



Constitution and Bylaws of the Vintage Thunderbird Club International As Amended, Effective 01 October 2023

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Article I Name, Purpose and Intent of the Organization

Section 1.01 Name of the Organization

The formal name of the organization is hereby established as the “Vintage Thunderbird Club International” and may be referred to as “The Club” and/or the acronym “VTCI” herein, and as authorized by said organization’s Board of Directors.

Section 1.02 Purpose and Intent of the Organization

The purpose and/or intent of the VTCI as a non-profit organization shall be to:

- a) Encourage the preservation and enjoyment of all models of Ford Thunderbird – one of America’s most beloved automobile nameplates; further expanding *“The VTCI Experience – Driven by Thunderbirds, Fueled by Friendship!”*
- b) Provide an organizational venue for members dedicated to furthering interaction among automotive enthusiasts in general and Ford Thunderbirds in particular.
- c) Sponsor and/or support the regular convening of international, national, regional and/or local meetings designed to celebrate and promote the preservation of Ford Thunderbirds and to conduct the VTCI’s administrative affairs.
- d) Collect, maintain and distribute historical information and/or technical documentation relating to the origin, design, use and/or maintenance of Ford Thunderbirds
- e) Compile and/or produce standards by which members may advance their enjoyment of the hobby, ensure the accurate restoration of their Thunderbird and encourage the consistent scoring of restoration efforts at concours judging events.
- f) Create, publish and/or otherwise communicate current information of interest to members through the use of electronic and print media, including but not limited to, the publication of the Thunderbird Scoop and the VTCI’s permanent website, www.vintagethunderbirdclub.net
- g) Cooperate with other local, regional, national and/or international organizations with similar purposes; dedicating our communal efforts towards the monitoring of vehicle or product development, legislation and/or other external factors which may directly or indirectly affect the restoration efforts of VTCI members and/or automotive enthusiasts as a collective group.

Section 1.03 Status as a Non-Profit Organization

The VTCI is hereby established as a non-profit organization, incorporated in the State of Illinois, with all assets reserved for the collective interest of the general membership. Individual members, officers, directors and/or staff shall be prohibited from receiving any individual interest, participation, share, right and/or property right associated with the assets of the VTCI, including the payment of dividends, pecuniary profits, stock dividends and payments declared and/or paid.

Should the VTCI be dissolved, liquidated and/or cease operations as a corporate entity, all assets shall be distributed by the Board of Directors to the Henry Ford Museum and Greenfield Village, the Antique Automobile Club of America, or to any non-profit automobile museum and/or club, as determined by the Board of Directors.

Article II VTCI Membership

Section 2.01 Application for Membership

Membership in the VTCI shall be open to any and all individuals applying to the International Headquarters, when accompanied by an approved VTCI application form and payment of dues for the current calendar year, as provided for in the current fee schedule.

The Executive Secretary, working in conjunction with the appropriate VTCI officers, shall be responsible for developing and maintaining the availability of an approved VTCI application packet for the general public, in both electronic and printed media.

Section 2.02 Eligibility for Membership

In accordance with the purpose and intent of the VTCI, no person shall be denied the benefits and rights of membership in the VTCI because of age, gender, sexual orientation, race, religion, and/or ownership status of a Ford Thunderbird.

Section 2.03 Categories of Membership

In recognition of the need to accommodate various circumstances and/or levels of membership, the following types of memberships shall be offered by the VTCI:

- a) Standard Memberships
- b) Event Memberships
- c) Honorary Lifetime Memberships

The Board of Directors shall annually review the distinctive types of memberships to be offered and shall determine the amount of dues to be charged for each category during the upcoming fiscal year.

Subject to Board review, the Executive Secretary shall provide for the distribution of membership materials and/or an application/information packet to prospective members, including the posting of the current dues structure on the VTCI website. The Publications and Communications Director shall be responsible for the design and production of said materials and/or packets and any updating of electronic media.

Section 2.03.100 Standard Memberships

A standard membership shall serve as the VTCI's basic membership category, and for the purposes of these provisions, shall be defined as bestowing full and complete access to all benefits of VTCI membership, as follows:

- a) Annual membership covers a single calendar year, from January 1 through December 31st. Any standard membership whose initial enrollment occurs on/after February 1st within a calendar year, shall have dues prorated on a monthly basis in accordance with the established fee schedule.
- b) A standard membership shall extend to immediate family members residing at the same address. Spouses, domestic partners and children younger than 21 years of age, residing in the same household, are included as part of a standard membership. For the purposes of voting, a standard membership shall be considered as a single vote; spouses, domestic partners or children wishing to cast separate votes must apply for individual standard memberships; and,

- c) Memberships become valid upon full payment of annual dues as assessed by the VTCI's Board of Directors.

The Executive Secretary shall provide each standard membership with a notice of renewal, to be included with the delivery of the November/December issue of the Thunderbird Scoop; prompting the membership to submit their renewal no later than January 31st of the following year. Memberships which fail to renew by said date shall be dropped from the membership roster.

Section 2.03.200 Event Memberships

An event membership shall serve as a primary incentive to introduce non-members to VTCI membership and activities, by providing an opportunity to enroll as a VTCI member during a VTCI Regional or International Convention, and immediately experience the benefits of a VTCI membership. Event memberships shall be limited to one event within a single calendar year upon payment of a pro-rata share of dues assessed a standard membership.

- a) Event memberships provide full access to the benefits enjoyed by a standard membership for the duration of the event, upon payment of the convention registration fee, except as specified herein. Former VTCI members shall be reinstated with a standard membership upon request and upon full payment of dues for the current calendar year and one subsequent year.
- b) Event memberships provide access to all convention amenities; including the hospitality room, tours, seminars, training sessions and banquets, subject to full payment of specified fees.
- c) Participation in concours judging would be limited to placing a single Thunderbird in the Display Class, upon payment of an additional fee in an amount to be determined by the event chairperson, with said fee covering the cost of additional trophies and/or certificates for the Display Class. Display awards are limited to first, second and third place winners.
- d) Event memberships are not eligible for senior status, or any trophies, certificates or extraordinary awards in classes other than the Display Class.
- e) An event membership does not bestow the right to serve as a judge on the Concours Field.
- f) VTCI insurance does not extend coverage for event memberships; only standard memberships receive coverage under the current policy. Non-members must provide proof of insurance at the time of registration for their Thunderbird, including liability coverage.

An individual who wishes to convert an event membership into a standard membership after registering for a regional or international convention may do so upon full payment of dues for the current year, plus additional dues covering the next calendar year, or an amount to be deemed appropriate by the Board of Directors and published as part of the annual fee schedule.

