



CONSTITUTION

ARTICLE I **NAME AND OBJECTIVES**

Section 1 **NAME**

The organization, governed by this constitution, is named the "Ford Employees Recreation Association" and may be referred to hereinafter and in other proceedings and records of the organization as the "Association."

Section 2 **OBJECTIVES**

The objectives of the Association are to develop good fellowship and understanding among the employees of Ford Motor Company through the promotion of a sound program of recreational and hobby activities.

Section 3 **INCORPORATED**

The "Ford Employees Recreation Association" is a 501(c)(4) non-profit corporation organized under the laws of the State of Michigan.

Section 4 **USE OF INCOME OR ASSETS**

Any income or assets of the Association shall not inure, in whole or in part, to the direct or indirect benefit of any individual and shall be employed only in the pursuit of the Association's objectives as set forth herein.

ARTICLE II **MEMBERSHIP**

Section 1 **MEMBERSHIP SUBJECT TO ASSOCIATION RULES**

Acquirement and maintenance of Association membership will be subject to the provisions set forth herein and in the Association's By-Laws and Rules.

Section 2 **CLASSES OF MEMBERSHIP**

Membership classes in the Association may be Regular, Active, Associate, or Honorary.

Section 3 **REGULAR MEMBERSHIP**

All employees and retirees of Ford Motor Company, and the members of the immediate families of such employees or retirees, are members of the Association. All employees of past, present, or future Trustmarks, Subsidiaries, former Divisions, or Partnerships, of the Ford Motor Company shall be eligible for Regular membership for as long as they are eligible for retirement under the Ford Motor Company retirement plan and/or A/Z Plan eligible.

Section 3-1 **ACTIVE MEMBERSHIP**

Active membership in the Association will be held forth through Member Activities, and may be acquired only by acceptance for membership by a Member Activity, and may be maintained by active participation in the program carried out by such Member Activity.

Section 3-2 **ASSOCIATE MEMBERSHIP**

Any Member Activity may, subject to regulation by the General Council, confer Associate Membership upon a reasonable number of those otherwise ineligible for Regular Membership.

Section 3-3 **HONORARY MEMBERSHIP**

The General Council may, upon its own motion, or pursuant to petition by any Member Activity, confer Honorary Membership upon those qualifying through extraordinary contribution to the pursuit of the Association's objectives.

Section 4 **SUSPEND, EXPEL, CAUSE**

The membership of the Association, or any subdivision of the Association, will be limited to those endorsing and fostering the objectives of the Association and any act, whether of commission or omission, tending to obstruct, subvert or be otherwise injurious to the pursuit of the Association's objectives, may be considered reasonable cause for suspension and will, when such act is deemed deliberate or malicious in nature, be considered reasonable cause for expulsion of any member, members, or Member Activity found responsible for such act.

Section 4-1
SUSPENSION BY MEMBER ACTIVITY

Any member of a Member Activity may, for cause, be suspended or expelled from such membership by action of the appropriate Member Activity.

Section 4-2
SUSPENSION OF GENERAL COUNCIL MEMBER

Any member of the General Council may, for cause, be suspended or expelled from such membership by action of the General Council.

Section 4-3
SUSPENSION OF MEMBER ACTIVITY

Any Member Activity may, for cause, be suspended or expelled collectively by action of the General Council.

Section 4-4
RECORD OF ACTION

Written notice of any suspension or expulsion action, including statement of the cause leading to such action will, if taken by a Member Activity, be transmitted to the General Council, and, if taken by the General Council, will be read into the business of the General Council.

Section 4-5
VOTING TO SUSPEND

Any action to suspend or expel taken by the General Council will require a three-quarter (3/4) majority vote affirming such action in the presence of a quorum.

Section 5
SUSPENSION APPEAL

Any appeal arising out of any action to suspend or expel will be submitted in writing to the Executive Board for consideration. The Executive Board will render a written report of its findings and recommendations to the appropriate body originating the action to suspend or expel, as well as to the appellant, except that, in the event any such appeal be deemed dilatory, absurd, frivolous, or repetitious, the Executive Board may not be required to render a report.

ARTICLE III **OFFICERS**

Section 1 **THE OFFICERS**

The Officers of the Association will include: a President; an Executive Vice-President; a Treasurer; a Vice-President, Council Activities; a Vice-President, Club Activities; a Secretary; and a Sergeant-at-Arms.

Section 1-1 **ELIGIBILITY OF EXECUTIVE OFFICERS**

Each executive officer of the Association must be a full-time, employee of the Ford Motor Company, or its subsidiaries, at the time of election to such office. An employee, who terminates employment and is eligible for regular membership under the provisions of Article II, Section 3, while holding an executive office, may continue in said office until the next regularly scheduled election. If no active, Ford Motor Company employee runs for any of these offices, an eligible FERA Past President in good standing may be chosen to run. If no eligible FERA Past President in good standing wishes to run, the President may select an appointee to run. The office of a member of the Executive Board, whose employment by the company is terminated under favorable conditions, shall be reviewed by the Executive Board to determine eligibility for remaining in office upon the member's acceptance of full time employment elsewhere. Due to a possible conflict of interest, no person (Ford Employee or Retiree) may run for any office of the Executive Board if he or she is an active member of a club that has an outstanding financial obligation to FERA.

