

## **Tidewater Region of the Antique Automobile Club of America Bylaws**

### **ARTICLE I – NAME AND PURPOSE**

Section 1. This Region shall be known as the TIDEWATER REGION OF THE ANTIQUE AUTOMOBILE CLUB OF AMERICA. The abbreviated name is TRAACA.

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 (**AACA**) and of the Tidewater Region.

Section 3. The Tidewater Region of the AACA is incorporated in the state of Virginia as a “not-for-profit” club and its registered agent is on file. Copies of the Articles of Incorporation can be obtained from the Region’s Treasurer.

### **ARTICLE II – REGION OFFICES**

Section 1. The elected Officers of the Region shall be the President, Vice President, Secretary, and Treasurer. In addition, four members will be elected to serve as members of the Board of Directors (see Board of Directors below). Officers shall hold the office for one year from the date of installation or until their successors are duly elected and installed in their respective offices. No elected Officer 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 participate in all Board meetings.

### **ARTICLE III – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and four elected club members. 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 within the Board of Directors, the term of office for the four non-Officer members shall be two years, with two members being elected in alternating years. These 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 in any office, or should circumstances preclude a Board member from regular participation at Board meetings, the President may appoint a successor to fill 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 conduct their meetings in accordance with Robert's Rules of Order and within the constraints of these Bylaws. The Region recognizes that modern technology exists to conduct Board meetings via telephone or video conferencing (Skype, Facetime, etc.). However, use of such technology should be agreed upon by the Board prior to the meeting.

Section 5. The President will chair the meeting. If the President is not physically able to attend, then the Vice President will chair the meeting.

Section 6. 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 of the Region 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, if a quorum is present, may approve, nullify, or amend a specific Board decision.

Section 7. 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. The President shall have the power to decide all questions of equal division of Board votes.

Section 8. It is the responsibility of all elected Officers and members of the Board 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 Vice President 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 Vice President 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 three (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 Bylaws.

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 Bylaws.

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 REGION OFFICERS

Section 1. **PRESIDENT:** The President shall preside at all meetings of the Region and at all 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 choose to postpone the Board of Directors meeting until the next regularly scheduled meeting. The elected President shall appoint all committee chairpersons. The President shall have the power to decide all questions of equal division of Board votes 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 another designated Board member shall be the Tidewater Region's representative to the Car Club Council of Hampton Roads (**CCCHR**), the Virginia Peninsula Car Club Council (**VPCCC**) and the Old Dominion Meet Association (**ODMA**). The Vice President shall perform such other duties as may be directed by the President.

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 and provide a summary of the Board of Directors meeting to the club's newsletter editor for the publication in the monthly

newsletter. Keeping minutes of dinner meetings is not required. The Secretary shall perform such other duties as may be directed by the President.

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 will provide a financial report of the Region when the President or the Board of Directors may require it. The Treasurer shall collect all dues paid by Region members. Any technology employed by a financial institution that we utilize can be used to transact business. In the absence of the Treasurer, another Officer may sign checks authorized by the Board of Directors (signatory must be on the list of authorized signers on record with the bank). 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 AACA 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. The Treasurer shall perform such other duties as may be directed by the President.

## ARTICLE V – MEMBERS

Section 1. Members in good standing in the AACA 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 Treasurer. A copy of the Bylaws along with a current membership roster and newsletter shall be made available to each new member. *Please note: membership rosters are not to be used for commercial purposes or shared outside of the Club.*

Section 3. The Board of Directors shall fix the amount of the annual dues payable to the Treasurer. Annual dues will be due on or before January 31<sup>st</sup> of each year for the member(s) to be included in the Membership Roster. Members who fail to renew by January 31 will be considered inactive and will no longer receive *The Mudflap* newsletter or *Mud Speck* email until such time that they renew their membership. New members joining the Region from January 1<sup>st</sup> through June 30<sup>th</sup> shall pay full dues for the calendar year in which they join. Members joining on or after July 1<sup>st</sup> shall pay half of the regular annual dues. Annual dues for members 13-21 years old and full-time students 25 years and younger will be half the regular dues in effect at the time of application. The Region offers junior, non-voting membership to children up to 13 years old for a reduced fee of \$10. The Region will match AACA free

membership (the four provided to each Region every year) and the AACA Military Sponsorship Program by extending a one-year free membership in the Region to qualifying applicants.

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 AACA, 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.

Section 5. Honorary Membership: The Tidewater Region 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, 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, 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 the Region. 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 President. The committee will consist of three past Presidents and two members in good standing 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 Region, and are considered non-voting members. 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 Region who has previously paid lifetime 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. Free Regional Memberships will be extended to members with 40 or more years of paid membership in the Region. These members are responsible for paying the cost of any activities they attend as any other member would. Free Regional Membership members must maintain their national AACA membership in good standing. Failure to do so will result in the suspension of their TRAACA membership, which will not be reinstated until the member's national AACA membership is reestablished in good standing. Free Regional Membership members maintain their voting rights within the Region and will continue to be afforded the privileges of regular membership such as being listed in the membership roster, continue receiving *The Mudflap* and *The Mud Speck*, and attendance at dinner meetings. These members are required to submit a membership renewal form annually.

