



**CONSTITUTION & BY- LAWS OF THE
SMOKY MOUNTAIN MUSTANG CLUB**

12 October 2015

4 November 2015

21 March 2016

28 July 2016 (R)

Latest Revisions designated by (R)

ARTICLE I

Purpose and Classification

ARTICLE II

Official Emblem and Club Colors

ARTICLE III

Board of Directors

ARTICLE IV

Powers of Directors

ARTICLE V

Officers

ARTICLE VI

Duties of Officers

ARTICLE VII

Membership

ARTICLE VIII

Certificate of Membership

ARTICLE IX

Meetings of the Members

ARTICLE X

Contracts

ARTICLE XI

Revenues

ARTICLE XII

Personal Liability

ARTICLE XIII

Parliamentary Authority

ARTICLE XIV

Inspection of and Conformance to By-Laws

ARTICLE XV

Amendments

Page 1 of 7

ARTICLE I Purpose and Classification

Section 1. Purpose:

The general purpose of the Smoky Mountain Mustang Club, incorporated as a nonprofit society, and hereinafter called the Club, shall be to preserve and maintain Mustang motor cars starting with the initial models manufactured in calendar year 1964 up to and including current models, 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. As a nonprofit organization, the club will make donations and provide other support to regional charities as the club financial health allows.

Section 2. Classification of Mustangs:

In order to facilitate the general purposes, automobiles shall be classified as follows:

Mustang: This classification shall include any vehicle utilizing a chassis manufactured by or marketed by the Ford Motor Company and incorporating a body that is of unique design, outstanding features, or unusual factory custom styling with a Ford Motor Company power train. The identification number must be traceable to a vehicle built and marketed as a Mustang model by the Ford Motor Company.

ARTICLE II Official Emblem and Club Colors

Section 1. The official emblem of the Club shall consist of a facsimile of the Blue Ford Oval with Smoky Mountain Mustang Club on upper and lower edges and a Mustang Tri-bar in the center.

Section 2. The colors of the Club shall be Red, white, and blue.

ARTICLE III Board of Directors

Section 1. The Corporate Powers of this Club shall be vested in a Board of Directors, who shall be Active voting members in good standing and hold membership in good standing in the Mustang Club of America (MCA).

Section 2. A Board of Directors shall be elected by founding members until the club is fully established and then yearly elections will be held. This Board of Directors shall consist of not less than *six (6)* members in total, being comprised of six (6) elected officers per ARTICLE V, Section 1, below. A quorum of the Board of Directors shall consist of a three (3) of same. In addition the charter board members will remain board members as long as they remain in the club.(R)

Section 3. No member shall be nominated until a seat has been declared vacant or unless the membership deems that an additional Director is warranted.

Section 4. 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 vote of the membership. A vacancy or vacancies shall be filled by Board member(s) at a regular or special meeting of the Board. Such member or members so elected shall hold office for the term of the Director he/she replaces, and until his/her regular term of office expires.

Section 5. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 6. Nominations for the Board of Directors shall come from the Board until a yearly election is implemented.

Section 7. The Board of Directors shall hold at least Six (6) meetings during each fiscal year.

Section 8. Directors shall notify the President as soon as practicable if unable to attend a Directors' meeting. Directors who miss Board meetings or regular member meetings or a combination of both shall be allowed to vote by proxy to any attending board member.

Section 9. To be a member of the Board of Directors a person shall have reached his/her eighteenth (18) birthday prior to election to the Board. He/she shall be a SMMC and MCA member in good standing.

ARTICLE IV
Powers of Directors

Section 1. The Board of Directors shall have power to call meetings of the 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 Tennessee, 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, shall be binding on the Club. The Board of Directors may appoint other agents or committees, as it deems necessary and shall fill any temporary or permanent vacancies that may occur during the year in any Club office. The Board of Directors may recommend to the membership, from time to time, a donation to a regional charity only when revenues exceed expenditures and the long term general financial health of the Club has been met.

