

Thunderbirds of Southwest Ohio Bylaws

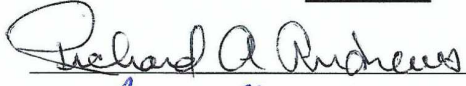

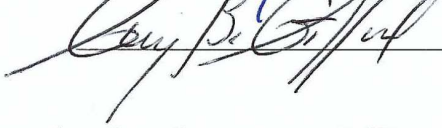


Version 4
18 August 2021

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This document is to be used as the primary source of policies and procedures for the daily operation of the Thunderbirds of Southwest Ohio car club. It supersedes version 3, dated 9 July 2015, and incorporates all approved amendments made thereto.

We the undersigned, being the current Board of Directors (BOD) of the Thunderbirds of Southwest Ohio car club as of this update version 4, do approve and hereby implement these bylaws and the policies and procedures contained herein.

<u>BOD Members</u>	<u>Signature</u>	<u>Date</u>
1. Richard A. Andrews (Permanent Member)		<u>18 Aug 2021</u>
2. Scott McGaha (Immediate Past President)		<u>8/12/2021</u>
3. Guy Gifford (Term-limited Member)		<u>Aug 18, 2021</u>

Note: At the time of this bylaws update the sole permanent BOD member of TSWO was also the current club president. IAW club bylaw Article IV, Part 1a, a member of the general membership was to be selected to occupy the required third BOD member position until the permanent BOD member had completed their position as TSWO president and immediate past president (Dec 2023) at which time the BOD membership would return to its normal structure as outlined in Article IV, Part 1a. (Permanent member, immediate past president, and current president) The selection of the term-limited BOD member requirement was to take place at the March 2020 club meeting, however, the Covid 19 epidemic forced the cancellation of club meeting/activities until June 2021. The term-limited BOD member was identified and confirmed at the July 2021 club meeting.

Date of Original Version: 10 January 2008

Date of Version 2: 3 February 2010

Date of Version 3: 9 July 2015

Date of Version 4: 18 August 2021

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ARTICLE I: GENERAL

Part 1: Name and Location

On 1 January 2008 this club was officially chartered as a chapter of Vintage Thunderbird Club International and effective on 1 February incorporated in the state of Ohio as the Thunderbirds of Southwest Ohio. For purposes of these bylaws, the Thunderbirds of Southwest Ohio hereinafter shall be referred to as “TSWO” or the “Club”. This club shall function as a chapter chartered by and operating under the constitution and bylaws of the Vintage Thunderbird Club International (VTCI) and the TSWO chapter bylaws contained herein. In the event there is a difference in a bylaw criteria between those of TSWO and VTCI, those in VTCI will take precedence.

Part 2: Purpose

TSWO is a non-profit organization whose purposes are for the preservation and enjoyment of all years of the Ford Thunderbird automobiles, to promote interest in the hobby, to exchange and/or dispense technical, historical and other information relevant to the hobby among members and owners of such automobiles, and to offer to its members and interested parties, such publications relating to the hobby, including but not limited to a club newsletter and a membership roster.

ARTICLE II: MEMBERSHIP

Part 1: Eligibility

To become and remain a chapter, VTCI bylaws require a minimum of 50% of a chapters’ membership must also be members of VTCI. Although TSWO bylaws, herein, do not require members join VTCI, to maintain club eligibility, TSWO members are strongly encouraged to do so. (See Article V, Part 2 for exceptions to required VTCI membership).”

Part 2: Application

Application for TSWO club membership must be in writing using the club’s membership application form and accompanied by the annual dues in being at the time of application. The submittal of a single membership application and fee shall constitute membership for both the applicant and their spouse. No person shall be denied membership in TSWO because of age, sex, sexual orientation, race or religion. Likewise, an applicant need not own a Thunderbird to be granted membership in TSWO.

Part 3: Termination

A member may be terminated from membership for cause. A member being considered for termination must be notified in writing by the Board of Directors prior to any such action being taken. The notice must contain the specific reasons for termination and the date and location set for a hearing by the Board of Directors. A member will be given a minimum of 30 days to prepare for the meeting with the Board of Directors. The procedures outline in Article VI shall be followed. After the hearing, a decision to terminate a club member must be ratified by a majority vote cast by the Board of Directors.

