

Tidewater Region Antique Automobile Club of America By-Laws

ARTICLE I – NAME AND PURPOSE

- Section 1. This Region shall be known as the TIDEWATER REGION OF THE ANTIQUE AUTOMOBILE CLUB OF AMERICA.
- Section 2. The purpose of this Region shall be to supplement and actively support the goals and the activities of the Antique Automobile Club of America and of the Tidewater Region..
- Section 3. The Tidewater Region of the Antique Automobile Club of America is incorporated in the state of Virginia and its registered agent is Stephen L. Comfort.

ARTICLE II – REGIONAL OFFICES

- Section 1. The elected officers of the Region shall be the President, Vice-President, Secretary, Treasurer, and four members of the Board of Directors. Said officers, except elected board members, shall hold offices for one year from the date of installation or until their successors are duly elected and installed in their respective offices. No elected official shall serve more than two successive terms in the position to which they are elected.
- Section 2. The manner of the election of officers shall be prescribed by the Board of Directors of the Region. All members of the Region in good standing shall be given proper notice and opportunity to vote. (See Article XI)
- Section 3. It is the responsibility of all Officers and Board members to make every effort to attend all board meetings.

ARTICLE III – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the Region's President, Vice-President, Secretary, Treasurer, and four members elected by the Region. The immediate past president (president emeritus) shall serve on the Board in an advisory capacity as a non-voting member. In order to provide continuity of information within the Board of Directors of the Region, the term of office for Board members shall be two years, with two members being elected in alternating years. Board members shall not be eligible to serve successive terms in the position to which elected.
- Section 2. Should a vacancy occur on the Board of Directors or in any office, or should circumstances preclude a Board member from regular attendance at Board meetings, the President may appoint a successor to fill out the unexpired term.

- Section 3. Meetings of the Board of Directors will be held monthly at a location and time specified by the Board. Advance notice will be provided and all members are welcome to attend.
- Section 4. The Board of Directors shall proceed at their meetings in accordance with Robert's Rules of Order and within the constraints of these By-Laws. The decision of a majority of the Board on any question shall be binding and decisions shall be reported to the general membership. When any member wishes to challenge a Board decision, and this challenge is properly presented on the floor for discussion at the next regular or special meeting of the Region, then a majority of the members present at that meeting may approve, nullify, or amend a specific Board decision.
- Section 5. Any five members of the Board of Directors shall constitute a quorum at a Board of Directors meeting and the majority vote shall decide all issues.
- Section 6. It is the responsibility of all officers and Board members to make every effort to attend all Board meetings and as many other club functions as possible. Support of the activities of the Region by participation and working toward the success of events helps present a positive image of elected officials.
- Attendance at Board meetings by elected officers and Board members: The President and/or Secretary, or Vice President in their absence, must be notified in advance of an anticipated absence from a scheduled Board meeting. In the event of an emergency precluding advance notice, the President and/or Secretary, or Vice President in their absence, must be informed of the reason for not attending. Such notice shall be provided as soon as possible, but not later than the date of the next regularly scheduled meeting. Any elected official absent from 3 or more meetings without excuse will be considered to have resigned their position and may be replaced in accordance with procedure for replacing an officer or Board member outlined within these By-laws.
- Should any elected officer or Board member fail to fulfill the obligations of their office, the Board at its discretion may terminate the service of that individual as an officer or Board member, and may replace that individual in accordance with procedures outlined in these By-laws.
- Any failure in performance of an elected officer or Board member will be addressed by the Board to the individual concerned. That individual will be provided with a reasonable opportunity to correct any deficiencies. Such an opportunity shall not exceed 30 days.

ARTICLE IV – DUTIES OF REGIONAL OFFICERS

- Section 1. **PRESIDENT:** The president shall preside at all meetings of the Region

and at meetings of the Board of Directors. In his/her absence, the Vice-President shall preside. If both the President and the Vice-President should be absent, the Board may designate a temporary spokesperson to officiate. The elected President shall appoint all committee chairman, one of whom shall be a news correspondent to the Regional and national publications. The President shall appoint a member of the Board of Directors to report a summary of business to the newsletter editor. The President shall have the power to decide all questions of equal division and have all powers and duties usually vested in the President of an organization. The President shall be an ex-officio member of all committees, and shall receive the same notice of committee meetings as is given to other committee members. He/she shall require an audit and report of the Treasurer's books no later than 30 days after the annual officers' installation meeting in January by a person or persons other than a member of the Board of Directors.

Section 2. VICE-PRESIDENT: The Vice-President shall preside in the absence of the President. In the event the President vacates his/her office for any reason, the Vice-President will automatically fill that vacancy. The Board of Directors will proceed to elect a successor to the Vice-President's position. The Vice-President or his /her designee shall be our representative to the Car Club Council of Hampton Roads and ODMA.

Section 3. SECRETARY: The Secretary shall handle all official correspondence of the Region. He/she shall keep minutes of all Regional meetings, and meetings of the Board of Directors. He/she shall perform such other duties as may be directed by the President or the Board of Directors.