ARTICLE V
Officers

Section 1. The officers of this Club shall be President, Vice-President, Secretary, Treasurer, Regional Director to the National Club and At-large Board member, who shall be Active voting members in good standing and hold membership in good standing in the Mustang Club of America (MCA). Officers shall serve until yearly elections are implemented then for one (1) year or until their successors are elected or appointed. The President, Vice-President, Secretary, Treasurer, and Regional Director to the National Club and At-large Board Member shall be nominated and elected by Board members until a yearly election is implemented and then by the Active and Associate Members of the Club.(R)

Section 2. Any officer may be removed for cause by a 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 the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 3. 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 4. All Officers shall have the right to vote with the membership and to debate questions the same as any other member.

Section 5. No more than one family member shall serve as an elected officer at any one time, except when the Regional Director to the National Club is related to a National Director of MCA, and the National Director of MCA also serves in an elected office of SMMC.

ARTICLE VI
Duties of Officers

Section 1. PRESIDENT--The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Club. He/she shall preside at all meetings of the Board of Directors. The President shall sign all contracts and other instruments in writing, provided, however, that the Board of Directors must first approve all contracts and instruments in writing. The President shall appoint the Membership Chair, Publicity Chair, Show Chair (s), and Audit Committee.

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. (R)

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 official register of members, and give notice of all meetings of members. He/she shall have control of valuable papers and historical records 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 of the By-Laws with the official copy. In the absence of the Secretary from any meeting of the members or Board of Directors, the Secretary shall arrange for an alternate; failing that, the presiding officer shall appoint a Secretary pro-tempore. Minutes of the meetings of the members and of the Board of Directors will be compiled and duplicated by the Secretary following each meeting and copies distributed to all Club members and such other individuals as the President or Board of Directors may designate. 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. After the club becomes a MCA member the Secretary of the Club shall, in January of each year, provide the Secretary of the National Club, the names and the National Club membership of the officers elected to serve in the ensuing year. After the club becomes a MCA member the Secretary shall mail to the National Club a list of all Regional Club members as of June 1 of that year, the list to be received not later than July 1. The list shall identify by M.C.A. membership number all Regional Club members who are National Club members. (See Article XI Section 4 of these By-Laws).

Section 4. TREASURER--The Treasurer shall keep a correct accounting of the Club's business transactions. He/she shall receive and safely keep all funds of the Club and deposit all monies and other assets in such bank as may be convenient and as may be designated by the Board of Directors. He/she shall disburse the funds of the Club as may be ordered by the Board of Directors, and shall render a written report to the President and Board of Directors an accounting of the Club's assets and liabilities at each regular members meeting and when they request such information. The Treasurer shall provide the Audit committee a reconciliation of all accounts for the prior quarter by the regular meeting date in April, July October and January. Failure of the Treasurer to provide the necessary records for this review may be grounds for the Board of Directors to suspend further spending until the necessary records are provided and reviewed. The Treasurer without specific approval of the Board of Directors shall incur no obligation, debt, or other liabilities. The President shall approve all checks issued by the Treasurer for the Club.

Section 5. REGIONAL DIRECTOR – The Regional Director is a member of the National Club Board of Directors and is entitled to vote at all National Board of Directors meetings. The Regional Director may submit a proxy in lieu of attendance at National Board of Directors meetings in the format as provided and directed by the National Club. To assist each Regional Director in the completion of such a proxy, the National Club will provide each director an agenda of each Board meeting at least 15 days prior to the meeting along with a proxy form that enables the director to provide a “For” or “Against” vote on agenda items requiring a vote. If for any reason an individual is appointed or elected as a Regional Director for more than one Regional Club, the individual shall only have one vote on any National Club actions

Section 6. AT-LARGE BOARD MEMBER – Has a full vote on all activities and business of the Club. Helping the club to continue to operate as an honest and profitable club.