Article II, Part 4, Honorary Lifetime Member

In recognition of long-term membership, participation, and furthering of the goals and purpose of the Thunderbirds of Southwest Ohio, an individual may be granted Honorary Lifetime Membership (HLM) in TSWO. Nominations may be made by any club member and will be submitted in writing to the Club President. Only one nomination per calendar year may be submitted for consideration. The written nomination will contain the name and adequate justification to support the nomination. The club officers, with BOD member assistance as needed, will review and make the final decision on the award of an HLM. A club officer must be recused from the deliberation process if they or an immediate family member is the nominee. If approved by a majority vote of the club officers, the candidate will receive Honorary Lifetime Membership status with all the same benefits of regular membership. Club dues for the HLM recipient will be waived in perpetuity and they will be issued a lifetime membership card. The submittal or content of the nomination package or any oral/written club officer discussions/notes regarding the nomination package are to remain confidential except and only when a nominee is awarded lifetime membership status.

ARTICLE III: DUES

Part 1: Chapter Dues

The Board of Directors shall determine the amount of annual dues to be paid by each chapter member. New members joining in January through September shall pay the full annual dues in being at the time of membership. New members who join and pay their dues in October through December shall be considered as having paid their dues through the following calendar year (maximum 15 months).

Part 2: Dues Renewal/Delinquency/Reinstatement

Dues for the following year are to be paid not later than the first scheduled club meeting of that year. A member delinquent in paying dues to TSWO or VTCI for more than (60) sixty days will be dropped from the active TSWO membership roster without notice. Members who wish to be reinstated in TSWO after the allowable time for paying dues must submit a new TSWO membership application and a full year's chapter dues regardless of the time of reinstatement. All reinstated members, if dropped due to expiration of their VTCI membership, must show they are once again a member in good standing of VTCI to be reinstated in TSWO.

ARTICLE IV: BOARD OF DIRECTORS, CLUB OFFICERS, APPOINTED POSITIONS

Part 1: Composition

The management structure of the Thunderbirds of Southwest Ohio car club shall consist of a Board of Directors (BOD) and elected officers as described below.

- a. **Board of Directors:** The BOD shall be composed of three individuals consisting of permanent and term-limited members. The permanent member shall be the remaining founder and signatory on the State of Ohio Articles of Incorporation until such time they formally leave the corporation or are removed by actions of the BOD. The term-limited BOD members shall consist of the incumbent TSWO president and the immediate past club president. Should the permanent BOD member become the club president, an individual shall be selected from the general membership, using a process established by the club officers, to serve as a term-limited BOD member during the period of the permanent member's presidency and past presidency. Should the permanent BOD member leave the club, the remaining BOD members, in conjunction with the club officers and general membership,

shall establish a process for the selection of a third member of the BOD and modify these bylaws appropriately.”

- b. Elected Officer and Appointed Positions: TWSO elected officers shall include the President, Vice President, Executive Secretary, and Treasurer. Other position may be appointed by the Club President or BOD as deems necessary.

Part 2: Duties and Responsibilities:

- a. Board of Directors: The BOD shall act as the governing body of the club. The BOD shall serve as an arbitration committee on any club controversy the club officers and General membership cannot resolve. Such disputes or major decisions shall be determined by the majority vote of the BOD. The BOD shall make maximum use of the general club membership for discussion and vote on club matters when appropriate for the operation of the corporation. The BOD is authorized to make determinations and issue resolutions on any matter not contained in the TSWO bylaws as long as that decision meets the stated objectives of the corporation. Within the BOD, all members, including the BOD chair, possess equal status and authority to ensure the club is acting in accordance with their Articles of Incorporation. The TSWO President shall serve as the chairman of the BOD to oversee the conduct of BOD meetings. The BOD shall have final decision authority over the following:

- (1) Approval of these Bylaws and amendments thereto
- (2) Property purchase, sale, repair, donations, salvage, and other club expenditures
- (3) Selection/election of BOD members
- (4) Removal of BOD members, club officers, and club members
- (5) Changes in the TSWO Articles of Incorporation
- (6) Matters relating to the compliance with Ohio Code, Chapter 1702, Non-Profit Corporation Law
- (7) Dissolution of the corporation/club

- b. Elected Officers

(1) President

- (a) Assume responsibility for the day-to-day operation of the Thunderbirds of Southwest Ohio car club in accordance with VTCI bylaws, the club’s Articles of Incorporation and the club bylaws contained herein.
- (b) Serve as chairman of general membership meetings.
- (c) Serve as the primary representative for public relations activities.
- (d) Serve as the primary negotiator for club activities.
- (e) Review and return corrected draft minutes/newsletter to the Secretary/Newsletter Editor for publishing prior to the next club meeting.
- (f) Appoint an alternate to take meeting minutes in the absence of the Secretary and provide these minutes to the Secretary within 7 days after the meeting.

