

**BYLAWS  
OF  
ANTIQUÉ AUTOMOBILE  
CLUB OF AMERICA, INC.  
MEMBERSHIP APPROVED FEBRUARY 13, 2004**

**ARTICLE 1:           NAME, STATUTE, OFFICES AND FISCAL YEAR**

Section 1.1.    *Name and Statute.* The name of the corporation is “Antique Automobile Club of America, Inc.” (“AACCA” or the “Corporation”), which exists under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5101 *et seq.*

Section 1.2.    *Offices.*

1.2.1.    The registered office of AACCA in the Commonwealth of Pennsylvania shall be at 501 West Governor Road, Hershey, Pennsylvania 17033, until otherwise established by a vote of a majority of the Board of Directors (the “Board”) of AACCA, and a statement of such change is filed with the Pennsylvania Department of State, or until changed by an appropriate amendment of the Articles of Incorporation.

1.2.2.    AACCA may also have other offices at such other places within or without the United States of America as the Board may from time to time appoint or the business of AACCA requires.

Section 1.3.    *Fiscal Year.*    The fiscal year of AACCA shall be the calendar year.

**ARTICLE 2:           MEMBERS AND MEMBERSHIP**

Section 2.1.    *Corporation.* AACCA shall be a non-profit corporation with members, governed by a Board of Directors (the “Directors”).

Section 2.2.    *Membership.* The “Membership” of AACCA shall consist of all of its Full Members, Special Members, and Youth Members (collectively the “Members”).

Section 2.3. *Full Membership.* A “Full Member” of AACA is an individual who has applied to become a Full Member, and has been enrolled by the Board upon the payment of dues. Even though an individual is less than 16 years of age and would qualify as a Junior Member under Section 2.5.1, he or she is eligible to become a Full Member in the same manner as an adult, but is subject to the age limitation in Section 3.2.

Section 2.4. *Special Membership.* A “Special Member” of AACA shall include certain individuals specifically qualified as Members, as follows:

2.4.1. An “Honorary Member” is an individual so designated and so enrolled by the Board based upon outstanding contributions to automotive history or preservation. An Honorary Member shall not be required to pay dues, but shall have all rights and privileges of a Full Member, except that an Honorary Member shall not be able to hold an office. An Honorary Member may also become a Full Member with the right to hold office by paying the dues required of a Full Member and being enrolled as a Full Member.

2.4.3. A “Joint Member” is an individual who is married to a Full Member and who so applies for membership at the same address and is so enrolled by the Board. A Joint Member shall have all rights and privileges of a Full Member, except that a Joint Member shall not receive a separate individual copy of AACA’s mailings or publications, except as provided in 2.4.4.

2.4.4. A “Life Member” is a Full Member who has pre-paid a one-time, lump-sum lifetime dues assessment (“Lifetime Dues”) in such amount as set by the Board from time to time. A Life Member shall not be required to pay Annual Dues. The spouse of a Life Member (living or deceased) may apply to be a Joint Member for life without any obligation to pay annual dues. Upon the death of the individual who is the Life Member, the surviving spouse who has become a Joint Life Member shall receive the mailings and publications previously sent to the Life Member. If the surviving spouse remarries, his or her spouse may apply to be a Joint Life Member, without any obligation to pay annual dues, but such Joint Life Member shall not receive a separate copy of AACA’s mailings or publications.

Section 2.5. *Youth Members.*

2.5.1. A “Junior Member” is an individual who will not have attained, during the membership year, the age of sixteen, who has applied to be a Junior Member, and who is so enrolled by the Board. Junior Membership shall not be dependent upon any family or legal relationship with an adult Member, but shall be a separate form of membership with payment of reduced annual dues as set from to time by the Board (“Junior Dues”). A Junior Member shall not have the right to vote or judge at National Meets.

2.5.2. A “Student Member” is an individual who will have attained the age of sixteen, but not the age of twenty-six during the membership year, who is a full-time student as determined by the Board, who has applied to be a Student Member, and who is so enrolled by the Board as such. A Student Member shall have a right to vote, hold office, and exhibit qualified vehicles at National Meets. The Board is authorized to set reduced annual dues for a Student Member.

2.5.3. An “Affiliated Organization Youth Member” is an individual who has not attained the age of twenty-six during the membership year, who is a member of a sponsoring organization that has entered into an agreement approved by the Board to carry on educational activities to encourage youth to be involved in the preservation of antique automobiles and other activities that further the purposes of AACA, who has applied to be an Affiliated Organization Youth Member, and who is so enrolled by the Board as such. An Affiliated Organization Youth Member shall not have the right to vote, hold office, judge at National Meets or to exhibit vehicles at National Meets. The Board may enroll such members without charging dues and they shall receive such publications, information and other benefits as the Board deems appropriate.

