

BYLAWS OF THE ALOHA MUSTANG AND SHELBY CLUB OF HAWAII

As amended - November 2022

ARTICLE I - NAME AND PURPOSE

Section 1. The name of this club, formed to operate as a not-for-profit organization, shall be the “Aloha Mustang and Shelby Club of Hawaii” with its principal place of business in the county of Honolulu, State of Hawaii. The club mailing address shall be P.O. Box 10161, Honolulu, Hawaii 96816

Section 2. The general purpose of this club shall be to promote Mustang and Shelby motor cars of the production years 1964 through present inclusive, and to encourage the ownership, preservation, and restoration; to encourage safe and courteous conduct on public highways; to arrange and regulate car events and exhibitions; to participate and encourage promotion of community-oriented projects and services; to develop and provide technical information relevant to any of the above purposes. To purchase, lease, rent, or otherwise acquire and hold real property as may be required for the use of its members. To do any other act or things incidental to or connected with the foregoing objectives or in the advancement thereof, but not for profit.

Section 3. To facilitate the general purposes, automobiles shall be classified as follows:

- A. Mustang. Any vehicle utilizing a chassis manufactured by the Ford Motor Company between March 1964 and the present, and incorporating a body which was of unique design, outstanding features, or unusual factory custom styling and identified as a “Mustang”.
- B. Shelby. Those Mustang automobiles modified for high performance by Shelby American, Inc. which produced Shelby branded Mustangs from 1965 to 1970 and from 2005 to the present.

ARTICLE II - ORGANIZATION

Section 1. Executive Board. The officers of the club shall consist of a President, Vice-President, Secretary, and Treasurer. In addition, there will be five (5) Elected-at-Large members. The officers plus the Elected-at-Large members shall be referred to as the Executive Board. The members of the Executive Board must be Active Members (as defined in [Article III Section 1.a](#)) and shall be chosen for a term of one fiscal year as described in [ARTICLE VIII Section 3](#).

Section 2. The Board of Directors shall consist of the Executive Board and the chairperson of all standing committees. Terms of office shall be for one fiscal year.

Section 3. Removal and Resignation. Any officer, as described in ARTICLE II Section 1., or committee chairperson may be removed for cause by a three-fourths majority vote of the remaining members of the Board of Directors or by a two-thirds majority vote of the Active Membership. Any officer or committee chairperson may resign at any time by giving written notice to the President or Secretary of the Club. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office shall be filled in the manner prescribed in [ARTICLE II Section 10](#), of these By-laws for regular election or appointment to such office.

Section 5. All officers shall have the right to vote with the assembly and to debate questions the same as any other member.

Section 6. Duties of the Officers.

A. President. The President shall preside at all meetings of the club and of the Board of Directors (as defined in [Article II Section 6](#)) and shall have general supervision of all the affairs of the club. The President shall sign contracts and other instruments approved by the Executive Board and perform duties inherent with the office.

B. Vice-President. The Vice-President shall perform all the duties of the President in the President's absence, and when so acting shall have all the powers and restrictions of the President as set forth in Paragraph A above. The Vice-President shall perform such duties as from time to time may be prescribed by the President or Executive Board.

C. Secretary. The Secretary shall give notice of all meetings of the club and the Board of Directors, keep the minutes thereof, conduct the correspondence, and keep records and papers of the club, and with the President of the club, execute all the conveyances and sign all written contracts and obligations of the club. In the absence of the Secretary, the President will designate another Active Member to act in these capacities.

D. Treasurer. The Treasurer shall be responsible for all financial transactions pertaining to the club. This shall include the keeping of full and accurate records and accounts of all monies received and bank deposits made. All withdrawals of monies by check from the club's bank account will require the signature of the Treasurer or the President. All records and accounts shall be open at all times to the inspection of the Executive Board as well as any Active Member. All disbursements in payment of bill and claims shall be made only as specifically approved by the Executive Board and/or the general membership, and all such disbursements made by check or cash shall be accompanied by a chain of receipts. The Treasurer shall present a report showing the club's financial position at each regular club meeting and shall render an annual report at the annual meeting as of the fiscal year close. Any expenditure over \$500 or 10% or more of current checking account balance requires approval of the Executive Board.

