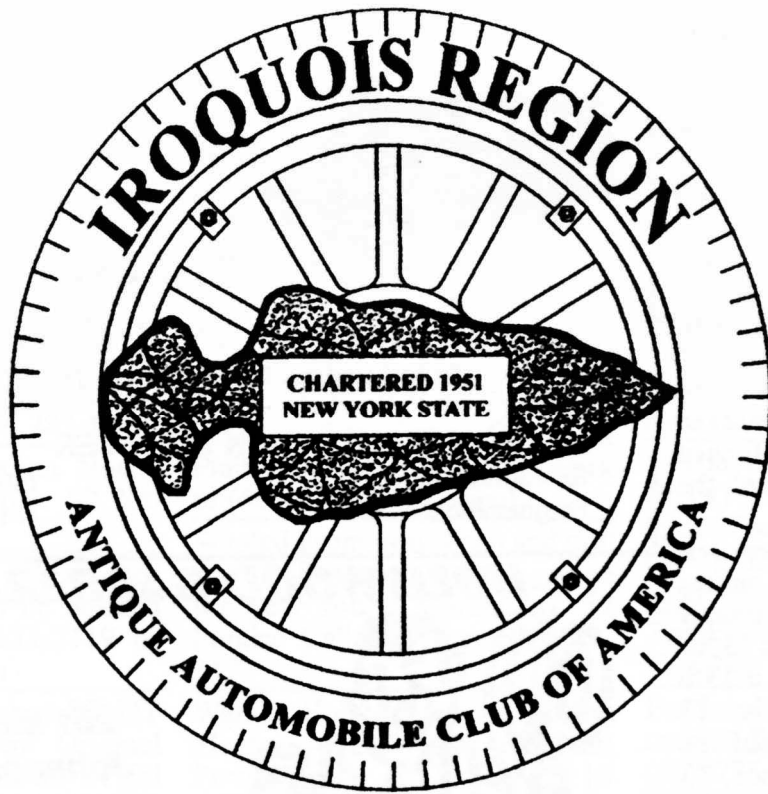


# **BY-LAWS**

## **Iroquois Region, AACA Inc.**



**Binghamton, New York Area**

**IROQUOIS REGION**  
**ANTIQUÉ AUTOMOBILE CLUB OF AMERICA, INC.**  
**BY-LAWS**

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**ARTICLE I - OFFICES**

The principal office of the corporation shall be in the City of Binghamton County of Broome State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

**ARTICLE II – PURPOSES & NAME**

The purposes for which this corporation has been organized are as follows:

1. The primary purpose of this Region shall be to supplement the activities of the Antique Automobile Club of America, to provide mutual enjoyment for members, and to encourage the preservation of antique automobiles. Other purposes are as follows:
2. To promote interest in antique automobiles and all other types of motorized transportation, and to promote and provide social activities for its members;
3. To give and promote entertainment, lectures, social affairs, celebrations, exhibitions, games, amusements of any and all descriptions for the general enjoyment and instruction of the members;
4. To provide exhibitions and competitions among its own members and members of other similarly constituted organizations for the benefit, enjoyment, instruction, and well being of its members;
5. To purchase equipment necessary for same;
6. To purchase or lease, and to maintain and operate real property, buildings, group house or other structures as incidental to the above purposes, and to sell, lease, mortgage, or otherwise dispose of at sale.
7. The name of this Corporation and This Region shall be known as the **Iroquois Region of the Antique Automobile Club of America, Inc.**

**ARTICLE III - MEMBERSHIP**

**1. QUALIFICATIONS FOR MEMBERSHIP.**

1. Members in good standing of the Antique Automobile Club of America may become members of this Region.
2. Upon receipt of a properly executed application and upon submission of a current National membership card, new members shall be accepted or rejected by the Board of Directors or Membership Committee if one exists.
3. Dues: The amount of dues payable to the Regional Treasurer will be controlled by vote Of Regional Members at any Annual or Special Meeting.
4. All Dues shall become payable on January 1<sup>st</sup> each year.

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5. Termination of Membership - The membership of any Regional Members may be terminated by unanimous vote of the Executive Board of the Region for conduct unbecoming a member of the Antique Automobile Club of America or other cause upon giving the member in question written notice stating the reasons for termination and a full opportunity to hear and to reply to the charges or reasons for such action. Any member whose Regional Dues are more than 60 days in arrears shall be automatically dropped from the Region roll.
6. Although these bylaws, for ease of reading, use male pronouns ("he", "his" for example), there is no implication that any person being discussed must be male or cannot be female. There is no gender basis for qualification for membership or office.

#### 2. MEMBERSHIP MEETINGS.

The Annual general membership meeting of the corporation shall be held on the 3rd Wednesday of November each year except that if such day be a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting ( Notice may be given in the form of the monthly newsletter).

Regular members meetings will normally be held on the third Wednesday of each month except August, November and December, with the same provision for legal holidays as in the preceding paragraph. The Board of Directors may change the meeting date as they deem necessary. In addition, the June meeting can be advanced one week if needed in order to be held before the annual Iroquois Historical Car Meet. The same notice requirement noted in the above paragraph shall apply to regular members meetings.

