

By-Laws
The Chicagoland Thunderbirds
A Chapter of the Vintage Thunderbird Club International
Approved by the Membership 2022-11-20

I. Introduction

- A. The Chicagoland Thunderbirds is a not-for-profit corporation registered in the State of Illinois, devoted in part to serve as a medium of exchange of ideas, assistance, information and parts for admirers and owners of Ford Thunderbirds. The Chicagoland Thunderbirds further promotes the safe and lawful operation of Ford Thunderbirds.
- B. The Club, to be known officially as "The Chicagoland Thunderbirds", shall be referred to herein as "The Club".
- C. The Club is a chartered chapter of the Vintage Thunderbird Club International and shall abide by all rules and regulations governing the conduct of their chapters.

II. Officers

- A. Office bearers shall be elected bi-annually based on the schedule set forth in this document. The elections shall take place at the General meeting designated for the election of the Officers (see Section X). The officers and The Club shall be: President, Vice-President, Secretary and Treasurer. Each officer shall be a member in good standing of the Vintage Thunderbird Club International and will remain so for the full term of his/her elected office.
- B. The President shall have the specific responsibilities as outlined herein.
 - 1. The President shall chair all General and Board of Directors meetings.
 - 2. The President shall be responsible for each official club event.
 - 3. The President shall oversee The Club finances.
 - 4. The President shall officially represent and communicate The Club business to other clubs and individuals.
 - 5. The President shall have the sole power to approve or deny any action requiring a decision not covered elsewhere in these By-Laws.
 - 6. Any and all activities of The Club may be delegated to volunteers or committees of volunteers by the discretion of the President.

7. The President or his assignee shall review each newsletter in its entirety before printing and distribution to general membership. The President has editing rights as to the content of each newsletter.
 8. The President may officiate any required checks or documents of The Club.
- C. The Vice-President shall have the specific responsibilities of:
1. The Vice-President shall perform all of the President's duties in his absence when the President cannot perform his or her duties due to unavailability, emergency, illness or death for the duration of the current term of office.
 2. The Vice-President may only officiate checks or documents if the President is not capable of fulfilling the duties of the office of the President.
- D. The Secretary shall have the following specific duties:
1. The Secretary, or his or her appointee, shall be present at all General and Board of Director meetings to record the proceedings in such a manner that they can be examined in detail at a later date.
 2. The Secretary shall maintain The Club's official corporate standing by filing the appropriate forms and documents according to the laws of this state governing not-for profit corporations.
 3. If both the President and Vice President cannot perform the duties of the President due to emergency, illness or death, the Secretary shall perform these duties for the duration of the emergency or illness until the President or Vice-President can return to office. This is the only condition under which the Secretary may officiate checks or documents.
- E. The Treasurer shall have the following specific duties:
1. The Treasurer shall be in control of all monies of The Club, ensuring all cash and checks be deposited into The Club account in a timely manner.
 2. The Treasurer shall maintain all membership records so that the information can be shared with other Officers and Directors for such purposes as newsletter distribution and event eligibility.
 3. Upon request, the Treasurer shall disclose to the President a detailed financial report.
 4. The Treasurer shall make recommendations to the Board of Directors on various methods of maintaining the funds to the benefit of The Club.
 5. The Treasurer shall keep detailed financial records and perform a monthly balance sheet listing all monies transacted during that period.
 6. A financial report shall be compiled by the Treasurer and distributed to all members at each January General Meeting.

7. The Treasurer may officiate any required checks or documents of The Club.
 8. The Treasurer shall prepare an annual Budget for presentation to the Board of Directors as required under Section VI, A, 2.
- F. A vacancy is created when an officer resigns his or her position. When a vacancy occurs, the Board of Directors shall appoint an individual to fill the remainder of the resigned officer's term of office.
1. When the appointed term has expired, the appointee may opt to run in the general election for the position which he/she filled.

