

SVTMustangElite, Inc.

BY-LAWS

Established 31 March 2014

Modified 4 Nov 2015

Modified 8 May 2016

Article 1 - Purpose

This club is organized for the purpose of preserving displaying and enjoying the classic and late model Ford Mustang automobile in El Paso, Texas and surrounding areas. The organization shall generate, preserve and enhance a sense of community and fellowship through the experience, creation and sponsorship of events, activities and services to facilitate interaction, involvement, community pride, responsibility and the sharing of ideas, common interest and resources. **SVTMustangElite, Inc. is a 501 (c) (7) nonprofit organization, registered in the State of Texas and recognized by the US Internal Revenue Service.**

Article 2 - Membership

2.1 - Membership in the SVTMustangElite, Inc. ("SVTCC") shall be available to any person interested in promoting the purpose of this club and is current in payment of dues (one dues payment will constitute payment for an entire household), agrees to abide by the by-laws and guidelines of the club, and conducts themselves in a manner that reflects positively upon SVTCC. Membership in the club shall be open to owners of Mustangs and persons interested in preserving the Mustang mystique, with a unique focus on specialty vehicles such as Shelby GTs, Boss 302s, Roush builds and other special edition Ford vehicles.

2.2 - Active duty military currently serving honorably in the United States Armed Forces may join SVTCC and receive the full benefits of SVTCC membership at no cost to them. Active duty military must complete an SVTCC membership application form and indicate active duty status on that form at the time of application. Active duty members who are accepted for membership will remain exempt from SVTCC dues as long as they are serving honorably in the United States Armed Forces. Active duty military members are subject to annual membership renewal per Article 2.4.

2.3 - Members may run for elected board positions once they have been an active member in good standing for one (1) year. **A member in good standing is one who is current in their dues, reflects positively on SVTCC, and participates regularly and generally in SVTCC activities.** A Member may be appointed to a vacant position by the Board of Directors after being an active member in good standing for six (6) months.

2.4 - Membership in SVTCC is good for one year and is renewable annually. Memberships include a members spouse and children under 18 years of age.

2.5 - The Treasurer shall suspend membership for non-payment of dues two (2) months after a member's yearly membership anniversary date. Upon suspension the member will not be entitled to any benefits of the club, and will lose tenure to run for board positions. Members suspended for nonpayment of dues must make application for new membership.

2.6 - Any member may resign upon written notification to the Secretary and such resignation shall be effective upon receipt by said Secretary provided indebtedness to the club is paid in full. **There is no provision for return of any prorated dues upon a resignation.**

2.7 - The Board of Directors will have summary authority, confirmed by a majority vote of a quorum of members in good standing at any meeting, to suspend, expel or terminate the membership of any member for conduct which violates any ~~local~~ law, or in the Board's opinion, disturbs the order, dignity, business or harmony or impairs the good name, popularity, good will, or prosperity of the organization, or which is likely to engender conduct in violation of these by-laws and the rules and regulations of the club. The proceedings of the Board of Directors in such matters shall be final and conclusive.

Article 3 - Meetings of the Members

3.1 - **General** meetings of the SVTCC membership shall be held on the second Sunday of each month at 10:00 AM, at the Casa Ford Showroom, 5815 Montana Ave, El Paso, TX, 79925. The Board of Directors may select an alternative time, place and date for the meeting. Meeting notices for regular, annual and special meetings shall be posted on the SVTCC website **and Facebook page as early as possible prior to the meeting.** Each member in good standing will be entitled to one vote at any regular or special membership meeting.

3.2 - An annual meeting of the membership of SVTCC shall be held during the month of October of each calendar year for the purpose of electing executive officers, **appointment of** Directors, and for the transaction of any other business authorized by the Board and membership. Each member is entitled to one vote in person or by specific single proxy ballot **documented on a signed proxy voting form and brought to the meeting by a member in good standing**, and shall have one vote in his/her name for this purpose. All voting members must be in good standing and be current in SVTCC dues to cast votes in elections. ~~This meeting shall be held at such time, place and date as the Board of Directors shall select.~~

3.3 - At regular meetings of the club, ten (10) members in good standing or twenty-five percent (25%) of total members in good standing, whichever is larger, shall constitute a quorum entitled to conduct legal business of the club. Each member in good standing will be entitled to one vote at any regular meeting. Proxy voting shall not be allowed at regular meetings, **except the general meeting in October for the expressed purpose of casting votes for elected offices.**

3.4 - Special meetings of the membership may be called by a majority of the Board of Directors. Any special meeting of the membership may be held at such time, place and date as the Board of Directors designate.

