

**BY-LAWS**  
**MUSTANG & SHELBY CLUB of LONG ISLAND**  
**(A Chartered Club of the Mustang Club of America)**

**ARTICLE I**

**NAME, PURPOSE and LOGO**

1. The Mustang & Shelby Club of Long Island, a chartered regional club of the Mustang Club of America (MCA), shall be known and recognized as the Regional Club for Long Island & the Five Boroughs of New York for the MCA. The club shall be organized and incorporated in the State of New York as a not-for-profit corporation and exempt from taxation under Internal Revenue Service designation 501 (C)7 – Social and Recreational Organizations.
2. The purpose of the Mustang & Shelby Club of Long Island, hereafter referred to as the “Club”, shall be to promote the restoration, preservation, and enjoyment of Ford Mustangs. The club is not limited to Mustangs, but all Ford Motor Company products, classic or otherwise.
3. The official Club logo shall be a facsimile of a running horse with a background of an American flag, or any other logo approved by Executive Committee.
4. The official mailing address of the Club is P.O. Box 1276, Massapequa, New York 11758-0905.

**ARTICLE II**

**CLUB OFFICERS, TERM, TERMINATION, LIABILITY AND MCA MEMBERSHIP**

1. The Officers of this Club shall be the President, Vice President(s), Secretary and Treasurer as elected by the Membership.
2. The term of all Club Officer positions shall be for a period of two (2) years, starting January 1 of the year immediately following the election.
3. There are no term limits. In the event of someone running unopposed, a current Club Officer shall cast one (1) vote to elect or re-elect the unopposed nominee or incumbent.
4. When an elected Club Officer position becomes vacant during the term, the remaining Club Officers shall appoint a successor to fill the position for the unexpired portion of the term.
5. A Club Officer shall be considered for termination of office upon failure to attend three (3) or more General Membership Meetings without acceptable excuse. A Club Officer being considered for termination will receive a written warning at least thirty (30) days prior to such meeting to discuss such termination upon which time the Club Officers shall vote upon the release of duties for said Club Officer. However, Club Officers’ term will be ended immediately

upon the discovery of their misuse of club funds, conduct deemed detrimental to the Club or conduct unbecoming of a Club Officer as determined by the unaffected Club Officers.

6. The Club Officers shall not be held personally liable for any debts, liabilities or obligations properly and legally assumed by the Club or deficiency therein.
7. Club Officers, at their sole discretion and without explanation, shall have the power to accept or reject membership applications.
8. It shall be the duty of every Club Officer to pass on to his successor all Club property in his / her possession not later than two (2) weeks after their term of office ends. However, should a Club Officer have been terminated, Club property is to be immediately returned to the remaining Club Officers.
9. All Club Officers must hold a current membership in the Mustang Club of America (MCA) for the duration of their term(s) in office. Payment of MCA dues are the responsibility of the Club Officer.

### **ARTICLE III**

#### **DUTIES of ELECTED OFFICERS**

1. The President duties shall include, but are not limited to, presiding over all Club meetings, events and shows and enforcing the Club By-Laws. The position shall also be responsible to call all Club Officer and Board meetings, including planning and scheduling these meetings. The President shall have final word at all shows, cruises, events, etc. when impromptu decisions are necessary. The President is the head speaker at the General Membership Meetings and organizes their format.
2. The Vice President(s) duties shall include, but are not limited to, liaison for Club sponsored shows and to the general public for membership issues. The Vice President(s) shall, at their discretion, appoint as necessary, individuals to positions in support of Club activities.
3. The Secretary duties shall include, but are not limited to, keeping minutes of all General Membership Meetings, all Social Meetings, all Club Officer and Board meetings as well as keeping attendance records at all meetings. The Secretary shall create all written documentation for the Club as necessary.
4. The Treasurer duties shall include, but are not limited to, the preparation of annual budgets, financial reporting, tax filings, bank reconciliations and presenting disbursements to the Club Officers for approval per Article IV (7). The Treasurer and/ or the President shall sign any checks issued by the Club.
5. The Club Officers shall appoint all Board Member functions and or fulfill Board Member functions should they become vacant, unless the Club Officers decide the function is no longer necessary.