The presence at any membership meeting of not less than 10 members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than 4 weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any rescheduled meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

#### 3. SPECIAL MEETINGS.

Special meeting of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

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**4. FIXING RECORD DATE**

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

**5. ACTION BY MEMBERS WITHOUT A MEETING.**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

**6. PROXIES.**

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**7. ORDER OF BUSINESS**

The order of business at all meeting of members shall be as follows:

1. Roll call (Signed record of attendance)
2. Reading of the minutes of the preceding meeting
3. Reading of the Treasurers report
4. Reports of committees
5. Reports of officers
6. Old and unfinished business
7. New business
8. Good and welfare
9. Adjournments

**8. MEMBERSHIP DUES.**

See Article III - Section 1 sub paragraph 3.

**ARTICLE IV - DIRECTORS**

**1. MANAGEMENT OF THE CORPORATION.**

In the Certificate of Incorporation, "director" is alternately referred to as "trustee". The corporation shall be managed by the board of directors, which shall consist of not less than five directors. Directors shall be the President, the Vice President, the Secretary, and the Treasurer, as elected at the annual meeting, and the Immediate Past President. Each director shall be at least nineteen years of age.

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**2. ELECTION AND TERM OF DIRECTORS.**

At each annual meeting of members, the membership shall elect officers from among their number who shall be the directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until a successor has been elected and shall have qualified, or until said director's resignation, death or removal.

**3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.**

The number of directors may be increased or decreased by vote of the members; or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

**4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the director being replaced.

**5. REMOVAL OF DIRECTORS.**

Any or all of the directors may be removed for cause by a simple majority vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

**6. RESIGNATION.**

A director may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

**7. QUORUM OF DIRECTORS.**

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

**8. ACTION OF THE BOARD.**

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

**9. PLACE AND TIME OF BOARD MEETINGS.**

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The board may hold its meeting at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

**10. REGULAR ANNUAL MEETING.**

A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members. There shall be a minimum of three items of business at this meeting. Salaries shall be addressed (see Article V,2.), the record date shall be fixed for determination of members (see Article III,4.), and the newly elected officers / directors will assume their responsibilities. The meeting will be chaired by the outgoing President, who will pass control of the meeting to the new President at the end of the meeting for adjournment; with this act of the new President, the terms of the new officers shall begin.

**11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.**

Regular meetings of the board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner upon written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of such notice.

A majority of the directors present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

**12. CHAIRMAN.**

At all meetings of the Board of Directors the president, or in the President's absence, a chairman chosen by the board shall preside.

**13. EXECUTIVE AND OTHER COMMITTEES.**

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

**14. ADVISORY COMMITTEE**

The Advisory Committee shall consist of the past three consecutive Presidents (less the immediate past President, who is a Director) the Newsletter Editor, and up to two members from the Region (chosen by the incoming President).

It shall be the duty of the Advisory Committee to assist the Board of Directors in nominating one Regional member to each elected office and in the Planning and scheduling of all events and programs for the members of the Region.

**ARTICLE V - OFFICERS**

# **IROQUOIS REGION**

## **ANTIQUÉ AUTOMOBILE CLUB OF AMERICA, INC.**

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#### **1. DUTIES, POWERS, FUNCTIONS**

Officers shall have such duties, powers and functions as herein provided.

#### **2. MULTIPLE OFFICES, SALARY.**

Any two or more offices may be held by the same person if individual candidates can not be found for each office, except the offices of President and Secretary. The salaries of all officers shall be fixed by the board at the annual meeting.

#### **3. PRESIDENT.**

The president shall be the chief executive officer of the corporation; he shall preside at all meeting of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

The President shall preside at all meeting of the Regional members, Board of Directors and Advisory Committee. In his absence, the Vice-President shall preside. If both President And Vice-President should be absent, the Board may appoint a temporary President to officiate. The President shall appoint all committee chairmen, one of whom shall be a news correspondent to Regional and National publications. He shall have the power to decide all questions of equal division and have all powers usually vested in the President of an organization.

The President is also responsible to secure the Myron Miller Trophy from the current award Recipient and suitably prepare it for presentation to the next award recipient.

Prior to Myron Miller Memorial Trophy award presentation the Regional president will fully advise the next award recipient regarding the full nature and intent of the award guidelines, calling special attention to Iroquois Region permanent ownership and conditions under which it must be surrendered.

Prior to each Iroquois Region Historical Car Meeting, the regional President will review the chief Judge's judging rules criteria for the Myron Miller Memorial Trophy award; and when satisfied with their equity, provide final approval.

The President shall also have the authority to sign checks, drafts and notes, as specified under Treasurer below.

#### **4. VICE-PRESIDENT.**

During the absence or disability of the president the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties, as the board shall prescribe.

#### **5. TREASURER.**

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned

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by the president; he or the president shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

**6. ASSISTANT-TREASURER.**

During the absence or disability of the treasurer, the Board of Directors shall designate an assistant-treasurer, who shall have all the powers and functions of the treasurer.

