

**ARTICLES OF INCORPORATION
OF
THE MUSTANG OWNERS CLUB OF SOUTHEASTERN MICHIGAN, INC.
(MOCSEM)**

These articles of incorporation are acknowledged by the founders for the purpose of forming a non-profit Organization.

**ARTICLE 1
NAME**

The name of this organization is the Mustang Owners Club of SouthEastern Michigan, Inc. hereinafter known as "MOCSEM".

**ARTICLE 2
AIMS AND PURPOSES**

The aims and purposes of MOCSEM are as follows:

1. To research, restore, preserve, operate and enjoy all generations of the Ford Mustang -- past, present, and future.
2. To foster and cultivate family, social, educational, and business relations with its members and the general public.
3. To provide a means for an exchange of ideas, rendering mutual assistance, and providing helpful vocational advice and guidance not only to our membership but to all parties who request said advice.
4. To encourage amongst our members closer personal acquaintances and a friendly spirit of cooperation.
5. To assist in any matters pertaining to the welfare of the members and to inspire a sense of responsibility.
6. To ensure that technical skills and knowledge are accessible and passed on to future members.
7. To actively support community charities and make charitable donations as funds allow.
8. To obey the laws, rules, or restrictions of any location where a club function is held or on MOCSEM social media. Members and/or violators may be expelled from the organization and/or all future MOCSEM sponsored events, as defined in Article 4 Section 7.

**ARTICLE 3
CLUB LOCATION**

The location of MOCSEM is in the County of Wayne, State of Michigan.
Address of MOCSEM is: MOCSEM, P.O. Box 39088, Redford, MI 48239.

BY-LAWS OF THE MUSTANG OWNERS CLUB OF SOUTHEASTERN MICHIGAN

**ARTICLE 1
INCORPORATION and NAME**

Section 1. The name of the organization is the Mustang Owners Club of SouthEastern Michigan, Inc., incorporated as a nonprofit organization, hereinafter referred to as "MOCSEM". Its general purpose shall be to preserve and authentically maintain Mustang and Shelby motor cars of the years 1964½ through current production inclusive, and to serve as a source of information concerning these automobiles for the benefit of its members and the general public.

Section 2. The corporation emblem of MOCSEM shall consist of a line drawing of a 1965 Mustang with the word "MUSTANG" in the form of a running horse under the line drawing, with the words "Owners Club of SouthEastern Michigan" shown under the running horse.

Section 3. The MOCSEM emblem is the official emblem and property of the Mustang Owners Club of SouthEastern Michigan, Inc. and can be used and displayed by any MOCSEM member in good standing for non-commercial use. Any commercial use of the MOCSEM emblem requires prior approval from the Board of Directors.

Section 4. The official publication of MOCSEM shall be known as "The Accelerator." No articles may be reprinted or reproduced without written permission of the Editor.

Section 5. The official website of MOCSEM is www.mocsem.com. The intent of this website is to serve as the primary communication source as to its activities and promote mustang.

ARTICLE 2 FISCAL YEAR

Section 1. MOCSEM shall operate on a fiscal year basis. The fiscal year shall begin 1 January and end on 31 December of each calendar year.

ARTICLE 3 CORPORATE POWER

Section 1. The corporate powers of MOCSEM shall be vested in the nine (9) duly elected officers who shall be active members in good standing. Each Officer will perform his/her duties as outlined in Article 8 of these By-Laws. The Executive Committee shall consist of the President and Vice President. Five (5) officers shall constitute a quorum for the transaction of MOCSEM business. When the Officers meet as a group they will be known as the Board of Directors.

Section 2. MOCSEM is a 501(c)(7) charitable organization. The MOCSEM tax identification number as shown on our papers of incorporation is: 38-2248080.

ARTICLE 4 MEMBERS and DUES

Section 1. MOCSEM shall be open to any person of good character, 18 years of age or older, who owns or is interested in Mustangs from 1964½ through current production inclusive. Any person desiring membership in this Organization shall submit an application to the Membership Chairperson.

Section 2. Each application covers the applicant plus one additional person, 18 years of age or older and minor dependents that reside at the same address. Only one membership number is issued per application.

Section 3. The Membership of MOCSEM shall be of the following classifications: **GENERAL & LIFETIME MEMBERS.**

Section 4. General Member - Any person of good character and an active member in good standing whose membership dues are current.

