

**Volunteer Region AACA
Bylaws
Adopted: Date**

Volunteer Region AACA Bylaws

ARTICLE 1: DEFINED TERMS

Capitalized Terms used in these Bylaws shall have the following meanings: **“AACA”** means the Antique Automobile Club of America, Inc.

“Annual Dues” refers to the yearly amount payable for each category of membership as determined from time to time by the Board.

“Board” or “Directors” means the entire board of directors of the Volunteer Region AACA.

“Director” means an individual member of the Board of Directors.

“Director at Large” means one of four members of the Board of Directors who is not an officer.

“Immediate Family” means a person’s closest relatives, including their parents, siblings, and children, grandparents and grandchildren.

“Joint Member” means an individual who is married to, or who is the life partner or significant other of, a Member, who has applied for membership at the same address of that Member and has been enrolled as such by the Board.

“Member” means an individual, who has applied for, and who has paid the dues of, that category of membership and has been enrolled as such by the Board.

“Members” or “Membership” shall collectively refer to the Members of the Region.

“Nominating Committee” means a committee of five members of the Board who shall consist of the four Directors at Large and the Immediate Past President.

“Notice” means any notice, request, direction, instruction or other communication, permitted, requested or required to be given to any person under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law.

“Officers” collectively refers to those persons who have been duly elected as the President, Vice President, Secretary, Treasurer and such other persons who have been elected as officers in accordance with these Bylaws.

“President” means the President of the Region.

“Region” means the Volunteer Region of the AACA.

“Secretary” means the Secretary of the Region.

“Volunteer Region” means a Region of the AACA, based in Knox County TN.

ARTICLE 2: NAME, STATUTE, OFFICES AND FISCAL YEAR

Section 2.1. Name and Statute. The name of the corporation is the Volunteer Region Antique Automobile Club of America. which is a Tennessee Corporation, formed and existing by virtue of the Nonprofit Corporation Law.

Section 2.2. Fiscal Year. The fiscal year of the AACA shall be the calendar year.

ARTICLE 3: MEMBERS AND MEMBERSHIP

Section 3.1. Nonprofit Corporation. The Volunteer Region AACA shall be a non-profit corporation with Members, governed by its Directors.

Section 3.2. Membership. The Membership is comprised of Members who have been enrolled by the Board upon the payment of dues.

Section 3.3. AACA Membership. Members of the Region must also be members of the AACA.

Section 3.4. Joint Members. A Joint Member shall have all rights and privileges of a Member, except that a Joint Member shall not receive a separate individual copy of the Region’s printed mailings or publications.

Section 3.5. Application Procedures. The Board shall set procedures for application for Membership and shall approve or deny membership based on a majority vote.

Section 3.6 Initial Determination. Applicants shall be enrolled as Members upon an initial determination by the Board that the applicant meets the requirements of these Bylaws and pays the requisite dues.

Section 3.6.1. Disputes. The Board shall have final power regarding qualification for Membership in the event of a dispute regarding categorization of Membership.

Section 3.6.2. Fourth Quarter Applications. Applicants who apply after September 30, shall be enrolled for Membership in the following calendar year.

Section 3.6.3. Half-Year Membership. A half-year Membership for reduced dues as determined by the Board shall be available to applicants beginning June 1 of the year provided the applicant has never been a Member of the Region.

Section 3.7. Dues

Section 3.7.1. Annual Dues. Annual Dues or exemption therefrom shall be determined, from time to time, by the Board.

Section 3.7.2. Separate Dues Schedules. The Board shall have the power to establish separate dues schedules for each category of Membership required to pay dues.

Section 3.7.3. Annual Assessment of Dues. Annual Dues shall be assessed on a basis consistent with the Region's calendar year.

Section 3.7.4 Complimentary Membership. The Board from time to time may authorize one-year complimentary memberships as deemed necessary. Longer term complimentary membership is accepted under isolated circumstances.

Section 3.8. Termination, Suspension, Renewal of Membership.

Section 3.8.1. Failure to Pay Dues. Membership privileges shall automatically and immediately cease upon failure of a Member to pay any dues, fees or other assessments within the time period set forth in a final notice. Dues and fees previously paid shall be forfeited.