Section 4. TREASURER: The Treasurer shall collect, account for, and disburse the funds of the Region as may be ordered by the Board of Directors. He/she shall render a financial report of the Region at the annual officers installation meeting and whenever the President or the Board of Directors may require. He/she shall give bond at the expense of the Region if required to do so by the Board of Directors. The Treasurer shall be responsible for providing notification to all members of dues payable via the October edition of the Mudflap. He/she shall collect all dues payable by Region members. He/she shall maintain an up-to-date list of all members who have paid their dues and are in good standing. Checks issued in the name of the club shall be signed by the Treasurer and one other authorized officer. Any technology employed by a financial institution that we utilize can be used to transact business as long as the two person authorization requirement is maintained. In the absence of the Treasurer, the President and/or Vice-President, or Secretary may sign checks authorized by the Board of Directors. The Treasurer, acting in concert with the Board, shall ensure that no monies raised by the Region are spent for purposes not directly related to the goals and activities of the

Antique Automobile Club of America and of the Tidewater Region, unless specifically approved by the Board and by a quorum of the members present at a regular dinner meeting or special activity. The President shall present the Board approved motion for a vote. (See Article XI.) For financial purposes, the fiscal year of the Region shall correspond to the calendar year.

ARTICLE V – MEMBERS

- Section 1. Members in good standing in the Antique Automobile Club of America may become members of the Region.
- Section 2. Properly executed new membership applications must be accompanied by dues for the current year and filed with the Secretary. All applicants shall be sponsored by at least one active member in good standing. All new applicants for membership are encouraged to visit a regularly scheduled Board meeting; however, attendance at a Board meeting is not mandatory for membership. A copy of the by-laws and a current roster shall be given to each new member.
- Section 3. The amount of the annual dues payable to the Treasurer shall be fixed by the Board of Directors. Payment of dues may be made to the Treasurer either in person, by mail, or online. Annual dues will be due on or before January 1st of each year. New members joining the Region from January 1st through June 30th shall pay full dues for the calendar year in which they join. Members joining July 1st and after shall pay only half of the regular dues.
- Section 4. Termination of membership: The membership of any Regional member may be terminated by a majority vote of the Board of Directors for conduct unbecoming a member of the Antique Automobile Club of America, or for any other just cause. The member in question will be given 30 days from notification by the Board of Directors to reply to the charges or action. Any member whose Regional dues are more than 60 days in arrears shall be dropped from the Region roll until such time as dues are brought up to date. Exceptions to the above may be at the discretion of the Board of Directors.
- Section 5. Honorary Membership: The Tidewater Region AACA may, at times, wish to recognize certain individuals by bestowing honorary membership. Such an honor should be uncommon, recognizing uncommon service and dedication to the hobby, the region and chapter, the national organization or the automotive industry itself. Neither length of membership, nor level of participation alone would qualify one for such an honor. The following criteria will be used to select those who are worthy of such honor.

1. The individual must have made significant contributions of time, effort, leadership, talent, and /or personal resources to the antique automobile hobby, the Tidewater Region AACA, the national organization, or the automotive industry itself. Their level of dedication must rise well above the norm.
2. The individual must have provided a level of service that is consistently exemplary over a long period of time, whether as a member of the Tidewater Region or not.
3. The individual must, through his or her own actions, have demonstrated that the purpose of their involvement and the result of their efforts further the interests of the AACA, the Tidewater Region, the antique automobile hobby, or the automotive industry.
4. It is a preference that the individual must have served in a leadership role in the AACA, Tidewater Region, the antique automobile hobby, or the automotive industry. However, active, dedicated members who have served in a variety of ways and who have contributed beyond the norm to the success of the Region and its activities, may be considered for this recognition provided they meet the additional criteria specified above.

Individuals to be considered for honorary membership may be nominated by any member of Tidewater Region AACA. Nominations must specifically identify the reason for the nomination and must contain justification meeting the criteria identified above. Nominations will be submitted to an ad-hoc committee appointed by the current Tidewater Region AACA President. The committee will consist of five past presidents who will review the nomination and make a recommendation to the Board of Directors. The nomination will go forward for a Board decision only in the case that the committee approves the nomination. Honorary members will pay no dues to the Tidewater Region AACA. Honorary members will have full voting rights on matters of Region business so long as they are also members of the national AACA. They will receive a complimentary copy of the Region newsletter and will be able to participate in any activities of the Region. Honorary members are responsible for paying the cost of any activities they attend as any regular member would. A member of the Tidewater Region who has previously paid life-time dues will not be entitled to a refund if he or she becomes an honorary member. Honorary membership does not automatically transfer to survivors upon death.

Section 6. Regional Life Memberships shall no longer be offered. Existing Life Memberships will continue to be honored.

Section 7. Members who have been expelled for just cause shall not be eligible for guest or membership privileges. Members expelled for non-payment of dues may reapply for membership in the usual manner.

