

# **THE GEORGE WASHINGTON CHAPTER, INC.**

## **BY-LAWS**

**MAY, 2018**

Revised May 4th, 2018

### **ARTICLE I**

#### **Name and Corporate Status**

Section I. The name of the organization shall be the George Washington Chapter, Incorporated, hereafter also referred to as the Club. Its principal office shall be located in Fairfax, Virginia or another location designated by the Board of Directors.

Section II The George Washington Chapter, Incorporated, was incorporated as a Not for Profit organization on August 27, 1964 under provisions of Chapter 2 of Title 13.1 of the Code of Virginia. In an Internal Revenue Service determination dated March 18, 1965 it became a tax exempt organization with the provisions of the Internal Revenue Code Section 501 (c)(7) which reads as follows:

“Clubs organized and operated exclusively for pleasure, recreation, and other non-profitable purpose, no part of the net earnings of which inures to the benefit of any private shareholder.”

Section III The Club is formally affiliated with two national Model A Ford clubs as follows:

- it became the George Washington Chapter of the Model A Ford Club of America (MAFCA) under a charter dated May 11, 1963;
- it became the Mount Vernon Region of the Model A Restorers Club (MARC) under a charter dated February 1, 1978 with a name change to the George Washington Region during April 2018.

### **ARTICLE II**

#### **Purpose**

The purpose of this organization shall be:

Section I Drawing principally from the Nation’s Capital and surrounding areas, to unite in a central organization of owners of Model A Fords and others who are interested in the restoration and preservation of this automobile in a manner to develop respect and prestige within the community. It shall further be the purpose of this organization to help these people become better acquainted, and to encourage and maintain among the members a spirit of good fellowship and fair play through sponsored activities, including the use of the Model A Ford and family

participation. In pursuing this purpose, reference to the Model A Ford shall include all aspects pertinent to the Model A Ford and its era, such as engineering, technical information, production, sales history, literature and era fashions.

Section II To promote and facilitate the exchange of Model A Ford ideas, information and parts and to aid in efforts to restore and preserve the Model A Ford.

Section III To encourage and promote maintenance, display and operation of the Model A Ford in a safe and lawful manner.

Section IV The George Washington Chapter, Incorporated is, and shall remain, non-partisan and non-sectarian. All persons are welcome. All activities shall be essentially not-for-profit and confined to ventures which further the stated purpose of the Club.

### **ARTICLE III**

#### **Members**

Section I Definition – A member may be an individual or a family member of the same household. Membership will entitle such individuals or family to one vote. Where a household has more than one dues-paying member, each dues-paying member is entitled to one vote.

Section II Requirements – The only qualification for membership is an interest in furthering the purposes of the Club. Members are expected to participate in club activities, including the annual meet. Ownership of or knowledge concerning a Model A Ford is not a prerequisite.

Section III Classes of Membership – There are two such classes:

- (a) Active: persons of any age (or a family) who join the Club by paying dues and support the purposes of the Club.
- (b) Lifetime Honorary: Individuals who have been so honored because of their sustained and outstanding service to the Club. Such members do not pay dues.  
Any member may recommend a person for Lifetime Honorary membership. The recommendation will be supported with a written list of attributes associated with each of the rating criteria listed below. This recommendation will include the names of four other Club members who endorse the nomination. The nomination will be given to the President who will ensure it is complete and if not, return it for further action. The timeframe for accepting nominations will be between 1 January and 30 June of each year. At the end of this period, the President will present the names and all supporting documentation to the Board who will establish an evaluation committee consisting of two current Board members and one non-Board member, preferably a Lifetime Honorary member. This committee will appoint a Chairman, review and rate all applications, and may select one name to be presented to the Board for approval. The Chairman of the evaluation committee will report results to the Board and final approval will require a majority vote of attending Board members. This evaluation and approval process will take no more than 90 days.

Criteria for Lifetime Honorary Membership are both qualitative and quantitative as follows:

- Outstanding and sustained service on behalf of the Club
- Sustained excellence in researching, restoring and maintaining the Model A Ford
- Outstanding and sustained contributions to the Model A hobby and to the Club
- Conspicuous, valuable and sustained helpfulness to other members

Section IV Dues – The dues payable by members will be payable on January 1<sup>st</sup> of each year. Dues will be prorated on a quarterly basis for members who join after January 1<sup>st</sup>. The amount of the dues shall be determined by the Board of Directors based on the operating expenses of the Club and subsequently ratified by the membership (2/3rds majority in attendance at any regular Club meeting).

## ARTICLE IV

### Officers

Section I The thirteen officers, also known as the Board of Directors, of the Club shall be the President, Vice President and Program Chairman, Activities Chairman, Secretary, Treasurer, Editor, Annual Meet Chairman, Membership Chairman, Assistant Treasurer, Assistant Editor, Youth Chairman, National Club Liaison, and Club Property Manager.

