



BY-LAWS OF THE EAST TENNESSEE REGION, ANTIQUE AUTOMOBILE CLUB OF AMERICA

ARTICLE I – NAME AND PURPOSE

- Section 1. The name of the Region shall be EAST TENNESSEE REGION, ANTIQUE AUTOMOBILE CLUB OF AMERICA. The Region shall be incorporated under the Provisions of the Tennessee Nonprofit Corporation Act.
- Section 2. The purpose of said Region shall be the preservation of antique vehicles and the conducting of tours, meetings, events and programs for the enjoyment of its members.
- Section 3. The Region is empowered to acquire and sell real and personal property necessary for the operation of Region business.

ARTICLE II – MEMBERS AND DUES

- Section 1. All members in good standing of the Antique Automobile Club of America (AACA) may become members of this Region. For the purpose of these By-Laws, the term “members in good standing” means that said members have paid all dues and assessments levied against them by the AACA and this Region and have met all other requirements of membership as defined by these By-Laws.
- Section 2. Any person who presents evidence of membership in the AACA, and is approved by a majority vote of the members of the Executive Board, becomes a member of the Region with the payment of appropriate dues.
- Section 3. Joint members of the AACA (limited to husband, wife and dependents up to the age of 18 living at home) are entitled to all privileges of active members of this Region upon payment of Region joint member dues.
- Section 4. Honorary memberships in this Region may be granted by the Executive Board for a duration as specified by the Board. Honorary members shall be members of AACA. Such members shall pay no dues to this Region but shall have all rights and privileges except the right to vote and hold office.
- Section 5. The amount of dues payable to the Treasurer of the Region shall be fixed by the Executive Board from time to time as in its discretion may be proper and fitting. Dues for individual and joint memberships in the Region shall be fixed at the same rate. All payment of dues shall be made to the Treasurer on or prior to December 31 of each year. Any member whose dues are not paid by January 31 shall be dropped from the membership of the Region.

Section 6. New membership applications accepted during October, November, and December shall be valid for the ensuing year.

Section 7. Any member of this Region may be terminated by a majority vote of the entire Executive Board for unbecoming conduct, or otherwise, upon giving the member in question a full opportunity to hear and respond to the charges for such action.

ARTICLE III – EXECUTIVE BOARD

Section 1. The Executive Board shall consist of Region officers including the President, Vice President, Immediate Past President, Secretary, Treasurer, the Editor-in-Chief of the *Smoky Mountain Antiquer*, the Activities Coordinator, the Webmaster, the Presidents of all Chapters, if any, and four (4) elected Directors from the Region. Should an individual be fulfilling more than one position on the Board, that individual will have only one (1) vote in matters that come before the Board. Should any position on the Board be shared by more than one individual, then that Board position shall have only one (1) vote in matters that come before the Board.

Section 2. The selection of members of the Region to serve on the Executive Board shall be by election from the membership in good standing as prescribed in Article VI.

Section 3. The Executive Board shall have the authority to proceed in any manner as may, in their judgment, serve the best interest of the Region. The Executive Board, by a majority vote, may decide any question of interest to the Region. However, any member of the Region may challenge the decision of the Executive Board at the next regular meeting of the membership and by a two-thirds (2/3) vote of the members in good standing, may rescind the decision.

Section 4. The Executive Board shall appoint a temporary President to conduct any meeting of the membership should the President and Vice President be absent.

Section 5. Any member of the Executive Board that shall miss two (2) consecutive meetings of such Board without due cause may be asked by the President, with the approval of the remainder of the Executive Board, to tender their resignation. The remainder of the Executive Board shall appoint a member in good standing within the Region to fill the unexpired term of such member.

Section 6. Upon the resignation, incapacitation or death of a member of the Executive Board, the remainder of the Board shall appoint a member in good standing within the Region to fill the unexpired term of such member.

Section 7. A majority of the Executive Board shall constitute a quorum.

Section 8. Two directors shall be elected each year who will serve for two years. The total number of directors shall remain at four as two directors rotate off each year.

ARTICLE IV – QUALIFICATION OF OFFICERS

To be eligible to hold an office or to serve on the Executive Board of the Region, one must be a member in good standing of the Region.