## Section 2.6. *Application Procedures; Enrollment*

2.6.1. The Board shall have the power to set application procedures to ensure that an applicant qualifies for the category of Membership for which he or she is applying.

2.6.2. An applicant shall be enrolled as a Member, if upon completion of an application review, the AACA’s staff as authorized by Section 2.6.3. determines that the applicant qualifies as required by these Bylaws, and the applicant pays the applicable dues.

2.6.3. The initial determination of membership qualification shall be made by the staff of AACCA, but the Board shall have the final power in the event an applicant or anyone else disputes the staff's determination to determine the categorization of an applicant for Membership.

2.6.4. Applicants applying after September 30<sup>th</sup> shall be enrolled for Membership in the following year.

Section 2.7. *Dues.*

2.7.1. Annual Dues for all Members not exempt from paying dues under Article 2, shall be set from time to time by the Board. The Board shall have the power to set separate dues schedules for each category of Members required to pay dues.

2.7.2. Annual Dues shall be assessed on a basis consistent with AACCA's fiscal year.

Section 2.8. *Termination, Suspension, Renewal of Membership.*

2.8.1 All privileges of Membership shall automatically and immediately cease if a member's dues, fees or other assessments are unpaid after final notice. The Member shall forfeit all dues and fees already paid.

2.8.2 Any Member may resign by letter addressed to the AACCA. The resignation shall be effective upon receipt of the letter. The member shall forfeit all dues and fees already paid.

2.8.3 The Board may expel any Member for cause, after hearing, with reasonable notice, before the Board to enable the Member to refute any charges that had been preferred against that Member. Expulsion shall require a majority vote of the Directors present.

Section 2.9. *Voting.*

2.9.1. Each Member entitled to vote is entitled to cast one vote.

2.9.2. Cumulative and proxy voting are prohibited.

Section 2.10 *Annual Membership Meeting.* An Annual Meeting of the Members shall take place each year during the month of February in the Philadelphia, Pennsylvania area, at such time and place approved by the Board. Written notice thereof shall be sent to all Members in good standing not less than fourteen (14) days before such Annual Membership Meeting.

Section 2.11 *Special Membership Meetings.* The Board may call a special meeting of the Members upon thirty (30) days written notice.

Section 2.12 *Quorum.* For the purposes of meetings of the Membership, one hundred (100) Members having the right to vote shall constitute a quorum.

### **ARTICLE 3: BOARD OF DIRECTORS**

Section 3.1. *Powers.* The Board shall have full power to conduct, manage, and direct the business and affairs of AACA; and all powers of AACA are hereby granted to and vested in the Board.

Section 3.2. *Qualification.* Each Director of the Board (a "Director") shall be a natural person at least 21 years of age and be a Full, Joint or Student Member, but need not be a resident of Pennsylvania.

Section 3.3. *Number; Classes; and Term of Office.*

3.3.1. The Board shall consist of twenty-one (21) Directors, with staggered terms so that the terms of one-third of the Directors expire each year. The number and terms may be determined from time to time by resolution of the Board. Each Director shall hold office for a term of three (3) years and until a successor shall have been elected or appointed, or until his or her earlier death, resignation or removal.

3.3.2. No Director shall serve more than four terms, either separately or consecutively.

Section 3.4     *Nomination; Election*

3.4.1    A Nominating Committee composed of five Members appointed by the President shall make nominations for Directors not less than 90 days prior to the Annual Meeting. Other nominations may be submitted to the Secretary at least 75 days prior to the Annual Meeting by petition signed by at least five percent (5%) of Members entitled to vote.

3.4.2.   The Secretary shall prepare a ballot containing the names of all persons nominated and mail it to all Members entitled to vote at least 60 days before the Annual Meeting. Ballots, to be valid, must be marked for exactly seven (7) candidates. Such ballots must be returned by personal delivery received, or by United States mail postmarked, at least 30 days before the date of the Annual Meeting.

3.4.3.   Members entitled to vote shall elect Directors by plurality vote each year.

3.4.4.   *Judges of Election; Counting House.* The President shall appoint three persons to carry out the duties of Judges of Election to monitor the processes used by the counting house or other organization that the Board may retain to count the votes and report their findings to the Board and Members. The Judges of Election shall also carry all other duties of Judges of Election as provided in the Pennsylvania Nonprofit Corporation Law, 15 Pa.C.S. § 5762, as amended.

Section 3.5.     *Organization.*

3.5.1.   At every meeting of the Board, the President of AACCA shall preside. In the case of a vacancy in that office, or in the absence of the President, the Executive Vice President of AACCA shall preside for that meeting. If both the President and the Executive Vice President are absent, a chair chosen by a majority of the Directors present shall preside.