III. Directors

- A. The Board of Directors shall be made up of all elected officers of The Club, President, Vice-President, Secretary, Treasurer, Publications Director, Webmaster, and one additional Director for each 20 regular members.
- B. Directors of The Club, except for the Publications Director and the Webmaster, shall be elected bi-annually.
1. The President, Vice-President and at least two (2) Directors shall be elected in even years.
 2. The Secretary, Treasurer and at least two (2) Directors shall be elected in odd years.
 3. Elections shall be held at a General Meeting designated for the election of Officers/Directors. (see Section XI).
- C. The number of elected Directors permitted to serve shall be determined by the number of club members at the time of the election.
1. Ideally there should be six (6) Directors, but if electing six (6) Directors is not practical, there should be at least one (1) Director for every 20 Club members. For example, if The Club has 85 members, there should be at least four (4) elected Directors.
- D. The Publications Director position shall be filled by Board appointment.
- E. The Publications Director shall have the following specific duties:
1. [Creates a complete document for review of the President or appointed representative.](#)
 2. [Keeps an archive of all newsletters for at least seven \(7\) years from issued date.](#)
 3. [Informs all Board members if content or notices are needed for the newsletter.](#)
 4. [Includes or removes advertisers from the newsletter with the concurrence of the Board of Directors.](#)
 5. [Maintains a list of all paid members for delivery of publications or notices.](#)
- F. The Webmaster position shall be filled by Board appointment.
- G. The Webmaster shall have the following specific duties:

1. Operates the website and maintains uptime and security in accordance with best practices.
 2. Maintains editorial control of all content and postings on the website.
 3. Delegates appropriate privileges to select individuals to manage website content.
 4. Incorporates advertising and/or links to paid advertisers with the concurrence of the Board of Directors.
- H. All other Directors are encouraged and expected to volunteer for specific tasks, duties, committees, etc. although no specific Director titles shall be assigned.
- I. A vacancy is created when a Director resigns his/her position.
1. When a vacancy occurs, the Board shall appoint an individual to fill the remainder of the resigned director's term of office.
 2. When the appointed term has expired, the appointee may opt to run in the general election for the position which he/she has filled.
- IV. Board of Directors (Board) Meetings
- A. Board meetings shall be held on a regular basis - frequency, place (electronic or in-person), date and time to be determined by an agreement made by the Officers and Directors in office based on the current needs of The Club.
- B. Notice of the date, time and location of the next scheduled Board meeting shall be sent to each Board Member with as much notice as possible in advance of the meeting.
1. Board meetings shall be considered private functions and shall not be open to the general membership, with the exception of committee members and others who may be invited to attend in order to provide information required for a Board decision.
 2. An agenda shall be compiled by the President and distributed to all Officers and Directors prior to a scheduled Board meeting.
 - a. The topics of discussion shall not be restricted to those topics on the agenda. However, any topic not on the official agenda may be tabled for discussion with no action taken until the next scheduled Board meeting.
 - b. All Officers and Directors shall submit agenda topics to the President with sufficient time for the President to formalize an agenda for distribution.
 3. Barring emergencies, all elected Officers and Directors should be in attendance at each Board meeting.
 4. The President shall preside at all meetings of the Board of Directors in accordance with Robert's Rules of Order, Revised.
 - a. If the President is unavailable, the Vice President will preside at the Board meeting in place of the President.
 5. All decisions shall be determined by a simple majority vote.

6. The President's voting privileges shall be limited to tie-breaking/making only.
7. An Officer or Director holding multiple titles shall have only one vote. Example: Secretary/Treasurer.
 - a. If the President holds multiple positions, s/he may only vote to make/break a tie.
8. A quorum shall be a simple majority of the current Officers and Directors. If no quorum is present, no discussion may be put to a vote.

V. General Meetings

- A. General Meetings shall be held on a regular basis -- place (in-person or electronic), date, time and frequency to be determined by a simple majority vote of the Board of Directors -- and may vary depending on the nature and needs of The Club in general. The results of these decisions shall be announced in at least one newsletter prior to the scheduled meeting.
- B. The President shall preside at each General Meeting and conduct each meeting according to Robert's Rules of Order, Revised.
- C. Minutes of General Meetings and Board Meetings shall be taken by the elected Secretary and made available whenever necessary for review.
 1. In the Secretary's absence, the Treasurer shall record the minutes.
 2. If both the Secretary and the Treasurer are absent, the minutes shall be recorded by the designee of the presiding officer.
 3. These minutes shall remain property of The Club and be retained indefinitely. (see Section II, A, 3, a)

VI. Funds

- A. Funds belonging to The Club shall be kept in a local checking account at an insured financial institution.
 1. Fund disbursement shall require the signature of either the President or the Treasurer.
 2. The Treasurer shall prepare a budget for the upcoming year for presentation and approval of the Board of Directors and the January meeting. The budget shall consist of an accounting of income and expenditures for the ensuing twelve (12) months.
 3. Any purchase in excess of \$100.00 shall be voted on by the Board of Directors before the purchase is made. Transactions under \$100.00 or those connected with regular recurring business shall not require the permission of the Board of Directors. However, the President shall be notified in advance of all purchases made for any reason, unless authorized by the Board of Directors by the current budget.

