

**BYLAWS
OF
HAWK A MODEL A FORD CLUB, INC.**

ARTICLE I – OBJECTIVES

1.1 Objectives. The objectives of Hawk A Model A Ford Club, Inc. (the "Corporation") shall be to encourage the preservation and restoration of Model A Ford vehicles for historic, educational, and entertainment values.

1.2 Not for Profit. The Corporation is not organized for profit, or organized to engage in an activity ordinarily carried on for profit, and no part of its net earnings will inure to the benefit of any director or individual.

ARTICLE II – OFFICES

2.1 Principal Office. The principal office of the Corporation shall be located in the State of Iowa at 3233 Iowa Avenue SE, Cedar Rapids, IA 52403. The Corporation may have such other offices, either within or without the State of Iowa, as the board of directors may determine or as the affairs of the Corporation may require from time to time.

2.2 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the Revised Iowa Nonprofit Corporation Act. The registered office may be, but need not be, the same as its principal office in the State of Iowa. The registered office or the registered agent at such registered office, or both, may be changed from time to time by the board of directors by compliance with the applicable provisions of the Revised Iowa Nonprofit Corporation Act.

ARTICLE III - BOARD OF DIRECTORS

3.1 General Powers. The affairs of the Corporation shall be managed by its board of directors.

3.2 Number, Tenure and Election.

a. The number of directors of the Corporation shall consist of no fewer than five persons and no greater than fifteen persons. Except as otherwise provided herein, each director shall hold office for a term of one year or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. A director may serve consecutive terms.

b. Nominations for the board of directors shall be made by a nominating committee composed of directors of the board of directors. Following the report of the nominating committee, additional nominations may be made by directors of the board of

directors or the members. Election of directors to the board of directors shall be by the members in accordance with Article VI below.

3.3 Annual and Regular Meetings. An annual meeting of the board of directors for the election of officers and for the transaction of such other business as may properly come before the meeting, shall be held at such place and time as the board of directors shall each year fix by resolution. The board of directors shall have regular meetings on a monthly basis at such place as the board of directors shall fix by resolution.

3.4 Special Meetings. Special meetings of the board of directors may be called by or at the request of the President or a majority of the directors. The person or persons authorized to call special meetings of the board of directors may fix the place, time and date of such meetings.

3.5 Notice. Notice of any special meeting of the board of directors shall be given at least two days in advance of the special meeting by written notice delivered personally or sent by mail or telegram to each director at such director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

3.6 Quorum. A minimum of a one-third of the number of directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the board of directors. If a quorum is not present at any meeting of the board of directors, a majority of the directors present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice.

3.7 Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the directors present and entitled to vote at such meeting at which a quorum is present shall be the act of the board of directors.

3.8 Vacancies. Any vacancy occurring in the board of directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the remaining directors entitled to vote though less than a quorum of the board of directors. A director so elected shall serve for the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

3.9 Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any director from being reimbursed for expenses incurred in serving the Corporation or from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

3.10 Informal Action by Directors. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote.

3.11 Meetings by Conference Telephone. Directors of the board of directors may participate in a meeting of the board of directors by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article VII of these Bylaws.

3.12 Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.13 Director Conflict of Interest.

a. A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction, is not voidable by the Corporation solely because of the director's interest in the transaction if any one of the following is true:

i. The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved or ratified the transaction.

ii. The transaction was fair to the Corporation.

b. For purposes of this section, a director of the Corporation has an indirect interest in a transaction if either:

i. Another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction.

ii. Another entity of which the director is a director, officer, member, manager or trustee is a party to the transaction.

c. For purposes of subsection a, paragraph i, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved or ratified under this section by

a single director. If a majority of the directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. Any director with a direct or indirect interest in the transaction shall disclose such relationship and shall not vote on such transaction; provided, however, that the presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection a, paragraph i, if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

ARTICLE IV – OFFICERS

4.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the board of directors. The immediate Past-President shall also serve as an officer of the Corporation. Such other officers and assistant officers as may be deemed necessary may be elected by the board of directors and shall have the authority and perform the duties prescribed, from time to time, by the board of directors. The offices of Secretary and Treasurer may be held by the same person, and any other offices may be held by one or more persons.

4.2 Election and Term of Office. The President, Vice President, Secretary and Treasurer of the Corporation shall be elected annually by the board of directors from the members of the board of directors at the annual meeting of the board of directors. If the election of any such officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. An officer shall hold office until the next annual meeting of the board of directors and until his or her successor shall have been duly elected and shall have qualified. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. A President and Treasurer are limited to two (2) consecutive, one-year terms, while the number of consecutive, one-year terms that a Vice President and Secretary may serve is unlimited.

4.3 Qualifications. A person must be a director of the board of directors to qualify for election as an officer and must continue to qualify at all times while an officer. If a person ceases to qualify while an officer such person shall be ineligible to continue to serve as an officer and his or her office shall be deemed to be vacant.

4.4 Removal. Any officer who serves at the pleasure of the board of directors may be removed by a vote of two-thirds of all the directors of the board of directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

4.6 President. The President shall preside at all meetings of the board of directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by

the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

4.7 Vice President. In the absence of the President or in event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the board of directors.

4.8 Treasurer. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine, and, if any, the expense of the bond shall be paid by the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation and from any source whatsoever; and deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the board of directors.

4.9 Secretary. The Secretary shall keep the minutes of the meetings of the directors and of the board of directors in one or more books provided for that purpose; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to Secretary by the President or by the board of directors.

ARTICLE V – COMMITTEES

5.1 Executive Committee. There shall be an Executive Committee consisting of the President, the Vice President, the Secretary and the Treasurer and such other directors of the board of directors, elected by the board of directors. Except as otherwise provided in these Bylaws, the Executive Committee shall have and may exercise the authority of the board of directors in the management of the Corporation between meetings of the board of directors.

