

Attachment 3 – Bylaws (Amended December 2020)

BYLAWS OF THE CLASSIC THUNDERBIRD CLUB INTERNATIONAL

ARTICLE I: NAME

The name of this corporation is CLASSIC THUNDERBIRD CLUB INTERNATIONAL, hereinafter referred to as CTCI.

ARTICLE II: OFFICES

- a) The principal office for the transaction of business of the corporation is hereby fixed and located in Cheyenne, Wyoming. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.
- b) Branch or subordinate offices may at any time be established by the Board of Directors at any place where the corporation is qualified to do business.

ARTICLE III: PURPOSES

- a) To operate and maintain an organization to encourage and promote the admiration and ownership, care and maintenance, with safe and courteous operation, of the “Classic Thunderbird”, defined herein as a two-passenger 1955, 1956 and 1957 Ford Thunderbird automobile.
- b) To serve as a medium or exchange of ideas, information and parts for admirers and owners of the Classic Thunderbird to aid them in restoring and preserving these automobiles in their original likeness.
- c) To unite in an international organization all admirers and owners of Classic Thunderbirds who are interested in restoring and maintaining their automobiles in a manner that will promote admiration and respect within the community.
- d) To provide an international organization as a basis for local social clubs by the promotion of active Chapter organizations for club members to meet, socialize and maintain the spirit of good fellowship, and to participate in activities including the use of their Classic Thunderbirds.
- e) To further the interests of owners and drivers of Classic Thunderbirds and to promote the safety and enjoyment of motoring in all phases.
- f) To engage in any other activity related to that described above from time to time authorized or approved by the Board of Directors or members of this corporation.

ARTICLE IV: MEMBERSHIP

- a) Membership shall be open to all persons who are interested in the purposes of this corporation.
- b) There shall be one class of membership. The rights and privileges of all members shall be equal unless otherwise noted by these Bylaws.
- c) Active new membership in CTCI is obtained by submitting an application and payment of a new member initiation fee, and the annual dues as established by the Board of Directors. The annual dues, for the first year, may be prorated according to the schedule noted on the membership application form. Each year's annual dues are renewable in full on January 1 of the year, and become delinquent if not paid by February 1 of the year. Annual dues renewal notices will be mailed to each member during the month of December of each year. Non-payment of annual dues, by February 1, will result in automatic termination of CTCI membership. Such termination of CTCI membership may be voided without penalty, provided that the annual dues payment for the year is received by CTCI, not later than December 31. Membership lapses of a full calendar year, or more, may be reinstated upon repayment of the initiation fee and the annual dues for the current year. The initiation fee is waived if the former member's previous membership number can be provided.
- d) The Board of Directors is hereby granted the exclusive power and discretion to reject the application of membership of any person or may terminate the membership of any person for conduct deemed to be contrary to the stated purpose(s) of the Club.
- e) Membership in CTCI is a Family Membership with one vote. A CTCI member in Good Standing is all inclusive and is defined as the Member, *Spouse*, Significant Other and their *immediate* family member(s) under the same household..
- f) Each member will be issued an official CTCI plaque. All members will be issued copies of the official CTCI publications issued while a member and such other benefits as the Board of Directors may determine from time to time.

ARTICLE V: BOARD OF DIRECTORS

- a) The administration and management of CTCI is hereby vested in the Board of Directors, subject only to the limitations provided in these Bylaws or Wyoming law.
- b) The Board of Directors shall consist of nine persons, all of whom shall be members.
- c) The term of membership on the Board of Directors shall be two years for Regional Directors and three years for Director-at-Large.
- d) Three Regional Directors and one Director-at-Large, respectively, shall be elected annually.
- e) Any vacancy occurring on the Board of Directors shall be filled by the remaining Directors for the balance of the term of the Director being replaced.
- f) The Board of Directors shall meet in person once each year at the principal office or such other place as is designated by the President. Regularly is construed to mean no later than the 12th weekend of the year.
- g) Any action permitted to be taken under the laws of the State of Wyoming by the Board of Directors may, in lieu of an in person meeting, may be conducted in a video meeting.
- h) A majority of the members of the Board of Directors shall constitute a quorum.
- i) Written notice of all meetings of the Board of Directors shall be given by the President at least seven days in advance of any meeting.
- j) The Board of Directors is hereby authorized to establish such committees as it shall in its discretion deem appropriate, including executive committee, nominating committee,

Convention committee, finance committee or others as needed. Such committees shall conduct their business in such a manner as directed by the Board of Directors or the President, but in no event inconsistent with these Bylaws.

- k) No member shall be eligible to hold elective office as a member of the Board of Directors for more than four years during any six year period, the period beginning on the date of the member's first election as a member of the Board after January 1, 1971. In addition to ensure maximum opportunity for CTCI members to serve on the Board, no Board member shall be eligible to hold a Board position as a Director or as a Director at Large for more than a total of 10 years.
- l) A Director-at-Large shall not be eligible to hold office for consecutive terms.
- m) Terms of office of Directors shall be from January 1 through December 31 of the respective years.
- n) One Regional Director shall be elected for each of the three odd-numbered Regions in October of the odd-numbered years, and for each of the three even-numbered Regions in October of the even-numbered years, the Regions to be established by boundaries and numbers prior to January 31, 1976, for terms commencing on the next January 1.
- o) Each Regional Director, respectively, shall reside in the Region elected to represent for the full duration of any term of office.
- p) The election of Director-at-Large shall be conducted in October of each year, in conjunction with the election of Regional Directors, the term of office commencing on the next January 1.
- q) The final date for nomination of any member as a candidate for Director shall be August 1 of each year with the final date for the receipt, and counting, of ballots to be October 1st of each year.
- r) Each member in good standing shall be eligible to vote for the Regional Director from their Region and the Director-at-Large. If there is but one candidate for any Director position, that candidate will be declared elected to that position.
- s) In the event that there are no volunteer candidates for election to the Board from either a Region or At-Large, the Board shall appoint a Director from the Membership to occupy that vacant position subsequent to the Regular Election.
- t) Any Board member resigning their position for reasons other than family or health reasons will not be allowed to run for the Board again without prior approval from the Board of Directors.
- u) The Board shall employ personnel as necessary for the proper operation of the corporation.
- v) The Board shall, out of collected dues, purchase and maintain such insurance policies providing (1) protection of property (fire & theft), liability, and other casualty insurance the Board deems necessary, (2) Fidelity Bond, naming the Manager and other persons as may be designated by the Board. 3) Directors and Officers Liability Insurance.

