

# CONSTITUTION AND BY-LAWS FOR WILD WEST MUSTANGS ARIZONA

## **ARTICLE 1**

### **Section 1: Club Name**

The club name shall be **WILD WEST MUSTANGS ARIZONA**.

### **Section 2: Purpose**

The general purpose of this club shall be to operate as a non-profit organization and to present a positive community image having fun with our cars at planned social events, activities, exhibitions, and cruises.

### **Section 3: Quorum**

A Quorum shall be defined as a simple majority of the membership including the President and Vice President at a meeting.

### **Section 4: Membership**

Membership in this club shall be open to car enthusiasts and owners of Mustangs who are of the age of 18 years and older. Ages 16 to 18 can also join as long as a parent or guardian is also a member and is present at the functions and events with the minor.

- A) A membership is a member in good standing who, having paid dues to date, is a whole or part owner of a Ford vehicle (collector or modern) and is a licensed driver in the state of Arizona or is an avid car enthusiast.
- B) As a member of such club, you will be expected to promote and to take part in a good share of club meetings, activities and functions brought forth.
- C) Members must operate vehicles in such a manner that it will not cause embarrassment to said club, its officers, and members. If such a case arises, the offending member will be removed from the club.

### **Section 5: Dues**

- A) Membership dues will be set forth for March of each year.
- B) Membership dues are \$20.00 for singles and one T-shirt and receiving one vote, couples will be \$30.00 and two T-shirts and receiving two votes.

- C) Membership will lapse if dues are not paid in full after 30 days from their anniversary date.
- D) Any member may be expelled by majority vote for the following offenses: conduct detrimental to the club and acting in a criminal or reckless manner either in the operation of a vehicle during a club activity or willfully exposing the club or other members to legal action. The member in question shall have the right to explanation before a quorum of membership at the next regular meeting. Expulsion may occur only after review before a quorum of membership and majority vote shall rule.
- E) The amount to be kept in the treasury will be set at \$5,000.00, plus such amounts as the Treasurer advises are necessary to cover upcoming expenses, with excess funds to be dealt with by the board to report back to the club members as to what to do with said excess funds. The club may, from time to time, increase the amount kept in the treasury in anticipation of upcoming expenses or decrease the amount in anticipation of upcoming donations.

#### **Section 6: Resignation**

Resignation shall be accepted provided that the club member who is resigning holds no club property. Letter of notice to the Secretary or Membership Director is appropriate.

#### **Section 7: Voting Rights**

There will be one vote per member in good standing and having paid dues to date. Voting on all issues at club meetings will be by majority vote and in an event of a tie, the President will be the tiebreaker.

#### **Section 8: Meetings**

- a) The annual meeting of the members, for the election of Officers and Board Members, shall be held on the first Tuesday following the close of the fiscal year.
- b) A special meeting of the members may be called at any time upon seven days written notice to the members as the direction of the President, or the board members, or upon request of 10 percent of the members.
- c) Meetings will be held the first Tuesday of each month, unless circumstances for a date, prior or later, require a change.
- d) Meetings will be held once a month for a total of twelve (12) meetings.
- e) Meetings will be announced as to location and time by word of mouth or through the club website and/or e-mail.
- f) A special meeting of the Board members may be called at any time upon three days written notice at the direction of the President or any three voting Board members.

## **ARTICLE 2**

### **Section 1: Club Officers and Committee Chairs**

The club shall elect from its membership officers consisting of a President, Vice President, Secretary, Treasurer, and Board Members.

### **Section 2: Protest and Failure to Complete Term**

The Club Officers shall review all protests and conduct another vote as necessary. Failure to complete a term will be filled by elections held during regular meetings, under regular business with a majority vote of the club members present.

### **Section 3: Election Terms**

The offices of President and Vice President shall serve yearly terms as elected. The offices of Secretary, Treasurer, and Board Members may hold office in good standing by nomination and approval of members for yearly terms as elected.

## **ARTICLE 3**

### **Section 1: Discharge of Duties Club Officers**

The Club Officers shall oversee the overall direction of the Club regarding the status, direction, financial condition, constitutional proposal amendments and other such items for the well being of the Club.

- A) The President shall be the principal officer and preside over all meetings and club actions. The President is the only officer that may enter a contract with club permission. The President and the Treasurer are the only officers that can sign club checks up to \$200.00. Both signatures shall be required on checks exceeding the \$200.00 limit. He will seek ways to help build membership, create ideas and help promote and maintain interest for and by its members. He should also be responsible to plan and oversee the budget of the club funds for the next year during his term of office.
- B) The Vice President shall assist the President as requested, and substitute for the President in his absence. He/she shall head committees and report committee findings to the President and the club.
- C) The Secretary shall record minutes, votes, and club property inventory, report it through all meetings and receive approval of same through motion and second by any members present and the minutes to be written and sent to all club members within 7 days of

meetings. The records are club property and shall be held by the secretary and yielded upon demand of the President and for review by all members.

