

**Bylaws  
for the  
Gettysburg Region of the Antique Automobile Club of America**

**Article I - Organization and Purpose**

Section 1: This organization shall be known as the “Gettysburg Region of the Antique Automobile Club of America” and its abbreviation “Gettysburg Region AACA”

Section 2: The purpose of the Region organization shall be to:

- a) Supplement the activities of the Antique Automobile Club of America, Inc. (AACA National) and the preservation and use of antique automobiles and all materials pertaining to the history of same.
- b) To provide a source of and exchange of information and related material to same.
- c) To provide and regulate events, tours and exhibition of same.
- d) To own real and personal property incident to such purpose.
- e) To provide opportunities for those interested in antique automobiles to meet and participate in events involving their vehicles.
- f) To operate consistent with the requirements for a social club exempt under section 501(c) (7) of the Internal Revenue Code.

**Article II - Officers**

Section 1: The elected officers of this club shall be a President, Vice President, Secretary and a Treasurer. All elective officers must be members of the Region in good standing. Terms of office of the President, Vice President, Secretary and Treasurer shall be for one (1) year and until their successors are chosen and qualified.

Section 2: The nominees for President shall be a present or past officer or Executive Board member of the Gettysburg Region AACA including those individuals who served as President or member of the Executive Board of the Region before the Region was incorporated. The President and Vice President may serve one additional year, if re-elected. If the President and / or the Vice President have served two (2) consecutive one (1) year terms, they may not stand for re-election until two (2) more years have elapsed.

**Article III – Election of Officers**

Section 1: The Executive Board of the Region shall prescribe the manner for the election of officers except as described in the following sections.

Section 2: Candidates for office shall be nominated at the Regional Membership Nominations Meeting in November. Nominees shall be elected by the general membership as prescribed by the Executive Board. They shall be installed at the Gettysburg Region AACA Regional Membership Annual Meeting held in February.

Section 3: The President shall appoint two (2) tellers prior to the Regional Membership Annual Meeting to count the votes. Election results shall be reported by the President to the members at

the Regional Membership Annual Meeting. Election results shall also be reported in the next issue of the Club newsletter. A plurality of the votes cast shall be necessary for a choice. Terms of office shall begin at the Regional Membership Annual Meeting.

Section 4: Vacancies for President, Vice President, Secretary and Treasurer shall be filled by majority vote of the members present at the next board meeting of the Region. Said officers shall serve the unexpired term of office. Vacancies on the Executive Board shall be filled by Presidential appointment, and such member(s) shall serve the unexpired term.

#### **Article IV – Duties of the Officers**

Section 1: The President shall preside at all meetings of the Region and the Executive Board, shall appoint committees, shall preserve order and may call a special meeting at any time, plus be a member of all committees. The President shall not vote on motions / questions however he / she shall have the deciding vote on all questions of equal division.

Section 2: The Vice President shall perform the duties of the President in his / her absence.

Section 3: The Secretary shall record in writing the minutes of all meetings of the Region. These minutes shall be read for approval at the next Executive Board meeting of the region. The Secretary may receive a nominal fee as determined by the Executive Board.

Section 4: The Treasurer shall receive all funds of the Region and shall bill and collect all dues and keep an account of the same. Such funds may also be paid out, provided that such funds have been ordered paid out by the Executive Board. The Treasurer shall report the status of the funds at Executive Board meetings of the Region as requested by the Executive Board or any member of the Gettysburg Region. The Treasurer will be bonded at the Region expense, for safe keeping of Region funds. The Treasurer shall provide to the President and Executive Board yearly verification and status of the Region's current bonding insurance policy. The Treasurer may receive a nominal fee as determined by the Executive Board.

#### **Article V – Meetings**

Section 1: All general membership meetings shall be referred to as Regional Membership meetings. All board meetings shall be designated as Executive Board meetings.

Section 2: The Region shall hold a Regional Membership Annual Meeting during the month of February on such date thereof, time and place as the Executive Board shall direct. The business of this meeting shall be the installation of officers and any other business the membership, Executive Board or the President may deem appropriate. The Regional Membership Annual Meeting and installation of the Executive Board must be held prior to the AACA National Annual Meeting.

Section 3: Meetings shall be held at such time and place chosen by the members of the Executive Board or the President.

Section 4: When a special meeting is called, the President, Secretary and appointed helpers from the Executive board shall notify all members via email and / or phone calls as feasible at least five (5) days prior to the special meeting.

Section 5: All Regional Membership meetings shall be open to all members in good standing. A quorum of twenty five (25) members is needed to conduct Regional Membership Meetings. All Executive Board meetings shall be open to all members in good standing. A quorum of nine (9) voting Executive Board members is needed to conduct a board meeting.

Section 6: Regional Membership Meetings: The presence or participation, including voting and taking other action at a meeting of the Regional membership or board meeting, or the expression of consent or dissent to Region action, by a member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, consent or dissent of the member for purposes of these Bylaws.

