



Mustang Club of Mid Michigan
Saginaw, Michigan

BY-LAWS I

ARTICLE I – MEMBERSHIP

Section A: Admission

1. Members must have an interest in any Ford Mustang automobiles and/or own a Ford Mustang or Ford Shelby and is of good character.
2. Members must pay annual dues specified in Article IV – Funds and Finances.
*Honorary membership may be extended at the discretion of the Board of Directors.
3. All paying members will be issued a membership card. Active members may participate in MCMM activities and receive any benefits (such as special discount offers) available through MCMM membership.
4. Membership is open to everyone, regardless of sex, race, color, or creed.
5. Members of MCMM are encouraged to belong to the Mustang Club of America.

Section B: Type of Membership

1. Full time active member
2. Immediate family of full time active member
3. Honorary membership maybe extended to a club sponsor, an outstanding contributor to the club. No more that two (2) Honorary members per year may be added. These are at the discretion of the B.O.D. Honorary members shall not have a voting privilege.

ARTICLE II – OFFICERS

Section A: Officers and Responsibilities

1. President
 - a. Elected Officer
 - b. Acts as club ambassador
 - c. Takes responsibilities
 - d. Has general charge of club business
 - e. Chairs and conducts business meetings and B.O.D. meetings.
 - f. Minimum age 18 years at time of election
 - g. Responsible for keeping master copy of MCMM Constitution and By-Laws and having them available at all functions.
 - h. Shall be one of two names/signatures on the checking account.
 - i. Shall be or seek a volunteer as club historian.
 - j. Shall be or seek a volunteer to maintain a record of all club properties and location of said properties and shall facilitate turning over at the end of an elected term.
2. Vice-President

- a. Elected officer
 - b. Assists President
 - c. Performs Presidential functions when President is absent
 - d. Maintains a current membership roster and assists membership chairperson as necessary.
 - e. Shall serve as MCMM publicist by communicating with local and national media as needed. Such as newspapers, TV, radio, magazine/periodicals and articles for the Mustang Times.
 - f. Minimum age 18 years at the time of election
 - g. Shall have a copy of MCMM Constitution and By-Laws available at all functions.
3. Secretary
- a. Elected officer
 - b. Minutes of the meetings of the general membership and B.O.D. will be compiled by the Secretary at each meeting and read at the next preceding meeting to those present unless said reading has been dispensed with by a majority of those Directors present. Minutes shall be published in the next newsletter.
 - c. The club 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 any other time.
 - d. Addresses club correspondence
 - e. Minimum age 18 years at the time of election
 - f. Shall maintain all minutes for a minimum of seven (7) calendar years.
 - g. Shall have a copy of MCMM Constitution and By-Laws available at all functions.
 - h. Shall furnish all board members within ten (10) days a copy of the minutes. (adopted 12/17/05 – RL)
4. Treasurer
- a. Elected officer
 - b. Collects club dues and fees
 - c. Ensures club bills are paid promptly and club books are up to date.
 - d. Maintains club finances in an appropriate financial institute account and files bank name and account number with B.O.D.
 - e. Manages ordering and sale of club merchandise.
 - f. Shall obtain B.O.D. approval to pay invoices or statements of over \$75.00 or all non-recurring expenses.
 - g. All monies received at any fund raising event shall be counted and totaled and deposited within 24 hours of said event.
 - h. Shall be able to advance “seed monies” of \$100 or less to event chairperson or their designee with the written approval of the President.
 - i. Shall be one of two names/signatures on club checking account.
 - j. Shall make a verbal report at monthly club meeting and file a written financial report monthly in the MCMM newsletter.
 - k. Shall have a current financial report at all club functions.
 - l. Shall have a copy of the Constitution and By-Laws at all club functions.
 - m. Minimum of 18 years at the time of election
5. Past President
- a. Ex officio member of the B.O.D.
 - b. Is the immediate past president of MCMM
 - c. Shall act as a consultant to MCMM B.O.D.
 - d. Has full rights as a regular board member
 - e. Shall have the Constitution and By-Laws at all club functions