VII. Newsletter

- A. A newsletter shall be compiled and published by the Publications Director and distributed to each full member on a minimum of a bi-monthly basis in time to

be received prior to each General Meeting. The layout and details of the newsletter shall be left to the discretion of the Publications Director. (see Section III, A)

- B. The content of each newsletter shall include all current business and activities of The Club (and) shall not in any way demean, insult, slander or embarrass any member, individual or business with its content.
- C. Any notice requirements contained in these By-Laws shall be held to be met as long as the newsletter provides the date, time and location of any meeting two (2) weeks before the scheduled date. In respect to Section XII (Dechartering/Rechartering/Disbanding of The Club), and Section X, A (Alteration of By-Laws), the newsletter shall provide the date, time, location and subject proposal sixty (60) days before the scheduled meeting. The content of each newsletter shall be approved by the President or his or her designee before printing and distribution to the general membership.

VIII. Membership

- A. New member procedures
 - 1. Application for membership shall be made by completing the current application form.
 - 2. Applications shall be considered by the Board of Directors at the next meeting following the receipt of an application.
 - 3. Rejected applications shall require a simple majority vote by the Board of Directors. Such applicants shall be refunded any dues money paid.
 - 4. Any further club privileges shall be suspended to that applicant with the Board of Directors rejection vote.
 - 5. Upon acceptance into The Club, members shall agree to abide by and uphold these By-Laws.
- B. Fees (dues) shall consist of an amount established by the Board of Directors and adjusted whenever necessary to meet the current financial demands of The Club.
 - 1. The dues renewal date shall be January 1st of each year.
 - 2. Any new member joining on or after October 1st shall be a member in good standing until January 1st of the year following the next membership year.
- C. Voting privileges of membership shall be as follows:
 - 1. One (1) ballot shall be issued per individual membership.
 - 2. A maximum of two (2) ballots shall be issued per family membership.
 - 3. Voting members shall be established by designation on the membership application or by receipt of a change of that designation submitted in writing to the President.
 - 4. Voting shall be restricted to those 16 years or older.

5. Voting shall be restricted to those voting members present on the day of the election (either in-person or electronically) and to the signed absentee ballots dated five (5) days prior to the election meeting.
 6. Voting shall be restricted to those names printed on the ballot. "Write-In" candidates are not acceptable and ballots containing same shall be declared null and void.
 7. Ballots which are incorrectly marked per the written instructions on the ballot shall be considered null and void.
- D. Members shall be deemed delinquent if fees are not received within two (2) months after the renewal deadline (March 1st) and will cease to receive benefits and the newsletter of The Club.
- E. Cancellation of membership shall be by majority vote at a scheduled Board of Directors meeting, or an Ad Hoc Board of Directors Meeting called for this specific purpose as long as all notice requirements are met.
1. Reasons for cancellation of membership may be, but not limited to misrepresentation of The Club or its members, continued poor conduct detrimental to The Club, its members and its future, unsafe or reckless operation of his or her Thunderbird, or any other reason the Board of Directors warrants expulsion after such member has received prior notice.
 2. Notice of cancellation of membership shall be issued by the President.
 3. Any member who has been notified of cancellation of his or her membership shall have the opportunity of addressing such Board of Directors meeting to show just cause why his or her membership should not be canceled.
 4. Notification of the Board decision to a member who has made an appeal for membership reconsideration shall be the responsibility of the President.
 5. Fees paid by any member who has been dismissed from the club shall not be reimbursed.
- F. Any member may resign his or her membership from The Club by submitting said notice in writing to any Officer of The Club. Any fees paid by that member shall not be refunded.
- G. Membership in the Vintage Thunderbird Club International shall not be required of any regular member of The Club.
- H. Membership in the Vintage Thunderbird Club International is required only of the Board of Directors and only as long as required by the By-Laws of the Vintage Thunderbird Club International (VTCI) (Article IX, 8, dated October 13, 1996).
1. If the club is dechartered from VTCI for any reason, this provision shall be null and void.

