

# ROGUE VALLEY A'S

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## Constitution And Bylaws

Rogue Valley A's Chapter February 2002  
Model A Ford Club of America

### **ARTICLE I NAME**

The name of this organization shall be "Rogue Valley A's", (RVA's) a chapter of the Model A Ford Club of America, Inc. (MAFCA) and incorporated as a Non Profit Mutual Benefit Corporation under the Corporation Code of the State of Oregon. Its principal office shall be in Medford, Oregon. As used in these bylaws, the terms "club", "chapter", "corporation", and "organization" shall mean "Rogue Valley A's" in its corporate sense.

The order of preference for conducting the affairs of the Corporation shall be these bylaws, the bylaws of MAFCA, the Articles of Incorporation, the Oregon Corporate Code, and if not specified above, the most recent revision of the Robert's Rules of Order Simplified. recent revision of the Robert's Rules of Order Simplified.

### **ARTICLE II PURPOSE**

#### **Section 1**

To serve as a medium of exchange of ideas, information, and parts for admirers of the Model A Ford cars and trucks, and to aid those admirers in their efforts to restore and preserve the vehicles in their original likeness. The club will exercise general assistance, direction, and encouragement to its members in their restoration process.

#### **Section 2**

To unite in a central organization owners and admirers of Model A Fords who are interested in restoring and maintaining the automobile in a manner to attract prestige and respect within the community. Further, it shall be the purpose of this Club to help members become better acquainted, encourage and maintain among its members the spirit of good fellowship, sociality, and fair play through sponsored activities including the use of the Model A Ford and family participation.

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**Section 3**

To accomplish the above purposes, the Club shall be open to all persons and shall be noncommercial, nonsectarian, and non-partisan.

**ARTICLE III MEMBERS****Section 1** – Requirements

Chapter members are required to be members of the Model A Ford Club of America, the national organization. A member should possess a desire to take an active part in Club activities and have an interest in the objectives of the Club. An applicant for membership must be of good character as to be of benefit to the Club and its functions and objectives, and display sincerity of purpose.

**Section 2** – Class of Members

The Club shall have two membership classifications: Active and Honorary (Life).

Active membership may be as an individual and/or spouse.

Honorary (Life) memberships will be awarded by a majority vote of the membership to those who have contributed to the Club their talents, time, merchandise, and/or services above and beyond the call of membership requirements. Honorary members will be listed in the roster with a notation of this designation and will not be required to pay annual dues or attend meetings.

**Section 3** – Rights

Each member or spouse may hold elective office, may accept committee appointment, have voting privileges at all meetings and functions, receive the newsletter, and be eligible for any other rights and privileges that may be established by the Club. Member and spouse are considered to be two individual members when considering the total numbers of members.

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**Section 4 – Dues**

(A) The Executive Committee (Board of Directors) with concurrence of a majority vote of the members at a regular meeting, may determine from time to time the amount of initiation fee (if any) and dues payable to the Club by members on an annual basis.

(B) Dues shall be payable in advance of the first day of January of each year and are not refundable.

(C) Dues paid after October 1 entitle the new member to membership through December 31 of the following year.

**Section 5 – Involuntary Termination of Membership**

The Executive Committee (Board of Directors), after an appropriate hearing, and by affirmative vote of two thirds of the current member present at a regular business meeting, may suspend or terminate membership for just cause. Any member found in default of payment of dues as defined in Section 4 will be suspended from membership, without prejudice.

**Section 6 – Resignation and Termination**

Any member may terminate their membership by default of payment of dues or may resign at any time by filing a written resignation with the Secretary. Such termination or resignation shall not relieve the member of the obligation to pay any assessment or other charges outstanding and unpaid. Termination of membership does not include refund of dues paid.

**Section 7 – Reinstatement**

Upon written request (a membership Application) filed with the secretary and signed by a former member who has been terminated, the Executive Committee by a majority vote may reinstate such former upon terms deemed appropriate.

**Section 8 – Transfer of Membership**

Membership in this Club is not transferable or assignable.

**Section 9 – Insurance**

All members shall be required to carry current automobile insurance as required by the Laws of the State of Oregon. The Club can not be held liable for the action(s) of individual members.

**ARTICLE IV MEETING OF MEMBERS****Section 1** – Annual Meetings

An annual meeting of members shall be held during December of each year. The purpose of said meeting shall be the election and installation of officers and the transaction of other business as may come before the meeting.

**Section 2** – regular meetings

Regular monthly meetings shall be held at a time and place determined by the membership at a regular meeting. The Secretary shall notify all members at least five (5) days in advance of such meetings by any reasonable means available.

**Section 3** – Special Meetings

Special meetings of the members may be called by the President or other officer or by no fewer than  $\frac{1}{4}$  of the current members for the transaction of business that can not, or is not, handled by the Executive Committee.

**Section 4** – Notice of Special Meetings

Notice of Special Meetings shall be written, stating the place, day, and hour of any special meeting. Notice shall be delivered to each member not less than five (5) days nor more than forty (40) days prior to the date of said meeting. The notice shall state the purpose of the meeting, and only the business stated in the notice may be considered at the meeting.