Section 2 **TERM OF OFFICE**

The Officers of the Association are elected for terms of one year, or until a successor is elected, effective at the time of installation in the office.

Section 3 **SUCCESSIVE TERMS**

Individual member eligibility for each office will be limited to two consecutive terms in that office. After being out of a position for one term a member may be eligible to seek re-election in that office.

Section 4 **PRECESSION AND RANK**

The order of precession, when applicable, and rank of offices is:

- | | |
|---|---|
| First - President | Second - Executive Vice President |
| Third - Treasurer | Fourth - Vice-President, Council Activities |
| Fifth - Vice-President, Club Activities | |
| Sixth - Secretary | Seventh - Sergeant-at-Arms |

Section 5
PRESIDENT'S ABSENCE

If the President is absent and thereby unable to fulfill the duties of his/her office, the Executive Vice-President will assume the duties of the Presidency until such absence is terminated, or will succeed to the Presidency if such absence is determined to be of a permanent nature.

Section 6
ABSENCE, PRESIDENT AND EXECUTIVE VICE-PRESIDENT

In the absence of both President and Executive Vice-President, Chairpersonship of any General Council or Executive Board meeting will be assumed by that officer of those officers present, ranking highest in the order of precession, and the executive and administrative functions of the Presidency will devolve upon the Executive Board, which will act formally as an executive committee, until either of such absences is terminated.

Section 7
ABSENCE, SECRETARY OR SERGEANT-AT-ARMS

In the absence of the Secretary or Sergeant-at-Arms, the President may assign any necessary function of their offices to others, until such absence is terminated.

Section 8
ABSENCE, TREASURER

The President, or Executive Vice President, will assume any necessary functions of the Treasurer, in his/her absence, until such absence is terminated.

Section 9
PERMANENT ABSENCE

If the absence of any officer, other than the President, is determined to be of a permanent nature, any vacancy thereby created will be filled by Presidential appointment if the unexpired term of office is four months or less and by special election if the unexpired term of office is longer than four months.

Section 10
DUTIES OF THE EXECUTIVE BOARD OFFICERS

The duties of the Executive Board Officers are found in the By-Laws of the association as follows:

President: Paragraph 8.

Executive Vice-President: Paragraph 9.

Treasurer: Paragraph 10.

Vice-President, Council Activities: Paragraph 11.

Vice-President, Club Activities: Paragraph 12.

Secretary: Paragraph 13.

Sergeant-at-Arms: Paragraph 14.

ARTICLE IV **ELECTIONS**

Section 1 **REGULAR ELECTIONS**

Regular elections of officers comprising the Executive Board will take place during the Annual Meeting of the General Council to be held in the month of March.

Section 1-1 **SPECIAL ELECTIONS**

Special election of any officers, when required, may take place during any meeting of the General Council provided that notification of the intent to conduct such election has been included in the summons or call for such meeting.

Section 2 **CONDUCT OF ELECTIONS**

For the business of electing officers, the President will appoint an Election Chairperson who will be an elector other than a candidate, and who will, as chairperson preside over the meeting during the conduct of such business, and who will, upon becoming a candidate subsequent to such appointment, surrender such chairpersonship to a similarly qualified successor as appointed by the President.

Section 3 **NOMINATING COMMITTEE**

Prior to any election of officers, the President will appoint a Nominating Committee consisting of at least three members; all members of which will be qualified General Council members other than incumbent officers.

Section 3-1 **COMMITTEE'S NOMINATIONS**

The Nominating Committee will present a panel of eligible candidates, including at least one for each position to the General Council, prior to the acceptance of any additional eligible candidate nominations from the floor and prior to the casting of ballots.

Section 3-2 **SUSPENSION OF SUCCESSIVE TERM LIMITATIONS**

If the nominating committee, with the concurrence of both the Executive Board of the Association and the Trustees, determines that there is no qualified candidate for an office, the provisions of Article III, Section 3 may be waived for a period of one year.

Section 3-3 **DISSOLUTION OF NOMINATING COMMITTEE**

The Nominating Committee will stand dissolved following notification of all successful candidates of their election and following General Council acceptance of its final report.

Section 4
FLOOR NOMINATIONS

Additional nominations of eligible candidates to fill any position may be introduced from the floor by any qualified elector. Nominated individuals must signify willingness to serve or, if not present, the nominated candidate's written intentions to serve in specific position(s) must be presented. Nominations from the floor may be made prior to the casting of votes to fill the position for which the candidate is nominated.

Section 5
ELIGIBILITY: COMMITTEE NOMINATION

Any candidate, to be eligible for nomination by the Nominating Committee, or from the floor, shall be presently a qualified member of an active Member Activity of the General Council, or a past officer of the FERA Executive Board. They must also be an active full time employee or retiree of the Ford Motor Company. The candidate must be eligible per the provisions of paragraph 9 the FERA Constitution By-Laws.

