

BY-LAWS OF THE NEW JERSEY OPEN ROAD THUNDERBIRD CLUB

A NEW JERSEY CORPORATION NOT FOR PROFIT

ARTICLE I. OFFICES

SECTION ONE. *Location of Offices.* The principal office of the corporation in the State of New Jersey shall be located at the home address of the current President of the corporation.

SECTION TWO. *Other Offices.* The corporation may have such other offices located within the State of New Jersey as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

SECTION THREE. *Registered Agent.* The registered agent for the corporation shall be selected by majority vote of the Board of Trustees at their annual meeting.

ARTICLE II. PURPOSES

SECTION ONE.

(A). To operate and maintain an organization to encourage and promote the admiration and ownership, care and maintenance, with safe and courteous operation, of the "Classic Thunderbird", defined herein as a two-passenger 1955, 1956, 1957 Ford Thunderbird automobile.

(B). To serve as an exchange of ideas, information and parts for admirers and owners of the Classic Thunderbird to aid them in restoring and preserving these automobiles in their original likeness.

(C). To provide an active Chapter for club members to meet, socialize and maintain the spirit of good fellowship, and to participate in activities including the use of their Classic Thunderbirds.

(D). To further the interests of owners and drivers of Classic Thunderbirds and to promote safety and enjoyment of motoring in all phases.

(E). To engage in any other activity related to that described above from time to time authorized or approved by the Board of Trustees, officers or members of this corporation.

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ARTICLE III. MEMBERSHIP

SECTION ONE. *Classes of Members.*

(A) There shall be two classes of membership; Active and Honorary.

(1). Active members are defined as those persons current in his or her dues, entitled to attend all corporation functions and meetings, and entitled to vote on all corporate business conducted at said meetings.

(2). Honorary members are defined as those persons who are not members but have performed an outstanding service for the corporation. Honorary membership shall be by nomination and majority vote of the Board of Trustees.

(B) Membership shall be open to all persons regardless of sex, race, color, creed or national origin

SECTION TWO. *Election of Members.* Members shall be elected by the Board of Trustees. An affirmative vote of two-thirds of the Trustees present shall be required for election to membership.

SECTION THREE. *Spouses Members* shall be allowed to bring their spouses/guests to all club meetings and functions. Charged events are paid per person.

SECTION FOUR. *Voting Rights.* Each active member shall be entitled to one vote on each matter submitted to a vote of the members. No proxy voting or voting by mail, or cumulative voting shall be permitted.

SECTION FIVE. *Responsibility of Membership.* Each member shall actively participate in corporation meetings and functions, shall conduct themselves in a courteous and orderly manner. No profanity or outbursts shall be permitted at any time. A member shall not engage in any activity or conduct which would be degrading or embarrassing to the corporation or its members. Any indiscretions must be reported to a Board member within 30 days.

SECTION SIX. *Termination of Membership.* Upon complaint of any member, the Board of Trustees, by affirmative vote of two-thirds of all of the members of the board, may vote to take action to suspend or expel a member for cause. The board shall move at the next regularly scheduled membership meeting to expel or suspend said member. The member shall then be entitled to address the membership. The membership shall then vote by secret ballot, for or against the resolution, and a majority vote by those present shall be required to take action against said member.

SECTION SEVEN. *Resignation.* Any member may resign by filing a written resignation with the Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION EIGHT. *Reinstatement.* On written request signed by a former member and filed with the President, the Board of Trustees, by affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership on such terms as the Board of Trustees may deem appropriate. In the event of an application for reinstatement by a member who has been expelled, a two-thirds membership vote of those present at a business meeting shall be required.

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SECTION NINE. *Transfer of Membership.* Membership in this corporation is not transferable or assignable. A surviving family member (Spouse, Adult, Child), may become a member by filing a membership form in their name, and dues would be due at the next dues cycle which would be January.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION ONE. *Annual Meeting.* The annual meeting of the members shall be held at the October meeting, at the time and place set by the designated member for that month. This being for the purpose of electing officers and for the transaction of such other business as may come before the meeting. A notice of the time and place will be via the monthly newsletter or email. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION TWO. *Monthly Meeting.*

(A). Meetings are held monthly by host members. (January & February meetings may be combined.) The time and place will be set by that member. Notice will be given in the monthly newsletters or email reminders.

(B). Prior to the start of any monthly meeting, members are required to notify the President of any guest present for that meeting.

(C). All prospective members shall be required to attend one (1) meeting without payment of any type. Upon furnishing a formal application, and affirmative vote by the Board of Trustees, in accordance with Article III, Section TWO, dues shall be collected starting with the first meeting after the complimentary meeting the new member attends.

