

BYLAWS
of the
NORTHERN CALIFORNIA REGIONAL GROUP

Article I
Name

The name of this organization shall be the NORTHERN CALIFORNIA REGIONAL GROUP of the Model A Ford Club of America, (MAFCA), and is hereinafter designated "Regional" for purposes of these bylaws.

ARTICLE II
Purpose and Limitations

SECTION 1. Purpose. The purpose of this Regional shall be:

- a. To serve as a medium of exchange of ideas, information and parts for admirers of the Model A Ford car and fashions of the era and aid them in their efforts to restore, preserve and enjoy the car and clothing in its original likeness.
- b. To unite in a regional organization Chapters of the Model A Ford Club of America and to further the interest in restoring and maintaining the automobile and fashions in a manner to attract prestige and respect within the community.
- c. To serve as liaison between the Chapters in the Regional area and the Model A Ford Club of America, and to help these Chapters become better acquainted, and encourage and maintain among its Chapters the spirit of good fellowship, sociality, and fair play through sponsored activities including the use of the Model A Ford and family participation.

SECTION 2. Limitations. The Regional shall be noncommercial, non-sectarian, and non-partisan. The Regional shall not discriminate against any persons or groups on the basis of race, creed, color, country of national origin, sex, age, or on the basis of any other item which is declared to be illegally discriminatory under the Constitution and Laws of the United States of America and under the Constitution and Laws of the State of California.

ARTICLE III
Membership Rights and Responsibilities

SECTION 1. Boundaries. Boundaries of the Regional shall be the Pacific Ocean on the West, the Oregon/California border and the Northern boundary of Washoe County, Nevada on the North, the Eastern boundaries of Washoe, Storey, Carson City and Douglas counties and the Nevada/California border on the East, and an East-West line from the California/Nevada border to the city of Turlock and the Southern boundaries of Stanislaus, Santa Clara, and Santa Cruz counties on the South.

SECTION 2. Membership. There shall be one class of membership in the Regional which is hereinafter referred to as a Member Chapter. A Member

Chapter shall be entitled to receive the N.C.R.G. News, a copy of the Fashion and Car Judging list and shall have one vote.

SECTION 3. Voting. In all matters requiring a membership vote, the procedure shall be by hand count, vocal count, secret ballot or an absentee ballot cast on a Member Chapter's letterhead by its President. Board members will not vote unless they represent a Member Chapter. The President of the Regional will vote only to break a tie.

SECTION 4. Membership Requirements. MAFCA Chapters within the boundaries of the Regional, possessing a MAFCA Charter and in good standing with MAFCA, are eligible for membership. Applicants for membership must remit the annual dues and agree to abide by the Regional's Bylaws.

SECTION 5. Dues. Membership shall be set and administered in the following manner:

- a. The Board of Directors may determine from time to time the amount of initiation fees, if any, and the annual dues payable to the Regional by Chapters Members.
- b. Dues paid by an eligible Chapter on or after November 1st of each year, if membership is granted, constitute payment of the full dues for the ensuing year. Dues shall be payable in advance on the first day of January of each year.
- c. When any Member Chapter is in default in the payment of dues on April 1 their membership may thereon be terminated in the manner provided in Article III, Section 6 of these Bylaws.

SECTION 6. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of its members, may suspend or expel a Member Chapter for cause after an appropriate hearing. Any Member Chapter which shall be in default in the payment of dues on the date fixed in Section 5c. of this Article III of these Bylaws may have its membership in the Regional automatically terminated without further action by the Board of Directors.

SECTION 7. Resignation. Any Member Chapter may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member Chapter resigning of any financial obligation to the Regional. The resignation letter must be signed by a majority of the Member Chapter's officers.

SECTION 8. Reinstatement. The Board of Directors may, by affirmative vote of two-thirds of its members, reinstate a former Member Chapter to membership in the Regional upon such terms as they may deem appropriate.

SECTION 9. Transfer of Membership. Membership in this Regional is not transferable or assignable.

SECTION 10. Rights of Dissolution. In the event of dissolution of the Regional, distribution of the assets of the Regional then remaining shall

be donated to an appropriate charitable organization selected by the Board of Directors.

