

MUSTANG CLUB OF HOUSTON, INC.

BY-LAWS

(Revised February 19, 2017)

ARTICLE 1 - PURPOSE

To establish an organization known as the “Mustang Club of Houston, Inc.” (Club) (MCOH) for owners and other persons with an interest in Mustang automobiles. This organization shall be a nonprofit club, and is affiliated with the Mustang Club of America, Inc. (MCA) (Lithonia, Georgia) as the Houston Regional Chapter.

ARTICLE 2 – OBJECTIVES

The objectives of the Club will be:

- 2.1** To foster and encourage the preservation of the Mustang automobile, starting with the initial models manufactured in calendar year 1964 and all models henceforth. This will include all Mustang models produced by Shelby, Roush, Saleen and any other recognized branding of the Mustang.
- 2.2** To serve as an accurate and technical source of information concerning these automobiles for the benefit of Club members, education of the general public.
- 2.3** MCOH does not promote any form of street racing or dangerous activities that could bring harm to others or self. Activities of this nature will be grounds for immediate dismissal from the club solely at the discretion of the Board of Directors as described under Article 7 (7.6).

ARTICLE 3 - ORGANIZATION AND BOARD OF DIRECTORS

Club powers will be vested in a Board of Directors (Board) elected from Club members in good standing.

- 3.1** The Board will consist of nine members, as described in ARTICLE 5.
- 3.2** The size of the Board may be changed by a two thirds (2/3) majority vote of Board members present at a properly called and constituted Board meeting. Changes to the Board's size, after approval by a two-thirds (2/3) majority vote of the Club members will be implemented at the next general election.
- 3.3** No reduction of the authorized number of Board members will result in removal of any Board member prior to the expiration of his/her term of office.
- 3.4** Board members will be elected for one (1) year terms from the general membership in each annual election.
- 3.5** All board members and officers shall be a current member in the MCA and MCOH, in good standing and be eighteen (18) years of age prior to election to the Board.
- 3.6** Vacancies due to the death, resignation, or removal of any Board member will be filled by a majority vote of the remaining Board members at a Board meeting. Board members thus appointed will hold office only for the unexpired term of the Board members replaced.
- 3.7** Each September, the President will select a nominating committee to meet with those interested in seeking a Board election. At the October Meeting the Nominations Chair will present a slate of Officers and Director Nominations which will be displayed on the club web site and copies distributed at the general meeting. Any member in good standing and current in MCA and MCOH dues may present his or herself for nomination or be nominated from the floor by another member. Nominees may also be presented to the Nomination Chair by regular mail or email to be received

MCOH BY-LAWS

not later than the Sunday next following the October general meeting. Members may only be nominated for one position. All nominees will confirm by letter or email to the Nomination Chair their willingness to accept the nomination. Husband, wives and other members from the same family household may not serve concurrently in elected voting Board positions; however, one or more are entitled to serve in non-voting appointed positions.

3.8 Elections will be held annually at the November meeting of the general membership. Members in good standing and current in MCOH dues, with at least one year's membership and active participation will be eligible for a position of Board of Director at Large. Members with at least two year's membership and participation will be eligible for Executive committee position of President, Vice President, Secretary or Treasurer. MCOH Members in good standing, seeking any Executive committee position, must serve as a Director at Large position for a minimal of one year, prior to accepting the nomination to serve as any Executive committee position, including President, Vice President, Secretary, or Treasurer. All voting members present and in good standing and current in MCOH dues may cast votes in the election. The Secretary will confirm the eligibility of members in order to receive a ballot. A ballot will be posted on the MCOH website for members in good standing that will not be able to attend. This ballot will be assigned to one person for voting purposes. Ballots may be sent to the Secretary via email or hand delivered, or may be brought to the meeting in November by another MCOH member in good standing with current paid membership. Each currently paid membership in good standing will have only one vote for all nominated positions to be voted on.