Section 5-1
FLOOR NOMINATIONS

Any candidate, to be eligible for nomination from the floor, shall be a qualified member of an active Member Activity of the General Council, a full time employee or retiree of the Ford Motor Company, or a past officer of the FERA Executive Board, during any nine months of the twelve-month period, immediately preceding the proposed election.

Section 5-2
PRESIDENT, EXECUTIVE VICE-PRESIDENT, AND TREASURER

To be eligible for nomination as President, Executive Vice-President, or Treasurer, a candidate must currently be serving a full term of office on the Executive Board.

Section 6
VOTING: ELECTORS

The members of the General Council qualifying as electors will be: the duly designated representative of each qualified Member Activity in good standing; each Officer of the Association; and each qualified Past President in good standing.

Section 6-1
ELECTORS VOTE

Each elector may cast one vote on each ballot for the election of an officer.

Section 6-2
SEPARATE BALLOTS

Balloting to elect any officer will be conducted separately from the balloting to elect any other officer.

Section 6-3
PRECESSION

Balloting to elect more than one officer will be conducted according to the rules of precession with the highest-ranking position being filled first.

Section 6-4

SECRET BALLOT

If there are two or more candidates for a position, election will be determined by written ballot.

Section 7

ELECTION: MULTIPLE-CANDIDATES

When more than one candidate is nominated to fill a position, a candidate must receive a majority of the votes cast for the position to be elected. If the initial balloting results in none of the candidates receiving a majority, then the voters shall again cast their ballots, choosing between the two candidates receiving the greatest number of votes in the initial balloting.

Section 7-1

SINGLE CANDIDATE

If there is only one candidate for a position, that candidate will be declared elected and no ballots will be distributed or collected.

ARTICLE V
THE GENERAL COUNCIL

Section 1
DELIBERATIVE ASSEMBLY

The General Council is the deliberative assembly of the Association, and in assembly will consider and resolve any matters pursuant to the Association's objectives, which may be brought before it.

Section 1-1
AUTHORITY AND RESPONSIBILITY

The General Council is vested with the authority to conduct and regulate the Association's affairs and business and with the responsibility for conducting and regulating such affairs and business in accordance with the herein stated Association's objectives.

Section 2
MEMBER ACTIVITIES ACCEPTANCE

Any group organized for and actively engaged in any activity which is in accord, and engaged in only such activities as are in accord, with the herein stated Association's objectives may, upon petition, be accepted as a Member Activity of the General Council provided:

Section 2-1
FIFTEEN MEMBERS

That the petitioning group consists, at all times, of at least fifteen regular, active members; and,

Section 2-2
NINETY PER-CENT QUALIFIED MEMBERS

That at least ninety percent of the total membership of the petitioning group are qualified for Regular membership in the Association; and,

Section 2-3
ARTICLES OF ORGANIZATION

That the articles, by which the petitioning group is organized, include provisions for a panel of officers, elections, and at least one annual meeting; and,

Section 2-4
MEMBER ACTIVITY CONTINUANCE

That continuance of the rights and privileges bestowed by membership will be subject to the continued observance of By-Laws #6 and maintenance of the condition under which membership was accepted.

Section 2-5
LIMITED NUMBER OF MEMBER ACTIVITY

That only one unique member activity will be accepted to each distinct activity type.

Section 2-6

MEMBER ACTIVITY ORGANIZATION DOCUMENT CHANGES

Any changes to the member activities organization documents (e.g. the Organization's Constitution) must be submitted to the FERA executive board for review to ensure compliance with the Association objectives, and filing. This will also ensure a current copy is available for review and update whenever necessary.

Section 3

MEMBER ACTIVITY REPRESENTATION

Each organized member activity may be afforded representation on the General Council through its president. An Association of all recreation activities at each Ford Motor Company plant location may also be afforded membership on the General Council through its president who will represent all such activities. Each Member Activity or Association will be entitled to seat one delegate on the General Council.

Section 3-1

QUALIFICATION OF DELEGATES

Only qualified Regular members of the Association may be elected President of Member Activities, and are thus designated by their Member Activity as delegates to the General Council. Such elected presidents must meet the requirements for Regular membership as defined in Article II, Section 3. The president may, however, delegate a representative to attend General Council Meetings.

The Member Activity President, as the delegate to the General Council meetings, may designate only qualified active members of the Association to represent their activity in his/her absence.

Section 3-2

Member Activity Officers

The Association requires that the office of President, Vice-President, and Treasurer of Member Activities be active Ford Motor Company employees. If no active Ford Motor Company employee chooses to run for one of these offices then a Ford Motor Company retiree may run for the position.

NOTE: At the discretion of the current Executive Board of the Member Activity, if no active Ford Motor Company employee or retiree chooses to run for one of these offices, a vote can be held to temporarily suspend this requirement for that term of office only. This action requires annual concurrence by the Association Executive Board.

NOTE: If an active Ford Motor Company employee runs for the office this rule cannot be suspended. If no active Ford Motor Company employee runs for the office, and a Ford Motor Company retiree runs, then no non-employee may run for this office. In this case only the portion of this rule requiring an active employee may be suspended.