5.2 Committees of Directors. The board of directors, by resolution adopted by a majority of the entire board of directors, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the Bylaws; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation or association; recommending to the directors the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation; recommending to the directors

the voluntary dissolution of the Corporation or a revocation thereof, adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the board of directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him or her by law.

5.3 Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be appointed by the President for such purposes and for such duration as the President may from time to time designate. The President may terminate any committee so appointed as the President deems appropriate.

5.4 Term of Office. Except as otherwise provided by the board of directors in the resolution appointing a committee director as provided in Section 5.2 of these Bylaws or by the President in appointing a committee director as provided in Section 5.3 of these Bylaws, each director of a committee shall continue as such until the next annual meeting of the directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such director be removed from such committee, or unless such director shall cease to qualify as a director thereof.

5.5 Vacancies. Vacancies in the directorship of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.6 Quorum and Manner of Acting. A majority of the whole committee shall constitute a quorum and the act of a majority of the directors committee members present at a meeting at which a quorum is present shall be the act of the committee.

5.7 Rules. Each committee may adopt rules of procedure not inconsistent with these Bylaws or with rules adopted by the board of directors.

5.8 Informal Action. Any action required or permitted to be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee.

5.9 Meetings by Conference Telephone. Directors of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article VII of these Bylaws.

5.10 Standing Committees. The following committees are standing committees.

a. Nominating Committee. A nominating committee shall be comprised of three members who are not currently sitting on the board of directors. The nominating committee shall present a slate of candidates to be considered for election to the board of directors. The names of the candidates shall be provided one month prior to the date of the election.

b. Activities Committee. This committee shall plan activities for regular meetings and special events. The chairman of the committee and will recruit additional help as needed to perform the duties of the committee.

c. Membership Committee. This committee will function to build club membership. The chairman of the committee and shall maintain the master membership list. The chairman will recruit additional help as needed to perform the duties of the committee.

d. Publications Committee. This committee will publish the monthly newsletter and advertise special events, including reports of club activities to the MAFCA "Restorer" and the MARC "Model A News". The chairman of the committee will recruit additional help as needed to perform the duties of this committee.

e. Swap Meet Committee. This committee will organize and conduct an annual Swap Meet. The chairman of the committee will recruit additional help as needed to perform the duties of this committee.

f. Tech Session Committee. This committee will organize and conduct tech sessions throughout the year. The chairman of the committee will recruit additional help as needed to perform the duties of this committee.

g. Tour Committee. This committee will organize the official Model A driving tours, generally, for the months May through October. This committee will recruit additional club members to assist in the execution of the tours as necessary.

h. Website Committee. This committee will organize, execute and maintain the club's official website. This committee will recruit additional club members to assist in the maintenance of the site.

i. Library Committee. This committee will select, check out materials and maintain the library collection. Requests for purchase of library materials will be made through this committee. The chairman of the committee will recruit additional help as needed to

j. Club Tool Committee. This committee will select, check out and maintain an inventory of all tools owned by the club. The chairman of the committee will recruit additional help as needed to perform the duties of this committee.

k. Calling Committee. This committee will contact members when necessary. The chairman of the committee will recruit additional help as needed to perform the duties of this committee.

ARTICLE VI - MEMBERS

6.1 Member Qualification. Any person interested in furthering the purpose of the Corporation may become a member. It is not a requirement that each member have a Model A. Each member must pay dues in the amount of \$5.00 per year. If the dues for a members first year are paid after November 1, such member's dues shall be considered paid for the following year as well. A member, such member's spouse, and such member's minor dependents are all part of a single membership.

6.2 Vote. Each member that is not a minor shall be entitled to one (1) vote on all matters coming before the members.

6.3 Annual Meetings. An annual meeting of the members for the election of directors and the transaction of such other business as may properly come before the meeting, shall be held at such place and time as the board of directors shall each year fix by resolution.

6.4 Special Meetings. Special meetings of the members may be called by or at the request of the President or a majority of the directors. The person or persons authorized to call special meetings of the members may fix the place, time and date of such meetings.

6.5 Notice. Notice of any special meeting of the members shall be given at least ten (10) days in advance of the special meeting by written notice delivered personally or sent by mail or telegram to each member at such member's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice or waiver of notice of such meeting.

6.6 Quorum. A minimum of a ten (10) percent of the number of members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the members. If a quorum is not present at any meeting of the members, a majority of the members present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice.

6.7 Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the members present and entitled to vote at such meeting at which a quorum is present shall be the act of the members.

6.8 Informal Action by Members. Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by eighty (80) percent of the members entitled to vote.

ARTICLE VII - CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The board of directors 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.

7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

7.3 Checks. Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Chief Executive Officer.

7.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositaries as the board of directors may select.

7.5 Gifts. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest or devise consistent with the objectives of the Corporation.

7.6 Loans to Directors or Officers. No loans shall be made by the Corporation to the directors or officers of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VIII - BOOKS AND RECORDS

8.1 Books and Records Maintained. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its directors, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors entitled to vote.

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

8.3 Audit. The board of directors may have the books and records of account of the Corporation audited annually by a certified public accountant and, if an audit is performed, shall present the report at the annual meeting of directors. If an audit is not performed, the board of directors shall appoint two members to review the books and records and report to the board of directors. No member shall serve in this role in consecutive years.

ARTICLE IX - WAIVER OF NOTICE

9.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Revised Iowa Nonprofit Corporation Act or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the, giving of such notice.

ARTICLE X - AMENDMENTS TO BYLAWS

10.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director of the Corporation, at least ten (10) days prior thereto, by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

ARTICLE XI - FISCAL YEAR

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of each year.

Dated: _____