



**BYLAWS OF THE
BAY AREA MUSTANGS, INC.**
A Not For Profit Corporation

ARTICLE I – NAME AND PURPOSE

SECTION 1. NAME.

The name of this corporation shall be:

BAY AREA MUSTANGS, INC.

SECTION 2. PURPOSE.

Bay Area Mustangs, Inc., hereinafter referred to as the “Club”, is a Florida non-profit corporation.

The primary purpose of the Club is to promote the restoration, preservation, and enjoyment of the Ford Mustang. To perpetuate this goal, members pay dues, meet monthly, promote car shows, and hold social activities to foster their love for the Ford Mustang.

Activities such as car shows will be promoted for charitable purposes, and proceeds from any charitable event will be donated to a charity as determined by the Board of Directors.

ARTICLE II - NONPARTISAN ACTIVITIES

This corporation has been formed for the purposes described at Article I above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE III – LOCATION

The principal office for the transaction of the business of the corporation (“principal office”) shall be located in the State of Florida, County of Hillsborough. The street address for the principal office is 10524 Mistflower Lane, Tampa, FL 33647. The corporation’s mailings will be sent to this address.

The Directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.



ARTICLE IV – REGISTERED AGENT

The individual that will serve as the Registered Agent for the corporation will be the current President of the Club. The Registered Agent's physical street address is 10524 Mistflower Lane, Tampa, FL 33647.

ARTICLE V - OFFICERS

SECTION 1. OFFICERS.

The elected officers of the corporation shall be the president, vice president, secretary, treasurer and membership chairman. Officers are elected for one-year terms and may be re-elected to the same office.

SECTION 2. VACANCIES.

Except for the office of President, the President shall have discretion to fill any vacant office by appointment or election. If the president's office is vacant, the members shall elect a new president in accordance with these Bylaws. Pending the election to fill the vacancy of the President, the Vice President shall act as President.

SECTION 3. DUTIES.

Positions of the elected officers is defined as follows:

1. **President.** The President shall be the chief executive officer of the corporation. He or she shall preside at all meetings, generally supervise the affairs of the corporation, and be an ex officio member of all committees.
2. **Vice President.** The Vice President shall assist the President in carrying out the affairs of the corporation, preside at all meetings in the absence of the President, and be an ex officio member of all committees.
3. **Secretary.** The secretary shall keep a proper record of all affairs of the corporation and be responsible for all correspondence.
4. **Treasurer.** The treasurer shall receive all funds of the corporation and shall deposit all funds of the corporation in the designated corporate bank account, pay all bills upon the direction of the Board of Directors, keep an accurate account of all financial transactions and give his report at each regular meeting and each Board Meeting. All checks issued by the corporation shall be signed by two (2) elected officers.
5. **Membership chairman.** The membership chairman shall keep an accurate account of all the members, issue membership cards on payment of dues and shall provide a membership



packet to all new members, including a copy of the Bylaws and Code of Conduct. The membership chairman shall mail dues renewal notices throughout the year as each membership becomes due for renewal.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 3. BOARD OVERVIEW.

The Board of Directors of this corporation shall consist of all elected officers of the corporation who are elected annually by the members. Appointed officers shall be selected by the elected Board of Directors and include the newsletter editor, raffle chairman, activities chairman, sergeant at arms, web master, Facebook administrator and such others as deemed necessary within the discretion of the President. Appointed officers serve a one-year term and may be re-elected to the same position. The President shall be the Chairman of the Board.

SECTION 3. BOARD DUTIES.

1. The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of the Board of Directors.
2. Select and remove elected and appointed officers, agents, Club members or employees of the corporation if they are deemed to be acting in a manner inconsistent with the Club's Bylaws or Code of Conduct. Removal is effective upon a two thirds (2/3) vote of the Board of Directors.
3. The authorized number of Board of Directors shall be defined by the President.
4. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the elected officers and board members, individually or collectively, consent to that action. Such action shall have the same force and effect as a unanimous vote of the Board of Directors. Such actions shall be included in the minutes of the next Board Meetings.
5. No officer or director shall receive compensation from the Club for serving on the Board of Directors.

ARTICLE VII - MEMBERSHIP

SECTION 1. MEMBERSHIP QUALIFICATIONS.

There shall be only one class of membership in this corporation. Persons eligible for membership shall be anyone interested in the promotion, restoration, preservation, and enjoyment of the Ford Mustang.



To become a member of the Club, a person must fill out the required Membership Application, pay the required annual dues, agree to be bound by the Club's Bylaws and Code of Conduct, and agree to support the meetings and events of the club. All applications must be approved for membership by the Membership Chairman, after each application has been presented to the Board of Directors for their consideration.

Each member shall be issued a membership identification card by the Membership Chairman of the corporation.