6. Membership Chairperson
 - a. Elected officer
 - b. Shall actively seek/recruit new members
 - c. Submits a monthly report of full time active members to the Secretary for voting eligibility.
 - d. Maintains a current MCMM application
 - e. Updates the current MCMM application form as needed w/approval of the B.O.D.
 - f. Receives new MCMM membership applications and shares with Secretary and Newsletter Editor.
 - g. Distributes welcome letters and MCMM membership cards.
 - h. Shall have applications available at all functions.
 - i. Shall have the Constitution and By-Laws at all club functions.
 - j. Minimum age 18 years at time of election
7. Car Show Chairperson
 - a. Elected officer
 - b. Arranges date, location, sponsorship etc for annual car show with the approval of the B.O.D.
 - c. Directs car show with assistance of volunteer committee and oversight of the B.O.D. (as needed).
 - d. Minimum age 18 years at time of election
 - e. Shall have a copy of the Constitution and By-Laws at all functions.
8. MCA Regional Director
 - a. Elected officer
 - b. Responsible for all correspondence with MCA
 - c. Must submit names of B.O.D. members and club roster annually.
 - d. Assist MCMM in becoming MCA members.
 - e. Shall have MCA applications at all functions.
 - f. Strongly encouraged to participate in MCA B.O.D. meetings in person or via proxy.
 - g. Reports to MCMM membership on MCA business.
 - h. Responsible for having a copy of the Constitution and By-Laws at all functions.
 - i. Minimum of 18 years at time of election
9. Newsletter Editor
 - a. Elected officer
 - b. Publishes monthly MCMM Club Newsletter titled "Horsin' Around".
 - c. Ensure mailing the newsletter to all current full time active members as supplied by the Membership Committee.
 - d. Publish adequate supplies of monthly newsletters and have sufficient extra copies available at club functions.
 - e. Publishes hard copy of newsletter and forwards an electronic copy to MCMM's Webmaster.
 - f. Coordinates with club officers' reports and articles to be used monthly.
 - g. Maintains copy of the Constitution and By-Laws at Functions.
 - h. Minimum age 18 years at time of election.
 - i. Newsletter shall be published by the 10th day of each month with an agenda for that month's general membership meeting.

Section B: Appointive Positions as Made by Board of Directors

1. Club Historian – maintains history book, artifacts and historical records.
2. Club Properties Manager – will keep a written record of all club owned properties to include, but not limited to posters, pictures, trophies, banners, fences, and posts, etc. Property Manager will give a current copy to the B.O.D. annually.

ARTICLE III – MEETINGS AND ELECTION OF OFFICERS

Section A: Meetings

1. General meetings will be held on the third Monday of each month at 7:00 pm unless a club activity takes the place of the regular meeting or changed by the B.O.D.
2. Meeting place will be printed in the monthly newsletter and decided upon at the previous meeting.
3. Voting quorum will be a minimum of ten (10) full time active members and five Board members.
4. Special meetings will be held as needed which the Board will call.
5. B.O.D. meetings will be 1 hour prior to the general membership meeting.
6. MCMM is operated by a strong set of By-Laws and managed by Roberts Rules of Order. We are a club and were founded as a club. Webster's says, "a club is a group of persons associated for a common purpose."
7. Order of Business:
 - Call to order
 - Introduction of guests
 - Roll call/recognition of full time active members
 - Reading of last month's minutes
 - Treasurer's report (verbal with written to be published)
 - Committee reports in next newsletter
 - Proxy reports (refer to Constitution (**Article 5 Section B4**))
 - Old business
 - New business
 - Adjourn
 - Program (as time permits)

Section B: Election of Officers/Appointment to special positions

1. A nominating committee will be formed for election inspectors, consisting of three members in good standing, present at the July general membership meeting.
2. The nominating committee at the August general membership meeting will make nominations. Nominations will also be accepted from the floor at this meeting. Nominations will be closed at the conclusion of the August meeting.
3. The 8 officers (President, Vice-President, Secretary, Treasurer, Car Show Chairperson, Membership Chairperson, Newsletter Editor and MCA Regional Director) will be elected by a majority vote using ballots from the September newsletter. One ballot distributed per MCMM membership.
4. All absentee ballots will be mailed to the MCMM address on record to the club.
5. All ballots will be opened by the nominating election inspectors for counting.
6. The term of all elected BOD members will be 1 year. They may succeed themselves in the same position for 1 more year maximum. Only with a majority vote of the remaining BOD members and a nomination from a general member may a 2 year limit be exceeded. (Revised June 2009)
7. Officers elected at the October meeting will be installed at the annual Christmas Party in December of each year. The term of office will be January 1st thru December 31st annually.
8. The B.O.D. will replace an officer that is not able to complete his/her term of office, upon accepting that officer's written resignation.

ARTICLE IV – FUNDS AND FINANCES

1. Fees for MCMM members and their families will be \$20.00 yearly or \$10.00 after June 30th of each year. Dues for the calendar year of January through December are to be paid to the Treasurer by February 28th. Any applications for membership received in the month of December will pay annual dues of \$20.00 to begin that month and carry through the next calendar year.
2. Individual members may be assessed additional costs to cover damages for which he/she is responsible for during club-sponsored events.
3. Donations from interested parties/businesses will be placed in the club's general fund for operating expenses unless designated otherwise by the donating party or vote of the general membership and shall be recognized in the club newsletter and/or be thanked in writing by a member of the B.O.D.
4. The Club is a non-profit corporation. The members thereof shall not be entitled to any individual or collective interest, participation share, right, and/or property right in and to the assets of the Club. Such assets shall be the individual property of the MCMM. No dividends, pecuniary profits, stock dividends or payments in like manner shall ever be declared or paid to the members of this Club.
5. The President and any B.O.D. member may authorize the Treasurer to provide up to \$100.00 of emergency funds to a club member and not that B.O.D. member during club-sponsored events for club use. The receiving member must repay at the next regular business meeting.
6. Monies collected at fundraising events shall be distributed promptly within two B.O.D. meetings of the event among designated charities, if possible, based on receipt of bills from incurred expenses.
7. Further, a member according to local state and federal laws shall loan no club monies for personal use. Members doing so would be subject to prosecution.