Section II Term of office – Officers of the Club shall be elected at the annual meeting, normally in November of each year, and they will serve for the period January 1 through December 31 of the following year. All officers are expected to attend all Board meetings.

Section III President – The President is the principal executive officer and will manage the affairs of the Club. He/she will preside at all meetings of the Club and perform all duties incident to the office of President.

Section IV Vice President and Program Chairman – This officer is responsible for arranging programs at the regular monthly general meeting. In the absence of the President, he/she will perform all duties incident to the office of President.

Section V Activities Chairman – This officer will be responsible for arrangements for all Club activities except the Annual Meet. In the absence of the President and Vice President he/she will additionally perform all duties incident to the office of President.

Section VI Secretary – The Secretary will keep minutes of both Board and general meetings. He/she will also tally votes and coordinate correspondence with outside groups and interests, as requested.

Section VII Treasurer – The Treasurer will have and maintain custody of and be responsible for all funds of the Club and is responsible for reporting all financial requirements. He/she will keep an accurate, up-to-date record of all receipts and disbursements, keeping Club funds as

approved by the Board. The Treasurer and Assistant Treasurer are the only persons authorized to sign any check or draft on the Club's funds.

Section VIII Editor – The Editor will be responsible for preparing and editing a monthly newsletter.

Section IX Annual Car Show Chairman – The annual car show sponsored by the Club is normally held in the spring. This is the Club's major event. The Chairman of this annual car show will have full responsibility for organizing and managing, on behalf of the Club, all aspects of this annual car show.

Section X Membership Chairman – This officer will be responsible for membership drives and registration, for maintaining a list of paid-up members, for publishing an annual Club roster and distribution of the monthly newsletter. He/she will also provide support and assistance to the Secretary and will serve as Acting Secretary in the Secretary's absence.

Section XI Assistant Treasurer – This officer will assist and support the Treasurer, and will serve as Treasurer in the Treasurer's absence.

Section XII Assistant Editor – The Assistant Editor will assist and support the Editor in preparing and editing the Club's newsletter. Individual responsibilities of the Editor and Assistant Editor will be arranged between themselves, with the Editor being ultimately responsible for the newsletter.

Section XIII Youth Chairman – This officer will coordinate all youth activities and encourage youth involvement. This position coordinates educational opportunities to include scholarships, when funding is available.

Section XIV National Club Liaison – This officer will be responsible for disseminating national organization information to Club members.

Section IV Club Property Manager - This officer will maintain an inventory of all Club property.

## **ARTICLE V**

### **Appointed Positions**

From time to time as appropriate, the President may appoint members from the membership at large to carry out certain other functions of the organization, for example, Webmaster, Historian/Archivist, Technical Advisor, Concessionaire, Sunshine Coordinator, Librarian or Photographer. Individuals serving in these various capacities will not become officers as a result of such appointments. During the respective tenures of these appointed positions, appointees

should attend general Club meetings. In addition, the President may invite them to attend those Board meetings where their appointed areas of responsibility will be discussed.

## **ARTICLE VI**

### **Meetings**

Section I Types of Meetings – The officially scheduled meetings of the Club will consist of an Annual Meeting, normally held each November, regular monthly Membership Meetings, and monthly Board of Directors’ meetings. Special meeting of the members or of the Board of Directors may be called by the President, but only with specific approval by a majority of the Board of Directors. Questions concerning the conduct of any meeting shall be resolved in accordance with Roberts Rules of Order.

Section II Regular Membership Meetings – A general membership meeting will be conducted at least once a month, in a prearranged meeting place, for the purpose of transacting Club business. This meeting will normally take place on the 3<sup>rd</sup> Wednesday of each month.

Section III Board of Directors Meetings – The Board of Directors will meet once each month. This meeting will normally occur one week after the regular Membership Meeting and in a prearranged meeting place. The President will conduct the meeting, whose purpose will be to conduct Club business.

Section IV Special Meetings – For the purpose of conducting urgent Club business, the President will take all reasonable steps to notify the Board of Directors of proposed special Membership or Board of Directors’ meetings. No special meeting shall occur until approval by a majority of the Board of Directors has been obtained.

Section V Quorum – A meeting, whether a regular membership or a special membership meeting, must have twenty percent of the listed voting membership present, or represented by proxy or remotely cast votes, to constitute a quorum. For a Board of Directors meeting, a quorum will consist of two-thirds of the Board membership. Proxy or remotely cast votes are permissible for regular membership, special membership and all Board of Directors meetings in accordance with the Code of Virginia (Title 13.1. Corporations, Chapter 10, Virginia Nonstock Corporation Act, Section 13.1-847. Proxies).