ARTICLE IV
Meetings of Members

SECTION 1. Regular Meetings. Regular Meetings shall be held on dates fixed by the Board of Directors. One of these shall be at the annual Round-up which shall be the Annual Meeting.

SECTION 2. Annual Meeting. The Annual Meeting of the Regional shall be on a date selected by the Board of Directors as specified in Section 1 of this Article. The purpose of said meeting shall be the election of officers and the transaction of such other business as may come before the meeting.

SECTION 3. Special Meeting. Special meetings of the Regional may be called by the President, the Board of Directors, or not less than one-tenth of the Member Chapters having voting rights.

SECTION 4. Place of Meeting. The Board of Directors may designate any place within the boundaries of the Regional as the place of meeting for any regular or special meetings called by the Board of Directors in accordance with Sections 1 or 3 of this Article.

SECTION 5. Notice of Meeting. A written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each Member Chapter at least thirty days before the date of such meeting, by or at the direction of the President, or the 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 for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed as delivered when deposited in the United States mail addressed to the Member Chapter's as it appears on the records of the Regional, with postage thereon prepaid. This written notice may be waived by verbal consent of the recipient.

ARTICLE V
Board of Directors

SECTION 1. General Powers. The affairs of the Regional shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The Officers of the Regional together with the most recent ex-President, constitute the Board of Directors. Each Officer's term of office shall be as specified in Article VI, Section 2 of these Bylaws. Each Officer must be able to attend all meetings which will normally be held in the Northern California area. An Officer must be 18 years of age or older and must be able to be bonded.

SECTION 3. Advisor. The most recent ex-president shall serve as Advisor to the Board of Directors in the transaction of business as may come before the Regional. The Advisor shall serve a term as provided in

Article VI, Section 2 of these Bylaws and shall be entitled to vote in all regular and special meetings.

SECTION 4. Elections. A nominating Committee shall be appointed by the Board of Directors prior to March 1 of the year in which elections are to be held. The nominating Committee shall present a panel of candidates, at least one for each vacancy who, in the Committee's opinion, will be the best qualified to serve on the Board of Directors. All candidates must be a member in good standing of a Member Chapter, a current member of MAFCA and agree to be placed on the panel of candidates for the election. Elections shall take place at the Annual Meeting from among the candidates nominated. Each successful candidate shall assume office on the following July 1.

SECTION 5. Regular Meetings. The Board of Directors may provide by resolution the time and place within the boundaries of the Regional for the holding of regular meetings of the Board without any other notice than such resolution.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Board Members. The person or persons authorized to call special meetings of the Board may fix any place within the boundaries of the Regional as the place for holding any special meeting of the Board of Directors called by them.

SECTION 7. Notice. Notice of a special meeting of the Board of Directors shall be given at least two days previous thereto by a written notice delivered personally or sent by mail, electronically, fax or by telegram to each Board Member at the address as shown by the records of the Regional. Any Board Member may waive notice of any meeting by verbal consent.

SECTION 8. Quorum. A majority of the Board of Directors 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 9. Manner of Acting. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an unexpired term of a predecessor in office or an increase in number of Board Members shall be filled by the Board of Directors.

SECTION 11. Compensation. Board Members shall not receive any salary for their services. Neither a Board Member nor a spouse may be employed by the Regional or perform services for the Regional for compensation.

SECTION 12. Removal. Any member of the Board of Directors may be removed by the Board of Directors whenever such member indicates a noticeable disinterest in the welfare of the Regional or when such member of the Board requests removal for personal reasons.

ARTICLE VI
Officers

SECTION 1. Selection of Officers. The Officers of the Regional shall be a President, one or more Vice Presidents (the number shall be determined by the Board of Directors), a Treasurer, a Secretary, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, and such Officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

SECTION 2. Election, Term of Office. Officers of the Regional shall be elected by a vote of the Member Chapter's Representatives at the Annual Meeting. Each Officer's term shall start on July 1 and extend for two consecutive years until a successor shall have been duly elected and installed.

SECTION 3. Removal. Any Officer or agent appointed or elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Regional would be served thereby, or if the Officer or agent requests removal for personal reasons, but such removal shall be without prejudice to the membership rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Regional; and shall, in general, supervise and control all of the business and affairs of the Regional. The President shall preside at all meetings of the members and of the Board of Directors; may sign, with the Secretary or any other proper officer of the Regional authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Regional; and in general shall perform all duties incident to the office of President and such other duties that may be prescribed by the Board of Directors. The President, upon completion of the term in office, shall serve an additional consecutive term as Advisor as described in Article V, Section 3.

