

INLAND EMPIRE MUSTANG CLUB
Spokane, Washington

BY-LAWS

As Revised: April 4th, 2017

ARTICLE I.

NAME: The name of this corporation is INLAND EMPIRE MUSTANG CLUB (IEMC).

ARTICLE II.

DURATION: The period of its duration is perpetual.

ARTICLE III.

PURPOSES: This corporation is organized for the following purposes: to encourage and provide an opportunity to develop friendship, cooperation and pride among Mustang and Shelby automobile enthusiasts; to encourage safe, skillful and sportsmanlike driving habits; to promote, sponsor, organize and participate in activities of interest to Mustang and Shelby enthusiasts; and to engage in any or all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted to be done by corporations under RCW 24.06 or any applicable laws that may be now or hereafter applicable or available to this corporation.

ARTICLE IV.

MEMBERSHIP: Qualification, rights and responsibilities of members and the manner of their admission to membership is as follows: Membership in the IEMC shall be for individuals at least 16 years of age that are dedicated to the preservation, care, history and enjoyment of Ford Mustangs and/or Shelby-American automobiles. Ownership is not essential. Applicants shall become members upon completion of the membership application and payment of dues.

ARTICLE V.

CLASSES OF MEMBERSHIP:

a) **Individual and Family:** Any Mustang or Shelby enthusiast(s) accepted for membership and having paid such annual dues and fees as required.

b) **Charter:** All members who joined on or before January 1, 1984.

NOTE: Both classes of membership include one additional "associate" family member for the purpose of voting. Such individuals must reside with the member and be at least 16 years of age. Individuals, other than the member's spouse or significant other, that have reached 25 years of age are not eligible for "associate" status and must obtain their own membership.

ARTICLE VI.

DUES: Annual dues (per calendar year) shall be;

a) Individual and Family members: \$25.00

b) Charter Members: \$00.00

Payment of Dues: Annual dues shall be payable January 1st and shall become delinquent after March 1st. Individuals, whose dues become delinquent and then rejoin within the same calendar year, shall pay the full year's dues.

For new members joining after July 31st, dues shall be based on the schedule included in the membership application.

Waiver of Dues – Military Service

In recognition of their service and sacrifice on behalf of all Mustang enthusiasts and U.S. citizens, it shall be the policy of the Inland Empire Mustang Club that any member in good standing who;

a) has been an IEMC member for a minimum of six (6) months, **AND**

b) is also a member of any branch of the U.S. Military Armed Forces, Air National Guard or Army Reserve, may apply for waiver of membership dues for a period of one (1) year in the event of their re-assignment or deployment, **not including short term (under 6 month) temporary duty**, to a military facility, or area of operations, in excess of 250 miles from IEMC headquarters (Spokane, WA). Requests for such waiver of dues may be submitted by the affected member, or any other active member aware of such qualifying re-assignment or deployment, to the Treasurer for review and approval by a majority of Officers. IEMC dues are assessed on a calendar year basis, therefore:

a) Re-assignment or deployment occurring prior to September 1st of the year will result in a refund of already paid dues.

b) Re-assignment or deployment occurring on or after September 1st of the year will result in waiver of the ensuing year's dues.

In the event the re-assignment or deployment exceeds one (1) year, dues may continue to be waived by approval of a majority of Officers.

Refunds: Once payment has been deposited in the IEMC account, dues shall not be refunded without approval of a majority of Officers.

ARTICLE VII.

PRIVILEGES: Members are entitled to all IEMC privileges.

ARTICLE VIII.

EXPULSION: Any IEMC member that feels an individual's membership is not in the best interests of the IEMC may present their concerns to the Officers for review. Any member may be expelled for infraction of the IEMC rules, or such other causes as may be determined by a majority of Officers as being in the best interest of the IEMC. Expelled member shall be notified of their expulsion by Certified mail, return receipt requested. After such action is taken, the expelled member shall have an opportunity to appeal to the Board, in writing or in person, his/her position on any charge of which he/she shall be notified. The appeal must be received no later than ten (10) days after the member receives written notification of expulsion. The Board shall then consider, within fourteen (14) days of the appeal, whether the expulsion should stand. Unless two thirds of the Board votes to retain the member, the expulsion shall stand.

ARTICLE IX.

RESIGNATION: Any member may resign by communicating intent to resign in writing to an Officer. His/her resignation shall be effective on receipt, provided all indebtedness to the IEMC is paid. Any refunds of dues paid will be in accordance with Article VI Refunds.

ARTICLE X.

CAPITAL STOCK: The Corporation shall not authorize or issue capital stock.

ARTICLE XI.

INTERNAL AFFAIRS:

Section 1. Voting: To be eligible to vote, the member must be at least 16 years of age and be in good standing in the IEMC either as an individual, associate family member or charter member as classified in Article V – Classes of Membership. All actions, except those otherwise defined elsewhere in the By-Laws, shall be by a majority of those eligible voters present. Members (and their "associate" family member for voting purposes) may each cast one vote (maximum of two votes per membership). Except as hereafter provided, voting by proxy or absentee ballot shall not be allowed except with the approval of a majority of the Board of Directors in accordance with the rules they prescribe.

