

Palmetto A's of South Carolina

Founded June 3, 1960

MAFCA Chapter - MARC Region

By-Laws

Revised October, 2022

Article I Name

The name of the organization shall be the Palmetto A's of South Carolina and shall herein after be called "club". This club is a Chapter of the Model A Ford Club of America herein after called MAFCA and a Region of the Model "A" Restorer's Club herein after called MARC. MAFCA and MARC are international organizations dedicated to the preservation of the Ford Model A.

Article II

Purpose

The **purpose** of this club shall be:

Section 1. To serve as a medium of exchange of ideas, information and parts for admirers of the Model A Ford and to aid them in their efforts to restore and preserve the car in its original likeness.

Section 2. To unite in a central club all owners of Model A Fords who are interested in restoring and maintaining the automobile in a manner to attract prestige and respect within the community. It shall further be the purpose of this club to help those owners become better acquainted, encouraged and to maintain among its members the spirit of good fellowship, sociality and fair play through sponsored activities including the use of the Model A Ford and family participation.

Section 3. This club shall be non-commercial and non-partisan.

Article III Members

The club shall be family oriented. Each member is encouraged, but not required to be members of MAFCA and/or MARC. All Club elected officers and directors are required to be members of MAFCA and MARC.

The following defines the requirements for members of this club.

Section 1. Classes of member The club shall have three (3) classes of members: Individual, Family and Life Member:

(A) Individual Membership: An individual member shall be entitled to receive one copy of the Club's publication, The Spare Tire. Distribution of the newsletter may be by web site, email or postal service as requested by the member.

The postal service edition may be abbreviated to provide only essential information in order to control the printing and postage cost, membership roster and notices of club activities. An individual membership shall have the right to one vote and to hold office.

(B) Family Membership: A family membership shall be entitled to receive one copy of the club's publication, The Spare Tire. Distribution of the newsletter may be by web site, email or postal service as requested by the member. The postal service edition may be abbreviated to provide only essential information in order to control the printing and postage cost, membership roster and notices of club activities. A family membership shall have the right to two votes (member & spouse). Each may hold office at separate times.

(C) Life Membership: A member deserving of special recognition for his/her dedication to the club through their significant, continuing and unusual efforts for the betterment of the hobby may be awarded a Life Membership to the club. This status shall be recommended to the membership by the Board of Directors and approved by the membership at a business meeting. The life member will not be charged club dues and shall retain all the rights of a club member.

Section 2. Membership Requirements: Requirements for membership shall not insist upon the actual possession of a Model A Ford. Merely an interest in the objectives of the club and a desire to take an active part in club activities shall be the primary requirement for membership. An applicant for membership must be of good character as to be of benefit to the club and its functions and objectives and must display sincerity of purpose.

Section 3. Application: All new applicants must submit a club application form along with current annual dues as described on the application form. The applicant shall submit the application and dues to the club Membership Director or any club officer or director. If a member drops out of the club for a period of at least one year and wishes to rejoin, a new application must be submitted. Dues paid by a new applicant on or after November 1st shall constitute payment of the full dues for the next calendar year with membership commencing in the year of receipt of payment.

Section 4. Dues: Membership dues as submitted in a dues notice to each member are due and payable by January 1 each year. Lack of dues payment by January 31st shall immediately terminate the membership of the member. Membership dues as recommended by the Board of Directors and voted on at an official business meeting shall be reflected in the club minutes for the record.

Section 5. Termination of Membership: If a member proves dissatisfactory, the member may be removed by a two-thirds majority secret ballot vote of the members present at a regular business meeting of the club.

Article IV Club Meetings

Section 1. Monthly Meetings: Monthly business meetings will be held with the exact date and location determined at prior meetings. Each monthly meeting shall have a business meeting for the purpose of transacting such business as may come before the club. The business portion of a monthly meeting may be omitted by opinion of the club members present if the other meeting activities create circumstances not conducive to holding a business discussion.

Section 2. Notice of meetings (monthly or otherwise): A notice stating the place, day and hour of any meeting of club members shall be delivered by the postal service, e-mail or other means to each club member at least one week in advance of the meeting date.

Section 3. Quorum: A quorum shall consist of a majority of the members present attending the business meeting providing it is a stated regular meeting or one that has been properly called with discussion topic published.

