club president on a form provided by the Club. Approval of that application by two-thirds of the members voting at the next business meeting entitles adult family members, over age 18, to full member and all Club privileges, including one vote each and eligibility to hold Club office, as provided in these by-laws.
- HONORARY. The spouse of a deceased active member shall, upon the request of that spouse, be accorded honorary membership. Other persons may be accorded honorary membership by a two-thirds affirmative vote of the membership. Honorary members will not be required to pay dues and may neither vote nor hold elective Club office.
- ASSOCIATE. Members who choose not to belong to MARC, will be considered associate members. Associate members will have voting privileges in the Club but will not be eligible to hold office.

Section 3. DUES.

- NATIONAL. Active members shall pay annual dues to MARC in such amount and at such time as the national organization requires. The Club shall pay dues to both national organizations in the case of all Club officers.

- LOCAL. Active and Associate members shall pay annual dues to the Club in such amount as determined by the membership. These dues shall be due and payable on the first day of January of each year. Members whose dues are unpaid as of February 1 will not be listed in the roster for that year. If dues remain unpaid by March 1, that person's membership shall be terminated. New members paying dues on or after October 1 of any year will not be required to pay dues for the following year.

Section 4. RESIGNATIONS. Any member may resign by submitting a letter of resignation to the Secretary. Such resignation will be effective upon receipt, provided all indebtedness to the Club has been settled.

Section 5. SUSPENSION OR EXPULSION. Any member whose actions are determined by the Board of Directors to be contrary to the best interest of the Club shall be subject to being recommended for reprimand, suspension, or expulsion from the Club. A reprimand shall be given on the first occurrence with suspension or expulsion following a second occurrence. Reprimand, suspension or expulsion (except in the case of dues non-payment) shall be by two-thirds vote of the membership. A member shall be provided a hearing if they so request. Dues will be refunded to expelled members on a prorated basis. An expelled member may reapply in a subsequent year by following the procedures as set forth in Article IV.

Section 6. INSURANCE. All members must maintain insurance for all vehicles owned, in accordance with the laws of the State of Florida. The Club is not liable for the acts of members or their vehicles and action may not be brought against the Club for an individual member's action or negligence.

Section 7. TRANSFER OF MEMBERSHIP. Membership in this Club is not transferrable.

ARTICLE V MEETINGS

Section 1. MONTHLY MEETINGS. Club business meetings shall be held on the second Tuesday of each month or on such alternate date as determined by the membership. In unusual circumstances, the Club president is authorized to designate an alternate place, date, or time for the business meeting. In such instances, the membership will be notified of the change by newsletter, telephone, email, or website. Meetings shall be conducted in compliance with established parliamentary rules as approved by the membership.

Section 2. QUORUM AND VOTE. Active members shall be notified in writing (normally in the Club newsletter, email, or website) of monthly business meetings prior to those meetings. Active members present at such meetings shall constitute a quorum

for the transaction of business. No resolution of business shall be acted upon without the favorable vote of a majority (two-thirds in those instances as set forth in these by-laws) of members present who are entitled to vote. Members must be physically present at the business meeting in order to cast their vote.

ARTICLE VI OFFICERS

Section 1. OFFICES. The elected offices of the Club shall be those of President, Vice-President, Secretary, and Treasurer. Officers shall serve for a term of one year or until such time as their successors are elected or appointed.

Section 2. NOMINATION AND ELECTION. The nomination of officers shall be made from the floor or in writing at the October business meeting. Election of officers shall be accomplished at the November business meeting, with prior notice of the nominations published in the Club newsletter. Newly elected officers shall take office on January 1 following the election.

Section 3. ELIGIBILITY. Club officers must be members in good standing of the Club and *both* national organizations. No more than one member of the same family may hold elective Club office at the same time.

ARTICLE VII DUTIES OF CLUB OFFICERS

Section 1. PRESIDENT. The President shall preside at Club meetings and other functions, and shall arrange meeting locations. The President shall also be the designated MARC Regional Director. If the President attends the MARC National Meet, he/she shall attend the Directors Meeting. If unable to attend, the President may, at his discretion, appoint another Club member attending the National Meet to perform these duties. At Club meetings the President shall vote only if required to decide a tie vote. The President shall be designated as the alternate signer for the Club checking account.