- Section 8. AACA National membership confers to spouses full privileges in the Region.
- Section 9. Upon the death of a member or spouse, a \$25 memorial donation will be made to the AACA Library in their name. Death of other relatives may cause a card of condolence to be sent to the family.

ARTICLE VI- MEETINGS OF MEMBERS

- Section 1. **Regular monthly meetings of this Region will normally be held on the 3rd Thursday of each month.** Exceptions will include the annual picnic, the Friday night social before the annual meet, and the installation banquet. Special meetings may be called by the President or upon the signed request of 3 members of the Board of Directors or 6 members of the general membership. Written notice shall be given to all members of such special meetings. (See Article XI)
- Section 2. Twenty percent (20%) of the Region's membership at any regular or called meeting shall constitute a quorum.
- Section 3. The President shall, at the August meeting, appoint an ad hoc nominating committee consisting of 3 past presidents for the purpose of developing a recommended slate of officers and Board members as candidates for the upcoming year. The committee shall place their recommended slate of candidates in nomination at the September meeting. At the October meeting, the floor shall be opened for further nominations for both officer and board positions. Prior to being nominated from the floor, those candidates must have agreed to serve if elected. Nominations shall then be closed. Elections will be conducted by individual ballots or by acclamation if there are no challenging candidates. Election results will be tabulated and reported at the November meeting. Installation of newly elected officers and Board members will take place at the Annual Banquet in January.

ARTICLE VII – POLICIES AND PROCEDURES

- Section 1. Investment Policy: With approval of the Board of Directors, surplus funds may be invested in Federally insured, secure investments limited to Bonds rated AAA, or Certificates of Deposit. In no case may an investment mature more than 2 years from the date of the initial investment. In no case may an investment automatically renew without prior approval of the Board of Directors. The Treasurer will maintain a listing of all investments, will monitor them, and will provide the Board of Directors with a minimum of 60 days notice of maturity. In no case will an investment be made by a single individual. Two authorized signatures will be required to initiate any investment. In no

case will an investment be made in stocks, funds, materials, commodities, property, real-estate, or any other instrument carrying risk greater than that of the investment defined in the above paragraph.

ARTICLE VIII – REGIONAL REQUIREMENTS BY AACA

- Section 1. The members of Tidewater Region shall not, as a group, use the name of the Antique Automobile Club of America in connection with a commercial or charitable project.
- Section 2. The Tidewater Region or its Chapters should not hold any activity in conflict with a National event of the Antique Automobile Club.
- Section 3. Announcement of Regional activities must be sent to the National Vice President in charge of Activities.
- Section 4. The names and addresses of all Regional officers must be submitted by the President to National Headquarters on the Officer Reporting Form immediately after local elections. The Regional Directory listing all members current as of March 1st of that year shall be submitted to National Headquarters by the Roster Committee on the date required.
- Section 5. The Antique Automobile Club of America is a non-profit organization. The members thereof shall not be entitled to any individual or collective interest, participation, share, right and/or property right in and to the assets of the Club. No dividends, pecuniary profits, stock dividends, or payments of like manner shall ever be declared or paid to the members of this Region.

ARTICLE IX – CHAPTERS

- Section 1. Upon compliance with the requirements of the National Board of Directors, one or more Chapters may be founded as circumstances dictate within the geographic area of a Region.
- Section 2. The members of every Chapter shall be members in good standing of the Antique Automobile Club of America and the Tidewater Region. Each Chapter shall be under the jurisdiction of the Regional President unless special exception is authorized by the National Board of Directors. A copy of the Chapter By-Laws will be on file with the President of the Region under which the Chapter is formed.

ARTICLE X – STANDING AND SPECIAL COMMITTEES

- Section 1. The President shall appoint the following standing committees:

Activities
Nominating
Telephone

By-laws
Region awards

- Section 2. The President shall appoint, as he/she deems necessary, ad hoc committees as required to conduct the business and activities of the Region.

ARTICLE XI – NOTIFICATION AND VOTING

- Section 1. All members of the Region in good standing will be given notification of candidates nominated for office, upcoming elections, and other major decisions requiring membership voting. Such notification shall normally be published in the Mudflap at least 30 days prior to the vote. In the event a decision must be made and time does not permit 30 days notice in the Mudflap, every effort shall be made to notify members by way of e-mail and/or telephone calls. Absentee voting will not be permitted. Members must attend regular or called (special) meetings for their vote to be counted.

ARTICLE XII – REVISIONS AND/OR AMENDMENTS TO BY-LAWS

- Section 1. Revisions and/or amendments may be made from time to time by a majority of the Region's members in good standing upon at least 30 days written notice to all members stating the proposed changes, provided a quorum, as required in Article VI, Section 2, is present.

ARTICLE XIII – DISTRIBUTION OF BY-LAWS

- Section 1. A copy of these by-laws shall be provided by the President to all new Board of Directors members at the first regularly scheduled meeting after the annual installation meeting in January.

By-laws Revision
by the
President's Advisory Committee
and the
By-laws Committee
Voted on and accepted by the TRAACA membership
November 19, 2009