(2) Vice President

- (a) Performs the duties of President as described above when the President is unavailable.
- (b) Assume the presidency of club should the President resign, be removed from office, or for any reason not be able to continue as President.
- (c) Take the lead in conducting the election process. This includes, receiving and processing “Candidacy Letters”, distributing ballots, ensuring eligibility of candidates and voting member, selecting two general club members to count ballots and confirm the election results and certify the election results summary.
- (d) Develop and maintain a listing of all property assets of TSWO.
- (e) Perform other such function as the President may request.

(3) Secretary

- (a) Take minutes of club membership and any special meetings. As a minimum, minutes must contain the following: date, location, and start time of the meeting; identify the meeting chairman, list all members and guests in attendance, provide a sequential description of meeting activities and decisions; time of adjournment; and include any other content specified by the chairman.
- (b) Prepare a final draft of the meeting minutes/newsletter and submit them to the chairman of that meeting for review and approval before being published in the newsletter.”
- (c) Prepare a final set of minutes and provide an electronic copy (if possible) to the Newsletter Editor for publishing.
- (d) Prepare and maintain the club’s central master file of club meeting minutes.
- (e) Prepare and maintain an up-to-date master club membership roster. Ensure each club member is provided an initial copy and updates as necessary. At the first meeting in each new calendar year, provide all club members a new membership roster. During the year updates/corrections may be made by notifying the membership via the club newsletter and/or meeting announcements. As a minimum, the membership roster will contain the first and last names of all members and spouses, their address, phone number, and date of membership.
- (f) Maintain the master copy of all club member registration forms
- (g) Maintain the master copy of the TSWO Bylaws
- (h) Perform the duties as President should both the President and Vice President be unavailable.
- (i) Perform other such functions as the President may request.

- (j) Provide various club forms and worksheets to club members upon request

(4) Treasurer

- (a) Manage all the club financial assets.
 - (b) Serve as the primary payee of all legitimate debts incurred by the club that are in compliance with the club's Articles of Incorporation.
 - (c) Establish and maintain a financial accounting system to collect and report the club revenues and expenses. The recording system shall be of such detail and clarity as to be able to support a request from the State of Ohio for financial information to support continued incorporation.
 - (d) Process **Financial Expenditure/Reimbursement Request** forms (see atch 2)
 - (e) At each club membership meeting provide a verbal financial status report (unless deemed inappropriate by the chairman). Provide the President, Vice President, Secretary, and BOD members (as requested) a written financial report that contains the most current club financial status using the **Monthly Financial Report Worksheet** (see atch 2).
 - (f) At the first club meeting conducted in the new calendar year, prepare and provide the President, Vice President, Secretary, and BOD member (as requested) a complete written monthly history of the previous years financial transactions and the financial status (account balance) available at the start of the new calendar year using the **Annual Financial Status Report Worksheet** (see atch 2).
 - (g) Establish a non-interest bearing club checking account in a local area bank in the club's name and serve as the primary contact on that account with that bank.
 - (h) Ensure all paperwork is complete or updated with the above bank to permit the incumbent club President and Treasurer to sign checks and make bank transactions on the club account.
 - (i) Serve as President should the President, Vice President and Secretary not be unavailable.
 - (j) Perform other functions as requested by the President.
- c. Appointed Position: The following describes the duties and responsibilities of the appointed positions of Historian, Newsletter Editor and Web Master. When vacant, these duties should be distributed among club officers as determined by the President. Nothing in this bylaw shall prohibit the creation of other appointed positions by the BOD or club officers. Upon the creation of such a position, the duties and responsibilities of those positions will be determined and documented

(1) Historian

- (a) Maintain a running record of and documentation for significant club activities to include but not limited to club formation, incorporation, events in which the club participates, officer elections, etc. Data collected should include dates, locations, club members involved, event contact points, event descriptions, and other information deemed important in understanding the significance of the event.
- (b) By January of each calendar year, prepare and coordinate with the club President a summary description of the significant events of the previous year. Upon the Presidents review and approval, provide that summary to the Newsletter Editor for publishing.

(2) Newsletter Editor

- (a) Prepare and submit a draft of the monthly newsletter to the president for review and approval.
- (b) Prepare and publish a monthly club newsletter to be received by club members prior to the next scheduled club meeting.
- (c) As a minimum, the newsletter shall contain the minutes of the previous month's club meeting, including attendee names; a schedule of upcoming club events, and other content as the President or BOD deem necessary or appropriate.
- (d) Maintain a master file of all issued newsletters. This file will be transferred to the new incoming Newsletter Editor.

(3) Web Master

- (a) Serve as the primary maintainer of the TSWO web site.
- (b) Coordinate all significant additions, deletions, or changes in the web site format or content with the club president prior to implementation.
- (c) Serve as the primary liaison with all vendors required to acquire, retain, and pay for access to the club website development software and retention of the club website domain name.
- (d) Provide the alternate web master "administrator" access rights to the club website.

