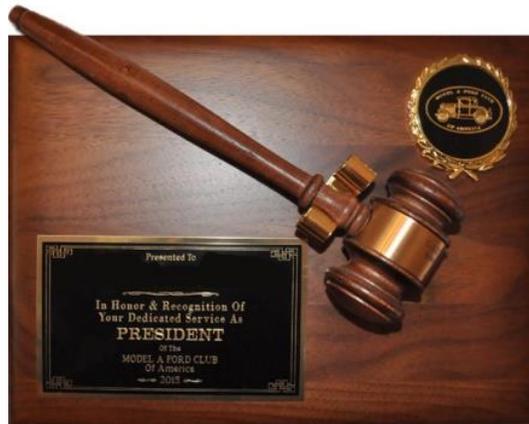


Thinking of Running for the Model A Ford Club of America's Board of Directors



Information and Guidelines for Prospective Candidates

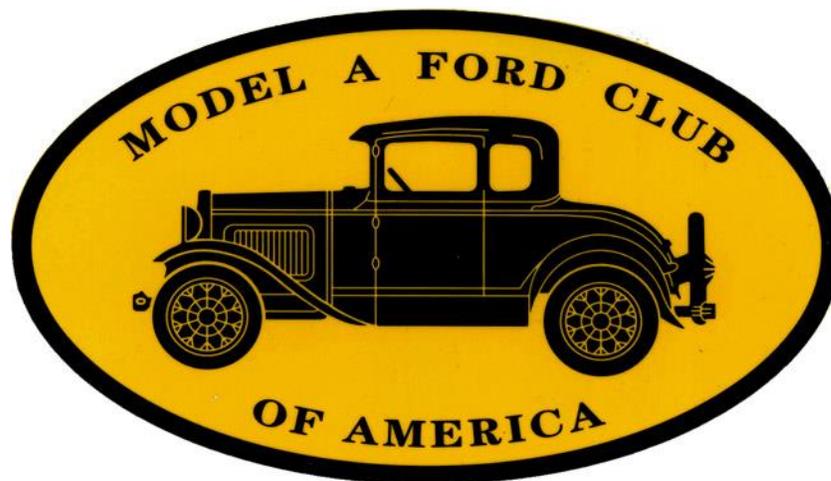


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In an effort to provide as much information as possible, this document has pulled from a variety of MAFCA resources. Therefore, some information may be redundant.

**Note: Policies may change from time to time. For the most current policy, go to the Members Only area of www.mafca.com.*

Introduction

Serving on the Model A Ford Club of America's Board of Directors can be one of the most rewarding experiences that one can have in the Model A hobby. Many find their time as a director a time of excitement, learning and meeting some of the greatest people on earth all while serving the hobby they love. But, occasionally, a new director finds himself/herself a bit overwhelmed and unprepared for the job. No problem...we can help.

There is no way all of your questions can be answered in a short pamphlet such as this. Hopefully, information will not only inform you but will also raise questions. Many of your questions are best answered by personal discussions with current or past directors and they will be glad to help you in your decision-making process.

***Don't let this document alarm or intimidate you.** It is designed to inform and help you formulate questions. After reading it you are encouraged to contact a current or past director or member of the Nominating Committee who can help answer any questions and address concerns. The membership director is always willing to help and may be reached at membership@mafca.com.*

The information presented here is designed to help you:

- Make the decision whether serving as a director is right for you
- Gain knowledge on:
 - What is expected of directors
 - Time commitment
 - Knowledge and experience
 - Operations of MAFCA
 - Board of Directors
 - Board of Director meetings
 - National activities
 - Governing documents, bylaws and policy
 - Office staff
 - Directors and Officers liability insurance
 - Reimbursement and out-of-pocket expenses
 - Travel to meetings
 - What is covered
 - What is not covered
 - Amount of out-of- pocket expense for the directors
 - How the election process works
 - Election of directors
 - Elections of officers and role as a director

What is Expected of a Director?

As a board member, you will make decisions affecting MAFCA and act as an ambassador for the hobby. Not all directors need to be dynamic leaders or in-the-front types. True, directors may occasionally find themselves being interviewed by the media, chapters or the

general public and should always be ready to give an answer to, “Why MAFCA or the Model A Ford?” Being aware of the Model A Ford’s and MAFCA’s history and purpose will help you in your ambassadorship. Directors are to be supportive, even on events or programs that may not thrill them.

Directors contribute to running a *car club* with all the activities that normally follow one. We have conventions, tours and other car-related events, some of which directors are expected and/or encouraged to attend. Some will require business formal clothing while others are casual. At some events, you will sacrifice some personal time, a seminar or tour you wanted to attend in order to conduct business.

MAFCA is a *business*. It has real property and employees. As a business, we must follow state laws, our bylaws and other governing documents. As a director, you will be charged with making sound business decisions to best of your ability. In the past, some directors have found themselves dealing with attorneys, the IRS, accountants and insurance agents. This is normal operating practice in any business. In order to meet the demands as a business, directors try to match up individual strengths with required tasks. But for most, being a director is simply performing a service and following an already prescribed course.

While some director positions are expected to show *leadership* qualities while other director positions are following the course already laid out. A fair question that all candidates must ask themselves is, “Am I a leader or follower?” By answering this question, it will help the director to decide where he/she fits in the scheme. Leaders tend to be take-charge people but a good leader knows when and where to lead and when to let others take the helm. Other directors are content to serve in a less conspicuous job, both types are vital to the success of MAFCA.

Each director is assigned with at least one job each year and in a few cases three or four. Directors bring their knowledge and experience to perform these jobs to the best of their ability. That doesn’t mean you are expected to know every aspect of every job directors do, but it does mean that directors need to be open and motivated to learn new responsibilities. As a director, you may find yourself working with publications, advertising, membership, chapters or finances. If he/she is qualified, they may provide technical information to our members. Each job has many hidden aspects and it takes time to learn. Besides the obvious well-publicized jobs, directors serve as liaisons to the Judging Standards, Era Fashion, The Restorers Class and others. Someone will be assigned to take charge of the insurance requests by chapter and work to ensure our Facebook and regular communications via Constant Contact is done. The good news is many MAFCA members are here to help each director perform to the best of their ability.

No club would exist without *meetings* and directors are expected to attend all board meetings and encouraged to attend all national events like the conventions, tours and awards banquets as well as local and regional activities. Many national events will host board meetings and directors are to attend national events when a board meeting is held. MAFCA members appreciate it when national directors attend local and regional events and the director is often called on to “give a report” or pass out awards.

As a national director, you are expected to represent the membership as a whole and not a specific region. MAFCA prides itself on being a leader in the hobby supporting all of our members regardless of geography. A look at our directors over the past few years will show representation from across the United States. They have come from California, Colorado, Florida, Georgia, Illinois, Maine, Massachusetts, New Hampshire, Oklahoma, South Carolina, Texas and Wisconsin. We are proud that we are truly a national club with national appeal.

Many people considering a run for the board want to know how much *time* it takes being on the board. This is not an easy question because each job has its own unique demands and, depending on what's going on, the demands will change. As an example, the Publications Director may wind up in the midst of a change in *The Restorer* editor, printer or working to get a new publication out. This can require more time than would be necessary at other times.

Some directors seem to spend considerable hours each week while others are able to get their job done with only a few. The President, who is involved in all aspects of MAFCA, can expect to spend a minimum of 25 hours per week and 40 hours or more is not uncommon. A poll of directors found they spent between 7 and 16 hours per week (and more the weeks before and after a board meeting). This means that one week a director may spend only a short time and the next week he/she may spend many more. It all depends on what is currently happening and what your personality is like. Many directors find the first few months of the year require more time than later in the year as they work into their job and become more proficient.

As previously stated, directors are expected to attend all board meetings. Each year the board will establish when and how often they will meet. This will usually be four or five times per year plus a few conference call meetings. Some of these may be Skype (computer based calling) meetings so each director will need to open a Skype account (free of charge) and become familiar with its operation.

New directors are often times surprised to find the time demands required but with experience they become more proficient and the time-demand lessons.

Because MAFCA has limited funds not all director expenses are covered. As a director, most of your travel expenses will be covered, but not all. Out-of-pocket expenses are relative to each director as their involvement and home locations vary. The range of out-of-pocket expenses will usually fall between a few hundred and \$3,000 per year. *See page 21 more details regarding this.*

MAFCA's Membership Director is happy to discuss directors' duties and time requirements for all the director positions.

To contact any sitting director a list of and contact information can be found in the front of any Restorer magazine. Please fill free to contact them.

How Does MAFCA Operate?

Business and a Club

Occasionally, new directors think that MAFCA is run like their chapter and are surprised to find out that it is primarily run as business. Most directors come having considerable experience in their local chapter. Many have served as chapter president, newsletter editor or some other position. New directors sometimes view MAFCA as simply a larger version of their chapter. While it is true that we are a car club, MAFCA is also a corporation owning real estate, having investments and staffing employees to meet our demands. In other words, MAFCA is every bit a business as it is a car club and, therefore, must be run as a both. The Board of Directors is tasked with overseeing both a business and hobby. We must work with our professional staff, pay taxes, meet payroll demands, consider and maintain the appropriate insurances, maintain our office building and meet requirements imposed by the state of California.