Section 3-3

OFFICER NOT DELEGATES

No officer of the Association may act as a Member Activity delegate to the General Council while holding office. Upon the election, or appointment, of any Member Activity delegate to an Association office, that Member Activity must designate a qualified member to serve as delegate to the General Council.

Section 4
TRUSTEES

The Trusteeship of the General Council will be composed of all Past-Presidents of the Association, in good standing, each of whom will be entitled to a seat on the General Council.

Section 4-1
PAST PRESIDENTS

The immediate Past President may remain on the Executive Board, as an advisor only, to the new President for one (1) year.

Section 6
VOTING

Each Officer of the Association, each Trustee, and each qualified Member Activity Delegate will be entitled to one vote on any matter under consideration by the General Council.

ARTICLE VI **THE EXECUTIVE BOARD**

Section 1 **FUNCTION**

The Executive Board functions as a committee acting for the General Council in the interim between General Council meetings.

Section 1-1 **INTERIM AUTHORITY**

The Executive Board is empowered to act for and in the name of the Association in carrying out the will of the General Council and for such purpose as vested with the authorities and responsibilities of the General Council;

Section 1-2 **EMERGENCY AUTHORITY**

The Executive Board, in emergency, or when there is insufficient time in which to convene the General Council, is empowered to act for and in the name of the Association in promoting the objectives of the Association and for such purpose as vested with the authorities and responsibilities of the General Council.

Section 1-3 **REPORTS**

The Executive Board will render reports relative to its actions, and make recommendations relative to its function, to the General Council.

Section 1-4 **APPEALS FROM SUSPENSION**

The Executive Board will consider all written petitions involving suspension or reinstatement of an Association member or Member Activity and report its findings to the General Council.

Section 2 **COMPOSITION**

The Executive Board is composed of the Officers of the Association.

Section 3 **VOTE**

Each Officer of the Association may cast one vote on any question before the Executive Board.

Section 3-1 **VOTING MAJORITY**

At least four affirming votes will be required to authorize any action by the Executive Board.

Section 4
QUORUM

A minimum of four Association Officers will constitute a quorum of the Executive Board.

ARTICLE VII
COMMITTEES

Section 1
STANDING COMMITTEES

Standing committees will be created for functions of a continuing or permanent nature and will serve until the conclusion of the first Annual Meeting subsequent to their appointment.

Section 2
SPECIAL COMMITTEES

Special committees will be created for particular functions of a short-term nature and any such committee will serve from the time of its appointment until the function for which it was created has been discharged.

Section 3
EXECUTIVE COMMITTEE

An Executive Committee, when required, will be formed of all available officers and will serve until the necessity for such committee is relieved by election of officers or termination of the absence of an officer;

Section 3-1
QUORUM EXECUTIVE COMMITTEE

Any four Association Officers will constitute an Executive Committee quorum and a minimum of four affirmative votes will be required to authorize any executive action by such committee except that, in the event that a quorum is unobtainable, a lesser number of officers may issue a call for a special meeting of the General Council.

Section 4
APPOINTMENT

The President, with the advice of the Trustees, will appoint committees unless otherwise provided herein, in the Association's By-Laws, or by the resolution creating a committee. FERA desk representatives will be appointed by the President of the Association with the advice and concurrence of the Executive Board and Trustees.

Section 5
COMMITTEE EXPENSES

Committees may be allowed cash disbursements from the General Council funds to cover reasonable and actual expenses incurred in discharging their functions. Committee expenses will be regulated by the Association's By-Laws or by resolution of the General Council or Executive Board.

ARTICLE VIII **MEETINGS**

Section 1 **ANNUAL MEETING**

The Annual Meeting of the General Council will convene once each calendar year at a place and on a date in the month of March to be determined by the Executive Board.

Section 2 **REGULAR MEETINGS**

Regular meetings of the General Council will convene upon call of the President and will convene, in addition to the Annual Meeting, in at least two regular meetings during each calendar year.

Section 3 **SPECIAL MEETINGS**

Special meetings of the General Council will convene upon call of the President, either on his/her own motion, or upon petition of the Executive Board, the General Council, or others petitioning with reasonable interest and cause.

Section 4 **EXECUTIVE BOARD MEETINGS**

Executive Board meetings will convene upon call of the President, either on his/her own motion, or upon petition of the Executive Board, the General Council, or others petitioning with reasonable interest and cause as determined by the Executive Board.

Section 5 **COMMITTEE MEETINGS**

Committee meetings will convene upon call of the appropriate chairperson.

Section 6 **PLACE AND TIME OF MEETINGS**

All meetings will be convened in such places and at such times as may be reasonable and adequate for their purpose and will be subject to review for such reasonableness and adequacy by the Executive Board.

Section 7 **EMERGENCY SITUATIONS**

In the event of National Emergency, or local condition tending to prohibit or otherwise render impractical the convening of any meeting, the President or appropriate chairperson will use the best communications available to effect the provisions of this Constitution and the Association's By-Laws in the pursuit of the Association's objectives.

ARTICLE IX **AMENDMENTS**

Section 1 **AMENDMENTS TO THE CONSTITUTION**

The provisions of this Constitution may be altered, revised, added to, or rescinded only by process of amendment, as provided herein.

