

**THE VINTAGE MOTOR CAR CLUB OF AMERICA, INC.  
BY-LAWS**

**ARTICLE I – Name, Purpose, Emblem and Seal**

**Section 1 – Name**

The name of the Club shall be THE VINTAGE MOTOR CAR CLUB OF AMERICA, INC., further referenced as the VMCCA.

**Section 2 – Purpose**

The purposes of the VMCCA shall be:

- A. To encourage the acquisition, preservation, restoration, use and exhibition of vintage motorized vehicles
- B. To sponsor tours and other events using vintage motor vehicles
- C. To promote good fellowship and cooperation between members.

**Legal Organization**

The Vintage Motor Car Club of America, Inc., is a Massachusetts Nonprofit corporation. The Internal Revenue Service has qualified the Vintage Motor Car Club of America, Inc., as a not-for-profit Corporation pursuant to Section 501(c)(7) (clubs organized for pleasure, recreation, and other nonprofit purposes).

**Section 3 – VMCCA Emblem**

The VMCCA emblem shall be a modification of the MacIvain design adopted by the Annual Membership Meeting held January 17, 1940. The Board of Governors by majority vote may change the form of the emblem at any time.

**Section 4 – Corporate VMCCA Seal**

The corporate seal, used primarily on legal documents, shall be circular in form, being inscribed with the name of the VMCCA and the year of its incorporation, 1938. The Board of Governors by majority vote may change the form of the seal at any time.

**ARTICLE II – Membership**

**Section 1 – Members**

Any person interested in the purpose of the VMCCA is eligible for membership regardless of race, color, religion, national origin, gender, or sexual orientation.

**Section 2 – Classes of Membership**

- A. Honorary – Any person, having gained eminence in the automotive industry, or who has otherwise commended him/herself to VMCCA esteem, may be elected an Honorary Member by unanimous vote of the Board of Governors. An Honorary Member shall not have the right to vote or hold office. Unless specifically included by the Board of Governors at the time an Honorary Member is elected, a surviving spouse/partner is not eligible for continuation of the benefits associated with this class of membership.

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- B. Active – Any person interested in the purpose of the VMCCA may apply for Active Membership. Application should be made annually on the VMCCA application form, accompanied by the required dues for the current year, and forwarded to the National Secretary. Membership shall become effective upon receipt of the application and dues by the National Secretary. Active Membership shall also include the spouse/partner, who shall be granted all privileges, including the right to vote. However, each family shall be entitled to receive only one copy of the National VMCCA publication, roster, and any other mailings.
- C. Life – Any individual at least 23 years of age may apply to the Board of Governors for Life Membership. Upon approval of the Life Membership by the Board of Governors, and subsequent payment by the member of the prescribed fee, such applicant and spouse/partner shall be Life Members, subject to the same terms and privileges as those of Active Members.
- D. Junior – Any child, grandchild, or other relative under age 18 of an Active or Life Member who is interested in the purposes of the VMCCA is eligible for Junior Membership. Application and renewal shall be made on the member relative's annual application/renewal form, and dues submitted with the member relative's dues. Such members shall not be entitled to vote, hold office, or receive the National VMCCA print publication, Roster, or any other mailings. Effective with the approval of this version of the VMCCA By-laws (08/11/2022), years enrolled as a Junior Member shall be recorded and counted toward Membership Awards.
- E. Student – Any student age 14-23 who is interested in the purposes of the VMCCA, whether or not related to an Active or Life Member, may apply for Student Membership. Application shall be made and renewed annually on the VMCCA application form, accompanied by the required dues for the current year, and forwarded to the National Secretary. Student Members shall receive the VMCCA electronic and print publications and may vote and hold office. Years enrolled as a Student Member shall be recorded and counted toward Membership Awards.
- F. Past President – All Past VMCCA Presidents shall automatically become Life Members and shall be exempt from the payment of dues.
- G. Founder – Founder Members are those individuals who were the original founders of the Veteran (now Vintage) Motor Car Club of America. With no Founder Members surviving, this level of membership shall be retired upon approval of the (08/11/2022) version of the VMCCA By-laws.