While doing the business side of things, we must also promote the hobby through conventions, tours and our publications. We work to ensure activities on a national, and even an international, scope are being done. Someone once said the face of MAFCA is its chapters and its heart the members; therefore, we must encourage and support our chapters and members.

While not our primary purpose, MAFCA is one of the premiere publishers of Model A Ford information. We provide *The Restorer* magazine, MAFCA website and our many books which constantly require additions to our inventory. MAFCA has been gifted with many talented people working to ensure our continuing leadership in this area.

MAFCA is a 501C-7 Corporation (not for profit). This brings certain limitations on what can and cannot be done. The overriding theme is we must work for and support our members and not be in the business of making money.

We are controlled by three separate authorities, California Law (Corporations Code and other laws), our Bylaws (attached at the end of this document) which require membership approval to change and our Policies which have the least authority and may be changed at the discretion of the Board of Directors.

Board Positions

The Board of Directors is comprised of nine positions with specific jobs. At each board meeting, every director is given time to present what he/she has been working on, policy revisions and other business as they see in need of addressing. The board is comprised of four officers - President, Vice President, Secretary and Treasurer. There are five directors assigned to various jobs spelled out in our policies. In addition to the Board of Director positions, other jobs may be assigned to the directors. Some are liaisons to the Judging Standards Committee, Era Fashions Committee, The Restorers Class Committee, insurance, Facebook and Constant Contact. Other jobs may crop up or die off as the demand comes and goes.

The Officers

Officers have the legal authority over the corporation and, therefore, are legally responsible for corporate operations. They are the ones permitted to sign legal documents. The following is a brief description of the officers:

President is the executive officer and shall generally supervise and control the operations at the direction of the Board of Directors. The President can expect to spend 20 to 40 hours per week to perform his/her job. Computer skills have become necessary to function in this job. The President, along with the Treasurer and an appointed member, serve on the investment committee, making recommendations to the board on investments. He/she runs all board meetings and represents MAFCA at all national events.

Vice President shall fill in for the President should he/she not be able or willing to act. He/she is tasked with finding MAFCA Chapters, Regions or Special Interest Groups to host national events and act as a liaison between the Board of Directors and the hosts.

Secretary records all meeting minutes and submits a digital copy to the board and office. He/she also prepares meeting highlights for publishing in chapter newsletters and an actions-pending list for each director. The Secretary provides all final revisions to policy and other governing documents to the web liaison for posting and storing on the website.

Treasurer is the Chief Financial Officer and, along with the President and another appointed member, serves on the investment committee. This person needs to be familiar with financial reports, budgeting and working with an Excel-type spreadsheet. Each month, he/she shall review all financial statements, report to the Board of Directors and prepare the annual budget for board approval.

Directors

Directors collectively provide direction and overall authority for the corporation. There are a total of nine directors, four of whom serve as officers (above) and the remaining five tasked with a specific jobs. The following is a brief description of each job.

Chapter Coordinator serves as the liaison to the chapters he/she provides counsel, information and direction. The Chapter Coordinator works to develop new chapters, Regions and SIGs. He/she reviews chapter newsletters and websites and decides who will receive the annual newsletter and website awards. The Chapter Coordinator writes the Chapter Chatter column in each *The Restorer* magazine and maintains an inventory of newsletter editors' email addresses.

Membership shall oversee issues dealing with membership. He/she shall oversee the election process including appointing a nominating committee representing the nation. This director oversees the longevity program and the driving awards and

develops and promotes programs designed to support our existing members and to grow our total membership each year.

Advertising coordinates all advertising. He/she identifies markets to potential vendors and regularly contacts advertisers to express appreciation and answer questions or concerns vendors may have. Advertising oversees the Roster advertising and also works with the Webmaster regarding the web-based advertising. He/she also acts as a mediator between MAFCA members and advertising should the need arise.

Publications and Public Relations manage all media, both written and digital. This position oversees development, editing, printing and distribution of our publications. He/she is responsible for the administration of the Bill Reeder Literary award, Presidents Literary Award, Directors Literary Award and Fashion Literary Award. Works to support and develop MAFCA to prospective members and better recognition throughout the hobby.

Technical shall deal with all matters that come to MAFCA that are Model A Ford technical in nature. He/she shall respond to members' inquiries of a technical kind, maintain MAFCA's library and choose and answer questions that benefit the hobby as whole in *The Restorer*.

Board of Directors Policies with Job Description

(For the most current policies please refer to the website)

Policy Directors (PII S6)

1. **Purpose.** The purpose of this section is to define the responsibilities of each Director.
2. **Responsibilities.** The responsibilities of each MAFCA Director are covered in the subsections as follows:

<u>Subsection</u>	<u>Director</u>
6.A	President
6.B	Vice President
6.C	Secretary
6.D	Treasurer
6.E	Chapter Coordinator
6.F	Membership
6.G	Advertising
6.H	Publications/Public Relations
6.I	Technical

The responsibilities defined herein include, as appropriate, those responsibilities specified in the MAFCA bylaws and are not intended to conflict in any way with the Bylaws of the Model A Ford Club of America.

The President (Policy PII S6-A)

1. Purpose. The purpose of this policy is to define the responsibilities of the MAFCA President.
2. Responsibilities. As per the Bylaws of the Model A Ford Club of America, Article VI, Section 5
3. Duties: The President
 - A. Shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation.
 - B. Shall preside at all meetings of the members and of the Board of Directors.
 - C. May sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be 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 corporation; and in general shall perform all duties as may be prescribed by the Board of Directors.
 - D. The MAFCA Business Recovery Plan (BRP) could be critical to the survival of MAFCA in the event of a major disaster such as a fire or earthquake: In order to insure that the BRP remains current, it shall be reviewed annually. Any changes to the business IT environment at MAFCA should be integrated into the BRP. Each year, as soon as possible after assuming the Presidency, the President shall conduct a review of the BRP to insure that no changes were made in the past year that would invalidate the BRP should a disaster occur. Every year, the contact list in the BRP will be changed to reflect the new Board. The review shall be completed in time for presentation at the first Board of Directors Meeting of the New Year. This review may be assigned to a more qualified person should the President desire to do so, but will remain the Presidents responsibility for completion.

Vice President (Policy PII S6-B)

1. Purpose. The purpose of this policy is to define the responsibilities of the MAFCA Vice President.
2. Responsibilities. As per the Bylaws of the Model A Ford Club of America, Article VI, Section 6:

In the absence of the President or in the event of his/her inability or refusal to act, the

Vice President shall perform the duties of the President, and when so acting, shall have all powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

3. Duties: The duties are not limited to but should include the following:
 - A. Maintain and update bid packages for the National Awards Banquet, National Tours, and MAFCA National Conventions.
 - B. Advertise in *The Restorer* that bids are being accepted to host National Conventions, National Tours, National Awards Banquets and date availability. Divisional Meet bids may be accepted at any time. Host Chapter bids will be brought forward to the Board at a subsequent Board Meeting for consideration and approval. If approved, startup money shall not be advanced earlier than five years before the convention.
 - C. Coordinate between the Board and the Host Group of the National Awards Banquet, Divisional Meets, National Tours, and MAFCA National Conventions. Work with the Host Chapter Board Liaison if one appointed.
 - D. The Vice President will obtain a list of attendees for the event from the appropriate Chair, 10 days before the date of the event. He/she shall give the information to appropriate MAFCA Directors for any necessary awards.
 - E. Give to the host Chair for the National Convention information on the following awards; Merle Smith Award, Youth Driving Award, Jack Payton Award and the Marshall and Veta Lewis Award. The purpose is to allow sufficient time to publish this information in the early bird newsletter and include it in the registration packets.

Secretary (Policy PII S6-C)

1. Purpose: The purpose of this policy is to define the responsibilities of the MAFCA Secretary.
2. Responsibilities: As per the Bylaws of the Model A Ford Club of America, Article VI, Section 8.
3. Duties: The duties are not limited to but should include the following:
 - A. In January of each year, update the MAFCA Board of Directors list, including name (and spouse), address, phone numbers (residence, cell and Fax) and e-mail addresses, and send to all MAFCA Board Members and MAFCA Office Manager and ask Web Liaison to post it on the MAFCA website. Keep it current all year with updates as required.

- B. Record, transcribe and distribute the Minutes of the meetings to the MAFCA Board of Directors and MAFCA Office Manager within one month of such meeting.
- C. Present the Minutes at the next Board Meeting for approval and send final Minutes to Web Liaison for posting on the MAFCA website in the directors only area.
- D. Prepare Highlights of the meetings of the MAFCA Board of Directors and distribute to MAFCA Board of Directors, MAFCA Office Manager and Web Liaison for posting on the MAFCA website.
- E. Prepare Actions Pending list from the Minutes of the meetings of the MAFCA Board of Directors and distribute to MAFCA Board of Directors and MAFCA Office Manager;
- F. Prepare Motions list from the Minutes of the meetings of the MAFCA Board of Directors and distribute to MAFCA Board of Directors and MAFCA Office Manager.
- G. After Minutes have been approved by the Board of Directors, provide the MAFCA Office Manager a signed approved copy of the Minutes, Motions and all approved Policies. Forward the final Minutes and Motions to the Web Liaison for posting on the MAFCA website.
- H. Send an electronic copy of the final approved Minutes and Motions, with all policies approved at Board Meetings, to the MAFCA Office Manager.
- I. See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.
- J. Be custodian of the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with provisions of these bylaws.
- K. 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 Board of Directors.