Attendance at VTCI conventions will remain open to members of other national/international clubs, subject to compliance with VTCI's bylaws, insurance regulations and reciprocity extended to VTCI members at sanctioned events convened by any other national/international club.

The chairperson of the convention shall forward a completed membership application and membership dues collected at the event to the Executive Secretary no more than thirty (30) days after said event. The Executive Secretary shall then provide the event membership with the standard membership packet within thirty (30) days after receipt of the application and dues. The Executive Secretary shall analyze the ongoing performance of event membership as a retention tool and annually provide the Board of Directors with said analysis at the General Membership Meeting.

Section 2.03.300 Honorary Lifetime Memberships

In recognition of unique and extraordinary contributions to the overall preservation of Ford Thunderbirds and the promotion and operation of the VTCI, made by individuals over a sustained period of time, the Board of Directors may authorize the Executive Secretary to issue and maintain Honorary Lifetime Memberships (HLMs) to said individuals whose dedication and sacrifice on behalf of the VTCI and its membership, merits special recognition.

Recipients of HLM status shall be issued a unique membership identification number and membership card and be extended such courtesies at VTCI events as may become customary, or as may be subsequently established and/or suggested by the Board of Directors. HLM memberships shall enjoy the same rights and benefits as standard memberships, with the exception that the payment of annual dues shall be waived in perpetuity.

Section 2.03.301 Selection Process for HLM Status

The Board of Directors shall be limited to the award of a single HLM membership in any calendar year; lacking a qualified candidate, nominations may be withheld in any calendar year. Upon Board approval, said recognition may be extended to an outgoing officer, regardless of additional nominees or awards, whose term of service demonstrates an exemplary commitment to the VTCI. Each member of the Board of Directors may nominate a single membership for candidacy. Nominees must be current members of the VTCI and have maintained an active VTCI membership for a period of not less than four (4) consecutive calendar years.

Nominations shall be submitted to the Executive Secretary no less than ninety (90) days prior to the scheduled start of the annual VTCI International Convention. Each nomination shall include a short narrative specifying the nature of said candidate's unique and extraordinary contributions to the VTCI.

Upon receipt of nominations, the Executive Secretary shall present the President with a final Board Action ballot for review and distribution to the Board of Directors, for the purpose of selecting that year's recipient of HLM status. In order to attain HLM status, a nominee must receive a majority of eligible votes among the Board of Directors; failure to obtain a majority vote shall deny the nominee HLM status.

Section 2.03.302 HLM Selection and Executive Session

To protect the independence of the HLM selection process, and in recognition of the sensitivity of candidates and subjectivity of the honor, the electronic voting and/or discussion on HLM status shall be considered to have occurred in an executive session of the Board of Directors, with the names of candidates, nomination narratives, discussion and voting records restricted from access by the VTCI membership and general public.

Section 2.04 Suspension, Expulsion and/or Termination of Membership for Cause

Should a membership be charged with exhibiting and/or otherwise representing a type of deleterious public behavior which could potentially adversely affect the image, status and/or operations of the VTCI, following an administrative hearing before the Board of Directors, said membership may be subject to the following disciplinary actions:

- a) A temporary suspension not to exceed six (6) months;
- b) An expulsion from membership for a period not to exceed two (2) years; and/or,
- c) The permanent termination of VTCI membership rights and privileges.

The right to levy such charges shall be reserved to those VTCI members in good standing who have personally observed said behavior; secondary or hearsay knowledge of such behavior shall not be considered as grounds for disciplinary action. However, such secondary knowledge shall be sufficient grounds for further investigation to be authorized by the Board of Directors, who shall reserve the right to initiate such disciplinary action as deemed necessary.

Section 2.04.100 Charge, Action and Review Process

Such charge shall be forwarded to the Executive Secretary for recording and then, immediately forwarded to the Board of Directors for review and the scheduling of possible action. The Executive Secretary shall subsequently notify the membership in question, via certified mail, regarding the name of the accuser, the nature of the charge and the schedule for review by the Board of Directors, should the charge warrant such review.

The membership in question shall be provided no less than thirty (30) days and no more than (60) days, to prepare a response to said charge. The Board of Directors shall review the charge; conducting said review either through a public meeting, convened at a sanctioned VTCI event, or via electronic discussion, the full text of which shall be made available to all parties with standing, and upon request, to the general membership.

After a full review of the charge, evidence and testimony, the President shall solicit a motion for the dismissal of charges, or the suspension, expulsion and/or termination of VTCI membership. A simple majority vote of the quorum shall be sufficient for issues of suspension, but a supermajority of sixty-seven percent (67%) of the Board of Directors must approve a decision supporting either an expulsion or termination of membership. At their discretion, the Board of Directors may impose conditions limiting or modifying any disciplinary action, with such conditions being recorded in the VTCI archives.

Article III VTCI Headquarters, Administration and Officers

Section 3.01 Establishment of an International Headquarters

The International Headquarters of the VTCI shall be located at the principal residence of the current President and/or Executive Secretary, until such time as the Board of Directors sees fit to relocate the headquarters and/or establish a permanent base of operations. The physical location of the headquarters shall be specified in an appendix, as an attachment to these provisions, and may be subject to change on a periodic basis as approved by the Board of Directors, without requiring a formal amendment process.

Section 3.02 Establishment of the VTCI Board of Directors

To provide administrative oversight, direct organizational policy and programs and to regulate and/or arbitrate decisions among the VTCI's general membership in a manner and to an extent that will serve the best interests of said membership, a board of directors shall be established in accordance with the provisions specified herein and full statutory compliance with the articles of incorporation filed with the State of Illinois.

The VTCI Board of Directors shall exercise only those powers granted by the provisions specified herein, and may expand upon said powers, only when further empowerment is determined to be in the best interests of the VTCI, and is confirmed as such, by formally amending these provisions with the concurrence of a supermajority vote of sixty-seven percent (67%) of said Directors endowed with voting rights as established herein. All actions of the Board shall be considered to be enacted and in force, upon the receipt of a simple majority vote of the quorum present, except in those cases where a supermajority of the entire Board of Directors shall be specified herein.

Section 3.02.100 Composition of the VTCI Board of Directors

For the purposes of this organization, the Board of Directors shall consist of those elected and/or appointed officers who retain voting rights under these provisions, and whose duties and responsibilities are specified herein. All elected and appointed officers with said voting rights shall be granted one (1) vote, with the exception of the President, whose voting right may only be exercised to break a tie. Changes to said composition of the Board of Directors and/or voting privileges of other appointed officers may occur only upon formal amendment of these provisions, as specified in Section 3.02.