## **ARTICLE VII**

### **Elections**

Section I Elections – Elections will be held at the Annual Meeting, normally in November of each year.

Section II Nominees – The President will read the slate of nominees, as prepared by the nominating committee, to the general membership.

Section III Nominations from the Floor – The President will invite and receive nominations from the floor for any elected position.

Section IV Balloting – In the event there is more than one candidate for any position, closed balloting will take place for those positions. In the event of a tie vote, the President will decide who will fill the position in question.

Section V Installation – Installation of officers will take place in the month following their election. Notwithstanding, officers' terms of office will commence on January 1<sup>st</sup> of the year after they are elected.

## **ARTICLE VIII**

### **Committees**

Section I Standing Committee – The Club's authorized Standing Committee is the Nominating Committee. The members of this committee will be appointed by the President. Composition of this committee will consist of two past Presidents, if available, plus a member at large.

Section II Standing Committee Purpose – The Nominating Committee will select a slate of nominees, consisting of a single candidate for each elected position. Selection will be reported to the President at the October Board of Directors meeting and published in the November newsletter.

Section III Ad Hoc Committees – The President, with suggestion and approval from a majority of the Board of Directors, may appoint members to serve on ad hoc committee assignments as warranted.

## **ARTICLE IX**

### **Vacancy**

Section I Appointment – A vacant Officer position may be temporarily filled by Presidential appointment for a period of up to 60 days. A permanent appointment will be made by nomination by the President and a simple majority approval of the Board of Directors. If the office of the President is vacant, the Vice President will become President and will make the relevant appointment/nominations.

Section II Qualifications – Any person nominated to fill a vacant Officer position shall have demonstrated participation in and contributions to the purposes of the Club.

Section III Removal from Office – At any time, a member of the Board of Directors may recommend removal from office of any Officer. The reasons for such a recommendation for removal must be written, and the Board must support such a recommendation with a 3/4ths majority of the Board quorum (Article VI, Section V). This recommendation, when so approved

by the Board, will subsequently be voted on by members present at the general membership meeting, and it must receive a 3/4ths majority of a quorum (Article VI, Section V) to be effective.

Membership on the Board implies a clear commitment to participate regularly and serve actively the purposes of the Club. Officers who fail to attend four (4) consecutive or an accumulative annual total of seven (7) Board meetings will automatically cease to be Officers. Any vacancy so created will be filled in accordance with Article IX, Section I.

Section IV Any officer may resign at any time. To be effective, such resignation must be transmitted to the President in writing

Section V Dissolution. Should the Board determine that dissolution of the club is in the best interest of its remaining membership, they shall proceed in accordance with the Code of Virginia, Title 13.1. Corporations, Chapter 10, Virginia Nonstock Corporation Act, Section 13.1-902. Dissolution by directors and members, and Section 13.1-907. Distribution and plan of distribution of assets.

## **ARTICLE X**

### **Annual Budget & Audit**

Section I The Board of Directors shall determine the Club budget on a yearly basis. The annual budget should be balanced. Capital expenditures not included in the budget may be considered by the Board during the course of the year.

The Board will be limited to authorizing expenditures of not more than \$5000.00 (five thousand dollars) for any single expense or category of expenses not included in the budget, unless approved in advance by a majority of the membership. Similarly, the President will be limited to authorizing expenditures of not more than \$500.00 (five hundred dollars). The Club budget shall be presented to the general membership annually. The fiscal year of the Club shall be the calendar year (January 1 through December 31).

The Board of Directors will be responsible for an annual financial audit, with advice and assistance from the Treasurer and Assistant Treasurer. Normally, this audit will be performed at the beginning of each calendar year and subsequently published in the Club newsletter and presented to a regular membership meeting.

## **ARTICLE XI**

### **Property**

Section I The Club Property Manager will maintain an up-to-date inventory of Club property. Tools may be loaned to members at the discretion of the Club Property Manager.

Section II Disposal – The general membership shall be notified of any proposal or intention to dispose of Club property. Disposal will be made with majority approval of the Board of Directors. Any disposal of Club property in excess of \$2,000.00 (two thousand dollars) in value must also be approved by a majority of a membership meeting quorum.

Section III Acquisition – Property to be acquired shall be approved by a majority of the Board of Directors subject to the restrictions and exceptions of Article X, Section I.

## **ARTICLE XII**

### **Bylaw Changes**

Section I The Board of Directors, as they deem necessary, will review the Club's Bylaws and formulate changes. In addition, any member can submit, in writing, proposed bylaw changes for the Board's consideration.

Section II All proposed changes must first be approved by a majority of the Board of Directors. Subsequently, they will become effective following a majority approval by a membership meeting quorum.