Treasurer (Policy PII S6-D

1. Purpose. The purpose of this policy is to define the responsibilities of the MAFCA Treasurer.
2. Responsibilities. As specified in the MAFCA's Bylaws, herein referred to as the Corporation, 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; and shall 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 VII of the Bylaws; and in general perform all the duties incidental to the office of Treasurer as well as any other duties that may be assigned by the President or the Board of Directors.

The Treasurer shall prepare or have prepared an annual budget, monitor monthly income and expenditures against the budget, alert the Board of Directors to any budget problems, and make recommendations for budget changes as may be needed or are necessary. The Treasurer shall coordinate all financial matters with the Office Manager.

3. Budget and Financial Duties. The Treasurer shall be responsible for the following specific financial duties:
 - A. At the second Board meeting preceding the end of the fiscal year, present a preliminary budget covering all programs, projects and activities anticipated for the following fiscal year for discussion, review and resolution by the Board of all issues relating to the proposed expenditures. At the Board meeting immediately preceding the end of the fiscal year, based on input from all Directors and the Office Manager, submit a proposed final budget for approval by the Board. The budget shall be realistic, reasonably attainable, and clearly describe any funding from the Corporation's Operating Reserves to be balanced.
 - B. Monitor the Corporation's Operating Reserves and assure that the Board is apprised of all significant changes. Recommendations for a dues increase or other revenue enhancing strategies shall be made to the Board when the Operating Reserves fall below a prudent level.
 - C. Prepare monthly financial reports comparing the income and expenses to date with the adopted budget for Board review. Monthly financial reports will be provided as available. When necessary, based on these reports, make recommendations to assure income and expenses are on budget at the end of the year.
 - D. At the end of the fiscal year, work with the Office Manager and Certified Public Accountant to close the Corporation's financial records and prepare the annual fiscal report including an Income and Expense statement, Balance Sheet and a final financial statement for the year. The appropriate financial reports shall be made available to the membership via **The Restorer** or other appropriate means in accordance with applicable corporate laws.
 - E. As required and working with the President, handle contract negotiations with the Editor for a new or revised contract.

4. Regular Duties.

- A. Review all checks issued by the Corporation.
- B. Give written approval for all expenditures and/or transactions exceeding \$20,000.
- C. Review the monthly payroll.
- D. Approve reconciliation of all bank accounts.
- E. Approve all certificate of deposit investments.
- F. Serve on the Investment Advisory Committee for the building/capital expenditure funds.
- G. Make recommendations to the Board of Directors for any unbudgeted building repairs/improvements.
- H. Make recommendations on improvements and/or changes to office operations.
- I. As required, and working with the President, authorize the expenditure of non- budgeted and over-budget funds.
- J. Working with the Advertising Director and the Publications/Public Relations Director, periodically review advertising rates being charged by *The Restorer* and on the website and make recommendations for changes.
- K. As required, and working with the Office Manager, review inventory of items for sale and the prices charged and make recommendations to the Board as required.
- L. Regularly consult with the Corporation's Certified Public Accountant on all issues involving the Corporation's financial matters including but not limited to payment of taxes, preparation of Year End adjustments to the books, and all audit/review results.
- M. Periodically review the Corporation's accounting software with the Office Manager and the Certified Public Accountant to assure it is current and meets the needs of the Corporation.

Chapter Coordinator (Policy PII S6-E)

1. Purpose. The purpose of this policy is to define the responsibilities of the MAFCA Chapter Coordinator.
2. Responsibilities and Duties. The Chapter Coordinator shall handle all matters pertaining to MAFCA Chapters as outlined in the Bylaws of the Model A Ford Club of

America (Article X and XI).

3. Duties: The duties are not limited to but include the following:
 - A. Coordinate Chapter data with the National Headquarters Staff, encouraging the formation of new Chapters, supporting chapter activities and maintaining communications between the Chapters and MAFCA. These duties shall also include:
 - B. Coordinate, with the office, yearly returns of the Chapter Registration Forms. Prepare a cover letter to be included with the Chapter Registration Form which is mailed out by November 1st encouraging chapters to send in their updated form. This enables MAFCA to have up-to-date information, reducing mailing and administrative costs.
 - C. Write a "Chapter Chatter" article for each issue of *The Restorer*.
 - D. Answer all correspondence addressed to the Chapter Coordinator.
 - E. Receive and read all Chapter Newsletters. Select and save all that qualify for the Newsletter Award. (See Policy Part II, Section 5, Subsection F) complete judging of Newsletters for a period of time as determined by the Chapter Coordinator. The names of the winners will then be submitted expeditiously to the office, so they can arrange to have all awards coordinated.
 - F. Keep an ongoing record of MAFCA Newsletter Awards by year.
 - G. Present the plaques/certificates to the winners of Newsletter Awards at the MAFCA National Awards Banquet held in December of that year.
 - H. Keep an ongoing record of chapter websites that are requesting to be considered for recognition. Websites will be evaluated (See Policy Part II, Section 5, Subsection U) during a period of time to be determined by the Chapter Coordinator and other judges for recognition. The name of the first place winner will then be submitted to the office so they can arrange to have the award made.
 - I. Keep an ongoing record of MAFCA Website Awards winners by year.
 - J. Present the awards/certificates to the winners of the Website Awards at the MAFCA National Awards Banquet held in December of that year.
 - K. Keep an ongoing record of Chapter Service Awards, by Chapter and by name to comply with the appropriate policy. (MAFCA Service Award policy Part II, Section 5, Subsection I)
 - L. Undertake any other project as may be assigned by the President or Board of Directors.

Membership Director (Policy PII S6-F)

1. Purpose: The purpose of this policy is to define the responsibilities of the MAFCA Membership Director.
2. Responsibilities: The Membership Director shall handle all matters pertaining to

membership in MAFCA and the election of the MAFCA Board of Directors. This shall include encouraging and promoting MAFCA membership, coordinating with the headquarters staff the printing and mailing out of the election ballots and membership renewal forms; selecting and presenting a nominating committee for MAFCA Board approval as outlined in the Bylaws, Article V, Section 3, including appointing the chairperson for the nominating committee.

3. MAFCA Membership Director shall be responsible for membership development and retention. He/she will make regular reports to the Board pertaining to membership trends to include total membership.

The Membership Director shall handle all matters pertaining to the youth membership in MAFCA. These shall include annually reviewing the current operations, objectives and results of the Model A Ford Youth Scholarship Fund, Inc. and the Model A Youth Restoration Award, Inc. to assure they meet MAFCA's purposes and objectives and if so, shall annually recommend that a contribution in the amount approved by the Board of Directors be donated by MAFCA to each of these.

4. Duties: The duties are not limited to but should include the following:

A. Assist the nominating committee in conducting the annual election according to the bylaws

B. Oversee the election ballot tabulation; and shall notify the MAFCA Board of Directors and the headquarters staff of the election results once the official tabulation results have been verified by the Committee Chairman. This Director shall notify all candidates of the election results by written notice after the results have been certified.

C. Oversee the MAFCA Longevity Awards as specified in P2S05-M Membership Longevity Award.

D. Act as liaison to the A-World Youth Newsletter. Oversee the MAFCA Merle Smith Award as specified in P2S05-J Merle Smith Award.

E. Keep the MAFCA President and the MAFCA Board of Directors informed of progress and difficulties within his office or related programs.

F. Undertake any other project as may be assigned by the President or Board of Directors.

Advertising (Policy PII S6-G)

1. Purpose: The purpose of this policy is to define the responsibilities of the MAFCA Advertising Director.

2. Responsibilities: All advertising affecting MAFCA shall be coordinated by the

Advertising Director. This shall include advertising in **The Restorer**, the Membership Roster, the MAFCA Website and other trade publications.

3. Duties: Duties shall include but not be limited to the following:
 - A. Establish and maintain current policies for all types of advertising in **The Restorer** and on the MAFCA Website, in the Membership Roster and any other form of media.
 - B. Coordinate renewal of advertising with the Office Manager for current advertisers in **The Restorer**, in the Membership Roster and on the MAFCA Website. This shall be accomplished with sufficient lead-time so that no lapse in advertising occurs.
 - C. Coordinate all billing for renewal advertising in **The Restorer**, the Membership Roster and on the MAFCA Website with the Office Manager bi-monthly.
 - D. Initiate the placement of advertising for MAFCA in trade publications.
 - E. Prepare an annual budget for outside advertising.
 - F. Handle all complaints against advertisers in **The Restorer**, the Membership Roster or on the MAFCA Website. Any complaint brought to the attention of the Advertising Director shall be brought to the attention of the Board of Directors with action taken by the Advertising Director.
 - G. Actively seek out new advertisers for **The Restorer**, the Membership Roster and the MAFCA Website.
 - H. Review advertising rates annually prior to the preparation of the annual budget and propose new rate structures, if necessary, to the Board of Directors.
 - I. Maintain the integrity of MAFCA in **The Restorer**, the Membership Roster and the MAFCA Website by adhering to current advertising policies.
 - J. Insure that advertising in **The Restorer** and on the Website for MAFCA sponsored events is consistent with policies governing those events.
 - K. Reject any advertising submitted for **The Restorer**, the Membership Roster or the MAFCA Website that is inconsistent with current policies governing advertising in these mediums or may have a detrimental effect on MAFCA, its chapters and members. It shall be the responsibility of the Advertising Director to notify the potential advertiser why his advertising was rejected.
 - L. The Advertising Director shall undertake other projects as assigned by the

President.