**ARTICLE IV**  
**BOARD of DIRECTORS**

1. The Board of Directors (the "Board") shall consist of all Club Officers, including President, Vice President(s), Treasurer and Secretary, and any additional persons appointed by the Club Officers as Board Members. The management of the Club is solely entrusted to the elected Officers.
2. The Club Officers can appoint any additional persons to functional positions and/ or committees as needed, including, but not limited to: Webmaster, Social Media Director, MCA Regional Director, Newsletter Editor, Apparel/ Merchandise Director, Cruise Director and Youth Director. The persons in appointed positions shall be referred to as Board Members. Appointed Board Members serve at the will and desire of the Club Officers and the term of each appointed Board Member is up to two (2) years, co-terminus with the Club Officers that appointed them.
3. When the Club Officers specify a membership vote, each member present at the General Membership Meeting shall be entitled to one (1) vote provided a quorum of at least twenty (20) members are present. A simple majority is required for the motion to pass.
4. When the Club Officers specify a vote to conduct Club business each Club Officer is entitled to one (1) vote. A simple majority is required to pass any motion of the Club Officers or to adopt or amend Club policies. Appointed Board positions shall not be eligible to vote. In the case of a tie vote, the President shall cast the deciding vote.
5. The Club Officers shall have the power to call meetings of the club (in addition to General Membership Meetings) when it deems it necessary to conduct, manage, control the affairs, relations, and business of the Club, and to make rules consistent with the laws of the State of New York, the United States of America or any other governmental entity which would have jurisdiction over affairs of the Club.
6. The Club Officers and/ or their assignees shall have the power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Club and the note or obligation, if any, given for the same, signed officially by the President and Secretary, shall be binding on the Club, except that any debt or obligation over the amount of two thousand five hundred dollars and 00/100 cents (\$2,500.00) must be voted upon at a General Membership Meeting with a simple majority of those present approving.
7. In controlling the affairs of the Club, the Club Officers must approve, by vote, in advance, all disbursements, via check or debit card, in excess of one thousand dollars and 00/100 cents (\$1,000.00).
8. The Club Officers and/ or the Board shall have regularly scheduled meetings on a date set forth by a Club Officer or, on the date of the regularly scheduled General Membership Meeting, or at a time and place designated by the President. All Club Officers and/ or Board Members shall be notified at least forty-eight (48) hours in advance of any Meetings.
9. Club Officers and Board Members shall have their annual Club dues waived for the term of their service. Upon returning to the general membership, Club Officers, except Past President(s). and

Board members will be required to pay membership dues. Past President(s) shall receive a lifetime waiver of their dues as long as they remain members in good standing with the Club.

## **ARTICLE V**

### **MEMBERSHIP**

1. Annual membership in the Club shall run for the period January 1<sup>st</sup> through December 31<sup>st</sup> of a specific calendar year. There will be no pro-rating of dues based on the month of the calendar year that a new Member joins or an existing Member re-news their membership. All renewal applications shall be sent to existing Club Members by the Club Officers no later than November 1<sup>st</sup> for return by December 31<sup>st</sup>. Annual dues are payable at the time of membership application or renewal. Should membership renewal and dues not be received by March 1<sup>st</sup> of the following calendar year Club membership shall be terminated.
2. Paid annual membership shall entitle the member, spouse and/ or significant other and all children under the age of 18 to all membership benefits and functions. Member children over the age of 18 must have a sperate paid Annual Membership to be entitled to membership benefits and functions.
3. Membership benefits shall include attendance to all Club functions, meetings (excluding Club Officer and Board meetings), and the receipt of a Newsletter. The Club Newsletter shall be the "Pony Express", published once a month and distributed to the membership via e-mail.
4. Dues will be assessed and determined by the Club Officers and any increase that has been approved by vote of the Club Officers shall take effect at the time of the next membership renewal.
5. Each membership will be entitled to one (1) vote at a General Membership Meeting on each matter presented for a vote of the members, regardless of the number of family members covered by the membership. Matters requiring a vote of the membership shall be presented for voting only at the General Membership Meetings generally scheduled or held on the second Monday of every month.
6. Membership shall not be denied on the basis of race, color, gender, national origin, age, religion, creed, disability, sexual orientation, gender identity or gender expression.
7. Any member can and may be suspended and/ or expelled at the sole decision and determination of the Club Officers. Any member exhibiting unacceptable behavior at any Club function or meeting shall be given a warning, written and/ or verbal, by a Club Officer within thirty (30) days of exhibiting such behavior and, depending on the behavior, may have their Club membership suspended, or terminated effective thereafter.
  - a) Criteria for expulsion must be evidenced by written or verbal accounts of behavior actually or potentially damaging to the Club, its members, or the Club's ability to function.
  - b) Substantiated criminal offenses related to the Club shall constitute additional criteria for expulsion.

