BY-LAWS OF THE INTERNATIONAL FORD RETRACTABLE CLUB
Adopted July 1990/Amended July 1991/Amended 1997/Amended 2011/Amended July 2015

ARTICLE I – INCORPOPATION

A. The International Ford Retractable Club, as hereinafter referred to as I.F.R.C. or the club, is a not-for-profit organization incorporated in the state of Ohio, #E0248-0096, under article 49-407.

ARTICLE II – PURPOSE

A. The purpose of the club shall be to promote the restoration, preservation and further interest in the 1957, 1958, and 1959 Skyliner Retractable Hardtop produced by the Ford Motor Company.

ARTICLE III – MEMBERSHIP

A. Membership shall be open all persons who are interested in the purpose of the club. Membership may be listed singly or jointly. Each membership receives one vote on I.F.R.C. matters.

B. Honorary life members of the club are Mr. and Mrs. John Bobo, founders of I.F.R.C. The IFRC Board of Directors, may at its discretion, confer honorary life membership status to anyone who has made a significant contribution to the IFRC and its members.

C. There shall be one class of membership. The rights and privileges of all members shall be equal unless otherwise noted by these Bylaws.

D. Membership in I.F.R.C is obtained by submitting an application to the designated I.F.R.C. address along with payment of annual dues as established by the Board of Directors. The Board of Directors shall establish dates payable and delinquent and the date of lapsed membership. Membership renewal notices shall be included in the Skyliner prior to delinquent date. Non-payment of annual dues by the date of lapsed membership will result in automatic termination of I.F.R.C. membership. Membership will be reinstated by payment in full of annual dues and any applicable fees.

E. Each membership shall receive a membership roster each year. Only those memberships paid in full prior to date of lapsed membership are eligible to appear in the next following roster. The by-laws for the club shall be presented to the membership yearly in an appropriate method as determined by the Board of Directors. Each membership shall receive the club newsletter, Skyliner, which is to be published no less than six (6) times per year, as determined by the Board of Directors.

F. Members of the I.F.R.C. are entitled to register for, participate in and attend the National Convention of the club.

G. Members of the I.F.R.C are entitled to receive a written schedule of categories of judged cars and the qualifications for each class, upon written request to the designated I.F.R.C. address.

H. A membership in the club is not transferable or assignable.

ARTICLE IV – OFFICERS

A. An Executive Committee consisting of President, Vice President, Secretary and Treasurer shall govern the club as an integral part of the Board of Directors, according to these Bylaws and standard parliamentary law, and shall be elected by the membership.

B. Officers of the club are elected annually to their positions from members of the Executive Committee by a majority vote of the quorum Board of Directors.

C. A Nominating Committee of a least three[3], but not more than five[5] I.F.R.C. members shall by appointed by the Board of Directors at the Spring Board Meeting for the purpose of submitting Executive Committee candidates to the Board of Directors for an upcoming election. A list of candidates and their qualifications are to be presented to the Board of Directors prior to the Fall Board Meeting preceding the election year. No more than two [2] candidates shall be nominated for each vacant position. Upon approval by the Board of Directors, candidates shall be introduced in the Skyliner including pictures, biographies, qualifications, etc. Introduction shall be in the Skyliner containing the election ballot.

D. Candidates for the Executive Committee shall be members in good standing of I.F.R.C. and shall have served on an I.F.R.C. Committee for at least two[2] years and shall have been registered at and attended at least two[2] National Conventions within the immediately preceding four[4] years prior to becoming a candidate. In the event a qualified candidate meeting the committee requirement cannot be found, the Nominating Committee may submit suitably qualified candidates from the membership at large, showing expertise in a relevant field.

E. Voting shall be by mail ballot. Each membership in good standing shall receive one ballot in the Skyliner within ninety [90] days of the election year. Ballot shall contain the name and address of the independent tabulation firm and the postmark date for the ballot to be considered timely. The candidates receiving the most votes for each available position shall be considered elected. Results of the election shall be published in the next regular issue of the Skyliner. In the event of a tie, a run-off election shall be held in the next following Skyliner subject to standards stated in this paragraph. The elected candidates shall be introduced at the annual business meeting and take office at the first meeting of the Board of Directors following the annual convention.

F. In the event of a vacancy in the office of President, the Vice President shall assume the office of President. Vacancies in the Executive Committee shall be filled by majority vote of the Board of Directors, but consistent with the qualification requirements of the Bylaws. If any remaining term is greater than one-half total term, it shall constitute a term served.