Article 4 - Dues

4.1 - Annual Dues shall be determined by the Board of Directors. The amount of annual dues shall only be set once per calendar year. The current annual dues are set at **\$35.00** per year. Active duty military members are exempt from membership dues requirements **for their first year of membership**, as long as they continue to serve honorably in the United States Armed Forces.

4.2 - Dues shall be paid immediately upon acceptance of an active membership application and within thirty (30) days from the yearly anniversary date of an active membership. Memberships will lapse for non-payment of dues at the end of second monthly meeting after that yearly anniversary date, at which time a reactivation fee of \$5.00 will be required to reestablish active membership. The Board of Directors may establish a uniform yearly due date for active membership dues to minimize administrative tracking, by a majority vote of that Board.

4.3 - For new members joining SVTCC after May 31, or the last day of the fifth month of the current dues cycle, dues may be prorated to \$15.00

\$21.00. Such proration cannot be extended to current members whose memberships have lapsed under article 4.2 due to non-payment of dues for membership renewal. Former members who have been inactive for at least one year and are returning to SVTCC membership out of the regular dues cycle are eligible for proration under this article.

Article 5 - Quorum

At all meetings of the members, ten (10) members in good standing or twenty-five percent (25%) of total members in good standing, whichever is larger, shall constitute a quorum entitled to conduct legal business of the club. A simple majority of voting elected officers and appointed Directors shall constitute a quorum entitled to conduct legal business of the Board.

Article 6 - Organization and Board of Directors

6.1 - The affairs of SVTCC shall be managed by a Board of Directors that includes Officers elected by club members in good standing, and Directors appointed by majority vote of the Board.

6.2 - The board will consist of **five (5) Officers** whom all shall be elected by the club membership, **and three (3) Directors appointed by the Board.** **The responsibility of the Officers will be to run the daily affairs of SVTCC. The responsibility of the Directors shall be to attend to the affairs of operating and maintaining the non-profit Corporation SVTMustangElite, Inc.** The size of the board may be changed by a majority vote of the board members however such changes shall only take effect after approval of a quorum of voting members in good standing. Any change in the number of Officers and Directors will be implemented at the next general election.

6.3 - All Board members shall be current members of SVTCC in good standing, and shall have been so for at least one year prior to their election.

6.4 - A vacancy of any Board member, for any reason, shall be filled by a majority vote of the remaining Board members at an official Board meeting. Board members thus appointed will hold office only for the unexpired term of the Board member replaced.

6.5 - 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.

6.6 - Elections will be held annually at the October meeting of the general membership. Any member who has been in good standing for one year, and is current on their membership dues, is eligible to run for an **Officer** position. **A member in good standing wishing to run for an Officership must be nominated by another member in good standing at the September meeting of the general membership, at which time nominations will be tendered from the membership for any member in good standing who is eligible under these by-laws, recorded by the Secretary in the official minutes of the September meeting, and published on the SVTCC web site and Facebook page for consideration by the membership, prior to the official vote at the October general meeting. Members in good standing wishing to be nominated for elected office, must be in attendance at the general meeting in September to personally accept nomination with the floor open for discussion among members present, for such nomination be to confirmed by the Secretary. Official ballots based upon nominations whose validity has been confirmed by the Secretary shall be prepared with the names of all eligible nominees, to facilitate voting at the October meeting.**

6.7 - All SVTCC members present, in good standing, and current in SVTCC dues, may cast a vote in elections. A specific proxy ballot will be available to club members in good standing and may be used to vote in absentia. This proxy can be mailed or emailed to the Secretary or must be brought to the meeting in October by another member in good standing.

Article 7 – Officers and Directors

7.1 - The officers of the club shall be elected by the membership. To qualify for an officers' position, one must be a member of SVTCC for at least one (1) year, in good standing. The **Officers shall constitute an Executive Board and will consist of the following positions: President, Vice President, Secretary, Treasurer, and Sponsor Representative. ~~and Directors~~. A Board of Directors shall be appointed by the Board to oversee the affairs of SVT Mustang Elite Inc. All Officers and Directors shall be subject to official background investigations whose results will be held confidential to the Board, and may be used to confirm eligibility for Executive Board and Board of Director service and as supporting information for actions taken under article 7.8.**

7.2 – President - The President shall be the principal executive officer of the organization and shall, subject to oversight of the Board of Directors, have general supervision, direction and control of the **daily** business and affairs of the organization. The President shall preside at all meetings of the members and of the Board of Directors. The President shall sign all contracts and

other instruments in writing, provided that all such contracts and instruments in writing must first be approved by the Board of Directors. The President shall also participate in all club sponsored events.