ARTICLE V: ELECTION PROCEDURES/TERMS OF OFFICEPart 1: Election Timing

The election of the TSWO officers shall be conducted at the club's general membership meeting in October every other year. Each family unit (normally defined as a husband and wife) shall each have a vote. Should a family unit consisting of more than two persons (here defined as a husband, wife, and child(ren) of legal age who all reside in the same household) apply for a single club membership, that family unit shall have no more than 2 votes.

Part 2: Elected Position Eligibility

To be eligible to serve as TSWO chapter president or vice president, a candidate must be a member in good standing of VTCI and TSWO and agree to renew their membership in both organization for the duration of their terms of office. Failure to do so is justification for removal from office. VTCI membership is not required to serve as immediate past president.

Part 3: Candidacy Declaration

Each candidate for an elected position must submit to the incumbent Vice President by not later than 1 September of the election year a completed and signed "Candidacy Letter" declaring their agreement to serve in the identified position. After confirming candidate eligibility, the vice president will forward the names of each candidate and the position they are seeking to the secretary and newsletter editor not later than 15 September for ballot preparation and publication in the October newsletter.

Part 4: Election Process

- a. The Secretary shall prepare a written ballot containing the names of those individuals who have submitted a "Candidacy Letter" and have been determined to be eligible. The Vice President, in conjunction with the BOD, will determine the applicability of the accession rule, when it is in question, and if the President's position will be included in the election process.
- b. Election shall be determined by a majority vote of eligible voting members present at the election general membership meeting in October of the election year. Voting by proxy or absentee is not permitted.
- c. The Vice President shall select two general club members who are not officers or candidates to count and confirm the vote count. The Secretary shall document the final vote count on the Club **Election Tally Sheet** (see atch 2) for each elected position. The Vice President shall certify the final count by signing the Election Tally Sheet and publicly announcing the names of the individuals elected for each position. After the election, all ballots cast shall be retained by the Secretary for a minimum of 90 days and will be available to all club members for review..
- d. If more than two persons are running for an elected position and a tie occurs between the two top vote getters, another vote will be taken with only the two top vote getters being considered in the second vote.
- e. Should only one eligible individual have submitted a candidacy letter for an elected position, the Vice President will so announce that situation on the day of the elections. That candidate shall be considered as being elected and shall assume that elected position on the date specified in part 5, "Term of Office"
- f. Any issues and needed decisions affecting the election process that are not covered by these bylaws shall be an issue under the authority of the BOD as described in Article IV, Part 2.

Part 5: Term of Office

Elected officers shall serve a two-year term in office to begin on 1 January and end on 31 December two years later. Upon completion of the two year term, the Vice President shall automatically accede to the position of President and elections will be for the positions of Vice President, Secretary and Treasurer. If a

Vice President has been in that position for less than a full two-year period, the BOD, with recommendations from the general membership, will determine if the accession rule shall apply or the President position will be included in the next election. Outgoing Presidents may immediately submit their candidacy for elected positions. Appointed positions serve at the pleasure of the President or BOD and thus are formed, operate, and are dissolved as necessary by the appointing authority.

Part 6: Action Closeout

During the period of time from the elections to the assumption of responsibilities by newly elected officers, the incumbent Officers will conclude all open actions and settle all financial commitments made during the past two years or ensure that the new incoming officers are fully aware of any uncompleted actions.

ARTICLE VI: RESIGNATIONS AND REMOVALS

Part 1: Resignations

Should an elected officer find it necessary to resign before the completion of their term, a resignation letter should be submitted to the President or Vice President, as appropriate. The resigning individual must turn over to the remaining officers any club property, financial assets or documentation in their possession.

Part 2: Removal of Officer and Club Members

Should a situation arise that could lead to the removal of an individual from an elected office or from membership in TSWO, the following procedures shall apply:

- a. A minimum of two elected officers or four general members (all must be from separate family units) must file a written petition to the BOD for consideration for the removal of any individual from an elected office or from the club. The written petition must contain as a minimum:
 - (1) A request to convene a special Board meeting.
 - (2) The details upon which the petition for removal is based.
 - (3) Names of the persons initiating the petition.
- b. The chairman of the BOD must notify the affected officer or club member within 7 days of receiving a petition for their removal. The officer or club member in question will be provided a copy of the petition (names of the persons initiating the petition will remain anonymous) and advised of the date and location of the Board meeting, which they are permitted to attend and provide their response to the petition. A minimum of three BOD members must be available to conduct the meeting. The Board Chairman will identify a board member to take complete minutes of the meeting. It is the prerogative of the BOD Chairman to augment the Board with no more than two non-officer club members who may not be in the same family, or be signatories on the petition, or be in the same family as signatories on the petition. If the nature of the situation requires a BOD member to reclude themselves from the Board meeting, the chairman may add an additional club member(s) to augment the special board meeting.
- c. After all aspect of the issue have been heard and discussed by the board members, the board,

