

**BYLAWS OF THE “SOUTHSIDE A’s” REGION
OF
THE MODEL A RESTORERS CLUB (MARC) AND
THE MODEL A FORD CLUB OF AMERICA (MAFCA)**

Restated

January, 2023

ARTICLE I

Name

The name of this Club shall be the Southside A’s Region of the Model A Restorers Club (MARC), and its principal office shall be in Peachtree City, Georgia or at such other place or places as the Board of Directors, hereinafter referred to in these Bylaws as “the Board”, may designate from time to time. By virtue of the Club’s dual affiliation with the Model A Ford Club of America (MAFCA), the “Southside A’s” name shall likewise be used to designate its regional affiliation with that organization as well.

ARTICLE II

Purpose

SECTION 1. The general purpose of this Club shall be to encourage members to acquire, preserve, exhibit and make use of the Model A Ford, to include literature, technical, and historical information, and to promote fellowship among its members.

SECTION 2. In promotion of these purposes, the Club shall be primarily affiliated with the Model A Restorers Club (MARC) and secondarily affiliated with the Model A Ford Club of America (MAFCA), hereinafter referred to as the National Clubs.

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

ARTICLE III

Members

SECTION 1. Classes of members, voting rights, active members and family members:

(A) Active members shall be entitled to receive the Southside A's Club publication, any other notices of Club Membership activities, and shall have the right to vote on a "one-vote-per-household" basis, at all General and Special meetings of the Club's members.

(B) Family membership shall be issued to the immediate family of an active member. Family members must be of the same household as the active member. Family members have all rights and privileges of active members, but will not receive the Club's publications, nor shall there be any additional voting privileges extended beyond the one-vote-per-household limit referenced in Section One (A) above.

(C) All members must be members of MARC. Evidence of MARC membership must be provided with annual club dues.

SECTION 2. Active membership shall not be limited to owners of Model A Fords, but all members should have a genuine interest in the hobby.

SECTION 3. Membership qualifications:

(A) All applicants must submit an application for membership;

(B) All applicants must agree to abide by the Bylaws of the Club;

(C) All applicants must be approved by the Board of Directors.

SECTION 4. Dues:

(A) The Board shall establish the amount of annual Club dues. Any change in the amount of annual Club dues shall be subject to the approval of two-thirds of the Board members present at a regular Board meeting.

(B) Dues paid by a new applicant on or after November 1st of each year, shall, if the membership is granted, constitute payment of the full dues for the ensuing calendar year well as for the remainder of the calendar year in which payment was tendered.

(C) Dues shall be payable on the first day of November of each year. Unpaid dues will be deemed delinquent as of January 15 of the following year, at which time such member will be dropped from the Roster.

SECTION 5. Termination of membership:

The Board, by the affirmative vote of two-thirds of its members, may suspend or terminate the membership of a member for cause after an appropriate hearing.

SECTION 6. Reinstatement:

A former member may be reinstated by complying with the requirements of Article III.

SECTION 7. Resignation:

Any member may resign by filing a written resignation with the Secretary.

SECTION 8. Transfer of membership:

Membership in the Club is not transferable.

ARTICLE IV

Business Meetings of Members.

SECTION 1. Meetings:

An Annual Membership Meeting will be held each November for the purpose of electing officers and conducting those business affairs of the Club which require formal approval by the membership.

SECTION 2. Special meetings:

Special meetings may be called by either the Director, the Board, or not less than one-tenth of the members.

SECTION 3. Place of meetings:

The Club's meeting place(s) will be determined by the Board.

SECTION 4. Notice of meetings:

Notice will be given stating the place, day, and hour of any meeting, to each member entitled to vote at such meeting. Notice will be given not less than five (5), nor more than forty (40) days before the date of such meeting, by or at the direction of the Director, Secretary, or the officers or persons calling the meeting. In case of a Special Meeting, or when required by statute or by these Bylaws, the purpose of the meeting to be called shall be stated in the notice. If mailed, the notice of a meeting shall be considered delivered when deposited in the United States Mail, addressed to the member at his or her address as it appears on the records of the Club, when adequate postage thereon is pre-paid.

ARTICLE V

Board of Directors

SECTION 1. General Powers:

The affairs of the Club shall be managed by the Club's Board of Directors. The Board shall meet during the week prior to the November General Business Meeting, or at such other times as may be mutually agreed upon by the Board.