3.5.2.   At every meeting of the Board, the Secretary shall act as secretary of the meeting. In the case of a vacancy in that office, or in the absence of the Secretary, an assistant Secretary shall so act. In the absence of the Secretary and all Assistant Secretaries, any person appointed by the chair of the meeting shall act as Secretary.

Section 3.6.     *Resignations.*

Any Director may resign at any time by giving written notice to the President or the Secretary of AACCA. Such resignation shall take effect at the date of the receipt of such notice 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 3.7. *Vacancies.*

3.7.1. The Board may declare vacant the position of a Director if the person holding such position is declared of unsound mind by an order of court, if convicted of a felony, or, if within 60 days after notice of selection as a Director, such person does not accept such office, either in writing or by attending a meeting of the Board.

3.7.2. 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 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 be a Director to 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 3.8. *Place of Meeting.*

3.8.1. Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

Section 3.9. *Regular Board Meetings.*

3.9.1. Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. 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 unless otherwise required by law or these By-laws. The Annual Meeting of the Board shall be held every February.

Section 3.10. *Special Board Meetings.*

Special meetings of the Board shall be held whenever called by the President or by five 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 pursuant to Article 4, Section 4.1.2) 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 3.11. *Emergency Special 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 feasible to reach at such time and by such means as may be feasible at the time, including electronic or telephonic messaging, publication, or radio. To the extent required to constitute a quorum at any such emergency special meeting of the Board, the officers of AACA who are present shall be deemed, in order of rank and within the same rank in order of seniority, as Directors for such meeting.

Section 3.12. *Quorum, Manner of Acting, and Adjournment.*

3.12.1. Except as otherwise provided above regarding an emergency special meeting, fifteen of the Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business.

3.12.2. Every Director shall be entitled to one vote. Except as otherwise specified in the Articles of Incorporation, 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.

3.12.3. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of AACA.



Section 3.13. *Interested Directors or Officers; Quorum.*

3.13.1. No contract or transaction between AACCA and one or more of its Directors or Officers, or between AACCA and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers of AACCA, or otherwise have a personal or a financial interest, shall be void or voidable solely for such reason, or solely because the Director or Officer 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:

3.13.1.1. 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, even though the disinterested Directors are less than a quorum; or

3.13.1.2 The contract or transaction is fair as to AACCA as of the time it is authorized, approved or ratified, by the Board.

3.13.2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

Section 3.14. *Fees & Expenses.*

3.14.1. No Director shall receive a fee or other compensation for serving as a Director.

3.14.2. Each Director, however, may be reimbursed reasonable out-of-pocket expenses incurred in the conduct of business of AACCA, subject to further specification and determination of the Board.

Section 3.15. *Removal for Lack of Attendance.* Any Director missing three consecutive meetings of the Board without an approved legitimate excuse may be asked to resign by the President or the Board. In the event the Director shall refuse to resign as requested, such lack of attendance shall be grounds for removal for cause under Section 3.16.

Section 3.16. *Removal for Cause.* Only the Board may expel any Director from the Board, and only for good cause after a hearing before the Board after reasonable notice, to enable the

Director to respond to any charges that have been referred. Expulsion shall require a two-thirds vote of all Directors.

**ARTICLE 4: NOTICE; WAIVERS; MEETINGS**

Section 4.1. *Manner of Giving Notice*

4.1.1. *Personally; Mail; Courier Service; Telegram.* Whenever written notice is required to be given to any person under the provisions of the articles, these Bylaws, or the Nonprofit Law, it may be given to such person, either personally or by sending a copy thereof by first-class mail, express mail, certified or registered mail, postage prepaid, or by telegram, charges prepaid, to the address appearing on the membership roster of AACA, or, in the case of a Director, such other address supplied by the Director to the Secretary of AACA for the purpose of notice. If the notice is sent by mail, courier service or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, delivered to the courier service, or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day, and hour of the meeting, and any other information required by law or these By-laws.

4.1.2. *Electronic Communication.* Such written notice also may be given by facsimile transmission, email or other electronic communications to the facsimile number, email address, or other electronic communications delivery instructions as supplied by the Member, Director or Officer from time to time 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 instructions on file with AACA.

4.1.3. *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 4.2. *Waivers of Notice.*

4.2.1. Whenever any written notice is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or the Nonprofit Law, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required in Article 6 of these Bylaws, neither the business to be transacted at a meeting, nor the purpose of a meeting, need be specified in the waiver of notice of such meeting.

4.2.2. Attendance of a person at any meeting of the Board or of a committee shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.3. *Modification of Proposal Contained in Notice.* Whenever the language of a proposed resolution is included in a written notice of a meeting, those persons voting at the meeting upon the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4.4. *Conference Telephone Meetings.* One or more persons may participate in a meeting of the Board or of a committee of the Board, or of AACCA, by means of 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 5: OFFICERS**

Section 5.1. *Number, Qualifications and Designation.* The officers of AACCA (the "Officers") shall be a President, Executive Vice President, one or more vice presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All Officers must be Members of AACCA. Officers shall also be Directors of AACCA, with the exception of any Assistant Secretary or Assistant Treasurer who shall be members of AACCA but need not be Directors. The President and Secretary shall be natural persons of legal age; the Treasurer may be a corporation, but, if not, then the Treasurer shall be a natural person of legal age. The offices of Secretary and Treasurer may be combined in one natural person at the discretion of the Board.