Section 7: Executive Board Meetings: one or more persons may participate in all meeting by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 8: Notices may be given to Members, Executive Board, Officers and Trustees by e-mail or any other electronic communication to the person's address for e-mail or other electronic communications supplied by the person to the Region for purpose of notice. Notice under this paragraph shall be deemed to have been given to the person entitled thereto when sent.

#### **Article VI - Executive Board**

Section 1: The Executive Board shall be the Region's Board of Directors in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5721. The Executive Board shall consist of the Region officers which are President, Vice President (voting), Secretary (voting) and Treasurer (voting) of the Region, plus twelve (12) duly elected board members (voting) and four (4) appointed trustees (non-voting) and all Region committee chairmen / managers (non-voting). The immediate Past-President (non-voting) shall serve in an advisory capacity for one (1) year following his / her term of office. As noted in Article IV, Section 1, the President shall not vote on motions / questions however he / she shall have the deciding vote on all questions of equal division.

Section 2: The Twelve (12) Executive Board members shall serve for a period of two (2) years and may be re-elected. The Trustees shall be appointed by the President, selected from Past Presidents of the Gettysburg Region AACA, including those individuals who served as President of the Region before the Region was incorporated. Once appointed, Trustees shall serve until deceased; resignation; or removal by the President subject to the approval of a two-thirds majority of the Executive Board.

Section 3: The Executive Board shall have the power to proceed in such matters as may in their judgment serve the best interest of the Region. The decision of the Executive Board by majority vote or two-thirds vote of those voting, a quorum being present, as applicable and noted in these Bylaws on any questions shall be considered binding. The Executive Board may also act

by unanimous written consent in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5727(b).

Section 4: The Officers and Directors shall be indemnified through AACA National's group policy protecting each, as individuals, against liability as outlined in said policy. The premium shall be paid from the general fund of the Region. The Officers and Directors shall be further indemnified as provided in the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. §§ 5741 thru 5750.

### **Article VII – Members**

Section 1: Only members in good standing of the Antique Automobile Club of America may become and remain members of the Gettysburg Region AACA.

Section 2: Any individual of good character, who has submitted a properly executed application, may become a member of the Region with payment of appropriate dues.

Section 3: Termination of membership; the membership of any Region member may be terminated by the Executive Board with a two-thirds majority vote for conduct unbecoming a member of the Antique Automobile Club of America. Member in question shall have the full opportunity to hear and to reply to the charges or reason for such action.

Section 4: Resignation of Membership - Any Region member may resign by tendering his / her resignation in writing to the Executive Board, but such resignation shall not relieve the member from payment of any dues in arrears. Dues will not be refunded or prorated for a member resigning.

### **Article VIII – Dues**

Section 1: The cost of yearly dues for Region membership shall be determined by the Executive Board. The fee for a Gettysburg Region AACA life membership shall be ten (10) times the cost of annual dues. To become a lifetime member of the Gettysburg Region AACA, you must be a verified lifetime member of AACA National. A member whose dues lapses over thirty (30) days shall be automatically terminated and removed from the roles of the region.

Section 2: Dues shall be assessed for each fiscal year other than a life membership.

Section 3: The fiscal year shall run from February 1 to January 31.

Section 4: Beginning with the Region's fiscal New Year which starts on February 1 an initiation fee of \$10 will be assessed for all new members. This charge will be applied to the cost of name badges for the member and significant other. If no significant other, the fee will not be reduced. Name badges will be purchased for first time NEW members ONLY. Members dropped from the rolls for delinquent payment of dues must still pay the initiation fee. A full page insert will be placed in the September / October newsletter to remind the members that both the AACA National and Regional dues are payable. Pertinent information such as amounts, due dates and addresses for submission plus a reminder of advantages of membership will be provided in the newsletter. An explanation of the policy that members must renew National membership in order

to be Regional members will also be included. A further notification will be placed in the November / December newsletter. By January 15, one final notice will be sent either by email or postcard to all members that have not responded.

### **Article IX – Membership Committee**

Section 1: Immediately following the Region’s Annual Meeting, the President shall appoint a Membership Chairman who may recruit members to form a membership committee. The committee shall serve until resignation or Presidential appointment at the next Annual Meeting.

Section 2: To become a Region member, potential applicants shall fill out an application form and submit it to the Membership Committee with the payment of dues. Verification of membership in AACA National is required.

Section 3: The Membership Committee shall process all applications for membership in the Region. New members must meet all requirements as outlined in Article VII.

### **Article X – Audits**

Section 1: At the Annual Meeting, the President shall appoint two (2) members to audit the accounts of the Region. Those appointed shall not have served as officers or board members during the time span covered by said audit. A full detailed report shall be given at the next Executive Board meeting. A vote shall be taken by the Executive Board to either accept or reject the audit report.

### **Article XI – Region Requirements by AACA**

Section 1: The member of any Region shall not, as an individual or group, use the name of the Antique Automobile Club of America in connection with a commercial or charitable project unless permission in writing has been granted by both AACA National and the Gettysburg Region AACA.