Section 5. Lifetime Member – The Board of Directors, or any member in good standing from the General Membership, may nominate any active member of MOCSEM to be awarded a Lifetime Membership to the organization. Lifetime Members will be voted on by the Board of Directors based upon nominations. Although the rules for a Lifetime Member may vary, the criteria should include one of the following:

A. Significant contribution to MOCSEM.

B. Significant contribution to the preservation of Ford Mustangs.

Section 6. Dues – The annual dues for Active members, as set by the Board of Directors, shall be paid yearly. A membership card denoting membership and expiration date shall be issued by the Membership Chairperson.

- A. Any member whose dues are not paid by their expiration date shall be declared delinquent, but may attend meetings and affairs. Delinquent members are not eligible for club-sponsored benefits. If a member is delinquent for more than 60 days, they shall be dropped from the membership.
- B. Any member in good standing who volunteers or is called upon to enter the Armed Forces of the United States of America, shall be exempt from paying dues for the period of his/her term of service in the Armed Forces.
- C. All board members are exempt from membership dues during their tenure.

Section 7. Member Conduct – Members are expected to conduct themselves in a manner consistent with the aims and purposes outlined in this document while attending club or other related functions and while participating in club-related social media forums. Any member who engages in conduct that is detrimental to the aims and purposes of the club or is offensive or threatening to members or other associates of the club, either in-person or online, will be subject to expulsion from the club by a majority vote of the board. An expelled member may later be reinstated to the club by a majority vote of the board.

ARTICLE 5 NOMINATIONS

Section 1. No later than the regular September Board of Directors meeting of each year, the Board shall appoint, from the general membership, a Nominating Committee Chairperson and two (2) members in good standing to serve as the Nominations and Elections Committee.

Section 2. The Nominations and Elections Committee shall accept nominations from the general membership for the Offices of: President, Vice President, Secretary, Treasurer, Membership Chairperson, Social Director, Club & Community Relations Director, Merchandise Chairperson, and Website & Communications Administrator during the October General Membership meeting. The nominations shall be recorded and posted on the MOCSEM website.

ARTICLE 6 ELECTIONS

Section 1. The annual general elections for the Officers shall take place during the month of November.

Section 2. The General Membership of MOCSEM shall elect nine (9) Officers to facilitate the day-to-day operations of the club which will consist of: President, Vice President, Secretary, Treasurer, Membership Chairperson, Social Director, Club & Community Relations Director, Merchandise Chairperson and Website & Communications Administrator.

Section 3. Pre-requisites to serve in the role of President and/or Vice President:

- Valid MOCSEM Membership
- President: At least two complete years of prior service on the MOCSEM Board of Directors in any capacity within the past five (5) years
- Vice President: At least one complete year of prior service on the MOCSEM Board of Directors in any capacity within the past five (5) years
- In the event of an unforeseen circumstance that results in the vacancy of the President or Vice President officer role, the office may be filled by any active member at the discretion of the Board of Directors. The appointee accepting the emergency nomination would then serve the remainder of the calendar-year term.

Section 4. A valid membership is defined as: a person in good standing whose membership dues are paid as of the October General Membership meeting

Section 5. If no Board positions are contested, then the Nominating Committee Chairperson shall state to the membership that the Board of Directors for the upcoming year is an uncontested and voluntary Board. Therefore, no ballots will be distributed to the membership.

If one or more Board positions are contested:

- A. Candidates will submit bios to the Communications Director for posting on the MOCSEM website along with the voting process.
- B. Voting ballots will be prepared by the Nominating Committee and made available at the November General Meeting where the ballots will be completed by valid members in attendance and collected by the Nominating Committee.
- C. Absentee ballots will be posted to the MOCSEM web site on or before November 1st for members to download and mail if they are unable to attend the November General Meeting. Absentee Ballots must be received by the date of the November General Meeting.
- D. Only valid members as defined above in Section 4 are eligible to vote.
- E. Votes must be collected and counted by the 22nd of November.
- F. At least two (2) Election Committee members shall be present to collect the ballots at a predetermined location.
- G. All three (3) Election Committee members must be present to open ballots and count the votes.
- H. The results will be announced at the December General Meeting and posted on the MOCSEM website.

ARTICLE 7

OFFICERS of the MUSTANG OWNERS CLUB of SOUTHEASTERN MICHIGAN, INC.

Section 1. The new Officers shall begin their term of office on 1 January of each year.

Section 2. The term of office shall be for one year.

Section 3. If any Officer decides to resign from his/her position on the Board for any reason, he/she may only return to serve on the Board that year subject to majority Board approval.

Section 4. In the event that a duly elected Officer's position is vacated, that office may remain unoccupied at the discretion of the remaining Board of Directors.

Section 5. The Board of Directors may assign the duties of an unoccupied office to another Board member to facilitate the operations of the club. Assignment of these duties should fall within the scope of the assignee's position.