SECTION 2. Number, tenure and qualifications of Directors:

The Board of Directors shall consist of a total of seven (7) members comprised of the following Officers of the Club: Director/President, Vice-Director/Vice-President, Secretary-Corresponding Secretary, and Treasurer. Other Board members shall include the immediate past Director/President, and the Club's Newsletter Editor. A seventh member-at-large shall complete the Board, and shall be selected through the standard nominating/election process outlined in Article VI Section 2, of these Bylaws. The positions of Secretary and Treasurer shall be filled by two separate persons, but overlaps in any remaining positions may be authorized if approved by the General Membership in accordance with Article VI of these Bylaws. Because of the dual affiliation with both national clubs, all Southside A's Board members shall be required to maintain active memberships in both MARC and MAFCA. Each Board Member shall hold office for a term of one year (except for the Newsletter Editor and the Immediate Past Director/President), or until the next election is held.

SECTION 3. Special Meetings:

Special Meetings of the Board may be called by or at the request of the Director or any two Board Members. The person or persons authorized to call Special Meetings of the Board may fix any place as the place for holding any

Special Meeting of the Board called by them, provided that such called meetings shall be held within a twenty-five mile radius of the established principle office designated in Article I above, and at times typically established for periodic Board meetings.

SECTION 4. Notice:

Notice of a Special Meeting of the Board shall be given at least two (2) days prior thereto by e-mail notice to each Board Member at his/her e-mail address as shown on the records of the Club.

SECTION 5. Quorum:

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

SECTION 6. Official Actions of the Board:

The act of a majority of the Board Members present at a meeting in which a quorum is present, shall constitute an official act of the Board, except where otherwise provided by these Bylaws.

ARTICLE VI

Board Members

SECTION 1. Officers:

The officers of the Club shall be the Director/President, Vice-Director/ Vice-President, Secretary-Corresponding Secretary, and Treasurer.

SECTION 2. Nomination and Election of Board Members:

The Nominating Committee shall consist of three members and shall be elected by Club members in the following manner: During the month of September, the Secretary will distribute a listing of all eligible members for consideration to serve on a Nominating Committee. Persons who have served on this Committee for two consecutive years prior to this distribution shall not be eligible to serve a third term. Each member shall be entitled to list five (5) members of his/her preference to serve on the Nominating Committee, and shall submit their selections to the Club Secretary for tabulation. The three (3) persons

with the greatest number of votes shall comprise the Nominating Committee. The person receiving the highest number of votes shall be designated as the Chairman. In case of a tie, the Chairman will be decided by a drawing of lots. The fourth and fifth persons receiving the next highest number of votes shall be the alternates and shall serve only if one of the three (3) initial Committee Members is either unable or unwilling to serve. The Nominating Committee shall determine a proposed list of nominees for officers and other Board positions and the results should be submitted to the Secretary for publication via e-mail by November 1st of each year. Nominees put forth by the Nominating Committee shall also be announced to the General Membership in the November Newsletter, and again at the Annual Business Meeting, to be held during the month of November. In addition to the slate of officers proposed by the Nominating Committee, the Director/President shall also entertain nominations for respective Board positions from the floor at the November Business Meeting. The ensuing election of new Board members and Officers will be determined by a vote of the membership present. Newly elected Board Members and Officers shall take office effective January 1st of the following year.

SECTION 3. Removal of Board Members:

Any Officer elected by the membership may be removed by the membership whenever in its collective 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.

Any member may submit a written petition for the removal of any elected Officer to any member of the Board. Upon receipt of such petition, the Board shall review the grounds cited in the petition, and shall by a majority of those present at such Board meeting, determine whether to submit the matter to the full membership for a vote on the removal request. Such decision of the Board shall be final with respect to the decision of whether to submit the matter to the full membership for review. In the event that a decision is made to submit the matter for review by the full membership, then the Secretary shall cause notice to be given to the membership in accordance with the notice provisions outlined in Article IV, Section 4 of these Bylaws. A vote on the removal by the membership will be held at the next meeting following the notice, and a two-thirds majority of the members present shall be required to effect removal.

SECTION 4. Vacancies:

A vacancy in any office because of death, resignation, removal for disqualification or otherwise, shall result in a replacement being named by the

Director/President for the un-expired portion of the term of office, subject to full Board approval of any such named replacement.