Section 7. Paid Regional Life Memberships shall no longer be offered. Existing Paid Regional Life Memberships will continue to be honored. These members are responsible for paying the cost of any activities they attend as any other member would. Paid Regional Life Membership members must maintain their national AACA membership in good standing. Failure to do so will result in the suspension of their TRAACA membership, which will not be reinstated until the member's national AACA membership is reestablished in good standing. Paid Regional Life Membership members maintain their voting rights within the Region and will continue to be afforded the privileges of regular membership such as being listed in the membership roster, continue receiving *The Mudflap* and *The Mud Speck*, and attendance at dinner meetings. These members are required to submit a membership renewal

form annually.

Section 8. 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 9. Regional membership confers full joint privileges to the spouse of the member. "Spouse" is defined as whomever the member lists as spouse on his/her TRAACA membership form. Joint members have all the rights and privileges of membership, including voting rights, except that a joint member will not receive separate individual copies of TRAACA mailings or publications.

Section 10. Upon the death of a member or spouse, a **\$50** memorial donation will be made to the AACA Library in his/her name. Death of other relatives may be recognized with a card of condolence to be sent to the family.

Section 11. Twenty-Five and Fifty-Year Memberships: Individuals who have been members of TRAACA for twenty-five cumulative calendar years will be honored with a silver name tag. Individuals who have been members for fifty cumulative calendar years will be honored with a gold name tag. The initial year will be the first calendar year of paid membership in the club or in which the member was extended complimentary membership in the Region by the Board (usually in association with the member being offered one-year complimentary membership in the AACA). All subsequent years of paid membership will be counted toward achieving 25 or 50 years of membership. These will usually be consecutive years, but may be cumulative in cases where members move from the area for a period of time and let their membership lapse, but later rejoin the TRAACA picking up where they left off.

Silver and Gold Name Tags will be awarded at the club's Annual Awards Banquet in the member's 25th or 50th calendar year of cumulative membership. Additionally, because AACA and TRAACA memberships are joint, married spouses of members awarded Silver or Gold Name Tags will also be presented with a corresponding Silver or Gold Name Tag. These tags will be provided at club expense.

Once a Silver or Gold Name Tag is awarded, its wear will continue to be authorized for members in good standing.

Section 12. The Membership Chairperson shall be responsible for providing notification to all members of annual membership renewal dues payable via the October edition of the club's newsletter (*The Mudflap*). The Membership Chairperson shall maintain an up-to-date list of all members

who have paid their dues and are in good standing.

## ARTICLE VI – MEETINGS OF MEMBERS

Section 1. Regular monthly meetings will normally be held on the third (3<sup>rd</sup>) Thursday of each month. Exceptions will be advertised accordingly. Special meetings may be called by the President or upon request from the Board of Directors. Advance 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 a Nominating Committee consisting of three past presidents and two members in good standing 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 by the Board of Directors and reported at the November meeting. Installation of newly elected Officers and Board members will take place at the Region's Annual Awards 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 two (2) years from the date of the initial investment. Typically, the CD will automatically renew unless the Board takes action to the contrary. The Treasurer will maintain a listing of all investments, will monitor them, and will provide the Board of Directors with notice of maturity. 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 investments defined in the above paragraph.

Section 2. No member may commit the Tidewater Region to an expenditure of funds or to an obligation of services without the specific prior approval of the



Board of Directors.

## ARTICLE VIII – REGIONAL REQUIREMENTS BY AACA

Section 1. The members of the Region shall not, as a group, use the name of the AACA in connection with a commercial or charitable project.

Section 2. The Region should avoid holding any activity in conflict with a national event of the AACA.

Section 3. The names and addresses of all Regional Officers must be submitted by the President to National Headquarters on the Officer Reporting Form immediately after installation. The Regional Directory listing all current members as of March 1<sup>st</sup> of that year shall be submitted to National Headquarters by the Board or its designee by the date required.

Section 5. The AACA 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. Approval of such Chapters shall lie with the Region Board of Directors.

Section 2. The members of every Chapter shall be members in good standing of the AACA and the 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 Bylaws 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 roles/committees:

Activities Membership

Contact Sunshine

Section 2. The President shall appoint the following *ad hoc* committees, and others, as

he/she deems necessary, as required to conduct the business and activities of the Region:

Annual Meet Nominating

Annual Swap Meet Old Dominion Meet Association Meet

National Meet/Tour Region Awards Publicity

## 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 Region's newsletter (*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 newsletter, every effort shall be made to notify members by way of email and/or telephone calls. Members must attend regular or called (special) meetings for their vote to be counted.

## ARTICLE XII – REVISIONS AND/OR AMENDMENTS TO BYLAWS

Section 1. The Board of Directors will review the bylaws biennially (every odd-numbered year).

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

### Bylaws Revision

Voted on and accepted by the TRAACA membership December 8, 2019