Section 6. If a new position or replacement for an Officer is warranted, the Board of Directors may appoint a member in good standing until the next general election. The position will then be voted upon by the general membership in the next general election.

Section 7. No Officer shall commit MOCSEM monies to any unauthorized expenses without prior approval of the Board of Directors as a whole.

ARTICLE 8

DUTIES OF THE OFFICERS

Section 1. The duties of the Officers shall be to inventory, care for, and safely store the Club property and equipment; tend to the interests of the organization; and determine policies for the conduct of its affairs. The new Board shall review, approve, and sign the By-Laws at the first board meeting of the New Year or after any mid-year updates. The Vice President shall make copies for all Board Members to be available at the first general membership meeting of the New Year.

Section 2. The Board of Directors shall meet at least 9 times a year. The regular meeting of the Board shall be held on the first Tuesday of each month. The time, place and purpose of the next Board meeting shall be determined by the Board and shall be made known to the members in advance. All members in good standing may bring an issue before the Board in two (2) ways: a.) in writing/e-mail or b.) in person at a Board meeting. Business will be conducted in the following order during the meeting: member business, open club business and closed club business.

Section 3. President

- A. Corporate head of the Mustang Owners Club of SouthEastern Michigan, Inc. and shall preside at all meetings of the organization and the Board of Directors.
- B. Official representative and manager of MOCSEM.
- C. Responsible for keeping the master copy of MOCSEM By-laws.
- D. The Chairperson of the Mustang Memories Annual Car Show and may at his/her discretion appoint a member(s) in good standing to assist him/her with the club's primary event.

Section 4. Vice President

- A. Assist President and Board of Directors as needed.
- B. Fills in for President during his/her absence.
- C. Provides oversight of club activity in adherence of the By-laws and counsel to the President.
- D. The Co-Chairperson of the Mustang Memories Annual Car Show and may at his/her discretion appoint a member(s) in good standing to assist him/her with the event.
- E. Responsible for keeping a copy of MOCSEM By-laws.
- F. Required to assist Board of Directors as needed.

Section 5. Secretary

- A. Keeps minutes of Board of Directors and General Membership meetings.
- B. Supplies club information to general membership as necessary.
- C. Documents names of guest speakers, 50-50 winners and notable members and visitors at membership meetings.
- D. Submit the general membership meeting minutes for posting on the MOCSEM website.
- E. Responsible for keeping a copy of MOCSEM By-laws.
- F. Required to assist Board of Directors as needed.

Section 6. Treasurer

- A. Responsible for collection and administration of MOCSEM monies and financial affairs at MOCSEM functions, including car shows and all club-sponsored events.
- B. Pay bills on a timely basis as directed by the Board.
- C. Reports monthly to the Board of Directors and general membership on the current financial state of MOCSEM.
- D. Responsible for retaining up-to-date corporate liability insurance.
- E. Responsible for maintaining MOCSEM 501(c)(7) status.
- F. Responsible for the filing of the annual 990 tax form(s).
- G. Responsible for keeping a copy of MOCSEM By-laws.
- H. Required to assist Board of Directors as needed.

Section 7. Membership Chairperson

- A. Receives applications for membership in MOCSEM.
- B. Processes applications on a timely basis.
- C. Notifies members one month in advance of membership expiration.
- D. Supplies the Treasurer with all money collected from membership dues.
- E. Responsible for maintaining an updated membership list.
- F. Responsible for identifying new membership growth opportunities, promotions and incentives.
- G. Responsible for keeping a copy of MOCSEM By-laws.
- H. Required to assist Board of Directors as needed.

Section 8. Social Director

- A. Responsible for booking the general meeting location and ancillary services at club meetings.
- B. Required to identify event opportunities and submit details on upcoming activities to Board for approval.
- C. Responsible for compiling event registration lists, responding to member event attendance questions via email or on social media and coordinating check-in activity at club-sponsored events when necessary.
- D. Responsible for submitting approved event info to Website & Communications Administrator for posting on the MOCSEM website, and informing the membership of upcoming activities on social media and at meetings.
- E. Assists Web & Communications Director to monitor postings on club's Facebook and other social media outlets.
- F. Investigate and establish at least one activity for all members to attend each month of the year.
- G. Update and submit the club's Calendar of Events as needed for posting on the MOCSEM website.
- H. Responsible for keeping a copy of MOCSEM By-laws.
- I. Required to assist Board of Directors as needed.