Section 2. Quorum: To conduct IEMC business, a quorum must be present. At formal meetings of the members, one-half of the Officers plus ten percent of the members listed on the roster shall constitute a quorum. At Board of Directors meetings, one-half of the Officers and 2/3 of the Directors shall constitute a quorum.

Section 3. Formal Meetings:

- a) Monthly Business Meeting: Unless otherwise specified by a majority of the Board, meetings shall be held on the first TUESDAY of each month.
- b) Election Meeting: Each December the members shall meet to conduct elections. This meeting may be held in conjunction with the Monthly Business Meeting held during December.
- c) Reports of Officers and Standing Committees Meeting: Each June Officers and standing committees shall report to the membership the status of their area of responsibility. This meeting may be held in conjunction with the Monthly Business Meeting held during June.
- d) Board Meetings: Notice of Board meetings stating the place, day, hour and purpose of the meeting shall be given by the Secretary to the membership not less than seven days before such meeting.
- e) In addition to any provisions of the applicable laws, special meetings of the members may be called by the President or by a majority of the Officers.

NOTE: Routine committee meetings are not considered as formal or special meetings and therefore do not require a quorum or notification to IEMC members, other than those serving as committee members.

Section 4. Officers: The President, Vice-President, Treasurer and Secretary are to be elected for a one-year term running January 1st to December 31st.

Section 5. Board of Directors: The Board shall consist of the following ten individuals; Current President, Vice-President, Treasurer and Secretary plus the most recent available Past President, Past Vice-President and four Directors-at-Large. Directors-at-Large are to be elected on alternate years so that two are elected each year for two-year terms.

Section 6. Nominating Committee: The President shall appoint a Nominating Committee of three members no later than the October business meeting. The committee shall nominate candidates for Officer and Director-at-Large positions that are up for election. These nominations shall be submitted at the November business meeting. At the November and December meetings IEMC members may nominate additional candidate(s). All nominees, as of the close of the November Business meeting, shall be published in the November newsletter, or via email distribution to the members if no newsletter is being published. All nominations accepted to date shall be announced at the December meeting prior to the voting.

Section 7. Election of Officers and Directors-at-Large: Elections shall be held at the December meeting. Individuals shall be elected by a majority vote of the members in attendance. Members in good standing wishing to vote by absentee ballot shall request a ballot from the Secretary and return same to the Secretary prior to the election meeting.

Section 8. Resignation: In the event that any of the aforementioned Officers or Directors shall resign or become unable to complete his/her elected term, the Board of Directors shall appoint a member to fill the vacancy, **until the next election**, as follows:

a) President – In the case of the President's resignation or inability to complete his/her elected term, the Vice-President shall assume the duties of the office of President.

b) Vice-President, Treasurer or Secretary – The Board of Directors shall appoint a qualified replacement from the membership.

c) Past President or Past Vice-President – The most recent, available, Past President or Past Vice-President, still in good standing with the IEMC, shall be appointed.

d) Director-at-Large – Vacating the position to accept election to an Officer position (the "vacancy" coincides with the normal annual election period):

i. In the **final** year of a two-year term - the vacant two-year term is filled in accordance with the rules governing election of Officers and Directors-at-Large.

ii. In the **first** year of a two-year term – this creates a one-year term vacancy (necessary to maintain the alternate term sequence) which shall be filled using the results of the annual election (example: the two 2-year terms up for normal election will be filled by the two candidates receiving the most votes and the next highest vote-getter shall be deemed to be elected to the remaining one-year term).

e) Director-at-Large – Resignation or inability to complete his/her elected term, **except** as noted in **d)** above:

i. As outlined above, the Board of Directors shall appoint a member to fill the vacancy **until the next election**. NOTE: if there is more than one year remaining in the term, the guidelines provided in **d) ii)** above shall be used to fill the one-year term created by the departure.

Section 9. Duties of Officers & Directors:

a) The President shall preside at all meetings of the members and Board of Directors and shall perform duties pertaining to this office. He/she may call special meetings of members. He/she shall be the Chief Executive of the IEMC. The President shall normally assign duties as listed in these By-Laws but may, in the best interests of the IEMC, assign duties to other individuals.

b) The Vice-President, in the absence of the President or his/her inability to act, shall perform the duties usually appertaining to the Office of the President. The President may also request other duties be performed by the Vice-President.

c) The Secretary shall keep minutes of monthly meetings and Board of Director meetings. These minutes shall be retained for seven years and available to the general membership. Notice of all meetings shall be given to the members as required by applicable laws or these By-Laws and shall perform all duties incidental to this office, as required by applicable

laws or by the majority vote of the Board of Directors. In the absence of the Secretary from any of the said meetings, a Secretary pro-tempore shall be chosen by the presiding Officer.

