

# ANCIENT CITY AUTO CLUB

## ARTICLES OF ASSOCIATION AND BY-LAWS

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### ARTICLE I – NAME AND PURPOSE

- SECTION I The name of this organization shall be known as “Ancient City Auto Club,” located in St. Augustine, Florida, affiliated with the Antique Automobile Club of America (AACA). The Ancient City Auto Club is organized as a not for profit service and social (hobby) club.
- SECTION II The purpose of this organization is to promote the acquisition, restoration, preservation, use and study of antique, classic, and special interest motor vehicles and related areas which may be of common interest and benefit to its members.

### ARTICLE II – EXECUTIVE BOARD

- SECTION I The executive board shall consist of the officers of the club, the ex-president from the preceding year, the committee chairpersons, and the editor of the newsletter.
- SECTION II The executive board is responsible for all phases of the club’s activities.
- SECTION III **Regular Meetings:** Regular meetings of the Board may be held at such time and place as shall be determined by the President. At least two (2) regular meetings shall be held during each fiscal year.
- SECTION IV **Executive Board Quorum:** At all meetings of the board, a majority of the board Members shall constitute a quorum for the transaction of business, and the acts of the majority of the board members present at a meeting at which a quorum is present shall be the acts of the board.

### ARTICLE III – OFFICERS

- SECTION I The officers of this club shall be a president, vice-president, secretary, and treasurer.
- SECTION II Officers of the club shall be elected annually at the January meeting. The president of the club, at the preceding November meeting, shall have appointed a nominating committee which shall prepare a report for presentation to the executive board at its December meeting, and to the membership at the election. The nominees recommended by the nominating committee are to be present at the annual election meeting. Officers shall serve for the period following the annual meeting at which they were elected through the next annual meeting. The Chairman of the Nominating

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Committee shall collect and tabulate the votes at the annual meeting, and announce the results to the membership.

If the nominating committee receives no member names interested in serving on a position of the Board, and the current Board member in that position agrees to serve for another year, then the membership may confirm this member's position by a simple majority vote of members attending the annual meeting. If the current board members agree to serve for another year, then the entire board for the new year may be confirmed by a simple majority vote of members attending the annual meeting.

SECTION III A vacancy in office during the year shall be filled by appointment from the executive board with confirmation of the membership by majority vote of those attending any regular membership meeting.

SECTION IV Any elected or appointed officer may be removed from office by unanimous vote of the remaining members of the executive board for reasons which would be in the best interests of the organization with confirmation of the membership by majority vote of those attending any regular membership meeting.

SECTION V Duties of officers:

- a. **President.** The president shall be the principal executive officer of the club. He shall preside at all regular meetings of the members and be ex-officio member of all committees. The president shall appoint all committee chairmen.
- b. **Vice President.** In the absence of the president, the vice president shall perform the duties of the president.
- c. **Secretary.** The secretary shall keep minutes of all regular meetings, and in general perform all duties incident to the office of secretary.
- d. **Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds of the club. The treasurer shall provide and present a current financial report at each regular meeting. Current and accurate financial records shall be maintained in a proper record-keeping volume or computer software system. The treasurer is responsible for depositing dues and funds collected, issuing checks in payment of club obligations, completing reports required by the IRS, and submitting dues payments and reports to the Antique Automobile Club of America.

### ARTICLE IV – MEMBERS

SECTION I Upon receipt of a properly executed application for membership and presentation of dues, a person (family) shall be accepted as a member of this

*This document approved at the membership meeting of June 06, 2024*

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(added one paragraph to Article III – Officers, Section II regarding election of officers)

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organization (see Section III as to dues).

SECTION II **Term of Membership.** All memberships expire at the annual meeting at which time payment of the following year's dues will renew membership in the club.

SECTION III **Dues.** The club dues payable by the members shall be in the amount determined by the board and confirmed by the membership. These club dues are to include the annual dues of the Antique Automobile Club of America with which the Ancient City Auto Club is affiliated. Dues shall be payable at or prior to the annual January meeting. Members who have not paid dues by the adjournment of the annual meeting shall be dropped from the roster of the club, and will be reported as deleted from the roster to the Antique Automobile Club of America.