Section 5.2. *Election and Term of Office.* The Officers of AACA, except those elected by delegated authority pursuant to this Article, shall be elected annually by the Board at its first meeting after each Annual Membership Meeting by plurality vote. Each such Officer shall hold such elected office until the next annual organization meeting of the Board and until a proper successor shall have been elected, or until earlier death, resignation, or removal from office.

Section 5.3. *President.* The President shall preside at all meetings of the Board and at the Annual Membership 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 AACA, subject, however, to the control of the Board. The President shall sign, execute, and acknowledge, in the name of AACA, 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 By-laws, to some other officer or agent of AACA. In general, the President shall perform all duties incident to the office of President, and such other duties as from time to time may be 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 may appoint from the Directors additional Vice Presidents for specific duties, but not the Executive Vice President who shall be elected by the Board. The President shall also have the authority to appoint one or more assistants to the Secretary or Treasurer from AACA Membership. Each Vice President or other Officer so named shall be ratified by a majority vote of the Board before assuming office.

Section 5.4. *Executive Vice President.* The Executive 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 5.5. *Secretary.* The Secretary or an Assistant Secretary shall perform the following functions for AACA: attend the Annual Membership Meeting and all meetings of the Board, record all the votes of the directors and of the Membership at the Annual Membership Meeting, and record the minutes of the meetings of the Board and the Annual and Special Membership Meetings and keep copies of minutes of committees of the Board in books kept for that purpose (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 AACA as required by law; act as the custodian of the seal of AACA and see that it is affixed to all documents to be executed on behalf of AACA under its seal; 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 5.6. *Treasurer.* The Treasurer shall supervise the collection, investment and disbursement of the funds of AACA, render a financial report at the Annual Membership Meeting and at other times at the request of the President or the Board, and give bond at the expense of AACA. The Treasurer or an Assistant Treasurer shall have or provide for the custody of the funds or other property of AACA and shall perform the following functions for AACA: maintain separate bank accounts for AACA accessible to the Treasurer; collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by AACA; 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 AACA; 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 5.7. *General Powers.* All Officers of AACA shall have such authority and perform such duties in the management of the property and affairs of AACA as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these Bylaws.

Section 5.8. *Vice Presidents.* The vice presidents shall perform such other duties as may from time to time be assigned to them by the Board or the President.

Section 5.9. *Officers' Bonds.* Each Officer shall be bonded for the faithful discharge of duties with such coverage and with such surety or sureties as the Board shall require. Any costs of such bond may be paid by AACCA.

Section 5.10 *Advisors and Agents.*

5.10.1 The Board may, from time to time, appoint such advisory organizations, committees, consultants, employees, representatives, or other agents, as the business of AACCA may require, each of whom shall hold office or perform such duties for such period, and have such authority, as are provided in these Bylaws, or as the Board may determine.

5.10.2. Membership on the Board shall not be a requirement for membership on an advisory committee, organization, or committee thereof.

Section 5.11. *Resignations.* Any Officer, advisor or agent may resign at any time by giving written notice to the Board, or to the President or Secretary of AACCA. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, an acceptance of such resignation shall not be necessary to make it effective.

Section 5.12. *Removal.* Any Officer, committee, employee, or other agent of AACCA may be removed, either for or without cause, by the Board or other authority which elected, retained, or appointed such Officer, committee, or other agent whenever, in the judgment of such authority, the best interests of AACCA will be served thereby. Any such removal shall be without prejudice to any contract rights of any person so removed.

Section 5.13. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board or by the Officer or committee to which the power to fill such office has been delegated 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.

Section 5.14. *Salaries.* The salary of the Executive Director shall be fixed from time to time by the Board by resolution of the Board. The salaries or other compensation of any other employees or other agents shall be fixed from time to time by the Board, or by the Officer or committee to which the power to retain or appoint such employees or other agents has been delegated pursuant to this Article.

## **ARTICLE 6 – COMMITTEES**

Section 6.1. Designation; Appointment. There shall be eleven standing committees: Executive, Class Judging, Finance and Budget, Membership, National Activities, National Awards, National Headquarters, Publications, Regions, Audit Committee, and Strategic Planning Committee. The President will designate, as appropriate, those Vice Presidents who will be chairpersons of these standing committees. In addition, the President shall have the prerogative to appoint the other members of any such standing committee. Otherwise, this shall be the responsibility of the individual committee chairs. The President may also establish such other standing or special (ad hoc) committees as are deemed necessary and appoint their chairpersons and members. Standing committee chairs will be assigned to the appropriate Vice Presidents with the exception of the Executive Committee which shall be presided over by the President. Except for the Executive Committee, and with the exception of the chairperson, members of a committee do not have to be Directors, but must be voting Members.

