



2017

BY-LAWS

As of May, 2017

Early Ford V-8 Club of America
(California Corporation #505755 filed March 9, 1966)

Amended as of May, 2017
(*Bold type indicates 2017 changes.*)



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(California Corporation #505755 filed March 9, 1966)

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Amended as of March 1, 2017
(Bold type indicates 2017 changes.)



ARTICLE I PURPOSE AND CLASSIFICATION

Section 1. The general purpose of this Club, incorporated as a nonprofit society, and hereinafter called the National Club, shall be to preserve and authentically maintain vehicles manufactured by the Ford Motor Company for the model years 1932 through 1953 inclusive, and to serve as an accurate and technical source of information concerning these automobiles for the benefit of its members as well as the general public.

Section 2. Vehicles recognized by the National Club include:

(A) Ford cars and trucks, Lincoln and Mercury cars.

(B) Any vehicle built during the years 1932 through 1953 that utilizes a chassis and running gear manufactured by the Ford Motor Company for the model years 1932 through 1953.

(C) Other vehicles manufactured by the Ford Motor Company throughout the world for the model years 1932 through 1953, such as the Mercury trucks, Meteor and Monarch cars manufactured by the Ford Motor Company of Canada and Australia.

Section 3. Regional Groups are authorized to allow members in good standing with the National Club to hold office, vote, and tour in the local Club as they so deem.

Section 4. The word "AUTHENTIC" will be defined for purposes of clarification as being the proper description of a genuine standard production vehicle in that it must be of the same chassis, body, upholstery, color, engine year, and parts as that which the Ford Motor Company offered in that particular year of the vehicle's production.

ARTICLE II CORPORATE SEAL AND OFFICIAL EMBLEM

Section 1. The Corporation shall have a common seal consisting of a circle having within its circumference the words: "EARLY FORD V-8 CLUB OF AMERICA, INCORPORATED MARCH 9, 1966, CALIFORNIA."

Section 2. The official emblem of the National Club shall consist of a circle with a facsimile of the 1933 Ford V-8 emblem centered therein, with "THE EARLY FORD V-8 CLUB OF AMERICA" inscribed just inside the circumference in lettering of a particular style as previously adopted by the National Board of Directors.

(A) The official Club emblem may be used and displayed by any member in good standing of the National Club.

(B) Regional Groups are authorized to use the official Club emblem in unaltered form on projects or products for the promotion or development of the regional or National Club provided permission is first obtained from the National Board of Directors through duly-presented plans or drawings of the proposed project.

(C) The official Club emblem is the property of the National Club.

ARTICLE III EXECUTIVE OFFICES

Section 1. The Executive Office for The National Club is hereby fixed and located in The County of Alameda, State of California.

ARTICLE IV PERSONAL LIABILITY

Section 1. Neither the members of the Corporation, the Board of Directors nor officers, present or future, shall be held personally liable for any claim, damage, or debt against the Corporation or its members.

Section 2. No member of this nonprofit Corporation shall have the right to individual proceeds of the Club assets or property.

ARTICLE V
OFFICERS, AUDIT COMMITTEE AND PARLIAMENTARIAN

Section 1. Types of officers:

(A) Elected Officers: The elected officers of this club shall be President, Vice-President, and Secretary. Candidates for the office of President, Vice-President, and Secretary must be Active Members in good standing and must be duly-elected members of the Board of Directors. Elected officers shall serve for a one-year term commencing on January 1st and ending one year later on December 31st.

(B) Appointed Officers: The Treasurer and Parliamentarian shall be Active Members in good standing. The Treasurer shall be appointed by the Board of Directors. The Parliamentarian shall be appointed by the President.

(C) Audit Committee: The Audit Committee shall be a standing committee appointed by the President and shall consist of no fewer than three members of the Board of Directors, one of whom is designated as chairman. The Treasurer is an ex-officio member of the Audit Committee.

Section 2. National Officer Elections.

(A) The President, Vice-President, and Secretary shall be elected by the National Board of Directors.

(B) Each candidate for elected National office shall prepare a brief statement of their goals and policies for the National Club; along with their qualifications including offices held, past or present, in the National Club or in any Regional Group by September 1st.

