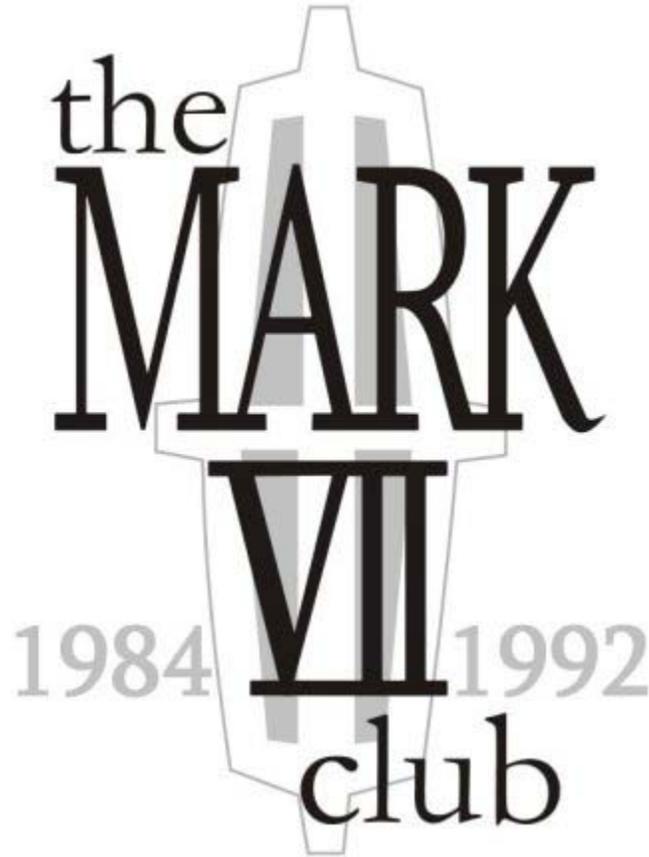


The Lincoln Mark VII Club Charter

v20060313



The Lincoln Mark VII Club Charter v20060313

Name and Purpose: The name of the club which is an incorporated not for profit organization is The Lincoln Mark VII Club Inc.

The purposes for which this club is founded are: the development, publication and interchange of technical, historical and other information for and among members and other persons who own or are interested in Lincoln Mark VII automobiles, to promote social activities and fellowship among the members and preservation of all Lincoln Mark VII's – stock or modified.

Membership: Active membership shall be open throughout the world to any person who shall be in sympathy with the interest and purposes of The Lincoln Mark VII Club. Ownership of a Lincoln Mark VII is not required. Active members are required to pay annual dues. Active members are entitled to the full benefits of The Lincoln Mark VII Club at their membership level. They may:

1. Receive publications
2. Have access to the club web site
3. Participate in activities
4. Attend Annual Meetings and participate in the conduct of business
5. Hold Office
6. Vote for Directors
7. Vote on proposed Amendments

Dues: Active members are required to pay annual dues as determined by the Board of Directors. The membership year shall be from January 1 to December 31. Any new member paying dues on or after September 30 will be considered paid up for the following year.

Renewals: Active Members are required to renew membership by submitting annual dues at or before the beginning of the membership year.

Eligibility to Hold Office: Active members who have paid their dues are entitled to hold office. An active member that holds office must submit their dues on or before January 1 to remain in office. An active member that holds office but does NOT submit dues on or before January 1 shall be deemed to have vacated the office. Only members who have been active members for one year or more may be nominated or hold the Office of President or of Vice-President. This last rule shall not apply during the charter year of this club.

Expulsion: Any member whose conduct is judged to be not in keeping with the best interests of The Lincoln Mark VII Club may be expelled after due hearing pursuant to the affirmative vote of the majority of the Board of Directors. A notice of the charge shall be mailed to the member against whom the charge has been presented and they shall be given a period of sixty days to present a defense before any action shall be taken against them.

Board of Directors: The board of directors shall be constituted of at least five and not more than fifteen elected members. All elected officers are automatically also members of the board of directors.

Election of Directors: The Active Members shall elect by ballot the board of directors. All the nominations for board of directors will be on the same ballot. Each member can vote for up to ten board of director nominees on the list. If a nominee receives at least fifty percent of the cast votes, he or she will have been elected to the board of Directors. If more than ten nominees receive at least fifty percent of the vote, the ten nominees with most votes will have been elected to board of Directors. If more officer posts are created, the number of board of directors selected should be reduced so that the total number of board of directors does not exceed fifteen. The term of office of the elected members of the board shall be three years.

Nomination of Director: Nominations for the Board of Directors must be submitted to the Secretary or President at least sixty days prior to annual elections held on or before January 15. Nominations need to include a relevant biography.

Chairman: Within a month after the elections, the members of the Board of Directors will choose by ballot one among them to be the Chairman of the Board for that year. The term of the Chairman of the Board will be one year. Prior to the vote, those board members who wish to be candidates for Chairman will submit their nomination to the post to the Secretary. The Secretary will count the ballots and have them witnessed by the President and the Vice-President. The President, Vice-president, Secretary, Membership Secretary and Treasurer cannot simultaneously also hold the office of Chairman of the Board for that year. The role of the Chairman is to act as a communication liaison between the President and the Board of Directors. The Chairman will report to the President any funds that the Board of Directors orders to be distributed for club expenses. The President may approve or disapprove the distribution of these funds. The Chairman will also have the power to co-approve expenditures of the club as stated in the "Funds" clause.

