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Winchester, Virginia  
ESTABLISHED 1958

# BY-LAWS

Revised 2023

**BY-LAWS for the Shenandoah Region  
of the  
Antique Automobile Club of America, Inc.**

ARTICLE 1: Name, Purpose, and Location

- Section 1 This club shall be known as the Shenandoah Region of Antique Automobile Club of America, Inc.
- Section 2 The purpose of this Region shall be to supplement the activities of the Antique Automobile Club of America, Inc. (AACA) for members in this area.
- Section 3 The Region's boundaries shall include all of the City of Winchester, VA including any surrounding area not included in any other recognized Region.

ARTICLE 2: Officers

- Section 1 The elected officers of the Region shall be a Regional President, Regional Vice President, Secretary, Treasurer and three Directors. Terms of office for the officers shall be one year, from January 1 to December 31, with all officers eligible for re-election. In the interests of continuity, all elected Directors shall serve three-year staggered terms beginning in 2013. These officers, the appointed Editor of the Newsletter, and the appointed Apple Blossom Meet Chair shall constitute the Executive Board.
- Section 2 The outgoing Regional President, if not re-elected and unless disqualified, shall serve as President Emeritus during the incoming President's term. If the outgoing President is re-elected, the previous President Emeritus shall continue to serve. The President Emeritus: (1) shall have voting privilege on the Executive Board. (2) May be called upon by the Regional President when needed, i.e., conducting meetings in the absence of the President and Vice President.

ARTICLE 3: Election of Officers

- Section 1 Prior to September 1, of each year, the Regional President shall appoint a nominating committee of three members. These three members shall meet as a group to make their selection for various offices. Upon agreement of names selected, they shall contact same and furnish names to the Secretary prior to October 1. At the October meeting one member from the nominating committee shall read the list of nominees to the membership. The President shall preside during nomination even if he or she is a candidate. At the October meeting nominations may be made from the floor and a proposed slate shall be voted upon to constitute the ballot.

## Continued - ARTICLE 3: Election of Officers

- Section 2 Before the November membership meeting a ballot shall be prepared and distributed to each Member in good standing, either via email or by inclusion in the November newsletter by the Newsletter Editor (see Article 4 Section 9). More ballots would be included if additional members are in the household. Each member shall mark his/her ballot and return it to the Secretary at or before the membership meeting in November. Members may send their marked ballot by email or submit their paper copy. Members not wishing to vote for candidates shown may write in the names of any member in good standing. Permission of write-in candidates must be given.
- Section 3 The Regional President shall appoint three tellers present at the November meeting to count the ballots and report the vote to the members. The candidate for each office receiving the largest number of votes cast will be declared elected. If a member forgets to bring his/her ballot or was unable to print their ballot received via email per Article 3 Section 2, a small number of extra paper ballots shall be available for their use, so long as the Secretary has not previously received said member's ballot.
- Section 4 Vacancies for any cause shall be filled by a vote of the members present at the next regular Membership meeting of the Region, with the exception of the Regional President, as the Vice-President will fill the vacancy. Said officer will serve the unexpired term.

## ARTICLE 4: Duties of Officers

- Section 1 The Regional President shall preside and preserve order at all meetings of the Region, shall appoint committees, and may call a special meeting at any time. In case of inclement weather or other changes in the availability of a meeting venue, he/she may also cancel or reschedule a scheduled meeting. He/She shall vote only in case of a tie.
- Section 2 The Regional Vice-President shall perform the duties of the Regional President in his/her absence. He/she would also be Program Chairman.
- Section 3 The Secretary shall keep in writing the minutes of all the meetings of the Region and the Executive Board. He/she shall receive and answer all correspondence to the Region, all of which he/she shall read at the next regular or special meeting. He/she shall receive all applications for membership and submit same to the Executive Board for action. He/she shall send the announcement of any Regional activity to the AACA Executive Director.