ARTICLE V- REGULATIONS

The Board will establish standard operating procedures for the safe, efficient and economical operation of the club. The safety of all members and their vehicles are of prime importance. Unlawful items/activities will not be tolerated at any club sponsored events. Alcoholic beverages will only be tolerated at specific events and in moderation. Illicit drug use will not be tolerated!

ARTICLE VI – INSURANCE AND LIMITATIONS

MCMM is organized to provide recreational opportunities to its members in the Mid-Michigan area. Membership and participation in MCMM activities is strictly voluntary. Therefore, formal insurance will not be provided by the MCMM. In order to fulfill legal obligations, all members are required to have and maintain proper liability insurance on all vehicles used during club functions.

ARTICLE VII – AMENDMENT

These By-Laws I may be amended as outlined in By-Laws II, Article Ten – Amendment of By-Laws II (Revised June, 2009)

ARTICLE VIII – APPROVALS

These By-Laws become effective and all previous By-Laws are rescinded upon approval of the members of the MCMM.

ARTICLE IX – AUTHENTICATION

These By-Laws have been read and approved by the general membership of the Mustang Club of Mid Michigan. **Revised and approved by the membership, June, 2009**



Mustang Club of Mid Michigan
Saginaw, Michigan

BY-LAWS II

ARTICLE ONE – OFFICES AND CONDUCT OF BUSINESS

Registered Office and Registered Agent

1.01 The Mustang Club of Mid-Michigan (hereinafter the “Corporation”) shall continuously maintain a registered office in the State of Michigan and a registered agent whose business office or residence is identical with the registered office. If the location of the registered office is changed, or if the registered agent is changed, dies, resigns, or becomes disqualified, the Board of Directors shall, as applicable, determine the address of a new registered office, designate a successor registered agent, or both. To effect the change in registered office or registered agent, the Board shall cause the officers of the Corporation to file the required documents with the proper state agency.

Principal Place of Business and Permitted Conduct

1.02 The principal place of business of the Corporation is Frankenmuth, Saginaw County, Michigan. The Board of Directors has full power and authority to change the principal place of business at any time to another location within or outside of the State of Michigan. The Corporation shall operate solely those acts stated under the Articles of Incorporation “Purpose of Organization” **Article II – Constitution.

Other Offices

1.03 The Corporation may also have offices at other places as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

ARTICLE TWO – MEMBERSHIP

Application, Classes, Certificate and Qualifications

2.01 Application. The members of this corporation are those persons having membership right in accordance with the provisions of these Bylaws.

Classes: This corporation has one class of Members.

Certificate: On admission of a person to membership, the corporation will issue a certificate of membership to the person evidencing membership in this corporation.

Qualifications: To qualify for and be admitted to membership in this Corporation, a candidate must complete the Application for Club Membership. Once the Applicant submits said Application, the current Board of Directors shall vote to determine admission of the new Club Member.

Dues: The annual dues payable to the corporation by a member, if any, is the amount determined from time to time by resolution of the Board of Directors. The first annual dues of a member must be submitted with the Application for Club Membership. Thereafter, dues are payable on notice of such by the Board of Directors. Dues may be prorated or be paid in periodic installments as may be determined by resolution of the Board of Directors. The Board of Directors may waive any and all dues requirements upon raising enough funds through operation of the Corporation’s fund raising activities.

Place of Meetings

2.02 All meetings of Members of the Corporation shall be held at the registered office of the Corporation or at another location designated by the Board of Directors. The location of the meeting shall be stated in the notice of the meeting.

Time of Annual Meeting

2.03 The Annual Meeting of the Members of the Corporation for the election of Directors to succeed those whose terms expire and for the transaction of other business that may properly come before the meeting shall be held each year in October, unless action is taken by written consent as permitted by the laws of the State of Michigan, or unless the Board of Directors shall designate a different day. If the election of Directors does not occur, either by written consent or by meeting, on the day designated for the annual meeting or at any adjournment of the meeting, the President or, in his or her absence, the Vice-President, or a majority of the Board of Directors shall call a special meeting of the Members as soon as conveniently possible. At that meeting, the election of Directors shall take place, and the election and any other business transacted shall have the same force and effect as if it was transacted at an annual meeting duly called and held.

Special Meetings

2.04 Special meetings of the Members may be called by the President of the Corporation or the Board of Directors. Business transacted at all special meetings shall be confined to the matters stated in the notice of the meeting. It is the duty of the Secretary to send out notice of the meeting in accordance with the provisions set forth in Section 2.05 of these Bylaws.