Section 6.2. Term; Alternate Members. The President may designate one or more Members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee of the Board or of AACA, and each member thereof, shall serve at the pleasure of the President, except for the members of the Executive Committee who are elected Officers under section 5.1. These Officers shall serve on the Executive Committee while they remain in office.

Section 6.3. *Limits of Delegation of Authority.* No committee of the Board or of AACA, other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested strictly in that Board by these Bylaws or the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time (the “Nonprofit Law”). However, any other committee of the Board may make recommendations to the Board or the Executive Committee concerning the exercise of such powers and authority.

Section 6.4. *Continuing Fiduciary Obligation.* The establishment of any committee of the Board or of AACA, and the authorized delegation thereto of any power and authority, shall not alone relieve any such Director of a fiduciary duty to AACA.

Section 6.5. *Quorum.* A majority of those designated to serve on a committee, or those designated to replace them as provided herein, shall be present at each such committee meeting to constitute a quorum for the transaction of its business. The acts of a majority of the Members serving on a committee (or their replacements) shall be the acts of the committee.

Section 6.6. *Minutes; Reports.* Each committee of the Board and of AACA shall keep regular minutes of its proceedings and shall report such proceedings periodically to the Board and shall give reports to the Board as the Board requests.

Section 6.7. *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.

Section 6.8. *Executive Committee.* The Executive Committee of the Board shall consist of the President, the Executive Vice-President, the Treasurer, the Secretary, Vice President of Finance and Budget and two other Directors selected by the President. In the absence of the Secretary, an Assistant Secretary may so serve; and, in the absence of the Treasurer, an Assistant Treasurer may so serve. The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of AACA and shall provide general direction and guidance to the Executive Director who is the AACA’s chief staffperson, except that the Executive Committee shall not have any power or authority as to the following: the filling of vacancies on the Board; the adoption, amendment or repeal of the Bylaws or Articles of Incorporation; or the amendment or repeal of any resolution of the Board.

Section 6.9. *Class Judging Committee.* It shall be the duty of this committee to supervise and be responsible for the class judging of all vehicles at a National Meet, including the



establishment of standards of judging, contest rules, and all other matters pertaining to the classification of vehicles. The Class Judging Committee shall supervise the awarding of all class prizes. The Class Judging Committee shall make recommendations to the Board regarding official AACA car classification.

Section 6.10. *Finance and Budget Committee.* It shall be the duty of the Finance and Budget Committee to prepare an annual budget and to submit quarterly financial reports to the Board.

Section 6.11. *National Activities Committee.* It shall be the duty of the National Activities Committee to plan a schedule of all national events pertaining to the exhibition of vehicles.

Section 6.12. *Membership Committee.* It shall be the duty of the Membership Committee to screen all applications for membership and perform other duties that pertain to membership.

Section 6.13. *National Awards Committee.* It shall be the duty of the National Awards Committee to select the recipients of National Awards and to supervise their presentation. The Awards Committee shall maintain an accurate list of all Senior Cars and all Annual Award winners.

Section 6.14. *National Headquarters Committee.* It shall be the duty of the National Headquarters Committee to provide direction for and oversee all aspects of National Headquarters operations, including temporary operation of National Headquarters in the event the Executive Director is unable to perform assigned duties or if an opening in that position exists.

Section 6.15. *Publications Committee.* It shall be the duty of the Publications Committee to supervise, edit, and produce *Antique Automobile*, a Roster of Members, a Registry of Vehicles and such other publications as the Board may direct. The Editor of *Antique Automobile* shall be a member *ex officio* of this committee. This committee shall have the authority to engage and dismiss editorial personnel.

Section 6.16. *Regions Committee.* It shall be the duty of the Regions Committee to examine all applications for a Region or Chapter and to submit appropriate recommendations at a

meeting of the Board. The Regions Committee shall also enforce provisions of Article 7 hereunder.

Section 6.17. *Audit Committee.* The Audit Committee shall consist of at least three (3) Directors, appointed by the President with the consent of a majority of the Board. The members of the Audit Committee shall not include the President, Executive Vice President, Secretary or Treasurer or any other Director who has custody of funds or responsibilities for disbursements thereof or is any way compensated (other than reimbursement for expenses) by the AACA or an organization described in Section 10.7. It shall be the duty of the Audit Committee to: (1) select the AACA's independent auditor, subject to the ratification by the Board; (2) review with that auditor the internal controls of the AACA and recommend changes to the Board; and (3) receive and review complaints concerning the AACA's financial records or internal controls or auditing matters and recommend necessary action to the Board.

