

# **ANTIQUE AUTOMOBILE CLUB OF AMERICA VENICE REGION/CHAPTER BY-LAWS**

## **ARTICLE I - NAME AND PURPOSE**

- Section 1.** The name of this organization shall be known as the Venice Region of the Antique Automobile Club of America (AACA) Ref: Article VII, Section 7, a non-profit organization as registered with the state of Florida.
- Section 2.** The purpose of this Region/Chapter shall be to supplement the activities of the AACA and to provide mutual enjoyment of the members (Ref. National By-Laws).

## **ARTICLE II – BOARD OF DIRECTORS (9 MEMBERS)**

- Section 1.** The Executive Board of the Region/Chapter shall be composed of the following officers: President, Vice-President, Secretary and Treasurer, plus four Directors, who shall be chosen from the membership-at-large. Elected Officers (President, Vice-President, Secretary and Treasurer) shall hold office for two years from the date of taking office or until their successors are duly elected and sworn in. The President and Secretary shall be elected in odd numbered years and the Vice-President and Treasurer shall be elected in even numbered years. Two Directors shall be elected each year and serve for two years. Additional offices may be filled by election or appointment, with Executive Board approval, but will not have voting privileges.
- Section 2.** The immediate Past-President is an automatic non-elected member of the Board of Directors as a Director for one (1) year. If there is no immediate Past-President to serve on the Board, or the immediate Past-President's one year term has expired, the Nominating Committee shall nominate a fifth Director from the membership-at-large to serve for one year.
- Section 3.** The Executive Board shall have the power to proceed in any manner as it sees fit in their collective judgment that serves the interest of the Region/Chapter. The decision of the majority of the Executive Board on any question shall be binding until the next Monthly or Special meeting of the Region/Chapter, when such decision shall be approved, nullified or amended (Ref. National By-Laws).

## **ARTICLE III - ELECTION OF THE BOARD**

- Section 1.** A three member Nominating Committee shall be appointed by the President and announced in November at the November Region/Chapter meeting.
- Section 2.**
- A.** A recommended slate of Officers/Directors shall be presented to the membership by the Nominating Committee at the January Region/Chapter meeting. Nominations from the floor may be made immediately after the presentation of the recommended slate and with the written consent of the nominee. A second reading of the recommended slate shall be presented at the February Region/Chapter meeting immediately followed by nominations from the floor. The names of all said nominees shall be given to the Secretary and the slate shall be closed to any further nominees.

### ARTICLE III – ELECTION OF THE BOARD (Continued)

B. Directly after the February Region/Chapter meeting, a proxy slate of Officers/Directors shall be immediately mailed to all members with a brief biography of each nominee and with instructions that proxy votes are to be returned to the Region/Chapter Secretary before the March Region/Chapter meeting.

Section 3. The election of the Officers/Directors shall be held at the March meeting. Voting for contested offices shall be by secret written ballot. Members who have voted by proxy shall not vote in person at the March meeting. In the event of a tie there will be an immediate re-vote for that position by secret written ballot.

Section 4. The duly-elected Officers/Directors of the Board shall be installed at the April Region/Chapter Monthly Meeting and shall take office May 1<sup>st</sup>.

Section 5. A candidate must have been an active member in the Region/Chapter for at least one (1) year from the date of membership and have attended at least fifty (50) percent of the immediate past years General Membership Meetings to be eligible for election as an officer or director.

Section 6. The tabulation of the voting for elections must not be done by any of the candidates, current Board members, members of the Nominating Committee or relatives of any of the above. The Secretary shall oversee but not participate in the tabulation of the vote.

### ARTICLE IV – DUTIES OF OFFICERS AND DIRECTORS

Section 1. **President:** The Region/Chapter President shall preside at all meetings of the membership and the Executive Board and shall have the authority to appoint Committees or Chair-People for the purpose of club operations and activities. The President shall have the authority to recommend to the Board a name of a member to fill a vacancy of an Officer or Director and to be elected by the Board.

Section 2. **Vice-President:** The Vice-President shall assume the duties of the President in his/her absence and assist the President in the matters of the club.

Section 3. **Secretary:** The Secretary shall handle all official correspondence of the Region/Chapter and keep minutes of the Region/Chapter and Executive Board meetings. The Secretary shall perform other duties described in these By-Laws or as directed by the President and/or Board of Directors. If desired, the Secretary position may be divided into Corresponding Secretary to handle official correspondence and Recording Secretary to keep minutes of the Region and Board meetings. The Corresponding Secretary is not a member of the Board.

Section 4. **Treasurer:** The Treasurer shall manage the financial affairs of the Region/Chapter and shall be custodian of the Region/Chapters funds. The Treasurer shall render the financial report at the Monthly meeting of the members and whenever the President or Board of Directors shall request a report. The Treasurer shall collect all local dues payable by the Region/Chapter members. The Treasurer shall make all financial records available for audit once each year and whenever a new Treasurer takes office. The President and/or the Board of Directors may request an audit at any time. An Assistant-Treasurer may be appointed by the President, if desired, however, such Assistant-Treasurer shall not be an official member of the Board.

Section 5. **Director:** The five Directors shall attend all Board meetings and have a vote in all Board decisions. The Directors shall be considered to be equal working members of the Board. The Directors may chair various committees as assigned by the President.

Section 6. **All Officers and Directors:** All of the Officers and Directors shall be responsible for the day-to-day operations of the Region/Chapter. All shall have equal voting rights and all are responsible for setting policies and procedures for the Region/Chapter.