Section 2 **ADOPTION MEETING**

Amendments to this Constitution may be adopted at any regular or special meeting of the General Council provided that the summonses for any such meetings, wherein the proposed amendments are either read or acted upon, will have included notification of such purpose.

Section 3 **INTRODUCTION**

Any proposed amendment to this Constitution will be introduced into the business of a General Council meeting in writing;

Section 3-1 **TWO READINGS REQUIRED**

No proposed amendment to this Constitution may be voted upon unless it has been read into the business of the General Council during any two (2) separate meetings in the presence of a quorum;

Section 3-2 **ADOPTION VOTE**

Any amendment to this Constitution will require a two-thirds (2/3) affirmative majority of the votes cast, in the presence of a quorum, for its adoption. A quorum of General Council is defined as at least one-half (1/2) of the average attendance at the previous three (3) General Council business meetings.

Section 4 **AMENDMENTS TO THE BY-LAWS**

The By-Laws of the Association may be amended, revised, added to, or rescinded by the process of amendment, as provided herein.

Section 4-1 **ADOPTION MEETING**

Amendment to the By-Laws may be adopted at any regular or special meeting of the Executive Board provided that the summonses for any such meetings, wherein the proposed amendments are either read or acted upon, will have included notification of such purpose.

Section 4-2 **INTRODUCTION**

Any proposed amendment to the By-Laws will be introduced into the business of an Executive Board meeting in writing

Section 4-3
ADOPTION VOTE

With the advice and concurrence of the Trustees, any amendment to the By-Laws will require a two-thirds (2/3) affirmative majority of the votes cast, in the presence of a quorum, for its adoption. A quorum of the Executive Board is defined in Article VI, Section 4, as a minimum of four Association Officers.

Concurrence of the Trustees is defined as 2/3rds Trustees in attendance or by proxy, during an Executive Board meeting (call must be offered by the President for such voting). All Trustees should be notified of the proposed amendments, and invited to the meeting, at least two weeks prior to the vote.

Section 5
NO BY-LAW TO ABRIDGE

No By-Law or Rule will be enacted abridging the rights and privileges or waiving the responsibilities and duties of the Association or its members and officers as set forth in this Constitution.

ARTICLE X
PARLIAMENTARY AUTHORITY

The rules contained in "Roberts Rules of Order" will govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution, By-Laws, and Rules of the Association.

ARTICLE XI
ASSETS

Section 1
DESCRIPTION

The assets of the Association consist of all properties, whether real or personal, all equipment, all accounts, funds or securities held in the name of the Ford Employees Recreation Association.

Section 2
EMPLOYMENT OF ASSETS

The Association will employ its assets in the pursuit of its constitutionally stated objectives and, will not employ them otherwise, nor will the Association suffer them to be employed otherwise.

Aligned with each fiscal year the Executive Officers, led by the Treasurer, must develop and approve a balanced operating budget, whereas the projected income shall be limited to 10% greater than the prior fiscal year income. The budget must designate who is responsible to manage each expense or income line.

The planned budget must be submitted to all Trustees and Officers two weeks before voting to approve. Any questions and modifications should be resolved one week prior to the approval meeting. To be approved it must be accepted by a majority of the Trustees in attendance at the Executive Board meeting, and by a majority of the Executive Officers. If this cannot be accomplished, the President may request to take the proposed budget to the General Council for review and approval.

The approved budget will provide authority to the designated individual noted to manage each expense or income line without having to get additional approval to implement the action/program. This may require an individual to prepare and present the projected income and expenses when requested by the Treasurer, Executive VP, or President.

Section 3
FINAL DISPOSITION

Upon dissolution of the Association, no dividend, or other distribution of its assets, will be made to any member or officer thereof; but all assets will, in such case, be applied toward accomplishing the constitutional objectives for which the Association was organized. The current Executive Board, with the advice and concurrence of the Trustees, must make a recommendation for disposition of all assets. This recommendation must be approved by a simple majority vote, in the presence of a quorum of the General Council, before final assets are distributed.

GLOSSARY OF TERMS

Past President	One who has been elected to and installed in the office of President
Qualified Past President	A Past President who has retained his/her right to vote by attending a combination of at least three (3) FERA General Council or Executive Board meetings of the previous 12 meetings, or who is an active member on one of the FERA standing committees.
Member Activity	An active employee club recognized by FERA
By-Laws	Laws of conduct, usually established by precedent, added to the Constitution and remaining in force until rejected or changed by Executive Board action.
Rules	Directives for conduct and order established by Presidential prerogative to remain in force until rejected or changed by the President.
General Council	An Assembly of the Officers of FERA, a representative from each of the member Activities, Past Presidents of FERA, and designated Presidential appointees of FERA.

Nothing contained herein is intended, nor should it be construed to intend, any undue burden on any member, or discrimination against any individual or group.

The above Constitution and By-laws, and all activities of the Association, function commensurate with Ford Motor Company policy.

