

PROPOSED

CONSTITUTION AND BY-LAWS OF FLXIBLE OWNERS INTERNATIONAL

Adopted _____, 2024

CONSTITUTION

ARTICLE I **Name of the Organization**

Be it known that the organization herein described shall be known as the Flxible Owners International.

ARTICLE II **Object of the organization**

The primary object of this organization shall be for the preservation and appreciation of the vehicles manufactured by the Flxible company from 1913 to 1995, including but not limited to motorcycle sidecars, funeral cars, ambulances, airway coaches, and buses. The organization seeks to encourage fellowship with other Flxible owners and enthusiasts.

ARTICLE III **Membership**

Section A. Membership is open to all Flxible vehicle owners and enthusiasts. There will be no Commercial Memberships, Commercial Advertising, or Commercial mailings. It is not a requirement that a member own a Flxible vehicle.

Section B. All members, including honorary non-dues-paying members and non-Flxible owners have full right of membership, including the right to vote and hold office, provided current dues are paid.

Section C. Honorary Member

1. Qualification for Honorary, lifetime membership shall be determined by the Board.
2. Nomination of Honorary membership for an individual/couple may be done by any member at least 30-days prior to a scheduled rally business meeting. A majority vote by members in attendance of the business meeting will affirm an individual/couple as Honorary members.
3. Honorary members are exempt from paying membership dues but remain subject to applicable rally registration fees and any/all other fees associated with rally attendance.
4. Honorary Members will be listed on the organization's website.

ARTICLE IV **Board**

Section A. Composition.

1. The Board of this organization shall consist of active members of the organization voted upon by majority vote of the membership present at a business meeting or a majority of votes cast electronically after a 30-day voting period.
2. The Board shall consist of no less than eight (8) individuals and no more than eleven (11) individuals.
3. The Board shall vote, by majority, to select a Board Chair, Treasurer, Rally Captain, Social Media Coordinator, Newsletter Editor, and Webmaster Liaison for each term. This election shall take place at the Board's first meeting following the most recent election.

- a. Should a Board member become unable to fulfill the duties of their position by voluntary resignation, health related matters, or by majority vote of current Board members;
 - i. the Board Chair may appoint a current Board member to fill the vacant position.
 - ii. Active members of the organization shall vote for a vacant Board position either in person or electronically. A majority of votes cast over a 30-day period shall prevail. The newly elected Board member shall complete the preceding Board member's term.
 - iii. If the Board is composed of at least 8 but less than 11 members, than the Board may be petitioned by the membership to hold an election to fill the vacant seat(s) pending petition by at least 20 active members of the organization. If a validated petition is delivered to the Board, then the Board shall proceed with an election within a timely manner, but less than 4 months from the receipt of said petition. This allows for a 3-month solicitation period by the Nominating Committee of active members to fill the vacant Board positions.
4. Terms for Board members shall be 2 years and no Board member may serve in the same role for more than 3 consecutive terms.
 - a. A Board member's role may be extended by a majority vote of the active membership ballots cast during an election cycle. A term extension is valid for one (1) additional 2-year term but may be extended for additional 2-year term(s) upon subsequent biennial votes of the membership.
5. Roles of Board members
 - a. Chair – will preside at all business meetings, appoint all Board positions amongst the duly elected Board members, and perform all other duties incidental to this position
 - b. Treasurer - will receive and pay out all monies belonging to the organization upon orders of the body or the Board Chair; keep a complete roster of all members and dates they joined the organization and dues paid upon request, when necessary. The Treasurer will be responsible for the proper receipt and disbursement of funds of the organization, to accept dues and accept all donations on behalf of the organization, and to present a detailed financial report to be published annually in the newsletter and made available at each meeting. At any time, any two Board members may audit the books of all financial transactions of the organization.
 - c. Rally Captain – is responsible for planning and executing the biennial Loudonville, Ohio rally. The Rally Captain shall commence a Rally Planning Committee to assist in the planning and executing of the biennial Rally.
 - d. Social Media Coordinator – shall manage the social media accounts for the organization. Along with the Board Chair, the Social Media Coordinator will be an Administrator for all social media accounts created for the organization.
 - e. Newsletter Editor – will keep minutes of all Board meetings. Board minutes are to be published in the Newsletter. Shall compose and publish a newsletter to the membership at a cadence determined by the Board.
 - f. Webmaster / Webmaster Liaison – shall oversee the website of the organization. Shall serve as the liaison to the Webmaster, if the Webmaster is a not a Board member of the organization and coordinate any updates/changes to the website determined by

the Board. Along with the Board Chair, the Webmaster Liaison will be an Administrator for the website created for the organization.