- D) The Treasurer shall receive and record all monies and maintain appropriate accounting for all club accounts. Appropriate club accounts are those indicated in the club constitution, Article 5. The Treasurer or President shall sign all payables of any kind. Reporting the financial status shall occur at all monthly meetings or additionally as requested by the President. The Treasury report to be in writing on a monthly basis.

## **ARTICLE 4**

### **Section 1: Club Funds**

The club will be financially solvent, via fund raisers and club membership dues. The majority of membership prior to spending shall approve all expenses. The Treasurer shall maintain records to:

- A) Account for operation of the club for business items such as, printing, postage, taxes and other necessary items
- B) Account for special events, club functions, and club sponsored shows which involve solicitation of sponsors, contributions, trophies, gift in kind, etc.

## **ARTICLE 5**

### **Section 1: Charitable Associations**

The club majority will decide what charities shall benefit from club labors, funds, and donations. Charities will be kept local. The club majority shall decide what amount or percentage will be given.

## **ARTICLE 6**

### **Section 1: Club Member Vehicles**

All members are solely responsible for the condition, maintenance and safety of their own vehicle or vehicles.

### **Section 2: Financial Responsibility**

All vehicles involved in any club activity must have the State minimum required liability insurance

- A) If the club is asked to take part in any other clubs' functions, we should try and have at least one representative from our organization attend.

- B) When attendance at such functions, represent our organization in a manner of respect and in such a manner so as not to embarrass you and club members.
- C) During any car show event there will be no alcohol allowed unless supplied by the host of the car show.

### **Section 3: Indemnification**

#### **A) Actions in the best interest of the Corporation**

The Corporation has the power to identify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, member, or agent of the Corporation or is a or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, volunteer or agent of another foundation, corporation, business corporation, partnership, joint venture, trust or other enterprise whether for profit or not, against expenses (including attorneys' fees), judgment, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, will not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### **B) Determination of Indemnification**

Any indemnification under Section A of this article, (unless ordered by a court) will be made by the Corporation only as authorized in the specific case on a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section A of this article and on an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination will be made (I) by the Board Members by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceedings: (II) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which designation all Board members may participate) and consisting solely of two or more directors not at the time parties or threatened to be made parties to the action: or (III) by independent legal counsel, in a written opinion, selected by the Board or

its committee in the manner described in the foregoing clauses (I) or (II) or, if a quorum under clause (I) cannot be obtained and a committee under clause (II) cannot be designated, by the Board (in which action all Board members may participate). Notwithstanding the failure or refusal of the directors or counsel to make provision for indemnification, the indemnification will be made if a court of competent jurisdiction has made a determination that the director, officer, employee or agent has a right to indemnification under this agreement in any specific case on the application of the director, officer, employee or agent.

#### **C) Advancement of Expenses**

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section A of this Article may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board Members in the specific case on :

- (I) receipt of a written affirmation from the person seeking advancement of expenses of his or her good-faith belief that he or she has met the standard of conduct set forth in Section A and B of this Article;
- (II) receipt of an undertaking by or on behalf of the person to repay amounts advanced if it is ultimately determined that he or she did not meet such standard of conduct; and
- (III) a determination that the facts then known to those making the determination would not preclude indemnification. This determination will be made in the manner specified in Section B of this Article.

#### **D) Insurance**

The Corporation has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foundation, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to implement the provisions of this Article.

#### **Section 4: Changes of the By-Laws**

By-Laws may be changed by the Board at the annual meeting or at any special meeting called and noticed for that purpose.

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**THE MISSION OF THE WILD WEST MUSTANGS ARIZONA**

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**THE MISSION OF THE WILD WEST MUSTANGS ARIZONA CLUB IS TO PROMOTE THE SPORT AND HOBBY OF OWNING, ALTERING, BUILDING AND MODIFYING AUTOMOBILES OF PAST AND CURRENT YEARS; TO ENCOURAGE FAMILY PARTICIPTION IN SUCH SPORT AND HOBBY; TO PROMOTE FRIENDSHIP, SUPPORT AND ORGANIZATION FOR SUCH FUNCTIONS HELD BY THE CLUB AND OTHERS OF SIMILAR INTEREST; AND TO EDUCATE THE PUBLIC CONCERNING THE HISTORY, LEGEND, REPAIR, BUILDING AND MODIFYING OF AUTOMOBILES OF PRIOR AND CURRENT YEARS. DEDICATED TO THE PRESERVATION OF THE FORD MUSTANG AND ENJOYMENT OF THE FORD MUSTANG, PAST, PRESENT AND FUTURE.**