**Section 5** – Quorum

A quorum of members is considered to be  $\frac{1}{4}$  of the current members in good standing. If a quorum is not present at any meeting of the members, the chairman shall not take the chair, but shall adjourn to a specified future time or the next scheduled regular meeting.

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**.ARTICLE V OFFICERS****Section 1 – General**

The principle officers of the Club are the President, Vice President, Secretary, Treasurer, and Immediate Past President. These persons will constitute the Executive Committee. They may from time to time, with consent of the majority of the members at a regular meeting, appoint such officers, including but not necessarily limited to one or more assistant secretaries or assistant treasurers, as it deems desirable. Such officers will have the authority and will perform the duties prescribed from time to time by the Executive Committee.

**Section 2 – Election and term of office**

The principal officers of the Club shall be elected by secret ballot from the current members at the annual meeting.

The President shall appoint a Nominating Committee at or prior to the October regular meeting. The Committee will present its recommendations to the members at the November meeting, in addition, nominations from the floor will be received.

The Nominating Committee will publish and distribute the ballot at least ten (10) days prior to the annual meeting. Each member entitled to vote will cast their ballot either in person or by mail with the Chairman of the Nominating Committee prior to or at the annual meeting.

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The Nominating Committee will act as tellers and tally the votes and report the results to the general membership. A majority of the ballots cast for each officer will constitute the election of that officer. The Committee will also act as the Installation Committee for the installation of officers at the annual meeting.

No officer may be elected for more than two (2) successive terms in the same office, nor serve more than three (3) of any four (4) years in any office. The term of office shall be one (1) year, January 1st through December 31st. No officer may hold any other position or committee assignment while in office.

**Section 3 – Removal**

Any officer may be removed from office by a 2/3 vote of the members at a regular scheduled meeting, whenever in its judgment, the best interest of the Club or the individual would be served thereby. Such removal shall be without prejudice of the person so removed.

**Section 4 – Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, during any year may be filled by the Executive Committee from the general membership for the unexpired 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. The President shall preside at all meetings of the members held in accordance with Article V, Sections 1 & 2 of these Bylaws. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee. The President shall conduct all meetings as set forth in Roberts Rules of Order Simplified or as near as reasonable for the efficient control of deliberation of the membership.

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**Section 6 – Vice President**

In absence of the President or in the event of the Presidents inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President, Executive Committee, or general membership.

**Section 7 – Secretary**

The duties of the Secretary shall be to:  
keep minutes of the meetings of the members held in accordance with Article V Sections 1, 2, & 3 of these Bylaws, and the minutes of the Executive Committee meetings, 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 Club's records and ascertain that proper signatures are affixed to all documents required  
keep a register of the post office address of each member which shall be furnished to the Secretary by such member on a membership application form provided by the Club  
In general perform all duties as from time to time may be assigned by the President, Executive Committee, or the general membership.

**Section 8 – Treasurer**

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club; receive and give cash receipts 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 bank, trust companies, or other depositories as shall be selected by the members of the Club. Club in such bank, trust companies, or other depositories as shall be selected by the members of the Club. The Treasurer, in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, Executive Committee, or the general membership.

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**Section 9 – Immediate Past President**

The duties of the Immediate Past President will be to assist the President and Executive Committee as deemed necessary. S/he shall also perform such other duties as from time to time may be assigned by the President, Executive Committee, or the general membership. S/he may also serve as chairman of a regular scheduled meeting in the absence of the President and the Vice President.

**ARTICLE VI EXECUTIVE COMMITTEE****Section 1 – Members**

The Executive Committee is composed of the President, Vice President, Secretary, Treasurer, and the Immediate Past President. The President of the Club shall be the chairman of this committee and the Secretary of the Club shall be the Secretary of this committee.

**Section 2 – Powers**

The Executive Committee shall manage the affairs of the Club on a daily basis. They shall have powers including, but not limited to, formation of committees, preparation of the budget for the fiscal year, review of Club programs, formulation of rules and procedures for the betterment of Club operations and any other functions reasonably deemed by this Committee as pertinent to the good operation of the Club. All decisions by this body will be presented to the general membership for approval at the next regular meeting unless already approved.

**Section 3 – Meetings** The President, or any two members of the Committee, will call for a meeting at a time and place to be determined in advance of each meeting. The Committee will, in the normal course, meet on at least a quarterly basis. All members will be notified by the most efficient means available. The Executive Committee shall make every effort to notify the Club of the time, date, and place of such meetings.

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A transitional meeting of the Executive Committee shall occur after the election of new officers after the December meeting and before the meeting of January of the successive year. This meeting shall be called by the President, notifying each member, both incumbent officers and officers-elect, of the date, time, and location of such meeting. The purpose shall be to provide for an orderly transition of office, to turn over books and records, to assist newly elected officers in understanding their positions, and to jointly produce the budget for the next year. Although only the currently serving elected members shall have the right to a formal vote, this budget shall be presented to the membership at the January meeting for a vote of acceptance, modification, or rejection.