including club member augmentees, will privately vote. The final decision of the board will be determined by a 2/3 majority vote of the board members. Failure to obtain a 2/3 majority vote of hearing board members is automatic grounds for dropping all actions for removal. Though a board vote may result in the individual not being removed from office or the club, the convening chairman, with the hearing board concurrence, is empowered to dictate certain provision to be applied to the terms of the individual remaining in their officer position or as a club member.

- d. Once the board reaches a final decision, the individual in question will be notified of the decision by the convening chair. The individual taking the board meeting minutes is responsible to transcribe the minutes in final form. A copy of the original petition will be attached to these minutes. This package will be provided to the Historian or Club Secretary (if there is no Historian) to be permanently retained in the club records.

Part 3: Interim Replacement of Officers

If the President relinquishes their position prior to the end of their term, the Vice President will automatically become President for the remainder of the elected period. If the position vacated is that of another elected officer, the President may, with the concurrence of the BOD, implement one of the following options: (1) seek volunteers to serve in the position; (2) distribute the responsibilities among the remaining officers and/or club members until the next election, or (3) conduct an out of cycle election for the vacant position.

ARTICLE VII: BUDGET AND FINANCE

Part 1: Accounting Period

For the purposes of financial record keeping, the accounting period for TSWO will be from 1 January to 31 December.

Part 2: Revenue

- a. Dues: The BOD shall establish a fair and reasonable TSWO membership dues. The general membership will be advised of any changes in club dues as soon as possible prior to the dues collection. Any dues change shall not take affect until the next due collection period.
- b. Fund Raisers: Fund-raisers may be used to raise money for TSWO operation. If the fund raiser is to be sponsored by TSWO, the BOD must concur with the activity and associated expenditure of TSWO funds to support that activity. All fund raisers must be directed at meeting the club purpose as stated in Article I. Both the expenses and revenues collected in this manner shall be separately entered in the financial reports. All monies collected during such fund raisers becomes the exclusive property of TSWO and is accountable under these bylaws.
- c. Miscellaneous Donations: Any monies, equipment, supplies or services that are donated to TSWO become the exclusive property of TSWO and therefore accountable under these bylaws. The name, address, phone number, date of donation, and estimated value of the items donated shall be recorded and maintained in the financial records. The estimated or actual values of items should be obtained in writing from the donor. The donor will be provided a receipt, signed by a BOD member or club officer, that identifies the item(s) donated and the stated value.

Part 3. Financial Status Reporting

- a. A Summary Financial Status Report will be given by the Treasurer at the general membership meetings unless otherwise determined to be inappropriate by the President. The report will be submitted in writing to the club officers (and any requesting BOD member) using the club **Monthly Financial Report Worksheet** (see atch 2) or other format that meets the content criteria and is approved by the president. The report will contain:
 - (1) The revenues and expenditures since the last meeting.
 - (2) The balance in the treasury
 - (3) Known significant revenues or expenses coming in the next 30 days.

- b. An Annual Summary Financial Report will be submitted to the club officers (and any BOD member upon request) at the first general membership meeting in each new calendar year. This report will be submitted on the club's **Annual Summary Financial Report Worksheet (see atch 2)**. The report shall contain:
 - (1) The balance in the treasury coming forward to the new calendar year.
 - (2) Known outstanding expenses or revenues not yet collected.

Part 4: Approval and Expenditure of TSWO Funds

- a. Normal operating expenses, to include newsletter printing and mailing, website maintenance, guest speaker meals, club advertizing/event printing, outgoing president mementos, and in memoriam gifts (member or immediate family only) are to be considered pre-approved expenses. All other expenditures must be approved prior to spending club funds. Recommendations for expenditure of club funds may be originated by any club member. Such expenditures are to be discussed and voted on by the club members at a general club meeting. In unusual circumstances the president, in conjunction with the Board of Directors, may authorize the spending of club funds for unforeseen situations when a short notice decision is needed prior to the next general club meeting.