SECTION 6. Vice President. In the absence of the President the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the

President. The Vice President shall perform such other duties which may be assigned by the President or by the Board of Directors.

SECTION 7. Treasurer. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Regional. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Regional; receive and give receipts for moneys in the name of the Regional in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties which may be assigned by the President or by the Board of Directors.

SECTION 8. Secretary. The Secretary shall prepare minutes of all the meetings of the members and of the Board of Directors and retain them in one or more books or files provided for that purpose; see that all notices are fully given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Regional records; keep a register of the post office address of each Member Chapter which shall be furnished to the Secretary by such chapter; and in general perform all the duties incident to the office of Secretary and such other duties which may be assigned by the President or by the Board of Directors.

ARTICLE VII Committees

SECTION 1. Committee Creation and Purpose. One or more committees may be created from time to time by the Board of Directors for such purpose as shall be specified by the Board of Directors. The specific authority, powers, and purpose of a committee, whether a standing or special committee, shall be specified by the Board of Directors in the resolution creating the committee.

SECTION 2. Committee Chairperson. A committee Chairperson shall be appointed by the President to perform duties thereby assigned. Any Committee Chairperson may be removed by the President whenever in the President's judgment the best interest of the Regional shall be served.

SECTION 3. Committee Members. Committee members shall be appointed by the Committee Chairperson. Any committee member may be removed by the Committee Chairperson or President whenever in their judgment the best interest of the Regional shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, requests removal for personal reasons, or ceases to qualify as a member thereof.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government which are consistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII
Contracts, Checks, Deposits and Funds

SECTION 1. Contracts. The Board of Directors may authorize any Board Member or Board Members, agents or agents of the Regional, in addition to the Board Members so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Regional and such authority may be general or confined to specific instances.

SECTION 2. Payment of Moneys. All checks, drafts, or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Regional, shall be signed by the Treasurer and countersigned by the President or the Vice President.

SECTION 3. Deposits. All funds of the Regional shall be deposited from time to time to the credit of the Regional in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Regional any contribution, gift, bequest or devise for the general purposes or any special purpose of the Regional.

ARTICLE IX
Certificates of Membership

SECTION 1. Certification of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Regional which shall be in such form as may be determined by the Board. The name and address of each Member Chapter and the date of issuance of the certificate shall be entered on the records of the Regional. If any certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 2. Issuance of Certificates. When a Member Chapter has been accepted into membership and has paid any initiation fee and annual dues that may be required, a certificate of membership shall be issued in its name and delivered to the Member Chapter by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

ARTICLE X

Books and Records

SECTION 1. Requirements. The Regional shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the Member Chapters entitled to vote. All books and records of the Regional may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI Fiscal Year

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

ARTICLE XII Amendments to Bylaws

SECTION 1. Proposals by the Board of Directors. A proposed amendment to the Bylaws may be submitted by the Board of Directors to the Member Chapters for approval. The proposed amendment shall be submitted to the Member Chapters for review a minimum of 60 days before the Annual Meeting. A vote by the Member Chapter's Representatives will be taken at the Annual Meeting and if the proposed amendment receives a majority of the votes, it shall be incorporated in the Bylaws of the Regional.

SECTION 2. Proposal by Membership. A proposed amendment to the Bylaws may be submitted to the Board of Directors by means of a petition signed by a least ten percent of the Member Chapters of the Regional. The petition must be submitted to the Board of Directors at least 120 days before the Annual Meeting. The Board of Directors must then prepare a written recommendation for a positive or negative vote on the petition and submit such recommendation with the proposed amendment to the Member Chapters of the Regional for review a minimum of 60 days prior to the Annual Meeting. A vote by the Member Chapter's Representatives will be taken at the Annual Meeting and if the proposed amendment receives a majority of the votes, it shall be incorporated in the Bylaws of the Regional.

Amended May 26, 1984
Amended January 25, 1992
Amended September 15, 1999
Amended June 2, 2007