Notice of Meetings

2.05 Written notice of the date, time, place and purpose of all meetings of Members shall be given by mail or personally, not less than ten days and not more than sixty days prior to the date of the meeting to each member of record of the Corporation entitled to vote at the meeting. If mailed, the notice shall be directed to each member entitled to notice at his or her address as it appears on the books of the Corporation unless the member has requested the Secretary in writing to deliver notice to him or her at another address. No publication of the notice of meeting shall be required.

Waiver of Notice

2.06 Whenever any notice is required to be given to a member under law or under the provisions of the Corporation's Articles of Incorporation or these Bylaws, a written waiver of notice signed by the member entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of notice. In the case of notice for special meetings, any written waiver of notice shall state the business to be transacted and the purpose of the meeting, and the waiver is only valid as to the matters stated. Attendance of a person at a meeting of members, in person or by proxy, constitutes a waiver of notice of the meeting unless the member attends the meeting for the express purpose of objecting, and does object, at the beginning of the meeting to the transaction of business because the meeting was not properly called or noticed.

Record Date for Determination of Members

2.07 The board of Directors shall fix in advance a date as the record date for the determination of Members entitled to notice of and to vote at, the meeting. The date may not be more than sixty days nor less than ten days before the date of the meeting. If the Board does not fix the record date, the record date shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the next day preceding the day on which the meeting is held.

Quorum

2.08 The number or percentage of Members entitled to vote represented in person that constitutes a quorum at a meeting of Members is a majority of the Members of the Corporation. The vote of a majority of the Members entitled to vote on a matter submitted to a membership vote and present at a meeting is necessary for approval by Members of the matter, unless a greater percentage is required by law in any instance. Unanimous consent in writing of all Members entitled to vote on a matter submitted to a membership vote constitutes approval of the matter.

Voting

2.09 (a) Each Member is entitled to a single vote on each matter submitted to a vote of the membership.
(b) Cumulative voting is prohibited or in all elections for Directors, each voting Member has the right to cumulate a number of votes equal to the number of positions to be filled and to distribute those votes in any fashion desired with regard to the candidates for the offices.

Action Without Meeting

2.10 Any Action required by statute to be taken at a meeting of Members, or any other action that may be taken at a meeting of the Members, may be taken without a meeting, without prior notice, and without a vote if written consents, setting forth the action taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The consents shall bear the date of signature of each Member who signs. The written consents shall not be effective to take the corporation action referred to unless, within sixty days after the record date for determining Members entitled to express consent without a meeting, the written consents signed by a sufficient number of Members to take the action are delivered to the Corporation. Delivery shall be to the Corporation's registered office, its principal place of business, or an officer or agent of the Corporation having custody of the minutes of the proceedings of its Members. Prompt notice of an action without a meeting by less than unanimous written consent shall be given to Members who have not consented in writing.

ARTICLE THREE – BOARD OF DIRECTORS

Directors Defined

3.01 "Directors" and/or "Officers," when used in relation to any power or duty requiring collective action, means "Board of Directors," also referred to as "BOD." The Board of Officers and the Board of Directors are one in the same. (Revised June 2009)

Qualifications

3.02 Unless the Articles of Incorporation require otherwise, the Directors need not be residents of the State of Michigan, but must be members of the Mustang Club of Mid Michigan and all Board of Directors must be current members of the Mustang Club of America.

Powers

3.03 The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under the authority of, the Board of Directors, subject to limitations imposed by law, the Articles of Incorporation, or these Bylaws as to action that requires authorization or approval of the Members.

Number and Term of Directors

3.04 The number of Directors of this Corporation shall be one or more, said number to be fixed at the annual meeting of Members. Each Director shall be elected at the annual meeting of the Members to hold office until the succeeding annual meeting. A Director holds office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal.

Resignation and Removal

3.05(a) Any Board of Director may resign at any time by giving written notice to the BOD or to the Secretary of the club. Any resignation is to take effect on the date the notice of resignation is received unless a later time is specified in the notice. Unless otherwise specified in the notice, the acceptance of resignation is not necessary to make it effective. (Revised June 2009)

3.05(b) Vacancies created by the resignation or death of a Director may be filled by a majority vote of the Board of Directors, and the person appointed to fill any vacancy shall serve until a qualified successor is elected, at either the next annual meeting of the Members or at a special meeting called for that purpose.

3.05(c) At any meeting of the Members, any Director or Directors may be removed from office, with or without cause, by a majority vote of the members entitled to vote on the removal.

3.05(d) If any Director or Directors are removed (Article VI Section E of the Constitution and By-Laws II 5.15), new Directors may be elected at the next general membership meeting for the unexpired term of the Director or Directors removed. If the Members fail to elect persons to fill the unexpired term or

terms of the Director or Directors removed, the unexpired terms shall be considered vacancies on the Board to be filled by majority vote of the remaining Directors. (Revised June 2009)

Regular Meetings

3.06 Mandatory Board of Directors meetings will be held in May, June, July, August, September and October. Other Board of Director meetings may be held upon the call of the President of the Board of Directors.