Section 7. PUBLICITY CHAIR-- The Publicity Chair shall be appointed by the President. He/she shall be responsible for utilizing a variety of electronic and print media (local, regional, and national as appropriate) to further the purposes the Club. The Publicity Chair shall be responsible for the Club newsletter and may appoint a Club newsletter editor.

Section 8. MEMBERSHIP CHAIR -- The Membership Chair shall be appointed by the President. The Membership Chair shall coordinate activities related to the identification, enrollment, and retention of Club members. The Membership Chair shall receive membership applications and dues; shall forward applications to the National Club (Mustang Club of America); shall forward member names to the Secretary; shall forward new member dues payments to the Treasurer; and shall issue membership cards and certificates as appropriate. The Membership Chair shall make recommendations to the Board of Directors, as appropriate, to modify the Membership Article of these By-Laws.

Section 9. SHOW CHAIR (S) – The Show Chair (s) shall be appointed by the President. There will be one Show Chair for each Board of Directors-approved Open, Regional, National, or Grand National show. The Show Chair will coordinate all activities related to the assigned show, including but not limited to appointing all show committee chairpersons, assisting with staffing the show committees, and working with the show committees as is necessary to help assure a successful show. The Show Chair will be the single-point contact for the assigned show. Duties of the Show Chair may span more than one calendar year, depending upon the complexity of the show and the amount of advanced planning required. There may be more than one Show Chair appointed at the same time if more than one show is approved by the Board of Directors. However, in no case shall there be more than two Show Chairs (for two different approved shows) appointed at any given time.

Section 10. AUDIT COMMITTEE: The President shall appoint an Audit Committee made up of a chairperson and two committee members. The Treasurer will be an honorary member of the Audit Committee. It will be the duty of the Audit Committee to monitor the expenditures and receipts of all accounts. An audit of all funds received, disbursed or retained by the Treasurer shall be properly made at the end of each year.

ARTICLE VII Membership

Section 1. Membership in good standing in the Mustang Club of America (MCA) will be encouraged, but is not a prerequisite to membership in the Club.

Section 2. There shall be four (4) classes of members of this Club as follows:

ACTIVE MEMBER -- Any person interested in promoting the purpose of this Club and holding membership in good standing in the Mustang Club of America (MCA). Active Members are entitled to all Club privileges, including the right to vote with the assembly and to hold office. Voting privileges after 3 months of membership and right to hold office after 1 year of membership.(R)

Categories of Active Member include:

Individual Active Membership - One annual dues; one member; one vote

Family Active Membership - One annual dues; all family members (father, mother, children under 18 years of age); two votes

ASSOCIATE MEMBER - Any person interested in promoting the purpose of this Club. Associate members will pay one annual dues per individual, spouse, or family as appropriate and will have voting rights, but will not have the right to hold office. Associate members may participate in all Club meetings and activities.

Individual Associate Membership - One annual dues; one vote

Family Associate Membership – One annual dues; all family members (father, mother, children under 18 years of age); two votes

LIFE MEMBER- Any person whose contributions to the Club considered outstanding may have their name submitted to the Membership Chair for Life Membership. Approval of Life Membership shall be made by the Board of Directors

Life Membership - No annual dues; one vote

HONORARY MEMBER -.Approval of Honorary Membership shall be made by the Board of Directors. In addition, all participants in Club functions, car shows, and/or fundraising activities (who are not Active or Associate Members) shall be considered to have been approved by the Board of Directors as Honorary Members. Honorary Members may participate in all Club meetings and activities.

Honorary Membership - No annual dues; No vote

Section 3. Application for Club membership shall be in writing, i.e. a properly completed application for membership, and submitted to the Membership Chair, and accompanied by dues for the current year. All memberships must be approved by a majority of the Board of Directors.

Section 4. When all requirements as set forth in Section 3 have been met, a certificate of membership will be issued and the name recorded on the Club membership list.

Section 5. Resignation: Any member may resign upon notification to the Secretary and such resignation shall be effective upon receipt by said Secretary provided his/her indebtedness to the Club, if any, is paid in full.