Publications and Public Relations (Policy PII S6-H)

1. Purpose: This policy defines the responsibilities of the MAFCA Publications/Public Relations Director.
2. Responsibilities - Publications: The Publications/Public Relations Director, hereafter referred to as the Pub/PR Director, shall be responsible for the development, editing, printing and distribution of all publications MAFCA produces, including revisions of existing publications and any new publications approved by the Board of Directors.
3. Duties - Publications: The duties are not limited to but should include the following:
 - A. The Pub/PR Director shall act as the liaison between the Board of Directors and **The Restorer** Editor and exercise supervisory control and policy management of **The Restorer** through the Editor. These responsibilities will be performed in accordance with Section 1 of the MAFCA policy manual.
 4. The Pub/PR Director is responsible for the administration of the contract between MAFCA and the Editor. Contract negotiations shall be conducted by the President and Treasurer and approved by the Board of Directors.
 5. The printing and mailing services are not a part of the Editor's Contract. The Pub/PR Director and Office Manager shall be responsible for the administration of this Contract. Such negotiations shall be conducted by the President and Treasurer and approved by the Board of Directors.
 6. In the event the Editor's Contract is terminated by either party and the services of another Editor are required, the Pub/PR Director will recommend to the Board of Directors for approval a three member committee, consisting of the Pub/PR Director as chairman and two other Directors. The sole purpose of this committee shall be to search for a new Editor. Advertisements should be placed in various publications, including **The Restorer**, describing the duties, qualifications, responsibilities and any other pertinent information for the position of Editor. The committee shall screen all candidates and arrange interviews for each qualified candidate. Upon completion of the interviews, the committee shall select a candidate for the position of Editor and recommend to the Board of Directors that their selection be approved.
 - B. When existing publications need to be reprinted, the Office Manager and the Pub/PR Director shall coordinate the work and include any other Director(s) responsible for any portion of the publication being reprinted.

The Pub/PR Director will be responsible for coordinating all phases of a Board of Directors approved project to publish a new book including the development, editing, and printing. Other Directors involved in the project, including the Office Manager, should be kept informed of the progress and assigned work as needed to complete the project on time and on budget. The Board of Directors should be informed of all problems which may prevent the project from being completed as approved and in a timely manner.

- C. The Pub/PR Director will be responsible for the administration and balloting of the following Literary Awards:

Bill Reeder Literary Award (P2S05-C)

Presidents Literary Award (P2S05-K)

Directors Literary Award (P2S05-O)

Fashion Literary Award (P2S05-Q)

The Pub/PR Director shall refer to each of the above Literary Policies for definition of administration responsibilities.

4. Responsibilities - Public Relations: The Pub/PR Director will be responsible for representing MAFCA's interests in contacts with the general public and the press. Letters or other communications received in the office concerning public relations will be handled by the Pub/PR Director. When controversial issues arise, communications should be coordinated with the President or the Board of Directors as appropriate. The reputation and integrity of MAFCA should be the primary consideration when handling these assignments.
5. Duties – Public Relations: The duties are not limited to but should include the following:
- A. ***The Restorer*** Workshop: The Pub/PR Director may head an information exchange workshop to be convened at least once a year, preferably at the MAFCA National Awards Banquet and more often if desired by the Board of Directors, or, at the request of the Editor, at which time the Editor of ***The Restorer*** will have the opportunity to meet with the entire Board of Directors in an informal exchange of information and ideas. Items to be discussed may include, but are not limited to:
1. An opportunity for the Editor to share his/her analysis of ***The Restorer*** both at present and with a vision for the future.
 2. An analysis of editorial content of the magazine, examining any new and exciting features or segments.
 3. A review of membership input, comments and recommendations regarding ***The Restorer*** as received by either the Editor, the Publications Director or through the office.
 4. A discussion of the Editor's recommendations to improve or change the magazine to better meet both the needs of the hobby or in addressing the requirements of the membership.
 5. A review of technical and editorial developments and opportunities.

6. A review to modify the publication process, or printing; to improve the product; distribution of the magazine; or in reducing costs, with the objective of improving service to the membership.
 7. A discussion of the Editor's contract, as required, to improve the working relationship between the Editor and MAFCA Board of Directors, on behalf of the membership.
- B. Other projects may be assigned to the Pub/PR Director by the President or by the Board of Directors.

Technical (Policy PII S6-I)

1. Purpose: The purpose of this policy is to define the responsibilities of the MAFCA Technical Director.
2. Responsibilities: The Technical Director shall handle all matters pertaining to the technical information on the Model A Ford vehicles. These duties include, but are not limited to, corresponding with those who inquire about technical matters, maintain for MAFCA a suitable technical library including a complete set of *The Restorer* and other technical reference books.
3. Duties: The duties are not limited to but should include the following:
 - A. Receive from the headquarters staff all correspondence on technical matters.
 - B. Coordinate research on all technical questions submitted to MAFCA including consultation with others knowledgeable on specific Model A Ford and related matters.
 - C. Prepare and forward replies to all technical questions submitted to MAFCA.
 - D. Forward a select number of technical questions and answers that would be of general interest to the broader MAFCA membership to the Editor of *The Restorer* for inclusion in every issue.
 - E. Forward, as appropriate, technical questions and answers to the Judging Standards Committee.
 - F. Maintain a MAFCA technical library for the Technical Director including an index listing all technical data books/manuals in the library.
4. Exception to Copyright Policy (P1S05):
 - A. To assist in answering a Member's technical questions, the Technical Director has permission to copy or scan a reasonable number of pages from MAFCA copyrighted publications and transmit them to a Member.
 - B. The names and dates (if applicable) of the MAFCA publication(s) from which the

information is taken should be provided with the answer to encourage purchase of the source document (if appropriate).

Computer Requirements of Directors

Occasionally perspective candidates want to know how much of a computer “expert” they need to be. While being a computer expert is not required, familiarity with email and a reasonably fast internet connection has become an important aspect of how we do business. A working knowledge of MS Word, PDF’s and email has become necessary to function in today’s business environment. Other programs like Excel may be important depending on your role as a director. We regularly use email to discuss policy, and MS Word to draft and revise policies. Many of our members contact the Board members via email or electronic communication to resolve questions they have concerning technical and membership concerns. MAFCA is fortunate that there are members able and willing to help others learn the programs and most are surprisingly easy to learn.

Board of Director Meetings

The board meets four to five times each year. At the installation meeting of Officers and Directors (held at the Annual Awards Banquet) an annual calendar will be established. It is important that all directors bring their schedules to this meeting. Generally the board will meet on Saturdays:

- January third week to first week of February
- Middle to end of April
- June, this meeting will be scheduled at a National Convention
- Last two weeks of September
- Annual Awards Banquet

At the Awards Banquet the incoming board will meet to choose jobs and schedule the year’s calendar. All directors should work to keep their calendar as open as possible during the above times to insure that all are able to attend.

Additionally there may be a conference call in early summer to approve the election slate and the president or Board of Directors may call a meeting for a specific topic.

Directors are expected to send in their agenda two weeks before the meeting. Also, any policy changes or other document they wish to discuss at the meeting must be emailed to all directors and the office manager two weeks before the meeting.

The meeting will begin with the president and then the remaining officers after which each director will have time to review their agenda. Meetings generally begin at 8:00 AM and continue well into the afternoon and occasionally the evening. Most meetings are held at MAFCA’s office in La Habra, California.

In addition to the Saturday board meeting, often times, a planning session is held on the Friday preceding the Board meeting. These usually begin around 2:30 and are not mandatory but all directors are strongly encouraged to attend.

In the event a director is assigned a liaison position he/she will be expected to represent the board at their meetings. Most of these meetings are conducted through Skype.

Office Staff

MAFCA has a staff of people to perform the day-to-day operations of the office and store. Each staff member has a job description and a considerable workload. Directors should not expect the staff to perform the duties of the director. They will assist directors where possible but directors are not to interfere with the staff in the performance of their duties. The staff takes their direction from the President and Office Liaison.

MAFCA's office is managed by the Office Manager. Our current Office Manager has been with MAFCA for over 25 years and knows the ins and outs of the day- to-day operations. She can assist directors with finding information and understanding their job requirements.

Liability Protection

MAFCA offers one of the best insurance programs in the car hobby. In addition to general liability insurance, MAFCA provides its directors protection up to the policy limits for Directors and Officers liability (D&O insurance).