8. Any expelled or suspended member shall not be entitled to a refund or re-payment of any membership dues or show & event fees paid.

## **ARTICLE VI**

### **GENERAL MEMBERSHIP MEETINGS**

1. General Membership Meetings shall be held once a calendar month on the second Monday of every month, unless that day falls on a holiday, in which case the meeting will be rescheduled for another day by the Club Officers.
2. The General Membership Meeting shall be conducted as follows: reports of Club Officers, upcoming Club events, MCA Regional Director report, guest speakers and open forum.
3. The General Membership Meetings shall generally take place at 7:00PM at Marjorie Post Park in Massapequa, NY. Meetings, times, and location are all subject to change upon vote by the Club Officers and members will be given sufficient notice in advance should any changes occur.
4. The Club is open to any suggestions from members about topics, events, or changes during these meetings.
5. All voting on matters concerning the membership shall take place at the General Membership Meeting only.
6. The meeting will be called to order by the President, or Vice President in the absence of the President, and shall commence with the Pledge of Allegiance to the United States of America and a moment of silence in honor of any recently deceased member or past member.
7. At the conclusion of all business, the President shall adjourn and close the meeting.
8. Robert's Rules of Order shall be observed in conducting meetings.

## **ARTICLE VII**

### **SOCIAL MEETINGS**

1. Social Meetings shall be held once each calendar month on the 3<sup>rd</sup> Wednesday of every month, or the 4<sup>th</sup> Wednesday if the General Membership Meeting needs to be moved to the 3<sup>rd</sup> week due to a holiday or as to avoid having two (2) Club meetings during the same week.
2. The Social Meeting will take place at 7:00PM at the Hauppauge Palace Diner in Hauppauge, NY. Meetings, times, and location are all subject to change and members will be given sufficient notice in advance should any changes occur.
3. This Social Meeting shall consist of a social gathering of Club members with an abbreviated report out of the prior General Membership Meeting. Suggestions from members regarding events and an open forum are possible. There will be no Club business (i.e., voting, Club Officer meetings, Board meetings, etc.) conducted at the Social Meetings.

## **ARTICLE VIII**

### **ELECTIONS**

1. Elections of Club Officers shall be held at the December General Membership Meeting. Only members in good standing with full membership shall be eligible to vote. Full membership in the Club shall consist of persons who are consistent with Article V of the By-Laws and who have not been suspended or expelled for any reason during the calendar year of the election.
2. Nominations for Club Officer positions are open to any member in good standing who has been a member for a minimum period of twelve (12) consecutive months prior to an election. Nominations for Club Officers will take place at the October and November General Membership Meetings. Nominees may accept or reject their nomination at the November General Membership Meeting. Nominees who have accepted their nomination at the November General Membership Meeting must submit either a verbal or a written letter of acceptance to current Club Officers in charge of running the election. This approval of nomination must be received no later than the close of the November General Membership Meeting in order to have their name placed on the December ballot.
3. Voting by proxy is not permitted for any reason. All elective voting shall be done by secret ballot at the December General Membership Meeting.
4. An Election Committee, consisting of three (3) Club members selected by the Club President, prior to or at the December General Membership Meeting, shall be responsible for the collection and tabulation of the votes. Any person who is a candidate in the current election shall not participate in the Election Committee. Two (2) current Club Officers shall verify the results, and once certified, the results will be announced at the December General Membership Meeting and published via the next monthly newsletter to the Club membership.
5. If any member shall take exception to the results of the election, he or she shall voice his or her objection only at the time the results are announced at the December General Membership Meeting and a recount shall be conducted.