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November, 1982	Entire Constitution	Entire Constitution
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March 12, 1990	III	5
November, 1994	III	1-1, 8, 12-3, 13-4
November, 1994	V	2-4
January, 1998	V	1-1, 2-1, 2-5
November, 1994	V	5 – deleted
November, 1994	VI	2-1 – deleted
November, 1994	VIII	3
November, 1994	BY- LAWS and GLOSSARY	
February, 1998	BY-LAWS	
May 1, 2000	Entire Constitution	Entire Constitution
April 7, 2001	I	4
April 7, 2001	III	8
April 7, 2001	V	3-1
April 7, 2001	XI	3
April 7, 2001	BY-LAWS	1a and 8
March 11, 2004	Entire Constitution & By-Laws	Entire Constitution & By-Laws
May 4, 2005	BY-LAWS	10 and 12
March 8, 2006	BY-LAWS	# 7 and 8 Revised
February 6, 2007	III IV BY-LAWS	1-1, 3 3-1, 3-2, 5, and 5-1 #9 added
November 1, 2011	BY-LAWS	1, 5&6 deleted – renumbered 7 Duties updated 8-14
August 15, 2013	I III IV V IX XI GLOSSARY OF TERMS BY-LAWS	3 1-1, 10 3-2, 6 2-4, 4 4-3 2 Grammar corrected 6, 9 revised. 15 and 16 added

FERA CONSTITUTION BY-LAWS

1. Qualifications for invitation of Member Activities and individuals to annual FERA Installation Banquet and Christmas Party.

Qualification for member activities shall be on the basis of club representation rather than on an individual's attendance. Requirements shall consist of being a club in good standing and representation at a minimum of one-half (1/2) of the General Council business meetings held during the calendar year immediately preceding the invitational event. Invitations will be extended only to the Club President; however, said Club President may, with the concurrence of the Association Executive Board, pass along the invitation to another Club member.

- Qualification for "presidential appointees": The requirements shall consist of being an individual who is an appointed chairperson of one of the ticket or book sales programs, and/or one who has volunteered at the FERA desk an average of at least 2 times per month during the past 12 months, and has attended a minimum of one-half (1/2) of the General Council business meetings held during the calendar year immediately preceding the invitational event.
 - Additional invitations may be extended at the discretion of the President of FERA, with the concurrence of the Executive Board.
2. The President shall present all committee reports to the Executive Board for appropriate recommendations.
 3. The President of the Association shall submit presidential appointees to the Executive Board for ratification.
 4. Any individual(s) suspended by a member activity shall be excluded from all FERA Board and Council meetings for the period of suspension by the parent activity.
 5. All Member Activities must submit Financial reports each fiscal year to the Treasurer by June 1, to support timely filing of the necessary Federal Tax returns for the period of May 1, -April 30. Such action allows all consolidated activities to meet their legal requirements for a Non-Profit recreational organization under the FERA umbrella. The treasurer will maintain the list of participants. If a club does not submit their fiscal reports on time it is assumed that the club will submit their own tax forms to the Federal and/or state government, as required by law.
 6. To continue as a Member Activity in "Good Standing" each Member Activity on a annual basis shall:
 - Demonstrate their active participation in FERA by attendance at the General Council meetings (each activity must be represented at least one half of the meetings per year)
 - Submit the required paperwork to the FERA Executive Board;
 - Financial statement to the Treasurer
 - Survey information to the VP Club Activities
 - Maintain
 - at least two Club Officers,
 - at least two Ford employees or Ford Retirees, and
 - at least two Events or Meetings held per year,
 - Clubs with a Web site who are linked to the FERA Web site must maintain Current information on their Club Web site.

Clubs that fail to continue as a Member Activity in "Good Standing" may be asked to dissolve or be put on hiatus until such time that they meet the requirements.

7. **ELIGIBILITY OF CANDIDATES FOR FERA EXECUTIVE BOARD OFFICE:** To be eligible to be nominated for an office on the Executive Board of FERA, either from the nominating committee or from the floor, a candidate must meet the following requirements:
 - Presently be a qualified member of an active Member Activity of the General Council, or a past officer of the FERA Executive Board, AND
 - Be an active full time employee, or retiree, of the Ford Motor Company.
 - Additionally eligible candidates must indicate a willingness to serve on the Executive Board verbally, or, if not present at the election, in writing.

- To be eligible, candidates must also have demonstrated a willingness to serve by regular timely attendance at FERA General Council business meetings in the months prior to the election.

8. DUTIES OF PRESIDENT: The President is the chief executive officer and the chief administrative officer of the Association, and the duties of this office will include:

- **PRESIDING OFFICER:** To preside as chairperson over all meetings of the General Council and Executive Board; manage Executive Board and General Council meeting agendas, and establish dates by the end of June of their elected year through May of the preceding year, for all General Council and Executive Board meetings;
- **CALL MEETINGS:** To effect the call for all meetings of the General Council and Executive Board except as otherwise provided herein or in the Association's By-Laws;
- **EXECUTIVE CONTRACTS:** Authority to execute contracts or other instruments in the name of the Association upon the approval and direction of the General Council;
- **SIGN DRAFTS:** Authority to sign drafts aligned with the approved budget;
- **EMERGENCY:** Authority, in an emergency and in the absence of the Executive Board, to carry on the affairs and business of the Association;
- **APPOINT COMMITTEES:** The appointment of committees except as otherwise provided herein, in the Association's By-laws, or the resolution creating a committee;
- **AUDIT COMMITTEE:** If deemed appropriate, the appointment of an auditing committee, to be composed of other than General Council members, for the purpose of auditing the General Council's accounts and assets at the end of the fiscal year;
- **PRESIDENTIAL APPOINTEES:** Authority to appoint, subject to the provisions of the Association's By-laws and review by the Trustees, personal representatives whose duties, assigned by the President, will not conflict with the duties or privileges of any other officer or member of the General Council;
- **OTHER DUTIES:** The performance of such other duties as may be provided for herein, or in the Association's By-laws.