Director Reimbursement of Expenses

As a director, most of your travel expenses to board meetings will be covered, but not all. Travel to other events that do not have a directors meeting are 100% out of the directors' pocket. Most office expenses (mail, copy etc. are reimbursable) Out-of-pocket expenses are relative to each director as their involvement and home location vary. The range of out-of-pocket expenses will usually fall between a few hundred and \$3,000 per year. Different directors approach these expenses differently; some choose to use them as a personal tax deduction while others choose not to. Please refer to your tax advisor regarding this.

MAFCA covers the following:

Traveling to a meeting:

By car MAFCA pays mileage based on the federal rate for nonprofit organizations or the director may send in actual gas receipts.

By air MAFCA pays the lowest round trip from the airport closest to your home that provides service. MAFCA does not pay mileage to the airport, car storage or car rental fees. Some directors coordinate arrival at the airport so as to share car rental expenses. Most directors choose to fly into John Wayne Airport (SNA) when meeting at the MAFCA office.

While at an official meeting, MAFCA will cover two nights' lodging. This includes National Conventions and Awards Banquets.

Occasionally, a director may be assigned to a *special assignment* requiring travel. In cases like this, all approved travel costs (except meals) will be fully reimbursed.

Business expenses such as postage, printing, paper and supplies, long distance calls, etc. are fully reimbursable.

The Election Process

All *terms* are for two years and begin at the installation banquet held at the Annual Awards Banquet. Elections are held with five directors being chosen in even-numbered years and four being elected in odd- numbered years. Directors may be elected for two consecutive terms and then must take two election cycles off before submitting their names as candidates again.

When submitting a nomination, the following is required and must be received by the posted deadline:

- Be eighteen years old or older
- Be in good standing with MAFCA
- Be familiar with the operation of MAFCA, chapters and regions
- Not be running for third consecutive term
- Submit a typed bio(not to exceed 150 words) suitable for printing in *The Restorer*
- One passport-sized color photo for printing in *The Restorer* and website
- Three letters of recommendation from MAFCA members in good standing
- Additionally a more complete bio may be sent for posting on www.mafca.com

In the September/October issue of *The Restorer*, a ballot along with your bio and photo will be mailed to all MAFCA members. An established deadline for ballots to be postmarked will be printed on the ballot. At a time designated by the Board of Directors (in late October), a committee of MAFCA members will be assembled to count the ballots. The vote count shall remain secret with only the Inspectors of the Election knowing the final count. On the assigned evening, all candidates will be informed by telephone of the election results.

Choosing Officers and Directors Positions

At the Annual Membership Meeting, the incoming directors will meet to choose board positions. Each person will be given time to inform the other directors why he/she should serve in a certain position. A secret vote will then be held with the person receiving a majority of the votes being elected to that position. In situations where a majority is not received, a prescribed method of re-voting will be held.

Other Notable Policies

Annual Election of Officers (Policy PIII S11)

1. Purpose. The purpose of this section is to provide guidelines for the election of Officers by the MAFCA Board of Directors.
2. Election. Officers shall be elected at a Special Meeting of the Board of Directors, from within the group constituting the new Board of Directors. Newly elected non-

incumbent Directors shall be permitted to vote and those Directors leaving the Board shall not be permitted to vote.

3. Order of Election. The election of Officers and Directors shall be in the following order, subject to Paragraph 8 of the Addendum:
 - A. President
 - B. Vice President
 - C. Secretary
 - D. Treasurer
 - E. Technical Director
 - F. Chapter Coordinator
 - G. Advertising Director
 - H. Membership Director
 - I. Publications and Public Relations Directors

All candidates for a position, both voluntary and involuntary, may speak briefly about their capabilities and willingness to serve in that position.

4. Temporary Chairman. A temporary Chairman shall be chosen to preside and conduct the balloting for the office of President, and shall be assisted by a temporary Secretary and the Office Manager. Upon selection of a new President, the new President shall then preside and conduct the balloting for the remaining offices with the assistance of the temporary Secretary and the Office Manager.
5. Ballot. All voting shall be conducted by written ballot, with the majority of the ballots cast to indicate the winner. All ballots are to be counted and recorded by the temporary secretary and the Office Manager. Results are to be kept confidential and winners announced at the National Awards Banquet.
6. Committees. Existing committees shall be reviewed and replacements installed for retiring committee members at the next regular board meeting or at the appropriate time per MAFCA's policy. Committee members may be re-appointed in accordance with MAFCA's policy.
7. Installation of New President. The installation of officers is to take place at the National Awards Banquet. The President Elect is announced and sworn in as the new MAFCA President. The President Elect shall be installed by a MAFCA Past (or the outgoing) President. The President Elect shall choose who he/she would like to administer the Oath of Office from those Past Presidents in attendance.
8. The new President then introduces the new Board of Directors.
 - A. The Directors Elect shall then be installed by a MAFCA Past (or the outgoing) President. Directors Elect are those just joining the Board of Directors or

those re-elected for a second term.

- B. One installing officer may serve to install both President and Directors.
 - C. The installing officer shall use the Oath of Office attached as Appendix 1 (President) or Appendix 2 (Directors Elect)
 - D. Members of the Board of Directors returning for the second year of their term shall not receive a new Oath of Office, as they were previously sworn in for their term.
 - E. In the event that no Past Presidents are in attendance, the installation shall be performed by the out-going President.
9. The proceedings shall be done in good taste and dignity that the offices deserve

Privacy of Members' Personal Information (Policy PI S6)

Purpose: To establish MAFCA's policy for safeguarding members' personal information that is provided as a result of membership renewals, purchase of products and/or materials, or any other contact between MAFCA and its' members.

1. Policy: MAFCA values our members' trust and respects their expectation of complete privacy. As such, MAFCA is committed to maintaining the confidentiality of each members' personal and financial information and to be in conformance with current applicable laws. This policy outlines the privacy policy for members who provide personal information to MAFCA such as during the membership renewal process and purchase of materials and/or products.
2. Collection of Personal Information: The personal information MAFCA collects is limited to that which is supplied by each member when they renew their annual membership or when they purchase materials and/or products. This information is limited to name, address, telephone number and, in some cases, credit card information when a member renews or purchases materials or products with a credit card. MAFCA does not obtain or solicit any members' personal information from a third party.
3. Use of Personal Information: MAFCA does not disclose or sell any personal information obtained from any of its members to any other member or third party except as expressly described below:
 - A. Members' names and addresses are released to the editor, printer and mailer of *The Restorer* to facilitate the bi-monthly mailing of this publication to each member.
 - B. Members' names, addresses and phone numbers are released to the editor and printer of MAFCA's Membership Roster which is printed in each even numbered year and sold only to MAFCA's non-commercial members.

Members' credit card information is never released by MAFCA to anyone. Receipts of

all transactions are kept for one (1) year and then destroyed.

5. Maintaining Accurate Information: MAFCA strives to maintain all personal information in an accurate and up-to-date manner. If a member believes that any information is incorrect, they should contact our office promptly so it can be checked and corrected, if necessary. If a member changes their name, address or phone number, they should contact the office promptly so their information can be updated.
6. Information Security: MAFCA restricts access to members' personal information to those employees or Board members who have a need to access such information to process members' transactions or requests. Physical, electronic and procedural safeguards are maintained for access to this personal information.
7. Changes to this Policy: The Board of Directors may from time to time add to, delete from or change the terms of this Privacy Policy. If required by law, we will send members a notice of the change.

Expense Reimbursement (Policy PIII S12)

Purpose: To state the policy for reimbursement of personal funds expended by Officers, Directors, Committee Members, and members on assignment, all of whom are unpaid, when conducting official MAFCA business. The attached Addendum contains a schedule of authorized reimbursement rates for use of private automobiles. These rates shall be reviewed regularly by the Board of Directors and any necessary changes published in subsequent versions of the Addendum.

2. This policy applies to everyone except: (1) MAFCA professional (salaried) staff members, and (2) persons under contract to MAFCA. Reimbursement for these two classes shall be as stated in their respective employment agreement(s) and/or the applicable contract(s).
3. General:
 - A. Within the limitations imposed by the budget, MAFCA will endeavor to reimburse its Officers, Directors, Committee Members, and members on assignment for certain personal expenditures they incur on official business. Because funds are limited, there is no guarantee of full reimbursement, but neither are members expected to suffer unreasonable financial hardships because of their voluntary unpaid services. This Policy seeks to balance this conflict.
 - B. Except for advance expenditures for authorized items that will result in overall savings to MAFCA, no reimbursement shall be made in advance of the actual meeting or other activity.
 - C. Travel expense reimbursements are limited to the actual cost of a round trip coach class airfare between the airport nearest the member's residence and the airport nearest the meeting place "Actual Costs" are actual "out-of-pocket" cash disbursements only. Frequent Flyer miles, or other frequent traveler or similar programs, including contest awards and winnings are not

reimbursable.”