- b. The **Funds Expenditure/Reimbursement Request Form** (see atch 2) shall be used to document the expenditure of TSWO funds. There are two categories of expenditures & reimbursements: Direct Vendor Payment and Member Reimbursement Requests. Direct Vendor Payments are those approved product or service purchases that will be paid for directly to the vendor with a TSWO check. Member Reimbursement Requests are approved product or service purchases that were initially paid for by a club member's using their personal funds for which they are requesting reimbursement. In either case, the club member responsible for coordinating the purchase with the vendor or who incurred the initial cost is responsible to prepare the appropriate sections of the Funds Expenditure/Reimbursement Request form and attach all receipts or consumption accounting. The form will be submitted to the treasurer for review and forwarded to the president for final approval. Should the treasurer believe a request for vendor expenditure or member reimbursement does not comply with Article I, Part II of these bylaws or that it was not a pre-approved purchase, the matter will be brought to the president and/or BOD, as appropriate, for resolution. Expenditure/reimbursement requests made by the president or treasurer may be reviewed and/or approved, as appropriate by the vice president. Once

approved, the treasurer will prepare the club check and submit it to the vendor or member requesting reimbursement.

When the action has been completed, the Funds Expenditure/Reimbursement Request form with receipt(s) and/or consumption reports will be filed with the club's financial records.

- c. The treasurer shall generally have custody of the TSWO checkbook and perform financial transactions and tracking with the club's financial institution. The president is authorized to issue TSWO checks, will be granted access to the club bank account, and may conduct approved club related financial transactions. At no time shall the two club officers authorized check writing authority and bank account access reside in the same household or be members of the same family. Should such a situation arise, the club vice president (or other club officer/BOD member) shall assume these financial authorities along with the treasurer.
- d. No part of the net earnings of the corporation shall be used for the benefit of, or be distributed to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article I, Part 2, herein.

Part 5: Debt Clearance

The Treasurer, in conjunction with the other club officers, must make every effort to clear all debts incurred by TSWO by 31 Dec of each year. Any known debts that will be carried over into the next calendar year must be brought to the attention of the board and membership at the first meeting of the new calendar year.

ARTICLE VIII: PROPERTY MANAGEMENT

Part 1: Property Ownership

All property purchased by or donated to TSWO becomes the exclusive property of TSWO and therefore can only be used or disposed of using the procedures described in these bylaws and approved by the BOD.

Part 2: Property Accountability

The Vice President shall develop and maintain a listing of all property assets of TSWO. The listing shall identify the item, quantity, purchase price (or estimated value by donor), who currently physically possesses the property, status/condition of the property (functional, needs repair, etc), and any other pertinent information deemed necessary.

Part 3: Property Use

No TSWO property may be used for any other purpose other than TSWO activities or be loaned to any other persons or organizations without joint approval of the BOD and club officers.

ARTICLE IX: BOARD MEETINGS:**Part 1: Types of Meetings**

- a. **General Membership Meeting:** The purpose of this meeting is to provide information to members, discuss and plan club activities, and serve as the forum in which to hold the nomination and election of club officers. Club membership meetings shall be conducted on a frequency and at a time and location determined by the club officers. The President shall ensure that the membership receives ample notification of meeting dates, time and location by announcing in meeting and publishing in the club newsletter.
- b. **BOD Meetings:** BOD meeting would generally be attended by only BOD members and selectively invited guests the board feels are necessary to discuss the business at hand. Such meetings would be called for such purposes as: transition planning between outgoing and incoming officers or BOD members, discussion/planning of issues/events that will be brought forward to the general membership; hearings for the removal of individuals from office or the club, and other reasons deemed necessary by the BOD.
- c. **Club Officer Meeting:** This is a meeting of the four elected club officers for the purpose of providing them the opportunity to meet independently to discuss issues relevant to day- to-day club operations. The meeting will be chaired by the president. Any club officer may request a meeting through the president. Guests, who are deemed necessary for the business to be discussed, may be invited to participate. Meeting minutes will be kept and included in the secretary's club records.

Part 2: General Conduct of Meetings

The operation of the TSWO general membership meetings shall be conducted using a democratic process following a modified application of the Robert's Rules of Order attached to these bylaws. General membership meetings shall be conducted as follows:

- a. The senior officer present will chair the meeting.
- b. A quorum (more than half) of the club members in good standing must be present in order for any motions to be made or votes taken. A member in "Good Standing" is one whose club dues are paid up for the current calendar year. For quorum determination purposes, a member and their spouse would be considered separately as members. The chair of the meeting may waive this rule if in their determination the matter to be decided is of such importance that delaying the decision could adversely affect the planning and/or operation of the club. When such a waiver is implemented, it will be so identified in the minutes.
- c. Any recommendation by eligible voting members to deviate from the meeting agenda described below or to take a vote on a matter before the board must be made by a formal "motion" and voted on by the quorum membership present.
- d. The Secretary will record all general membership meeting action items on the TSWO **Action Item Form** (see atch 2). An action item is any TSWO related significant task assigned to a club member that is performed outside the meeting environment and will require periodic status reporting back to the membership until the task is complete. The status of each open action item will be reported under old business at each subsequent membership meeting and documented on

the TSWO Action Item Form until the item is closed. The Secretary shall provide the chairman of the membership meeting a copy of the Action Item Status Log to be used to support meeting discussions.