Section 3.02.200 Appointments to the VTCI Board of Directors

The President, acting with the advice and consent of the Board of Directors, and subject to the provisions specified herein, may fill vacancies, appoint individuals in good standing to serve as appointed officers, and/or remove said officers, either with or without cause.

Should a vacancy occur among elected and/or appointed officers prior to a scheduled election, the President may make an interim appointment to the position, subject to the advice and consent of the Board of Directors. Should the President be unable to perform his/her duties, and the Vice President be unable or unwilling to accept the presidency, the Board of Directors may nominate and appoint an interim President from among the Board's members, to serve until such time as a special election shall be called.

Section 3.03 Board of Directors: General Membership and Special Purpose Meetings

The Board of Directors shall convene annually at the General Membership Meeting, to be scheduled in conjunction with the VTCI International Convention. At its collective discretion, the Board of Directors may also convene quarterly electronic meetings, regional meetings and/or special purpose meetings which shall be open to all classifications of VTCI membership. Notice of all regional and/or special meetings of the Board shall be provided to the general membership no less than thirty (30) days prior to convening said meetings.

To discuss matters concerning pending/potential litigation, property/insurance claims and/or HLM membership status, the Board may meet in executive session, with proceedings noted and actions recorded for the official record but excluded from public review.

The Board of Directors/General Membership Meeting shall be open to all members in good standing. The President shall serve as chairperson and as parliamentarian, the final arbiter of parliamentary procedure. In the absence of the President, the Vice President shall assume the presidential duties; should neither the President nor the Vice President be available, a quorum of the Board of Directors shall elect a chairperson from among the VTCI officers in attendance. To promote the obtaining of a quorum at the General Membership Meeting, special meetings and/or other VTCI-sanctioned events, the Board of Directors may authorize the disbursement of reasonable travel subsidies to Board members, in accordance with the provisions specified in the official fee schedule.

Reflecting a commitment to guarantee the rights of all parties in good standing and in the interest of fairness and the furthering of communication, the formal deliberative actions of the Board of Directors, including the conduct of all formal meetings and electronic communications, including but not limited to the General Membership Meeting, shall be governed by the most current edition of Roberts Rules of Order, Newly Revised, except as otherwise specified herein.

The Executive Secretary shall solicit agenda items from the Board of Directors and compile an agenda for all meetings, subject to review and approval by the President, and shall publish the agenda on the VTCI website in a prominent manner and distribute the agenda to the Board of Directors electronically, no less than thirty (30) days prior to the meeting date. Said agenda shall remain accessible electronically until the meeting has concluded and the results of all Board of Directors actions shall be posted electronically within thirty (30) days of the meeting's conclusion.

At the General Membership Meeting, voting actions taken by the Board of Directors shall be limited to those items listed on the published agenda. The President may authorize discussion of items and/or topics not listed on the agenda, under the category of new business, but Board action shall be prohibited in accordance with the need for adequate review and discussion, prior to an official decision being rendered at a later date.

Section 3.03.100 Conduct of Electronic Business

With the limitations imposed by the geographic distribution of the Board of Directors, and given the need for the timely discussion of issues affecting the organization and its membership throughout the calendar year, the Board of Directors shall be permitted to conduct business at any time, using the benefits of technology to initiate, discuss, review and/or approve any and all aspects of VTCI administration, subject to formal acknowledgement and ratification of said discussion and/or actions before the membership, as part of a consent agenda, at the General Membership Meeting. Said actions

shall be documented by the Executive Secretary and recorded in the VTCI archives. Any Board member may request a separate vote on any item contained in the consent agenda, with said vote being conducted immediately after the remaining consent agenda has been approved, under old business.

To take advantage of current technology, the Executive Secretary may be directed by the Board of Directors to establish an account for the conduct of electronic meetings. At minimum, the verbal portion of said meetings shall be recorded by the Executive Secretary with electronic transcripts retained as part of the VTCI's archives and made available to members upon request.

Section 3.04 Elected VTCI Officers and Directors

The following positions shall be classified under these provisions as elected officers, whose incumbents shall be obligated to fulfill the duties and responsibilities prescribed herein, including any and all voting privileges, and also those ancillary duties which shall be further defined by action of the Board of Directors, from time to time:

- a) President; to be elected by a majority vote of the general membership.
- b) Vice President; to be elected by a majority vote of the general membership.
- c) Regional Director; to be elected by a majority vote of the general membership residing within their respective geographic region.
- d) Should the call for a general election fail to produce multiple candidates for any elected office, the incumbent may be returned to office upon receiving a vote of confidence from the Board of Directors.

Section 3.04.100 Office of the President

The President shall serve as the VTCI's chief executive officer and chair meetings of the Board of Directors and the General Membership Meeting, and shall be entrusted with those powers, duties, obligations and/or responsibilities specified herein, and/or traditionally assigned to the office.

The President shall administer policies and programs in an efficient manner, preserve order and promote relations among and between the parent organization and its local chapters, and appoint officers with the advice and consent of the Board of Directors, subject to the provisions specified herein. The President shall retain the right to convene special meetings of the Board of Directors, as circumstances warrant and to delegate special duties and assignments as necessary, to elected and/or appointed officers.

The President's voting privileges shall be restricted to those cases where the Board of Directors is unable to produce a majority vote. Should an unfilled vacancy and/or other circumstance create a tie, the decision or motion shall be defeated until such time as said vacancy or circumstance shall be resolved.

The President shall be subject to election by the general membership to a four (4) year term of office. The President's tenure in office shall be limited to two (2) full terms or a maximum of eight (8) consecutive years in said office, in the event of presidential succession.

Section 3.04.200 Office of the Vice President

The Vice President shall serve as the VTCI's chief executive officer in the absence and/or incapacity of the President, and shall assume those powers, duties, obligations and/or responsibilities specified herein, and/or traditionally assigned to the office, and shall serve as a member of the Board of Directors.

At the direction of the President, the Vice President shall oversee the activities of the Regional Directors, serving as the primary contact for all aspects of regional relations. The Vice President shall administer VTCI policies and programs addressing the growth and efficient management of VTCI's regional programs, preserving order and proactively promoting relations among and between the parent organization and local chapters.

To promote the dissemination of accurate information to the VTCI's membership and the general public, working in conjunction with other officers and staff, the Vice President shall annually review the following general categories of information for publication through print and/or electronic media and submit the documents to the Board of Directors for review and approval:

- a) General information regarding VTCI officers, directors, staff, procedures and overall policy.
- b) Current fee schedule and reimbursement policy.
- c) Regional boundaries and directors' assignments and local chapter information.
- d) Membership applications and publication information.

