

BYLAWS OF THE MODEL A FORD FOUNDATION, INC.

As amended on September 13, 2023

ARTICLE I

NAME

The name of this nonprofit charitable corporation shall be the MODEL A FORD FOUNDATION, INC. The principal office of this Corporation shall be determined by the Board of Trustees, which may or may not be the registered office, either within or without the State of California.

ARTICLE II

PURPOSE

SECTION 1. Said Corporation is organized exclusively for charitable and educational purposes, including for such purposes as making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of future Federal Tax Codes.

SECTION 2. The purpose of this Corporation is to preserve the historical significance of the Model A Ford automobile through the establishment of a museum for vehicles and accessories; shows and exhibitions; education of the general public on that era of transportation history; and the exchange of ideas and information among members, the public and admirers of the Model A Ford, to aid in their efforts to restore and preserve the car in its original likeness.

SECTION 3. The trustees may receive and accept on behalf of the Foundation, property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provision of this document; but no gift, bequest or devise of any property shall be received and accepted if conditioned or limited in such manner as to require the disposition of the income or is principal to any person or organization other than a “charitable organization” or for other than “charitable purposes” with the meaning of such term as defined in this document, or as shall in the opinion of the trustees, jeopardize the Federal Income Tax exemption of this trust pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

SECTION 1. General. As used in this document, the terms he and his shall be understood to be gender neutral and include, as well, she and her, as appropriate. The terms Corporation and Foundation, as used herein, are understood to be one and the same.

SECTION 2. Member. Membership in the Corporation shall include both a member and spouse/domestic partner who shall jointly receive the organization’s publication, a membership card, and notices of the Corporation’s activities; both shall have the right to vote.

SECTION 3. Requirements. An interest in the purposes and objectives of the Foundation and desire to take part in Foundation activities shall be the primary requirements for membership. The actual

possession of a Model A Ford is not a requirement. An applicant must be of good character as to be of benefit to the Foundation and its functions and objectives. An applicant for membership must remit established dues and fees, as required, with their application. Membership shall be granted upon receipt of the application and the payment of dues.

SECTION 4. Dues.

- a. The Board of Trustees may determine from time to time the amount of fees, if any, and dues payable to the Corporation by members.
- b. The period of membership is from May to May each year. Dues shall be payable in May each year for the membership year.

SECTION 5. Termination of Membership. Membership shall be terminated when a member becomes in default on the payment of dues for three months.

SECTION 6. Reinstatement. A former member (other than for default of payment of dues), upon written request and filing with the Secretary, may request reinstatement. The Board of Trustees may, by affirmative vote of two-thirds of all members of the Board, reinstate such former member to membership upon such terms as the Board of trustees may deem appropriate. A membership terminated solely for default of payment of dues shall become reinstated upon payment of current dues.

SECTION 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

SECTION 8. Life Members. The Board of Trustees may establish a Life Member category, which includes dues and other conditions.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. An Annual Meeting of the members shall be convened each calendar year after the Annual Trustees Meeting, the exact date and time thereof to be determined by the Board of Trustees. The purpose of said meeting shall be the introduction of newly elected Trustees and Officers, and the transaction of such other business as may come before the meeting.

SECTION 2. Special Meeting. A Special meeting of the members may be called either by the President, the Board of Trustees, or not less than one-tenth of the membership.

SECTION 3. Place of Meeting. The Board of Trustees may designate any location as the place for any Annual Meeting or any Special Meeting. If no designation is made or if a Special Meeting be otherwise called, the place of meeting shall be the Model A Ford Museum on the Gilmore Car Museum campus.

SECTION 4. Notice of Meeting. Published, written or printed notice, stating the place, day, and hour of any meeting of members shall be delivered to the membership not less than seven nor more than forty days before date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a Special Meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice

of a meeting shall be deemed as delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with first class postage thereon prepaid. If published, the notice of the meeting shall be deemed as delivered when published in the Model A Ford Foundation Newsletter.

ARTICLE V

BOARD OF TRUSTEES

SECTION 1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees.

SECTION 2. Number, Tenure, and Qualifications. The number of trustees shall not exceed fifteen nor be less than six. Each Trustee's term of office shall be for three years and until his successor shall have been elected and qualified. Approximately one third of the Trustees shall be elected for terms commencing each year. A Trustee shall not serve on the Board for more than two consecutive terms or portions thereof. A Trustee should be able to attend all meetings, must be 21 years of age or older, must be able to be bonded, and shall be a member of the Model A Ford Foundation, and the Model A Ford Club of America, and the Model A Restorers Club. Exception: One of the fifteen Trustee positions shall belong to a NATMUS representative for as long as our partnership with them exists. The Trustee term limitation for this NATMUS Trustee shall not apply.

