

B Y L A W S

of the

HUDSON VALLEY REGION MARC, INC.

Adopted May 8, 1964
Amended March 10, 1968
Amended March 10, 1978
Amended August 12, 2005

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Article I

NAME AND OBJECTS:

- (1) The name of the Association shall be HUDSON VALLEY REGION MARC, INC., a membership corporation organized and existing under the laws of the State of New York (hereinafter referred to as the Region). It is constituted and maintained for the purpose of conducting and furthering the aims of the national and parent body, the MODEL "A" RESTORERS CLUB, INC. (hereinafter referred to as MARC).
- (2) Consistent with the objectives of the parent body, the Region will operate gatherings, meetings and meets for social and educational advancement among its members, particularly in the field of Model "A" Ford automobiles and everything touching on or appertaining to them.
- (3) The Region shall maintain an attitude of strict neutrality in all controversial matters, and shall never be called upon or permitted to act officially in its individual or associate capacity as an organization on any economic, political, or religious subject or question; neither shall it be responsible for the statements or opinions of any of its members.

Article II

CHANGES TO BYLAWS

These Bylaws may be altered, amended or repealed in whole or in part at any meeting of the Region by a two-thirds (2/3) vote of the members in good standing present and voting; provided, however, that notice of the proposed amendment(s) or alteration(s) shall have been given by mail not less than ten (10) days prior to the date of the meeting.

Article III

FISCAL YEAR

The fiscal year of the Region (governing election of officers and appointed committees) shall terminate with the last day of December in that year. Yearly dues for both MARC and the Region shall be collected by the first day of October in the year preceding that for which the membership is being applied.

Article IV

MEETINGS

- (1) The Region shall hold a regular meeting on the second Friday evening of each month, at a place and at an hour designated by the President. However, the President shall have the right to select a different date and/or place to call the meeting if, in his or her judgment, such a change is in the best interests of the Region. Conditions at the time permitting, such election shall be confirmed by a majority vote of the members, the word "majority" being defined as meaning more than one-half (1/2) of the members in good standing present and voting.
- (2) The annual meeting of the Region shall be held in the month of November of each year at

whatever time and place within that part of New York State commonly referred to as the Hudson Valley that has been selected at an earlier regular meeting by a majority vote of the members.

- (3) Any notice of a meeting or a notice relating to the conduct of the affairs of the Region, required by these Bylaws, shall be considered properly delivered if mailed to the individual member at his or her address as it appears in the official records of the Region.
- (4) Twelve (12) members of the Region in good standing and present at the place of a regularly scheduled meeting shall constitute a quorum for the transaction of any business at that meeting and, except as provided in Article II, a majority vote as in paragraph one (1) above shall rule.
- (5) If a quorum is not present at any meeting of the Region, the presiding officer shall adjourn the meeting to a future date, unless in the opinion of the presiding officer, it is practicable and feasible to conduct the meeting; provided, however, that any action voted upon and adopted at said meeting is subject to ratification at a later meeting when a quorum is present.
- (6) Meetings shall be conducted under the parliamentary system of Robert's Rules, unless agreed to by the membership-at-large.

Article V OFFICERS

- (1) The Region officers shall consist of a Regional Director, a President, a Vice-President, a Secretary and a Treasurer. They are to be nominated at a regular meeting held in September and elected at the annual meeting held in November of each calendar year. To be nominated and elected to a Regional officer position, a person must be a member in good standing as defined in Article VII, paragraph (1) of these Bylaws, and shall have been a member in good standing for at least two consecutive years.
- (2) The Executive Board of the Region shall consist of the Region officers plus all members of the Standing Committees as described in paragraph (6) below. The Committee members herein named shall be nominated and elected in the same manner and on the same dates of the meetings whereat the Region officers are nominated and elected. The Executive Board shall have authorities and responsibilities as set forth in paragraph (10) below.
- (3) Every officer shall keep proper books and files, and these books and files shall be the property of the Region and shall revert to the Region on expiration of his or her term of office. Every officer shall hold office until his or her successor is elected and qualified. Members of the Executive Board shall fill unscheduled vacancies until the next election meeting.
- (4) The Regional Director shall be responsible for relations between the Region and the parent body, MARC, and/or any other organized group having aims consistent with those of the Region, and work in harmony with the appropriate committees of MARC and/or any other organized group. To be considered for the office of Regional Director, a member must satisfy the requirements set forth in paragraph (1) of this Article and in addition must fulfill the following:

1. Hold or have held the office of President or Vice-President;
And/or
2. Have attended at least two MARC Membership Meetings.