Section 6.18. *Strategic Planning Committee.* It shall be the duty of the Strategic Planning Committee to develop and make recommendations for the long-term goals and objectives of AACA and their implementation.

## **ARTICLE 7 - REGIONS AND CHAPTERS**

Section 7.1. Any group of fifteen or more members of AACA must make written application on an approved form to the Board for a Regional Charter.

Section 7.2. Five or more members of AACA must apply on an approved form to the governing board of a Region for a Chapter under the administration of the Region.

Section 7.3. All applications for Regions and Chapters must be submitted to the Vice President - Regions for review and submission to the Board for approval.

Section 7.4. Only the Board may issue charters to Regions and Chapters, and approve the names thereof.

Section 7.5. The Board may revoke the charter of any Region or Chapter at any time upon prior reasonable notice and opportunity to be heard.

Section 7.6. Every member of a Region or Chapter must also be a Member of AACA.

Section 7.7. Every Honorary Member of a Region must be a Member of AACA.

Section 7.8. A Chapter shall be a unit under the jurisdiction of a Region.

Section 7.9. Regions and Chapters shall avoid, where possible, scheduling activities which will conflict with an AACA National activity previously scheduled.

Section 7.10. Before March 1st of each year, Regions and Chapters must submit to AACA their Officer Reporting Forms as well as an accurate list of their members for that year.

Section 7.11. Each Region and Chapter shall send to AACA for review, an accurate and current copy of its Articles or Certificate of Incorporation or Organization, Constitution, if any, and Bylaws. Subsequent changes thereto are to be forwarded in the same manner by any existing Region or Chapter.

Section 7.12. In the event that a Region or Chapter is dissolved, and the monies of that Region's treasury remain undistributed, unless otherwise required by law, such funds shall be transferred to AACA.

## **ARTICLE 8 - NATIONAL ACTIVITIES**

Section 8.1. The Board shall promulgate and enforce appropriate regulations for conduct and participation in all National Meets or National Tours.

Section 8.2. The Board may, from time to time, designate and approve National Meets, which may be held on concurrent or overlapping times.

Section 8.3. All National Tours and National Meets must be sponsored by one or more Regions or Chapters.

Section 8.4. The Board may conduct an Annual Grand National Meet, which may or may not be sponsored by a Region or Regions.

Section 8.5. No National Meet shall conflict with the Annual Grand National Meet or with a National Tour.

**ARTICLE 9:           LIMITATION OF PERSONAL LIABILITY OF DIRECTORS;  
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER  
AUTHORIZED REPRESENTATIVES**

Section 9.1.    *Limitation of Personal Liability of Directors.*

9.1.1    A Director of AACA shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

9.1.1.1    The Director has breached or failed to perform the duties of his or her office as defined below; and

9.1.1.2    The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

9.1.2.    The provisions of this Section shall not apply to: the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

Section 9.2.    *Standard of Care and Justifiable Reliance.*

9.2.1.    A Director of AACA shall stand in a fiduciary relationship to AACA, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of AACA, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

9.2.2.    In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

9.2.2.1.    One or more Officers or employees of AACA whom the Director reasonably believes to be reliable and competent in the matters presented;

9.2.2.2. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or

9.2.2.3. A committee of the Board upon which he or she does not serve, duly designated in accordance with law or under these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

9.2.3. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

9.2.4. In discharging the duties of their respective positions, the Board, committees of the Board, and an individual Director, in considering the best interests of AACA, may consider the effects of any action upon employees, upon persons with whom AACA has business and other relations and upon communities which the offices or other establishments of or related to AACA are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.

9.2.5. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of AACA.

Section 9.3. *Indemnification in Third Party Proceedings.*

9.3.1. AACA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of AACA) by reason of the fact that he or she is or was a representative of AACA, or is or was serving at the request of AACA as a representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of AACA, and, with respect to any

criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

9.3.2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of AACA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.4. *Indemnification in Derivative Actions.* AACA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of AACA to procure a judgment in its favor by reason of the fact that he or she is or was a representative of AACA, or is or was serving at the request of AACA as a representative of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of AACA, and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to AACA unless and only to the extent that the Court of Common Pleas of Dauphin County or such court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 9.5. *Mandatory Indemnification.* Notwithstanding any contrary provision of the articles of incorporation or these Bylaws, to the extent that a representative of AACA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.6. *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under Section 9.3 or 9.4 above shall be made by AACA only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made either by the Board by a

majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or, if such a quorum is not obtainable, or, even if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 9.7. *Advancing Expenses.* Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by AACCA in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by AACCA as authorized above.