Continued - ARTICLE 4: Duties of Officers

- Section 4 The Treasurer shall receive all funds of the Region and deposit same in such bank as may be determined by the Executive Board. He/she shall bill and collect all dues and keep an account of same. He/she pay out such funds, on the check of the club signed by the Treasurer and/or President as directed by the Executive Board. He/she shall report the status of the funds at all regular meetings. The Treasurer may be required to post bond, as the Executive Board may direct, for the safekeeping of Regional funds in which case the cost of such bond shall be paid from the treasury.
- Section 5 The Apple Blossom Meet Chairman is appointed by the Regional President for a term of one year. It shall be his/her duty to arrange, fix dates, and set up rules and regulations for meets. Also to arrange for classes of cars, prizes, and judging of cars at meets and inform the Chief Judge at which meets judging will be desired.
- Section 6 The Technical Chairman shall be appointed by the Regional President to serve for one year and he shall determine the authenticity of cars entered for competitive purposes.
- Section 7 The Chief Judge shall be appointed by the Apple Blossom Meet Chairman to serve for a term of one year. He shall arrange for the classes and judging at meets. The Chief Judge shall also confer with the Technical Chairman regarding vehicles in question.
- Section 8 The Executive Board members shall attend meetings of the board in accordance with Article 6 of these by-laws.
- Section 9 The Newsletter Editor shall be appointed by the Regional President to serve for one year. The editor shall attend and be a voting member at all Executive Board meetings. He/she will compile the news for the newsletter and publish said letter in an electronic format and in a paper format if paper copies are needed. Before the monthly membership meeting, he/she will distribute the newsletter as follows: via email to paid members having email addresses or via U.S. mail to those paid members without email addresses.
- Section 10 The Activities Chairman shall be appointed by the Regional President to serve for one year. It shall be his/her duty to plan club activities as directed by the Regional President.

ARTICLE 5: Meetings – Time and Place

- Section 1 The Region shall hold one membership meeting on the first Thursday of each month or at a place and time determined by the Executive Board.

Continued - ARTICLE 5: Meetings – Time and Place

- Section 2 The Region shall hold, during its monthly November meeting, the election of officers and any other pertinent business.
- Section 3 The Regional President may cancel or call a new meeting, as outlined in Article 4 Section 1. The Secretary shall notify all members of the meeting change via email, and the telephone committee (as defined in Article 9 Section 3) shall contact those members who do not have email addresses. Cancellation notices shall go out as soon as the information is known. Notices of a special meeting shall go out at least five days prior to the special meeting.
- Section 4 It shall be the responsibility of each individual member to keep the Secretary and Newsletter Editor informed of his/her correct mailing address, phone number and email address.
- Section 5 20% of the members in good standing shall constitute a quorum and unless otherwise provided a majority vote shall rule.
- Section 6 50% of the Executive Board Members must be in attendance at Board meetings to constitute a quorum.

ARTICLE 6: Executive Board

- Section 1 The Executive Board shall consist of the Officers of the Region as given in Article 2, Section 1 of these by-laws.
- Section 2 The Executive Board shall have the power to proceed in any manner as may, in its judgment, subserve the interest of the Region. The decision of a majority of the Executive Board on any question shall be binding until the next regular or special meeting of the Region. The minutes shall include a record of such decisions and shall be read at the next regular or special meeting at which time a majority may approve, nullify or amend such decisions. If no action is taken at that time, the action of the Executive Board stands approved.
- Section 3 A Board member has the power to appoint a proxy of their own choice to attend a Board Meeting and vote in their absence. Said proxy must be an active member and can only act as proxy for a specific issue mentioned by the absentee board member. A proxy vote is valid only when presented in writing and signed.

ARTICLE 7: Membership

- Section 1 All applicants for membership in the Region must be members of the Antique Automobile Club of America, Inc. Prospective applicants must be present at a membership meeting or other club activity prior to the application being voted upon by the Executive Board.