3.9 The Board of Directors must hold at least six (6) regular meetings during each fiscal year. Each Board member must be provided with a Notice of Meeting containing the date, time, place of meeting and agenda at least seven (7) days prior to the date of the meeting. Such notice may be in the form of an email, text or phone call from the MCOH President. Notice can be waived if the board member signs a waiver of such notice or responds by email, text or phone call to the MCOH President. Time will be provided on the agenda for Club members to address the Board at the beginning of each meeting. The Board may elect to enter into an Executive session at anytime during a board meeting for elected Board members only when personal or sensitive discussions may take place.

3.10 Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board or by any three (3) Board members as long as a designated attending Board member takes notes of such meeting and submits those notes to all BOD members as soon as possible. At least 24-48 hours written notice of the meeting must be provided to each Board member. The results of this meeting will be entered into the minutes of the Club by the Secretary.

3.11 Regular meetings of the Board may be held at locations within the Houston (Texas) Metropolitan Area as designated from time to time by vote of a majority of the Board members.

3.12 Fifty-one (51) percent of the board members must be present to constitute a quorum for transaction of business, except to adjourn, as hereinafter provided.

3.13 A quorum of Board members may adjourn any Board meeting to meet again at a stated time, place, and hour, provided, however, that in the absence of a quorum, the Board members present, at any Board meeting, either regular or special, may adjourn until the next scheduled meeting of the Board.

3.14 Board members must notify the President as soon as practical if unable to attend a Board meeting. If a Board member fails to attend three (3) consecutive regular Board meetings, a three-quarter (3/4) majority of the Board members present at any Board meeting may remove such board member. The Board may waive this requirement if deemed appropriate by majority vote.

MCOH BY-LAWS

3.15 Board members will not receive any compensation, fee, or salary for their services as Board members. A Board member may present for approval and reimbursement of expenses actually incurred and paid on behalf of the Club. Such reimbursement may not exceed \$250.00 unless prior approval had been given by the Board. The President is limited to \$250.00 unless prior approval of the Board is granted.

ARTICLE 4 - POWERS OF THE BOARD OF DIRECTORS

4.1 The Board will have power to call meetings of the Club when it deems necessary to conduct, manage, and control the affairs, relations, and business of the Club, and to make rules not inconsistent with the laws of the State of Texas.

4.2 The Board will have power to incur indebtedness, the terms and amount of which will be entered in the minutes of the Board, and the note or obligation, if any, given the same, signed officially by the President and Secretary, will be binding on the Club.

4.3 The Board may appoint other agents or committees, as it deems necessary, and may fill all temporary or permanent vacancies that may occur during the year (or until the next election) in any Club Board position.

4.4 Board members may conduct business by email or text for time sensitive matters or simply the convenience to move agenda items along; to make motions; seeking and granting of approvals for any Club business; all the same as in any regularly scheduled Board meetings and binding the same as a regularly scheduled meeting. All motions and approvals will be maintained by the Secretary. The President may terminate individually any email or text voting when it is deemed the subject matter would be more appropriate for a regular or called board meeting.

ARTICLE 5 - OFFICERS

5.1 The elected officers of this club will be:

- President
- Vice-President
- Secretary
- Treasurer
- Directors at Large (4)
- MCA - Mustang Club of America - Regional Director

These officers will constitute the Board of Directors. Officers will be elected by the members at a general membership meeting as provided in these By-Laws for a calendar one-year period. Officers will assume their duties on the next January 1 following the election meeting. Their terms will expire on December 31 of that same year.

5.2 The Board of Directors will appoint the following positions:

- Newsletter Publisher
- Sergeant-at-Arms
- Historian(s)
- Website Editor
- Event Activity Coordinator(s)

These positions may be held by any member of the Club who meets the qualifications for a Director, but they will not have Board voting rights unless the appointee is also a Director.

