

***The Bylaws
Of
The Antique Automobile Club of America, The Fort Lauderdale Region, Inc.***

Article I: The Name and the Purpose of the Region

A. This region shall be known as the Antique Automobile Club of America, the Fort Lauderdale Region, Inc. which is hereinafter the *region*. All official references to the region shall recite the full and correct name of the region.

B. The purpose of the region shall be to initiate, to organize, to promote and to encourage local activities connected only with the history, the restoration, the collection and the display of antique automobiles. Such activities shall not be for personal gain but shall be for the enhancement of the enjoyment of the antique automobile hobby for its members and the community. Said activities shall be conducted in accordance with the rules and the requirement as set forth by the Antique Automobile Club of America.

Article II: The Officers and the Directors

A. The elected officers of the region shall include the chairman of the board, the president, the vice president, the secretary, the treasurer and the sergeant-at-arms. These officers compose the *executive board*. Each officer except the chairman of the board shall have an equal vote with all of the other members of the board.

B. The region shall have directors consisting of region members who are in good standing in the region and who have been duly elected to the board by the membership. The number of members serving as directors may be varied from time to time at the direction of the board according to the needs of the region. There shall be a minimum of eight (8) and no more than twelve (12) directors. The term of office for each of the directors shall be two (2) years.

Article III: The Duties of the Officers and the Directors

A. The officers and the directors of the region, hereinafter collectively referred to as the *board*, shall act to govern the activities of the region. A quorum of the directors of the region hereinafter collectively referred to as the *board* shall act to govern the activities of the region. A quorum of the board shall appoint a temporary president to officiate at any meeting of the membership or the board in the absence of the president and the vice president. A quorum of the board shall have the power to decide all matters affecting the interest and the welfare of the region including, but not limited to, the study of the feasibility and the promotion of the region activities, the allotment of funds, the preparation of the budgets, the nomination of the officers and the directors, the acquisition of equipment, the amendment of the bylaws, the delegation of the responsibility for region projects and the exercise of the duty to proceed in any manner as may serve the best interests of the region in the judgment of the board. The decision of a

majority of a quorum of the board shall be binding on any question until the next regular or special meeting of the membership at which time a majority of those members present may approve, nullify or amend such decision. A quorum shall consist of two-thirds (2/3) of the members of the board. The members of the board shall attend all regularly scheduled monthly board meetings and shall chair at least one (1) event of the region during each year when so requested by the president. The board members shall make every effort to maintain familiarity with the affairs of the region and shall actively endeavor to make their experience and judgment available at the board meetings. The board may request, at its option, the resignation of any board member who is absent without good cause for more than two (2) meetings during the calendar year and who willfully refuses to fulfill the obligations of a board member.

B. The immediate past president of the region shall serve as the chairman of the board for two (2) consecutive years after the completion of the term of the office of president. The chairman of the board shall vote only on matters of equal division. The chairman of the board shall have all the other powers and the duties vested in the office. The chairman of the board shall serve as the chairman of the annual region January event.

C. The president shall preside at all meetings of the membership and the board. The president shall appoint all of the committee chairmen upon the advice of the board. The committees shall include, but are not limited to *Show, Membership, Promotions, Historian/Archives and Sunshine*. The persons so appointed shall serve the region and shall render advice to the board without a vote thereon. The president shall have all the powers and the duties vested in the office. The president shall automatically assume office upon the completion of the term of office as president-elect. The president shall have a vote equal to any other members of the board. The president shall live in the area where he or she can participate fully in the activities of the region and carry out the duties in an efficient manner.

D. The vice president shall assume the duties of the president when the president is absent. The vice president shall be elected to automatically assume the offices of president and chairman of the board in successive terms. The vice president shall be the program chairman for the regular meetings of the membership unless the president appoints another person to so act. The vice president shall have all the powers and the duties vested in the office. The vice president shall serve for a term of two (2) years.

E. The secretary shall be responsible for maintaining a permanent file of all of the official correspondence of the region as approved by the president or the board. The secretary shall record and maintain a file of the minutes of all the meetings of the membership and the board. The secretary shall perform such other duties pertaining to the office as may be requested by the board. The aforementioned files shall be forward to the succeeding secretary. The secretary shall have all the powers and the duties vested in the office. The secretary shall serve for a term of office of two (2) years.