SECTION 3. Elections. A Nominating Committee shall be appointed every year by the Board of Trustees. The Nominating Committee shall nominate members, who, in their opinion, will be best qualified to serve as Trustees during the ensuing term of office. Upon approval of the nominees by the Board of Trustees, the Nominating Committee shall then cause ballots to be mailed to all members, which shall include the name of each nominee and their qualifications. The members voting shall return the marked ballots to the Nominating Committee no later than five days prior to the Annual Meeting of the members. However, should the number of candidates be equal to or less than the number of retiring Trustees, no balloting or election is required. In this case, the President shall declare the nominees elected by acclamation. The results of the election, if required, shall be read, and newly elected Trustees installed at the Annual Trustee's Meeting.

SECTION 4. Regular Meetings. The president shall call and conduct an Annual Trustees Meeting prior to the Annual Meeting of the members. The purpose of this meeting is to conduct the general business of the Corporation. The time and place for the meeting shall be determined by the President or the Board of Trustees.

SECTION 5. Special Meetings. Special Meetings of the Board of Trustees may be called by, or at the request of, the President or any three Trustees. These can include occasional (e.g. quarterly) meetings to conduct normal Corporation business, or meetings to handle special business that may arise. The person or persons who calls such Special Meetings of the Board may fix any location as the place for holding such Special Meetings of the Board of Trustees called by them. Alternatives to conducting live, in-person meetings can include video conferencing, teleconferencing or email.

SECTION 6. Notice. Notice of a Special Meeting of the Board of Trustees shall be given at least seven days prior thereto by a written notice delivered personally or sent by mail or by email to each trustee

at his address shown by the records of the Corporation. A Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of such notice.

SECTION 7. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting without further notice.

SECTION 8. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a Quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or these bylaws.

SECTION 9. Vacancies. The term of a Trustee appointed to fill a vacancy in an unexpired term shall be for the remainder of the term of his predecessor in office. Any vacancy occurring on the Board of Trustees for other than normal term expiration shall be filled by appointment by the Board of Trustees.

SECTION 10. Compensation. Trustees shall not receive any salaries or other compensation for their services but may receive reimbursement for expenses attendant to their service or attendance at meetings. No Trustee nor spouse of any Trustee may be employed by, or perform services for, the Corporation for compensation.

SECTION 11. Removal. Any member of the Board of Trustees may be removed by majority vote of the Board of Trustees for cause whenever such member indicates a noticeable lack of interest in the welfare of the Corporation.

SECTION 12. Resignation. Any member of the Board of Trustees may resign by filing a written notice with the Secretary and acceptance by the Board of Trustees.

SECTION 13. Advisors. The Board of Trustees may appoint Advisors to provide counsel and otherwise assist with the programs of the Foundation.

ARTICLE VI

OFFICERS

SECTION 1. General. The officers of the Corporation shall be Trustees of the Corporation, and shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Such officers shall have the authority to perform the duties prescribed from time to time by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

SECTION 2. Election, Term of Office. Officers of the Corporation shall be elected annually by the Board of Trustees at the regular meeting of the Board of Trustees first following the installation of newly elected Trustees. New offices may be created and filled at any meeting of the Board of Trustees. Any officer may be asked to hold office until a successor shall have been duly elected and shall have been qualified.

SECTION 3. Removal. Any officer, advisor or other person appointed or elected annually by the Board of Trustees may be removed by majority vote of the Board of Trustees whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the business affairs of the Corporation. He shall preside over all meetings of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Trustees or these bylaws or by statute to some other officer or agent of the Corporation. In general, he shall perform all duties as may be prescribed by the Board of Trustees.

SECTION 6. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President. When so acting, he shall have all powers of and be subject to all the restriction upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

SECTION 7. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge, custody, and be responsible for all funds and securities of the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of the document. In general, he shall perform all the duties incidental to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION 8. Secretary. The Secretary shall keep minutes of the meetings of the members and of the Board of Trustees in one or more books, or via electronic means, provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office addresses of each member which shall be furnished to the Secretary by such member; and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurer and the Assistant Secretary,

in general, shall perform such duties as may be assigned to them by the Treasurer, Secretary, President or Board of Trustees.

ARTICLE VII

COMMITTEES

SECTION 1. Committee of Trustees. The Board of Trustees, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more members, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgement, the best interests of the Corporation shall be served by such removal or for cause.

SECTION 3. Term of Office. Each member of a committee shall be reappointed annually at the Annual Meeting of the Corporation. He shall continue as such until his successor is appointed, unless: the committee shall be sooner terminated; such member be removed from such committee; or such member shall cease to qualify as a member thereof.

SECTION 4. Committee Chairman. One member of each committee shall be appointed chairman by the President subject to approval of the Board of Trustees.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a Quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with the rules adopted by the Board of Trustees.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vic-President of the Corporation.

SECTION 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of Trustees may select.

SECTION 4. Acts of Omission. No member or Trustee shall be responsible or liable for the acts of omissions of any other of the members, or Trustees.