Section 4. Monthly Business Meeting Agenda: The presiding officer shall abide by the following agenda at all regular meetings to conduct the club business discussion:

- (A) Call to order
- (B) Acknowledge visitors and guests
- (C) Name tags
- (D) Monthly birthdays
- (E) Illness/member announcements
- (F) Last month's meeting minutes
- (G) Treasurer's report
- (H) MAFCA/MARC
- (I) Mileage programs

- (J) Planned upcoming tours
- (K) Newsletter items
- (L) Other business
- (M) Adjourn

Article V Club Officers

Section 1. Elected Officers: The elected officers of the club shall be President, Vice President, Secretary, Treasurer and Newsletter Editor. With the exception of the Newsletter Editor the elected officers shall not be member and spouse of the same family membership. Each elected officer shall be a member in good standing. Other directors and committees of non-elected status for the promotion of club business and activities may be recommended and approved by the Board or nominated from the floor at a business meeting.

Section 2. Method of electing Club Officers: Officers of the club shall be elected annually by secret ballot at the November business meeting. Nominations for new officers each year shall be identified as follows: A nominating committee consisting of the existing club members will be appointed by the elected officers to bring a slate of nominees, who have agreed to serve, to the October business meeting to be published in the November Spare Tire newsletter. Also, at the October meeting nominations from the floor may be added to the slate. A ballot for use at the November meeting shall be prepared for the election of officers.

Section 3. Vacancies (elected or non-elected), new offices and committees: Filling a vacancy in any existing board position or staffing of newly created offices or committees may be by recommendation and approval of the Board or by floor nominations and approved at any club business meeting.

Section 4. Elected officer Duties and Term of Office: (A) **President:** The President shall be the principal executive officer of the club and shall in general supervise and control all of the business and affairs of the club. This is to include the preparation of the annual budget that will be reviewed by the Board of Directors and later presented to the general membership. The President shall preside at all meetings and in general perform all duties incident to the office of the President. The term of office will be for one year with a maximum of two concurrent years.

(B) **Vice-President:** In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other such duties as assigned by the President. The term will be for one year with a maximum of two concurrent years.

(C) **Treasurer:** The Treasurer shall be responsible for all funds and securities of the club and in general perform all of the duties incident to the office of Treasurer and other such duties as assigned by the President. The Treasurer will receive and give receipts for all money due the club, deposit all such money in the name of the club in banks, trust companies or depositories as approved by the club. The Treasurer shall provide a written monthly treasurer's report to the Secretary, at each business meeting, to be made a part of the meeting minutes. The report shall show dates, a beginning balance, money received, money dispensed and an ending balance. The term will be for one year with a maximum of four concurrent years.

(D) **Secretary:** The Secretary shall keep minutes of the meetings of the members and the Board of Directors; see that all notices are duly given in accordance with the provisions of the By-laws; and in general, shall 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 the Board of Directors. The term will be for one year with a maximum of three concurrent years.

(E) **Newsletter Editor:** The Newsletter Editor shall be responsible for preparing the club newsletter (The Spare Tire) each month. The Board of Director's actions and the official actions of the club regarding the monthly newsletter shall guide the Editor. Distribution of the newsletter may be by web site, email or postal service as requested by the member. The postal service edition may be abbreviated to provide only essential information

in order to control the printing and postage cost. The Newsletter Editor will be for one year with concurrent terms optional.

(F) Waiver of election: If, after the close of nominations, the number of people nominated for election to the Board of Directors is not more than one nominee for each office to be elected, the Board of Directors may, without further action, declare that those nominated and qualified to be elected have been elected.

ARTICLE VI Board of Directors

Section 1. General. The Board of Directors shall manage the affairs of the club. The Board of Directors shall consist of the elected officers as described above in Article V and others as described below and appointed by the Board. Board positions may be added or deleted as the affairs of the club dictate. The terms of appointed directors shall be one year with consecutive terms optional. Board members in addition to the elected officers are:

(A) Past President: If available and not serving in another board position.

(B) Membership Director: The Membership Director will be responsible for updating the membership roster in late February and providing a copy to each club member by means of the newsletter and web site. The Membership Director will assemble a package for prospect member to join the club. The package will consist of a brief description of club, information and advantages to joining MAFCA and MARC along with a club application blank and return envelope. The Membership Director shall prepare a dues notice to be mailed to each member during the month of October for club dues that are due as of January 1 of the New Year. All monies received from all members will be forwarded to the Treasurer for deposit. The Membership Director will prepare and submit the annual club renewals with MAFCA and MARC each December after the club Officers and Directors are established for the New Year. He/she shall perform other such duties as assigned by the President.

(C) Tour Director: The Tour Director shall be responsible for developing and arranging the club tours and activities. The Tour Director shall be the club contact person for all club tours and activities. Planned tours are to be presented to the Board of Directors for approval and then presented to the general club membership by means of the newsletter and club meeting presentation. The Tour Director will provide as much advanced notice as possible.

