Missouri

Valley Region

Model “A” Restorer’s

Club (M.A.R.C.)

an active Model “A” club

of Greater St. Louis,

Missouri

Constitution &

By-Laws

Revised April 2011

**Missouri Valley Region of the Model “A”**

**Restorers Club**

**Constitution and By Laws**

**Article 1**

* 1. **Name:** The name of the Region. A non-profit membership organization, shall be; The Missouri Valley Region of the Model “A” Restorers Club. Inc.
  2. **Purpose:** The general purposes of the Region shall be:
     1. To encourage the members to acquire, preserve, restore, exhibit and make use of the Model “A” Ford vehicle, model years 1928 through 1931.
     2. To obtain and make use of technical and historical information and literature.
     3. To promote the introduction of ideas and fellowship among its members.
  3. **Sanction:** The region shall be sanctioned by and be a member of the national organization of the Model ”A” Restorer’s Club, Inc, and it will abide by all the requirements and objectives of that parent body. This Region will enact and execute its own rules, regulations, bylaws and objectives as the membership may decide by vote, as long as these do not violate the rules and principles of the parent body.

**Article 2**

**2.1**  **Regional Area**: The Missouri Valley Region shall consist of the State of Missouri and that portion of the State of Illinois lying south of a straight line passing through the town of Hamilton in the west and Springfield in the center; to extend from the Iowa state line to the Indiana state line.

**Article 3**

**3.1 Membership Requirements:** Anyperson interested in the purpose of the Region is eligible.

**3.2 Dues:** Dues are payable annually on January 1st of each year. Those in arrears on March 1st shall be considered delinquent and membership rights suspended. Dues shall be a dollar amount as established by the general membership. Dues are to be charged for the calendar year. New members paying dues after October 1st shall be entitled to membership for the ensuing year.

**3.3 Privileges:** Members are entitled to all club privileges and shall have the right to vote and hold office.

**3.4 Insurance:** All members must be able to show proof of valid individual insurance. The Region is not responsible for acts of members, guests or their vehicles and action cannot be brought against the Region for any member’s carelessness by accident or intent, for any reason.

**3.5 Expulsion:** Expulsion of a member may be made by a 2/3 majority vote of the Executive Board for conduct it considers not in the best interest of, or prejudicial to, the Region as a whole. Temporary suspension of membership privileges, for a stated length of time, will be treated in the same manner and for the same reasons. Reinstatement of rights and privileges may be made upon a majority affirmative vote of the Executive Board.

**Article 4**

**4.1 Election of Officers:** The election of officers of the Region shall be: President (Regional Director), Vice President, Secretary, Treasurer, and three board members with a fourth acting as an alternate with limited voting privileges. This fourth board member (alternate) will be held by the previous president. He/She will break any ties in voting and serve as a full voting board member if a quorum is needed. All elected officers shall hold office for a period of one year with the exception of the three elected board members they will be elected under **Article 4.1.2**. The election will be held at the December meeting of each calendar year. Nominations will be printed in the November newsletter and available at the November meeting, one ballot per dues paying member. Election shall be by secret ballot collected at the December meeting or mailed to the Vice President before the December meeting. The ballots will be counted by the Vice President, the nominating committee, and with at least one Executive board member present. Any existing officer on the ballot cannot participate in the counting unless unopposed on the ballot.

An officer needing or desiring to withdraw from office during his or her term may be succeeded by an officer appointed by the Executive Board or by membership vote at the option of the Executive Board. The succeeding officer’s term will end concurrently with the term of his or her predecessor’s.

**4.1.2 Election of the Three Board Members:** Board members will serve a three year term with one board member to be elected or re-elected each year. The election for board members to serve in the calendar year of 2012 will be as follows: Nominations for each of the terms, (3 years, 2 years, and 1 year) will be accepted by the nominating committee in November of 2011.

**4.2 Duties:** **The duties of the elected officers will be as follows:**

**4.2.1 President (Regional Director):** He or she shall be the chief executive officer and preside at all the business meetings; shall insist on the enforcement of all provisions of this constitution; shall make a periodic check on the status of the Region’s funds; shall have the power to appoint, dissolve, and /or recognize committees and chairpersons; to execute Regional functions and activities; shall head the Executive Board.