- (5) The President, or in his or her absence the Vice-President or the Regional Director shall preside at all meetings of the Region. The President, or a member of the Executive Board appointed by him or her, shall conduct the correspondence of the Region and shall give notice of all meetings of the Region as provided in these Bylaws. The President shall be a de facto member of all committees.
- (6) In the absence of nominated and elected committees, the President must appoint and maintain on an annual basis the following Standing Committees:
 1. Activities;
 2. Publication;
 3. Library;
 4. Historical Records;
 5. Rhinebeck;
 6. Points;
 7. Photographer;
 8. Sergeant at Arms;
 9. Coffee Pot.

The President may appoint and terminate such other committees, as he or she may deem advisable and necessary to best transact the business and affairs of the Region.

- (7) The Vice-president, in absence of the President shall preside at all meetings, shall conduct a yearly audit of all club property and keep all records of all club property.
- (8) The Secretary shall keep a record of the proceedings at all regular meetings of the Region and, when so requested, a record of the meetings of the Executive Board. The Secretary shall be responsible for recording and posting issues voted upon during regular meetings that affect the operation of the Region, but are not considered appropriate to become part of the Bylaws. These issues shall be published and distributed to the membership in documents separate from *The Flying Quail* and shall be attached to the official Bylaws as Information Items. Any issue so voted upon and recorded may become part of the Bylaws during review by the Bylaw committee and acceptance by the membership-at-large.
- (9) The Treasurer shall maintain records of the finances of the Region in books belonging to it; shall collect all dues and other payments due to the Region, shall make all payments for the benefit of the Region under the direction of the Executive Board, and shall make a statement as to the financial status of the Region at each meeting of the Region and at any other time when requested to do so by the Executive Board. The Treasurer shall arrange for an audit of the Region financial records by June 1 of each calendar year for the financial activities of the previous year. The audit shall be conducted by a qualified firm or individual (preferably a Certified Public Accountant), who is independent of the Region membership. Results of the audit shall be made available to the membership-at-large.
- (10a) The Executive Board shall have the management and control of the Region, and of all of its property and affairs, and generally act for the Region in all matters. Any action by the Executive Board shall be presented to the membership at the next regular meeting for its ratification and acceptance by a majority vote as defined in Article IV, paragraph (1).
- (10b) The Executive Board by a vote of two-thirds (2/3) of the members of the full Board as defined in Article V, paragraph (2) may order terminated at any time the membership of any member of the Region whose membership is deemed in any way to be detrimental to the good and welfare of the Region; provided, however, that the member has been duly notified of such impending action by the Executive Board in accordance with Article IV,

paragraph (3), at least thirty (30) days prior to the issuance of the membership termination order and, in the interim, an opportunity afforded the member to be heard by the Executive Board or a special committee of the same appointed by the President for the specific purpose.

Article VI

COMMITTEES

The following standing committees shall exist either by nomination and election or by appointment by the President under authority set forth in Article V, Paragraph (6), and shall perform the following duties:

- (1) Activities Committee – shall be responsible for organizing and conducting trips on appropriate dates to available places of interest to the membership of the Region. The Activities Committee also shall be responsible for organizing and conducting events at all meets and for arranging suitable programs of interest at all meetings for the benefit of the membership of the Region and, in the case of a joint meet or meeting with an organized group having aims consistent with those of the Region, shall join with the responsible party or parties of that group in a joint effort for the purpose of organizing events and/or arranging a program at such a joint meet or meeting.
- (2) Publication Committee – shall be responsible for the preparation and printing of the monthly Region official publication – *The Flying Quail* – and, upon a specific request by the Executive Board, the preparation, printing and distribution of any appropriate notice pertaining to matters of interest to the membership-at-large of the Region.
- (3) Library Committee – shall be responsible for the maintenance in good order, and in accordance with library rules adopted by the membership-at-large, of the Region Library and the availability of the same to members in good standing.
- (4) Historical Records Committee – shall be responsible for maintaining any and all records, data, pictures, etc., relating to the activities of the Region. Such records shall be made available to the Region officers and membership upon request.
- (5) Rhinebeck Committee – shall consist of two delegates who will be chief liaisons between the Region and the Hudson River Valley Antique Automobile Association (HRVAAA), known as Rhinebeck. The Committee shall be responsible for monthly reports to the Region on all affairs dealing with HRVAAA and shall attend Rhinebeck meetings as the Region's representatives. The Committee shall recruit workers and assign job duties for any car show or flea market sponsored by HRVAAA in which the Region participates.
- (6) Points Committee – shall keep records of each member's activities within the Region. Record information shall be taken from each monthly issue of *The Flying Quail*. Members' records shall be available quarterly for viewing at Region meetings.

