

**BYLAWS**  
**OF**  
**MOPAR MUSCLE CLUB OF NEW MEXICO, INC.**

**ARTICLE I**

The name of this organization shall be: Mopar Muscle Club of New Mexico, Inc.

**ARTICLE II**

The purpose of this corporation shall be:

1. To provide an opportunity for Mopar owners and enthusiasts to gather and promote their interest in the automobile as a respectable hobby and to educate the public about that hobby. The corporation shall promote social activities and events that provide an opportunity to promote public awareness, stimulate pride in ownership, and encourage the communication, education, and camaraderie among fellow Mopar owners and enthusiasts.

2. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, and its regulations, as they now exist or as they may hereafter be amended.

3. To limit and devote the activities of the corporation to a club organized for pleasure, recreation, and other non-profitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder under Section 501(c)(7) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended.

4. To do, encourage and promote all suitable activities necessary, proper and advisable or convenient for the purposes hereinabove set forth. In the event of a liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of law), none of the property or assets of the corporation shall be made available in any way to any individual, corporation or other organization, except to one or more corporations or other organizations which qualify as exempt from the United States income tax , under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as the same may be from time to time amended, or to one or more corporations or other organizations, contributions to which are deductible under Section 170(c)(1) or (2) of said Code, as the same may be from time to time amended.

5. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in distributions of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate of public office.

### **ARTICLE III**

#### **MEMBERS**

##### **SECTION 1:**

Any individual who accepts the purposes of the corporation and pays an annual membership fee (currently \$20.00) by June 1 of each year as provided by the Board of Directors shall be eligible for membership in the Mopar Muscle Club of New Mexico, Inc. The Board of Directors, by majority vote, may in its sole discretion refuse any application for membership in the corporation. Membership dues cover the individual and his or her immediate family living at the same address.

##### **SECTION 2:**

Classes of membership may be: individual, agency, sustaining, and such other classes as the Board of Directors, from time to time, deem appropriate. The Board of Directors shall determine the relative rights, privileges and responsibilities of each class of membership. All membership records and personal information about members shall be confidential and accessible only to officers of the corporation. Requests for access to membership lists or information related to members must be made in writing to an officer of the corporation. Any information related to members will not be released without prior written approval of the member(s) involved.

##### **SECTION 3:**

Dues for membership and categories of membership may be established by the Board of Directors.

##### **SECTION 4:**

Members shall have the right to accept services on committees and other groups within the organization to which they are appointed by the officers of the Board of Directors.

##### **SECTION 5:**

Any member who, in the opinion of the Board of Directors, has violated these Bylaws or whose conduct is prejudicial to the welfare of the organization, may be expelled from membership

by a majority vote of the Board of Directors.

## **ARTICLE IV**

### **MEETINGS**

#### **SECTION 1:**

There shall be monthly meetings of the organization held, if possible, on the same day of each month within the State of New Mexico at a time and location designated by the Board of Directors. The day of the week is subject to availability of the hosting facility. A meeting shall be held annually each November for the purpose of nominating candidates for officers and for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the nominations by members will be distributed to all members in good standing for review. Elections of officers will be held annually at the December meeting of members.

#### **SECTION 2:**

Notice of time and place of the Annual Meeting of the members shall be given in writing to each member not less than ten (10), nor more than forty (40) days prior to the meeting.

#### **SECTION 3:**

Each member who is present at the meeting shall be entitled to one vote at any meeting of the members. Only members whose dues are current immediately prior to any meeting.

#### **SECTION 4:**

Special meetings of the members may be called by the Board of Directors. Upon the written request of two-thirds (2/3) of the membership, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.

#### **SECTION 5:**

Two-Thirds (2/3) of the members entitled to vote and present at any meeting shall constitute a quorum at such meeting. Less than a quorum may adjourn a meeting one or more times. When a quorum of members is present at any meeting of members, a majority of the vote cast by such members shall decide any question, unless a different vote is required by law or by these Bylaws.

#### **SECTION 6:**

At all meetings of the general membership, a member who is entitled to attend and to vote, may vote by proxy. Such proxy shall be filed with the secretary of the corporation before the meeting at the principal office or at the time of the meeting.

**SECTION 7:**

The minutes of any meeting of the members shall be available to any member upon reasonable request.

**ARTICLE V**

**BOARD OF DIRECTORS**

**SECTION 1:**

The affairs and business of this corporation shall be managed by a Board of Directors who shall be four (4) in number, but at any time may be increased and thereafter changed by By-Law amendment therefor. The Board of Directors shall conduct the business of the corporation, and shall have the control and management of the affairs, funds and property of the corporation. The members of the Board shall serve without compensation.

**SECTION 2:**

The term of office of each of the Directors shall be one (1) year, and thereafter until a successor has been elected. Members of the Board of Directors shall begin their term in January following the December elections.