IX. Elections

- A. A member in good standing may submit his/her own name and/or may nominate another member for a specific office.
 - B. Each candidate for office shall be a member in good standing of The Club.
 - C. A deadline for placing one's name on the election ballot shall be established, announced and enforced. If there are insufficient members willing to bear office, officers may fill multiple positions.
 - D. Each General Election announcement shall be prominently published in the newsletter prior to the election meeting.
 - E. Elections for the position of Officers and/or Directors referred to as Sections II and III shall be held at the designated general membership meeting. However, because Officer and Director terms of office shall be staggered, terms of office determine which Officers and/or Directors shall be elected during which year.
 - 1. At the commencement of this meeting, a Chairperson who is not a current Officer or Director of The Club, nor named on the election ballot, shall be solicited from the members present to conduct the election process.
 - 2. Uncontested positions will be elected by acclamation, and accepted by a simple majority vote of the voting members.
 - 3. Contested positions will be conducted by the Chairperson, who will distribute ballots.
 - 4. The chairperson shall remain in charge of the proceedings for the duration of the election process.
 - 5. Two or more titles and positions may be held by the same individual.
 - 6. The temporary Chairperson and at least one other non-elected Officer or Director present at the election meeting shall count the ballots. The results shall be read aloud.
 - 7. Immediately following the election process, the presiding President shall conduct the balance of the regular meeting at his/her discretion, addressing all necessary business of The Club. The newly elected President shall chair the next and all following meetings during his or her term.
 - 8. Election results may be challenged by any member present at the election meeting. In such case, two additional volunteers who are not current Officers or Directors and whose names are not on the voting ballot shall recount the ballots.
 - 9. The results of each election shall be published in the following newsletter.
- X. Alteration of By-Laws
- A. By-Laws may be altered, amended or repealed and new By-Laws be adopted by a two-thirds (2/3) majority of votes cast.

- B. The vote for the alteration, amendment or repeal of these By-Laws shall take place at a meeting of the members.
 - C. A sixty (60) day written notice of any proposed changes shall be sent to the membership prior to the action on the change(s).
 - D. Written notice to the general membership shall be made after each alteration to these By-Laws via the newsletter.
- XI. Miscellaneous
- A. Records belonging to The Club shall be made available to any member upon request for examination, but shall not be allowed to be removed from The Club files or archives.
 - B. No member of The Club shall represent The Club other than as a member without the consent of the Board of Directors.
 - C. No member shall place on display any advertisement pertaining to, referring to, or on behalf of The Club without the consent of the Board of Directors.
 - D. The Club and its committees, as its discretion, may raise funds for The Club or charities in any legal manner that it deems fit. Such a decision shall be voted upon at a regularly scheduled Board meeting.
 - E. Members with more than one Thunderbird shall have exactly the same rights and privileges as members with one or no Thunderbird.
 - F. No member shall be compensated in any way for his or her voluntary time and efforts applied to any project, event, or activity of The Club. All Officer, Director and Special Committee positions shall be assumed on a volunteer basis and no salaries, fees, or gifts shall be paid by The Club for such services.
 - G. No member shall purchase any merchandise or service for The Club and expect to be reimbursed for same without the expressed prior permission of the President and/or the majority decision of the Board of Directors for such a purchase.
- XII. Dechartering/Rechartering/Disbanding of the Club
- A. Dechartering or rechartering of The Club by the Vintage Thunderbird Club International (VTCl) shall not constitute disbanding of The Chicagoland Thunderbirds.
 - B. The Club may be disbanded under the following conditions:
 - 1. The Board of Directors shall by a two-thirds (2/3) vote adopt a proposal which recommends disbanding The Club.
 - 2. This proposal shall be published in The Club newsletter, the "Bird Word", at least sixty (60) days before a general meeting of the membership. The published proposal of the Board of Directors to disband The Club will be put to a vote of the general membership for ratification.
 - 3. At the above referenced general meeting, ratification of the proposal to disband The Club shall occur when two-thirds (2/3) of those members

present vote to disband. Once ratified by the membership, The Club shall be disbanded.

- C. If The Club is disbanded at any time for any reason, the residue for funds after paying creditors shall be distributed equally among all full members of The Club.

XIII. Disclaimers

- A. The Officers, Directors, or Committee Members shall not be held responsible for liability of members or their family or friends (whether it be public or personal) while members are at meetings, on activities with The Club, or involved in any business connected with The Club or its members.
- B. The Officers, Directors or Committee Members of The Club shall in no way be held responsible for The Club, its members or their actions, be it financial or otherwise.
- C. All persons or corporations extending credit to, contracting with, or having any claim against The Club or Board of Directors, acting as agents of The Club, shall look to the funds and property of The Club for payment of any such contract or debt, damage, judgment, or decree, or any other money that may be otherwise become due or payable to them from The Club or Board of Directors, so that neither the members of The Club or the Board of Directors or Officers, present or future shall be personally liable thereof.