



# **HISTORICAL VINTAGE CAR CLUB OF DELAWARE, INC.**

## **BYLAWS**

AS AMENDED: DECEMBER 12, 2017

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**ARTICLE I**  
**General Overview**

- Section 1* This Club shall be known as “Historical Vintage Car Club of Delaware, Inc.” When presented in abbreviated form, the Club’s name shall be abbreviated as “HVCCDE.”
- Section 2* The emblem shall be an antique car in the outline of the State of Delaware inside of a diamond. The name of the Club as indicated in Section 1 shall appear within the outline of the logo. The HVCCDE emblem as approved by the Board of Directors shall appear on official correspondence, merchandise, and online in its most updated form. In the event that the Club’s emblem is updated, the use of previous versions of the emblem shall be discontinued. Supplies of existing letterhead, merchandise, and items bearing the discontinued emblem shall be exhausted. The emblem shall not be changed so as not to resemble the description herein.
- Section 3* The mission of the Historical Vintage Car Club of Delaware, Inc. shall be to protect and preserve automobiles and their history, and to support the communities and citizens of Delaware through active partnerships with local organizations. Our diverse membership will inspire and foster this fellowship through meets and tours, support of community events and causes, and administration of charitable contributions while helping fellow members in the old car hobby.
- Section 4* The HVCCDE is to be a nonprofit organization. The HVCCDE shall maintain records in accordance with 501(c)(7) regulations as set forth by the Internal Revenue Service and the State of Delaware. In accordance with IRS Publication 4221 PC, the HVCCDE shall make available to the public all records regarding its tax-exempt status.
- Section 5* The fiscal year of the HVCCDE shall begin on January 1 of the calendar year and conclude on December 31 of the same calendar year.
- Section 6* So as to safely operate within the car show hobby, all HVCCDE member cars must be equipped with an Underwriters Laboratories (UL) listed fire extinguisher when competing in HVCCDE shows. Fire extinguishers of TYPE B or C (UL approved, fully charged, approximately 2.5 pounds) is recommended. The fire extinguisher need not be permanently mounted to the vehicle. In HVCCDE competitions, failure to have a UL approved fire extinguisher will result in disqualification from judging and winning of any award.
- Section 7* All HVCCDE meetings shall be conducted in accordance with the most recent edition of Robert’s Rules of Order. In the event that Robert’s Rules of Order are found to be contradictory to these bylaws, the bylaws of HVCCDE shall take precedent.

**ARTICLE II**  
**Membership & Dues**

- Section 1* Applications for membership in HVCCDE must be submitted in proper affidavit, filed with the Membership Secretary and accompanied with the dues for the current year. Membership shall be in effect upon satisfaction of these requirements.
- Section 2* All applications for membership received and accepted after November 1st shall include membership for the succeeding year, provided said member pays any increase in dues adopted for the succeeding year.
- Section 3* Annual dues shall be fixed by the Board of Directors.
- Section 4* The annual dues shall become payable on January 1 of each calendar year.
- Section 5* Any member who fails to pay their dues by February 1 of the calendar year shall be considered in arrears. A member who is in arrears in the payment of their financial obligations to the Club shall have all privileges of membership automatically revoked. The Board of Directors may, nevertheless, permit such a member to remain active if it is satisfied that the failure to pay is due to conditions beyond the control of the member.
- Section 6* Annual membership shall be considered to be from January 1 to December 31 of the calendar year. A membership will include both member and spouse with full member privileges to include voting rights.
- Section 7* When it becomes apparent that a member of the HVCCDE is behaving in a manner which is detrimental to the Club and its members, and having been brought to the attention of the Board of Directors, the Board may elect to expel such member from the Club with a two-thirds majority vote. For disciplinary actions applicable to members of the Board of Directors, refer to Article V, Section 11.
- Section 8* Ownership of a vintage vehicle shall not be a requirement for membership in the HVCCDE.
- Section 9* Applicants for full membership in the HVCCDE shall be at least 18 years of age. Junior members may be permitted to join at age 16 with consent of the Board of Directors. Junior members may not vote or hold any position on the Board of Directors.
- Section 10* Dues shall be waived for any member who is a member of the Armed Forces of the United States and is deployed in support of a contingency operation, and shall remain so until the member returns to an active status with the HVCCDE.