7.3 - Vice President - The Vice President shall perform all the duties of the President in the Presidents' absence, and when so acting shall have all powers and restrictions of the President as set forth in section 7.2. The Vice President shall perform such other duties as from time to time may be prescribed by the Board of Directors, and shall attend all club meetings and board meetings. The Vice President shall also participate in all club sponsored events.

7.4 – Secretary - The Secretary shall attend all meetings of the membership and Board of Directors, record the minutes of all meetings, give notice of all meetings of members, and keep the proceedings of the organization in safe custody. The Secretary shall have control of valuable records, papers and books of the club and shall be at all times subject to the oversight of the Board of Directors. The Secretary will certify and file amendments and revisions of the by-laws with the official copy kept in the principle office as specified by applicable law. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro-tempore to temporarily perform duties of the Secretary. The Secretary shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times. **At every general meeting of the membership, the Secretary must review official minutes of the immediate past meeting as an element of Old Business, receive and consider adjustments and revisions, and conduct a vote of the members present to accept the minutes as read and revised. Such minutes shall become the official legal record of business conducted at meetings of the general membership.** The Secretary will also participate at all club sponsored events.

7.5 – Treasurer - The Treasurer shall keep a correct accounting of the clubs business transactions. The Treasurer shall maintain a current register of members. The Treasurer shall deposit all monies and other assets in an approved depository as may be designated by the Board of Directors and shall render to the President and Board of Directors an accounting of the corporations' assets and liabilities when they request such information. **The information shall include a monthly written financial reconciliation, and oral financial report to the general membership at every meeting as an element of Old Business.** No obligation, debt, or other liabilities shall be incurred by the Treasurer without specific approval of the Board of Directors. **The Treasurer shall be responsible for assuring that Dual Control is observed in handling all cash, checks, and other instruments of payment for credit and**

debit transaction involving SVTCC funds. Dual control is the written confirmation of transaction amounts signed by two SVTCC Board Members, or one SVTCC Board Member, and one SVTCC Board-appointed agent. The Treasurer shall assure that all SVTCC corporate account transactions have identifying memos attached to the transaction records, and that separate transaction receipts are obtained and maintained for every such transaction. The Treasurer shall assure that no cash withdrawal, and withholding, be made from any SVTCC activity or account, without the written majority approval of the Board. The Treasurer shall also participate at all club sponsored events.

7.6 - Sponsor Representative - The Sponsor Representative shall serve as liaison between SVTCC's Corporate Sponsor, Casa Ford of El Paso Texas, and the Board of Directors and membership of SVTCC. The Sponsor Representative will coordinate and communicate with the Corporate Sponsor on behalf of SVTCC and broker business transactions with the Corporate Sponsor subject to the approval and oversight of the Board. The Sponsor Representative shall ensure that the purpose, conduct, activities and appearances of SVTCC remain within the reasonable expectation of the Corporate Sponsor. The Sponsor Representative shall also participate at all club sponsored events. This position will have board voting rights.

7.7 – Directors – **Three (3)** Directors shall be appointed by the Executive Board to serve as trustees of **the non-profit corporation** SVTMustangElite, Inc. Directors are responsible for overseeing the affairs of the Corporation, while officers attend to the day-to-day operation of the SVTCC. Directors shall perform such other duties as from time to time may be prescribed by the Executive Board, and shall attend all board meetings, club meetings and club sponsored events. Director positions shall have board voting rights. **Eligibility for service as a Director is the same as for Officers of the Executive Board. Members in good standing who meet those eligibility requirements may submit their interest in being considered for Director positions to the Executive Board at any time, preferably in writing so as to become part of the official records of the organization. The Executive Board may consider extraordinary past SVTCC participation, past leadership of key SVTCC events and programs, other significant contributions to SVTCC, professional background and experience, personal, business and political affiliations in determining Director selection.**

7.8 - No elected officer can be removed from office without a recommendation or charges for removal first being presented in writing to a Board member. At a special meeting, as described in Article 3.4, a vote of twenty-five percent (25%) of voting members in good standing, excluding the officer charged, will constitute the decision on whether the charges do or

do not have merit. If merit is found, the action to remove the officer will become effective immediately. 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.

7.9 - A vacancy of any Board member, for any reason, 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 member replaced.