The Vice President shall encourage and assist in the organization of new chapters, receive and process applications for new chapters and generally assist and serve all regions and Regional Directors as needed. The Vice President shall also serve as the primary contact for all matters and actions concerning VTCI events and insurance coverage; maintaining and monitoring the VTCI's relationship with the current insurance carrier and all contact regarding insurance matters shall be conducted through the Vice President's office.

The Vice President's voting privileges shall be unrestricted unless the Vice President is fulfilling the responsibilities of the President, in which case presidential voting limitations shall apply.

The Vice President shall be subject to election by the general membership to a four (4) year term of office. The Vice President's tenure in office shall be limited to two (2) terms or a maximum of eight (8) consecutive years in said office, should the Vice President assume the office through a temporary appointment.

Section 3.04.300 Office of the Regional Director

The Regional Director shall serve as a legislative representative sitting on the Board of Directors, directly elected by the VTCI's general membership within a defined geographic area, as specified in Appendix M, VTCI Regional Boundaries Map. Regions shall be defined, and representation allocated, so as to provide each VTCI member with representation on the Board of Directors.

Section 3.04.301 Duties and Responsibilities of a Regional Director

To adequately serve the interests of the local chapters and individual members within their region, a Regional Director shall provide a consistent degree of effort in the performance of the following duties and/or responsibilities:

- a) Attend the Annual General Membership Meeting at the VTCI's International Convention;
- b) Direct the conduct of VTCI affairs through active participation in Board of Directors' electronic voting and discussion throughout the calendar year, supporting successful operation of the VTCI;

- c) Communicate issues of concern to VTCl's Board of Directors, local chapters and individual members; assuring the mutual interest of all parties is clearly and adequately represented;
- d) Conduct periodic visits to local chapter meetings and/or maintain a regular pattern of communication with local chapter officers and members;
- e) Encourage the establishment of a rotation among a region's local chapters; promoting the annual hosting of a regional and/or international convention within said region;
- f) Convene an annual meeting with local chapter officers at said regional events; providing a forum for ongoing discussion and the airing of grievances;
- g) Promote the establishment of new local chapters in underserved areas within the region;
- h) Participate as a facilitator on matters of insurance between the Vice President and local chapters; and,
- i) Represent the VTCl in dealing with chapters of other national or regional automotive clubs within their region; reporting to the Board of Directors should any issues or opportunities for growth and/or coordination identified as a result.

Section 3.04.302 Regional Development Plan

The Regional Director shall report to the President and Vice President on a regular basis, regarding the status of VTCl programs and activities within their region. Directors shall be responsible for establishing and maintaining a sustainable development plan for their regions, containing at minimum, the following elements:

- a) Efforts undertaken to encourage the development and success of local chapters;
- b) Recruitment of new individual standard memberships and promote growth among non-members within local chapters; and,
- c) Establish a calendar and/or schedule for future VTCl-sanctioned events to be scheduled within their geographic region, including the rotation of regional and international conventions.

A Regional Director shall be subject to election by the general membership within their region to a four (4) year term of office. There shall be no tenure limitation for service as a Regional Director.

Section 3.05 Election of VTCl Officers

The positions of President and Vice President shall be subject to election every four (4) years, beginning in 2024, with a period of two (2) years separating the election of the President and the Vice President to assure continuity in office. Elections shall be scheduled upon completion of the current term of office with exceptions made in the case of resignation or circumstances dictating an inability to perform their designated responsibilities as specified herein.

Elections for Regional Directors shall be held every four (4) years in conjunction with the elections of the President and Vice President. Directors' elections shall be staggered with no more than four (4) regions up for election at a given time.

Section 3.05.100 Nomination Criteria

To assure the nomination of dedicated candidates who share a commitment to the growth and success of the VTCl and its collective policies and programs, the criteria specified herein shall serve as the minimum standards for nomination to elective office within the VTCl.

- a) For the office of President, candidates shall be a member of the VTCl, in good standing, for a minimum of four (4) years prior to nomination.
- b) For the office of Vice President, candidates shall be a member of the VTCl, in good standing, for a minimum of two (2) years prior to nomination.
- c) For the office of Regional Director, candidates shall be a member of the VTCl, in good standing, for a minimum of one (1) year prior to nomination.

Section 3.05.200 Nomination of Candidates

Nominating petitions shall be submitted so as to be received by the Executive Secretary and/or postmarked no later than January 15th or a date determined by the Board of Directors. Said petition shall contain a statement of qualifications and/or goals and exhibit the written signatures of no less than ten (10) VTCl members in good standing. In the case of Regional Directors, all members whose signatures are used to validate a petition must reside within the Region. The Executive Secretary shall publish the nominating petition in either or both the September/October and November/December editions of the Thunderbird Scoop in the year preceding a scheduled election.

Section 3.05.300 The Election Process

When multiple nominations are received for an elective office, the Executive Secretary shall notify the Board of Directors of the need to schedule an election in accordance with the provisions specified herein.

The Executive Secretary shall prepare an official ballot for distribution to the membership, in an expeditious manner that will allow the membership ample time to complete voting by April 30th of the election year. Ballots shall be returned to the Executive Secretary for tabulation, and the results electronically certified by the Board of Directors, prior to the publication of official results in the Thunderbird Scoop.

Should circumstances beyond reasonable control delay either the scheduling of an election with adequate notice, dissemination of ballots and/or the tabulation and certification of results by the responsible VTCl officials, public notice will be provided on the VTCl website, along with an amended election schedule approved by the Board of Directors.

Section 3.05.400 Incumbent Retention and Affirmation

If no nominating petitions are submitted to the Executive Secretary from the membership, by the deadline specified herein, the incumbent's name shall be submitted to the Board of Directors as the only eligible candidate. Incumbents are encouraged to reach out to the membership to obtain and submit petitions as a means of reinforcing their affinity with the membership. The Board shall then schedule an electronic vote of confidence as a referendum on the quality of service provided by the incumbent.

Incumbents receiving a vote of confidence may continue to serve, subject to affirmation at the Annual Meeting; incumbents who do not receive a vote of confidence shall be replaced expeditiously through presidential appointment, subject to the advice and consent of the Board of Directors. Due to the extenuating circumstances of this situation, and the need for continuity in administrative positions, affirmation by the Board of Directors shall supersede the term limits imposed on the President and Vice President under Sections 3.04.100 and 3.04.200, respectively.

Section 3.05.500 Terms of Office and Transition

The terms of the newly elected President and Vice President may officially commence with the transfer of presidential responsibility at the General Membership Meeting, with the mutual consent of the incumbent and newly elected officers but shall commence no later than January 1 of the year following the election year. The transition period between old and new administrations should be effectively concluded no later than December 31st of the election year.