F. The treasurer shall collect and disburse the funds of the region as may be ordered by the board. The treasurer shall submit monthly and annual financial reports. The board may require additional reports form the treasurer. The treasurer shall give a bond at the expense of the region if required to do so by the board. The treasurer shall collect all dues payable by region members

either directly or from an appointed membership chairman and shall require proof of membership in the national Antique Automobile Club of America at that time. The board shall request a yearly audit. The treasurer shall have all the powers and the duties vested in the office. The treasurer shall serve for a term of office of two (2) years. The treasurer shall be elected each year at the general election held in November.

G. The sergeant-at-arms shall be responsible for and shall direct his or her efforts towards providing suitable facilities for conducting such meetings as may be required to carry on the business of the region. This responsibility shall include the seating arrangements, the lectern and the setup of special equipment for the meetings. The sergeant-at-arms shall perform in general such duties as requested by the president to assist at the meetings. The sergeant-at-arms shall be responsible for the storage of equipment and the general condition of the premises after the meetings. The sergeant-at-arms shall have all the powers and the duties vested in the office. The sergeant-at-arms shall serve for a term of office of two (2) years.

H. The officers and the directors of the region shall annually appoint a member in good standing in the region to the post of the director of publications and the website. The publications director may be a director or an officer of the region. The appointment of the director of publications shall continue until a successor is appointed by the board. The director of publications shall serve in a capacity of advice to the board without a vote on the board. The director of publications may be the editor-in-chief of the region magazine. The name of the region magazine shall be the *Steering Wheel*. The director of publications shall maintain an adequate staff, submit publication budgets to the board for approval and direct the activities of the staff for the needs and the best interests of the region.

Article IV: The Elections

A. The officers and the directors shall be nominated by the board or by nominations from the membership at a regularly scheduled membership meeting. The officers and the directors shall be elected bi-annually by the ballots cast by the majority of the membership present at the November regularly scheduled membership meeting.

B. All of the members of the region shall receive proper written prior notice of the annual elections. The announcement of the scheduled election shall be published in the October and the November issues of the *Steering Wheel*. Said publication therein shall be deemed proper notice.

C. The annual elections shall provide for the election of the officers and for (½) of the directors currently required. The remaining directors shall continue on office until the balances of their two (2) year terms are completed.

D. A record of the vote tallies for all the candidates for all offices shall be kept by the president for one (1) year from the date of the elections. The vacancies created by the inability of an officer or director to complete the term of office shall be filled by the appointment of the board of the board member who was a candidate for the office at the immediately previous election and whose vote count was the closest to that of the winning candidate. A vacancy for

which there is no such candidate shall be filled by a majority vote of a quorum of the board present at the next duly scheduled monthly board meeting. All such appointments to fill such vacancies shall be announced to the membership at the next regular meeting following the appointment and shall be ratified by a majority vote of the membership present at that meeting. All such appointments and elections to fill such vacancies shall be published in the next regularly scheduled edition of the *Steering Wheel*.

E. Only one (1) spouse may serve as a board member during the same term of office. A spouse may serve as an officer during the same term of office that a spouse serves as a board member. Any other member of the family may run for office provided he or she holds a valid membership card.

F. There shall be no proxy votes in any actions by the board and the membership.

G. The board shall elect a nominating committee each year to render a slate of candidates for election to the board. No name of any candidate shall be proposed without the prior consent of said candidate.

H. The board shall appoint a teller committee each year to conduct the annual election and to tally the votes. Said committee shall also prepare beforehand blank ballots which clearly identify the offices. Said committee shall not contain any person who is a candidate for any office during that election. Said committee may be composed of board and general members. Said committee shall insure that ballots are distributed only to members in good standing in the region. All members of said committee shall maintain strict confidentiality of the vote tallies and shall communicate the results only to the president who will announce the successful candidates without disclosing the number of votes.

Article V: The Membership

A. Any member in good standing with the Antique Automobile Club of America may become a member of the Fort Lauderdale Region, Inc.