### **Section 3 – Dues**

- A. The dues to be paid by the individuals holding the foregoing classes of membership shall be in such amounts and payable at such times and in such manner as may be periodically fixed by resolution of the Board of Governors.
- B. The action of the Board of Governors in fixing such fees shall be in the first issue of the National VMCCA publication next following the date of passage of such resolution.

### **Section 4 – Privileges**

- A. Active and Life Members are entitled to all VMCCA privileges.
- B. Honorary Members are entitled to all VMCCA privileges except they shall not have the right to vote or hold office.
- C. Junior and Student Members shall have the privileges described in Sections 2D & 2E of this Article.
- D. The spouse/partner of an Active Member shall also be entitled to vote and hold office. Other family members are not entitled to vote or hold office.
- E. The spouse/partner and other family members are entitled to all other VMCCA privileges except they shall not have the right to receive National VMCCA publications, including The Bulb Horn, or other VMCCA mailings.

**Section 5 – Resignations**

- A. Any member may resign by directing a letter of resignation to the National Secretary. The resignation shall be effective on receipt by the Secretary.
- B. No prorated portion of annual dues will be refunded when a member resigns.

**Section 6 – Dues Payment, Suspension and Expulsion**

- A. Annual dues are due and payable directly to the Secretary of the VMCCA upon announcement in VMCCA publications or electronic notification to the member. Dues are due on or before January 1 of each year.
- B. Any member shall be automatically suspended from membership in the event his/her dues have not been received by the VMCCA Secretary by February 1 of each year.
- C. Membership may be reinstated by applying for membership as prescribed in Article II, Section 2, B.
- D. Suspension or expulsion of a member for any cause other than non-payment of dues shall be by a two-thirds (2/3) vote of the Board of Governors. A member must be given a hearing if he or she so requests.
- E. In the event of the resignation, suspension, expulsion, or termination of membership of a member and spouse/partner, all rights and privileges as a member of the VMCCA shall cease and no portion of dues shall be refunded.
- F. In the event of the death of an Active or Life Member or the spouse/partner, the surviving spouse/partner shall continue to receive the National VMCCA publications and shall be entitled to all other VMCCA privileges and benefits for the remainder of the period for which dues have been paid. In the case of Active Members, survivors may at their option continue active status by payment of annual dues.

**ARTICLE III – Meetings of Members**

**Section 1 – Annual Membership Meeting**

The Board of Governors shall fix the time and place of the annual meeting of the members, which shall be held preferably during the months of February or March each year.

**Section 2 – Special Meetings**

- A. Special meetings of the members may be called by the President or by a majority of the Board of Governors and shall be called by the Secretary upon written application of at least 200 members of the VMCCA then entitled to vote. The applications shall state the purpose of said meetings.
- B. Notice of a meeting to be held pursuant to such application shall be transmitted electronically or mailed to all local Chapter presidents of record and Region Directors, for dissemination to the members within ten days of receipt of the application. It shall also be published in the next issue of the National VMCCA publication and electronic newsletter.

**Section 3 – Time and Place of Meetings**

- A. Any meeting of the members shall be held on such date and at such time and place as the Board of Governors shall select.
- B. Any meeting held as a result of an adjournment of a previous meeting shall have its date, time and place included in the motion for adjournment of the previous meeting, and due notice thereof given to all members.

**Section 4 – Notice of Meetings**

A printed or electronic notice stating the place, day, hour and purpose of any meeting of the members, including special meetings, shall be transmitted electronically or mailed by the Secretary to all Region Directors, for dissemination to the members not less than ten days before such meeting. It shall also be published in the next issue of the National VMCCA publication and electronic newsletter.

**Section 5 – Manner of Conducting Meetings**

The order of business and manner of conducting meetings of members, except as otherwise provided in these By-laws, and except as otherwise stated in a notice of a special meeting, shall be:

1. Roll call and tendering of proxies and written votes
2. Reading of minutes of previous meetings
3. President's report or address
4. Treasurer's report
5. Committee reports
6. Unfinished business
7. Election of officers
8. New business

**Section 6 – Conduct of Meetings**

Robert's Rules of Order, Revised, shall govern the conduct of the meetings of the VMCCA in all cases where applicable and in which they do not conflict with the Constitution and By-laws of the VMCCA.