ARTICLE VI: OFFICERS

- a) The Officers of the corporation shall be President, Vice-President, Secretary and Treasurer. The Board is hereby authorized to appoint such Officers as may be required.
- b) The Officers of CTCI shall be elected by the Board of Directors for a term of one year. The election to be conducted in conjunction with the first Board of Directors Meeting of the new calendar year with the term in office to begin at the commencement of the Board Meeting and to continue through to the commencement of the next calendar year Board Meeting.

- c) All Officers shall be members in good standing.
- d) The President and Vice-President shall each be elected members of the Board of Directors at the time of election as an office of CTCI.
- e) Board continuity is highly valued requirement to ensure a rigorous and smooth transition from one Board to the next. The Board is hereby authorized to appoint and establish a Director Emeritus, a non-voting position, and shall be filled by an out-going Board member whose term of office has ended. The Director Emeritus shall advise the new Board on all matters, and the term shall be for a one-year period.
- f) Any vacancy occurring in the office of President, Vice-President, Secretary or Treasurer shall be filled by a majority vote of the Board of Directors but consistent with the qualification requirements of these Bylaws.

ARTICLE VII: BIENNIAL MEETING OF MEMBERS

- a) There shall be a biennial meeting of all members of CTCI once in each even-numbered year at such time as the President determines.
- b) Written notice of such biennial meeting shall be mailed to each member in good standing at least sixty days in advance of such meeting. The requirement for a mailed notice of the meeting may be satisfied by an announcement of the meeting in an appropriate issue of the *Early Bird*.

ARTICLE VIII: CHAPTERS

- a) Any six or more members of CTCI desiring to organize a local club for activities within the scope of the purposes of this corporation and its Articles and Bylaws, and willing to undertake the responsibilities and duties set forth below may, when so approved by the Board of Directors of CTCI, establish a Chapter.
- b) Membership in such Chapter shall require, as a prerequisite, ownership or desire to own, in whole or in part, a Classic Thunderbird, possession of a valid automobile operator's license, possession of public liability and property damage insurance equal to the minimum requirements prevailing in the jurisdiction where the Chapter is located, but in no event less than that required by the State of Wyoming, and such other conditions as may be imposed by the Chapter itself, subject to prior approval of the Board of Directors of CTCI.
- c) Chapter may, upon the decision of at least two thirds of its members, assess dues, providing that such dues are expended to carry the purposes of this organization and are not inconsistent with its Articles and Bylaws.
- d) A Chapter may adopt Bylaws, elect Officers and take such other action as may reasonably be required to accomplish its purposes, subject, however, to the approval of the Board of Directors of CTCI.
- e) Any Chapter which accepts non-CTCI members must, as a condition of charter, incorporate.
- f) Any Chapter not conforming to the stipulations set forth in these CTCI Bylaws may, by a majority vote of the CTCI Board of Directors, have the Chapter Charter temporarily, or permanently suspended or revoked. The reason(s) for such suspension or revocation to be detailed in writing by the CTCI president to the Chapter President at least ninety days prior to any final action by the CTCI Board of Directors

- g) All Chapter Officers including but not limited to the President, Vice President, Secretary, and Treasurer, must be members, of CTCI in good standing.
- h) International Chapters (those outside the 50 United States) are only required to have the President be a member, of CTCI in good standing.

ARTICLE IX: ADVISORY COUNCIL (Deleted)

ARTICLE X: AMENDMENT OF BYLAWS

- a) Bylaws may be adopted, amended or repealed by the Board of Directors subject to final approval of the membership, by mail ballot or online voting, before any action is initiated by the Board of Directors.
- b) Any action taken by the Board of Directors to adopt, amend, or repeal Bylaws shall be published in one, or more, Issue(s) of the *Early Bird* with no less than sixty days permitted from the mailing date of the first publication to the date for final vote; or Bylaws may be adopted, amended or repealed by the membership present and voting at any regular meeting of the membership, when a quorum, as required by the Wyoming Corporations code, is present.
- c) Voting may be by mail ballot to members in good standing who do not use the internet or voting may be by online voting to members in good standing who use the internet.
- d) A two-thirds affirmative vote of the members voting shall constitute adoption of the amendment.

ARTICLE XI: DISSOLUTION

- a) In the event that CTCI ceases to be a viable organization, action will be initiated by the remaining Board of Directors to dissolve the organization, in accordance with applicable state and federal regulations. Upon dissolution, the assets of the organization are to be used initially to satisfy any outstanding legal debts and encumbrances. The remaining assets are then to be transferred to the Benson Ford Research Center, THE HENRY FORD; Dearborn, Michigan. No portion of the assets will inure to the private benefit of, or be distributed to, any member, trustee, Director, Officer, or appointee of the organization, contributor, thereto, or private individual or person.

ARTICLE XII: RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order.