**4.2.2 Vice President:** In the absence of the President, the Vice President shall perform all the duties of the President. The Secretary, Treasurer, or Board of Director by seniority will serve if both the President and the Vice President are absent. The Past President can also serve in the absence of the President and Vice President with the approval of the Officers and Board Members. The Secretary can elect to pass if no one is able to perform the Secretary function. The Vice President will also serve as the chairman of the nominating committee. The Vice President will select a committee of two or three club members before July 1st of each year. The committee will submit a complete list of candidates to the editor of the newsletter two days after the November meeting so that the candidates can be listed in the December newsletter.

**4.2.3 Secretary:** He or She shall be in charge of all correspondence for the Region: shall be responsible for the taking of minutes at all business meetings and the proper filing and dissemination of those minutes; at the time of election of officers shall hold in his or her possession the secret ballots for the next year’s officers to be counted in the presence of the Nominating Committee.

**4.2.4 Treasurer:** He or She shall be responsible for the collection of all dues and the proper disbursement of funds: shall be bonded at Region’s expense at the discretion of the Executive Board.

**Article 5**

**5.1 Executive Board: The executive Board shall be defined as follows:**

**5.2 Composition:** The Executive Board shall consist of the President (Region Director), Vice President, Secretary, Treasurer, three Board Members, and the Alternate Board Member. The board shall not consist of less than five members at any time. The deficit shall be supplied from members at large by Regional vote. The elected Board members shall be elected or re-elected under Article 4.1.2.

**5.3 Executive Board Decisions:** All executive decisions cannot be made unless five or more members of the Executive Board are present.

**5.4 Functions of the Executive Board:** Executive Board meetings may be called at the discretion of the President or Board Members at a mutually satisfactory time and place. The Board shall have the power to hear and determine the facts regarding any and all disputes or complaints arising within the Jurisdiction of the Region. It shall have the power to cite before it any member and to inspect the Region’s records and documents, or hear testimony pertaining to any case brought before it, with the express intent of giving all involved a just and fair hearing. The Board’s decision there-on shall be final. The board shall function as a consultant in the affiliation of chapters to the Region and shall have full power to subdivide, change or dissolve existing chapters. The Board shall serve as a nomination committee if needed in the absence of the Vice President to submit a candidate for each office. This function is only to supplement nominations from the floor or to ensure a full slate of officers if no floor nominations are made.

**Article 6**

**6.1 Chapter organization**

**6.2 Formation of Chapters:** To carry out effectively the purpose of the Region (Article 1.2) the President (Regional Director) in consultation with the Executive Board may create “Missouri Valley Chapters” and define their geographical boundaries. The governing rules of these chapters shall be in accordance with this constitution and by-laws.

**6.3 Administration of Chapters:** Each chapter shall elect annually a President, Secretary, and Treasurer, and any other officers desired. The chapter must have a minimum of 10 (Ten) members to obtain a Regional sanction. These chapters shall be free to finance their own affairs and to regulate their own activities. Chapter dues shall be as members elect. The chapter President, Secretary, and Treasurer (Article 5.1 -5.4) shall during their full term of office be members of the Regional Executive Board**.**

**Article 7**

**7.1 Meetings and Activities:**

**7.2 Meetings:** Regular Regional business meetings shall be held at a time and place as established by vote of the membership.

**7.2.1 Valid Transaction of Business:** For the purpose of valid transaction of business at a business meeting, a quorum shall be present.

**7.2.2 Quorum Necessary:** A quorum shall be defined as 20 members and/or spouses present

**7.2.3 Vote Validation:** The concurring vote of a simple majority of those members and/or spouses present shall be required to transact business.

**7.2.4 Proxy Votes:** For the purpose of conducting business of the Region, proxy votes are not permitted.

**7.3 Activities:** Activity Committees as required shall be defined and chairpersons chosen following the November /December elections to instigate, arrange, and program a schedule of events consisting of but not limited to tours, swap meets, picnics, and so forth.

**7.4 Region and Equipment:** An Equipment committee shall be established as stated above (Article 7.3) which shall be responsible for the Region’s equipment for that coming year. This committee shall inventory the Region’s equipment at the time of its establishment and a copy of this inventory shall be kept as part of the Region’s documents with the Secretary. Plans and arrangements will also be made at this time for storage of the equipment.

**Article 8**

**8.1 Amendments:** Amendments, or acts to repeal this Regional Constitution and Bylaws; or segments there-of, or any rules or regulations so desired may be enacted at any regional business meeting by a 2/3 majority vote of the members present, but only after publication and normal distribution of the proposed change or changes in the monthly newsletter.

**8.2** **Document Amendments:** Each amendment of this document shall be dated, so that proper continuity of changes may be maintained.