**SECTION 3:**

The Board of Directors may: (1) hold meetings at such times and places it thinks proper; (2) admit members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the Board, or other members of the corporation; (4) audit bills and disburse the funds of the corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associates interested in the purposes of this corporation; (7) employ agents; and (8) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the corporation and to best protect the interests and welfare of the members.

**SECTION 4:**

Any vacancy occurring through resignation, removal or otherwise, may be filled by the Board of Directors at any duly convened Board meeting. The remaining Board members will form the nominating committee. Persons appointed to the Board to fill a vacancy shall serve the unexpired term of the Board member whose vacancy they have filled, and may thereafter be eligible for regular election to the Board.

## **ARTICLE VI**

### **MEETING OF THE BOARD OF DIRECTORS**

#### **SECTION 1:**

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members, at the same location as the annual meeting of members. Each Board member shall be given written notice of the annual meeting not less than ten (10), nor more than forty (40) days before such meeting.

#### **SECTION 2:**

The Board of Directors shall meet at least quarterly at a time and location determined by the Board. Each Board member shall be given written notice of each regular meeting not less than seven (7) nor more than fourteen (14) days before each regular meeting.

#### **SECTION 3:**

Any Director who fails to attend three (3) meetings of the Board in a calendar year will be automatically dropped from the Board unless the Board of Directors determines that there were extenuating circumstances that caused the absence.

#### **SECTION 4:**

Special meetings of the Board may be called by the President or by any two (2) Board members. Each Board member shall be given written notice not less than forty-eight (48) hours before each special meeting. Only those items contained in such notice shall be transacted at the special meeting.

#### **SECTION 5:**

A majority of the Board members shall constitute a quorum of the Board for the transaction of business.

#### **SECTION 6:**

Minutes of all Board meetings shall be given to all Board members.

## **ARTICLE VII**

### **OFFICERS**

#### **SECTION 1:**

The officers of the corporation shall be a President, one Vice President, Treasurer and Secretary. The officers shall be the Board of Directors. They shall take office on the first day immediately following the annual meeting and shall hold office for one (1) year, or until their respective successors are elected and qualified. In the event of death, resignation or inability to act of any officer, his or her office may be filled for the unexpired portion of his term by the Board of Directors.

#### **SECTION 2:**

The President shall be the chief executive officer of the corporation. The President shall preside at meetings of the members and the Board. The President shall serve ex-officio as a member of all committees and shall perform such duties as may be prescribed by the Board of Directors. The President shall be responsible for all awards, trophies, and presentations as voted on by the membership.

#### **SECTION 3:**

The Vice President, in the absence or disability of the President, shall exercise the powers of the President. The Vice President shall perform such other duties as may be assigned by the President or the Board of Directors.

#### **SECTION 4:**

The Treasurer shall be the custodian of the corporation funds, and shall deposit these funds in the corporate name in such depositories as the Board of Directors shall designate. In accordance with the budget adopted by the Board of Directors, the Treasurer may disburse funds of the corporation, and shall take proper vouchers for such disbursements and render to the Board of Directors whenever requested, and at least once a year at the annual meeting of the Board, an accurate record of all transactions as Treasurer and of the financial condition of the corporation.

#### **SECTION 5:**

The Secretary shall keep an accurate record of the proceedings of the meetings of the Board of Directors and the Executive Committee; shall preserve records, documents and correspondence as directed by the Board of Directors; shall give notice of meetings of the Board of Directors, the Executive Committee and membership and shall perform all other duties incident of the office of Secretary, subject to the control of the Board of Directors. The Secretary shall have the custody of the corporate seal, and shall affix it upon all contracts and instruments executed under the seal.

**SECTION 6:**

The Board of Directors may remove any officer with cause.

**SECTION 7:**

The officers shall receive no salary or other compensation.

**ARTICLE VIII**

**COMMITTEES**

**SECTION 1:**

The Board of Directors may establish an Activities Committee or such other standing and special committees as it may see fit. The Board of Directors shall appoint an Activities Director, who may or may not be a member of the Board, to oversee the Activities Committee.

**SECTION 2:**

Vacancies occurring on any committee may be filled by the Board of Directors.

**ARTICLE IX**

**INDEMNIFICATION**

For the purpose of this Article, “agent” includes any person who is or was a director, officer, employee or other agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation, and “expenses” includes attorneys’ fees and any expense of establishing a right to indemnification.

Pursuant to NMSA 1978 § 53-8-26 or any successor statute or law, the corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative if he or she is or was an agent of the corporation, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

**ARTICLE X**

**AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of those Board members present at a duly constituted Board meeting, and approved by the membership at the next scheduled meeting, provided that the proposed amendments shall have appeared on the agenda prior to the meeting.

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**PRESIDENT**

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**SECRETARY**