6. Nominating Committee

- a. The Board Chair shall appoint at least 2 Board members and 1 active member of the organization to serve on the Nominating Committee at least 4 months prior to an election. One of the Board members of the committee shall be appointed Chair of the Nominating Committee by the Board Chair.
- b. Shall solicit from the active members of the organization individuals to serve on the Board and provide the slate of candidates to the Board Chair at least 1 month prior an election. The slate of candidates shall have at least the number of upcoming vacant Board positions to meet the threshold eight (8) Board members but no more than double the minimum number of vacant Board positions.
- c. The Chair of the Nominating Committee shall provide the names of the slate of candidates prior to an election to the membership for consideration.

Section C. The Board members of the organization shall be elected at the regular biennial rally held in Loudonville, Ohio in even years. In the event of a postponement of the regular biennial rally held in Loudonville, Ohio, the current Board members will remain in their positions until the next meeting of the membership occurs in Loudonville, Ohio. The membership present at the next meeting held in Loudonville, Ohio shall decide by majority vote how the Board members' terms shall be addressed. For example, the terms and term limits may be extended until the next biennial rally and election of new Board members.

ARTICLE V Meetings or Rallies

Section A. Meetings will be conducted according to Robert's Rules of Order.

Section B. There will be a minimum of one rally every two years, unless postponed /rescheduled according to Section D of Article V.

Section C. There will be a business meeting at all scheduled rallies.

Section D. In the event of a pandemic, natural disaster, or other circumstance as deemed necessary, any rally and/or meeting of the organization maybe postponed or rescheduled by a majority vote of the Board members of the organization.

ARTICLE VI Amending Constitution & By-Laws

To amend the Constitution or By-Laws of this organization. the change must be submitted in writing to the Board Chair to be presented to the membership either at a rally or published in two sequential newsletters and voted upon at the regular biennial rally held in Loudonville. Ohio. It must be approved by two-thirds (2/3) of the attending membership.

BY-LAWS OF FLXIBLE OWNERS INTERNATIONAL

ARTICLE I Membership Dues

Section A. Shall be set by the Board of Directors on a biennial basis.

Section B. Dues are payable every even year at the beginning of the fiscal year (January 1)

1. Membership dues may be paid for multiple 2-year terms.

Section C. Dues are considered delinquent if not paid by October 1, and the member shall lose all rights of membership, including voting, holding office, and receiving the newsletter.

Section D. Members may 'pay it forward' by paying the dues for another member of the organization at any time.

Section E. Signatories for the FOI checking account shall be Board Chair and Board Treasurer.

ARTICLE II Biennial Loudonville, Ohio Rally, (The Rally)

Section A. The Rally Captain(s) is/are responsible for planning and executing the biennial Loudonville, Ohio rally and shall be appointed by the Board Chair of the organization no later than 1 month following the most recent Loudonville, Ohio Rally.

Section B. The Rally Captain(s) may form a Rally Planning Committee to assist in the planning and executing of the biennial rally.

Section C. The Rally budget shall be provided to the Board for review and approval prior to May of the same year as The Rally. The Rally Captain(s) shall keep an accurate record of expenses and all receipts for The Rally. Approved Rally expenses shall be reimbursed to the Rally Captain(s) upon submission of receipts. The Board may provide an advance payment to the Rally Captain(s) to cover incurred expenses for The Rally, if requested and approved by the Board.

Section D. The Rally Registration Fee shall offset most expenses for the event allowing for additional collection of fees to cover individual meals, entertainment, and activities. Overnight camping parking fees are to be collected by the campground entity unless approved by the Board to be collected by other means.

Section E. Name Badges will be provided to all attendees of The Rally and may also be produced and provided to all members of the organization at the will of the Board. The cost or partial cost of additional name badges may be covered by the organization.

Section F. T-shirts and other items displaying the organization's name and/or logo are to be approved by the Board by majority vote prior to ordering/purchasing of said items.

ARTICLE III Communications

Section A. Website – www.flexibleowners.org

1. The Webmaster shall be a Board member of the organization. If, at the discretion of the Board, the Webmaster is incapable of performing the duties of Webmaster, then another entity/person may be selected by the Board to serve in this capacity. In this instance, the appointed Board member shall serve as the Webmaster Liaison of the organization to the Webmaster.
 - a. The Webmaster/Liaison shall provide each newsletter to the Webmaster for upload onto the website in a timely manner.
2. Website maintenance shall be performed at minimum, annually to ensure information is up to date, accurate, and displayed in a timely manner. The Board of the organization shall determine the content displayed on the website.

Section B. Social Media

1. Social media outlets are to be monitored by all members of the organization.
2. The Board Chair and Social Media Coordinator shall serve as Administrators to social media accounts created for the organization.

3. Oversight and determination of social media content and membership shall be determined by the Board.

Section C. Newsletter

1. The Newsletter Editor shall compose and publish a newsletter to the membership at a cadence determined by the Board. The newsletter should be published at least 4 times per year, under normal circumstances.
2. A membership roster will be included in the newsletter as soon as possible after October 1 of each even year.
3. New member information is to be listed in the next newsletter after joining.
4. Newsletters shall be distributed electronically to the provided email address by each member and uploaded to the website in a timely manner.