9. DUTIES OF EXECUTIVE VICE PRESIDENT: The Executive Vice-president is the second executive and administrative office of the Association, and the duties of this office will include:

- Assume the duties of Treasurer in his/her absence
- **ASSUMPTION OF PRESIDENTIAL DUTIES:** The assumption of, or succession to, the duties of the President, as provided by the rules of precession;
- **SIGN DRAFTS:** Authority to sign drafts aligned with the approved budget;
- **RULES COMMITTEE:** Chairpersonship of the "Rules Committee" with responsibility for preparing and presenting, for General Council consideration, any reports or drafts pursuant to such proposals as involve any alteration of the Association's Constitution, By-Laws, Committee Chairperson Roles and Responsibilities, or Rules; distribute the latest Committee Chairperson Roles and Responsibilities to any new Chairperson;
- To oversee potential new club constitution review by the Constitution Committee
- To oversee proposed changes to existing club organizational documents (e.g. Club Constitutions);
- **MEETINGS:** Shall report to the General Council, at the discretion of the President, at each General Council Meeting on Executive Board actions and make necessary recommendations relative to the Executive Board functions;
- **OTHER DUTIES:** The performance of such other duties, as may be provided for by the Association's Constitution or By-Laws.

10. DUTIES OF TREASURER: The Treasurer is the financial officer of the Association, and the duties of this office will include:

- **RECORDS:** Responsibilities for the preparation of accurate records relative to the acquisition and disposition of both the Association's assets and the General Council's funds. These records shall be accurate and used for filing annually with the IRS as set forth by law;
- **PRESERVATION OF RECORDS:** Responsibility for the preservation and maintenance of all records relative to the Association's assets and to the General Council's funds;
- **REPORTS:** The rendering of any reports, as may reasonably be required by the General Council or Executive Board, relative to the functions of this office; These reports shall include a listing of the Member Activities, which complied with FERA Constitution By-Laws #7, to be furnished to the Constitution Chairperson to facilitate the annual update.
- **SIGN DRAFTS:** Authority to sign drafts aligned with the approved budget,
- **CUSTODIAN OF ASSETS:** Responsibility, as custodian of the Association's assets and the General Council funds, for the collection and safekeeping of funds in the name of the General Council and for the maintenance, welfare, and disposition of the Association's assets;

- **DISBURSEMENTS:** Responsibility, as disbursing officer, for the verification of all bills, invoices, and vouchers presented for payment, and for issuing drafts against the General Council funds to satisfy any such verified bills, invoices, and vouchers. Key association contracts that need to be managed include items such as: Nonprofit year fee, crime insurance contract, tax services, etc.
- **LOANS:** To keep track of any loans outstanding;
- **FERA FINANCIAL ACCOUNTS:** Manage the transition of all FERA Executive Board and Program saving/checking accounts, as required;
- **INVESTMENT PORTFOLIO MANAGEMENT:** Manage the Associations investments by coordinating all meetings with financial advisors, and coordinating transactions. The approval to adjust investment allocations shall be by major vote of the President, Executive VP, Treasurer, and one presidential appointee;
- **BUDGET:** To prepare, along with the President, the Association's annual budget and submittal for final Executive Board approval in May for the next fiscal year. Any outgoing Treasurer shall submit the next year's budget for any incoming Treasurer;
- Assume the duties of the Executive Vice President in his/her absence;
- **OTHER DUTIES:** Establish, and manage an account with local merchant(s), as requested by the president, to execute the purchase of special purchases by the Association used for condolences, or appreciation gifts. Additional performance of such other duties as may be provided herein, or in the Association's By-Laws.

11. DUTIES OF VICE-PRESIDENT OF COUNCIL ACTIVITIES: The Vice-President, Council Activities is functionally responsible for all activities directly undertaken by the General Council, except those assigned otherwise herein, or by the Association's By-Laws, or by the resolution creating an activity and the duties of this office will include:

- **DEVELOPING PROGRAM:** The responsibility of planning, developing and coordinating a program of General Council activities falling within the function of this office;
- Functionally responsible for overseeing all activities that include the Executive Board. These include, but are not limited to the following:
 - Installation Dinner
 - General Council Outing
 - Christmas Party
 - Executive Board Planning Meeting-
- **REPORTS:** The rendering of reports and recommendations to the General Council, relative to the functions of this office;
- **HISTORIAN:** Shall be the official historian of the Association, and shall be responsible for accountability of and transfer to his/her successor all documents relating to the history and progress of the Association.
- **OTHER DUTIES:** The performance of such other duties as may be provided herein, or in the Association's By-Laws;