- e. A vote on a motion before the general membership shall be decided by the simple majority of club members in good standing present at the meeting when the quorum rule has been met or when the meeting chairman has waived the quorum rule due to the need for expedient action. Each family unit in good standing will have two votes. (example: a husband and wife are both considered members with each having a vote. However, no family unit will have more than 2 votes).

Part 3: General Membership Meeting Agenda Format

For consistency, the subject meetings shall follow a common agenda format as outline in the attached modified Robert's Rules of Order.

ARTICLE X: COMMITTEES

Part 1: Committee Formation

The President or BOD may form any committee necessary for the planning and execution of the TSWO activities.

Part 2: Committee Chairs

The committee chair is given the necessary authority to act on behalf of the TSWO in the accomplishment of the committee tasking, providing they execute this authority within the guidelines established in these bylaws.

Part 3: Committee Expenditure of TSWO Funds

Committees whose efforts will result in the eventual expenditure of TSWO funds will make every effort to do comparative pricing to obtain the best value. No committee chairman or committee member is authorized to commit to the purchase of any service or product with any individual or business before approval per the procedures described in Article VII, Part 4 of these bylaws.

ARTICLE XI: BYLAW AMENDMENTS

Part 1: Proposing Bylaw Amendments

The two primary governing documents for TWSO are the TSWO Bylaws and the Bylaws of the Vintage Thunderbird Club International. Any person within the general membership may make recommendations for changes, additions or deletions to the TSWO Bylaws.

Part 2: Bylaws Amendment Worksheet and Log

To propose an amendment to the club bylaws, members must submit to the BOD a **TSWO Bylaws Amendment Worksheet** (see atch 2). All bylaw amendments received will be entered on the **TSWO Bylaws Amendment Log** (see atch 2) for status tracking and reporting. To allow for maximum participation by the general membership in influencing the content of these bylaws, recommendations for

changes to the TSWO Bylaws received by the BOD shall be put before the general membership for discussion and recommendation following the modified Robert's Rules of Order included herein. The BOD reserve the right under Article IV, Part 2a(1) to have final approval authority on amendments to these bylaws.

Part 3: Approved Bylaw Amendments

Once an amendment to the bylaws is approved, the BOD shall determine the date the amendment will take affect. The club Secretary shall make the update in the master copy of the bylaws.

Part 4: Bylaw Version Numbering and Dating

On each event where a recommended bylaw amendment is approved, the resulting new bylaws will be assigned a new version number by the Secretary using the effective date determined by the BOD. A new signature page identifying the new version and effective date will be generated, signed, dated and inserted into the newest amended version of the bylaws.

Part 5: Bylaws Distribution

Club member may request a copy of the current club bylaws. As amendments occur, each club member will be provided a written copy of the changes so they may annotate the changes in their copy of the bylaws. The amendment notification may be in the form of an entry in the club newsletter; a distributed errata sheet; or other method deemed appropriate by the BOD and/or club officers.

ARTICLE XII: TSWO DOCUMENTATION

Part 1: Accessibility of Club Documents

All TSWO documentation, including minutes, correspondence, financial records, etc., will be open for review to TSWO members in good standing, except as specified herein. All documentation will be made available to any legitimate federal, state or local government agency having need for the information. Actions such, minutes to BOD meeting for removal of officers or club members, and similar privileged information, will not be made available to the general membership.

Part 2: Retention of Club Documentation

Meeting minutes, financial documentation, club history files, VTCI charter, incorporation papers, and any other documents deemed necessary by the BOD or club officers shall be retained permanently. Such documentation will be organized and maintained in good order by the club historian or other officer or appointee performing that function.

ARTICLE XIII: CLUB/CORPORATION DISSOLUTION

Should a decision be made to dissolve the club, it will be the responsibility of the BOD to accomplish the dissolution of the corporation known as the Thunderbirds of Southwest Ohio in accordance with chapter 1702 of the Ohio Code on Nonprofit Corporation Law. After paying or making provision for the payment of all liabilities of the corporation, the disposal of any remaining corporation assets will be in accordance with the above mentioned Ohio code and considering the recommendations of the general club membership with final approval by the BOD..

ARTICLE XIV: FORMS AND ATTACHMENTS

Part 1: Forms

In Attachment 2 to these bylaws are the blank forms listed below. These forms have been specifically identified for use in these bylaws. A decision to not use one of these forms requires an amendment to this paragraph and the appropriate paragraph in the bylaws. However, the format of any of these forms may be altered in any manner determined most beneficial without an amendment.