ARTICLE V – BOARD OF DIRECTORS

A. The administration and management of I.F.R.C. is hereby vested in the Board of Directors, subject only to the limitations provided in these Bylaws or applicable state law.

B. Directors of I.F.R.C. shall consist of elected and appointed members as herein stated.

C. In addition to the Executive Committee, the Board of Directors shall consist of at least five [5] Directors. Permanent Directors shall be the chairpeople of the Judging Committee and Bylaws Committee and the Membership Chairperson. Chairpeople of other committees as established by the Board of

Directors in accordance with these Bylaws may be appointed Directors by a majority vote of the Board of Directors.

D. Directors appointed by the Executive Committee with approval by majority vote of the Board of Directors shall serve a term of three [3] years. Appointees shall be members in good standing, shall have served on an I.F.R.C. for at least two [2] years prior to appointment to Director. In the event a qualified appointee meeting the committee requirement cannot be found, the Board of Directors may appoint another suitably qualified individual from the membership at large, showing expertise in a relevant field. Regional Directors to be appointed as the club grows.

E. A vacancy of an appointed Director shall be filled by majority vote of the remaining Directors. If the remaining term is greater than one-half a total term, it shall constitute a term served.

F. Any officer or member of the board of Directors may be removed by a 2/3 vote of the entire Board of Directors, for just cause.

G. A Director may occupy only one board position concurrent with a term, except in an emergency until a qualified replacement can be found, not to exceed a period of six[6] months.

H. The Board of Directors shall meet at least three [3] times during each calendar year for the purpose of managing the business of the corporation. One meeting shall be held at the annual convention. The time and location of the spring and fall meetings shall be at the discretion of the board. Other meetings shall be held as business may dictate after proper notification of each board member. Other than the meeting at the National Convention, meetings may be held by conference call.

I. In the event of an emergency, an I.F.R.C. Director who is a committee chairperson and unable to attend a Board of Directors, the vice chairperson of that committee will and attend and shall constitute a valid proxy for voting on I.F.R.C. matters and be considered for quorum purposes at a specific meeting only.

J. A majority of the members of the Board of Directors constitutes a quorum.

K. The date for the next subsequent Board of Directors meeting shall be determined prior to adjournment of the current Board meeting.

L. The Board of Directors shall cause a treasurer's report to be published annually in the Skyliner no more than ninety [90] days subsequent to the close of the fiscal year established by the Board of Directors.

M. Each member of the Executive Committee shall give a report at each annual business meeting. I.F.R.C. committee reports, as deemed appropriate by the Board of Directors, shall also be given at the annual meeting.

N. The term of any board member not attending two [2] consecutive meetings in a fiscal year, without just cause as determined by the Board of Directors shall be subject to review. Removal and filling of vacancies are to be handled according to articles of these Bylaws.

ARTICLE VI – COMMITTEES

A. Judging and Bylaws committees shall be permanent committees, with chairpeople appointed in accordance with Article V, paragraph C, of these Bylaws.

B. The Board of Directors is hereby authorized to establish such other committees as it shall, in its discretion deem appropriate. All committees shall conduct their business in such a manner as directed by the Board of Directors of the Executive Committee, but in no event inconsistent with the Bylaws.

C. Committees established under the terms of this paragraph shall select their members from the membership at large who show expertise in a relevant field, with the approval of the Board of Directors.

ARTICLE VII – MEETINGS

A. There shall be an annual meeting of all members of I.F.R.C. during each National Convention. Notice of this meeting shall be included in the convention agenda as published in the Pre-Convention Special issue of the Skyliner.

B. Members attending the annual meeting must be in good standing.

C. Members attending the convention may bring an issue to the floor of the annual meeting by written request to the Board of Directors at the designated I.F.R.C. address. The request must contain the name of the member[s] and the nature of the issue, and must be received at the designated I.F.R.C. address no less than sixty [60] days prior to the start of the National Convention, in order to be on the agenda of the meeting. The agenda is to be published in the Skyliner preceding the National Convention.

D. Any issue brought to the floor in accordance with the above procedures shall be submitted to a vote of the members present to determine if the issue should be taken to the entire membership for acceptance or rejection. An affirmative vote of the members present shall cause the Board of Directors to submit the issue at question for balloting in accordance with Article X, paragraph B and C, of these Bylaws. A negative vote by the members present shall indicate no further action is to be taken.