E. Elected-At-Large. The Elected-at-Large position shall be a supportive position, the duties for which shall be directed by the President or Executive Board.

F. Board members are encouraged to be engaged in one more areas (events, fundraising, community outreach, etc.)

Section 7. The Board of Directors will normally meet monthly prior to the regular meeting for the primary purpose of establishing overall club policy and setting the agenda for the regular meeting. Any Active Member may submit items for discussion at a meeting of the Board of Directors. Time and place of the meeting will be designated by the consent of the majority of the Board of Directors.

Section 8. Special meetings of the Board of Directors for any other purpose may be called at any time by the President or by three Directors upon notice of each member of the Board of Directors.

Section 9. Five (5) members of the Board of Directors, to include at least 2 Executive Board members, shall be necessary to constitute a quorum for the transaction of business at a Board of Directors meeting.

Section 10. A vacancy shall be deemed to exist in the case of death, resignation, or removal of any Director, or if the authorized number of Directors be increased by amendment of these by-laws. A vacancy or vacancies shall be filled by the affirmative vote of the majority of the remaining Directors. A Director so elected shall hold office for the unexpired term of the Director replaced and until a successor

is elected. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the term of office.

Section 11. Any member of the Board of Directors may be removed in accordance with the procedures specified in [ARTICLE III Section 3](#).

Section 12. The rules contained in the current edition of “Roberts Rules of Order” shall govern the club in all cases to which they are applicable and in which they are consistent with these by-laws and any special rules of order the club may adopt.

ARTICLE III - MEMBERSHIP

Section 1. Any person interested in the purposes of this club is considered eligible for Membership. There shall be the following classes of membership:

A. Active Member. Active Members are members who are current in the payment of their dues. Active Members are entitled to all club privileges, including the right to vote with the assembly.

B. Honorary Membership. Honorary membership shall be bestowed on any person whom the majority of members deems worthy. Honorary Members shall have no voice in the operation of the club.

C. Lifetime Member. An active member who the Executive Board deems to have significantly contributed to the club over an extended period of time. Lifetime members have all the rights and privileges as an Active Member, but do not have to pay dues.

D. Compensatory membership – the Executive Board may grant a compensatory one-year membership to an Active Member for service to the club.

Section 2. Application for club membership shall be in writing or electronic form as provided by the club, filed with the Membership Committee chairperson, and shall be accompanied by dues for year period as set forth in [ARTICLE V](#), or as amended.

A. Ownership of a Mustang or Shelby is not required to be a member of the club.

Section 3. Suspension of Membership

A. Any member may be suspended for the non-payment of dues after the anniversary date. This shall be at the discretion of the Treasurer. Upon the payment of back dues, a member suspended for nonpayment, shall be automatically reinstated provided that any additional dues that have accumulated during the suspension period, together with the delinquent amount that caused the suspension, have been paid.

B. The Executive Board shall have summary power by vote of two-thirds of its members, to suspend or expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business, harmony, or impairs the good name, popularity, good will or prosperity of this club, for non-payment of dues, for any conduct in violation of these by-laws or of the rules and regulations of the club. The proceedings of the Executive Board in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Executive Board, the suspended member may petition for reinstatement. A three-fourths affirmative vote of the Executive Board at any regularly called meeting shall be required to pass upon such reinstatement.

C. Upon the resignation, suspension, or expulsion of a member, their rights, and privileges as a member of this club shall cease.

Section 4. The certificate of membership shall be of such form and device as the Board of Directors may from time to time elect.

ARTICLE IV - MEETINGS

Section 1. Any event, action or initiative requiring ratification by the general membership as approved by the Executive Board will be presented at a regular or special Meeting.

Section 2. Regular Club meetings will generally be held each month except June and December at the time and location specified by the Executive Board and announced in the club newsletter or by other means that informs all club members. The May meeting shall be known as the annual meeting. Meetings can be held online for the health and well-being of the membership.

Section 3. A special meeting of the club may be called at any time by the President, or by any three members of the Executive Board, or upon written request of twenty percent of the Active Members. At a special meeting, no action shall be taken upon any subject not stated in the call for such a meeting.

A notice that informs all club members stating the purpose, place, date, and time of a special meeting shall be sent to each Active Member at least ten days prior to but not more than 30 days prior to said meeting. Notice shall be deemed to have been given if written communication is sent to a member's last known physical address or electronic contact information.