**ARTICLE III**  
**Officers & Directors**

- Section 1* The elected officers of the HVCCDE shall be a President, Vice-President, Secretary, Treasurer, Membership Secretary, Newsletter Editor and six elected members of the Board of Directors. Term of office for officers shall be for one year or until their successors are elected. Term of office of Board of Directors shall be for two years or until their successors are elected with three elected every other year.
- Section 2* The immediate Past President will automatically become a voting member of the Board of Directors upon the conclusion of their term and shall remain so until the succeeding President is replaced or removed from office. In the event a President is removed from office for cause, that individual may not hold a position on the Board of Directors as Past President.
- Section 3* The President shall be the Chairperson of the Board of Directors. The Secretary shall be the Recording Secretary of the Board of Directors, and a voting member of the Board.
- Section 4* The Vice-President, Treasurer, Membership Secretary and Newsletter Editor shall be voting members of the Board of Directors.

**ARTICLE IV**  
**Election of Officers**

- Section 1* Prior to the September meeting of each year, the President shall appoint a Nominating Committee of four members. The Nominating Committee shall select candidates for the various offices and furnish their names to the Secretary prior to the October meeting. When the President is not a candidate for re-election, the President shall, unless disqualified, become a member of the Nominating Committee.
- Section 2* Additional nominations may be taken from the floor at the regular meeting in October and November. Only current HVCCDE members in good standing may be nominated for Board positions.
- Section 3* The Secretary shall provide a written list of all candidates to each member before the December regular meeting.
- Section 4* Election of officers and Board members shall take place at the December meeting.
- Section 5* The candidate for each office receiving the largest number of votes cast shall be declared elected. Term of office shall start at the January meeting of the following year.
- Section 6* Vacancies for any cause shall be filled by the President with the approval of the Board of Directors, said officer to serve the unexpired term.
- Section 7* Absentee ballots shall be accepted in cases where the member cannot be present to vote due to military service, law enforcement duties, first responder duties, or due to conditions beyond the control of the member.
- Section 8* A Ballot Committee shall be commissioned of volunteer HVCCDE members in good standing who are not serving on any other committee or running for office for the purpose of counting and validating of ballots. The Ballot Committee shall consist of two counters and one overseer.
- Section 9* Upon the validation of ballots, the Ballot Committee shall be charged with the destruction of original copies of ballots by shredding.

**ARTICLE V**  
**Duties of Officers & Directors**

*Section 1      President*

The President shall preside at all HVCCDE meetings, shall appoint committees, shall preserve order and may call special meetings at any time. The President shall have the deciding vote on all questions of equal division unless the deciding vote constitutes a conflict of interest.

*Section 2      Vice-President*

The Vice-President shall perform the duties of the President in their absence. The Vice-President's duties also include Show Chairperson.

*Section 3      Secretary*

The Secretary shall record and archive the minutes of all regular HVCCDE meetings and Board of Director meetings. The Secretary shall receive and answer all general correspondence to the HVCCDE.

*Section 4      Treasurer*

The Treasurer shall receive all funds of the HVCCDE and deposit same in a bank to be designated by the Board of Directors. The Treasurer shall pay out funds as directed by the Board of Directors or the members in meeting assembled. The Treasurer shall report the status of the funds at all regular meetings. The Treasurer may be required to post bond, as the Board of Directors may direct, in which case the cost of such bond shall be paid from the Treasury.

*Section 5      Membership Secretary*

The Membership Secretary shall receive all applications for membership and announce new members at the next regular meeting. The Membership Secretary shall receive and record dues when paid.

*Section 6      Newsletter Editor*

The Newsletter Editor shall take appropriate action to create, update and distribute to the members of the HVCCDE the official printed newsletter on a timely basis. The Newsletter Editor shall have the necessary publishing, language and grammatical skills to complete the tasks herein in a proper manner. The newsletter shall be prepared in a fashion to favorably portray the HVCCDE and to communicate news and events to its members and other readers of the newsletter.

*Section 7*

The Website Editor shall be a duty assigned to a voting member of the Board of Directors. The Website Editor shall take appropriate action to create, update and maintain HVCCDE's website. The Website Editor must have the necessary internet access and website construction skill to maintain the Club's online presence. The Website Editor must also have the language and grammatical skills to complete these tasks in a proper manner. The website shall be presented in a fashion to

favorably portray the HVCCDE and to communicate news and events to its members and other parties accessing the Club's internet site(s).

*Section 8* The Board of Directors shall have the power to proceed in any manner as may, in their judgement, serve the best interests of the HVCCDE. The decision of a majority of the Board of Directors on any question shall be binding.

*Section 9* No member, officer or Board member shall enter on behalf of HVCCDE into any contractual agreement with any outside organization or entity without the prior approval of the Board of Directors.