(D). All members are expected to host a meeting on a rotational basis which is equitable to all. Meeting schedules are usually made up six (6) months in advance. If for whatever reason the host can not host, the meeting coordinator will try to find someone to take on the responsibilities of hosting that meeting, but in the event no one can step in, that meeting will be a pay as we go. Failure or refusal to hold or reschedule a meeting, shall be grounds for censure from club

(E). It is expected that the hosts shall provide refreshments and snacks. Should hosts wish to provide a more elaborate fare, they may do so at their own expense. It is expected all members must RSVP to the host no later than 1 week prior to meeting with a yes, no or maybe, and a head count.

SECTION THREE. *Agenda for Conduct of Meetings.*

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| (A). Introduction | (B). Reading of minutes of previous meeting |
| (C). Treasurers financial report | (D). Membership report |
| (E). Old Business | (F). New Business |
| (G). General Business | (H). Date and location of next business meeting |
| (I). Closing | (J). Refreshments |

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SECTION FOUR. *Comments at Meetings.* Members will be permitted to comment on each section of the agenda before moving on to the next section. All meetings shall be conducted in accordance with Roberts Rules of order. The Parliamentarian (Sargent at Arms) shall oversee conduct of all business meetings.

SECTION FIVE. *Special meetings.* Special meetings of the members may be called by the President, the Board of Trustees, or not less than a majority of the members having voting rights.

SECTION SIX. *Notice of Meetings.* Written or printed notice stating the place, day, and hour of any meeting of the membership, shall be delivered either personally, newsletter, or email, to each member entitled to vote at such meeting, not less than seven (7) or more than thirty (30) days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice

SECTION SEVEN. *Quorum.* The members holding 25% of the votes that may be cast at any meeting shall constitute a quorum at such meeting.

ARTICLE V. DUES

SECTION ONE. *Annual Dues.* The Board of Trustees shall establish the amount of annual dues payable to the corporation by each member. Dues shall be payable before twentieth day of January in each year on an annual basis

SECTION TWO. *Default and Termination of Membership.*

(A) When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year, his or her membership may thereupon be terminated by a majority vote of the Board of Trustees. When dues have not been received by the regular meeting date, a letter will be sent by the Treasurer, advising the delinquent party that his or her membership will be terminated if not paid in full on or before the next regularly scheduled meeting. After a majority vote of the Board of Trustees, a notice of termination letter will be sent to the member.

(B) When any member fails or refuses to host their scheduled meeting without just cause or arrangements, his or her membership may thereupon be terminated by a majority vote of the Board of Trustees. After a majority vote of the Board of Trustees, a notice of termination letter will be sent to the member.

SECTION THREE. *Assessments.* All special assessments shall require a majority vote of all members present at a scheduled meeting of the corporation.

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ARTICLE VI. BOARD OF TRUSTEES

SECTION ONE. *General Powers.* The affairs of the corporation shall be managed by its Board of Trustees. Trustees must be a member of the corporation, or the spouse of a member, and at least one (1) member of the board must be a resident of the State of New Jersey.

SECTION TWO. *Number, Tenure, and Qualifications.* The number of Trustees shall be seven (7). Each trustee shall hold office until the next annual meeting of members and until his successors shall have been elected and qualified. Following the election of officers, the President, Vice-President, Treasurer and Secretary shall automatically be members of the Board of Trustees. Selection of the remaining three (3) shall be by majority vote of the President, Vice-President, Treasurer and Secretary, and will be announced at the next regularly scheduled meeting.

SECTION THREE. *Regular Meetings.* A regular annual meeting of the Board of Trustees shall be held during the first 45 days of the year. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION FOUR. *Special Meetings.* Special meetings of the Board of Trustees may be called by or at the request of the President or any two (2) Trustees. The person or persons authorized to call special meetings of the board may fix and place, either within or without the state, as the place for holding special meetings of the board called by them.

SECTION FIVE. *Notice.* Notice of any special meeting of the Board of Trustees shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail, email to each trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

SECTION SIX. *Quorum.* A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Trustees is present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION SEVEN. *Manner of Acting.* The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or these by-laws. The President shall be the chairman of the Board of Trustees and shall conduct all meetings of the board. In the event of a tie vote, the President, as chairman, shall cast the deciding vote.

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SECTION EIGHT. *Vacancies.* Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. A trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION NINE. *Compensation.* Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees any trustee may be indemnified out of corporate assets for expenses and costs, including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such trustee, except in relation to matters as to which he shall have been guilty of negligence or misconduct with respect to the matter in which the indemnity is sought.