**Section 7 – Quorum for Meetings of Members**

At all meetings of the members, a quorum, for the purpose of acting on any business before the meeting, shall consist of members present in person, by proxies, or by written ballot.

**Section 8 – Voting**

- A. Each Active and Life Member and his/her spouse/partner shall be entitled to one vote. They may vote in person, by mail, by electronic mail, or by proxy in all cases.
- B. Voting for Officers and Governors shall be by electronic or postal mail, on ballots furnished by the Nominating Committee as herein provided.
- C. In any request for a special meeting, the Board of Governors shall determine whether the matter proposed to be voted upon can be determined by electronic or postal mail only. In such an event, the ballots shall be sent and thirty days allowed for return of receipt, unless the Board of Governors determines a shorter time is necessary. The majority of those votes returned shall determine the issue.

**ARTICLE IV - Officers**

**Section 1 - Number of Officers**

- A. The elected officers of the VMCCA shall be a President, Executive Vice President, Treasurer, Activities Vice President, Membership Vice President, Technical Vice President, and Publications Vice President. They shall serve for one year, or until their successors are elected and qualified.
- B. The Secretary shall be selected from duly qualified members, by a vote of the majority of the Board members. The Secretary's employment shall be reviewed annually, for renewal by a majority vote of the Board of Governors.

- C. Additional officers may be added to the above list or deleted as the need may arise by the two-thirds (2/3) vote of the Board of Governors.

**Section 2 - Nominations and Election of Officers**

- A. Nominations by Members: Any member may present his or her own name or any other member's name in nomination for elective office on a petition addressed to the Nominating Committee Chairman and signed by fifty (50) Life or Active members in good standing.
- B. The Nominating Committee shall also make nominations without petition as they see fit. All nominations shall be closed at the August - November Board Meeting.
- C. The Nominating Committee shall act as a coordinating agency for all proposed nominations; shall select from those nominated not more than two (2) candidates to be presented to the Board for each office; and shall secure written permission from each nominee.
- D. The Chairman for the Nominating Committee shall prepare a report for the Board of Governors to be presented at the August - November Board meeting to include the names of nominees for each office and any other pertinent information for approval by the Board of Governors.

Approved nominees shall present a photo and biography for printing in the November-December issue of The Bulb Horn magazine.

Ballots including not more than two (2) nominees for each office as approved shall be electronically mailed to each Life and Active member in good standing at his/her email address as it appears in the Membership database on December 1st. The election will end on December 31<sup>st</sup>. Members may request a paper ballot from the Secretary to be returned by mail prior to the closing of the election. Election results will be tabulated electronically and announced at the Annual Membership Meeting.

**ARTICLE V - Duties of Officers**

The duties of the officers are set forth in the appropriate sections of The Vintage Motor Car Club of America Officer's Handbook and are incorporated herein by reference.

**ARTICLE VI - Removal of Officers from Office**

Any officer of the VMCCA or any member of the Board of Governors may be removed from office at any time by a vote of two-thirds (2/3) of the members of the VMCCA voting at a meeting called for the purpose. Any member of a committee or any other agent appointed by the Board of Governors may be removed at any time by a vote of a majority of the members of the Board of Governors present and voting at any meeting called for that purpose.

**ARTICLE VII - Board of Governors**

**Section 1 - Composition of the Board of Governors**

The Board of Governors shall consist of the Officers of the VMCCA, the Region Directors and all past Presidents of the VMCCA.

**Section 2 - Powers of the Board of Governors**

- A. The Board of Governors shall have and exercise all the powers of the VMCCA except those required by law or by these By-laws to be exercised by the members.
- B. The Board of Governors may appoint such other officers, committees, agents, or employees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any VMCCA office except those vacancies in the office of Region Director shall be filled by vote of the members residing in such Region.