### ARTICLE V – MEMBERS

- Section 1.** Membership in the Venice Region/Chapter, including spouses, shall be per the regulations of the AACA.
- Section 2.** Upon receipt of a properly executed application and submission of a valid membership card in the National AACA, new members may be accepted or rejected by the Board or the Membership Committee (if one exists) (Ref. National By-Laws).
- Section 3.** The amount of dues may be changed from time to time, as recommended by the Board, and approved by the membership. All payment of Region/Chapter dues shall be made to the Region/Chapter Treasurer and are payable on or before January 1<sup>st</sup> of each year. New members as of November 1<sup>st</sup> will be carried over into the following year.
- Section 4.** The membership of any Region/Chapter member may be terminated by unanimous vote of the Executive Board for conduct unbecoming of a member of the AACA or other cause upon giving the member in question full opportunity to hear and reply to the charges or reasons for such termination. Any member whose dues are more than 60 days in arrears shall be dropped from the Region/Chapter rolls (Ref. National By-Laws).
- Section 5.** Any Region/Chapter member may resign by tendering his resignation in writing to the Board, but such resignation shall not entitle the member to a refund of dues (Ref. National By-Laws).

#### **ARTICLE VI – MEETINGS**

- Section 1.**
- A. Region/Chapter members shall hold at least one meeting annually for the election of Officers and the transaction of business of the Region/Chapter (Ref. National By-Laws).
  - B. Special meetings may be called by the Region/Chapter President or upon the signed request of three members of the Executive Board or six members of the Region/Chapter (Ref. National By-Laws).
  - C. Monthly meetings may be held at the discretion of the Board of Directors.
  - D. At least two weeks written notice shall be given to all Region/Chapter members of any meeting so called (Ref. National By-Laws). The President shall send a copy of the agenda to Executive Board members one week prior to each meeting.
- Section 2.** For the purpose of conducting business at Region/Chapter or Special meetings of the Region, fifteen (15) percent of the total membership shall constitute a quorum. A vote of the majority of such quorum shall be sufficient to approve, nullify or amend Executive Board decisions, to elect Officers/Directors, and to deal with such other items of business as may come before the membership (Ref. National By-Laws).
- Section 3.** Any proposal made from the floor of a Region/Chapter or Special meeting may be referred to the Executive Board by the President or any other member in attendance. Such proposals will be reviewed by the Executive Board at the next scheduled Board meeting and a recommendation will be presented to the membership at the next Monthly meeting.

#### **ARTICLE VII – NATIONAL AND REGION REQUIREMENTS**

- Section 1.** The affairs of this Region/Chapter shall be conducted at all times in such a manner as to coincide with the purposes and aims of the AACA Hershey National Organization, of which the Venice Region is a Chapter.

#### **ARTICLE VII – NATIONAL AND REGION REQUIREMENTS (Continued)**

- Section 2.** All members of this Region/Chapter shall be bound by any sections in the National By-Laws that apply to all members of the AACCA.
- Section 3.** Members of the Venice Region/Chapter shall not, as a group, or individually, use the name of the AACCA in connection with a commercial or charitable project (Ref. National By-Laws). The personal information of the Region members shall not be released to any person or group without the member's permission.
- Section 4.** The Region/Chapter shall not hold any activity in conflict with a National event of the AACCA (Ref. National By-Laws).
- Section 5.** Announcements of the Region/Chapter activities must be sent to the National Vice-President in charge of activities by the Region/Chapter Secretary (Ref. National By-Laws).
- Section 6.** The names and addresses of all Region/Chapter Officers/Directors and members must be sent to the National Secretary-Treasurer each year immediately after local elections by the Region/Chapter Secretary (Ref. National By-Laws).
- Section 7.** The Region/Chapter is organized for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In addition, net earnings shall not be used to the benefit of private shareholders or individuals, nor will the Region/Chapter, as a substantial part of our activities attempt to influence political legislation. No part of the net earnings of the Region/Chapter shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the Region/Chapter be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501(c)(3). No substantial part of the activities of the Region/Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Region/Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Region/Chapter shall not carry on any other activities not permitted to be carried on:
- A. By an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - B. By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- Section 8.** In the unlikely event that the Region/Chapter should be dissolved, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- Section 9.** The Region/Chapter operates under the blanket insurance policy held by the National AACCA and in addition this Region/Chapter shall carry Board/Director liability insurance as offered by the National AACCA. Proof of insurance shall be kept on file by the Region/Chapter Secretary.
- Section 10.** The State Incorporation forms must be filed on or before May 1<sup>st</sup> of each year. The Federal Tax Return must be filed by March 15<sup>th</sup> for the preceding year. Forms shall be signed by the Treasurer and the President of the Region/Chapter and kept on file by the Region/Chapter Secretary.

#### **ARTICLE VIII – CHAPTERS**

**Section 1.** Upon compliance with the requirements of the National Board of Directors, one or more Chapters may be formed as circumstances dictate within the geographic area of the Region (Ref. National By-Laws).

**Section 2.** The members of every Chapter shall be members in good standing of the AACA and the parent Region. Each Chapter shall be under the jurisdiction of the Region/Chapter President unless special exception is authorized by the National Board of Directors (Ref. National By-Laws).

#### **ARTICLE IX – APPROVAL OF BY-LAWS**

**Section 1.** Before these By-Laws shall become effective they must be approved by a two-thirds majority vote of the quorum of the Region/Chapter membership and the Region/Chapter Executive Board.

#### **ARTICLE X – AMENDMENTS TO THE BY-LAWS**

**Section 1.** These By-Laws may be amended by a majority vote of a quorum of the Region/Chapter membership, either upon its own initiative or upon majority recommendation of the Region/Chapter Executive Board. Any proposed amendments shall be published in the prior month's Club newsletter or mailed to every Club member prior to and shall be voted upon at the next regularly scheduled Region/Chapter meeting.