Section 9. Club & Community Relations Director

- A. Responsible for initiating and maintaining relationships with chambers of commerce, city governments, schools, local businesses and other car clubs for integration of club events and activity within local communities.
- B. Maintains club sponsor and vendors list and identifies new sponsorship opportunities monthly.
- C. Initiates outreach to car-related event organizers, businesses and clubs to identify possible joint-ventures.
- D. Oversees the greeting of new members and visitors at membership meetings and club sponsored events.
- E. Serves as ombudsman for any underlying member concerns and communications issues.
- F. Responsible for keeping a copy of MOCSEM By-laws.
- G. Required to assist Board of Directors as needed.

Section 10. Merchandise Chairperson

- A. Responsible for maintaining inventory of and storage for all club merchandise.
- B. Reports to the Board concerning sales of club merchandise.
- C. Sells club merchandise at general membership meetings and certain MOCSEM functions.
- D. Supplies the Treasurer with all money collected from merchandise sales.
- E. Researches possible new merchandise opportunities for club members.
- F. Responsible for keeping a copy of MOCSEM By-laws.
- G. Required to assist Board of Directors as needed.

Section 11. Website & Communications Administrator

- A. Responsible for maintaining the functionality and connectivity of the MOCSEM website and identifies, recommends and develops new functionality as necessary and approved or directed by the Board.
- B. Manages the club website hosting account, files, databases and all other electronic assets related to the website.
- C. Assists Social Director to oversee communications on the club's Facebook and other social media outlets.
- D. Ensures that all online content, resident, linked or user-generated, represents MOCSEM in a positive manner.
- E. Identifies and acquires new content for updating the website weekly while ensuring that all entries are current and accurate, including news, event promotions, sponsor links and all event calendar postings.
- F. Oversees the development and distribution of any new issues of "The Accelerator" club newsletter.
- G. Compiles and sends out email communications to the member email list as necessary or directed by the Board.
- H. Monitors web site and social media activity and reports usage issues and data to the membership and the Board.
- I. Responsible for keeping a copy of MOCSEM By-laws.
- J. Required to assist Board of Directors as needed

ARTICLE 9

MEETINGS

Section 1. The MOCSEM general membership meeting shall typically be held on the second (2nd) Tuesday of each month at a prearranged location.

Section 2. The date, time, and location of the monthly membership meetings shall be published on the club website and on social media.

**ARTICLE 10
DISSOLUTION OF CORPORATION**

Section 1. Upon the dissolution or shutdown of the Corporation, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its 501(c)(7) status under the Internal Revenue Code of 1986, as amended.

**ARTICLE 11
AMMENDMENTS TO BY-LAWS**

Section 1. The By-Laws of MOCSEM may be amended in the following manner:

A. Any General or Life member shall file, in writing, with the Secretary, any proposed changes or amendments. The Secretary shall submit, in writing, the proposed change(s) to the Board of Directors at the next Board Meeting. The Board shall then discuss the proposed change(s). After due and thorough consideration, the Board shall vote on the proposed change(s). If the Board rejects the change(s), the issuing member shall be notified, in writing, that the change(s) has/have been rejected and for what reason(s). If the Board accepts the change(s), said change(s) shall be presented at the next general membership meeting. The floor shall be open for discussion. The general membership present at the meeting shall vote by a show of hands to accept or reject the change(s). The results shall be posted on the club website.

Section 2. Any Board member may be appointed to update the By-laws and submit the changes to the Board. After Board approval of any and all changes, the updated By-laws with amended date indicated will be posted on the club website.

Section 3. The Board will conduct an annual review to see if any edits, updates or changes are needed to the current By-laws. If any updates are deemed necessary, a majority vote is required by the Board for updates to be implemented.

Amended September 2023


MUSTANG OWNERS CLUB OF SOUTHEASTERN MICHIGAN BY-LAWS
AS OF THE DATE INDICATED, THESE BY-LAWS HAVE BEEN REFORMATTED, AMENDED, REVIEWED,
AND APPROVED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE 8, SECTION 1



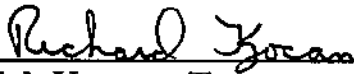
Mike Rey – President



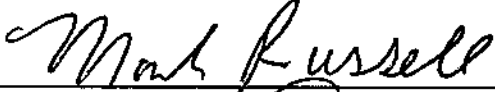
John Clor – Vice President



Lisa Sielski – Secretary



Rich Kocan – Treasurer



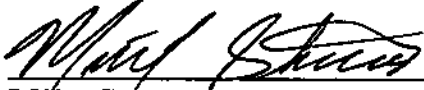
Mark Russell – Membership Chairperson



Dana Keethler – Social Director



Tracey Rey – Merchandise Chairperson



Mike Stewart – Website & Communications Administrator

VACANCY - Club & Community Relations Director