The terms of Regional Directors shall officially commence on January 1 of the year following the election year. However, newly elected directors may assume official duties immediately after the conclusion of the General Membership Meeting, upon informing the Board of Directors and with the mutual consent of the incumbent and newly elected director.

Section 3.05.600 Removal from an Elected or Appointed Office

Should an elected officer exhibit and/or present a type of public behavior or perform their administrative and/or legislative duties in a manner that is determined by the Board of Directors to adversely affect the image, status and/or operations of the VTCI, said membership may be subject to any or all of the disciplinary actions outlined in Section 2.04. Should the Board of Directors determine the imposition of disciplinary action justifiable, said imposition shall also be determined as sufficient cause for removal from elected office and termination of said officer's standard membership.

Section 3.06 Appointed VTCI Directors

Given the wide variety of administrative, fiduciary and specialized skills required to administer an international organization, the President, with the advice and consent of the Board of Directors, shall appoint members in good standing to specific positions of managerial responsibility, to serve voluntarily at the pleasure of the President, as adjunct members of the Board of Directors, with full voting rights, wherein their unique skills may contribute to the overall success of the VTCI and better serve its membership.

Said appointments shall be limited to those positions specified herein, unless specifically authorized as an amendment to these provisions, and approved and recorded accordingly. With prior approval of the President, the reimbursement of reasonable and appropriate expenses shall be extended to these Directors, in accordance with the VTCI's standard fiscal policy on reimbursements as specified in the VTCI's published fee schedule.

Section 3.06.100 Executive Secretary

The Executive Secretary shall serve as the recording secretary for all official meetings of the Board of Directors and provide those services deemed necessary for the efficient conduct of said meetings. To the extent required by law, reasonable compensation and an office allowance shall be provided to the Executive Secretary and published in the approved fee schedule, subject to approval by the Board of Directors. Said services shall include, but not be limited to, the following:

- a) Establishing and maintaining a roster of VTCI memberships;
- b) Collecting and recording the payment of annual dues; coordinating the fiduciary duties of membership processing, in conjunction with the Treasurer;
- c) Disbursement of informational materials, applications and forms for memberships;
- d) Attendance at all Board of Directors meetings;

- e) Provision of adequate notice of said meetings, including the publication of each meeting's agenda in a manner which provides the membership with opportunity to review and/or add items to said agenda, with the concurrence of the Board of Directors;
- f) Recording the minutes of all discussion, actions, recommendations and other activities resulting from said meetings;
- g) Administer the processes and functions specified by these provisions, and those duties which may otherwise be assigned by the President and Board of Directors.

Section 3.06.200 Treasurer

Utilizing professional experience as a certified public accountant and/or administrative manager, the Treasurer shall perform those duties necessary for the efficient administration of VTCI finances, including the management and accounting of all funds received and expended by the VTCI.

The financial records maintained by the Treasurer shall be audited on an annual basis by the Board of Directors, or occasionally, as deemed necessary by Board action. Said audit shall be completed prior to the General Membership Meeting and shall be made available to the general membership upon written request. All revenues shall be deposited in, and all expenditures shall be processed through, a federally insured financial institution, generally accessible to the Treasurer, President, Vice President, and Executive Secretary, using reasonable means, including electronic banking. Said deposits shall be appropriately distributed, at the Treasurer's discretion, following accepted financial practice, among the following accounts:

- a) A checking account for the disbursement of funds;
- b) An account for the establishment and maintenance of the VTCI's financial reserve; and,
- c) A merchant's account and/or credit card processing account for the handling of credit card transactions.

All bills and/or invoices presented for payment shall be certified by the President and submitted to the Treasurer for payment. All expenditures shall require the approval of the President, with all expenditures in excess of \$500 and/or contractually obligating the VTCI, requiring review and approval by the Board of Directors, in accordance with the VTCI's established reimbursement policy.

The Treasurer shall prepare and present to the Board of Directors and membership a financial report at the General Membership Meeting. Periodic financial updates shall be provided to the President and the Board of Directors on a mutually acceptable schedule. At the end of the VTCI's fiscal year, the Treasurer shall provide a financial performance report to be published annually in the Thunderbird Scoop.

The Treasurer shall be responsible for maintaining books, records, and documentation for a period of six (6) years prior to the date the current Corporate Tax Return is filed. The Treasurer shall be responsible for the preparation and submission of IRS-required filings as mandated by law. The Treasurer is not required to maintain and keep such books and records for any period prior to that six (6) year date.

Section 3.06.300 Concours Director

Taking advantage of an extensive knowledge of Thunderbird restoration processes, original factory specifications and the VTCI's concours rules and procedures, the Concours Director shall serve as the chief arbiter of technical issues and/or disputes in conjunction with concours judging at all VTCI-sanctioned events.

The Concours Director and/or designee shall be responsible for the content and preparation of the VTCI's Concours Rules (Volume 1), as well as the conduct and coordination of the judging process, tally room and awards presentation at all International Conventions; including providing assistance to the host chapter in the recruitment of certified judges and maintaining/updating judges' instructions. The Concours Director shall serve as the arbiter of judging decisions appealed from all conventions; including the publishing of said decisions in both print and electronic media.

To maintain the integrity and reputation of the VTCI's concours judging system, the Concours Director shall maintain a historical record of Thunderbirds judged by VTCI standards, at VTCI events, with each vehicle identifiable by its unique vehicle identification number (VIN).

To promote the necessary accuracy, consistency and fairness required in concours judging, the Concours Director shall supervise the activities of the VTCI necessary to establish and maintain a National Judges Training Program; directing efforts to recruit, develop, instruct and train VTCI members in their progress towards becoming credentialed VTCI Certified Judges. The Concours Director's effort shall be guided by the VTCI's existing policies and procedures, with any functional or procedural changes, subject to approval by the Board of Directors, prior to implementation. The Concours Director shall establish and maintain an ongoing evaluation process; combining feedback from both judges and owners, in an effort to translate judging controversies into effective updates/improvements to the current judging process.

Section 3.06.400 Technical Director

The Technical Director shall utilize direct knowledge of automotive restoration techniques, including those unique to the Ford Thunderbird, to coordinate research and documentation projects in support of the VTCI's technical program, used by the Concours Director to establish standards for concours judging. Working in conjunction with the Concours Director and the Publications and Communications Director, the Technical Director shall directly supervise all technical editors in the following activities:

- a) Updating existing OFS documents/publications on a rotating, five (5) year schedule;
- b) Development and production of new OFS publications;
- c) Production of new specialized technical publications; and,
- d) Coordinating/scheduling the regular production of technical articles for publication in the Thunderbird Scoop, with a minimum of one (1) article per issue.