MCOH BY-LAWS

5.3 Any elected officer may be removed for cause by a two thirds (2/3) majority vote of the Board in office at that time at a regular or special meeting of the Board of Directors. Other committee chairmen appointed by the Board may be removed by a majority vote of the Board members present at any regular or special Board meeting. Any officer may resign at any time by giving the Board written notice of their intention and effective date. The acceptance of such resignation will not be necessary to make it effective.

5.4 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, will be filled by the appointment by the Board of Directors as prescribed in the By-Laws in Article 3, Section 3.6.

ARTICLE 6 - DUTIES OF OFFICERS

6.1 The President will be the chief executive officer of the Club and will, subject to the approval of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Club. The President will preside at all meetings of the Board and of the general members. The President will sign all contracts and other instruments in writing, provided, however, that all contracts and instruments in writing must first be approved by the Board at a regular or special meeting.

6.2 The Vice-President will perform all the duties of the President in his/her absence, and when so acting will have all powers and restrictions as set forth above (6.1). The Vice-President will perform such other duties as from time to time may be prescribed by the Board, and will attend all their meetings.

6.3 The Secretary will attend all meetings of the members and Board, record the minutes of all meetings, and give notice of all such meetings. The secretary will compile copies of the minutes of all previous meetings and file them in such a way as to be available for reference during meetings and at other times. The Secretary will have control of the valuable papers and books of the Club and the Seal of the Corporation. The Secretary will certify and file amendments and revisions of the By-Laws, with the official copy kept in the principal office, and will keep, or cause to be kept, a current register of all Club members. The Secretary will be responsible for conducting the annual election of officers, including preparation and counting of ballots. The Secretary will at all times be subject to the control of the Board. In the absence of the Secretary from any meeting, the presiding officer will appoint a Secretary Pro-Tempore. The mailing address of the Secretary will be designated as the Principal office of the Club, unless a different location is authorized by the Board.

6.4 The Treasurer will keep a correct accounting of the Club's business transactions. He/she will deposit all monies and other assets in a Club depository designated by the Board. He/she will disburse the Club funds as instructed by the Board and will provide the President and the Board a monthly accounting of the Club's assets. In no instance will any funds be disbursed in excess of \$250.00, except by check drawn on the Club's depository and signed by two (2) of the elected officers. The Treasurer's records will also be open to examination at any time by any outside auditor or audit committee as the Board may appoint. No obligation, debt or other liabilities will be incurred, or assets transferred, by the Treasurer without the specific approval of the Board.

MCOH BY-LAWS

6.5 The MCA Regional Director is responsible for communication with the national offices of the Mustang Club of America. This includes preparing all paperwork for, and securing MCA Event insurance for Club activities. The Regional Director will give monthly reports at regularly scheduled general meeting and board meetings regarding activities, events and matters of interest from the national MCA offices. The Regional Director will be responsible for maintaining a log of MCOH activities and a roll of members that can be used to prepare the annual report to the MCA offices.

Appointed positions:

6.6 The Sergeant-at-Arms will be present at all meetings of the Board and the members. He/she will advise in all areas of parliamentary law and contribute toward the proper order of business. The Sergeant-at-Arms will have available for reference at each meeting copies of the proper parliamentary authority, the Articles of Incorporation, current By-Laws, and such other documents and information as is necessary to carry out the proper order of business.

6.7 The Newsletter Publisher is responsible for all phases of preparing the Club newsletter, including collection of articles, editing, printing, and distribution.

6.8 The Website Editor is responsible for the Club's website.

6.9 Historian(s) is responsible for maintaining all documents, including newsletters, scrapbooks, photographs, videotapes, and media coverage relating to the Club.

6.10 The Events Coordinator(s) shall be responsible for the developing of activities throughout the year that will reach as many interests and members of the club as possible. This will include holiday style activities, racing events, road rallies, street gatherings and cruises. The coordinator will present an informal outline of the years suggested events with tentative schedules and events. At least three (3) months in advance of an event it will be formalized with the Board to review costs incurred or to members, insurance requirement if any, the member in charge of the event and alternate dates for weather.