**Section 3 - Time and Place of Meetings**

- A. A meeting of the outgoing and incoming Officers may be held before the Annual Membership Meeting at the time and place of the Annual Meeting of members. The Annual Membership Meeting shall be held preferably during the months of February or March each year.
- B. The Board of Governors shall hold a regular meeting after the Annual Membership Meeting at the time and place of the Annual Membership Meeting of members in each year for the purpose of organization, appointment of committees, and transactions of such other business as may come before the meetings.
- C. The Board of Governors shall also hold at least two other regular meetings (the first during the months of April through July and the second during the months of August through November), at such time and place as the Board of Governors shall decide by majority vote.
- D. Special meetings of the Board of Governors may be called at any time and place by the President and shall be called by the Secretary upon written application of three (3) or more members of the Board of Governors, which application shall state the purpose of the meeting. However, the President should not call a meeting when the issues can be resolved by an electronic meeting with all members of the Board of Governors.

**Section 4 - Notice of Meetings of the Board of Governors**

- A. No notice shall be required for the Board of Governor's meeting following the Annual Membership Meeting.
- B. Notice of every other regular and special meeting, stating the time, place, and purpose thereof, shall be given to each member of the Board by the Secretary. Such notice shall be addressed in writing to the member at his/her address or electronically mailed to the email address as it appears on the Secretary's records. Notice by mail shall be sent at least fourteen days before the date of such meeting and notice by electronic mail shall be sent at least seven days before the date of such meeting.
- C. Any meeting of the Board of Governors shall be a valid meeting without notice if all members of the Board of Governors are present or waive notice thereof.

**Section 5 - Quorum for Meetings of the Board of Governors**

A majority of the elected officers of the Board of Governors plus any Region Director and past Presidents present at said meeting shall constitute a quorum for the transaction of business, provided that whenever less than quorum is present at any time or place appointed for a meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice other than by announcement at the meeting until a quorum shall be present.

**ARTICLE VIII - Committees**

**Section 1 Appointment of Committees**

The President, with the approval of the Board of Governors shall, from time to time, appoint such committees as he or she finds desirable, and shall outline the duties and responsibilities of such committees. All reports or actions taken by a committee shall be voted upon by a majority of the entire committee. In addition to the authority granted herein, certain standing committees shall be appointed annually by the President with the approval of the Board of Governors. The Standing Committees shall be Membership, Publications, Nominating, Technical, and Activities.

**Section 2 Duties and Description of Standing Committees**

The duties of the Standing Committees along with a description of same are set forth in the Standing Committee section of The Vintage Motor Car Club of America Officer's Handbook and are incorporated herein by reference.



## **ARTICLE IX - Region Organization**

### **Section 1 - Regions**

The Board of Governors may from time to time create regions, assigning to each the name by which it shall be designated and the territorial limits within which it shall function. Members forming the Region may select the name of the Region subject to the approval of the Board of Governors. Any VMCCA member residing within a defined VMCCA Region may apply for membership to that Region. The territorial limits of any Region may be increased, diminished or such regions may be abolished by the action of the Board of Governors.

The National Secretary shall send to each Region Director, prior to March 1 of each year, a list of all members that are considered as active paid-up members of that Region. The list shall be by Chapters within the Region with those members not affiliated with a Chapter listed as a group by state at the end; showing the names and addresses of all members that are considered as active paid-up members of that Region. The Region Director shall exercise his/her best effort to determine that all members of Chapters in the Region are active National members.

### **Section 2 - Administration of Regions**

- A. The annual Region meeting shall be held prior to December 15 in each year
- B. All Regions shall elect annually a Region Director, Vice Director, Secretary and Treasurer and such other officers as may be found desirable. Such officers shall conduct the affairs of the Region in accordance with these By-laws.
- C. The Region Director shall, during his/her incumbency, be a member of the Board of Governors. In the event of his/her inability to attend any meeting of the Board of Governors he/she shall designate the Vice Director to serve in his/her place. In the event of the Vice Director's inability to serve, the Director, or in the event of his/her failure to do so, the Vice Director, shall, in writing, designate a member of his/her Region who shall have full power to vote and act in his/her name at any such regular or special meetings of the Board of Governors.
- D. The Region Director shall appoint such other Region committees as may be necessary.
- E. The Region Director, in addition to other duties, may be responsible for forwarding to the editor of the National publication such items of interest as in his/her judgment should be published in the National publication.
- F. Each Region shall have the right to establish and promulgate By-laws, rules and regulations for its own government, provided, however, that any such By-laws, rules or regulations do not conflict with the provisions hereof. Each Region shall also have the right to design its own logo for use on jackets, caps, license plates, stationery, or any other identification. However, all such logos must contain the words Vintage Motor Car Club of America or the official logo of VMCCA. No reference to any other club shall be contained therein.