Special Meetings

3.07 Special meetings of the Board of Directors shall be called by the Chairperson of the Board or by any two Directors. Written notice of the meeting, stating time, place and purpose of the meeting shall be delivered to each Director, either personally or by mail at least seven days prior to the date set for the meeting. The Directors shall designate the location of any meeting by resolution or by written consent of all members, but if no designation is made, meetings shall be held at the registered office of the Corporation.

Quorum

3.08 A majority of the members of the Board of Directors in office at the time of the meeting constitutes a quorum for the transaction of any business.

Vote Requirements

3.09 An affirmative majority vote of the Directors at a meeting at which a quorum is present constitutes the action of the Board of Directors unless a greater number is required by statute, the Articles of Incorporation or these Bylaws. If there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until the quorum has been obtained.

Waiver of Notice

3.10 The actions taken at any meeting of the Board of Directors, however called or noticed or wherever held, are a valid as if they had been taken at a duly called and noticed if a quorum is present and if, either before or after the meeting, each Director who is not present signs a waiver of notice of a consent to holding the meeting. All waivers or consents shall be made part of the minutes of the meeting. Attendance of a Director at any meeting constitutes a waiver of notice of the meeting, unless his or her attendance is for the express purpose of objecting to, and he or she does object to the transaction of any business because the meeting is not lawfully called or convened.

Action Without Meeting

3.11 Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken is signed by all of the Directors.

Committees

3.12 (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Directors to constitute an executive committee, and may appoint any other committees from among its members as it deems necessary. Each committee has and shall exercise those powers conferred or authorized by the resolution appointing it. A majority of any committee may determine its action and may fix the time and place of its meetings unless otherwise provided by the Board of Directors. The Board of Directors has the power at any time to fill vacancies in, to change the size or membership of, and to discharge any committee.

3.12 (b) Each committee shall keep a written record of its acts and proceedings, and shall submit that record to the Board of Directors as requested by the Board of Directors.

3.12 (c) The Executive Committee membership will consist of a minimum two (2) BOD members and minimum one (1) member from the club membership. The BOD will appoint this committee. The committee terminates when the BOD rules on the committees recommendation. (Revised June 2009)

Compensation

3.13 The Board of Directors, irrespective of any personal or non-personal interest of any of its members, may not establish any compensation of any Director for services rendered to the Corporation as Directors, officers, or otherwise.

ARTICLE FOUR – INDEMNIFICATION

4.01 The Board of Directors shall authorize the Corporation to pay or reimburse any present or former director, officer, or employee of the Corporation any judgments, fines, penalties, costs or expenses actually and necessarily incurred by him or her in any action, suit or proceeding to which he or she is made a party by reason of holding his or her position. Payment or reimbursement is conditioned on the director, officer or employee having acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interests of the Corporation. The indemnification provided in this paragraph shall also extend to all good faith expenditures incurred in anticipation of, preparation for, threatened or proposed litigation. The Board of Directors may in proper cases, extend the indemnification to cover the good faith settlement of any action, suit or proceeding, whether formally instituted or not. The rights of indemnification set forth in this Article are in addition to, and not exclusive of, all other rights to which the director, officer, employee or agent may be entitled.

ARTICLE FIVE – OFFICERS

5.01 The officers of the Corporation shall be President, Past President, Vice-President, Secretary, Treasurer, Membership Chairperson, MCA Regional Director, Newsletter Editor, and Car Show Chairperson. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and other officers and assistant officers as may be elected in accordance with the provisions of Paragraph 5.02 of this Article. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, committees or agents, to specify their duties and authority, and to determine their compensation.

Election

5.02 The Board of Directors of the MCMM shall be chosen annually by the membership of the MCMM and each is to hold office until he or she resigns or is removed or otherwise disqualified to serve, or until his or her successor is elected and qualified. One person may be elected to hold two or more offices. However, no officer may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged or verified by two or more officers.

President

5.03 The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation; have general powers and duties of management usually vested in the office of the president of a corporation; have all other powers and duties as may be prescribed by the Board of Directors or these By-Laws. Within this authority and in the course of his or her duties, the President shall:

- (a) preside at all meetings of the Members and be ex-officio a member of all standing committees of the Corporation.
- (b) sign all certificates of stock of the Corporation in conjunction with the Secretary or Assistant Secretary, unless otherwise directed by the Board of Directors.
- (c) when authorized by the Board of Directors or required by law, execute, in the name of the Corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts and other papers and instruments in writing, and unless the Board of Directors shall otherwise by resolution, make contracts as the ordinary conduct of the Corporation's business may require.

(d) appoint and remove, employ and discharge and prescribe the duties and fix the compensation of all agents, and employees of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors; and control, subject to the direction of the Board of Directors, all of the officers, agents and employees of the Corporation.