Section 3.06.500 Publications and Communications Director

The degree of consistent change in communications technology and the diversity of media outlets dictate the duties and responsibilities of the Publications and Communications Director. Commonly referred to as the Publications Director, said Director shall be capable of transforming the news and technical information output of various VTCI officers and projects, into such publications and electronic media formats as may be necessary, to adequately project the VTCI as an international organization and provide the services and information required by its membership.

With the singular exception of the Concours Rules, the Publications and Communications Director shall serve as the production editor for all VTCI publications and media outlets, with the responsibility of managing the planning, scheduling, content and production of all VTCI publications and media platforms, including the VTCI's website and social media presence. Working in conjunction with the Concours Director, the Publications and Communications Director shall coordinate the production activities associated with said Rules, while the control of content in said Rules shall be reserved for the Concours Director.

Section 3.07 Appointed, Non-Voting VTCI Staff

Given the specific nature of certain administrative, fiduciary and specialized tasks associated with the effective administration of the VTCI, the President, with the advice and consent of the Board of Directors, shall appoint members in good standing to specific positions of advisory and/or managerial responsibility, to serve as adjunct members of the Board of Directors, but without full voting rights, wherein their unique skills may contribute to the overall success of the VTCI and better serve its membership. Said positions shall be limited to those positions specified herein, unless specifically authorized as an amendment to these provisions, and approved and recorded accordingly.

The designation and physical location of non-voting directors shall be specified in **Appendix A**, as an attachment to these provisions, and may be subject to change on a periodic basis without requiring a formal amendment process, but always subject to review and approval by the Board of Directors.

Section 3.07.100 Country Store Manager

The President shall appoint a member in good standing to serve as the VTCI Country Store Manager, subject to approval by the Board of Directors. The Country Store Manager shall demonstrate experience and proficiency in the operation of a retail business and/or sufficient managerial expertise to manage procurement, perform inventory control, handle shipping and packing duties and exercise basic financial accounting.

Section 3.07.200 Historian

The President shall appoint a member in good standing to serve as the VTCI Historian, subject to approval by the Board of Directors. The Historian shall chronicle the ongoing activities of the organization, and working in conjunction with the Executive Secretary, establish and maintain an institutional record and archive of the VTCI and its officers, memberships, publications and events.

Section 3.07.300 Public Relations / Corporate Liaison

In consultation with the Publications and Communications Director, and subject to approval by the Board of Directors, the President shall appoint a member in good standing to serve as the VTCI Public Relations / Corporate Liaison. Said appointee shall demonstrate a degree of expertise in sales, merchandising and/or public relations and shall be responsible for promoting the VTCI to the general public and specifically the Ford Motor Company, by identifying opportunities for publicity in mass media, press releases and assisting with the selective placement of advertising in publications of a general and/or specialized nature. The position shall also be responsible for the creation of unique marketing campaigns and/or materials which may serve to increase membership and/or promote the purpose and intent of the organization.

Subject to the provisions specified herein, and with the concurrence and approval of the President, the Public Relations / Corporate Liaison shall be charged with the expenditure of any and all allocations for advertising which the Board of Directors may authorize for a given calendar year.

Section 3.07.400 Advertising Coordinator

In consultation with the Publications and Communications Director, and subject to approval by the Board of Directors, the President shall appoint a member in good standing to serve as the VTCI Advertising Coordinator. Under the direction of the President and working in conjunction with the Publications and Communications Director and utilizing a degree of general business acumen and

rudimentary accounting principles, the Advertising Coordinator shall be responsible for the solicitation of new advertising clients and all communications with existing advertisers.

Section 3.07.500 Resident Agent

The President shall appoint and the VTCI shall maintain a statutory or resident agent, who shall reside in the State of Illinois pursuant to incorporation, as mandated under state law, to serve as the designated recipient for all legal service of process and/or correspondence affecting the VTCI in matters of incorporation, until relieved of said responsibilities by action of the Board of Directors or should there be changes in our incorporation status.

Section 3.07.600 Technical Editors

In consultation with the Technical Director, and subject to approval by the Board of Directors, the President shall appoint members in good standing to serve as Technical Editors in accordance with the needs and responsibilities defined by the Technical Director. Primarily a customer service position, the Technical Editor shall monitor and respond to requests for technical assistance from the general membership, including requests in writing, via e-mail or via postings in online community forums. At the discretion of the Technical Director, individual Editors may be recruited for specific makes/models of Thunderbirds, as deemed necessary. Said Editors shall also provide regular contributions to the VTCI's technical publication program, on a schedule to be determined by the Technical Director.

Section 3.07.700 Deleted/Reserved for Future Use

Article IV VTCI Sanctioned Events and Activities

Section 4.01 Authority to Create Local Subsidiaries

To better promote and encourage the preservation and enjoyment of all models of the Ford Thunderbird, the VTCI Board of Directors is hereby empowered to formally endorse and support the creation of local subsidiary organizations whenever possible.

Said local subsidiaries, commonly referred to as local chapters, shall be required to acknowledge their status as a subsidiary of the VTCI, conform to the eligibility requirements specified herein and shall be responsible for demonstrating a degree of continued support for the VTCI as a parent organization, to the extent such support is specified herein.

Section 4.02 Minimum Requirements for Certification

To guarantee that the purpose and intent of the organization is adequately represented through its local subsidiaries/chapters, the Board of Directors hereby establishes the following criteria as the minimum requirements for certifying and/or maintaining a local subsidiary/chapter:

- a) Chapter membership shall be reviewed during the application process, with the VTCI's goal oriented towards a large percentage of the membership either being or becoming VTCI members in good standing, including the chapter president maintaining VTCI membership as an ongoing requirement;
- b) Articles of incorporation shall be required of all prospective chapters whose membership requirements allow for non-VTCI members to become chapter members; and,
- c) Chapter bylaws shall be authored and submitted for review by the Board of Directors, prior to the issuance of certification as a local subsidiary/chapter by the VTCI.
- d) Exceptions to chapter size and membership requirements may be considered by the Board of Directors on a case-by-case basis pending review of the proposed chapter's ongoing plan to attract new members and promote VTCI membership.

For the purpose of maintaining communication to existing and prospective members, each local chapter president shall provide their Regional Director with an electronic copy of the local chapter's membership roster, no later than March 31st of every calendar year. The Regional Director shall review chapter compliance and report annual membership status to the Board of Directors at the General Membership Meeting, or as otherwise requested. To maintain status as a local chapter of the VTCI, each chapter is expected to:

- a) Develop a coordinated effort to expand the chapter's membership base and promote VTCI membership within the chapter.
- b) Contribute to the general knowledge and furtherance of the VTCI's intent and purpose by participation in VTCI-sanctioned activities;
- c) Encourage the regular submittal of articles and reports to the Publications Director, regarding chapter activities and social events.
- d) Produce technical articles for sharing with the general membership as a means of ensuring local chapters continue to promote the restoration and preservation of Thunderbirds.
- e) Share the personal experience of individual chapter members with the general membership.