Section 4. Each Active Member shall be entitled to one vote at any meeting, regular or special. The use of proxies at any meeting will be allowed provided the proxy authorization is in writing and signed by the absent member. A proxy shall be considered to represent a member for the purpose of constituting a quorum to conduct club business.

Section 5. A quorum for conducting the business of the club at a regularly scheduled or special meeting shall consist of at least 5 members of the Executive Board and 15% of the Active Members of the club or represented by proxy. The members of the Executive Board attending the meeting are included in the 15% threshold.

ARTICLE V – DUES, ASSESSMENTS, and DELINQUENCIES

Section 1. Membership dues shall, until amended, be as follows:

- A. The sum of \$30.00 for a 12-month Active Membership. The membership dues may be adjusted from time to time by the Executive Board.

Section 2. Assessments may be levied upon the approval of at least three-fourths of the Active Members present at any regular meeting or special meeting called for such a purpose.

Section 3. Dues shall be payable to initiate a 12-month Active Membership. Active Membership expires on the last day of the anniversary month of the payment of dues. Payment date shall be when the electronic payment is received by the payment processing entity, or when a check is received through the mail or in person.

Section 4. The Executive Board will establish policies for handling delinquent accounts.

ARTICLE VI - ELECTIONS

Section 1. A nominating committee shall be designated by the President at the March meeting and shall consist of not less than four Active Members, one of whom shall be a member of the existing Board of Directors. The nominating committee shall prepare a slate of officers for the Executive Board, and the Chairperson of the Standing Committees for presentation at the April meeting. Nominations may also be made from the floor or via other means at any time up to and including the April meeting, The conclusion of the April meeting will finalize the ballot of candidates for office

Section 2. Elections will be held at the May meeting. Voting by Active Members can be done in-person and/or electronically with the ending time of the election being the night of the May meeting.

Section 3: No person may vote more than once (in-person or electronically or a combination of the two)

Section 4. A nominee for any office receiving a plurality of votes of Active Members who vote shall be considered elected. In case of a tie vote, the outgoing Executive Board shall decide on the winner.

ARTICLE VII - AMENDMENTS

Section 1. New by-laws may be adopted, or these by-laws be amended or repealed by a two-thirds vote of Active Members present or represented by proxy, or by electronic means at any regular or special meeting where written notice of the meeting has been given to the membership as set forth in [ARTICLE IV Section 3](#).

Section 2. Not less than six months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same, or substantially the same amendment or repeal.

Section 3. The club Secretary shall keep the original of these by-laws as amended or otherwise altered to date and will have these by-laws available for inspection by the members at any regular or special meetings.

Section 4. A copy of these By-laws will be available on the club website.

ARTICLE VIII – MISCELLANEOUS

Section 1. The following are Standing Committee Chairpersons of the club and operate under the supervision of the Executive Board and are considered members of the Board of Directors:

A. Membership Committee Chairperson – responsible for doing any and all acts necessary for promoting, recruiting, and tracking the membership of the club.

B. Communication & Public Relations Chairperson – responsible for all printed and electronic communications to our membership including social media platforms, website, and Pony Express.

C. Outreach Chairperson - Identifies and develops proposals for philanthropic or giving opportunities and partnering with other philanthropies to improve the lives of those with needs in our community

D. Events Committee Chairperson – responsible for arranging and coordinating all those car and club social events.

Section 2. The President may add or eliminate non-standing committees and designate committee members as required.

Section 3. The club's fiscal year shall run from July 1st to June 30th.

ARTICLE IX - PERSONAL LIABILITY

Section 1. All persons or corporations extending credit to, contracting with, or having any claim against the club or Board of Directors shall look only to the funds and property of the club for payment of any debt, damages, judgement or decree, or any other monies that otherwise becomes due or payable to them from the club or Board of Directors, so that neither the members of the club, nor the Board of Directors, past, present or future, shall be personally liable thereof.

End of Document

Summary of revisions:

2008 November - \$5.00 membership initiation fee has been eliminated

2017 April - \$10.00 additional family membership has been eliminated

2022 November – revisions throughout the document. Taking into account electronic communications, 12 month rolling membership, and other changes.