Section 3.8.2. Resignation. A Member may resign by letter or email addressed to the Board. The resignation shall be effective upon receipt of the written notice. Dues and fees previously paid shall be forfeited.

Section 3.8.3. Expulsion Any Member may be expelled for cause, after a hearing before the Board. Reasonable notice of the date, time, and location of the hearing, together with the charges against that Member, shall be given to the Member. Expulsion shall require a majority vote of the Directors present. The decision of the Board will be final.

Section 3.9. Voting

Section 3.9.1. One Vote. Each Member who is entitled to vote may cast one vote.

Section 3.9.2. Cumulative Voting; Voting by Proxy. Cumulative voting and voting by proxy are prohibited.

Section 3.10. Membership Meetings.

Section 3.10.1. Annual Business Meeting. The Annual Business Meeting shall take place during the month of November of each calendar year. Written Notice of the Annual Business Meeting shall be sent to all Members, not less than fourteen (14) days in advance of the meeting.

Section 3.10.2. Special Membership Meetings. Special Meetings of the Membership may be called by the Board upon fourteen (14) days written notice.

Section 3.10.3. Quorum. For the purposes of meetings of the Membership, a quorum shall be a simple majority of the members present.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1. Powers. The Board shall have full power to conduct, manage, and direct the business and affairs of the Region; and all powers of the Board are hereby granted to and vested in the Board.

Section 4.2. Qualification. Each member of the Board of Directors shall be at least 21 years of age and be a Member or Joint Member of the Region.

Section 4.3. Number and Term of Office.

Section 4.3.1. Board Membership. The Board shall consist of nine (9) Members: the Officers (which include the President, Vice President, Secretary, and Treasurer), the Immediate Past President and four Directors at Large. Each Officer shall hold office for the term of one (1) year. or until a successor shall have been elected or appointed, or until his or her earlier death, resignation or removal. Each Director at Large shall hold the office for the term of two years, which shall be staggered so that the terms of two Directors at Large shall expire in even numbered years, and the terms of two Directors at Large shall expire in odd numbered years. Members of the same household or immediate family may not serve on the Board simultaneously.

Section 4.4. Board of Director Elections.

Section 4.4.1 Nominating Committee. A Nominating Committee composed of five Board members consisting of the four Directors at Large plus the Immediate Past President shall submit nominations for members of the Board of Directors in writing to the membership no later than October 15th of each year. Other nominations may be made during the November Business Meeting.

Section 4.4.2. Election. The election will be held during the November Membership Meeting, either by acclamation or secret ballot which shall be determined by the President.

Section 4.4.3. Election Results. Nominees receiving the most votes shall be elected to the number of vacancies indicated on the ballot, by plurality vote.

Section 4.5. Organization.

Section 4.5.1. Role of the President. The President shall preside at every meeting of the Board. In the case of a vacancy in that office, or in the absence of the President, the Vice President shall preside. If both the President and the Vice President are absent, a chair chosen by a majority of the Directors present shall preside.

Section 4.5.2. The Role of the Secretary. The Secretary shall act as secretary at every meeting of the Board. In the case of a vacancy in that office, or in the absence of the Secretary, any person appointed by the chair of the meeting shall act as Secretary.

Section 4.6. Resignations. Any Director may resign at any time by giving written notice to the President or the Secretary, effective upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation by the President or the Board shall not be necessary to make it effective.

Section 4.7. Vacancies.

Section 4.7.1. The Board may declare vacant the position of a Director if the person holding such position: (i) is declared of unsound mind by an order of court; (ii) is convicted of a felony; engages in conduct detrimental to the well-being of the Organization or, (iii) if within 60 days after Notice of selection as a Director, such person does not accept such office, either in writing or by not attending a meeting of the Board.

Section 4.7.2. Any vacancy or vacancies on the Board because of death, resignation, removal in any manner, disqualification, increase in the number of Directors, or any other cause, may be filled by a nomination by the President and election by a majority of the remaining members of the Board then in office at any regular or special Board meeting. Each person so elected shall serve for the balance of the unexpired term of the Director so replaced and until any further successor shall have been elected or appointed, or until his or her earlier death, resignation, or removal.