## **ARTICLE X - Formation of Chapters**

Any five (5) or more members of The Vintage Motor Car Club of America in good standing may petition the Region Board of Directors to form a new Chapter. The Region Board of Directors or the Board of Governors may form such a Chapter without such a petition if such action seems desirable. A request for the formation of a Chapter carries with it the proviso that the Chapter as a unit is not, nor shall it ever, become affiliated with any other National, regional, state, or local motoring club during its tenure as a Chapter of The Vintage Motor Car Club of America.

The membership of each Chapter shall be restricted to members in good standing of The Vintage Motor Car Club of America. Upon notice from the Region Director to the VMCCA President of the failure of any member of such local Chapter to pay his/her dues to the National organization, the name of such individual member shall be dropped from the Chapter and Region rolls and he/she shall not be entitled to participate in any Chapter, Region, or National activities as a VMCCA member.

**ARTICLE XI - The Club Fiscal Year**

The fiscal year of VMCCA shall be the calendar year.

**ARTICLE XII - Personal Liability**

All persons or corporations extending credit to, contracting with or having any claim against the corporation or the Board of Governors shall look only to the funds and property of the corporation for payment of any such contract or claim or for the payment of any debt, damage, judgment, or decree or any other money that may otherwise become due or payable to them from the corporation or the Board of Governors so that neither the members of the corporation, the Board of Governors or officers, present or future, shall be personally liable therefor.

Under no circumstances shall the moneys or property of the VMCCA be loaned or pledged to, or for, any other person, firm or corporation nor shall the VMCCA, the property, officers, or members be responsible for any debts, damages or liabilities of any kind or nature incurred or sustained by any other corporation, firm or individual or by any Region or Chapter unless such Region or Chapter has obtained prior approval in writing from the Board of Governors.

**ARTICLE XIII - Amendments**

These By-laws may be amended or replaced, and additions may be made thereto at any annual or special meetings of the VMCCA by the vote of two-thirds (2/3) of the members voting thereon, provided that:

1. any proposed change must be signed by at least twenty-five (25) members, and
2. it shall be submitted to the Board of Governors for their consideration and recommendation at least sixty (60) days prior to any annual or special meetings of the VMCCA; and
3. the Board of Governors shall mail or electronically transmit such proposed changes to the full membership, with a ballot, at least thirty (30) days prior to any such meeting.

The Board of Governors by the vote of two-thirds (2/3) of its members may propose any changes in the By-laws to the members, however, the proposed amendments to the By-laws must also be either mailed or electronically transmitted to all current members with a copy of the proposal(s) and a ballot at least thirty (30) days prior to any annual or special meetings of the club by the VMCCA Secretary.

**ARTICLE XIV – Private Benefit Prohibited – Distribution of Assets**

**Section 1 – No Personal or Private Benefit from Activities**

No part of the VMCCA's, or its Regions' or Chapters' net earnings can be transferred to the benefit of any member or person having a personal or private interest in the activities of the VMCCA.

**Section 2 – Distribution of Assets when Chapter or Region Terminates**

In the event that any VMCCA Chapter or Region ceases to function, or in the event that the members decide to terminate it, the Officers of that Chapter or Region, shall, after paying or making provision for paying all of the Chapter's or Region's liabilities, distribute all of the remaining assets of a VMCCA Chapter to its VMCCA Region, and the remaining assets of a VMCCA Region to the National VMCCA.

**Section 3 – Distribution of Assets if VMCCA is Dissolved**

In the event that the VMCCA ceases to function, or in the event that the members decide to terminate it, the Officers of the VMCCA shall, after paying or making provision for paying all of the VMCCA's liabilities, distribute all of the remaining assets of the VMCCA to another Organization that is devoted to the Old Car Hobby and is a subject of section 501(c)7 or 501(c)3 of the Internal Revenue Code.