Section 2: The club shall not hold any activity in conflict with a national event of the Antique Automobile Club of America being held concurrently within 300 miles of Gettysburg, Pa.

Section 3: Each year after local elections, but no later than the March deadline set forth by AACA National, the names and addresses of all the Region’s Executive Board and members must be sent by the Region’s Secretary to the Secretary at the AACA National Headquarters.

Section 4: The Gettysburg Region AACA is a non-profit organization; the members thereof shall not be entitled to any individual or collective interests, participation, share, right and / or property right in and to the assets of the Region; but such assets shall be the indivisible property of the Region thereof; no dividends, pecuniary profits, stock dividends or payments of like manner shall ever be declared or paid to the members of this Club or Regions thereof. The exception would be the yearly fixed nominal fees as determined by the Executive Board for the Treasurer and Secretary as referenced in Article IV, Sections 3 and 4 above. Note: the newsletter editor may also receive a nominal fee as determined by the Executive Board. The Region webmaster shall receive complimentary annual Region dues as set forth by the Executive Board.

## **Article XII – Chapters**

Section 1: Upon compliance with the requirements of the National AACA Board of Directors, one or more Chapters may be formed as circumstances dictate within the geographic area of the Region.

Section 2: The members of every chapter shall be members in good standing of the Antique Automobile Club of America and the Region. Each Chapter shall be under the jurisdiction of the Region's President unless the National AACA Board of Directors authorizes a special exception.

## **Article XIII – Parliamentary Authority**

Section 1: The rules contained in the current edition of ROBERTS RULES OF ORDER NEWLY REVISED shall govern the Region in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, any special rules of order the Executive Board may adopt, and any provisions of the Pennsylvania Nonprofit Law of 1988, as amended, that do not permit these Bylaws to take precedence.

## **Article XIV - Bylaw Amendments**

Section 1: No amendments shall be made that nullify or alter any part of the National Constitution or Bylaws.

Section 2: Procedures for Proposing Amendments:

- a. Initiated By Members. Upon the signed request of a minimum of six (6) members of the Region, amendments and additions to the Bylaws can be proposed for the Executive Board's consideration. The proposed amendment shall be submitted in writing to the Executive Board for discussion at its meeting with an acceptance or rejection vote taken at this meeting of the Executive Board.
- b. Initiated by a voting Member of the Executive Board. An amendment may be proposed by a voting Member of the Executive Board which shall be discussed by the Board and voted upon by the Executive Board.
- c. The adoption of an amendment by the Executive Board of amendments proposed under either Section 2.a. or Section 2.b. shall require a two-thirds majority vote of the voting members of the Executive Board present at the meeting, provided there is a quorum. These amendments shall not take effect until adoption by the Region members under Section 3. The Executive Board shall decide whether the vote by the Region members shall be by mail, electronically, or by a vote at a Regional Membership Meeting, or a special meeting which can be held at a club event.

Section 3: Adoption by Region Members.

A minimum of two weeks before the vote of the members is taken, all of the members shall be sent by written notice or electronically the proposed amendment showing the proposed changes. The vote shall be taken as follows:

- a. If the vote is taken at a Regional Membership Meeting or a special meeting which can be held at a club event of the members, the amendment shall be adopted upon affirmative vote of a majority of the members voting, a quorum as set by Section 5 of Article V of these Bylaws being present.
- b. If the vote is taken by mail or electronically, the amendment shall be adopted upon affirmative vote of a majority of the members voting

Section 4: A copy of any amendment adopted by the Executive Board and approved by the membership shall be reported in the next issue of the Club newsletter of the Gettysburg Region AACA.

These Bylaws approved and adopted "March 14, 2017" by the Gettysburg Region AACA.

<u>Paul L. Dean</u> President	<u>Sam E. Hines</u> Treasurer
<u>Carl H. Vot</u> Vice President	<u>Pat Shaffer</u> Secretary
<u>Robert G. Smith</u> Trustee	<u>William H. Smith</u> Trustee
<u>Carolee Thier</u> Trustee	<u>Paul G. ...</u> Trustee
<u>Don ...</u> Board Member	<u>John P. Wolf</u> Board Member
<u>Lee ...</u> Board Member	<u>Walter H. ...</u> Board Member
<u>Stewart Gardner</u> Board Member	<u>Robert ...</u> Board Member
<u>Allen L. Magbee</u> Board Member	<u>Jerry ...</u> Board Member
<u>William ...</u> Board Member	<u>Marlin ...</u> Board Member
<u>Robert ...</u> Board Member	<u>Ken ...</u> Board Member

See Bylaw appendix for the following Region Chairman / Committee / Manager Position descriptions: Club Merchandise, Historian, Sunshine Committee, Chief Judge, Newsletter Editor, Newsletter Circulation Manager, Newsletter Advertising Manager and the Website Manager.



Founded February 17, 1953