ARTICLE V – DUTIES OF OFFICERS AND DIRECTORS

- Section 1. **PRESIDENT:** The President shall preside at all Region meetings of the membership and the Executive Board. The President shall represent the Region, if possible, at the annual business meeting of the AACA. The President's expenses to attend the AACA annual meeting shall be paid from the Region's treasury in an amount not to exceed three (3) nights' lodging based on the standard single occupancy of the host hotel. The President's subsidy may be transferred if the President is unable to attend the meeting and a replacement is designated by the President. The President shall appoint all committee chairmen with the exception of the Nominating Committee which shall be elected by the membership. The President shall have all power and duties usually vested in the President of an organization for its general operations. In case of a vote of equal decision at any meeting, the President shall then, and only then, cast a vote.
- Section 2. **VICE PRESIDENT:** The Vice President shall assist the President in his duties and shall serve as acting President in the absence of the President. The Vice President shall perform the duties of Parliamentarian.
- Section 3. **SECRETARY:** The Secretary shall handle all official correspondence for the Region, shall keep the minutes of all meetings and shall file the annual corporate report(s) with the state of Tennessee. The Secretary shall cause all official notices to be sent to the members as prescribed by these By-Laws. The Secretary shall prepare and distribute a roster of the membership each year and distribute the same to each member and AACA headquarters in accordance with Article X, Section 3 of these By-Laws. The Secretary shall be given and shall maintain the administrative records of the Region. The Secretary shall perform such other duties as prescribed by the Executive Board and those that pertain to the office.
- Section 4. **TREASURER:** The Treasurer shall collect and disburse the funds of the Region as may be ordered by the Executive Board. The Treasurer shall render a financial report to the Region at the annual meeting and whenever the President of the Executive Board may require same. The Treasurer shall give bond at the expense of the Region if required to do so by the Executive Board. The Treasurer shall collect all dues payable to the Region and require the showing of a valid national membership in the AACA. The Treasurer shall maintain checking and/or savings accounts in the name of the Region upon which checks, drafts, etc., can be drawn with the signature of the Treasurer or the President. The Treasurer shall maintain the financial records of all real and personal property owned by the Region.
- Section 5. **EDITOR-IN-CHIEF, SMOKY MOUNTAIN ANTIQUER:** The Editor-in-Chief shall cause to be published and distributed to the members of the Region, publications as set forth in Article IX of the By-Laws. The Editor-in-Chief shall appoint such members as may be required by the functions of the office, giving them title as appropriate to their position(s). The Editor-in-Chief shall publish notices of all forthcoming meetings of the Region, all official notices provided by the Secretary and other such matters as prescribed by the Executive Board.

Section 6. **DIRECTORS:** As members of the Executive Board, Directors shall contribute to the general management and control of the affairs of the Region and shall perform all duties not otherwise specifically designated in these By-Laws and as directed by the President. Directors shall attend all meetings of the Executive Board unless excused by the President.

ARTICLE VI – ELECTIONS

- Section 1. A Nominating Committee shall be elected by the membership in September of each year. The Secretary shall mail ballots to each member (by U.S. mail or email as the member prefers) who will select five (5) members in good standing. The ballots shall be returned to the Secretary and shall be counted by the President, Vice President and Secretary. The three (3) members with the highest number of votes shall make up the Committee with two (2) members as alternates.
- Section 2. The Nominating Committee shall designate its Chairman and shall meet at such times as necessary to select a slate of nominated candidates for the succeeding year's Executive Board. Their choices shall be reported at the October meeting. At least one and never more than two members shall be selected for each position in the Region.
- Section 3. At the regular November meeting of the members of the Region, the Nominating Committee, through its Chairman, shall report to the members the slate of nominated candidates.
- Section 4. After the Nominating Committee has reported, the Chairman shall entertain nominations from the floor. If there are no nominations from the floor, the President may ask for a show-of-hands vote from the members in good standing present. If the majority of the members present vote in favor, the President may declare the slate of candidates elected by acclamation. The Secretary shall record the results of this vote in Region records.
- Section 5. In cases where there is more than one candidate for an office, an election shall be held at the November meeting. The Nominating Committee shall distribute ballots to the members in good standing present upon which they shall mark their choice(s) of candidates for the Executive Board. The ballots shall be gathered, validated and counted by the Nominating Committee. The candidate(s) receiving the majority of the votes shall be elected. The Chairman of the Nominating Committee shall then announce the new Executive Board. The new Officers and Directors shall assume their duties on January 1st of the succeeding year.
- Section 6. All ballots, tally sheets, etc., used in the election shall be placed in an envelope and sealed by the Chairman of the Nominating Committee. The Chairman shall turn this envelope over to the Secretary of the Region to be held for a period of one (1) year, or the next election, at which time it shall be destroyed. The sealed envelope containing the above election material may only be opened upon a two-thirds (2/3) vote by the members of the Region.