Vice Presidents

5.04 In the absence or disability of the President, the Vice Presidents, if more than one, in order of their rank, as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to, all the restrictions on, the President. The Vice Presidents shall have all other powers and perform all other duties as from time to time may be prescribed for them respectively by the Board of Directors or these By-Laws. **See additional duties in By-Laws I, Article II, A-2.**

Secretary

5.05 The Secretary shall:

- (a) sign, with the President or a Vice President, certificates for shares for the Corporation.
- (b) certify and keep at the principal place of business of the Corporation the original or a copy of its By-Laws, including all amendments or alterations to the By-Laws.
- (c) keep at the place where the By-Laws or a copy are kept, a record of the proceedings of meetings of its Board of Directors and members, executive committee, and other committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice of meeting given, the names of those present at directors' meetings, the number of shares or members present or represented at Members' meetings and the proceedings of the meetings.
- (d) sign, certify or attest documents as may be required by law or the business of the Corporation, keep the corporate seal, if any; and affix the seal to instruments as may be necessary or proper.
- (e) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. In cases of the absence or disability of the Secretary, or his or her refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President or Vice Presidents, if any, or by the Board of Directors.
- (f) be custodian of the records and the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped impressed on or affixed to all certificates for shares prior to their issuance and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws.
- (g) keep at the place where the By-Laws or a copy are kept, or at the office of the transfer agent or registrar, a share register or duplicate share register giving the names of the Members, their respective addresses, and the number and classes of shares held by each; keep appropriate, complete and accurate books or records of account at the Corporation's principal place of business.
- (h) see that the books, reports, statement, certificates and all other documents and records required by law are properly kept and filed.
- (i) exhibit at all reasonable times to proper persons on terms provided by law on proper application, the By-Laws, the share register and minutes of proceedings of the members and Board of Directors of the Corporation.
- (j) in general, perform all duties incident to the office of Secretary and any other duties as from time to time may be assigned to him or her by the Board of Directors. **See additional duties in By-Laws I, Article II, Section A-3.**

In case of the absence or disability of the Secretary or his or her refusal or neglect to act, the Assistant Secretary, or if there is none, the Treasurer, acting as Assistant Secretary, may perform all of the functions of the Secretary. In the absence or inability to act, or refusal or neglect to act as Secretary, the Assistant Secretary and Treasurer, any person authorized by the President or Vice Presidents, if any, or by the Board of Directors, may perform the functions of the Secretary.

Treasurer

5.07 The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) receive, and give receipt for, moneys due and payable to the Corporation from any source whatever.
- (c) disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for the disbursements.
- (d) keep and maintain adequate and correct accounts of the Corporation's properties and business transaction including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account.
- (e) exhibit at all reasonable times the books of account and records of the Corporation to any director, or to proper persons on terms as are provided by law, on proper application during business hours at the office of the Corporation where the books and records are kept.
- (f) when and as requested, render to the President and Board of Directors accounts of all his or her transactions as Treasurer and of the financial condition of the Corporation.
- (g) on the written request of any Member of the Corporation, and within 14 days after the request, mail to the Member the then latest annual balance sheet and income statement of the Corporation. The financial statements shall have been prepared in accordance with generally accepted accounting principles by an independent public or certified public accountant.
- (h) give to the Corporation a bond, if required by the Board of Directors in a sum, and with one or more sureties, or a surety company satisfactory to the Board, for the faithful performance of the duties of the office of Treasurer and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, or all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.
- (i) in general perform all duties incident to the office of Treasurer and all other duties as from time to time may be assigned to him or her by the Board of Directors. **See additional duties in By-Laws I, Article II, Section A-4.**

In case of the absence or disability of the Treasurer, or his or her refusal or neglect to act, the Assistant Secretary or the Secretary acting as Assistant Treasurer, may perform all of the functions of the Treasurer. In the absence or inability to act, or refusal or neglect to act, of both the Treasurer and the Secretary, any person authorized by the President or Vice Presidents, if any, or by the Board of Directors may perform the functions of the Treasurer.

Appointed Positions

5.08 the Club Historian shall:

- (a) maintain history book, artifacts and historical records.

5.09 The Club Properties Manager shall:

- (a) Keep a written record of all club-owned properties to include, but not limited to posters, pictures, trophies, banners, fences, and post, etc.
- (b) give a current copy to the Board of Directors annually.

Past President

5.10 The Past President shall;

- (a) act as ex-officio member of the Board of Directors.
- (b) act as the immediate past president of the MCMM.
- (c) act as a consultant to MCMM Board of Directors. **See additional duties in By-Laws I, Article 2, Section A-5**

Newsletter Editor

5.11 The Newsletter Editor shall:

- (a) be an elected officer.
- (b) publish monthly MCMM Club Newsletter titled "Horsin' Around."