SECTION TEN. *Audit of Treasurer's Books and Accounts.* The Board of Trustees shall be required to review and audit the books, records, and accounts of the corporate treasurer during the first 45 days of each year. This should include recording of bank location, account numbers and names of authorized signatures. Upon completion, a report of the results of said audit shall be made to the general membership at the next regularly scheduled meeting.

ARTICLE VII. OFFICERS

SECTION ONE. *Officers.* The officers of the corporation shall be President, one (1) Vice-President, Treasurer, and Advisory Council Representative.

SECTION TWO. *Election and Term of Office.* The term of office for corporation officers will be two years, with the President and Advisory Council Representative elected in even years, and the Vice President and Treasurer elected in odd years. The officers of the corporation shall be elected by a majority vote of the members present at a regular annual meeting called in accordance with Article IV, Section One. Each officer shall hold office until his successors have been elected and qualified. Members will be notified of all candidates for office at least 30 days prior to the annual meeting. A member shall not hold more than one (1) elected office. The spouse of a member may serve in any officer position. An officer must be a member, or the spouse of a member, of Classic Thunderbird Club International.

SECTION THREE. *Removal.* Any officer elected by the membership may be removed from office whenever the Board of Trustees, by affirmative vote of two-thirds of all the members of the board, whenever, in its judgment, the best interests of the corporation would be served thereby, and such action of the board shall be affirmed at the next regularly scheduled membership meeting by a majority vote of the members present. Such membership vote shall be by secret ballot.

SECTION FOUR. *Vacancies.* A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

SECTION FIVE. *President.* The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Trustees. He may sign, with the Treasurer or any other proper officer of the corporation authorized by the Board of Trustees, any Deed, Mortgages, Bonds, Contracts, or other Instruments that the Board of Trustees has authorized to be executed, except in cases where the signing

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and execution there of shall be expressly delegated by the Board of Trustees or by these by-laws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

SECTION SIX. *Vice-President.* In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform 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. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees. The Vice-President shall collect dues and assessments at all business meetings in the Treasurers absence. The Vice-President shall keep the minutes of all meetings of the Board of Trustees.

SECTION SEVEN. *Treasurer.* If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees. The Treasurer shall be responsible for verifying CTCL membership. The Treasurer shall be custodian of the corporate records and the seal of the corporation and shall affix the seal of the corporation 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. The Treasurer shall maintain a registry of all club members containing their current post office address as furnished by said member.

SECTION EIGHT. *Recording Secretary.* The Recording Secretary shall keep the minutes of the meetings of the members in one or more books provided for that purpose; take attendance, and in general, perform all duties incident to the office of recording Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees. The Recording Secretary shall read the minutes of the previous meetings, and shall be responsible for taking attendance at all corporate functions.

The Recording Secretary will be appointed by the President and serve a term concurrent with that of the President.

SECTION NINE. *Advisory Council Representative.* A representative to the advisory council of CTCL shall be a current board member.

SECTION TEN. *Club Historian.* A person appointed by the Board of Trustees to prepare an updated club history of all-important events since the last history of club activities was prepared.

SECTION ELEVEN: Meeting & Activities Coordinator: A person appointed by the Board of Trustees to maintain membership roster, coordinate monthly hosts meetings and special events calendar, notifies members of all meetings and events.

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SECTION TWELVE: CTCL Early Bird Reporter: A person appointed by the Board of Trustees to prepare an article on club activities for submission to the CTCL Early Bird Magazine on a regular basis.

SECTION THIRTEEN: Parliamentarian, A person appointed by the Board of Trustees shall be known as Sargent at Arms who will maintain order and decorum at all meetings and events shall also lead the Pledge of Allegiance at all meetings.

ARTICLE VIII. CHECKS, DEPOSITS AND FUNDS

SECTION ONE. *Checks, Drafts or Orders for Payment.* All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. The authorized signatures on all accounts should include the treasurer and president. Either/or: only one signature required.

SECTION TWO. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE IX. MISCELLANEOUS

SECTION ONE. *Books and Records.* The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

SECTION TWO. *Fiscal Year.* The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION THREE. *Corporate Seal.* The Board of Trustees shall provide a corporate seal, which seal shall be in the form of New Jersey Open Road Thunderbird Club, Inc.

SECTION FOUR. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of the New Jersey Corporations and Associations Not for Profit Act or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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ARTICLE X. AMENDMENTS

SECTION ONE. *Power of Members to Amend By-laws.* The by-laws of this corporation may be amended, repealed, or added to, or new by-laws may be adopted by the vote of two-thirds majority of the members entitled to vote at a meeting duly called for the purpose according to the articles of by-laws as designated in Article IV, Section Six.