

ANTIQUÉ AUTOMOBILE CLUB OF AMERICA
VENICE REGION BY-LAWS
(AS AMENDED OCTOBER 14, 2019)

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 (AACAA) Ref: Article VII, Section 7, a non-profit organization as registered with the state of Florida and defined by the I.R.S. Code 501(c)(3).
- Section 2.** The purpose of this Region shall be to supplement the activities of the AACAA 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 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. (Ref. Article IV, Section 6). 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, 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 at the November Region meeting.
- Section 2.**
- A.** A recommended slate of Officers/Directors shall be presented to the membership by the Nominating Committee during the first quarter of each year. Nominations from the floor may be made immediately after the presentation of the recommended slate provided the floor nominees are present at the meeting. The names of all said nominees shall be given to the Secretary and the slate shall be closed to any further nominees.
 - B.** Directly after the slate is closed , a proxy slate of Officers/Directors shall be mailed (or E-Mailed) to all members with instructions that proxy votes are to be returned to the Region Secretary before the next (election) meeting. If there are no contested offices the proxy mailing shall not be required.

ARTICLE III – ELECTION OF THE BOARD (Continued)

- Section 3. Voting for contested offices shall be by secret written ballot. Members who have voted by proxy shall not vote in person at the election 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 after the election and shall take office May 1st.
- Section 5. To be eligible for election as an officer or director a candidate must have been an active member in the Region for at least one (1) year prior to the date of the election. A candidate must also have attended at least fifty (50) percent of the monthly meetings for the immediate 12 months prior to date of the election.
- 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 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 and keep minutes of the Region 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 and shall be custodian of the Region 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 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 make an effort to 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. All shall have equal voting rights and all are responsible for setting policies and procedures for the Region.

ARTICLE V – MEMBERS

- Section 1. Membership in the Venice Region, including spouses, shall be per the regulations of the AACA.

ARTICLE V – MEMBERS (Continued)

- Section 2.** Upon receipt of a properly executed application and submission of a valid membership registration number 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 dues shall be made to the Region Treasurer and are payable on or before January 1st of each year. New members as of November 1st will be carried over into the following year.
- Section 4.** The membership of any Region 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 who the National AACA reports is no longer a national member shall be dropped from the Region rolls. Any member whose dues are more than 60 days in arrears shall be dropped from the Region rolls (Ref. National Bylaws).
- Section 5.** Any Region 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 members shall hold at least one meeting annually for the election of Officers and the transaction of business of the Region (Ref. National By-Laws).
 - B.** Special meetings may be called by the Region President or upon the signed request of three members of the Executive Board or six members of the Region (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 members of any meeting so called (Ref National By-Laws).
- Section 2.** For the purpose of conducting business at Region 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 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 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.
- Section 2.** All members of this Region shall be bound by any sections in the National By-Laws that apply to all members of the AACA.

ARTICLE VII – NATIONAL AND REGION REQUIREMENTS (Continued)

- Section 3.** Members of the Venice Region shall not, as a group, or individually, use the name of the AACA 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 shall not hold any activity in conflict with a National event of the AACA (Ref. National By-Laws).
- Section 5.** Announcements of the Region activities must be sent to the National Vice-President in charge of activities by the Region Secretary (Ref. National By-Laws).
- Section 6.** The names and addresses of all Region Officers/Directors and members must be sent to the National Secretary-Treasurer each year immediately after local elections by the Region Secretary (Ref. National By-Laws).
- Section 7.** The Region 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, as a substantial part of our activities attempt to influence political legislation. No part of the net earnings of the Region shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the Region 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 shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Region 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 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 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 operates under the blanket insurance policy held by the National AACA and in addition this Region shall carry Board/Director liability insurance as offered by the National AACA. Proof of insurance shall be kept on file by the Region Secretary.
- Section 10.** All state and federal tax returns and government required non-profit forms for the previous year shall be filed in the Spring by the dates required. Forms may be submitted electronically and shall be signed by the Treasurer and the President of the Region if required.

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).

ARTICLE VIII – CHAPTERS (Continued)

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 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-membership and the Region 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 membership, either upon its own initiative or upon majority recommendation of the Region Executive Board. Any proposed amendments shall be published in the prior month's Club newsletter, on the Club website or mailed or E-mailed to every Club member prior to and shall be voted upon at the next regularly scheduled Region meeting.

The members in attendance for the creation of the By-Laws were: Paul Noller, John Finley, Jon Buono, Bill Trier, Gary Felker, Cameron Buchanan, John Thomas, Sharon Thomas and Brett Thomas.

On January 14th 2008 during the regularly scheduled meeting, with a qualified quorum, these By-Laws were unanimously approved by all members in attendance.

(See below for Amendments)

AMENDMENTS:

1. On April 13th 2009 during the regularly scheduled meeting, with a qualified quorum, these By-Laws were unanimously amended by all members in attendance by adding Article II, Section No. 5.
2. On February 11th 2013 during the regularly scheduled meeting, with a qualified quorum, these By-Laws were unanimously amended and approved by all members in attendance. The By-Law revision committee consisted of John & Sharon Thomas, Norm & Lois Sinclair, George Nubile, Kevin Lynch and Gary & Sue Felker.
3. On January 12th 2015 during the regularly scheduled meeting, with a qualified quorum, these By-Laws were unanimously amended by all members in attendance.
4. On May 8th 2017 during the regularly scheduled meeting, with a qualified quorum, these By-Laws were unanimously amended and approved by all members in attendance. The By-Law revision committee consisted of Diane Henderson, Jim McCarthy, Fred Noren, George Nubile, Norman & Lois Sinclair and John Sullivan.
5. On May 14, 2018 during the regularly scheduled meeting, with a qualified quorum, these By-Laws were unanimously amended and approved by all members in attendance. Updates included Sections 7 and 8 under Article VII, as suggested by IRS Code 501(c)(3) filing instructional guidelines. The By-Law committee consisted of Diane Henderson, Jim McCarthy, Fred Noren, George Nubile, Norman & Lois Sinclair, John Sullivan, and ad hoc member Lynn Slevin.
6. On October 14, 2019 during the regularly scheduled meeting, with a qualified quorum, these By-Laws were unanimously amended and approved by all members in attendance. The By-Law revision committee consisted of George Nubile, Diane Henderson, Chuck Duke, Jim McCarthy, Fred Noren, Gary Felker and Reggie Foote.

(SIGNATURE)

(POSITION/OFFICE)

(DATE)

(SIGNATURE)

(POSITION/OFFICE)

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