- D. Each request for reimbursement under this Policy will be deemed to include an implied certification that:
 - 1. The entire expenditure was truly necessary in the accomplishment of the mission and/or task
 - 2. No part of the expenditure was attributable to, or could reasonably give the impression of being attributable to personal business
 - 3. Every effort was made during the planning and performance of the official business to be very economical

 - E. Officers, Directors and Committee Members attending a Board or Committee meeting at a National Convention, Annual Membership Meeting or any other meeting where a registration fee is required to attend will only be reimbursed for their travel and lodging expenses if they are registered for that event.
- 4. Receipts: All requests for reimbursement must be supported by detailed receipts that include date, payee, purpose, and amount. Failure to supply this data shall be grounds for non-reimbursement.

 - 5. Payment Procedure: Except as stated elsewhere in this Policy, all requests for reimbursement shall be in writing to the Office Manager. If the request is arithmetically correct, complies in all respects with this Policy and budgeted funds are available, the Office Manager shall make payment promptly by check. However, any request which is improperly documented for an apparently unauthorized purpose and/or in excess of applicable budget shall be referred to the MAFCA President and/or Treasurer for decision.

 - 6. Travel:
 - A. Board of Directors and Committee meetings: This paragraph covers Officer, Director and Committee Member travel to and from all regular and special meetings including that of newly-elected Directors to the Annual Membership Meeting. Expenses shall be paid for travel and lodging on the basis of a one day meeting with arrival the day/ night prior to the scheduled meeting and departure the day after the scheduled meeting (a total of 2 nights) unless otherwise authorized. The following travel expenses shall be paid on the basis of travel from the commercially serviced airport nearest the member’s residence to the airport nearest the meeting location. Determination of the lowest coach fare will be made by averaging the lowest two airfares available from national airlines between the airports specified above using a 30 day advance purchase. This determination can be made by the Officer, Director or Committee Member, with appropriate documentation, or by the Office Manager who will document the determination with the reimbursement check.
 - 1. By Commercial Air:

- a. Reimbursement is authorized for the cost of a direct, round trip coach class ticket. The voucher or receipt must show the total actual expense. Airline reservations normally shall be made well in advance in order to minimize costs by using "super-savers" etc. Reimbursement shall not exceed the lowest coach fare available at the time of travel. Add-ons or extensions for personal business are not reimbursable.
 - b. "Super-saver" flights and other "economy specials" often have the disadvantage of being non-refundable, or impossible to change, without incurring penalties. If this occurs, the MAFCA President, if justified by the facts of the case, is empowered to authorize reimbursement of the amount of the penalty.
 2. Non-Air Travel: Directors and Committee Members have the option of traveling by bus, train, rental cars, private auto, or any other mode of transportation. However, reimbursement for the actual fare, rental car and fuel charges, or private auto mileage (including tolls) shall not exceed what the lowest coach air-fare (where applicable) under Paragraph 6.A (1), above, would have been. Private auto mileage rates are shown in the Addendum to this Policy.
 3. Expense-Sharing: Travel expense sharing, using either private or rental vehicles, is encouraged. The actual rental and fuel charge (or auto mileage payment), including tolls is 100% reimbursable for division among the participants as they choose provided it is less than what the total individual reimbursement for the group would have been had they not traveled together.
 4. Lodging: Reimbursement shall be for the actual cost of the room itself plus applicable taxes. Detailed receipts are required to support lodging reimbursement claims. Payment will be for the actual number of nights used and will not exceed two nights unless otherwise authorized. Add-on costs including but not limited to room service, movie rentals, and personal telephone calls will not be reimbursed.
 5. JSC and EFC meetings: In addition to the lodging and travel reimbursement above, each committee meeting will be allocated up to \$75.00 toward lunch.
- B. Other Travel by Directors: MAFCA authorizes and encourages the attendance by Directors, solely at their own expense, at any events sponsored by MAFCA Chapters, MAFCA Body Style Groups, MAFCA Associations, and MAFCA non-U.S. Organizations and non-MAFCA Organizations. However, in some exceptional cases, the Board of Directors may authorize partial reimbursement, provided

that:

1. At least 60 days in advance, the Board of Directors receives a written request from the sponsoring organization fully describing the event and explaining why the Director's attendance is required;
2. The Board believes that the Director's attendance is justified because of the tangible benefits to MAFCA;
3. Budgeted travel funds are available.

If approved, the travel and lodging reimbursement specified in Paragraph 6.A above, is authorized, provided that the sponsoring organization agrees in advance to reimburse MAFCA at least 50% of the total expenses submitted by the Director. Payments for meals, local transportation, and any other costs shall be the responsibility of the Director or sponsoring organization.

If it will minimize the cost to MAFCA, there is no objection to any arrangement in which an attendee(s) is able to negotiate a more generous contribution from the sponsor, possibly including all travel, local transportation, lodging, and meals.

As soon as practical after each event and before any MAFCA reimbursement is paid, the attendee(s) shall furnish a brief written report to the Board summarizing the events, his or her expenses, and the details of financial arrangements made with the sponsoring activity.

- C. Authorized Travel by Directors/Members on Assignment: The Board of Directors may authorize a Director or a MAFCA member to attend a conference, meeting or other event, which provides beneficial value to MAFCA. This includes, but is not limited to, liaisons to the JSC and EFC Committee meetings, Director appointed to tabulate ballots and Chief Judges of JSC and EFC for their preliminary on-site meetings. For these events, all transportation cost will be reimbursed. Transportation cost includes airfare, parking, rental cars, mileage and shuttle service with proper receipts.

7. Telephone Calls:

- A. MAFCA recognizes that the wide geographical distribution and varied activities of its Officers, Directors, and Committee Members requires frequent long-distance telephone calls. The charges for such calls are fully reimbursable provided they were for official business and needed because of the urgency of the situation.
- B. Reimbursement for regularly billed local telephone service is not authorized.
- C. Requests for reimbursement must be made in writing to the MAFCA Office.

Director's requests should be made at the next regular meeting and other members should make their requests no later than 30 days after the member has received his or her monthly statement. All requests shall include a photocopy of the appropriate statement(s) with a notation for each call showing the person called and the business discussed. The same details for unbilled calls, paid for in cash, shall also be listed.

8. Other Expenses:

- A. MAFCA recognizes that the wide geographical distribution and varied activities of its Officers, Directors and Committee members requires frequent use of other means of communication. Miscellaneous administrative or "office-type" expenses, such as stationery, photo-copying, postage, FAX services, shipping, etc. are fully reimbursable in keeping with the same necessity for frugality and avoidance of personal conflict of interests.
- B. Prior to making any expenditures of this type, the Office Manager shall be consulted to determine if such items or services could be more economically provided from MAFCA headquarters stock or by the MAFCA staff.
- C. The same procedures as for telephone reimbursement shall be used for these administrative expenses, except that infrequent or "one-time" charges shall be submitted as soon as possible after completion of the event or activity.
- D. Each Director, upon first election to the Board, shall be provided with a supply of business cards with MAFCA name, logo, address, and telephone number; along with the individual's name and position ("Director"). The President upon, election, shall be supplied with similar cards, except that the title "President" instead of "Director", shall be included. Business cards normally will not be supplied to other members, but may be obtained at their expense.
- E. There may be special circumstances not covered by this policy. If so, prior authorization must be obtained by the President or Treasurer.

9. Emergency Expenditures: Nothing in this Policy shall be interpreted as preventing or delaying any emergency action by any Officer, Director or the Office Manager when, in his or her judgment, it is necessary in order to preserve or protect MAFCA's property or other interests and the urgency of the situation precludes obtaining advance approval from the MAFCA President or Board of Directors. Such actions shall be immediately reported to the MAFCA President by telephone, and reimbursement for any expenditure incurred shall be equitable and promptly determined by the Board of Directors.

10. Miscellaneous: Requests for reimbursement of any expenditures made by any person for any official MAFCA business not specifically covered by this Policy shall be made in writing to the Board of Directors, via the Office Manager. Prompt payment shall follow Board of Directors' approval.

**BYLAWS
for the regulation of
MODEL A FORD CLUB OF AMERICA**

A California Non-Profit Mutual Benefit Corporation, except as otherwise provided by statute or its Articles of Incorporation

**ARTICLE I
NAME**

The name of this organization shall be MODEL A FORD CLUB OF AMERICA (sometimes hereinafter referred to as "MAFCA" or "Club"), and its principal office shall be in Orange County, California.

**ARTICLE II
PURPOSES**

The purpose association MAFCA shall be:

SECTION 1. To serve as a medium of exchange of ideas, information and parts for admirers of the Model A Ford car, and to aid them in their efforts to restore and preserve the car in its original likeness. This Club will exercise general supervision, assistance, direction, and control, to its members in their restoration process.

SECTION 2. To unite in a central organization 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, and it shall further be the purpose of this Club to help these owners become better acquainted, encourage and maintain among its members the spirit of good fellowship, sociality, and fair play through the sponsored activities including the use of the Model A Ford and family participation.

SECTION 3. The Club shall be non-commercial, non-sectarian, and non-partisan.

**ARTICLE III
MEMBERS**

SECTION 1. Classes of Membership and Rights. The Club shall have two classes of membership – Family Members and Honorary Life Member.

(a) Family Member: The Club is family oriented. The family is defined as a principal plus those persons, including dependents under the age of 21, living in the same household. A family can consist of an individual, an individual acting as a single parent, a couple, married or unmarried; or some combination of persons living together in good faith as a family.