The foregoing committees shall not be construed as evidence of ranking in importance. All Standing Committees shall be nominated and elected or appointed for a period of one calendar year and shall continue to function and exist until their successors are chosen by ballot or appointed by the President.

Article VII

MEMBERSHIP

- (1) Member In Good Standing – A member shall be considered in good standing in the Region when he or she has paid both Regional and MARC yearly dues (except Honorary, Senior Honorary, and qualifying Surviving Spouse members who are exempt

from paying Regional dues, and may be exempt from paying MARC dues [see Paragraph (6) below]).

- (2) Active – Any person eighteen years of age or older, acceptable to the Region membership-at-large and interested in any phase of activity relating to the Model A Ford automobile, upon submission to the Region in writing of an application for membership accompanied by the proper initiation fees, dues and having waited the proper probationary period may be elected to an Active membership in the HUDSON VALLEY REGION MARC, INC., with all rights and privileges incident thereto. A prerequisite for Active membership in the Region shall be a membership in good standing of MARC.
 - a. The initiation fee shall be defined as those monies paid to the Region by a new Active/Associate member.
 - b. Dues shall be defined as those monies paid to the Region by an Active/Associate member as part of maintaining status as a member in good standing in the Region.
 - c. The probationary period shall be defined as that period of time prior to election of a prospective member to Active/Associate member status and shall be no longer than 12 months. The prospective member, during the probationary period, must attend at least three Regional functions.
- (3) Associate – An associate member shall be defined as the spouse of an Active, Honorary, or Senior Honorary member. The Associate membership shall end on the same date as that of the sponsoring Active, Honorary, or Senior Honorary membership. Associate members shall have all rights and privileges of Active, Honorary, or Senior Honorary members except that they shall not receive copies of the Region publication – *The Flying Quail* – regularly forwarded without charge to Active, Honorary, and Senior Honorary members.
- (4) Honorary – Honorary members shall be defined as members 60 years or older having been an Active member in good standing for a period of ten or more years and currently a member in good standing of MARC. Honorary members shall have all rights of Active members and shall be exempt from paying Regional fiscal year dues.
- (5) Senior Honorary – Senior Honorary members shall be defined as those members 75 years or older having been an Active member in good standing for a period of ten or more years and currently a member in good standing of MARC. Senior Honorary members shall have all rights of Active members and shall be exempt from paying Regional fiscal year dues. Additionally, the Region shall pay MARC dues for each Senior Honorary member provided the members in good standing present at the September regular meeting approve of such payment by a majority vote as defined in Article IV, paragraph (1).
- (6) Surviving Spouse – The surviving spouse of an Active member in good standing for a period of ten or more years, Honorary or Senior Honorary member may continue as a Surviving Spouse member of the Region provided:
 - d. He or she chooses to do so and notifies the Region in writing;
 - e. The Region waives Region dues and/or approves payment of MARC dues by a majority vote (as defined in Article IV, paragraph (1)) each year at the September regular meeting.

Under authority and manner set forth in Article V paragraph (10)(b), the Executive Board may terminate the membership of any member at any time.

ARTICLE VIII

NON-MEMBERS

- (1) Guests - A guest shall be defined as a person, other than an Active, Associate, Honorary, Senior Honorary, or qualifying Surviving Spouse member, attending a Region function. Guests shall be admitted to Region functions only when accompanied by a member in good standing as noted above, but guests may not be recognized by the Chair at Region meetings, nor may they cast votes on any Region matter.

- (2) Guests as Candidates for Membership - As a candidate for membership, a guest shall attend three Region functions as noted in Article VII, Paragraph (2). During this probationary period, the guest (candidate) shall incur no charges or fees except those deemed reasonable and appropriate by the membership-at-large and voted upon during a regular Region meeting. After attending three Region functions within 12 months, should the eligible guest decide not to apply for membership, he or she shall be subject to guest fees as determined by the membership-at-large during regular Region meetings and, when practical, as published in *The Flying Quail*. The guest may not reapply for membership for a period of at least twelve months after the third function attended as a candidate. This Paragraph shall not apply to members' dependent children under eighteen years of age.

Appendix I

INFORMATION ITEMS

The Information Items contained herein, while not officially classified as Bylaws, have been discussed and voted upon at regular Region meetings and have been adopted as part of the Operating Procedures of the Region.