Section 9.8. *Indemnification of Former Representatives.* Each such indemnity may continue as to a person who has ceased to be a representative of AACCA and may inure to the benefit of the heirs, executors, and administrators of such person.

Section 9.9. *Bonds and Insurance.* AACCA shall have the power to purchase and maintain bonds or insurance on behalf of any person who is or was a Director, officer, employee, or agent of AACCA or is or was serving at the request of AACCA as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not AACCA would otherwise have the power to indemnify such person against such liability.

Section 9.10. *Reliance on Provisions.* Each person who shall act as an authorized representative of AACCA shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## ARTICLE 10 - MISCELLANEOUS

Section 10.1. *Corporate Seal.* AACA shall have a corporate seal in the form of a circle containing the name of the Corporation, bearing the year of incorporation, and including such other details as may be approved by the Board.

Section 10.2. *Emblem (Logo).* The emblem (logo) of AACA shall be oval-shaped, with a facsimile of the 1895 Duryea automobile in the center and the inscription “Antique Automobile Club of America” and “Founded Nov. 1935” upon the circumference thereof, as per the trademark registered with the United States Patent and Trademark Office, as set forth below:



Section 10.3. *Intellectual Property.* No use of the AACA logo nor endorsement by AACA 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 authorization of the Board. The Board is authorized to publish regulations and enter into licensing agreements for the use of the logo and the grant and use of AACA endorsements or any other intellectual property of AACA.

Section 10.4. *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 10.5. *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 AACA. Such authority may be general or confined to specific instances.

Section 10.6. *Deposits.* All funds of AACA shall be deposited from time to time to the credit of AACA in such banks, trust companies, or other depositories as the Board may



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

Section 10.7. *AACA Museum; AACA Library*

10.7.1. The Board is authorized to disburse funds as grants or contributions, as loans, or under contracts to the AACA Museum, Inc. (the “Museum”) or the Antique Automobile Club of America Library and Research Center, Inc. (the “Library”) for such purposes as the Board deems appropriate.

10.7.2. The Board is authorized to share costs or resources with the Museum or Library on such basis as the Board deems appropriate.

Section 10.8. *Annual Report of the Board.*

10.8.1. The Board shall direct the President and Treasurer to present at the Annual Membership Meeting, or at such other time and place annually as the Board shall determine, a report showing in appropriate detail the following:

10.8.1.1. The assets and liabilities, including any trust funds, of AACA as of the end of the fiscal year immediately preceding the date of the report.

10.8.1.2. The principal changes in assets and liabilities, including any trust funds, during the year immediately preceding the date of the report.

10.8.1.3 The revenue or receipts of AACA, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by AACA.

10.8.1.4 The expenses or disbursements of AACA, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by AACA.

10.8.1.5. The annual report of the Board shall be filed with the minutes of the Annual Membership Meeting.

Section 10.9. *Parliamentary Authority.* The rules contained in the current edition of ROBERTS RULES OF ORDER NEWLY REVISED shall govern AACA 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 that the Board may adopt, and any provisions of the Pennsylvania Nonprofit Law, that do not permit these Bylaws to take precedence.

Section 10.10. *Amendment of Bylaws.*

10.10.1. *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. A copy of the amendment, if approved, shall be sent to all Directors 60 days prior to the next meeting of the Board. Except as required by Section 10.10.2, final action shall be taken at that Board meeting, requiring a two-thirds vote of all Directors.

10.10.2. *Approval by the Members.* Those amendments to the Bylaws that require approval by the Members in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S. § 5504(b), as amended, shall be submitted in writing to the Members upon approval by the Board to be voted upon at the Annual Meeting or a Special Meeting called in accordance with these Bylaws. A majority vote of the Members at such Meeting, a quorum being present, shall be required for adoption.

AMENDMENTS TO THE  
BYLAWS OF THE  
ANTIQUÉ AUTOMOBILE CLUB OF AMERICA, INC.

Section 5.1. *Election and Term of Office.* The Officers of AACA, except those appointed by delegated authority given to the President pursuant to Section 5.3 of this Article, shall be elected annually by the Board at its first meeting after each Annual Membership Meeting by plurality vote. Each Officer shall hold an elected office until the next annual organization meeting of the Board or until a proper successor has been elected due to death, resignation, or removal from office.

Temporary Section 3.3.3. *Increase in Number of Board Members.* The number of Directors shall be temporarily increased from twenty-one (21) to twenty-three (23) to allow the election of two (2) members in accordance with Temporary Section 3.4.5. This provision shall take effect on the date of AACA Annual Meeting in February 2008 and at the same time as the newly elected members of the AACA Board take office and shall expire two (2) years from that date.