7.10 - Officers terms shall be two (2) years and will be staggered to expire on succeeding years. The office of President and Secretary shall expire in the same year, the office of Vice President and Treasure shall expire the preceding year. The Corporate Sponsor position will expire annually. Director positions will be permanent and ongoing at the discretion of the Executive Board. A member in good standing may not occupy an elected Officership and Director position concurrently. There is no limit to the number of terms an Officer and Director can serve.

8 - Other Representatives

The Board of Directors, by majority vote, may appoint such other representatives, assistants and agents as it shall deem necessary, which shall perform such duties as the board determines. Two or more **such appointments** may be held by the same person, except that no person shall hold two elective offices **or Director positions concurrently**. These positions hold no board voting rights. Any representative, assistant and agent appointed by the board may be removed by the board by majority vote.

9 - Board of Director Meetings

9.1 - The Board of Directors must hold at least four (4) regular meetings during each calendar year, scheduled at locations, dates and times to be determined by the Board. These meetings may be held via electronic telecommunications, subject to all assembly and voting requirements herein. Each board member must be provided with a notice of meetings containing the date, time, place of meeting and agenda at least three (3) days prior to the date of the meeting. Such notice may be in the form of an email or other electronic communication. Notice can be waived if the board member signs a waiver of such notice or responds positively by electronic means.

The Secretary will enter the results of such meetings into the minutes of the club.

9.2 - Special meetings of the Board of Directors may be called at any time by the President of the Board or by any three (3) Board members. At least twenty four (24) hour written notice of the meeting must be provided to each board member. The Secretary will enter the results of such meetings into the minutes of the club.

9.3 - At all meetings of the Board of Directors, a majority of the directors then in office, shall be necessary and sufficient to constitute a quorum for the transaction of Board business.

9.4 - Board members must notify the President as soon as practical if unable to attend a Board meeting. If a Board member fails to attend two (2) consecutive regular Board meetings without reasonable justification and timely notification to the Board, this shall constitute a charge for removal under article 7.8.

9.5 - Board members shall not receive any compensation, fee, or salary for their services as Board members. A board member may be reimbursed for expenses incurred and paid on behalf of the club. Such expenses must be approved in advance by the Board, must be documented in writing with receipts or other permanent records of receipt, and may not exceed two hundred and fifty dollars (\$250.00) without prior special Board approval.

10 - Compensation

No part of the net earnings and assets of the organization shall accrue to the benefit of, or be distributable to, its members, trustees, officers, **directors**, representatives or other private persons associated with SVTCC except that the corporation shall be authorized and empowered to pay reasonable compensation for professional services rendered.

11 - Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the club, in addition to the representative so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the club, and such authority may be general or confined by specific instances. The Board of Directors alone, by majority vote, shall authorize the payment of bills or incurring of any indebtedness, present or

future, of an amount in excess of two hundred and fifty dollars (\$250.00), and in no case will such authority be granted until presented to and passed by the Board of Directors. Any member not complying with this requirement shall be personally liable for any such expense incurred.

12 - Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the club, shall be signed by such officer or officers, agent or agents of the club and in such a manner as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the Treasurer.

13 - Personal Liability

Members of the club, the Board of Directors, and its appointees, present or future, will not be held personally liable for any claim, damage, or debt against the club. SVTCC members shall maintain current and proper registration, vehicle inspection and insurance as required by applicable State and Federal law, on vehicles they drive during official club events. 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 applicable State law, all of the assets upon dissolution shall be distributed to organizations established and operated exclusively for charitable, religious, and educational purposes.

14 - Amendments to By-Laws

The board may propose to adopt, amend, repeal and replace these by-laws. Such changes can only take effect after approval by a quorum of voting members in good standing. Any adoption, amendment, repeal or replacement of any or all of the by-laws shall then be posted on the SVTCC website within thirty (30) days of approval. At least four (4) months must lapse between a meeting at which a proposed repeal or replacement is defeated and a new presentation of the same, or substantially the same, action.

15 - Parliamentary Procedure

The rules contained in the most current edition of "Robert's Rules of Order" shall govern Board, membership and special club meetings in all cases where they are applicable, and in which they are consistent with these by-laws.

16 - Dissolution

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 applicable State law, all SVTCC assets, upon dissolution, shall be distributed to organizations established and operated exclusively for charitable, religious, and educational purposes.

17 - Non-Discrimination

SVTCC shall not discriminate with regard to race, color, religion, national origin, ethnicity, gender, age, and sexual preference, pursuant to any official activity of the corporation and its members.