*Section 10* All officers and Board members are expected to be active advocates and ambassadors for the values, mission and vision of the Club. Board members are also expected to actively participate in group processes, e.g., meeting preparation and performance. Board members shall strive to:

- (a) Act in a way that contributes to the effective operation of the Board.
  - (i) Focus on the good of the Club, independent of personal agenda, self-interest, or influence of others.
  - (ii) Support the Club's policies and procedures.
  - (iii) Support Board decisions once they are made.
- (b) Regularly attend and be prepared for Board and Committee meetings.
- (c) Use conversation as a core practice by asking strategic questions and participating in dialogue.
- (d) Be available to serve as a committee/task force chair or member.
- (e) Inform the Board of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the situation.
- (f) Stay informed about the Club, its issues, and its connection to the community through active participation within the Club and outreach outside the Club.
- (g) Promote a culture of philanthropy and help support the charitable contributions function of the Club by reaching into communities, establishing relationships and participating in fund development tasks.
- (h) Inform the President if the Board member will be absent for meetings, or expects to take an extended leave of absence.



*Section 11* Should any officer or Board member be deemed detrimental to the organization or found to be derelict in their duties, the Board may elect to initiate the process of impeachment of said member with a two-thirds majority vote.

*Section 12* In the event that the Board of Directors votes to impeach a Board member under Article V, Section 11, the member must be notified of the Board's decision in writing. The member will be given thirty (30) days to respond to the notification of impeachment. Failure to respond to the notification will be considered concurrence with the Board's decision and the Board member shall be considered impeached. If at the conclusion of the thirty (30) day period the member in question has responded, the Board will conduct a vote to finalize the impeachment of the Board member. The member shall be considered impeached with a two-thirds majority vote. A response to the Board's notification of impeachment by the member shall not guarantee retention of the member by the Board of Directors. Impeachment of a Board member does not expel the member from the Club under this Section.

*Section 13* The Board of Directors may establish subsidiary committees as it deems necessary for the performance of its functions.

## **ARTICLE VI**

### **Meetings**

*Section 1* The HVCCDE shall hold an annual meeting during the month of December. The business of this meeting shall include the election of officers and Board members.

*Section 2* Regular meetings shall be held on the second Tuesday of each month at 7:00 p.m. at such place as the President may designate.

*Section 3* A special Board meeting may be called by the President at any time. The President shall notify the members of the Board of Directors prior to such meeting. A quorum of five Board members may also call a special meeting.

**ARTICLE VII**  
**Alterations & Amendments**

- Section 1* Any proposition to amend these bylaws must be submitted in writing and signed by the member or members submitting same.
- Section 2* Proposals must include proposed change in text and a complete explanation of the reason for the proposed change. The proposal must be submitted to the Secretary in time to be read at the two regular meetings prior to the annual meeting.
- Section 3* The Secretary shall read the entire proposal at the two regular meetings prior to the annual meeting. A final vote will be taken at the annual meeting with two-thirds vote of the membership present required for adoption.

**ARTICLE VIII**  
**Audits**

- Section 1* At the annual meeting, the President shall appoint two qualified members who are not officers to an Audit Committee. The Audit Committee shall audit the Treasurer's financial accounts of the preceding year or upon request.
- Section 2* The Audit Committee shall submit a report at the February regular meeting.
- Section 3* The Board of Directors, at its discretion, may commission an audit from an outside source in the event that the Club's annual income warrants, or it believes that there are no qualified members available to conduct such an audit. The Board may also commission such an audit upon reasonable suspicion of mismanagement of funds by an officer of the Board.

**ARTICLE IX**  
**Perpetuation**

- Section 1* The HVCCDE shall keep in a bank in Delaware an amount of at least \$25.00 under the Club's name for the perpetuation of said name.
- Section 2* In the event that the Club is dissolved, the Club's assets shall be donated to charities as voted on by the final Board of Directors.

**APPENDIX A**  
**Glossary**

**Section I**  
**Abbreviations**

**HVCCDE**  
Historical Vintage Car Club of Delaware, Inc.

**IRS**  
Internal Revenue Service

**UL**  
Underwriters Laboratories

**Section II**  
**Terms**

**ARREARS**      The state of being behind or late in any financial obligations to the Club.

**CLUB**            Instances of the term “Club” throughout this document refer to the membership and organization of the Historical Vintage Car Club of Delaware, Inc.

**IMPEACH**      To charge a Club official with an offence committed in office.

**QUORUM**        The number of members of the organization required to be present to transact business legally. Attendance of 5 Board members constitutes a quorum.

**VEHICLE**        For the purposes of the Historical Vintage Car Club of Delaware, Inc., the term “Vehicle” shall include any self-propelled vessel that has been approved for use on the roads of the United States of America at any point in its history.

**VINTAGE**        When used to describe a vehicle, the term “Vintage” shall mean any model year that is 25 years prior to the current calendar year.

*Additional terms to be added as required.*