Section 6. Any member may be suspended for non-payment of dues after March 31 each year. Suspension shall be at the discretion of the Membership Chair. Upon payment of back dues a member suspended for non-payment shall be automatically reinstated providing he/she pays any additional dues that have accumulated during the suspension period together with the delinquent amount that caused the suspension.

Section 7. The Board of Directors shall have summary power by vote of a majority of the Directors, to suspend or 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 cause conduct in

violation of these By-Laws or of the rules and regulations of the Club, which 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 (3/4) affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement.

Section 8. Upon the resignation, suspension, or expulsion, his rights and privileges as a member of this Club shall cease.

ARTICLE VIII 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 IX Meetings of the Members

Section 1. The Club 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 Club shall hold a monthly meeting of the membership at a time and place as determined by the Board of Directors, unless the Board determines that such monthly meeting shall be canceled. All general membership meetings must be held within the Club's assigned territory as defined by MCA after the club becomes a MCA member..

Section 3. 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 twenty (20) Voting Members in good standing. The application shall state the purpose of the meeting. The Secretary must send notices to the membership of special meetings within thirty (30) days after receipt of a valid and proper application for same. The Board of Directors shall select a time, place, and date for a special meeting within thirty (30) days, but no sooner than seven (7) days, after receipt of a valid and proper application for same by the Secretary.

Section 4. A written or printed notice stating the purpose, place, date and hour of every meeting shall be given by the Secretary to each Active Member in good standing 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. At all meetings of the Club, ten (10) voting members in good standing shall constitute a quorum entitled to conduct legal business of the assembly.

Section 6. Any member in good standing, living over 100 miles from Clinton, can use a specific proxy vote for club meetings votes related to election of any club officers and/or for any bylaw or club proposed charter changes

ARTICLE X Contracts

Section 1. The Board of Directors, except as the By-Laws or 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 Club which may be reasonable or necessary, 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 XI Revenues

Section 1. The fiscal year for the Club shall begin on the first day of January of each year.

Section 2. Membership dues shall be such as recommended by the Membership Chair and approved by the Board of Directors from time to time.

Section 3. Dues for each member are assessed for the calendar year. Only members in good standing can vote and only Active members in good standing can hold office. Dues shall be payable by the end of January, and are delinquent after the

end of March. Anyone joining the Club as an Active or Associate member in the last quarter of the fiscal year shall have their membership extended through December 31 of the following year.

Section 4. Each year a list of all Club members, as of June 1 of that year, shall be mailed to the National Club so as to be received not later than July 1. The list shall identify by M.C.A. membership number all Regional Club members who are National Club members.

ARTICLE XII Personal Liability

Section 1. Neither the members of the Corporation, the Board of Directors or Officers (past, 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 XIII 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 Club may adopt.

ARTICLE XIV Inspection of and Conformance to By-Laws

Section 1. Inspection: The Secretary shall keep the original copy of the By-Laws as amended or otherwise altered, to date, which shall be open to inspection by the members at all reasonable times.

Section 2. Conformance: After SMMC becomes a member of MCA the SMMC must conform to the provisions of the ByLaws of the National Club. Non-conformance is at the risk of having its charter and memberships suspended or revoked by the action of the National Board of Directors. If the charter is revoked, the SMMC agrees not to use the name "The Mustang Club of America" until the National Board of Directors declares the charter again in force.

ARTICLE XV Amendments

Section 1. By Members: After a first reading at a regular monthly or special meeting, New By-Laws may be adopted or these By-Laws may be amended or repealed by a two thirds (2/3) majority vote of the members present or at the next scheduled regular monthly meeting or special meeting where a quorum is present.

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 (2/3) majority vote of the Directors present or by proxy at the next regular or special meeting of the Board of Directors. The By-Laws that are proposed to be amended or repealed will be voted on at the next monthly or special meeting following the one in which they are proposed to be amended or repealed.

Section 3. Not less than ninety (90) days 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.