**Section 4 – Quorum**

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. If less than a majority of the members are present, the meeting is considered adjourned without further notice.

**ARTICLE VII FISCAL YEAR**

The fiscal year of the Club shall begin on the first day of January and end on the last day of December.

**ARTICLE VIII NEWSLETTER**

A monthly newsletter shall be published and will give notice of all Club meetings and activities. This newsletter shall be electronically mailed to all current members and other persons and organizations approved by the Club. For any members not having e-mail a buddy will be designated, the duty of the buddy will be to keep the member informed of club activities.

**ARTICLE IX BOOKS AND RECORDS**

**Section 1 – books and records**

The Club shall keep the following records of its operations:  
Correct and complete books and records of account including all monies .

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Minutes of the meetings of its members, Executive Committee meetings, and committees having the authority of the Executive Committee.

Current record of all names and addresses of all its members .

Separate record of all standing rules and special rules as adopted by the club.

All books and records of the Club may be inspected by any member or his agent or attorney for any proper purpose by sending written notice of intent to inspect to the President of the Club.

These books and records are the property of the Club and may not be copied or altered without permission of the Club.

#### **Section 2 – Property of the Club**

All documents, records, and assets, written or acquired, by committee chairmen or members of committees for the benefit or use of said committees, that either directly or indirectly, affect the operation or benefit of the Club or its functions, shall be deemed the property of the Club and will be presented to the Secretary upon request, completion of project, or termination of committee. This shall not construed to include items loaned to or rented by the Club on a temporary basis. Financial records shall be maintained for seven (7) years after which they may be destroyed.

### **ARTICLE X**

#### **PARLIAMENTARY PROCEDURE AUTHORITY**

Roberts Rules of Order Simplified shall be the adopted authority for use as a guide to the Club in its deliberations on all matters not provided for in the constitution, bylaws, standing rules, or special rules. The most current procedure shall be used in the deliberations of the Club.

#### **ARTICLE XI STANDING & SPECIAL RULES**

##### **Section 1 – Standing Rules**

Standing rules are semi permanent in nature. Any current member may propose a standing rule at any regular meeting of the Club. This rule will become effective by an affirmative majority vote of the membership present at any regular meeting of the Club without notification. The rule will remain in effect until abolished, at a later date, by a majority vote of the membership at a regular meeting. one rule is enacted on the same date, an alphabetical order will prevail.

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All rules will carry the identification number of the month and year of enactment, if more than one rule is enacted on the same date, an alphabetical order will prevail. All standing rules will be reviewed annually by the Executive Committee. If alteration or abolition is determined to be advisable, the Committee will refer the matter to the general membership.

**Section 2 – Special Rules**

Special Rules are temporary rules for a specific purpose. Any current member may propose a special rule at any regular meeting of the Club. This rule will become effective by an affirmative majority vote of the membership, without notification. This rule will carry the same designation as for standing rules in this Article, Section 1. Once the rule has been satisfied or completed, it is automatically abolished without further notice.

**ARTICLE XII PROVISIONS FOR COMMITTEES**

**Section 1 – Standing Committees**

Standing committees are formed by the Executive Committee, or by the Club, at any regular meeting by a vote of the majority of the members present. Their functions, number of members, duties, and responsibilities shall be defined and written. The first person named to the committee will be the committee chairman. All committees will be reviewed annually by the Executive Committee at a regular meeting. Their recommendation to alter, modify, or abolish these committees will be presented for vote of the members at a regular meeting, after notification of intent at a previous meeting or written notification.

**Section 2 – Special Committees**

Special committees are formed by the Executive Committee, or the Club, at a regular meeting, by a vote of a majority of the members present. Their functions, number of members, duties, and responsibilities shall be defined and written. The first person named to the committee will be the chairman.

Once the function or purpose of this committee has been satisfied or completed, the committee will dissolve without notification.

#### **ARTICLE XIII DISSOLUTION OF THE CLUB**

In the event the Club ceases to perform its stated purposes, it may vote to dissolve the organization by a 2/3 majority vote of the members present at a special meeting called to decide this, and only this, issue. Upon dissolution of the Club, any and all remaining assets will be donated to the Model A Ford Foundation.

#### **ARTICLE XIV AMMENDMENTS TO BYLAWS**

##### **Section 1** – Proposal by Executive Committee

A proposed amendment to the bylaws may be submitted by the Executive Committee to the membership, who will vote on the proposed amendment. These amendments require previous written notice of at least ten (10) days prior to the meeting at which the proposed amendment is to be considered by the membership. A 2/3 affirmative vote of the current members at a regular meeting will be required to approve the amendment.

##### **Section 2** – Proposal by Membership

Any proposed amendment to these bylaws may be submitted to the Executive Committee by a single petition signed by at least three (3) members. The Executive Committee shall follow procedures stated in this Article, Section 1.

The Rogue Valley A's Model A Ford Club, Inc. (RVA's)  
is a Oregon Non-Profit Corporation.  
Rogue Valley A's was chartered  
with M.A.F.C.A. in February, 2002

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