(c) ensure mailing the newsletter to all current full time active Members as supplied by the Membership Committee. **See additional duties in By-Laws I, Article 2, Section A-9**

Membership Chairperson

5.12 The Membership Chairperson shall:

- (a) be an elected officer
- (b) actively seek/recruit new members
- (c) submit a monthly report of full time active members to the secretary for voting eligibility
- (d) maintain a current MCMM application.
- (e) update the current MCMM application form as needed, with the approval of the Board of Directors.
- (f) receive new MCMM membership applications and share with the Secretary and Newsletter Editor.
- (g) distribute welcome letters and MCMM membership cards.
- (h) have applications available at all functions.
- (i) have a copy of the Constitution and By-Laws I and II at all functions.
- (j) be a minimum age of 18 years at time of election.

Car Show Chairperson

5.13 The Car Show Chairperson shall:

- (a) be an elected officer.
- (b) arrange date, location, sponsorships, etc., for the annual car show with the approval of the Board of Directors.
- (c) direct car show with assistance of volunteer committee and oversight of the Board of Directors.
- (d) be a minimum of 18 years of age at time of election.
- (e) have a copy of the Constitution and By-Laws I and II at all functions.

Mustang Club of America (MCA) Regional Director

5.14 The MCA Regional Director shall:

- (a) be an elected officer.
- (b) be responsible for all correspondence with the MCA.
- (c) submit names of Board of Directors' members and club roster annually.
- (d) assist MCMM in becoming MCA Members.
- (e) have MCA applications at all functions.
- (f) be strongly encouraged to participate in MCA Board of Directors meetings in person or proxy.
- (g) report to MCMM membership on MCA business.
- (h) be responsible for having a copy of the Constitution and By-Laws I and II at all functions.
- (i) be a minimum of 18 years of age at time of election.

BOARD OF DIRECTOR, APPOINTED CHAIRPERSON, OR COMMITTEE MEMBER

Removal and Resignation

5.15 (a) Any Board of Director, Chairperson, or Committee member may resign at any time by giving written notice to the BOD or to the Secretary of the club. Any resignation is to take effect on the date the notice of resignation is received unless a later time is specified in the notice. Unless otherwise specified in the notice, the acceptance of resignation is not necessary to make it effective. (Revised June 2009)

5.15 (b) Any Board of Director, Appointed Chairperson, or Committee Member may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served by the removal; provided, however, that the removal shall be without prejudice to the contract rights, if any, of the person removed. Any Board of Director, Appointed Chairperson, or Committee Member removal may not be initiated without a recommendation or charges for removal first being presented in writing to the BOD. The director, chairperson, or committee member charged will be informed of the "charges" in writing by the BOD. The BOD will then evaluate such charges for merit along with all findings. The director, chairperson, or committee member being investigated will have a time limit of 28 days from the notification of the claim / charge to present the any evidence to show

cause for dismissing the claim / charge. The director, chairperson, or committee member will be notified by the club President and relieved of all duties until the BOD takes a final vote. All proxy voting rights of the BOD are applicable to the removal of this person from their duties and membership. The removal of the director, chairperson, or committee member charged for cause must be by three – fourths (3/4) majority vote of the BOD in attendance or by proxy at a regular or special meeting of the BOD (or a general membership meeting). (Revised June 2009)

MEMBERSHIP

Suspension, Expulsion, or Reinstatement by Board of Directors

5.15 (c) The Board of Directors shall have summary power by vote of the majority of its members (5) to suspend, reinstate, expel or terminate the membership of any member for conduct which in its 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 endanger conduct in violation of these By-Laws, Constitution or the rules and regulations of the club, which may be taken at any meeting of any such board. The proceedings of the BOD in such matter shall be final and conclusive. However, no action under this provision may be initiated without a recommendation or charges for removal or reinstatement first being presented in writing to the BOD. The member will be informed of the “charges” in writing by the BOD. The BOD will then evaluate such charges for merit along with all findings. The member being investigated will have a time limit of 28 days from the notification of the claim / charge to present the any evidence to show cause for dismissing the claim / charge. All proxy voting rights of BOD are applicable to the suspension/removal of the person from membership. The removal of the member charged for cause must be by three – fourths (3/4) majority vote of the BOD in attendance or by proxy at a regular or special meeting of the BOD (or a general membership meeting). If applicable, Life Members may be suspended, expelled, or reinstated, in the same manner. (Revised June 2009)

5.15 (d) All sections of By-Laws II section 5.15 supersede any sections or interpretations of By-Laws I. (Revised June 2009)

Vacancies

5.16 If the office of the President, Vice President, Secretary or Treasurer or other Board of Director positions becomes vacant by reason of death, resignation, removal or otherwise, the General Membership shall elect a successor who is to hold office for the unexpired term and until his or her successor is elected. **See Article Three-Board of Directors of By-Laws II, Section 3.05**

Salaries

5.17 The salaries of all officers of the Corporation shall be zero. No officer shall be eligible to receive a salary as an officer of the Corporation, now or in the future.