SECTION IV **Terminating of Membership.** The membership of any member may be terminated by unanimous vote of the executive board and confirmed by the majority vote of the membership attending the next members meeting, for conduct unbecoming a member of this club or other cause upon giving the member in question full opportunity to hear and to reply to the charges or reasons for such action.

### ARTICLE V – MEETINGS OF MEMBERS

SECTION I **Annual meeting.** The annual meeting shall be the January meeting of the members.

SECTION II **Regular meetings.** Regular meetings of the members shall be held monthly at a time and date and location set by the board.

SECTION III **Quorum.** The members holding 25 percent of votes of the total membership shall constitute a quorum at a meeting. If a quorum is not met for the annual meeting, the President shall schedule another meeting within 2 weeks to conduct the annual meeting. As defined in Article V section VII, absentee votes may be used to establish a quorum.

SECTION IV **Special meetings.** Special meetings of the members may be called by the executive board or one-tenth of the members with a written, telephone, or email notice to the membership stating the place, date, hour and purpose of said special meeting.

SECTION V **Conduct of meetings.** All meetings shall be conducted under Robert's Rules of Order.

SECTION VI **Voting privileges.** Voting privileges for members shall be established at two (2) votes per paid membership.

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(added one paragraph to Article III – Officers, Section II regarding election of officers)

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SECTION VII **Absentee Vote:** Any member shall have the right to cast an absentee vote (ballot) on any club matter by letter or email to the President, or the Chairman of the Nominating Committee, if the member is unable to attend the meeting. Any absentee ballot must be submitted at least 24 hours prior to the start of the meeting at which the vote is to take place. Each absentee vote shall count as one attendee at the meeting for the purpose of establishing a quorum. Each membership may submit two absentee votes if not attending a meeting. Once an absentee vote is made, it remains valid for any subsequent meetings required to establish a quorum, and may not be changed even if the member attends the meeting. The Board shall establish a format (form) to be used for all absentee votes.

SECTION VIII **Annual Meeting Notices:** The Nominating Committee shall publish a list of all candidates running for office no later than 2 weeks prior to the annual meeting. This publication, by mail or email, shall contain any information each candidate wishes to provide to the club members outlining their qualifications for the position. This meeting notice will provide instructions for absentee voting.

**ARTICLE VI – COMMITTEES**

SECTION I Committees may be appointed along with a chairman by the president at any meeting of the members, as the need arises.

SECTION II A committee shall be dissolved upon completion of its duties or by action of the president at a meeting of the members.

**ARTICLE VII – AMENDMENTS OR ADDITIONS TO BY-LAWS**

SECTION I Alterations or amendments to these Articles of Association and By-Laws may be made by a majority vote of the members present at any regular membership meeting.

**ARTICLE VIII – OFFICES OF THE ASSOCIATION**

SECTION I The principal office of the Association shall be at the home of the President of the group. The Association may have such other offices as may from time to time be designated by its members or its Executive Board.

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**ARTICLE IX – POWERS OF THE ASSOCIATION**

SECTION I      The Association shall have all the powers necessary to provide activities to conduct its purposes including, but not limited to, the power to collect, hold and disseminate information; to conduct seminars, workshops, and car shows; and the power to collect dues and fees associated with events, and to disburse funds for the membership.

**ARTICLE X – DISTRIBUTION OF ASSETS**

SECTION I      In the event that the Association ceases to function, or in the event that the members decide to terminate it, the Executive Board shall, after paying or making provisions for the payment of all of the Association’s liabilities, distribute all of the remaining assets of the Association to such organization or organizations which the Executive Board shall select which are then qualified as exempt under Section 501 © of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Code)

**ARTICLE XI – FISCAL YEAR OF THE ASSOCIATION**

SECTION I      The Association shall operate with the calendar year as its fiscal year.

WITNESS WHEREOF, the undersigned have executed these Articles of Association and By-Laws on this second day of February, 2023

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Joe Greeves, President

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Fred B. Cooper, Treasurer