Section 2. VICE-PRESIDENT. The Vice-President shall perform the duties of President at any time when the President is unable to perform such duties.

Section 3. SECRETARY. The Secretary shall record minutes at business meetings and meetings of the Board of Directors, and present these minutes at the ensuing business meeting, have custody of the Club minute book, prepare official correspondence for the President's signature, furnish national organizations with regional/chapter news on a bi-monthly basis, maintain a current roster of Club members, arrange for publication of the annual roster, and send welcoming letters to new members as directed by the Board of Directors. In the absence of the Secretary, a secretary pro tempore shall be appointed by the President to record minutes which

shall then be forwarded to the Secretary for recording in the minute book.

Section 4. Treasurer. The Treasurer shall countersign in the name of the Club all contracts, checks, drafts, notes, or other orders of payment; provide a report of the financial condition of the Club at business meetings; collect dues and maintain an account of all receipts and expenditures. The account book will be maintained in accordance with accounting procedures as determined to be appropriate by the Board of Directors and as approved by the membership. The account book will be present at all business meetings and may be inspected by any member. The Treasurer shall renew Club incorporation with the Florida Department of State no later than the last day of January each year. No obligations, debts or other liabilities shall be incurred by the Treasurer without prior approval of the board of Directors. The Treasurer executes and delivers on behalf of the Club all such instruments under its corporate seal as may be ordered by the membership. The Treasurer is authorized to disburse a total of up to \$250.00 per month for normal Club operating expenses. Disbursement of funds up to \$500.00 may be executed with the approval of the Board of Directors. Any disbursement in excess of \$500.00 requires the approval of the membership.

Section 5. REMOVAL FROM OFFICE. Any officer of the Club or any member of the Board of Directors may be removed from office at any time by a vote of two-thirds of the members eligible to vote at any business meeting or any special meeting called for that purpose.

Section 6. RESIGNATION. Any officer of the Club may resign from his office in writing to the Board of Directors. In the event of resignation, incapacitation, or death of an elected officer, the Board of Directors shall appoint a qualified replacement to serve the unexpired term of the vacant office. Such appointment must be approved by the membership at the next regular business meeting.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. COMPOSITION. The Board of Directors shall consist of the elected officers of the Club, the immediate past-president of the Club, and the chairperson of any appointed committee.

Section 2. POWERS. The Board of Directors is tasked with the day-to-day operation of the Club. The role of the Board is primarily as an advisory group. It is their responsibility to consider all circumstances affecting the Club, decide among themselves the best course of action, and accordingly present recommendations to the members at business meetings. Final approval of all such recommendations shall rest with the membership.

Section 3. COMMITTEES. The Board of Directors shall, with the approval of the

membership, appoint such committees as they determine to be reasonably needed and shall outline the duties and responsibilities of such committees. All reports or actions taken by a committee shall be approved by a majority vote of the committee if such committee is comprised of more than two persons.

Section 4. MEETINGS. The Board of Directors shall convene a meeting as soon as practical after the annual election of officers for the purpose of organization, planning, and the transaction of such other business as may come before the Board. The Directors shall hold at least one additional meeting at mid-year. The date and location of meetings shall be decided by a majority vote of the Directors.

Section 5. NOTICE OF MEETINGS. Notice of regular and special Board of Directors meetings shall, if time permits, be given in the Club newsletter, website, or email, prior to said meetings. Any meeting of the Board of Directors shall be a valid meeting without notice if all Directors are present or waive notice thereof.

Section 6. QUORUM AND VOTE. A majority of the Board of Directors shall be necessary and sufficient to constitute a quorum at any meeting of the Board and a majority of the Directors present may decide any question which comes before the meeting. If a quorum is not present, the Directors present shall adjourn the meeting without notice until a quorum shall be present.

ARTICLE IX PERSONAL LIABILITY

All persons, corporations, organizations or other entities contracting with or having claims against the Club or its Directors may look only to the funds or property of the Club for payment or satisfaction of any debt, judgment, decree, claim or any other encumbrance which may otherwise become payable from the Club or any of its members acting on its behalf. No Club member or officer shall be held personally liable for any claim made against the Club.

ARTICLE X AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds majority of the members present at any meeting of the members, provided at least five days written notice has been given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.