B. A new member shall be accepted or rejected by the board or by a membership committee appointed by the board after the receipt of a properly executed application and the submission of a valid national membership number.

C. The membership of any person may be terminated by the unanimous vote of the board of the region for conduct unbecoming a member of the Antique Automobile Club of America or for other causes after giving the member in question the full opportunity to hear and reply to the charges or reasons for such proposed action. Any member whose region dues are more than sixty (60) days in arrears shall be dropped from the membership roll of the region.

Article VI: The Dues

The dues payable to the region shall be determined by the board at its sole discretion. The dues period shall be in effect from January 1, through December 1, of each year. A new member joining on September 1, or thereafter is a paid-up member for the remainder of that year and for the following full year. The dues notices to existing members shall be sent to them in the month of October each year. The president shall appoint a membership chairman to record the receipt of dues from the members, accept renewals and submit those collections to the treasurer as stated elsewhere herein.

Article VII: The Meetings of the Membership

The members of the region shall convene regularly scheduled meetings to transact the business of the region. The membership of the region shall convene one (1) meeting annually for the election of the members of the board. Said annual meeting for elections shall be at the regularly scheduled membership meeting in November. Special meetings may be called at the discretion of the president in response to a signed written request of six (6) members in good standing with the board together with six (6) non-board members in good standing with the region. A written notice shall be given to all members of the region by publication in the *Steering Wheel* prior to all such meetings. The president only may call special meeting at the discretion of the president for emergency matters. Emergency matters shall be deemed those which in good faith must be resolved and require a decision made by the board prior to the next regularly scheduled meeting.

Article VIII: Member of the Year – Spark Plug Award

1. At the November membership meeting each year, a vote by secret ballot will be held to select a Member Of The Year, Spark Plug Award recipient. All members in good standing who have not received this award within the last 5 years will be eligible.
2. To be considered for this award the member must have made an outstanding and exemplary contribution to the club.
3. A committee comprised of the available past five Spark Plug Award recipients present shall tally the votes. The results will be retained by the committee chairman until the presentation.
4. In the case of a tie, both members shall be deemed member of the year.
5. The Member of the Year Spark Plug Award recipient will be announced at the annual holiday banquet and/or the first general meeting in January.

Article IX: The National Rules Governing the Region

- A. The members of the Antique Automobile Club of America, the Ft. Lauderdale Region, Inc. shall not use the name of the Antique Automobile Club of America as a group in conjunction with a charitable or commercial project.
- B. The announcements or region activities shall be sent to the nation vice president in charge of activities. The region activities shall not be held in conflict with a national event of the Antique Automobile Club of America. The president of the region may appoint a member of the region to act as a liaison with the national organization. Said person shall be a non-voting member of the board, shall communicate fully with the board and shall serve only upon the advice and the direction of the board.
- C. The name and the addresses of all the region officers, the directors and the members shall be sent timely to the national secretary-treasurer immediately each year after the annual elections of the region.
- D. The Antique Automobile Club of America is a nonprofit organization and the members thereof shall not be entitled to any individual or collective interest, participation, share, right and property right in or to the assets of the Antique Automobile Club of America or the region. Any such assets shall be collective property of the region. No dividends, pecuniary profits, stock dividends or payments of like manner shall ever be declared or paid to the members of the antique Automobile Club of America or this region.

Article X: The Amendments and the Additions to the Bylaws

- A. No amendments shall be made which nullify or alter any part of the national constitution or the bylaws thereof.
- B. All other amendments to these bylaws shall be proposed and recommended only by the board upon the advice of the membership. These proposals and recommendations shall be published or distributed in one (1) issue of the *Steering Wheel*. These proposals and recommendations shall only become effective after receiving a majority vote of the region members present and in good standing at a duly announced regularly scheduled general membership meeting.
- C. All the references to gender herein include both the masculine and the feminine gender unless the context requires otherwise. All references to the singular and the plural number are interchangeable as the context requires.
- D. All other provisions of these bylaws shall remain in full force and effect if any part of these bylaws is rendered illegal.

As amended April 9, 2019