Section 4.03 Process to Establish Local Subsidiaries/Chapters

Prospective local chapters shall submit a formal letter requesting certification as a sanctioned VTCI chapter to the VTCI International Headquarters, in care of the Vice President and/or their Regional Director; outlining the proposed chapter's officers, geographic coverage and administrative structure. Said letter shall be accompanied by copies of the following:

- a) A signed petition, including the names of at least five (5) VTCI members in good standing;
- b) The chapter's current or proposed constitution and/or bylaws; and,
- c) Incorporation papers filed with the appropriate official/bureau in the state of jurisdiction.

Within thirty (30) days of receipt of a complete submittal, the Vice President shall coordinate with the Regional Director further review of the proposal for establishment of a new chapter. The Regional Director shall be required to verify the proposal and within thirty (30) days, submit a recommendation to the Vice President regarding the acceptance of said petition. Said recommendation should include a discussion specifying reasons in favor of, or against, acceptance of the proposed chapter and itemizing any exceptions to minimum standards and proposed mitigations. The Vice President shall provide a copy of the recommendation to the petitioner and if necessary, provide the petitioner adequate time for a response before submitting the petition to the Board of Directors for consideration.

Upon approval and acceptance by the Board of Directors, the President shall prepare and sign a Chapter Charter with the VTCI seal, for presentation to the newly designated subsidiary/chapter by the appropriate Regional Director.

Section 4.04 Revocation of Subsidiary/Chapter Status for Cause

In the course of their normal activities, should a certified subsidiary/chapter exhibit and/or present a type of public behavior, or should an officer of said chapter, perform their administrative and/or legislative duties in a manner which will adversely affect the image, status and/or operations of the VTCI, the Chapter Charter of said subsidiary/chapter may be revoked by a supermajority vote of sixty-seven percent (67%) of the Board of Directors.

Said revocation shall not occur until or unless the Chapter President shall be provided with notice of said revocation by the Executive Secretary, via certified mail, a minimum of sixty (60) days prior to the effective date of revocation. Said revocation shall become effective as indicated unless the Chapter notifies the Executive Secretary of their intent to request a hearing to present a defense against the charges. The Executive Secretary shall schedule said hearing expeditiously but said hearing must occur within ninety (90) days of the original revocation date.

The hearing shall be convened before the Board of Directors and chaired by the President, either in person, or via electronic communication, and shall consist of a recitation of the charges and the presentation of a defense and/or evidence by the Chapter President or their designee. After reviewing the defense, the Board of Directors shall conduct an affirmation vote regarding their original revocation decision; requiring a supermajority vote of sixty-seven percent (67%) to affirm the original decision, which shall be enforced immediately.

Article V VTCI Sanctioned Events and Activities

Section 5.01 Types of Sanctioned Events and Activities

Subject to the provisions specified herein and special authorization granted by the Board of Directors, the following events shall be considered VTCI sanctioned events:

- a) Annual Regional Conventions
- b) Annual International Convention
- c) Special Thunderbird Events and Activities

Section 5.01.100 Event Management and Reporting

Regional and international conventions shall be required to demonstrate substantive compliance with the VTCI's established convention guidelines and/or best management practices, including the establishment of an event management committee and the appointment of a convention chair to serve as liaison with the VTCI. Said chairman and/or committee shall provide the Regional Director with regular event reports, to be conveyed to the Vice President, in a format and frequency deemed acceptable to the Board of Directors.

Section 5.01.200 Event Financing

The organizational and financial obligations associated with Regional Conventions shall remain the exclusive responsibility of the local chapter hosting/sponsoring said event. To the extent funds are available, limited, constrained financial support may be provided to the host chapter, by the VTCI, in an amount to be determined annually, by the Board of Directors, as part of the budgetary process, and published in the current approved fee schedule.

To expedite and/or assist local chapters in financing initial deposits and other costs associated with convention management, additional funds may be advanced by the VTCI, if unencumbered funds are available, and such action is deemed necessary to assure effective and timely management of said event, upon approval of the Board of Directors. Said funds shall be limited to necessary cash deposits with all other uses being prohibited.

The receipt of said funds shall be treated as a loan from the VTCI to the host chapter, to be repaid from convention receipts upon conclusion of said event, and/or as otherwise authorized by the Board of Directors. Failure to reimburse the VTCI, and/or failure to produce an accounting of event receipts and expenses, along with complete documentation, in a manner consistent with acceptable accounting practice, shall provide cause for the termination of chapter status and privilege under the provisions of Section 4.04.

Section 5.01.300 Insurance

The VTCI's insurance coverage is reviewed annually and is restricted to VTCI sanctioned events and covers only standard memberships in good standing. Coverage is further limited to the duration of an event and activities conducted onsite at the convention venue or staging area and does not include coverage of any highway travel to the event. Copies of the VTCI's insurance policy may be obtained by contacting the Vice President.

Sanctioning a special Thunderbird event or activity has been traditionally limited to VTCI's international and regional activities, shows sponsored by local Ford dealerships, cruise events sponsored by local

chapters, such as participation in a chapter's cruise to a local attraction, and participation as a chapter in local civic functions or parades. The final decision on the sanctioning of an event is reserved for the President and/or Vice President. Should the decision on sanctioning be disputed, the local chapter may appeal said decision to the Board of Directors, who after consultation with the VTCl's insurance carrier, shall render a final decision.

Certificates of Insurance may be obtained to verify insurance coverage afforded members at sanctioned events. Forms will be available on the VTCl's website and should be completed and submitted for processing no later than sixty (60) business days, or twelve (12) weeks prior to the scheduled event. The form shall be initiated by the event chairperson, forwarded to the Regional Director for review and approval, and subsequently to the Vice President for processing with the VTCl's insurance carrier.

Section 5.02 Regional Conventions

To better serve the membership and promote the enjoyment and preservation of Thunderbirds, within the continental United States each VTCl region shall endeavor to convene a Regional Convention on an annual basis within its geographic area, in accordance with the provisions specified herein. Regional Conventions have historically been an essential element in the progression of Thunderbird restoration; providing the membership with an initial opportunity to experience concours judging and prepare their Thunderbirds for the more demanding rigors of concours judging at the International Convention.

The Vice President, working in conjunction with each Regional Director and the elements of said region's development plan, shall coordinate locations and dates for Regional Conventions among the various regions. The Regional Director shall be responsible for coordinating the recruitment of local chapters to serve as the convention sponsor/host and shall actively coordinate the organization of said event to assure the purpose and intent of the VTCl is reflected in its organization and operation.