(C) The Parliamentarian shall prepare and mail to all Directors, including the President, a ballot for National Officers by November 7th. To be counted, the ballots must be received by the Parliamentarian by November 21st. The Parliamentarian shall count the ballots and notify the Board of the results by December 1st.

Section 3. Removal and resignation: Any officer may be removed for cause by a three-fourths majority vote of the Directors at the time in office, at a regular or special meeting of the Board of Directors, and in the case of committee persons chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, or by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the By-Laws for regular election or appointment to such office.

Section 5. Succession: No elected officer of this Club shall hold the same office more than twice in a row.

Section 6. All officers shall have the right to vote with the assembly and to debate questions the same as any other member.

ARTICLE VI
DUTIES OF OFFICERS, PARLIAMENTARIAN AND HISTORIAN

Section 1. PRESIDENT - The President shall be the Chief Executive Officer and Chairman of the Board of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. He* shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall sign all contracts and other instruments in writing, provided, however, that all contracts and instruments in writing must first be approved by the Board of Directors. The President shall appoint **the Audit Committee** and the Parliamentarian. (*Herein and after both genders are intended.)

Section 2. VICE-PRESIDENT - The Vice-President shall perform all the duties of the President in his absence, and when so acting shall have all the powers and restrictions of the President as set forth in Section 1. The Vice-President shall perform such other duties as from time to time may be prescribed by the Board of Directors, and shall attend all their meetings.

Section 3. SECRETARY - The Secretary shall attend all meetings of the members and Board of Directors, record the minutes of all meetings, keep or cause to be kept, a current register of members, give notice of all meetings of members, and keep the Seal of the Corporation in safe custody. He shall have control of valuable papers and books of the Club and shall be at all times subject to the control of the Board of Directors. The **Secretary** will certify and file amendments and revisions to the By-Laws with the official copy as kept in the principal office. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a Secretary pro tempore.

(A) Minutes of the meeting of the National Board of Directors will be compiled and duplicated by the Secretary following each meeting and copies distributed to all National Board Members, Treasurer, Parliamentarian, and Historian, and such other individuals as the President or Board of Directors may designate.

(B) The Secretary shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times.

Section 4. TREASURER - The Treasurer shall keep a correct accounting of the Club's business Transactions. He shall deposit all monies and other assets in the Corporation depository as may be designated by the Board of Directors, and shall render to the President and Board of Directors an accounting of the Corporation's assets and liabilities when they request such information. No obligation, debt, or other liabilities shall be incurred by the Treasurer without a specific approval of the Board of Directors. The Treasurer shall attend all meetings of the members and Board of Directors.

Section 5. AUDIT COMMITTEE - The Audit Committee shall develop, maintain and enforce a system of financial controls that will be practiced by the Board, staff and volunteers. The committee shall ensure that all required tax returns and related documents are timely filed and shall ensure that the books of account of the Early Ford V-8 Club of America are audited by a competent independent entity annually. The results of such audit shall be publicly reported annually in the V-8 Times. Also, the committee shall be responsible for implementation of a commitment pledge, code of ethics, a conflict of interest policy and a conflict of interest disclosure statement for Board members.

Section 6. PARLIAMENTARIAN - The Parliamentarian will be present at all meetings of the Board of Directors or of the members. He will advise in all areas of parliamentary law and contribute toward the proper order of business.

(A) The Parliamentarian will have available for reference at each meeting copies of the proper parliamentary authority, current By-Laws, and such other documents and information as is necessary to carry out the proper order of business.

Section 7. HISTORIAN

(A) Maintain the secure and orderly files of the Early Ford V-8 Club's National Archives.

(B) Add to the files the most recent copies of the National Board agenda, minutes, business manager's report, new regional Group Charters, most recent copies of the V-8 TIMES, National Membership Roster and National Meet Reports (as prepared by the Hosting Regional Group(s) and any other materials deemed appropriate by the National Board and/or the Historian.

(C) Advise the National Meet Coordinator if National Meet reports are not received within three (3) months after the respective Meet.