Temporary Section 3.4.5. *Election of Two Directors from the Existing Library Board.* Notwithstanding Sections 3.4.1 thru 3.4.4, the AACA Board of Directors shall elect by majority vote to the AACA Board of Directors, with full voting powers, two (2) members from the nominee list of six (6) nominees of immediate past and current members of the Board Directors of the Antique Automobile Club of America Library and Research Center, Inc. ("ALRC") as contained in the Plan and Agreement of Merger between the ALRC and the AACA. Each such elected Director will serve a term of two (2) years. This provision shall take effect on the date of the AACA Annual Meeting in February 2008 and at the same time as the newly elected members of the AACA Board of Directors take office and shall expire two (2) years from that date.

Temporary Section 5.6A. *Vice President Library-Strategic Development.* One of the two (2) Directors elected under Temporary Section 3.4.5 shall be appointed by the AACA President as Vice President Library-Strategic Development who shall be responsible for the long-term planning for the library including its staff, collection and endowment. This Vice President shall serve under the direction of the AACA President and the AACA Board and shall be subject to the provisions of Article V. Additional duties may be assigned by the AACA President as provided Section 5.8 and both the duties specifically set forth herein and the additional duties assigned by the AACA President as well as committees of responsibility may be further described in the AACA's POLICY AND PROCEDURE MANUAL as amended from time-to-time. This provision shall take effect on the date of the AACA Annual Meeting in February 2008 and at the same time as the newly elected members of the AACA Board of Directors take office and shall expire two (2) years from that date.

Temporary Section 5.6B. *Vice President Library-Operations.* One of the two Directors elected under Temporary Section 3.4.5 shall be appointed by the AACA President as

Vice President Library-Operations who shall be responsible for the general supervision of the operations for the library, including its staff and collection. This Vice President shall serve under the direction of the AACA President and the AACA Board and shall be subject to the provisions of Article V. Additional duties may be assigned by the AACA President as provided in Section 5.8 and both the duties specifically set forth herein and the additional duties assigned by the AACA President as well as committees of responsibility may be further described in the AACA's POLICY AND PROCEDURE MANUAL as amended from time-to-time. This provision shall take effect on the date of the AACA Annual Meeting in February 2008 and at the same time as the newly elected members of the AACA Board of Directors take office and shall expire two (2) years from that date.

**ADOPTED: September 7, 2007**

#### CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected and qualified Secretary and the custodian of the books and records and seal of Antique Automobile Club of America, Inc., a nonprofit charitable corporation duly formed and existing under the laws of the Commonwealth of Pennsylvania, and that the foregoing is a true record of the Amendments to the Bylaws duly adopted by majority vote of the Corporation's Membership a specially scheduled meeting held on September 7, 2007, the required notice having been given and a quorum being present, and that said Amendments to the Bylaws were adopted in accordance with Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. §§ 5504 and 5924, and the Bylaws of the above-named Corporation.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this \_\_\_\_\_ day \_\_\_\_\_, 2007.

\_\_\_\_\_  
Joseph Gagliano, Secretary

152138.2

Section 3.4 *Nomination; Election*

3.4.1 A Nominating Committee composed of five Members appointed by the President shall make nominations for Directors not less than 150 days [September 15<sup>th</sup>] prior to the Annual Meeting. Other nominations may be submitted to the Secretary at least 135 days [September 30<sup>th</sup>] prior to the Annual Meeting by petition signed by at least five percent (5%) of Members entitled to vote.

3.4.2. The Secretary shall prepare a ballot containing the names of all persons nominated and mail it to all Members entitled to vote at least 120 days [October 15<sup>th</sup>] before the Annual Meeting. Ballots, to be valid, must be marked for exactly seven (7) candidates. Such ballots must be returned by personal delivery or by United States mail received at least 90 days [November 15<sup>th</sup>] before the date of the Annual Meeting.

3.4.3. Members entitled to vote shall elect Directors by plurality vote each year.

3.4.4. *Judges of Election; Counting House.* The President shall appoint three persons to carry out the duties of Judges of Election to monitor the processes used by the counting house or other organization that the Board may retain to count the votes and report their findings to the Board and Member. The Judges of Election shall also carry all other duties of Judges of Election as provided in the Pennsylvania Nonprofit Corporation Law, 15 Pa.C.S. § 5762, as amended. The ballots shall be counted and announced to the Board within ten (10) days after the deadline for the receipt of ballots [November 25<sup>th</sup>] from Members under Section 3.4.2 and announced to the Members on or before the Annual Meeting as directed by the Board.

**ADOPTED: September 19, 2009**

2.5.4 A "*Complimentary Membership*" is awarded to a single or joint member based upon his or her service to the ~~club~~ AACA. Additionally, from time-to-time, the Board of Directors may approve and institute promotional programs to award free one-year memberships as a means to support and grow the AACA's regions and chapters. Other than the requirement for payment of dues, all other rights and obligations as provided in these Bylaws for the class of membership awarded apply to the Complimentary Membership.

**ADOPTED: September 19, 2009**