ARTICLE VII – REMOVAL FROM OFFICE

- Section 1. Any member of the Executive Board may be removed from office for good cause by a three-fourths ($\frac{3}{4}$) majority of the members in good standing in the Region.

Section 2. The vote of the membership is to be on a “Roll Call” basis at a regular meeting after a minimum of seven (7) days’ notice that such vote is to be taken.

Section 3. Removal from office under this Article shall be effective immediately after the voting.

ARTICLE VIII – ACTIVITIES

Section 1. **CLUB ACTIVITIES:** Activities shall be held monthly or at such times and places as may be prescribed by the Executive Board. Notice shall be given by the activity host to the members no less than fourteen (14) days prior to said activity. Notice shall mean conveyance of information via written notice, email or having the information concerning such activity published in the *Smoky Mountain Antiquer* unless specified otherwise by the Executive Board.

Section 2. **MEETINGS OF THE EXECUTIVE BOARD:** Executive Board meetings shall be held bi-monthly at a minimum and/or at such times and places as may be prescribed by the Executive Board. Notice shall be given to members of the Executive Board not less than seven (7) days prior to such meeting.

Section 3. **SPECIAL MEETINGS:** Special meetings of the Region members and/or the Executive Board may be called by the President, by three (3) members of the Executive Board, or by six (6) members of the Region. Immediate notice shall be given to the members of the Region as to the time, place and purpose of the special meeting.

Section 4. All meetings shall be conducted in accordance with ROBERT'S RULES OF ORDER.

ARTICLE IX – PUBLICATIONS

Section 1. **SMOKY MOUNTAIN ANTIQUER:** A newsletter shall be published by the Region and shall contain news and events of the AACA, the Region and other Regions as appropriate.

Section 2. The *Smoky Mountain Antiquer* shall be published on a bi-monthly basis.

Section 3. The Region shall publish other publications as directed by the Executive Board.

Section 4. All publications of the Region shall be published free of charge to all members of the Region, AACA Headquarters and to any others as directed by the Executive Board.

ARTICLE X – GENERAL REQUIREMENTS OF AACA

Section 1. The Region or its members shall not use the name of the AACA in connection with any commercial or charitable events without the approval of the ETR Executive Board.

Section 2. The Region and its Chapters shall avoid, where possible, scheduling any activity which would be in conflict with a previously scheduled national event of the AACA.

Section 3. A list of Officers, Directors and Members shall be sent to AACA Headquarters annually as directed by AACA Headquarters.

Section 4. 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 or Region. Such assets shall be the indivisible property of the Club or Region thereof. No dividends, pecuniary profits, stock dividends or payments of like manner shall ever be declared to be paid to the members of the Club or Region.

ARTICLE XI – CHAPTERS

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

Section 2. The members of every Chapter shall be members in good standing of the AACA and of this Region. Each Chapter shall be under the jurisdiction of the President of this Region.

ARTICLE XII – AMENDMENTS TO THE BY-LAWS

Section 1. Amendments to these By-Laws may be made from time to time by a majority vote of the members in good standing of the Region.

Section 2. Proposed amendments to the By-Laws shall be presented to the members at a regular meeting. The vote on an amendment shall be held at the next regular meeting of the members of the Region after seven (7) days' notice shall have been given to each member of the Region stating reason(s) for the proposed change(s).

Section 3. No amendments shall be made that nullify or alter any part of the AACA By-Laws.

Section 4. A copy of all amendments to these By-Laws shall be sent to AACA Headquarters.

ARTICLE XIII – STANDING OPERATING PROCEDURE

Section 1. The Region shall establish and maintain an independent Standing Operating Procedure (SOP) for the day-to-day operation and business of the Region.

Section 2. The SOP may be modified at any time by the Executive Board without By-Law impact.