(D) Coordinate with the National Director responsible for Regional Group Charters to insure receipt and filing of supporting documentation, after a new Regional Group has been approved.

(E) Coordinate with the Early Ford V-8 Foundation to insure identity of "Foundation" materials vs. "National," when both are maintained at the same site.

ARTICLE VII MEMBERSHIP

Section 1. There shall be six classes of membership of this Club as follows:

(A) **REGULAR ACTIVE MEMBER** - Any person interested in promoting the purpose of this Club and upon having paid dues to the National Club for the current year. **Regular** Active members are entitled to all Club privileges including the right to vote and hold office with the Assembly, join a Regional Group, exhibit qualified vehicles and compete for awards at National Meets. An active member will receive the Club's publication known as the V-8 TIMES, a membership card and a copy of the membership roster.

(B) **ACTIVE JOINT MEMBERSHIP** - Married couples are entitled to all Club privileges, including the right to vote and hold office with the Assembly, join a Regional Group, exhibit qualified vehicles and compete for awards at National Meets. Joint members will receive one copy of the Club's publication known as the V-8 TIMES, two membership cards and one copy of the membership roster.

(C) **ASSOCIATE NON-MAGAZINE SUBSCRIBER MEMBER** - A **associate** non-magazine subscriber is entitled to all Club privileges, including the right to vote and hold office with the Assembly, join a Regional Group, exhibit qualified vehicles and compete for awards at National Meets. A **associate** non-magazine subscriber will receive a membership card, a copy of the membership roster, but not a copy of the V-8 TIMES. **A associate non-magazine subscriber can also elect to not receive a copy of the membership roster.**

(D) **HONORARY LIFE MEMBER** - Any person who has commended himself by outstanding service and Club esteem may be elected an honorary life member by two-thirds vote of the Board of Directors. All past National Presidents, upon completion of their term of office, shall automatically become honorary life members without the necessary Board vote.

(E) PAID LIFE MEMBER - Any member, upon payment of the Life Membership fee prescribed for this category by the Board of Directors, shall become a paid Life Member of this organization and shall enjoy all the privileges of an active member.

(F) CHARTER MEMBER - A person who became affiliated with this Club on or before June 1, 1964.

Section 2. APPLICATION: Application for National Club membership shall be in writing, filed with the Secretary/Treasurer, and accompanied by dues for the current year.

Section 3. RESIGNATION: Any member may resign upon notification to the Secretary and such resignation shall be effective upon receipt by said Secretary/Treasurer provided his indebtedness to the National Club, if any, is paid in full.

Section 4. SUSPENSION, EXPULSION, REINSTATEMENT BY SECRETARY: Any member may be suspended by the **Secretary** for nonpayment of dues. Upon payment of full dues for twelve months, a member suspended for nonpayment of dues shall be automatically reinstated.

Section 5. SUSPENSION, EXPULSION, REINSTATEMENT BY BOARD OF DIRECTORS: The Board of Directors shall have summary power by vote of a majority of its members, to suspend or to expel and 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 the welfare, interest, or character of the organization, or for nonpayment of dues, or for any conduct in violation of these By-Laws or of the rules and regulations of the Club which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A three-fourths affirmative vote of all members of the Board of Directors present at any regularly-called meeting shall be required to pass upon such reinstatement. Life members may be suspended, expelled or reinstated, in the same manner as other members.

Section 6. GENERAL: Upon the resignation, suspension, expulsion, or death of a member his rights and privileges as a member of this Club shall cease.

ARTICLE VIII **MEETING OF THE MEMBERS**

Section 1. ANNUAL MEETING: The annual meeting of the members of this Corporation shall be held in the Continental United States, within sixty (60) days after the first of the year, for the purpose of reporting the results of the election of the Board of Directors by the active members, and the results of the election of officers by Directors of the Club. The Board of Directors may elect to hold an annual Installation Dinner during January or February in lieu of a membership participation meeting.

Section 2. SPECIAL MEETING: A special meeting of the members may be called at any time by the President, or by the Secretary, upon written application of at least 5% of the members in good standing; the number to be determined by the latest monthly report as of the date that the petition is received by the National **Secretary**. The application shall state the purpose of the meeting. The Secretary must send notices of special meetings, as provided in Section 4 of Article VIII, within thirty (30) days after receipt of a valid and proper application for same.