Prospective host chapters shall be required to submit potential dates and locations to the Regional Director, for review and approval by the Vice President. Whenever possible, Regional Conventions shall be concluded in a manner which allows members to adequately prepare their Thunderbirds prior to the convening of that year's International Convention.

Should circumstances prevent the Regional Director from convening a Regional Convention within a specific region over a period of three (3) consecutive years, the Board of Directors shall retain the option to convene such an event and retain full operational and fiscal control. To that end, the Board shall appoint a special convention committee to manage the convention and perform the necessary tasks.

Section 5.03 International Conventions

To better serve the membership, promote the enjoyment and preservation of Thunderbirds and establish a formal institutional mechanism to honor supreme individual accomplishment by its membership, the VTCl membership shall convene an International Convention on an annual basis; assuming all operational and financial responsibilities associated with said convention, including, but not limited to, the following:

- a) Promoting a rotation of annual conventions amongst regions with the intent of making attendance possible for a reasonable subset of the VTCl's membership within a day's drive.
- b) Conducting a site selection process to determine an optimum geographic location.
- c) Contacting appropriate convention and tourism organizations to assist with convention design.

- d) Preparing and distributing convention requirements to selected hotels to assess their ability to provide needed services for VTCI events.
- e) Evaluating hotel responses; including room rates, guarantees, facilities and amenities, as well as tour opportunities for attendees.
- f) Preparing a final report to the Board of Directors including a recommendation and proposed contract and information sufficient to allow for an informed decision.
- g) Following Board approval, executing said contract and coordinating operation, staffing, and management of the International Convention, including any financial incentives offered to co-sponsoring local chapters.
- h) Conducting all publicity campaigns associated with said event.
- i) Preparing and maintaining adequate reporting on event management, including financial and attendance records.

The location of the International Convention shall be rotated among each of the regions consistent with a pattern approved by the Board of Directors. The region hosting the International Convention shall not be required to convene a Regional Convention within the same calendar year.

The Vice President, working in conjunction with the Regional Director of the region hosting the International Convention, shall coordinate the assignment of location and dates to a selection no less than three (3) weeks following the conclusion of the last Regional Convention to be convened for said calendar year. Exceptions to this requirement shall be approved by the Board of Directors.

Section 5.04 Special Thunderbird Events and Activities

In keeping with the spontaneity and flexibility inherent in the local celebration of the automotive restoration hobby, and the need to promote the presence of Ford Thunderbirds in events and shows not normally a part of the VTCI event calendar, at the discretion of the President and/or Vice President, the VTCI may extend its organizational sanction to local events which are primarily organized and administered by local chapters, and consistent with the purpose and intent of the organization in promoting interest and enthusiasm in the Thunderbird.

Once sanctioned, these special events and/or activities may be eligible for those benefits and privileges as may be authorized by the Board of Directors, including insurance coverage for standard membership, upon recommendation by the appropriate Regional Director and the Vice President, subject to confirmation by the insurance carrier.

Section 5.05 Convention Management Committee (CMC)

Should circumstances create a situation where a region or regions are not being provided with the benefit of having an international convention convened within reasonable proximity over a period of multiple years, the Board of Directors shall retain the option to convene such an event and retain full operational and fiscal control. To that end, the Board shall convene a special convention committee to manage the convention, coordinate staffing and perform all necessary organizational tasks.

As coordinator of regional activities, the Vice President shall chair said Committee with the Treasurer, Concours Director, and appropriate Regional Director serving as committee members. The authority of this International Convention Committee shall extend to the designation of a local chairperson and the organization and execution of all administrative tasks directly related to the convention's operations as otherwise specified in these bylaws. Findings and recommendations would be reported directly to the

BOD on a monthly basis, or as determined by the Board. All final decisions on expenditures, reimbursements, and formal commitments would be retained by the Board of Directors.

Upon approval by the Board of Directors, the administrative protocols established herein for International Conventions may be extended to the administration and execution of all organizational tasks directly related to the operations of a Regional Convention upon request.

Article VI Amendments

Recognizing that circumstances may dictate the need to revisit the language, obligations, rules, procedures and/or timeframes established by these provisions, the VTCI shall provide the following procedural mechanisms to amend its constitution and bylaws.

Section 6.01 Amendment by Board Action

All proposals for amendment must originate with a VTCI membership in good standing and be presented in writing to the Executive Secretary for consideration by the Board of Directors, no later than sixty (60) days prior to the General Membership Meeting. The President shall prepare a recommendation and the Executive Secretary shall immediately notify the Board of its obligation to either:

- a) Adopt or reject the proposed amendment, within sixty (60) days of said notification, through an affirmative vote of sixty-seven percent (67%) of the Board of Directors' total membership; or,
- b) Submit the proposed amendment to the general membership for resolution via a majority vote of said membership, in accordance with the initiative provisions specified in Section 6.02.

As a courtesy and to solicit their opinions, the Executive Secretary shall notify all local chapter presidents of the proposed amendment and provide electronic copies of the President's recommendation, the text of the amendment, and all statements provided recommending for or against passage. Amendments approved by Board action shall become effective immediately upon passage.

Section 6.02 Amendment by Member Initiative

Should a membership present an amendment for action, accompanied by a petition bearing the signatures of no less than ten percent (10%) of the VTCI's standard membership, the Board of Directors shall be obligated to place said amendment before the general membership for their approval, via electronic vote, scheduled no later than one hundred eighty (180) days from the date of presentation. Amendments approved by initiative shall become effective on January 1 of the year following adoption.

Said amendment shall be published and/or summarized in at least one issue of The Thunderbird SCOOP and prominently displayed on the VTCI website, with the complete text made available for download, for a public comment period of not less than ninety (90) days. All local chapters shall be provided with a copy of the proposed amendment in electronic format.

The proponent or sponsor of said amendment may contribute an executive summary or narrative of no more than two hundred fifty (250) words; explaining the reason said amendment is necessary and should be approved. Space shall be provided for commentary, and the Executive Secretary shall solicit and publish the opinions of all Board members, in conjunction with said publication, if possible.

A period of electronic voting shall extend for thirty (30) calendar days; commencing at the end of the public comment period. Electronic e-mail messages providing the member's VTCI membership number and indicating either approval (yes/for) or disapproval (no/against) shall be submitted to the Executive Secretary for tabulation. Copies of each voting message shall be retained by the Executive Secretary and provided to the Board upon request. Tabulation of said vote shall be completed within seven (7) calendar days of the conclusion of voting, with the results published on the website and distributed to the Board of Directors for subsequent ratification/affirmation.