

BY-LAWS OF THE COPPERSTATE MUSTANG CLUB, INC.

ARTICLE I

PURPOSE AND CLASSIFICATION

SECTION 1. The general purpose of this club, incorporated as a charitable non-profit organization and hereinafter referred to as the "Club", is to encourage the preservation, restoration, maintenance and enjoyment of all Mustang automobiles. It is a family-oriented club organized to provide camaraderie and share our common interests in Mustangs, and is open to all Mustang owners and enthusiasts.

ARTICLE II

OFFICIAL NAME AND LOGO

SECTION 1. The official name of the club shall be "Copperstate Mustang Club". The official logo of the club shall consist of a silhouette drawing of the State of Arizona, with an overlay of a facsimile of the Mustang emblem centered therein and the words "Copperstate Mustang Club" above the emblem and "Phoenix, Arizona" below.

- A. The official Club name and logo may be used and displayed by any member in good standing.
- B. The official Club name and logo are the property of the Club.

ARTICLE III

EXECUTIVE OFFICES

SECTION 1. The executive office for the Club is hereby fixed and located in the County of Maricopa, State of Arizona, at such place as the Board of Directors shall from time to time designate.

ARTICLE IV

PERSONAL LIABILITY

SECTION 1. Neither the members of the Club, the Board of Directors, nor the Officers, past, present or future shall be held personally liable for any claim, damage, or debt against the Club or its members.

SECTION 2. No member of this Club shall have the right to individual proceeds of the Club assets or property.

ARTICLE V

OFFICERS

SECTION 1. Type of officers: The Officers of this Club shall be the President, Vice-President, Secretary, Treasurer and Sergeant at Arms. Officers shall serve one (1) year terms up to two (2) consecutive years, or one (1) as an Officer followed by one (1) as a Board member, with a two (2) year interruption before serving again as either an Officer or Board member except as noted in Article V, Section 5 for Past Presidents.

- A. Nominees for the offices of President, Vice-President, Secretary, Treasurer, and Sergeant at Arms must be members in good standing for a minimum of one year prior to assuming office.
- B. Officers shall be selected by the Board of Directors with which they will serve and shall not have Board of Director voting privileges except as noted in Article VI, Section 1.

SECTION 2. Removal: Any officer may be removed with cause by a three-fourths (3/4) majority vote of the Board of Directors. Upon removal, an officer is ineligible to serve as a future Officer or on the Board of Directors for the next two (2) years.

SECTION 3. Resignation: An officer may resign at any time by giving notice in writing to the Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Upon resignation, an officer is ineligible to serve as a future Officer or on the Board of Directors for the next two (2) years.

SECTION 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors in accordance with Section 1 above.

SECTION 5. All immediate Past Presidents shall be automatically eligible to serve as a regular member of the Board of Directors for a term of one (1) year without being elected. Said Directorship shall commence on January 1st after the election of a new President, and end one year later on December 31st. If the immediate Past President served two (2) consecutive terms as an Officer, they shall be eligible to serve a one (1) year term as a Board member before the required two (2) year interruption of service as either a Board member or Officer.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1. President: The President shall be the chief executive officer of the Club and shall, subject to the approval of the Board of Directors provide general supervision, direction and oversight of the business and affairs of the Club. The President shall preside at all meetings of

the Board of Directors. The President shall sign all contracts and other instruments in writing on behalf of the Club provided that all contracts and instruments in writing are first approved by the Board of Directors. The President shall have the specific voting privilege to cast a tie breaking vote of the Board of Directors in the event of a voting tie on any Board related voting item.

SECTION 2. Vice-President: The Vice-President shall perform the duties of the President in the absence of the President, and when so acting shall have all the powers and responsibilities of the President as set forth in SECTION 1. The Vice-President shall perform such other duties from time to time that may be prescribed by the Board of Directors.