Section 3. TIME AND PLACE: Any annual or special meeting shall be held at such time, place and date as the Board of Directors shall select. The Board of Directors shall select a time, place and date for a special meeting within thirty (30) days after receipt of a valid and proper application for same by the Secretary.

Section 4. NOTICE: A written or printed notice stating the purpose, place, date, and hour of every meeting shall be mailed by the Secretary to each active member in good standing at least 10 days prior but not more than 30 days prior, to said meeting. If a member gives no address, notice shall be deemed to have been given him or her if sent by mail or other means of communication addressed to the member's last address.

Section 5. QUORUM: At all meetings of the Club, 75% voting members in good standing shall constitute a quorum entitled to conduct legal business of the Assembly.

Section 6. PROCEDURE: - Each voting member in good standing shall be entitled to one vote at any meeting, annual or special. The use of proxies at any membership meeting or Board of Directors meeting of this Club will be allowed, and the proxy authorization must be in writing and signed by the absent member. A proxy

shall not be considered to represent a member present at the meeting for the purpose of constituting a quorum.

Section 7. CUMULATIVE VOTING: Cumulative voting shall be prohibited.

**ARTICLE IX:
CORPORATE POWERS**

Section 1. The Corporate Powers of this Club shall be vested in a Board of eleven (11) Directors, who shall be active voting members in good standing.

**ARTICLE X
BOARD OF DIRECTORS**

Section 1. The Board of Directors of the National Club shall consist of eleven (11) members elected from the active members in good standing. Directors shall be elected from regions as described below. Three (3) members Directors shall be elected from the California/Southwest Region and one (1) Director from each of the eight (8) other regions.

DIRECTOR REGIONS

Region	States
Northeast	Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, New York, Vermont
Mid-Atlantic	Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia and Europe
Southeast	Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina
Central	Kentucky, Michigan, Ohio, Tennessee, West Virginia, and Eastern Canada
North Central	Colorado, Idaho, Minnesota, Montana, Nebraska, North Dakota, South Dakota, Utah, Wisconsin, Wyoming
Midwest	Illinois, Indiana, Iowa, Kansas, Missouri
South Central	Arkansas, Louisiana, Oklahoma, Texas
Northwest	Alaska, Oregon, Washington and Western Canada
California/Southwest	Arizona, California, Hawaii, Nevada, New Mexico, Australia and New Zealand

The Nominating Committee shall certify the qualifications and Director Region eligibility of the prospective candidates; it is not necessary to be a member of a Regional Group to be eligible for nomination to the Board.

In the event there are no candidates for Director from Director Region, a member from any region may run for Director for that region.

The term of office shall be three (3) years starting on January 1st of the year after their election. In the event no successor is elected the Director shall serve until a successor shall be elected. Directors shall be limited to two (2) consecutive terms. Directors shall be elected on a staggered basis as follows:

- Year 1 - One (1) California/Southwest, Southeast, Midwest
- Year 2 - One (1) California/Southwest, Northeast, North Central, Central
- Year 3 - One (1) California/Southwest, Northwest, South Central, Mid-Atlantic

Section 2. VACANCIES: A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased by amendment of these By-Laws and the Articles of Incorporation. A vacancy or vacancies shall be filled by the remaining Directors in office, and if there are no remaining Directors, by the members at an annual or special meeting of the active members entitled to vote. Such member (or members) so elected shall hold office for the term of Director he replaces, and until his successor is qualified and elected.

Section 3. NOMINATING COMMITTEE: The Nominating Committee shall be appointed by the President from the Board of Directors, and shall prepare a ballot from the active membership. The Nominating Committee will certify the qualifications of the prospective candidates before placing his/her name on the ballot. Active members shall elect by plurality vote each year by blanket ballot, the necessary number of Directors and International Representatives to serve for three (3) years.

The Nominating Committee shall prepare a brief statement describing each nominee by name, city of residence and a statement of qualifications including offices held, past or present, in the National Club or in any Regional Group.