SECTION 5. Director/President:

The Director/President shall be the principal officer of the Club and shall supervise and control all meetings and affairs of the organization. The Director shall preside at all meetings of the members and of the Board. The Director may sign, with the Secretary or any other proper officer of the organization, any deeds, mortgages, bonds, contracts, or other instruments which the Board and members have authorized to be executed, except in instances where execution thereof shall be expressly delegated by the Board, by these Bylaws, or by statute to some other Officer or Agent of the organization, and shall perform all duties incident to the office of Director and such other duties as may be prescribed by the Board.

SECTION 6. Vice-Director/Vice-President:

In the absence of the Director or in the event of his/her inability or refusal to act, the Vice-Director/Vice President shall perform the duties of the Director/President, and when so acting, shall have all the powers of, and be subject to, all of the restrictions otherwise place upon the Director/President. The Vice-Director/Vice President shall also perform such other duties as from time to time may be assigned by the Director/President of the Board.

SECTION 7. Secretary-Corresponding Secretary:

The Secretary shall keep Minutes of the meetings of the members and of the Board in one or more books provided for that purpose. The Secretary shall also be responsible for all Club correspondence, including Club business, remembrances, thank-you notes, etc., as well as such other duties as from time to time may be assigned by the Director/President of the Board.

The Secretary shall further see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, keep a registry of the postal and e-mail addresses of each member, keep an inventory of all Club property with the location thereof, and maintain a current copy of the Bylaws.

SECTION 8. Treasurer:

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the organization; receive and give receipts for monies due and payable to the Club from any source whatsoever; deposit all monies in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII, Section 3, of

these Bylaws; and pay all debts incurred by the Club in conducting its business. The Treasurer shall provide a monthly report to the Board of all income and expenses. These records shall be available for audit. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President of the Board.

ARTICLE VII

Committees

SECTION 1. Committee Chairpersons:

A Committee Chairperson may be appointed by the Director/President to perform duties where, in his/her sole discretion, may be deemed helpful or necessary.

SECTION 2. Committee Members:

Committee Members shall be appointed by the Committee Chairperson. Any Member thereof may be removed by the Chairperson or Club members whenever in his/her/their judgment the best interests of the organization shall be served by such removal.

SECTION 3. Term of Office:

Each Member of a Committee shall continue as such, until the next election of Officers of the Club, or until a successor is appointed, unless the Committee shall be terminated, or such member removed from such Committee, or such Committee member shall cease to qualify as a member thereof.

ARTICLE VIII

Contracts, Checks, Deposits, Funds, and Insurance

SECTION 1. Contracts:

The Board may authorize any Officer or Officer's Agent or Agents of the organization, in addition to the Officers so authorized by these Bylaws, to enter into 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, Promissory Notes or other evidences of indebtedness 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. In the absences of such determination by the Board, such instruments shall be signed by the Treasurer.

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 Treasurer, with the consent of the Board, may select.

SECTION 4. Insurance:

All Club members must maintain full liability insurance on their own vehicle(s). The Club is not responsible for acts of its members or their vehicles, and legal action may not be taken against the Club for any member's/members' negligent or careless acts for any reason(s).

SECTION 5. Gifts:

The Board may accept on behalf of the Club any contribution, gift bequest, or devise, for general purpose(s) or any special purpose(s) of the Club, and these articles shall remain the property of the Club.

ARTICLE IX

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, the Board, and those Committees having any authority of the Director/President, and shall keep at the registered or principal office, 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/her agent for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

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

ARTICLE XI

Dissolution

Upon dissolution of the Club, its property and assets shall be distributed as follows:

(A) All liabilities and obligations of the Club shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore to the greatest extent possible;

(B) Any remaining assets shall be donated to the National Model A Restorers Club, (MARC) and/or to the Model A Ford Club of America (MAFCA).

ARTICLE XII

Amendments to Bylaws

(A) These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds majority of those members present at any given General Meeting or at any Special Meeting called for that purpose, provided that at least five (5) days prior written notice is given to alter, amend, repeal, or adopt new Bylaws at such meeting.

(B) All Bylaw changes and/or additions shall be published in the next monthly Club Newsletter publication following the month in which they are approved, and shall be marked as having been "Restated" as of the date such action was taken by the membership. The Secretary shall be responsible for maintaining a copy of the current Bylaws.

(C) Each incoming new Board member shall receive a copy of the current Bylaws upon assuming office.

(D) Each new member shall receive a copy of the current Bylaws.