SECTION 3. Secretary: The Secretary shall attend all Board of Directors, Regular Membership and Special meetings, record the minutes of all meetings, keep a current roster of members, give notice of all meetings to members, and keep the Seal of the Corporation in safe custody. The Secretary shall have possession of valuable papers to include but not limited to the Articles of Incorporation, minutes of all meetings, current By-Laws and books of the Club. The Secretary shall certify and file amendments and revisions to the Club By-Laws with the official copy as kept in the principal office. In the absence of the Secretary from any meeting of the members or Board of Directors, the Presiding Officer shall appoint a Secretary pro-tempore.

- A. Minutes of all official Club meetings shall be compiled by the Secretary and distributed for publishing in the following month's newsletter.
- B. The Secretary shall compile copies of the minutes of all previous meetings and file in such a way as to be available for future reference.
- C. The Secretary shall provide a Transition Form to the incoming Secretary outlining any significant transactions of the previous year's affairs.

SECTION 4. Treasurer: The Treasurer shall keep a correct accounting of the Club's business transactions. The Treasurer shall receive and deposit all monies into a financial institution as may be designated by the Board of Directors, and shall render an accounting of the Club's assets and liabilities when same is requested. The Treasurer is responsible for producing a quarterly statement of income and expenses to the Board of Directors which shall be shared at the Board of Directors meetings of March, June, September and December. No obligations, debt, or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors as outlined in Article XI.

SECTION 5. Sergeant at Arms: The Sergeant at Arms shall keep order at all official Club meetings and events. The Sergeant at Arms shall be responsible for inventory control of the Club's physical property by conducting two (2) physical inventories, one in the spring and one in the fall. Copies of all inventories shall be presented to the Board of Directors along with a detailed record of the location of all Club property. The Sergeant at Arms shall perform such other duties from time to time that may be prescribed by the Board of Directors.

ARTICLE VII

MEMBERSHIP

SECTION 1. There shall be two (2) classes of membership of the Club as follows:

- A. Family Membership – Family membership shall be open to any Mustang enthusiast who pays an annual membership fee and is in good standing with the Club. Membership shall entitle all immediate family residing at the applicant's address to all Club privileges. Membership shall be for a period of one (1) year commencing on January 1st and ending on December 31st.
- B. Charter Membership – A person and/or family who became affiliated with the Club on or before October 21, 1979. Charter memberships shall be exempt from annual membership fees and shall include all the rights of a standard family membership.

SECTION 2. Application: Application for club membership, new or renewal, shall be in writing on the official Club membership form, filed with the Secretary, and accompanied by dues for the current year. Annual membership renewals are due by January 1st of each year and considered delinquent after February 1st. All new applications submitted from September 1st through December 31st will remain in effect until December 31st of the following year.

SECTION 3. Membership Fees: The annual family membership fee shall be as set forth on the official Club membership application form. These fees may only be adjusted by a three-fourths (3/4) majority vote of the club membership in attendance at a regular or special meeting of the members in accordance with Article VIII. There shall be no membership fee for a charter membership.

SECTION 4. Expulsion, Reinstatement by the Board of Directors: The Board of Directors shall have authority by a vote of a majority of its members, to expel and terminate the membership of any member for just cause. The proceedings of the Board of Directors in such matters shall be final and conclusive. After expiration of a period of two (2) years from the date of expulsion, an expelled member may reapply for membership. A majority affirmative vote of all members of the Board of Directors shall be required to approve such applications.

SECTION 5. Voting Privileges: Each membership shall entitle each of the two (2) members listed on the official Club application form to one (1) vote of the general members. In order to vote a member must be listed on the current official Club roster.

SECTION 6. Certificate of Membership: Certificate of membership shall be of such form and device as the Board of Directors may from time to time elect. The certificate shall include the voting member(s) name and the year of membership.