Not later than July 15, the Nominating Committee shall mail a ballot to each active member. The ballot shall be in postcard form and addressed to the Independent Tabulator selected by the Board of Directors. This mailing shall also contain a statement describing each nominee and voting instructions, which shall include notice that all ballots must be received by the Tabulator for tabulation no later than October 15th of that year. NOTE: For the purpose of this section, an active member must be in good standing (as of July 15th of each year), according to the National Headquarters. Those running for office shall be notified by November 1st of the results.

Besides the Nominating Committee Chairperson the Board of Directors will appoint a Ballot Committee of not less than three (3) members in good standing to tabulate ballots.

Section 4. PLACE OF MEETING: Regular meetings of the Board of Directors shall be held at any place within the Continental United States of America which has been designated by consent of a majority of the Board.

Section 5. REGULAR MEETING: The Board of Directors shall hold at least four (4) regular meetings during each fiscal year.

Section 6. SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any five (5) Directors, on notice of each Director of such a meeting.

Section 7. NOTICE: Written notice of the time and place of regular and special meetings of the Board of Directors shall be delivered personally or sent to each Director by Mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the record of the National Club. Notices must be given, telegraphed or mailed at least ten (10) days prior to and not more than thirty (30) days prior to any meeting.

Section 8. WAIVER OF NOTICE: The business transacted at a special meeting of the Board of Directors, however called and notified or wherever held, shall be valid as though transacted at a regular meeting duly held after regular call and notice, if a quorum be present, and provided that the Directors absent either sign a waiver of notice prior to such meetings or approve the minutes of the special meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 9. QUORUM: Six (6) members of the Board of Directors and/or officers shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

Section 10. ADJOURNMENT: A quorum of the Directors or officers may adjourn any Director's meeting to meet again at a stated time, place, and hour, provided however, that in the absence of a quorum, the Directors present at any Director's meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 11. ATTENDANCE: Directors shall notify the President as soon as practicable if unable to attend a Director's meeting.

Section 12. FEES AND COMPENSATION: Directors shall not receive any compensation, fee or salary for their services as Directors. Reimbursement may be allowed to a Director for monies or expenses actually incurred and paid by any Director for the benefit of the Corporation. By resolution of the Board, Directors may be compensated for other duties.

ARTICLE XI POWERS OF DIRECTORS

Section 1. The Board of Directors shall have power to call meetings of the National Club when it deems it necessary to conduct, manage and control the affairs, relations and business of the Club, and to make rules not inconsistent with the laws of the State of California, for guidance and management of the affairs of the Club. The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board, and the note or obligation, if any, given for the same, signed officially by the President and the **Secretary** shall be binding on the Club. The Board of Directors may appoint other agents or committees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any National Club office.

ARTICLE XII
PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of ROBERTS RULES OF ORDER shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the National Club may adopt.

ARTICLE XIII
CERTIFICATE OF MEMBERSHIP

Section 1. Certificates of membership shall be of such form and device as the Board of Directors may from time to time elect.

ARTICLE XIV
CONTRACTS

Section 1. The Board of Directors, except as the By-Laws and Articles of Incorporation, otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or special, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any person or authority to bind the Corporation by any contract or agreement or to any amount.

ARTICLE XV
INSPECTION OF BY-LAWS

Section 1. The Corporation shall keep in its principal office the original (or a copy of) the By-Laws as amended or otherwise altered to date, certified by the **Secretary** which shall be open to inspection by the members at all reasonable times.

ARTICLE XVI
REVENUES

Section 1. DUES: Membership dues shall be such as shall be fixed by the Directors from time to time.

Section 2. WHEN DUE - WHEN DELINQUENT: Dues are payable throughout the year and become due and payable prior to the anniversary date of current membership. Dues become delinquent after that anniversary date.

Section 3. PAID LIFE MEMBER: Dues for this class shall be twenty times the current active member's dues.

ARTICLE XVII
AMENDMENTS

Section 1. BY MEMBERS: New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-thirds majority vote of the active voting members, either present or represented by proxy at an annual or special meeting where a quorum be present, or by mail ballot, when initiated by the National Board of Directors.