## Continued – ARTICLE 7: Membership

- Section 2 Applications for membership must be in writing, filed with the secretary, and accompanied with the dues for the current year along with the applicant's National AACA membership card or other verification of their current AACA membership. Upon receipt of a properly executed application, applicants will be accepted or rejected by a majority vote of the Executive Board. Membership will be effective upon the approval of the Executive Board.
- Section 3 Membership will be free for the spouse of any member who has joint membership in the National AACA. The spouse will be entitled to all Shenandoah Region privileges.
- Section 4 All applications for membership received on or after October 1st shall include membership for the succeeding year if accepted.
- Section 5 The membership of any Regional member may be terminated by unanimous vote of the Executive Board of the Shenandoah Region for conduct unbecoming a member. Said member in question will be given full opportunity to hear and reply to the charges or reason for such action.
- Section 6 Any member has the authority to appoint a proxy, of their choice, to vote on a specific issue. A proxy vote is valid only when presented in writing and signed.

## ARTICLE 8: Dues

- Section 1 The yearly dues shall be a figure set by the members of the Region. This will include the expense of mailings such as envelopes, stamps, and postcards, etc.
- Section 2 The annual dues shall be payable on or before the January membership meeting. A member who has not paid his dues within sixty days (meaning the last day of February) or who has not maintained his membership in the National Club (AACA) shall automatically be dropped from the membership roster and from all future mailings. (Note: Article 7, Section 1)

## ARTICLE 9: Regional Policy

- Section 1 An announcement of any Regional activity must be sent to the AACA Executive Director. This shall be the duty of the Secretary.
- Section 2 Following the election of Regional Officers, their names and a list of all members shall be sent to the AACA Executive Director.
- Section 3 To improve communications within the Club, a telephone committee shall be appointed by the Regional President during the January membership meeting.

Continued - ARTICLE 9: Regional Policy

Section 4 In the event of the death of a club member, the amount of money expended for flowers, or a financial donation, shall be decided at the January Executive Board meeting. Said amount shall be spent equally to all members involved. Flowers or donations will be made in memory of only the following: Spouse, Mother, Father, Son, Daughter, Brother, or Sister.

ARTICLE 10: Non-profit Organization

Section 1 This Region is a non-profit organization: The members hereof shall not be entitled to any individual or collective interest, participation, share, right and/or property right in and to the assets of the organization: but such assets shall constitute the indivisible property rights of the organization: no dividends, pecuniary profits, stock dividends or payments of like manner shall be ever declared or paid to the members hereof.

ARTICLE 11: Alterations

Section 1 Any proposition to amend these by-laws must be submitted in writing to the Secretary prior to the October Executive Board Meeting and signed by the member or members submitting same. The Secretary shall present the proposed amendments to the Executive Board. The Executive Board shall make a recommendation for or against adoption of the proposed amendments. The proposal shall be included in the next newsletter, or as soon after as practicable, along with the Executive Board's recommendation. The newsletter shall notify the members that the proposal will be voted upon at the next regular or special meeting of the membership. A two-thirds affirmative vote of those members present at the meeting is required for adoption.

Section 2 No proposition shall be effective that nullifies the right of any member to the nomination and election of officers; the right to vote on the expenditures of Regional funds; or any proposition that conflicts with the laws or regulations of the National Club (AACA).

ARTICLE 12: Audits

Section 1 During the month of December the Regional President shall appoint two members in good standing to audit the financial accounts of the Treasurer. This is to be done during the month of January.

Section 2 The auditing committee shall submit its report at the February membership meeting.

ARTICLE 13: Dissolution

Section 1 In the event that Shenandoah Region is dissolved, the region's assets shall be contributed to some non-profit organization, preferably, but not necessarily, the AACA Museum. Such recipient is to be selected by the Executive Board.

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The By-Laws of the Shenandoah Region, AACA were adopted October 1, 1959. They were amended October 6, 1960; December 6, 1962; March 5, 1964; March 1, 1973; February 5 and March 4, 1976; December 6, 1990; November 4, 1993; October 4, 2007; November 4, 2010; and November 2, 2023.

The above By-Laws were submitted to the Shenandoah Region AACA Membership and approved on November 2, 2023.

By-Law Committee 2023:

Dan Rowzie    Kevin Malony    Jeff Smulovitz    Linda Comontofski