ARTICLE VIII

MEETING OF THE MEMBERS

SECTION 1. Meetings: The meetings of the members of this Club shall be held in the State of Arizona, Maricopa County for the purpose of reporting the business affairs to the membership and discussing past, current, and future Club events. A meeting shall be held at such time, place and date as the Board of Directors shall select. At all meetings of the Club, fifteen (15) members in good standing shall constitute a quorum entitled to conduct legal business. The use of proxy votes at any regular membership meeting or Board of Director meeting of this Club shall be allowed. The proxy authorization must be written and signed by the absent member in good standing. A proxy shall not be considered to represent a member present at the meeting for the purpose of constituting a quorum.

- A. Regular Membership Meetings: General meetings that are held monthly for the purpose of discussing the business affairs of the Club.
- B. Special Meetings: Special meetings of the members may be called at any time by the President, the Board of Directors, or by the Secretary upon receipt of a written application accompanied by the names of at least sixty (60) members in good standing requesting such special meeting. The application shall state the purpose of the meeting. The Secretary must send notices of special meetings as provided in SECTION 2 of ARTICLE VIII.

SECTION 2. Notice: A written notice (to include but not be limited to printed in the form of a Club Newsletter, electronic mail or by facsimile) stating the date and hour of the meeting shall be mailed by the Secretary to each member in good standing at least ten (10) days prior but not more than thirty (30) days prior, to the said meeting. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of communication addressed to the member's last known address. In all cases, the obligation rests on the member to correct his address if same appears erroneously on the Club roster held by the Secretary.

ARTICLE IX

CORPORATE POWERS

SECTION 1. The corporate powers of this Club shall be managed by the elected Board of Directors, who shall be voting members in good standing. Four (4) Directors constitute a quorum for the transaction of business. The Board of Directors shall have specific voting privileges for the purpose of conducting business transactions on behalf of the Club. Officers appointed by the Board of Directors shall have no special voting privileges except in the case of a tie vote by the Board. The President shall have the specific voting privilege to cast a tie breaking vote of the Board of Directors in the event of a voting tie on any Board related voting item.

ARTICLE X

BOARD OF DIRECTORS

SECTION 1. Election of the Term: The Board of Directors of the Club shall consist of six (6) members and two (2) alternate members elected from members in good standing. Board members shall serve a one (1) year term up to two (2) consecutive years, or one (1) year as a Board member followed by one (1) year as an Officer, with a two (2) year interruption before serving again as either a Board member or Officer except as noted in Article V, Section 5.

SECTION 2. Vacancies: When a vacancy occurs, an alternate Board member shall move into the vacant position.

SECTION 3. Nominations: Nominations for the Board of Directors shall be received from the members, either present or by proxy, at the regular membership meeting held in the month of October. Not less than seven (7) members shall be nominated to fill five (5) Director vacancies and two (2) alternate vacancies. Directors and alternates shall be elected by vote of the members, either present or by proxy, at the regular membership meeting held in the month of November. The five (5) nominees receiving the highest number of popular votes shall be appointed to the Board of Directors. The two (2) nominees receiving the sixth (6) and seventh (7) most popular votes shall be appointed as alternates to the Board of Directors.

Each nominee may at the November regular membership meeting present a brief statement either written or oral, regarding their qualifications and desire to serve on the Board of Directors.

SECTION 4. Place of Meeting: Regular meetings of the Board of Directors shall be held at any place within the State of Arizona which has been designated from time to time by consent of the majority of the Board.

SECTION 5. Board Meetings: The Board of Directors shall hold at least one (1) monthly regular Board meeting for a total of at least twelve (12) meetings each fiscal year. All regular board meetings shall be published in the Club Newsletter and shall be open to all members in good standing.

SECTION 6. Special Meetings: Special Meetings of the Board of Directors for any purpose may be called at any time by the President or by any four (4) Directors, on notice of each Director of such meeting.

SECTION 7. Notice: May be in writing (to include but not limited to email or facsimile) or by telephone of the time and place of monthly Board meetings and special meetings of the Board of Directors.

SECTION 8. Quorum: Four (4) members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

SECTION 9. Adjournment: Any Director's meeting, either regular or special, shall be adjourned in accordance to Robert's Rules of Order including adjourning to continue the meeting at a later time and/or place. A quorum of the Director's shall not be required to adjourn a meeting.