d) The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all financial records, monies, debts, and obligations belonging to the IEMC. He/she shall receive all monies of the IEMC and deposit same in the IEMC account(s). The Treasurer shall keep an up-to-date roll of all IEMC members that have paid dues. He/she shall ensure timely payment of IEMC debts. Expenditures/reimbursements shall be supported by receipts and/or IEMC approval forms. All checks, drafts, notes or other orders of payment of money shall be signed in the name of the IEMC by the Treasurer. In the absence of the Treasurer, the President or Vice President would assume these duties. Bond and/or crime insurance shall be provided at IEMC expense, if required by the Board of Directors. The Treasurer may establish an online banking account, and will be the sole administrator of the account. The President and Vice President, who are also authorized check signers, will be provided the user ID and password for the online account. The Treasurer shall print monthly account statements to be included in the Club's financial records. The Treasurer shall give a report on the financial status of the IEMC at Monthly Business Meetings and, if requested by the President, at any other meeting. At the Monthly Business Meeting the Treasurer shall also provide the Board of Directors with a report detailing expenses and income for the month and a year-to-date summary. This report shall also be made available to the membership, at their request.

e) The Board of Directors shall perform duties, as the President shall see fit.

f) Per RCW 4.24.264 Liability of Directors and Officers of nonprofit corporations:

i. Except as provided in subsection (ii) of this section, a member of the board of directors or an officer of any nonprofit corporation is not individually liable for any discretionary decision or failure to make a discretionary decision within his or her official capacity as Director or Officer unless the decision or failure to decide constitutes gross negligence.

ii. Nothing in this section shall limit or modify in any manner the duties or liabilities of a Director or Officer of a corporation to the corporation or the corporation's members.

Section 10. Obligor IEMC Money: Except as provided below, IEMC monies shall not be expended or obligated without membership approval:

a) Recurring Expenses:

i. Frequently Recurring – Typically, under \$200 per expenditure, these expenses have been given prior, ongoing, approval by the Board and membership. Recurring approval by the membership is not required. Typical examples are office supplies, stamps, door prize money, etc.

ii. Annually Recurring – Typically larger expenditures over \$200.00 occurring on an annual basis, arising in the normal course of IEMC operations. Often, these expenses are the result of committee requests. Examples include charitable contributions, funding for the IEMC’s annual car show, IEMC picnic and Christmas party, INCCC Calendar Ads, etc. Annual recurring expenses (other than IMM & Legal Obligations listed below) over \$200.00 require membership approval.

1. International Mustang Meet (IMM) Expenses - As a member of the IMM, the IEMC is committed to representation at the annual Spring IMM meeting. As such, expenses for two IEMC representatives, as required for voting procedure by the International to include hotel, travel and food are authorized. Expenses for additional International attendees may be pre-approved by the membership.

iii. Legal Obligations – Examples include taxes, insurance and license fees. No vote required. These expenses are automatically paid.

b) Non-recurring:

i. Emergency Expenses Where Immediate/Timely Payment Is Required - Emergency expenditures over \$200 but less than \$500.00 require approval by a majority of the Board. These expenditure limits are cumulative, per month and require notification to the membership at the next monthly business meeting.

c) Expenditures over \$500 - Other than those covered above (in Section 10) require Board Recommendation and approval by the membership.

. **Section 11. Financial Inspection:** The President shall appoint two Board members to inspect the IEMC’s financial records annually. The inspection shall be performed no later than the end of February. A written report of the results shall be provided to the Board of Directors no later than the March IEMC meeting.

Section 12. Appointment of Committees: The President and Board of Directors shall appoint such committees as found desirable from time to time and shall outline the duties and responsibilities of such committees. All reports or action taken by a committee must be approved by a majority of the entire committee. In addition to the authority granted above, certain standing committees, as set forth below, shall be appointed by the President: ACTIVITIES, AUCTION, HEALTH & WELFARE, MEMBERSHIP and MOTORSPORTS.

Section 13. Fiscal Year: The fiscal year of the IEMC shall be January 1 to December 31.

Section 14. Amendment to the By-Laws: The Board of Directors of the IEMC, or any ten active members, in good standing, by written proposals submitted to the Secretary, may propose an amendment to these By-Laws. Upon such proposal being made, a copy thereof shall be included in the notice of the next meeting of the members. If a quorum exists and two-thirds of the members present vote in favor of the proposal at the meeting, the proposed amendment shall thereby be adopted and approved.

Section 15. Distribution of Assets Upon Dissolution: All assets owned by this corporation at the time of dissolution shall be donated to a non-profit or charitable organization, or cause not inconsistent with applicable laws.

Section 16. IEMC Name and Address:

Inland Empire Mustang Club

P.O. Box 13591

Spokane Valley, WA 99213-3591

AS APPROVED AND ADOPTED BY THE IEMC MEMBERSHIP

THIS 4th DAY OF APRIL IN THE YEAR 2017

//Signed//

Tom Morris

PRESIDENT

INLAND EMPIRE MUSTANG CLUB (IEMC)