E. Issues not on the agenda may be brought to the floor under Parliamentary Procedure. Any issue receiving an affirmative vote by majority vote must be on the agenda at the next annual business meeting.

ARTICLE VIII – CHAPTERS

A. Any member[s] of I.F.R.C. desiring to organize a chapter for the activities within the scope of the purposes of the club and its Articles of Incorporation and Bylaws, and willing to undertake the responsibilities and duties set forth below, may, when so approved by the Board of Directors, establish a Chapter.

B. A chapter may adopt Bylaws, elect officers and take such other action as may be reasonably be required to accomplish its purposes, subject however, to the approval of the Board of Directors of the I.F.R.C. Bylaws adopted by a Chapter must be consistent with those of the I.F.R.C.

C. All chapters must incorporate as a chapter of I.F.R.C. within their state of origin.

D. Chapters shall assess annual dues, as determined by Chapter officers, to be expended to carry on the purposes of the organization, consistent with these Bylaws.

E. Use of the I.F.R.C. name or logo, advertisement or promotion in the Skyliner or any indication, whether written or spoken, of affiliation with I.F.R.C. shall be restricted to I.F.R.C. members or chartered chapters.

F. Any Chapter not conforming to the stipulations set forth in these I.F.R.C. Bylaws must be notified by certified letter to the published address of the President and the Vice-President of the chapter. Notification will detail the nature of the violation and give the Chapter ninety [90] days to correct the violation, after which the board will take appropriate action.

G. Effective with the adoption of these Bylaws, any person joining any chapter must be a member in good standing of I.F.R.C.

H. I.F.R.C. insurance coverage extends only to those chapters whose members are all [100%] I.F.R.C. members in good standing.

I. All Chapter officers must be in good standing of I.F.R.C.

ARTICLE IX – ADVISORY COUNSEL

A. An individual shall be appointed from the I.F.R.C. membership at large, by majority vote of the Board of Directors, to serve as a liaison between the members at large and the Board of Directors. This person shall be responsible for accepting comments, questions or problems from the membership and directing them to the appropriate committee for response, no later than thirty[30] days from the date of receipt. Committee responses shall be returned within thirty [30] days. This position shall be responsible for forwarding to the designated I.F.R.C. address, copies of all correspondence among the Advisory Counsel, committees and members. This is an impartial, non-voting position, and shall serve for two [2] consecutive terms.

B. If deemed necessary by the Board of Directors, this position may be expanded to more than one person, to accommodate club growth.

C. The appointee[s] shall be a member in good standing of I.F.R.C. and shall possess knowledge of the Retractable mechanics, restoration, judging and operations of I.F.R.C.

D. In the event of vacancy, the Board of Directors shall appoint replacement[s] from the membership, consistent with the above qualifications. If the remaining term is greater than one-half a total term, it shall constitute a term served.

E. No Director of I.F.R.C. shall be eligible to be the Advisory Counsel concurrent with his I.F.R.C. office.

ARTICLE X – AMENDMENT OF BYLAWS

A. Adoption, amendment or repeal of Bylaws is subject to final approval by the membership before any action may be initiated.

B. Changes proposed by I.F.R.C. members of the Board of Directors shall be submitted for consideration, in writing to the Bylaws Committee and the designated I.F.R.C. address. The Bylaws Committee shall respond, in writing, to the petitioner[s] within sixty [60] days of receipt of request. If the proposed change[s] is deemed appropriate under parliamentary law, the proposed change[s] shall be submitted to the Board of Directors, who shall cause the proposed change[s] to be published in one or more issue[s] of the Skyliner. Proposed change[s] will be accumulated and published annually with no less than sixty [60] days permitted from the mailing date of the first publication to the date for final vote.

C. One ballot shall be included in Skyliner sent to each membership in good standing, next following the final publication of the proposed change. The ballot shall contain the name and address of the independent tabulation firm and the postmark date for the ballot to be considered timely. The result of the vote shall be announced at the next following annual business meeting and published in the Post-Convention Special issue of the Skyliner next following the close of the convention.

D. An affirmative vote of a majority of the votes received shall be sufficient to adopt, amend or repeal these Bylaws. The adoption, amendment or repeal shall become effective at the annual business meeting with the announcement and be published in the next Skyliner.

ARTICLE XI – PARLIAMENTARY AUTHORITY

A. The rules contained in the current edition of the Newly Revised Robert's Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the club may adopt.