

**BY LAWS OF THE
ALOHA MUSTANG AND SHELBY CLUB OF HAWAII**

AS AMENDED – APRIL, 2017

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 principle place of business in the county of Honolulu, State of Hawaii. The club mailing address shall be “P.O. Box 6216, Honolulu, HI 96818”.

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 extra high performance by Shelby American of Los Angeles between October 1965 and March 1967 by Shelby Automotive of Ironia, Michigan between August 1967 and late 1969, and designated as Shelby GT-350, GT-500, GT-500KR, and Shelby Cobra GT-350 and GT-500 (1968 only).

ARTICLE II - ORGANIZATION

Section 1. Type of Officers. 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. This group shall be referred to as the Executive Board. Officers must be Active Members and shall be chosen for a term of one fiscal year as described in ARTICLE VIII Section 3.

Section 2. 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 3. 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 4. All officers shall have the right to vote with the assembly and to debate questions the same as any other member.

Section 5. Duties of the Officers.

A. President. The President shall preside at all meetings of the club and of the Board of Directors, 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.

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.

Section 6. The Board of Directors shall consist of the club officers and the chairperson of all standing committees. Terms of office shall be for one fiscal year.

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.

Section 2. Application for club membership shall be in writing, filed with the Membership Committee chairperson, and shall be accompanied by dues for year period as set forth in ARTICLE V , or as amended.

Section 3. Suspension of Membership

A.Any member may be suspended for the non-payment of dues after the anniversary date. 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. Regular Club meetings will normally be held on the last Tuesday of each month except June and December at the time and location specified by the Executive Board and announced in the club newsletter. The May meeting shall be known as the annual meeting.

Section 2. 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.

Section 3. A written or printed notice stating the purpose, place, date, and time of a special meeting shall be mailed 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 mailed to a member's last known address.

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.

ARTICLE V - DUES AND ASSESSMENTS

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

- A. The sum of \$30.00 for a 1 year Active Membership. There is no initiation fee.

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 at the beginning of the fiscal year and are delinquent thereafter.

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 prior to the elections, which shall be held at the May meeting.

Section 2. A nominee for any office receiving a plurality of votes of Active Members present shall be considered elected.

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 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 for any Active Member upon request.

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 tracking the membership of the club.

B. Parade Committee Chairperson – responsible for arranging and coordinating all parade functions of the club.

C. Social Committee Chairperson – responsible for arranging and coordinating club social events, including, but not limited to, Springtime Brunch, Annual Installation Brunch, and Christmas Dinner.

D. Events Committee Chairperson – responsible for arranging and coordinating those events not listed in Paragraph B or C, which may include, but are not limited to, car shows and picnics.

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.

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Summary of revisions:

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

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