**7. SECRETARY.**

The secretary shall keep the minutes of the board of directors and also the minutes of the membership meetings. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their place of residence.

**8. ASSISTANT-SECRETARIES.**

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the Board of Directors, shall have all the powers and functions of the secretary.

**9. SURETIES AND BONDS.**

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

**ARTICLE VI - SEAL**

The seal of the corporation shall be as follows:

(seal impression)

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**ARTICLE VII - NATIONAL REQUIREMENTS**

**1. REGIONAL REQUIREMENTS BY AACA**

1. The members of any region shall not, as a group, use the name of the Antique Automobile Club of America in connection with a commercial or charitable project.
2. A Region or its Chapters shall not hold any activity within a 200-mile radius, which would conflict with a National Event of the Antique Automobile Club of America.
3. Announcements of Regional Activities must be sent to the National Vice-President in Charge of Activities.
4. The names and addresses of all Regional officers and members must be sent to the National Secretary-Treasurer each year immediately after elections.
5. The Antique Automobile Club of America is a non-profit organization; the members there 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; but such assets shall be the indivisible property of the Club thereof; no dividends, pecuniary profits, stock dividends, or payments of like manner shall ever be declared of paid to the members of this club or regions thereof.

**ARTICLE VIII - CHAPTERS**

**1. CHAPTERS**

1. Upon compliance with the requirements of the National Board of Directors, one or more Chapters may be formed as circumstances dictate within the geographic area of the Region.
2. The members of every Chapter shall be members in good standing of the Automobile Club of America and the parent Region. Each Chapter shall be under the jurisdiction of the Regional President unless special exception is authorized by the National Board of Directors.

**ARTICLE IX - NATIONAL CONSTITUTION OR BY-LAW**

**1. AMENDMENTS OR ADDITIONS TO BY-LAW**

1. No amendments shall be made that nullify or alter any part of the National Constitution or by-law.
2. Other amendments to these by-laws may be made from time to time by a majority vote of the Regional members in good standing upon adequate written notice (3-5 days) to all Regional members stating the proposed changes.

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#### **ARTICLE X - MYRON MILLER TROPHY**

##### **1. MYRON MILLER MEMORIAL TROPHY**

###### **1. Description:**

Full-size brass Model T Ford Carbide Generator mounted on a natural finished oval walnut base. The base also has affixed Engraved brass plaques, one of which identifies it as the "Myron Miller Memorial Trophy", and others which indicate previous trophy winners.

###### **2. Ownership:**

The Iroquois Region AACA is the exclusive and permanent owner of the Myron Miller Memorial Trophy. This Trophy was purchased by Mrs. Myron Miller, wife of Iroquois Region founder-member, Myron Miller. It was donated by Mrs. Miller to members of the Iroquois Region in 1970. Mrs. Miller requested that the trophy be awarded at the annual or each Iroquois Region Historical Car Meet in memory of her late husband.

###### **3. Award Guidelines:**

This trophy will be awarded as a temporary possession to the owner (or his appointed representative) of the automobile judged to be "Best of Show" at the annual or each Iroquois Region Historical Car Meet.

This trophy is intended to be a perpetual award and must be surrendered upon either verbal or written request of the current Iroquois Region President. A token trophy will be awarded to each previous award recipient.

###### **4. Judging Rules:**

This award will be a judged award rather than one selected by ballot. Judging rules criteria will be administered under the supervision of the meet chief judge. Definition of the judging rules criteria will be specified by the meet chief judge and subject to review and approval by the Regional President.

#### **ARTICLE XI - BEREAVEMENT GUIDELINES**

##### **1. BEREAVEMENT GUIDELINES**

1. In the event of death of a member, members spouse, or members immediate relationship (son, daughter, mother, and father) a \$25.00 donation shall be made to the family in accordance with the family's wishes.

#### **ARTICLE XII - NEWSLETTER EDITOR**

##### **1. NEWSLETTER EDITOR**

1. The Newsletter Editor shall be appointed by the Executive Committee. It shall be the duty of the Newsletter Editor to appoint 3 other members to oversee the following newsletter departments; Education, Current Events and Advertising and to assist the

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Newsletter Editor in the newsletter publication.

**ARTICLE XIII - TELEPHONE COMMITTEE**

**1. TELEPHONE COMMITTEE**

1. A Telephone Committee shall consist of a Telephone Chairman appointed by the Executive Committee. It shall be the duty of the Telephone Chairman to appoint 3 additional members to assist the Telephone Chairman with the purpose to contact members, as needed, for Iroquois Region sponsored events.

**ARTICLE XIV - CONSTRUCTION**

**1. CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

**ARTICLE XV - BY- LAW AMENDMENTS**

**1. BY-LAW AMENDMENT**

The by-laws may be adopted, amended, or repealed by the members at the time they are entitled to vote in the election of directors, at the next regular members meeting, or at a special meeting, provided there be set forth in the notice of that meeting the by-laws to be adopted, amended or repealed, together with a concise statement of the changes made. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-laws regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.