

# **BYLAWS OF THE MODEL T FORD CLUB INTERNATIONAL FOUNDATION INC.**

## **ARTICLE I - Organization**

The name of this organization shall be the MODEL T FORD CLUB INTERNATIONAL FOUNDATION INC. (MTFCIF). The Foundation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE II - Purpose**

- 1) To promote and encourage youth interest in and education of youth in the historical and restoration work for the Model T Ford by funding scholarships of higher education for students of members of the Model T Ford Club International Inc. (MTFCI).
- 2) To promote, support and create museums and historical archives of and for Model T Ford materials.

## **ARTICLE III - Membership**

Section 1. **Classes of Membership:** Members in good standing in the Model Ford Club International Inc. (MTFCI) will also be members of this Foundation.

Section 2. **Acceptance of Members:** Individuals who have met the requirements and have been accepted as members of the Model T Ford Club International Inc. (MTFCI) will be accepted as members of the Model T Ford Club International Foundation Inc. (MTFCIF).

Section 3. **Voting Rights:** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. **Termination of Membership:** Termination of membership in the MTFCI will constitute termination as a member of the Model T Ford Club International Foundation Inc. (MTFCIF).

Section 5. **Resignation:** Any member may resign by filing a written resignation with the secretary of the foundation. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.

Section 6. **Reinstatement:** Upon written request signed by a former member and filed with the secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the board, reinstate such former member to membership on such terms as the board of directors may deem appropriate.

Section 7. **Transfer of Membership:** Membership in the MTFCIF is not transferable or assignable.

Section 8. **Membership Certificates:** No membership certificates of the MTFCIF shall be required.

## **ARTICLE IV - Meeting of the Members**

Section 1. **Annual Meeting:** The Annual Membership meeting of the MTFCIF shall be held during January of each year for the purpose of installing MTFCIF Board Members for the coming year. Notification of such Annual Meeting, including the date, time and place shall be sent to all members at least fourteen (14) days prior to the date of said Annual Meeting.

Section 2. **Special Meetings:** Special meetings of the membership may be called by the majority of the MTFCIF Board of Directors or by written petition of one-third (1/3) of the voting members signing said petition and submitting it to the secretary of the Foundation. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by who called the meeting. No other business, but that specified in the notice, may be transacted at such special meeting.

Section 3. **Place of Meetings:** The MTFCIF Board of Directors may designate any location as the meeting place for any annual or special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the Foundation in the State of Illinois.

Section 4. **Notice of Meetings:** Written notice stating the place, date and time of any meeting of members shall be delivered to each member entitled to vote at such meeting no later than five (5) nor more than sixty (60) days prior to the date of such meeting, or in the case of a removal of one or more directors, a merger, consolidation or dissolution, sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting. If notice is mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the member. When a meeting is adjourned to another time or place, notice need not be given if the time and place of the new time or location are announced at the adjourned meeting.

Section 5. **Quorum:** A quorum shall be those members present and voting.

Section 5. **Voting:** Each member shall be entitled to one vote in each matter submitted to a vote at the meeting of the members. The secretary of the board shall ascertain and report the results of a vote. Voting shall be by voice unless the chairman or any member requests that voting be by ballot.

## **ARTICLE V - Board of Directors**

Section 1. **General Powers:** The affairs of the Foundation shall be managed by the MTFCI Board of Directors.

Section 2. **Number, Tenure and Qualifications:** The number of Directors shall be nine. Each Director shall be elected for a three (3) year term, with three Directors elected each year. Each Director is allowed to serve a maximum of three (3) consecutive, three year terms. After completion of the third, three year term, the Director must vacate the position of Director for a minimum of one year to be eligible to run for the Board again. There are no limits to the number of terms a Director may serve as long as the above rule is followed. The Board of Directors of the Model T Ford Club International (MTFCI) shall serve as the Board of Directors of the MTFCIF and will be installed at the MTFCI Annual Meeting. Directors need not be residents of the State of Illinois. Directors need not be residents of the State of Illinois.

Section 3. **Regular Board Meetings:** A regular meeting of the MTFCIF shall be held immediately following the scheduled board meeting of the MTFCI.

Section 4. **Special Meetings:** Special meetings of the Board of Directors may be called at the request of the President or any three Directors at a location determined by the President.

Section 5. **Notice:** Notice of any meeting of the Board of Directors shall be given at least ten (10) days prior to said meeting. Notice shall be sent by mail and/or email to each Director.

Section 6. **Quorum:** A majority of the number of the Board of Directors identified by these bylaws constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. **Manner of Acting:** The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 8. **Compensation:** Directors shall not receive any salaries or compensation for their service, however, they may be reimbursed for approved supplies and postage.

## **ARTICLE VI - Officers**

Section 1. **Officers:** Duly elected officers of the MTFCI will also serve as officers in the same capacity for the MTFCIF. The Board of Directors shall elect or appoint such other officers as it shall deem necessary, and such officers shall have the authority to perform the duties prescribed by the Board of Directors. No officer may hold more than one office at any one time.

Section 2. **Election and Term of Office:** The officers of the Foundation shall be elected annually by the MTFCI Board of Directors. The officers of the Foundation shall be installed at the regular meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and deemed qualified.

Section 3. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors. A Director elected by the Board to fill a vacancy shall serve the unexpired term of his/her predecessor.