Section 4.8. Place of Board Meeting. Meetings of the Board may be held at such place as the Board may from time to time determine, or as may be designated in the Notice of the meeting.

Section 4.9. Regular Board Meetings. Regular meetings of the Board shall be held a minimum of six (6) times per year, at such time and place as the President shall determine. At regular meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given to members unless otherwise required by law or these Bylaws

Section 4.10. Special Board Meetings. Special meetings of the Board shall be held whenever called by the President or by three (3) or more of the Directors. Notice of each special meeting shall be given to each Director by telephone or in writing at least forty-eight hours (in the case of Notice by telephone or electronic communication) or five days (in the case of Notice by mail) before the time at which the special meeting is scheduled to be held. Every such Notice shall state the time, place and purpose of the special meeting.

Section 4.11. Emergency Special Board Meetings. Notice of any special meeting of the Board caused by any emergency threatening life or property shall be given only to such of the Directors as may be reached at such time and by such means as may be feasible at the time, including electronic or telephonic messaging, publication.

Section 4.12. Quorum, Manner of Acting, and Adjournment.

Section 4.12.1. Quorum. A simple majority of the Directors then in office shall be present at each meeting in order to constitute a quorum for the transaction of business.

Section 4.12.2. Every Director shall be entitled to one vote on all matters before the Board. Except as otherwise specified in these Bylaws, or applicable statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Directors present, and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a Board. The individual acts of Directors shall not bind the Board in the absence of specific authorization.

Section 4.12.3. The President may, at any time, call for vote to be conducted by electronic communication. Such votes will be recorded by the secretary and made available to the membership.

Section 4.13. Interested Directors or Officers.

Section 4.13.1. Action by Interested Directors. No contract or transaction between the Board and one or more of its Directors or Officers, or between the Board and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are Directors or Officers of the Board (“Common Directors”), or otherwise have a personal or a financial interest therein (“Interested Directors”), shall be void or voidable solely for such reason, or solely because the Common Director or Interested Director is present at, or participates in, the meeting of the Board which authorizes the contract or transaction, or solely because such votes are counted for such purpose, if:

Section 4.13.1.1. Disclosure of Interest or Relationship. The material facts as to the relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board, and if the Board, in good faith, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors pursuant to the Region’s Conflicts of Interest Policy, even if the disinterested Directors are less than a quorum.

Section 4.13.1.2. Contracts to be “Fair.” The contract or transaction is considered by the Board to be fair as of the time it is authorized, approved or ratified, by the Board, including if an Interested Director accidentally voted on a transaction in which such Director had an interest, provided that the disinterested Directors later reconsider and ratify such transaction without including the vote of the Interested Director.

Section 4.13.2. Common or Interested Directors Counted in Determination of Quorum.

Common Directors or Interested Directors may be counted in determining the presence of a quorum

at a meeting of the Board which authorizes or ratifies a contract or transaction specified in this Section but may not vote upon the transaction in question.

Section 4.14. Fees & Expenses.

Section 4.14.1. Compensation. No Director shall receive a fee or other compensation for serving as a Director.

Section 4.14.2. Expenses. A Director may be reimbursed for his or her reasonable out-of- pocket expenses incurred in the conduct of business of the Region, subject to policies established by the Board from time to time.

Section 4.15. Removal for Lack of Attendance. Any Director missing three (3) consecutive meetings of the Board without a legitimate excuse approved by the President may be asked to resign by the President or the Board. In the event the Director shall refuse to resign as requested, such previous lack of attendance shall be grounds for removal under Section 4.16.

Section 4.16. Removal. A Director may be removed with or without cause, following a hearing before the Board at which time the Director shall be given an opportunity to respond to any charges that have been referred. Reasonable Notice of the date and time of the hearing, together with the charges referred shall be given to the Director. This hearing could be an in-person or by electronic or telephonic means as decided upon by the Board. Removal shall require a two- thirds vote of all Directors and the decision will be final.