12. DUTIES OF VICE-PRESIDENT OF CLUB ACTIVITIES: The Vice-President, Club Activities is functionally responsible for liaison between the General Council and the Member Activities, and the duties of this office will include:

- **ACTIVITY COORDINATION:** The responsibility of developing and promoting coordination between the General Council and the Member Activities and between the Member Activities;
- **GROWTH OF MEMBER ACTIVITIES:** The responsibility of planning and developing a program of General Council activity toward promoting the growth of Member Activities;
- **NEW MEMBER ACTIVITIES:** The responsibility of planning and implementing General Council activity toward promoting the formation of new Member Activities and General Council assistance in such formation;
- Maintain current copies of all club Constitutions
- Keep Secretary informed of changes within the clubs
- Distribute and maintain the yearly club survey
- Introduce new club presidents at the General Council meetings, key FERA operating procedures and forms (electronic copy also sent to their Treasurer), and inform FERA's secretary & FERA's president that a new president will be present at the next General Council meeting;
- Ensure new club presidents are aware of FERA's expectations regarding form submission, meeting attendance, program participation;
- **REPORTS:** The rendering of reports and recommendations, to the General Council, relative to the functions of this office, such as which clubs are participating in which FERA programs;
- **CLUB PROFILES:** Schedule club profiles, which should consist of a short talk by a club representative, about what their club is all about, usually done at a General Council meeting.

- **OTHER DUTIES:** The performance of such other duties as may be provided herein, or in the Association's By-Laws.

13. DUTIES OF THE SECRETARY: The Secretary is the chief corresponding and recording officer of the Association, and the duties of this office will include:

- **COUNCIL PROCEEDINGS RECORD:** Responsibility for the preparation of an accurate record of the proceedings of the General Council and the Executive Board;
- **PRESERVATION OF RECORDS:** Responsibility for the preservation and maintenance of all records, reports and documents of the Association except as provided otherwise herein or in the Association's By-Laws, such as (Name, address, contact information for all club presidents, Executive Board members, and Trustees);
- **CORRESPONDENCE:** The preparation, at the direction of the President, of such correspondence, reports, statements or other matter as may be required in the conduct of the Association's affairs and business, and the receiving and handling of any correspondence directed to the Association;
- **DOCUMENTS AT MEETINGS:** The provisions, at all General Council and Executive Board meetings, of accurate copies of the Association's Constitution, By-Laws, Rules and General Council membership roll;
- **MEETING ANNOUNCEMENTS:** Issue invitations for all General Council and Executive Board meetings, through the next May meeting, to the approved invitee list;
- **MANAGE MEETING RESOURCES:** Make appropriate room and food reservations, if needed, for all General Council and Executive Board meetings. Manage any expenses for rooms, and/or food within the Executive Board budget; Inform both the President and the VP of Clubs of any new club presidents planning on attending the next General Council meeting;
- **OTHER DUTIES:** The performance of such other duties as may be provided for herein, or in the Association's By-Laws.

14. DUTIES OF SERGEANT-AT-ARMS: The Sergeant-at-Arms functions, at the direction of the President, as the "assembly clerk" and further, functions to assist the President in preserving order during any meeting of the General Council or Executive Board, and the duties of this office will include:

- **RECORD OF ATTENDANCE:** Responsibility for recording the names of all members in attendance at any General Council and/or Executive Board meeting and delivery of such record to the Secretary, and VP of Council Activities;
- **ROLL CALL:** The function, upon direction by the President, of calling the roll at any General Council and/or Executive Board meeting whenever, in the course of business, such roll call is deemed necessary;
- **TALLY VOTE:** The function, upon direction by the President, of tallying the vote on any question before the General Council and/or Executive Board;
- **DETERMINATION OF QUORUM:** Responsibility for determining the presence or absence of a quorum when requested by the President;
- **RECORDING TIME:** Responsible for keeping track of actual time used in official exempt and nonexempt business and then forwarding the information to both the Treasurer and the Secretary;
- **OTHER DUTIES:** The performance of such other duties as may be provided for herein, or in the Association's By-Laws.

15. TRUSTEES: The Trustee functions to provide the Association with advice from the viewpoint of Past President. Trustees are to be invited to all General Council Meetings, all Executive Board Meetings, Planning Meetings, Christmas Events, Installation Dinners Meetings, and Special Events. (Does not need to be invited to all committee meetings: Standing, Special, or Executive). It is recommended that Trustees will be aligned as Mentors to each Executive Office. A Trustee in good standing is a Past President acceptable to Ford Motor Company to be on Company property.

16. HONORARY MEMBER: An Honorary Member is a Lifetime membership because of the extraordinary work that they have done in the past. This Honorary Member can be used as temporary backup for openings as they may occur. Each Honorary Member is to be invited to General Council Meetings, Christmas Party, Installation Event, General Council Outing, and to the Executive Board Meetings. They will be invited to Planning Meetings when they are a Committee Leader or if they are a sub-Committee Leader and their committee leader requests their attendance.

Last revised August 15, 2013