(D) National Director: The National Director is the liaison between the club and MAFCA, MARC, and MAFFI. The National Director shall prepare and present the club activities to MAFCA and MARC for publishing in the national magazines. The National Director will receive and forward to the Membership Director the annual club renewals for completion each December after the new club Officers and Directors are established for the New Year. The National Director will collect the MAFCA, MARC (if available) and MAFFI magazines furnished to the club. Other national information will be shared with the club such as mileage programs.

Section 2. Director Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors without other notice than such resolution.

Section 3. Director Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or Directors authorized to calling a special meeting of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them. Notice of a special meeting of the Board of Directors shall be given at least two days previous thereto to all the Directors.

Section 4. Director Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 5. Director Vacancies. Any vacancy occurring on the Board of Directors may be filled by the Board of Directors. A member of the Board of Directors approved to fill a vacancy shall be approved for the unexpired term of his/her predecessor in office.

Section 6. Director Removal. Any member of the Board of Directors may be removed by the Board of Directors whenever such member indicates a noticeable disinterest in the welfare of the club. Such removal requires a vote by the Board of Directors, with majority ruling.

Section 7. MAFCA and MARC Liability Insurance: MAFCA and MARC provides liability insurance for the officers and Directors of the club as well as club activities provided the individual member(s) causing the problem are members of the national clubs. For our club to be in compliance each Board Member, in addition to the club elected officers, shall be members of MAFCA and MARC.

Article VII Finances

Section 1. No officer has the authority to spend or obligate the club for any amount without the specific prior authority of a majority of the Board of Directors.

Section 2. The Board of Directors cannot spend or authorize the spending of any amount in excess of the annual budget without the prior approval of the majority of the club members present at a regular scheduled meeting of the club membership. An annual budget will be developed by the Board of Directors and presented for membership approval in the first January business meeting of the subject budget year.

Section 3. The financial records of the club may be informally audited by a club member appointed by the Board of Directors at the beginning of the new calendar year.

Section 4. Requests by the membership to allocate any of the club finances shall be brought up in writing to the Board of Directors who will discuss and vote on the request. The result will be brought up at the next scheduled membership meeting, or at a special meeting called by the President if the matter is urgent.

Article VIII Club Records & Property

Records: The Board of Directors shall be responsible for appointing a club librarian to maintain a club library of old and current club records along with copies of the applicable national club magazines. Club records to be maintained are the meeting minutes, the treasurer's reports, the roster updates, the By-Laws (including revisions and updates), a set of Spare Tire Newsletters, copies of the Palmetto A's annual MAFCA and MARC registrations, copies of the National Club Magazines and other club information as may be pertinent to the continuous operation and history of the club. To accomplish a library as described above, each elected officer will submit to the club librarian a complete set of records in his/her area of responsibility during the month of January for the just ending year. The Membership Director shall be responsible for the club roster updates and likewise submitting copies of the MAFCA and MARC annual registrations for the New Year to the librarian in January. The records shall be maintained in file boxes appropriate for review by any club member for any proper purpose at any reasonable time. The Board of Directors shall be responsible for providing a home for club library records as librarians change and the file volume, due to the age of the club, may be too large to pass on to new librarians as they change.

Property: Tents, picnic & swap meet supplies shall be monitored by the Board of Directors who will assign a member to be responsible for the storage of such items.

Article IX Calendar Year

The calendar year of the club shall begin on the first day of January and end on the last day of December of each year. Annual membership dues will apply accordingly.

Article X Not-For-Profit Organization

The Club operates as a not-for-profit organization and was established to serve as a medium of exchange of ideas, information and parts for admirers of the Model A Ford and to aid them in their efforts to restore and preserve the car in its original likeness.

Article XI By-Laws

Section 1. Intent: It is the intent of these By-Laws to be in general agreement with the MAFCA and MARC By-Laws and policies. Any differences ruled in conflict shall be resolved in accordance with Article XI, Section 2 of these Bylaws.

Section 2. Amendments: These By-Laws may be altered, amended or repealed and new By-Laws adopted by a two-thirds majority of the club members present at a club business meeting after having been printed in a previous issue of the club's newsletter (The Spare Tire).

Section 3. Adoption & Revision Dates: Original adoption October/November 1961. Revised April 1981, January 2004, July 2010, October 2022.

Article XIII Dissolution

Rights of Dissolution: In the event of dissolution of the club, distribution of the assets of the club then remaining shall be donated to an appropriate charitable organization selected by the Board of Directors.