

River City Thunderbolt MVCC, Inc.
Bylaws

Article I NAME AND PURPOSE OF ORGANIZATION

Section 1 **NAME**

The name of the organization shall be River City Thunderbolt MVCC, Inc., a nonprofit organization, herein referred to as the Club.

Section 2 **PURPOSE**

The purpose of the Club is to provide an adequate organization for historians, vehicle preservationists and collectors interested in and encouraging the acquisition, restoration, preservation, public education and display of historic military vehicles.

Objectives supporting the purpose of the Club may include, but not limited to, are the following:

- (a) To encourage the acquisition, restoration, preservation, and maintenance of collectible, old and special-interest military vehicles.
- (b) To promote good fellowship, pride of ownership in collectible vehicles, family fun and enjoyment through participation in events and tours.
- (c) To serve as a clearinghouse and repository for historical and technical information regarding military vehicles and pertinence deemed beneficial to the membership.
- (d) To educate the public through public display of vehicles at events and parades, to bring favorable public reaction to bear upon the hobby, and to make the general public aware of the existence of the hobby, its historical value and preservation.

Article II MEMBERSHIP

Eligibility for Membership: Membership is open to all persons, organizations or associations interested in the objectives of the Club.

Section 1 **Annual Dues**

- 1.1 Dues shall be set annually by the membership based on recommendations from the Officers.
- 1.2 Dues are payable the first regularly scheduled meeting of the year.

Section 2 **Voting Rights of Members**

- 2.1 An Individual Membership shall have one (1) vote for the election of officers and for such other matters as required.

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- 2.2 A Family Membership shall have one (1) vote for each adult present at the meeting, up to a max of two (2) for the election of Officers and for such other matters as required.
- 2.3 Only members in good standing will be allowed to vote. Members in good standing must have paid dues for the year.

Section 3 Meetings

3.1 Regular Meeting

The Club will conduct regular meetings at least once a quarter on the third Thursday of the month, unless otherwise arranged. Any changes to the regular meeting will require notification to the members no less than 10 days before the scheduled meeting.

3.2 Special Meetings

Special meetings require a minimum seven (7) days advanced notice to all members of record, with time, location, and subject of the meeting specified. Special meetings may be called by the president or by 50% of the members entitled to vote.

Section 4 Quorum

A Quorum shall be a minimum of five members in attendance and in good standing of which at least one is an officer, at any regular, annual or special meeting of the membership.

Article III OFFICERS

The affairs of the Club shall be managed by the Club officers of President, Secretary, and Treasurer.

Section 1 Designation of Officers

1.1 President

The President shall be the principal officer of the Club. He/She shall:

- (a) When present, preside at all meetings.
- (b) May sign, with the Secretary or any other proper officer of the Club authorized by the Membership, deeds, mortgages, bonds, contracts, or other instruments which the Membership has authorized to be executed.
- (c) Shall appoint ad hoc committees and task forces as required by the membership.
- (d) Shall originate and/or administer projects with the approval of the Membership.
- (e) Shall in general perform all duties incident to the office of President and

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such other duties as may be prescribed by the Membership from time to time.

- (f) Will appoint a webmaster and/or newsletter editor to provide Club communication.

1.2 Secretary

The Secretary shall:

- (a) Keep the minutes of the proceedings of the meetings and be custodian of the Club records.

- (b) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Membership.

- (c) Shall supply copies of the minutes, typed or electronically, to the newsletter editor/webmaster.

- (d) Shall assume the role of president if the president is not at a meeting.

1.3 Treasurer

The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds of the Club.

- (b) Shall receive and give receipts for monies due and payable to the Club from any source whatsoever, and will deposit all such monies in the name of the Club in such Banks or Saving & Loans. The signatures of the President & Treasurer are authorized on the Club bank account.

- (c) Shall submit financial reports to the Board at year end and periodic financial reports to the membership.

- (d) Shall perform other duties from time to time as may be assigned by the President or by the Membership.

1.4 Other Officers

The membership may elect other officers as needed. The membership may elect to combine the office of Secretary and Treasurer there are at least three officers.

Section 2 Term of Office

The term of each officer is two (2) years.

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Section 3 Election of Officers

- 3.1 Nominations for offices for the ensuing year will be held during the September regular meeting. Election of officers will be held during the October meeting and shall be installed. Newly elected officers will assume the responsibilities January 1 of the following year.
- 3.2 A majority of the votes counted shall be necessary for the election of each of the said officers.

Section 4 Resignation of Officers

Any Officer of the Club may resign his/her office and surrender his/her responsibility as an Officer at any time by providing the President and the Secretary with written notice of such resignation thirty (30) days prior to effective date of resignation. Vacancy so created shall be filled by appointment of the Membership, until the next regular meeting where nominations will be received; election to take place at the succeeding meeting.

Section 5 Removal of Officers

Any incumbent Officer may be removed from his office for malfeasance in office or for failure to perform his duties well and properly as provided above. Any Officer may be removed from his/her office or committee for the good of the Club upon a two-thirds vote of the members present at any regular or special meeting, provided due notice of such impending action shall be given at least seven (7) days prior to holding such meeting. Any Member of any committee may be removed from his/her office by a majority vote of the Membership at any time. The Officer charged with malfeasance or non-performance of duty will have the right of appeal and a hearing on the charges made, a presentation of facts, and to legal counsel engaged by and paid by himself (or herself), if desired.

Article IV CONFLICT OF INTEREST AND COMPENSATION

Section 1 Conflict of Interest

The club has an established Conflict of Interest Policy. The Club's policy is consistent with the guidelines established by the IRS for 501(c)(3) organizations.

Section 2 Compensation

No member of the board shall receive a salary or other compensation for their services.

Article V INDEMNIFICATION

When a person is sued, or prosecuted in a criminal action, either alone or with

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others, because he or she is or was an officer of the Club, or of another person or entity serving at the request of the Club, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Club or by the Club, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the Court; and
- b) The Court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the Club, its receiver, or its trustee, by the Court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the Court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued, by the attorney, or other person rendering services to him or her in connection with the defense and the Court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a part to the proceeding. Notice of the application for such indemnity shall be served upon the Club, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The Court may order notice to be given also to the members in the manner provided in these Bylaws for giving notice of member meetings, in such form as the Court directs.

The Club shall be authorized to obtain insurance from a reputable surety insuring the obligations of this section.

Article VI AMENDMENTS

Section 1 Articles of Incorporation

The articles may be amended in any manner at any regular or special meeting of the Club, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to the membership at least three days in advance of such meeting. As required by the Articles, any amendment to Article III and IV of the Articles shall require the affirmative vote of the Officers. All other amendments of the Articles shall require the affirmative vote of an absolute majority of the officers then in office.

Section 2 Bylaws

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Amendments to the bylaws require two thirds (2/3) majority of those voting in person or by mail sent to the Secretary. Notice with proposed changes of any amendment shall be given to all members with voting rights at least ten (10) days prior to the date of the meeting upon which the proposed changes will be voted.

Article VII DISSOLUTION OF THE ORGANIZATION

In the event of the dissolution of the Club, after paying or adequately providing for its debts and obligations, the Club shall distribute all assets to such organizations as are qualified under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of future Internal Revenue Law.

Any such assets not so disposed of shall be disposed by a court having jurisdiction for such purposes in the county in which the principal office of the organization is then located for such purpose or to such organization or organizations as said court shall determine, which are organized exclusively for such purpose.

The River City Thunderbolt MVCC, Inc. Bylaws have been adopted by the membership on October 27, 2016.

Mark Flittner, President
Dale White, Vice President
Patrick Savage, Secretary
Ann White, Treasurer