- a. Action Item Worksheet
- b. Action Item Log
- c. TSWO Bylaws Amendment Worksheet
- d. Bylaws Amendment Log
- e. Financial Expenditure/Reimbursement Request
- f. Elected Position Candidacy Letter
- g. Election Checklist
- h. Election Ballot
- i. Election Tally Sheet
- j. Monthly Financial Report Worksheet
- k. Annual Financial Status Summary Worksheet
- l. Club Membership Form

Part 2: Attachments

This section identifies additional documents hereto incorporated into these bylaws as attachments. Such attached documents will be considered part of these bylaws. The removal or addition of attachment to these bylaws may only be done by the approval of the BOD following the process described in Article IX. However, changes to the format or content of such attachments will not require the creation of a bylaw amendment. The following documents are approved attachments to these bylaws:

- a. Attachment 1: Modified Robert's Rules of Order:
- b. Attachment 2: Club Forms as identified in ARTICLE XIV, Part 1 above.

Attachment 1

**MODIFIED
ROBERT'S RULES OF ORDER**

Modified Robert's Rules of Order

General Order of Meetings

1. Call to Order
2. Treasurer Report
3. Old Business
4. New Business
5. Next Meeting
6. Adjournment

Procedure to Make a Motion

1. Member raises hand and must be recognized by the presiding officer.
2. The member states the motion. e.g. "I move that we _____."
3. Member may give a brief explanation for introducing the motion.
4. Another member must second the motion to continue.
5. Presiding officer calls for discussion on this motion.

The member who introduced the motion has the right to speak first. Members wishing to discuss the motion raise their hands and wait for recognition from the presiding officer before speaking, enabling everyone to share their opinions.

6. Presiding officer calls for a vote on the motion.
7. Presiding officer states results of vote and resulting action.

Members may "call the question" to end discussion on the motion if discussion seems to be dragging on or becoming redundant; however, it is NOT acceptable to call the question in order to prevent someone from expressing their opinion or while someone is speaking. If a member calls the question, a second and a 2/3 majority vote are required (no discussion) to close discussion and proceed to voting on the motion.

Procedure to Amend a Motion

During discussion, it may become apparent that an amendment (modification) to the original motion is necessary. Anyone may request to amend the original motion, but the proposed amendment must be related to the subject of the main motion.

1. Member raises hand and must be recognition from the presiding officer.
2. Member states the amendment (e.g. striking and/or adding words/phrases).
3. Amendment must be seconded.
4. Presiding officer calls for discussion on the amendment.
5. Presiding officer calls for a vote on the amendment, and announces result.

If the amendment passes, the motion on the floor is now the amended motion. If the amendment fails, the original motion remains on the floor.

Referral to Committee

During discussion, it may become apparent that further information is needed prior to voting on a motion and/or further work is necessary to reword a motion, in which case, the motion may be referred to a committee. If the motion passes, the committee, if not existing, should be appointed immediately or as soon as possible. The committee should report findings at the next meeting, unless specified otherwise.

1. A member makes a motion to refer the motion to committee.
2. Motion must be seconded.
3. Presiding officer calls for discussion.
4. Presiding officer calls for a vote, and states result of the vote and action taken.

Tabling a Motion

Tabling a motion lays aside an item of business temporarily in order to attend other business. A tabled motion cannot be taken from the table until another item of business has been transacted since the tabling. If the tabled motion is not removed from the table by the end of the next meeting, the motion ceases to exist.

1. A member makes a motion to table the motion.
2. Motion must be seconded (No discussion).
3. Presiding officer calls for a vote, and states result of the vote and action taken.

Removing a Motion from the Table

A member may move to remove a motion from the table during the Unfinished Business part of the meeting once all agenda Unfinished Business items are addressed

1. A member makes a motion to remove a motion from the table.
2. Motion must be seconded.

At this point, the motion has been removed from the table and discussion of the motion proceeds as if the motion had never been tabled in the first place.

3. Presiding officer calls for discussion.
4. Presiding officer calls for a vote, and states result of the vote and action taken.

Motion to Postpone

A member may move to delay action (voting) on a motion to a certain time, usually the next meeting. A postponed motion is considered unfinished business and automatically comes up for further consideration at the next meeting (or designated date).

1. A member makes a motion to postpone the motion to another date (i.e., next meeting).
2. Motion must be seconded.
3. Presiding officer calls for discussion.
4. Presiding officer calls for a vote, and states result of the vote and action taken.

Attachment 2

CLUB FORM

**(The forms contained herein are those directly
referenced for use in the TSWO bylaws)**