## **ARTICLE IX**

### **AFFILIATION WITH THE MUSTANG CLUB OF AMERICA**

1. The Club will maintain its status as an approved chartered regional club for the Mustang Club of America. MCA membership for Club members is not required, however, it is **highly encouraged and recommended**. The Club will inform members of upcoming MCA events and happenings and encourage membership participation.
2. The Club Officers will appoint and maintain a liaison (MCA Regional Director) between the Club and the MCA. This individual will make every effort to attend the MCA Regional Director's Summit at the reasonable expense of the Club and, this expense must receive prior approval from the Club Officers. In the event that the Regional Director is unable to attend then the President shall attend.

3. The Club must maintain the minimum percentage of MCA membership to maintain the Club charter. All reporting requirements to the MCA must be maintained by the Regional Director and/ or Club Officers.

**ARTICLE X**  
**INDEMNIFICATION**

1. To the full extent authorized under the laws of the State of New York, the Club shall indemnify and protect any Officer or Board member (referred to in this Article individually as an “indemnitee”) of the Club, against all expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Officer or Board member except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any By-Law, agreement, resolution of the Board of Directors, or otherwise.
2. Expenses (including reasonable attorney’s fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.
3. The Club shall purchase and maintain insurance on behalf of any person who is or was a Board Member or Officer against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the Club would have the power or obligation to indemnify such person against such liability under this Article.
4. Minimum insurance coverage to be purchased and maintained by the club shall be, but is not limited to, the following:
  - a) Comprehensive General Liability Insurance Policy
    - Liability and Medical Expenses: \$1,000,000
    - Meical Expenses – One Person: \$10,000
    - Personal and Advertising Injury: \$1,000,000
    - Damages to Premises: \$1,000,000
    - General Aggregate: \$2,000,000
    - Hired/ Non-Owned Auto: \$1,000,000
  - b) Non-Profit Organization Executive Protection and Employment Practices Liability Insurance Policy
    - Limit of Liability: \$1,000,000

**ARTICLE XI**  
**AMENDMENTS**

1. The Articles of Incorporation (IRS 501(C) 7 – Social and Recreational Organizations) may be amended in any manner at any regular or special meeting of the Club Officers, provided that specific written notice of the proposed amendment of the Article setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Club Officer at least three (3) days in advance of such a meeting if deliverable personally, by e-mail or at least five (5) days if delivered by mail. As required by the Articles, any amendment to the Articles shall require the affirmative vote of an absolute majority of the Club Officers then in office.
  
2. The Club Officers may amend these By-Laws by majority vote at any General Membership Meeting or Special Meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each Club Officer within the time and manner provided for the giving of notice of meetings of the Club Officers.

**ARTICLE XII**  
**MISCELLANEOUS**

1. The Mustang & Shelby Club of Long Island, the Mustang Club of America, and its Board members, Officers and affiliates shall not be responsible or liable for any personal injury or for any damage or loss to vehicles, personal items, etc. occurring at any General Membership Meeting, Social Meeting, gathering, car show, cruise or any other Club function whatsoever.

These amended By-Laws of the Mustang & Shelby Club of Long Island have been adopted and approved on this        day of        , 2022.

\_\_\_\_\_  
 President

\_\_\_\_\_  
 Vice President

\_\_\_\_\_  
 Vice President

\_\_\_\_\_  
 Secretary

\_\_\_\_\_  
 Treasurer