ARTICLE 5: NOTICE; WAIVERS; MEETINGS

Section 5.1. Manner of Giving Notice

Section 5.1.1. Personally; Mail; Courier Service; Whenever Notice is required hereunder, such Notice shall be in writing, signed by the party giving such Notice and shall be: (i) delivered personally; (ii) sent by first-class mail, express mail, certified or registered mail, postage prepaid; or (iii) sent by electronic communication as provided in Section 5.1.2, to the physical address or email address appearing in the Membership Roster of the Region, or, in the case of a Director, to such other address supplied by the Director to the Secretary for the purpose of Notice. The date of personal delivery, the date when deposited in the United States mail, or, in the case of electronic communication, when sent according to the delivery instructions on file with the Board, shall be the effective date of such Notice. Whenever the time for giving Notice or performing an act falls on a Saturday, Sunday or holiday, such time shall be extended to the next business day. A Notice of a meeting shall specify the date, time and place of the meeting, and any other information required by law or these Bylaws.

Section 5.1.2. Electronic Communication. Notice may also be given by electronic mail (“email”) or other forms of electronic communications to the email address or other electronic communications delivery instructions as most recently supplied to the Region by the Member,

Director or Officer for the purpose of Notice. Notice pursuant to this Section shall be deemed to have been given to the person entitled thereto when sent according to such delivery instructions on file with the Region.

Section 5.1.3. Adjourned Meeting. When any meeting of the Board or of a committee is adjourned, it shall not be necessary to give any Notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5.1.4. Conference Telephone Meetings. One or more persons may participate in any meeting of the Board, or a committee meeting of the AACA, by utilizing a conference telephone or similar 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.

ARTICLE 6: OFFICERS

Section 6.1. Number, Qualifications and Designation. All Officers shall be Members and Directors. The President, Secretary, and Treasurer shall be of at least 21 years of age. The offices of Secretary and Treasurer may be combined in one person at the discretion of the Board.

Section 6.2. Election and Term of Office. The Officers shall be elected annually by plurality vote of the Region at its Annual Business Meeting. Each Officer shall hold elected office for one year, commencing with the December Membership Meeting, and until a proper successor shall have been elected, or until earlier death, resignation, or removal from office.

Section 6.3. President. The President shall preside at all meetings of the Board and at the November Business Meeting or any special Membership Meeting. The President shall appoint all committee chairs and such other committee members as appropriate. The President shall have general supervision over the activities and operations of the Region, subject, however, to the control of the Board. The President shall sign, execute, and acknowledge, in the name of the Region, deeds, mortgages, bonds, contracts, tax returns, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, to some other officer or agent of the Region. In general, the President shall perform all duties incumbent to the office of President, and such other duties as from time to time assigned to him or her by the Board. The President, or the presiding officer acting for the President, shall not have the right to vote at a Board meeting except: (a) in the event of a tie; (b) on a motion to amend the Bylaws; (c) at an election of officers; or (d) on a motion that requires a unanimous vote for approval. The President shall have the authority to appoint one or more assistants to the Secretary or Treasurer from the Membership. Each assistant so named shall be ratified by a majority vote of the Board before assuming office.

Section 6.4. Vice President. The Vice President shall perform the duties of the President in the absence of the President, and such other duties authorized by law or by the Board.

Section 6.5. Secretary. The Secretary shall perform the following functions for the Region: attend the November Business Meeting and meetings of the Board, record all the votes of the Directors and of the Membership at the November Business Meeting, and record the minutes of the meetings of the Board, the November Business Meeting and any special Membership Meetings and keep copies of minutes of committees of the Board in books kept for that purpose, except that recording minutes of committees shall be the responsibility of committee chairpersons or their delegates; provide that Notices are given and records and reports properly kept and filed by the Region as required by law or the National Office of the AACA and, in general, perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him or her by the Board or the President.

Section 6.7. Treasurer. The Treasurer shall supervise the collection, investment and disbursement of the funds of the Region, render a financial report at the November Business Meeting, at each Board meeting and at other times at the request of the President or the Board. The Treasurer shall have or provide for the custody of the funds or other property of the Region and shall perform the following functions for the Region: maintain separate bank accounts for the Region accessible to the Treasurer and President; collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Region; deposit all funds received as Treasurer into such banks or other places of deposit as the Board may from time to time designate; render, whenever so required by the Board, an account showing transactions as Treasurer, and the financial condition of the Region; and, in general, discharge such other duties as may from time to time be assigned to him or her by the Board or the President.