SECTION 2. DUES.

1. Annual dues shall be \$25.00 for each individual membership. Dues are nonrefundable. Annual dues, having been paid by one person, shall be deemed to include his/her legally recognized spouse and his/her dependent children under the age of sixteen (16). Children over the age of sixteen (16) shall be required to have their own membership to receive the benefits provided to members.
2. Annual dues may be increased or decreased upon a majority vote of the Board of Directors. Any adjustment in dues will only become effective upon a member's renewal date.

SECTION 3. TERMINATION OF MEMBERSHIP.

Causes of Termination. The membership of any regular member shall terminate upon occurrence of any of the following events:

1. The written resignation of a member.
2. The failure of a member to pay annual dues in the amount and within the times set forth by the Board of Directors.
3. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the Code of Conduct governing this corporation as promulgated by the Board from time to time.

Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (c) above, the following procedures shall be implemented.

1. A notice shall be sent by mail by prepaid, first class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and reasons therefor. Such notice will be sent at least fifteen (15) days before the proposed effective date of the expulsion.
2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee



composed of not fewer than three Directors appointed by the President. The notice to the member, of his/her proposed expulsion, shall state the date, time, and place of the hearing on his/her proposed expulsion.

3. Following the hearing, the expulsion committee shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
4. No expelled member shall be entitled to any refund of dues.

SECTION 4. TRANSFER OF MEMBERSHIP.

No membership in this corporation may be transferred.

ARTICLE VIII - MEETINGS OF MEMBERS

SECTION 1. PLACE AND TYPE OF MEETING.

The general meetings and Board of Directors meetings of the corporation shall be held each month at a time and place designated by the Board of Directors.

SECTION 2. ANNUAL MEETING.

An annual meeting of the members shall be held in December of each year for the purpose of electing the officers of the corporation. The date and time will be determined by the Board of Directors and a notice will be provided to all members. The election shall be conducted as follows:

1. Nomination of officers, by any current member, shall be made by no later than the November general meeting, but nominations can start as early as the October general meeting. The nominated member must be present to accept the nomination, and the nomination must be seconded by a current member.
2. Ballots for the persons nominated will be provided to members in good standing who are in attendance at the December meeting. Ballots will be counted, under the oversight of the Membership Chairman, and elected officers receiving the majority of votes in each category will be announced before the end of the December meeting.
3. The persons elected shall be installed on the first day in January of the new year.

SECTION 3. GENERAL MEETINGS.

General meetings of the membership shall be held each month at a time and date determined by the Board of Directors. Meetings shall be conducted according to the following general rules:



1. No meeting shall be held for the transaction of business without the presence of at least five (5) members of the Board of Directors.
2. The members present shall constitute a quorum.
3. No notice of meeting shall be required for regular meetings.

ARTICLE IX - DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article I hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of said Objectives and Purposes.

Upon dissolution of the corporation, all liquidated properties and assets shall be distributed to a charity as determined by the Board of Directors.

ARTICLE X – INSURANCE AND INDEMNIFICATION

The Club shall indemnify its officers, directors, members and agents to the full extent allowed by Florida Statute # 617.0831.

All persons or entities contracting with, or having any claim against, the Club shall look only to the funds and property of the Club for payment of any contract or claim of contract, or for the payment of any debt, or any money that may otherwise become due and payable to them from the Club. The members, officers and directors, past, present or future shall not be personally liable for any debts, liabilities or other obligations of the Club, nor shall any member be subject to assessment for the same.

ARTICLE XI – GENERAL PROVISIONS

No member shall have any right, title or interest in any assets or earnings of the Club.

ARTICLE XII – REPORTING REQUIREMENT

The Board of Directors is responsible for filing the Annual Report to the State’s Division of Corporation. The Annual Report shall be for the previous year and will be submitted to the State between January 1st and May 1st of the following year. This is not a financial statement but is used to confirm the entity’s information in the State’s records.

ARTICLE XIII - AMENDMENT OF BYLAWS



The Bylaws of the corporation may be amended, altered, or repealed upon a two-thirds (2/3) vote of the Board of Directors.

CERTIFICATE OF OFFICERS

We, the undersigned, certify that we are the presently elected and acting Officers of BAY AREA MUSTANGS, INC., a Florida not for profit corporation, and the above Bylaws, consisting of seven (7) pages, are the Bylaws of this corporation, the effective date of the Club's existence will be the date these Articles are filed by the Division of Corporations.

EXECUTED BY:

DATE OF EXECUTION:

President: Morales, Frank, E.
Correspondence of the corporation
to be emailed to: fmorapres@aol.com

Vice-President: Polo, Robbie X.

Treasurer:

Secretary:

Membership Chairman:

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