Section 4. **Resignation or Removal from Office:** Any officer or Director may resign at any time upon written notice to the Board of Directors. An officer or Director may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person being removed. Any person considered for removal must receive written notification of the problem at least ten (10) days prior to the meeting at which the problem will be aired. The challenged individual has the right to be present during the board discussion of the problem but shall be excused from any voting by the board.

Section 5. **President:** The President shall be the principal executive officer of the Foundation and shall supervise and control all of the business and affairs of the Foundation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the secretary or any proper officer of the Foundation authorized by the Board of Directors, and deeds, mortgages, bonds, executed except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Foundation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall not serve more than two (2) successive terms.

Section 6. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer 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 in accordance with the provisions of Article VI.

Section 2 of these Bylaws and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors, and further shall file his annual report for the preceding year with the membership at the Annual Meeting. The Board of Directors may call for an audit of the books of the corporation at any time; however, an audit must take place whenever a new person is elected Treasurer. The audit is to be performed by a person or persons appointed by the President of the corporation.

Section 7. **General Secretary.** The General Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. **Executive Director.** The Executive Director is appointed by the Board of Directors and serves as a paid contractual agent of the Board but is not a Board member. The duties of the Executive Director will be to carry out the mandates of the Board of Directors and the President.

Section 9. **Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE VII – Committees, Commissions and Advisory Boards**

Section 1. **Committees:** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which will consist of two or more Directors and such other persons as the Board of Directors designates, provided that a majority of each committee's members are Directors. The committees shall have and exercise the authority of the Board of Directors in the management of the committee work as identified by the Board of Directors.

Section 2. **Commissions or Advisory Body:** The Board of Directors may designate or create commissions or advisory boards, but these groups shall not have or exercise the authority of the Board. A commission or Advisory body may or may not have Directors as members, as determined by the Board of Directors. The commission or advisory body may not act on behalf of the Foundation or bind the Foundation to any action, but may make recommendations to the Board.

Section 3. **Term of Office:** Each member of a committee, commission or advisory body shall continue until the next annual meeting of members of the Foundation, and/or a successor is appointed, unless the committee, commission or advisory body is sooner terminated or unless the member is terminated by the Board.

Section 4. **Chairman:** One member of each committee, commission or advisory body shall be appointed as the chairman.

Section 5. **Vacancies:** Vacancies in the membership of any committee, commission or advisory body may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. **Quorum:** A majority of the whole committee, commission or advisory body shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee, commission or advisory body.

Section 7. **Rules:** Each committee, commission or advisory body may adopt rules for its own governance, but these rules may not be inconsistent with the Bylaws or rules of the Foundation.

Section 8. **Informal Action:** The authority of a committee, commission or advisory body may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all members entitled \_\_\_\_\_ to \_\_\_\_\_ vote.

### **ARTICLE VIII – Contracts, Loans, Checks, Deposits and Donations**

Section 1. **Contracts:** The Board of Directors may authorize any officer, Director or authorized agent of the Foundation to enter into a contract or execute and deliver any instrument in the name of or in behalf of the Foundation.

Section 2. **Checks, Drafts, Etc.:** All checks, drafts or other orders of payment of money issued in the name of the Foundation shall be signed by such officer(s) or agent(s) of the Foundation as determined by resolution of the Board of Directors.

Section 3. **Deposit:** All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors deem appropriate.

Section 4. **Gifts/Donations:** The Board of Directors may accept on behalf of the Foundation contributions, gifts, bequests or devises for the general purposes or for any special purpose of the Foundation.

### **ARTICLE IX – Books and Records**

The Foundation shall keep complete and correct books and records of accounts and of any property donated to the Foundation. Minutes of all meetings and proceedings of Foundation members and/or Board of Directors shall be kept by the General Secretary and may be inspected by any member for any proper purpose at any reasonable time.

### **ARTICLE X – Fiscal Year**

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December in each year.

### **ARTICLE XI – Indemnification**

The Foundation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Foundation, or who is serving at the request of the Foundation. The Foundation may purchase and maintain insurance on behalf of a person who is or was a

Director, officer, employee or agent of the Foundation, against any liability asserted or incurred by such person.

## **ARTICLE XII - AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a three-fourths vote of the Directors present at any regular meeting or special meeting using the following procedures:

- 1) Written notice detailing any amendment/repeal must be sent to all Directors a minimum of ten (10) days prior to such meeting using mail and/or email.
- 2) The amendment/repeal of the Bylaws is read at said meeting to determine if there is cause to approve, amend or deny the amendment/repeal.
- 3) The amendment/repeal is then slated for a second reading at the next regular or special meeting of the Board.
- 4) If three-fourths (3/4) of the Directors present at the second meeting approve the amendment/repeal, the amendment/repeal is adopted and placed into the Bylaws.

## **ARTICLE XIII – Distribution of Assets**

Any and all assets of the Foundation are permanently dedicated to exempt those within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The Foundation shall not be operated for pecuniary profit, shall have no capital stock and shall make no distribution of dividends.

Upon dissolution of the Foundation, the Board of Directors shall, after paying all liabilities, dispose of all of the assets of the Foundation to such organization(s) organized and operated for charitable or educational purposes that qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code as the Board.

Revisions:

Retyped: 9/12/2005

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Complete Revision, including previous Amendments: 7/19/ 2014