(b) Honorary Life Member: Those deserving special recognition for their dedication to MAFCA through their significant, continuing, and unusual efforts for the betterment of the hobby may be awarded an Honorary Life Membership by the Board of Directors. Each

recipient shall receive MAFCA membership for his or her lifetime at no charge. An Honorary Life Member shall have the same rights as a Family Member.

(c) Rights: Both a Family Member and Honorary Life Member is entitled to two (2) votes on all matters submitted to the members for decision or action by the members, subject to the provisions of Article V, Section 3(C)(2) of these Bylaws prohibiting cumulative voting for the election of Directors, a one year subscription to the publication known as *The Restorer*, entitling the Family Member to one copy of each edition of *The Restorer*, two (2) membership cards, a copy of the membership roster (for a reasonable fee if required), notice of the Club's activities, and the right to participate in Club competition for awards.

SECTION 2. Requirements:

Requirements for membership shall not insist upon actual possession or ownership of a Model A Ford. Merely a sincere interest in the objectives of the Club, a desire to take an active part in the Club activities, and an acceptance of its purposes. An applicant must be of good character as to be of benefit to the Club and its functions and objectives and must display sincerity of purpose. An applicant for membership must remit the annual dues with his or her application for membership.

SECTION 3. Dues:

(a) The Board of Directors may determine from time to time the amount of initiation fees, if any, and dues payable to the Club by members on an annual basis. The Membership Year shall renew annually on January 1 and dues shall be payable in advance on the 1st day of January.

(b) Dues shall be payable in advance on the first day of the Membership Year for all members. Payment of such dues shall entitle the member to the rights and privileges for one full Membership Year as a member.

(c) When any member shall be in default in the payment of dues, his/her membership and rights shall be suspended or terminated in the manner provided in Section 4 of this Article.

SECTION 4. Termination of Membership:

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default of the payment of dues for the period fixed in Article III, Section 3 of these Bylaws. No member whose membership has been suspended or terminated or who has been declared ineligible or expelled shall have any right to vote or otherwise participate in the business affairs of the Club or receive the benefits thereof.

SECTION 5. Resignation:

Any member may resign by filing a written resignation with the Secretary of the Club and upon the Secretary's receipt of such resignation the resigning member's membership shall be terminated, but such resignation and termination shall not relieve

the member of the obligation to pay any dues, assessments, or other charges then outstanding and unpaid.

SECTION 6. Reinstatement:

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. Transfer of Membership:

Membership in the Club is not transferable or assignable.

**ARTICLE IV
MEETING OF MEMBERSHIP**

SECTION 1. Annual Meetings:

Regular annual meetings of the members shall not be required or held.

SECTION 2. Special Meetings:

Special meetings of the members may be called either by the President, the Board of Directors, or not less than five percent (5%) of the members eligible to vote.

SECTION 3. Place of Meeting:

The Board of Directors shall designate a time and a place, either in or out of the State of California, as the site for any Special Membership Meetings.

SECTION 4. Notice of Meetings:

Written or printed notice, stating the place, day and hour of any Special Membership Meeting shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than thirty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. Publication of such information in The Restorer shall constitute such notification. In case of a Special Meeting or when required by statute or by these Bylaws, the general nature of the business to be transacted at the meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed as delivered on the day on which it is deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Club with postage thereon prepaid.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1. General Powers:

The affairs of the Club shall be managed by its Board of Directors.

SECTION 2. Number and Tenure:

The authorized number of Directors shall be nine, four of whom shall be elected for terms beginning in even-numbered years and five of whom shall be elected for terms beginning in odd-numbered years. Each Director's elected term of office shall be for a two year term commencing upon installation and continuing until a successor shall have been elected and installed. The Board of Directors shall appoint persons to fill any vacancy unexpired term thereof.

SECTION 3. Qualification, Nomination, and Elections:

Elections to the Board of Directors shall be by written ballot. The following procedures shall apply:

(A) Qualification of Candidates

To be considered as a Nominee, a candidate must be a MAFCA member in good standing whose membership is not then suspended or terminated, at least 18 years of age, and be familiar with the operations of MAFCA locally, regionally and/or nationally. No candidate shall be eligible for re-election to a third consecutive full term; however, candidates shall be eligible for re-election after at least one year not on the Board. Candidates, other than those running for re-election, shall be requested to provide current references as to their qualifications. Each candidate elected will be expected to attend all scheduled Board Meetings.

(B) Nominations

(1) By Board Action

A Nominating Committee shall be appointed prior to April 1 of the year of the election, and shall be approved by the Board of Directors. The Nominating Committee shall consist of a Director who is ineligible or unwilling to run for re-election, as Chairman, and member representatives from differing geographic sections of the continental United States and Canada. The Nominating Committee shall solicit candidates from the membership at large and shall, if required, make further nominations to provide a slate of Nominees greater than the number of openings on the Board. The Nominating Committee shall review and confirm the qualifications of all candidates before including their name on the slate of Nominees, which shall be submitted to the Board of Directors for their approval.

(2) By petition of the membership

Any qualifying member shall have his or her name included directly on the slate of nominees by submitting a petition to the Board of Directors, signed by one percent (1%) or more of the member eligible to vote, and by supplying the qualification information required in sub-paragraph (B)(4) of this Section.

(3) By petition to the Board

Any qualifying member may petition the Board to have his or her name placed in nomination. The requirements for the petition to the Board are the same as those to the membership except it is not necessary to secure signatures of one percent (1%) of the membership eligible to vote of MAFCA.

(4) Documentation

Candidates shall provide documentation in accordance with current policy of the Club, which policy shall be provided to any nominee, candidate or member upon written request to the Secretary therefor.

(C) Election

(1) Close of Nominations

The nominations shall be closed on June 18th of the year of the election.

(2) No Cumulative Voting Allowed

(3) Election of Directors by Written Ballot

Pursuant to Section 7513(e) of the California Corporations Code, or any comparable successor statute, the election of Directors shall be conducted by written ballot conducted through the mail without a meeting of the members in accordance with the requirements of Section 7513 of the California Corporations Code. The mailing of ballots to all members eligible to vote during the third quarter of the year of the election shall be accomplished by order of the Board of Directors, provided, however, that the mailing of ballots shall occur no later than thirty (30) calendar days before the ballot return deadline specified in subparagraph (C)(4) below. All ballots shall be mailed to the members eligible to vote through the United States mail.

(4) Inspectors of Election - Return and Counting of Ballots

Members shall return the marked ballots to MAFCA in envelopes postmarked no later than October 15 of the year of the election. The Ballots shall be counted by a committee appointed for this purpose. The committee shall be comprised of 1) MAFCA members appointed by the Nominating Chairman who shall serve as ballot counters, and 2) one or three persons who shall constitute the inspector(s) of election as defined in Section 7614 of the California Corporations Code or any comparable successor statute. The inspector(s) of election shall have those duties, responsibilities and powers enumerated in Section 7614 of the California Corporations Code, e.g. authority to make decisions regarding validity of ballots, voting and election results. The results shall be verified by the Nominating Committee Chairman. All ballots shall be kept on file by the Club for at least one year following the ballot return deadline

(5) Results

Immediately after the results of the election have been verified, the Nominating Committee Chairman shall be responsible to notify all candidates of the results. The results shall be read next ensuing National Awards Banquet.

(6) Installation

The newly elected Directors shall be installed at the, National Awards Banquet which is held in accordance with Article V Section 6 of these bylaws.

(7) 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 the number of the Directors to be elected, the Board of Directors may, without further action, declare that those nominated and qualified to be elected have been elected.

SECTION 4. Regular Meetings:

The Board of Directors may provide by resolution the time and place, either within or without the State of California, for the holding of regular or special meetings of the Board, without other notice than such resolution.

SECTION 5. 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 persons authorized to call special meetings of the Board may fix any place, either within or without the State of California, as the place for holding any such special meeting of the Board of Directors called by them.

Section 6. National Awards Banquet

The National Awards Banquet shall be held between November 15 of the election year and January 15 of the following year, the exact time and location to be determined by the Board of Directors.

SECTION 7. Notice:

Notice of all regular and special meetings of the Board of Directors shall be given at least four days prior to the meeting date by a written notice delivered by first-class mail or forty-eight hour notice delivered personally or by telegram, telephone, including a voice messaging system or electronic transmission by the Club to each Director at the address shown for each Director on the records of the Club. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

SECTION 8. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, 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 9. Manner of Acting:

The action of a majority of the 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 these Bylaws.

SECTION 10. Vacancies:

Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of increase in the number of Directors, may be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the

predecessor in office. Terms of Directors appointed by reason of increase in the number of Directors shall be consistent with Section 2 of this Article.

SECTION 11. Compensation:

Directors shall not receive any salaries for their services. No Director, spouse, son or daughter of any Director may be employed by the Club or perform services for the Club for compensation.

SECTION 12. Removal:

Any member of the Board of Directors may be removed by two-thirds approval of the full Board of Directors whenever such Director's performance is detrimental to the welfare of the Club.