ARTICLE 7 -MEMBERSHIP

7.1 Memberships are available to any person 16 years of age or older interested in promoting the purpose of this Club. Individual memberships are renewable annually on April 1st of each year upon payment of the Club's dues. Members are entitled to all Club privileges, including the right to vote at membership meetings and hold office. An Individual Member's family members may participate in Club activities and meetings, but will not have voting privileges. Memberships in MCOH are inclusive of the Members Family Members living at the Members home and are entitled to the same rights and privileges as the Members except that the additional Family Members may not vote or hold office. Members who became affiliated with this Club on or before January 31, 1993 are designated as Charter Members. This is an honorary distinction that carries no additional privileges. Charter Members who rejoin the Club after an absence will have this classification retained in their membership records.

7.2 All persons holding Individual Memberships in the Mustang Club of Houston are encouraged to maintain membership in the Mustang Club of America as long as membership is maintained in MCOH.

7.3 Applications for membership must be submitted to the Secretary on an application form provided by the Club and accompanied by at least one year's dues. Multi-year memberships may also be available at the discretion of the Board.

MCOH BY-LAWS

7.4 Any member may resign upon written notification to the Secretary. Upon receipt of such notification, the Secretary shall update the Club's membership records, notify the National Club of the resignation, and note any outstanding indebtedness to the National or local Club. If any exists, the Secretary will note it on the Club's records to prevent readmission at a later date unless the indebtedness is cleared.

7.5 A member will be suspended by the Treasurer for non-payment of dues two (2) months after the member's anniversary date. A member suspended for nonpayment may be re-instated upon payment of one year's dues. Suspended members will not be entitled to any benefits or privileges of club membership.

7.6 The Board will have summary power by a majority vote at any meeting to suspend or expel and terminate the membership of any member for conduct which violates any national or local law, or which, in the Board's opinion, disturbs the order, dignity, business, or harmony, or impairs the good name, popularity, good will, or prosperity of the Club, or which is believed likely to engender conduct in violation of these By-Laws or the rules and regulations of the Club which may be adopted at any meeting of such Board. The proceedings of the Board in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board, the suspended member may petition the Board for reinstatement. A three-fourths (3/4) two thirds (2/3) affirmative vote of all members of the Board present at any regular called meeting shall be required to approve such reinstatement.

7.7 The Board is empowered to grant Honorary Lifetime Memberships to individuals that have been recommended by members of MCOH and approved by majority vote of the Board of Directors. Such membership will be nonvoting and will not carry any special privileges but is for recognition of services to MCOH, MCA or for other deeds as deemed appropriate.

ARTICLE 8 - CERTIFICATE OF MEMBERSHIP

8.1 Certificates of membership shall be of such form and device as the Board may from time to time select.

ARTICLE 9 -MEETING OF THE MEMBERS

9.1 The Club will hold a monthly meeting of the members, at a time and location to be announced. The club meeting will normally take place on the third Sunday of each month at the sponsoring dealership or other location as may be determined.

9.2 A special meeting of the members may be called at any time by a majority vote of the Board. Such notice may be in the form of an email.

9.3 Any monthly or special meeting of the members may be held at such time, place, and date as the Board of Directors selects.

9.4 At all meetings of the Club, members in attendance and in good standing will constitute a quorum entitled to conduct legal business of the assembly.

9.5 Each member in good standing will be entitled to one vote at any monthly or special membership meeting.

MCOH BY-LAWS

ARTICLE 10 - CONTRACTS

10.1 The Board, except as otherwise restricted in these By-Laws, may authorize any board member or officer to enter into any contract or execute any instrument in the name of and on behalf of the Club. Such authority may be general or special, and unless so authorized by the Board, no officer, or Board member shall have any authority to bind the Club by any contract or agreement.