Section 6.8. Advisors and Agents.

Section 6.8.1. Advisors, Consultants, Agents, etc. The Board may, from time to time, appoint such advisory organizations, committees, consultants, employees, representatives, or other agents, as the Board determines the business of the Region may require, each of whom shall perform such duties for such period, and have such authority, as are provided in these Bylaws, or as the Board may determine.

Section 6.8.2. Advisory Committee. Membership on the Board shall not be a requirement for membership on an advisory committee, organization, or committee thereof, but members who are not Board members cannot vote or be empowered to take any other action on behalf of the Board.

Section 6.9. Resignations. Any Officer, advisor or agent may resign at any time by giving written Notice to the Board, President or Secretary. Any such resignation shall take effect upon receipt of such Notice or at any later time specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6.10. Removal. Any Officer, committee, employee, or other agent of the Region may be removed, either for or without cause, by the Board. Any such removal shall be without prejudice to any contract rights of any person so removed.

Section 6.11. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the President with the approval of a simple

majority of the Board pursuant to these Bylaws. If the office is one for which these Bylaws prescribe a term, such office shall be filled for the unexpired portion of the term.

ARTICLE 7: COMMITTEES

Section 7.1. Designation; Appointment. The Board may establish special committees as the Board deems appropriate and will designate such committees' functions and responsibilities. Members of a committee do not have to be Directors but must be voting Members. Members who are not Directors cannot vote or be empowered to take any other action on behalf of the Board.

Section 7.2. Limits of Delegation of Authority. No committee of the Board or of the Region shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested strictly in the Board by these Bylaws or the Nonprofit Corporation Law. However, any committee of the Board may make recommendations to the Board concerning the exercise of such powers and authority.

Section 7.3. Quorum. A majority of committee members shall be present at each committee meeting to constitute a quorum for the transaction of its business. The acts of a majority of the Members serving on a committee shall be the acts of the committee.

Section 7.4. Minutes; Reports. Each committee shall keep regular minutes of its proceedings, shall report such proceedings periodically to the Board, and shall give reports to the Board as the Board requests.

Section 7.5. Time and Place. Each committee shall meet upon on the call of the chairperson and at such other regular times and places as agreed to by the majority of the committee.

ARTICLE 8: MISCELLANEOUS

Section 8.1. Intellectual Property. No use of the Region emblem, Logo, or marketing image, nor endorsement by the Region as to any organization or product shall be made by any person (legal or natural, whether or not a Member, Region, or Chapter) without the express written authorization of the Board. The Board is authorized to publish regulations and enter into licensing agreements for the use of the emblem, Logo and the grant and use of the Region endorsements or any other intellectual property of the Region.

Section 8.2. Checks. All checks, notes, bills of exchange, or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 8.3. Contracts, Tax Returns. Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute or deliver any instrument or tax return on behalf of the Region. Such authority may be general or confined to specific instances.

Section 8.4. Deposits. All funds of the Region shall be deposited from time to time to the credit of the Region, in such banks, trust companies, or other depositories as the Board may approve or

designate, and all such funds may be withdrawn only upon checks signed by such one or more Officers or employees as the Board shall, from time to time, determine. -

Section 8.5. Parliamentary Authority. 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.

Section 8.6. Amendment of Bylaws.

Section 8.6.1. Approval by the Board. A proposed amendment to the Bylaws shall be submitted in writing to the Board for preliminary approval or rejection by a majority vote of those present, provided a quorum is present. Final action shall be taken at that Board meeting, requiring a twothirds vote of all Directors.

Section 8.6.2. Approval by the Members. Those amendments to the Bylaws shall be submitted in writing to the Members upon approval by the Board; to be voted upon at the next Annual Business Meeting or a Special Meeting called in accordance with these Bylaws. A majority vote of the Members present at such Meeting, a quorum being present, shall be required for adoption.