ARTICLE SIX – ISSUANCE AND TRANSFER OF MEMBERSHIP

This section has been removed and will be covered in the Constitution Article V, Section A, and in By-Laws II, Section 5, with the changes placed in effect on June, 2009.

ARTICLE SEVEN – EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS

Authority for Execution of Instruments

7.01 The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The authority may be general or confined to specific instances. Unless authorized in accordance with these By-Laws, no officer, agent or employee shall have any power to authority to bind the Corporation by any contract or engagement or pledge its credit or to render it liable for any sum of money for any purpose.

Execution of instruments

7.02 Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, mortgages and other evidences of indebtedness of

the Corporation, and other corporate instruments or documents, and certificates of membership in the Corporation, shall be executed, signed or endorsed by the President, or the Treasurer and may have the corporate seal, if any, affixed.

Bank Accounts and Deposits

7.03 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom the power may be delegated from time to time by the Board of Directors.

Endorsement Without Countersignature

7.04 Endorsements for deposit of commercial paper to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the President or the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated the power.

Signing of Checks and Drafts

7.05 Except as otherwise provided in these By-Laws, all checks, drafts or other order for payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation, shall be signed or endorsed by those person or persons and in the manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE EIGHT – FISCAL YEAR

Designation

8.01 The fiscal year of the Corporation begins on the first day of January in each year unless otherwise provided by the Board of Directors.

ARTICLE NINE – CORPORATE RECORDS, REPORTS AND SEAL

9.01 The Corporation shall keep at its registered office a book of minutes of all meetings of members and Board of Directors and books of account. The book of minutes shall note the time and place of each meeting, whether it was regular or special, and, if special, how it was called, the notice given, the names of the Directors present at a Board meeting, and the proceedings of the meeting. The books of the account shall cover the Corporation's property and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The Membership List shall contain the names and addresses of each Member.

9.02 All books, records and lists of Members of the Corporation shall be open to inspection and examination during normal business hours for all proper purposes by every Member of the Corporation or his or her duly authorized agent or attorney on written request by the Member in compliance with the statutory requirements.

Inspection of Records by Directors

9.03 Every Board of Director has the absolute right at any reasonable time to inspect all books, records, documents of every kind and the physical properties of the Corporation and of its subsidiary corporations, domestic or foreign. Inspection by a Board of Director may be made in person or by the Board of Director's agent or attorney, and the right of inspection includes the right to make extracts.

Financial Reports to Members

9.04 The Board of Directors shall cause an annual financial report to be sent to the Members not later than four months after the close of the fiscal year. The report shall contain financial statements covering in detail its assets and liabilities, its profits and losses from its business operations and all other information required by law.

Seal

9.05 The Board of Directors may adopt, use and subsequently alter a corporate seal. However, use of a corporate seal or a facsimile is not required and does not affect the validity of any instrument.

ARTICLE TEN – AMENDMENT OF BY-LAWS II

Adoption, Amendment and Repeal

10.01 These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by two-thirds of the voting membership present or by proxy vote at a general meeting (*See Constitution Article VII Section A2). Amendment proposals may be submitted in writing by any club member or by an annual review board appointed by the Board of Directors. These proposals shall be offered at the monthly meetings of April thru October, or at other times via proxy vote. The BOD is then required to present them to the membership in writing no more than 60 days after initially proposed. The BOD may appoint a committee to review the proposed changes that would then report back to the BOD. Proposed changes must be presented to the membership at least two weeks prior to the vote in the monthly newsletter or by mail. However, no By-Law adopted by the Members may be altered or repealed by the Board of Directors. This section will supersede Article VII of By-Laws I. (Revised June 2009)

ARTICLE ELEVEN

Distribution and Use of Earnings

11.01 (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dissolution of the Corporation

11.01 (b) upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TWELVE – ELEMINATION OF CERTAIN LIABILITY OF DIRECTORS

12.01 A Director of the Corporation shall not be personally liable to the Corporation for its Membership for monetary damages for a breach of fiduciary duty as a Director except for liability:

- (a) for any breach of the Director's duty of loyalty to the Corporation or its Membership;
- (b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation;
- (c) for a violation of Section 555 (1) of the Michigan Business Corporation Act;
- (d) for any transaction from which the Director derived and improper personal benefit; and
- (e) for any acts or omissions before the date this Article is filed by the Michigan Department of Commerce.

12.02 If, after the adoption of this Article by the Membership of the Corporation, the Michigan Business Corporation Act is hereafter amended to further eliminate or limit the liability of a Director, then a Director of the Corporation (in addition to the circumstances in which a Director is not personally liable as set forth in the preceding paragraph 12.01) shall not be liable to the Corporation or its Membership to the fullest extent permitted by the Michigan Business Corporation Act, as so amended.

12.03 Any appeal or modification of this Article by the Membership of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

By-Laws II, approved by the Membership on the 15th day of October, 2007. Revised and revisions approved by the Membership on the 15th day of June, 2009.