ARTICLE 11 – DUES AND REVENUES

11.1 Membership dues shall be established by the Board for MCOH Individual Memberships. Dues shall include an amount to pay the Member's dues in the Mustang Club of Houston.

11.2 Dues shall be payable when an Individual Member joins the Club, and thereafter uniformly on, or before April 1 of each year. Dues are delinquent if not paid by the end of April each year.

11.3 If a new member is already a member of the Mustang Club of America, the membership dues collected will include only the MCOH Individual Membership dues.

11.4 Additional Family members may join MCOH without paying additional MCA membership dues. Dues for additional Family memberships, with all rights as MCOH Individual Members, are the same as MCOH Individual members. Spouses may use the MCA number of a spouse.

11.5 Multi-year Individual Memberships may be available at the discretion of the MCOH Board. Annual MCOH dues will be discounted at a percentage set by the Board for multi-year memberships.

11.6 MCOH Sponsors shall be charged an amount as deemed appropriate by the Board with the desire to fund the club's publications, and other special Club needs.

ARTICLE 12 - PERSONAL LIABILITY

12.1 The membership of the Club, the Board of Directors, or its appointees, present or future, will not be held personally liable for any claim, damage, or debt against the Club.

12.2 In the event of the dissolution of the club, no member or officer will be entitled to any proceeds from the sale of any asset or funds held for the benefit of the club membership. In compliance with the nonprofit statutes of Texas all of the assets upon dissolution shall be distributed to the Mustang Club of America

ARTICLE 13 - INSPECTION OF BY-LAWS

13.1 The Club will keep in its principal office the original (or copy of) the By-Laws as amended or otherwise altered, to date, and on the MCOH website as certified by the Secretary.

ARTICLE 14 – AMENDMENTS TO BY-LAWS

14.1 The Board may propose to adopt, amend, or repeal By-Laws. To become effective a proposed amendment or change must receive a majority vote of the Board members present at a regular meeting of the Board and a two (2/3) majority vote of the members present at the next regular membership meeting. Any adoption, amendment or repeal of any or all of the by-laws shall be posted on the MCOH website and read to the members at a regular monthly meeting 30 days prior to a vote by the general membership.

MCOH BY-LAWS

14.2 New By-Laws may be adopted, or these By-Laws may be amended or repealed, by a two (2/3) majority vote of the active voting members present at a properly called monthly or special meeting. Such changes may be presented to the membership by action of the Board as described previously (#1) or may be introduced by submission to the Secretary of a petition containing the names of at least twenty-five (25) per cent of the registered members of the Club. Proposals initiated by a petition must be presented to a membership meeting no later than two months after they were presented to the Secretary. Any adoption, amendment or repeal of any or all of the by-laws shall be posted on the MCOH website and read to the members at a regular monthly meeting 30 days prior to a vote by the board of directors.

14.3 At least four (4) months must elapse between a meeting at which a proposed amendment or repeal is defeated and a new presentation of the same, or substantially the same, amendment or repeal.

ARTICLE 15 – Repealed 02/19/2017

ARTICLE 16 - FISCAL YEAR

16.1 The fiscal year of the Club shall begin on January 1 and end at Midnight on December 31 of each year.

ARTICLE 17 – DISSOLUTION

17.1 Upon dissolution of the Mustang Club of Houston, Inc. all of the assets and property shall go to the Mustang Club of America, Inc. If the Mustang Club of America, Inc. is no longer a valid corporation then all of the assets and property shall go to the State of Texas. No Officer, Director or Member shall receive any form of monetary consideration or property upon dissolution of the Mustang Club of Houston, Inc.

ARTICLE 18 – ALCOHOL CONSUMPTION

18.1 Under no circumstances will any alcohol, or the like be consumed at any MCOH chartered, or sanctioned event, meeting, or car cruise. Anyone found consuming any alcohol, or the like, during such MCOH event, meeting or cruise will be ask to leave the MCOH event, meeting or cruise immediately and may be subject to removal from the Mustang Club of Houston, Inc.