SECTION 13. Indemnification of Directors and Officers:

Each Director and officer of the Club now or hereafter serving as such, shall be indemnified by the Club against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such Director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as a Director or officer and the Club shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence. Indemnification by the Club shall be in accordance with the law and procedures as set forth in Section 7237 of the California Corporations Code.

SECTION 14. Insurance:

The Club may purchase and maintain on behalf of any person who is or was a Director, officer, agent or employee of the Club, or who is or was serving at the request of the Club as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability asserted against, and incurred by, said person in any such capacity, or arising out of their status as such, whether or not the Club would have the express power to indemnify such persons against such liability under the provisions of the California Corporations Code.

**ARTICLE VI
OFFICERS, DIRECTORS AND STAFF**

SECTION 1. Officers:

The officers of the Club shall be President, one or more Vice Presidents (number thereof to be determined by the Board of Directors), Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may appoint from time to time, at any meeting duly called under these Bylaws, such other officers, including, but not necessarily limited to one or more Assistant Treasurers, and one or more Assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of

Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. Election. Term of Office:

Officers of the Club shall be elected annually by the Board of Directors, at the National Awards Banquet. Vacancies of an office may be filled or new offices created and filled at any meeting of the Board of Directors. Each such officer shall hold office until a successor shall have been duly elected by the Board of Directors.

SECTION 3. Removal:

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors in a reasonable and timely manner for the unexpired portion of the term.

SECTION 5. 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. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Club as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws or by statute to some other officer or agent of the Club; and in general shall perform all duties as may be prescribed by the Board of Directors.

SECTION 6. Vice President:

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President (or in the event there is more than one vice president, the vice presidents in order designated, or in the absence of any designation, then in order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

SECTION 7. Treasurer:

If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of, and be responsible for, all funds and securities of the Club; receive and give receipt for monies due and payable to the Club from any source whatsoever, and deposit all such monies in

the name of the Club in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Secretary:

The Secretary shall keep 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 of the Corporate Seal of the Club, and see that the Corporate Seal of the Club is affixed to all documents as may be required by law or the Articles of Incorporation or Bylaws of the Club, the execution of which on behalf of the Club under its Seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries:

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

ARTICLE VII COMMITTEES

SECTION 1. Committees of Directors:

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors; but the designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it by law.

SECTION 2. Other Committees:

Other committees, not having and exercising the authority of the Board of Directors in the management of the Club may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be MAFCA members and the President shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Club shall be served by such removal.

SECTION 3. Term of Office:

Each member of a committee shall continue as such until he or she is re-appointed or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. Committee Chairman:

One member of each committee shall be appointed Chairman.

SECTION 5. Vacancies:

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum:

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules:

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with such rules and policies as may be adopted by the Board of Directors from time to time.

**ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

SECTION 1. Contracts:

The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc.:

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or a Vice President of the Club.

SECTION 3. Deposits

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select from time to time.

SECTION 4. Gifts:

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or any special purpose of the Club.

**ARTICLE IX
CHAPTERS**

SECTION 1. Charter:

A Charter shall be granted by the Board of Directors of the Model A Ford Club of America (MAFCA) to each prospective chapter that meets all requirements to form said chapter.

SECTION 2. Membership:

The officers and governing body of each Chapter shall be MAFCA members. Each chapter shall regularly publicize and encourage support of all MAFCA policies and programs. Each chapter shall strongly advocate that all its members be MAFCA members. MAFCA membership shall not, however, be a prerequisite to membership in a chapter unless that chapter's bylaws require MAFCA membership.

SECTION 3. New Chapter Registration:

Application for a charter shall be made to the Board of Directors of MAFCA in the form of a petition, which shall be duly signed by a minimum of five (5) persons who are members of the MAFCA but not of the same family membership as defined in Article III (Members).

SECTION 3A. Annual Chapter Registration:

MAFCA requires that each Chapter complete and return to the MAFCA Office an Annual Registration Form. As a minimum requirement, the form shall contain the names of the President and four additional members of MAFCA, but not of the same family membership as defined in Article III (Members).

SECTION 4. Revocation of Charter:

Any Chapter may have its Charter revoked by the Board of Directors of MAFCA for failure to conform to the purposes as stated in Article II of these Bylaws, failure to have meetings at least once per year, or failure to maintain annual contact with MAFCA. If a Charter is revoked, and a Chapter dissolved, the Board of Directors of MAFCA must provide 30 days written notice to the affected Chapter of a scheduled hearing date. If as a result of the hearing, the Board and Chapter are unable to resolve the issues, the dissolution of the Chapter shall then become final.

**ARTICLE X
REGIONS**

SECTION 1. Definition:

A Region shall consist of a minimum of five (5) chartered Chapters, representing a defined geographic area, which shall not coincide nor interfere with any other Region's boundaries.

SECTION 2. Charter:

Upon affirmative action by the Board of Directors of MAFCA, a Charter shall be granted to each prospective Region submitting a petition and meeting the requirements prescribed in these Bylaws.

SECTION 3. Application:

Application for recognition as a Region shall be made to the Board of Directors of MAFCA in the form of a petition signed by a minimum of five (5) officers and/or members, all of whom are MAFCA members, from each Chapter requesting affiliation with the prospective Region.

SECTION 4. Requirements:

The officers and governing body of each Region shall be MAFCA members. Each Region shall regularly publicize and encourage support of all MAFCA policies and programs. Each Region shall strongly advocate that all its members be a MAFCA member; however, MAFCA membership shall not be a prerequisite to membership in a Region. Regions shall remain subservient to the desires of the majority of the Chapters affiliated with the Region.

SECTION 5. Changes:

Any additions or terminations of Chapters affiliated with a Region shall be reported by the Region to the Board of Directors of MAFCA within 30 days of such additions or terminations. Said notice shall be duly signed by at least five (5) officers and/or members of the Region including at least one from the affected Chapter.

SECTION 6. Revocation of Charter:

Any Region may have its charter revoked by the Board of Directors of MAFCA for failure to conform to the purposes as stated in Article II of these Bylaws, failure to maintain the requirements, or failure to maintain annual contact with MAFCA. If a Charter is to be revoked, and a Region dissolved, the Board of Directors must provide 30 days written notice to the affected Region of a scheduled hearing date. If, as a result of the hearing, the Board and Region are unable to resolve the issues, the dissolution shall then become final.

**ARTICLE XI
SPECIAL INTEREST GROUPS**

SECTION 1. Definition:

A Special Interest Group shall consist of a group of chartered Model A hobbyists organized in an undefined geographic area who share a common interest in a particular Model A Body Style or Model A interest.

SECTION 2. Charter

Upon affirmative action by the Board of Directors of MAFCA, a Charter shall be granted to each prospective Special Interest Group submitting a petition and meeting the requirements prescribed in these Bylaws. The officers and governing body of each Special Interest Group shall be MAFCA members. Each Special Interest Group shall regularly publicize and encourage support of all MAFCA policies and programs. Each Special Interest Group shall strongly advocate that all its members be MAFCA members. MAFCA membership shall not, however, be a prerequisite to membership in a Special Interest Group.

ARTICLE XII THE CERTIFICATES OF MEMBERSHIP

SECTION 1. Certificates of Membership:

The Board of Directors of MAFCA may provide for the issuance of certificates evidencing membership in MAFCA, which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of MAFCA. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors of MAFCA may determine.

SECTION 2. Issuance of Certificates:

When a member has been elected or admitted to membership and has paid any initiation fee and dues that may be required, a Certificate of Membership shall be issued in his or her name and delivered to said member by the Secretary if the Board of Directors of MAFCA shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

ARTICLE XIII BOOKS AND RECORDS

The Club shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principal office of the Club a record giving the names and addresses of the members entitled to vote. All Books and records of the Club may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIV FISCAL YEAR

The fiscal year of the Club shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XV SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Club and the date of incorporation.

**ARTICLE XVI
AMENDMENTS TO BYLAWS**

SECTION 1. Proposal by Board of Directors:

A proposed amendment to these Bylaws may be submitted by the Board of Directors to the membership, who will vote on the proposed amendment by mailed written ballot. If the proposed amendment is approved by a majority of the votes of the membership votes cast, it shall be deemed adopted and approved and incorporated in the Bylaws of the Club.

SECTION 2. Proposal by Membership:

A proposed amendment to the Bylaws may be submitted to the Board of Directors by means of a petition signed by at least four percent (4%) of the members eligible to vote as of the 31st day of December preceding the date of the submission of the petition to the Board of Directors. The Board of Directors must then submit the proposed amendment to the membership for vote by the members not later than the next regular annual election, which occurs ninety (90) days following submission. The membership will vote on the proposed amendment by mailed written ballot. If the proposed amendment is approved by a majority of the membership votes cast, it shall be deemed adopted and approved incorporated in the Bylaws of the Club.

Articles of Incorporation Filed with the
California Secretary of State:
October 21, 1957

BYLAWS AMENDED:

December 30, 1957	December 3, 1977	December 3, 1992
December 6, 1959	December 1, 1979	December 5, 1994
June 17, 1962	November 15, 1980	December 7, 1996
December 8, 1963	December 3, 1983	December 5, 2003
December 6, 1969	December 5, 1987	December 14, 2006
		December 10, 2010