ARTICLE IX

ADMINISTRATION OF TRUST

SECTION 1. General. The principal and income of all property received and accepted by the Trustees to be administered under this document shall be held in trust by them, and the Trustees may make payment or distribution from the income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in this document in such amounts and for such charitable purpose of the trust as the Trustees shall from time to time select and determine; and the Trustees may make payments or distributions from income or principal, or both, directly for such charitable purpose, within the meaning of that term as defined in this document, in such amount as the Trustees shall from time to time select and determine without making use of any other charitable organization. The Trustees may also make payments or distributions of all or any part of the income or principal to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia but only for charitable purposes within the meaning of that term as defined in this document. Income or principal derived from contributions by corporations or individuals shall be distributed by the Trustees for use solely with the United States or its possessions. No part of the net earnings of this trust shall inure or be payable to or for the benefit of any member or individual, and no substantial part of the activities of this trust shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. No part of the activities of this trust shall be the participation in, or intervention in (including the publishing or distributing or statements), any political campaign on behalf of any candidate for public office.

SECTION 2. Termination. The trust shall continue forever unless the members terminate it and distribute all of the principal and income, which action may be taken by the members at their discretion at any time. On such termination, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Codes.

SECTION 3. Gifts. All donors authorize and empower the Trustees to form and organize a nonprofit corporation limited to the uses and purposes provided for in this document, such corporation to be organized under the laws of the State of California or as may be determined by the Trustees; such

corporation when organized to have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this trust. Upon the creation and organization of such corporation, the Trustees are authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this trust may be or become entitled. The charter, bylaws and other provisions for the organization and management of such corporation and its affairs and property shall be such as the Trustees shall determine, consistent with the provisions of this document.

SECTION 4. Definitions. In this document and in any amendments to it, references to “charitable organizations” or “charitable organization” mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaigner on behalf of any candidate for public office. It is intended that the organization described in this section shall be entitled to exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Tax Codes.

The term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Codes, but only such purposes as also constitute public charitable purposes under the trusts of any state and the United States.

SECTION 5. Manner of Acting. In extension and not in limitation of the common law and statutory powers of Trustees and other powers granted in this document, the Trustees shall have the following discretionary powers:

- a. To invest and reinvest the principal and income of the trust in such property, real, personal, or mixed, and in such manner as they shall deem proper. From time to time they may change investments as they shall deem advisable to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper such as all the trust funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any Trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this trust, nor to anyone except on the basis of an adequate interest charge and with adequate security.
- b. To sell, lease or exchange any personal, mixed or real property at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as they consider advisable, whether or not such leases, or contracts may extend beyond the duration of the trust.
- c. To borrow money for such periods, at such rates of interest, and upon such terms as the Trustees consider advisable, and as security for such loans to mortgage or pledge any real or personal

property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this trust.

- d. To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.
- e. To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to keep any or all of the trust property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special service, and to pay the reasonable compensation and expenses of all such services.
- f. The Trustee's powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this trust as specified in the document, Article V and IX, and not otherwise.

SECTION 6. Documentation. Any person may rely on a copy, certified by a notary public, of the executed original of this document held by the Trustees, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may fully rely on any statements of fact certified by anyone who appears from such original document or from such certified documents or from such certified copy to be a Trustee under this documentation.

ARTICLE X

CERTIFICATES OF MEMBERSHIP

SECTION 1. Certificates of Membership. The Board of Trustees may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Trustees may determine.

SECTION 2. Issuance of Certificates. When a member has been granted membership and has paid any fee and dues that may be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the board of Trustees shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

ARTICLE XI

BOOKS AND RECORDS

SECTION 1. Completeness. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any authority of the Board of Trustees, and a listing of the names and addresses of the members intitled to vote. These records shall be kept in digital and/or written format in a place designated by the Board of Trustees.

SECTION 2. Inspection. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

SECTION 3. Governing Laws. This document is to be governed in all respects by the laws of the State of California and the United States.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of the same year.

ARTICLE XIII

AMENDMENTS

SECTION 1. Proposal by Board of Trustees. A proposed amendment to this document may be submitted by the Board of Trustees to the membership, who will vote on the proposed amendment by mail ballot. A proposed amendment that receives a two-thirds majority of the votes cast shall be incorporated into the records of the Corporation.

SECTION 2. Proposal by Membership. A proposed amendment to this document may be submitted to the Board of Trustees by means of a petition signed by at least four percent of the total membership as of the 31st day of the month of December preceding the date of the submission of the petition to the Board of Trustees. The Board of Trustees must then submit the proposed amendment to the membership not later than the next regular annual election which occurs ninety days following submission. The membership will vote on the proposed amendment by mail ballot. If the proposed amendment receives a two-thirds majority of the votes cast, it shall be incorporated into the records of the Corporation.

SECTION 3. Restrictions. No amendments shall authorize the Trustees to conduct the affairs of this organization in any manner or for any purpose contrary to the provision of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Codes.

SECTION 4. Documentation. All instruments amending this document shall be noted upon or kept attached to the executed original of this document held in a place designated by the Board of Trustees. Copies of the amendments shall be filed with the State of California, as may be required.

SECTION 5. Effective Date. The effective date, unless stipulated otherwise in the amendment, shall be the date of the regular Annual Meeting at which the results of the balloting were announced.

END

~~Revised/Approved Summer 1990~~

~~Revised/Approved July 1, 1998~~

Revised/Approved September 13, 2023