Ballots: The Secretary shall prepare a blanket ballot containing the names and biographies of nominees and mail ballots to all Active Members with the notice of annual elections by December 15 of the year prior to the start of the term of office. Preferably, the ballots should be included in the mailing of the club newsletter. Votes must be received by January 15 or they will not be counted. The Secretary shall retain all ballots received unopened until the deadline for receipt of ballots. He will then count the ballots and have the count witnessed by at least two other members of the club. If secure means of voting on the Internet can be done, voting electronically will be valid. Each member gets only one vote, either by mail or electronically, not both. When the secretary is also a candidate for reelection, the President shall appoint another member of the Board of Directors to perform the Secretary's duties concerning the election.

Election of Officers: The nomination and election of officers shall be done in the same manner as the nomination and election of the Board of Directors. A President, a Vice President, a Secretary and a Treasurer shall be chosen. The terms of all officers will be one year.

President: The President shall preside at all meetings. They shall appoint all committees. They shall have power to decide all questions of equal division and have all the powers and duties usually invested in a President. The President may appoint additional Assistant Secretaries and Assistant Treasurers from among the Directors to serve at their pleasure.

The Lincoln Mark VII Club Charter v20060313

Vice-president: The Vice President shall serve in absence of the President. They will moderate and resolve any disputes between the President and the Chairman of the Board. If the Vice President is serving in absence of the President, the Secretary will moderate any disputes between the Vice President and the Chairman of the Board.

Any disputes that the Vice President or Secretary cannot resolve, will go out to the membership for a vote.

Secretary: The Secretary shall record all minutes of the Board of Directors and the Annual Meetings. They shall perform such other duties as may be described by the Board of Directors and those that pertain to the office.

Membership Secretary: The Membership Secretary shall be responsible for processing applications to the club and recording them both on paper and electronically. The Membership Secretary will be responsible for maintaining a current roster of active members on the club web site, and if deemed appropriate by the board of directors, publish a roster of members to be sent to current members. Any dues mailed into the Membership Secretary shall be forwarded to the Treasurer on a timely basis. The membership Secretary should verify that the Treasurer has received the dues given in the electronic or mailed application. If the membership secretary determines that load of processing of membership applications is excessive, the President may create multiple offices of Membership Secretary, as they deems appropriate.

Treasurer: The Treasurer shall collect and distribute the funds of the club as may be ordered by the Board of Directors or President. They shall render a financial report of the club at the Annual Meeting and whenever the President or the Board requires. They shall give bond at the expense of the club if required to do so by the Board.

Board of Directors: A Board of Directors shall govern the club. Each Officer is considered to be a member of the Board. The Board shall have general management responsibility and control of the affairs and property of the club, and shall perform all duties not specifically designated by the charter. At any meeting, four Directors shall constitute a quorum. Unless otherwise provided, a majority vote shall decide. Members, to be eligible for election to the Board of Directors, must be able to regularly participate in Board meetings, the location of such meetings being designated by the Presidents. This location may include cyberspace. Board members must be willing to assist and perform tasks in administration of the Club.

Board Meetings: A meeting shall be held at the Annual meeting within the same weekend. Additional meetings may be held at the call of the President, or upon written application to the Secretary by not less than three Directors. Written notice of all meetings shall be given to each Director at least thirty days prior to the meeting. Meetings in cyberspace may be done if in-person meetings prove to be impractical.

Vacancies: The President may fill vacancies in the elected membership of the Board that occur for any reason for the un-expired term.

Voting: All members of the Board will have one vote per person at each Board Meeting. If there is a tie in voting, the issue will go out to the Active membership to break the tie.

The Lincoln Mark VII Club Charter v20060313

Order of Business: Robert's Rules of Order, Newly Revised, Tenth Edition, shall govern in all cases where applicable and when they do not conflict with the charter of The Lincoln Mark VII Club.

Regions (Chapters): Any group of seven or more members of this club may make written application to the Board of Directors for the right to form a Region of The Lincoln Mark VII Club. If a charter is granted, the Board shall specify the name and jurisdiction. The Board may revoke the Charter at any time upon due consideration.

Commercial Activity: The Lincoln Mark VII Club, or any region thereof, shall not, under any form of the club name, participate in any commercial activity without approval of the Board of Directors.

Appeals: Any member of The Lincoln Mark VII Club who may find cause for dissatisfaction with its operations may appeal in writing to the Board of Directors. The Board's decision on the matter will be final.

Amendments: Any proposal for the revision of the Charter shall be submitted in writing to the Board of Directors. If the Board approves the proposed amendment by an affirmative vote of two-thirds of the Directors, the Secretary shall put the proposal in a ballot for a vote by the Active Members. The vote should start to take place within a month of the approval of the amendment by the Board of Directors. A majority of the ballots cast by the members shall decide. The Secretary shall retain all ballots received unopened until the deadline for receipt of ballots, which is one month after the send out of the ballots. The Secretary will then count the ballots and have the count witnessed by at least two other members of The Lincoln Mark VII Club. The report of the vote must be made to the Board of Directors within two weeks of the deadline of the receipt of the ballots. If secure means of voting on the Internet can be done, voting electronically will be valid. Each member gets only one vote, either by mail or electronically, not both.

All amendments shall be in full force and effect upon adoption.

Principal Office and Seal: The principal office of The Lincoln Mark VII Club shall be maintained at the office of the President. The President shall be the custodian of the club seal.

Annual Meeting: The Annual Meetings of The Lincoln Mark VII Club shall be held in conjunction with the National Meets. If deemed practical by the Board of directors these meets will alternate East, Mid-America and West. Regions (Chapters) may submit to the Board a proposal and plan to host the Annual Meeting. A written notice shall be sent to all Active members not less than sixty days before such a meeting. The Secretary must receive agenda items from members in writing, not less than twelve days prior to the meeting. The President is not required to accept for discussion any subject not communicated in writing to the Secretary within the required time.

Funds: No funds of The Lincoln Mark VII Club shall be paid out unless certified by the President. Both the President and the Chairman of the Board must approve any payment greater than \$250.