Section 2. BY THE BOARD OF DIRECTORS: The Board of Directors may adopt, amend, or repeal By-Laws. To become effective a proposed amendment or change must receive a majority vote of the Directors present at a regular meeting of the Board of Directors, and a two-thirds majority vote of the Directors present or by proxy at the next regular or special meeting of the Board of Directors.

Section 3. RESTRICTIONS: Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same, or substantially the same, amendment or repeal.

ARTICLE XVIII
REGIONAL GROUPS

A. FORMATION

Section 1. The Board of Directors of the Early Ford V-8 Club of America (hereinafter called the National Club) may determine the territorial limits of each chartered Regional Group.

Section 2. Granting of a charter will be considered for each prospective Regional Group that meets all requirements and obligations provided by the Constitution and By-Laws of the National Club now in force, or hereafter adopted.

Section 3. A chartered Regional Group shall use only the name designated in its charter. The new Regional Group name shall be the same as the area in which the headquarters are to be located after the Regional Group charter is granted. The NAME of the NEW GROUP shall be: "The (area) Regional Group of the Early Ford V-8 Club of America."

Section 4. Membership in good standing in the National Club shall be a prerequisite of membership in a Regional Group.

Section 5. The charter membership of a Regional Group shall not be less than five (5) active members of the National Club.

Section 6. Application for formation of a Regional Group shall be made to the Board of Directors of the National Club in the form of a petition which shall be duly signed by at least five (5) persons who are members in good standing in the National Club. Upon approval of the Board of Directors of the National Club, the petitioning group may be issued a provisional charter which may be made permanent after one year and in compliance with Section 5.

Section 7. Any Regional Group that fails to conform to the provisions of the Constitution and By-Laws of the National Club may have its charter and membership herein suspended or revoked by action of the Board of Directors or the National Club, and if charter is revoked, the Regional Group agrees not to use the name "The Early Ford V-8 Club of America" until charter is declared again in force by action of the Board of Directors of the National Club.

Section 8. All Regional Groups shall have a 25-mile radius territory using their mailing address as center point but may have members from outside that limit.

B. INCORPORATION

Section 1. A Regional Group, after receiving its charter may incorporate and said Regional Group shall agree, as a prerequisite to incorporation, that it will, as an incorporated body, abide by the Constitution and By-Laws of the National Club then in force or thereafter adopted.

C. BOARD OF DIRECTORS

Section 1. As soon after organization as possible, a meeting of all members of the Regional Group will be called and a Board of Directors elected by the membership. This Board of Directors shall consist of not less than five (5) members in good standing, A quorum of the Board of Directors shall consist of a majority of the same.

Section 2. Immediately following the election of members of the Board of Directors such Board shall meet and from its members elect Regional Group officers as provided in Section D of this article.

D. OFFICERS OF REGIONAL GROUPS

Section 1. The officers of a Regional Group shall be a President, Vice-President, Secretary and/or Treasurer.

Section 2. The President shall preside over all meetings of the Board of Directors and meetings of the members. He shall sign all contracts and other instruments of writing which shall have been first approved by the Board of Directors.

Section 3. In the absence of the President, or in his inability to act, the Vice-President shall preside in his place.

Section 4. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and meetings of the members; shall make service of such notices as may be necessary and proper; shall supervise and control the keeping of the books and accounts of the Regional Group; and shall discharge such other duties as pertain to his office or as prescribed by the Board of Directors.

Section 5. The Treasurer shall receive and safely keep all funds of the Regional Group and deposit same in such bank as may be convenient. Such funds shall be paid out only on the check of the Regional Group signed by the Treasurer.

E. MEETINGS

Section 1. A Regional Group shall hold a minimum of six (6) meetings of the Board of Directors during the fiscal year. It may hold such other meetings as the Board of Directors and membership may desire.

Section 2. The Secretary of each Regional Group shall, by January 31 of each year, certify to its Board of Director Representative, the names of the officers elected to serve in the ensuing year.

F. REVENUES

Section 1. Each year a Roster of Members as of June 1 of that year, shall be mailed to the appropriate National Director, to be received not later than July 1.