SECTION 10. Attendance: Directors shall notify the President or Secretary as soon as practicable if unable to attend a Director's meeting.

SECTION 11. Fees and Compensation: Directors shall not receive any compensation, fee or salary for their services as Directors, but by resolution of the Board, compensation may be allowed to any Director for any monies or expenses actually incurred and paid by any Directors for the benefit of the Club.

SECTION 12. Removal: Any Director may be removed with cause by a three-fourths (3/4) majority vote of the Board of Directors or by popular vote. Upon removal, a Director is ineligible to serve as a future Director or Officer for the next two (2) years.

SECTION 13. Resignation: A Director may resign at any time by giving notice in writing to the Board of Directors and Officers. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Upon resignation, an officer is ineligible to serve as a future Director or Officer for the next two (2) years.

ARTICLE XI

AUTHORITY OF OFFICERS AND DIRECTORS

SECTION 1. The President and/or Board of Directors shall have the authority to call meetings of the Club when it deems it necessary to conduct, manage and control the affairs, relations and business of the Club and to make rules not inconsistent with the Laws to the State of Arizona, for guidance and management of the affairs of the Club. The President, Vice-President, or Treasurer shall have the authority to incur indebtedness up to \$50 for special circumstances without approval of the Board of Directors. Any indebtedness over \$50 shall require approval of the Board of Directors, the terms and amount of which shall be entered into the minutes of the Board and the note or obligation, if any, given for same, signed officially by the President and the Secretary shall be binding on the Club. The Board of Directors may appoint other agents or committees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any Club office. The Club checking account shall have checks that require two (2) authorized signatures for any amount over \$500.

SECTION 2. The Board of Directors, except as the By-Laws or Articles of Incorporation otherwise provide, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any similar instrument on behalf of the Club. Such authority shall be specific to an individual event or circumstance, and unless so specifically authorized by the Board of Directors, no Officer or agent shall have any authority to bind the Club by any contract

or agreement or to any amount. The Board shall set a spending limit in conjunction with such specific authority.

- A. Car Show/Event Spending Authority: The Board shall assemble a show/event committee for every car show/event of the Club that shall provide the Board a detailed budget request for each such car show/event. The budget shall provide an itemized list of proposed expenditures to be approved by the Board. The budget shall be subject to any special terms and conditions set forth by the Board at the time of approval. The car show/event committee shall be allowed to spend up to the limit set forth by the Board without question as long as itemized receipts of all expenses are provided, all expenses are within any special terms or conditions set forth, and all expenses are deemed by the Board to be in the best interest of the car show/event. The committee shall provide up-to-date expense reports to the Board as requested and shall not exceed authorized spending limits.

ARTICLE XII

PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order" shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order that the Club may adopt.

ARTICLE XV

INSPECTION OF BY-LAWS

SECTION 1. The Club shall keep in its principal office the original (or a copy of) the By-Laws as amended or otherwise altered, to date, certified by the Secretary which shall be open to inspection by the members at all reasonable times and or by prior appointment.

ARTICLE XVII

AMENDMENTS

SECTION 1. New By-Laws may be adopted or these By-Laws may be amended or repealed by the voting members. The Secretary shall prepare a ballot presenting proposed changes to these By-Laws and mail one (1) ballot to each voting member. Ballots shall be returned to the Secretary within the time designated on the ballot. If the majority of returned ballots are in favor of the proposed changes, such changes shall be implemented by the Board of Directors. If the majority of returned ballots oppose the proposed changes, such changes shall be abandoned but may be presented again at a future time.

SECTION 2. Restrictions: Not less than six (6) months must elapse between the defeat of a proposed amendment or repeal, and a new presentation of the same or substantially the same, amendment or repeal.

These By-Laws were approved by the Board of Directors on March 1, 2013

These By-Laws were approved by the Board of Directors on March 30, 1989

These By-Laws were amended by the Club on July 28, 1998