

## **BY-LAWS OF THE TEXOMA REGION**

**Of**

### **The Vintage Motor Car Club of America, Inc.**

(As adopted April 2, 2019)

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#### **ARTICLE I - Name, Purpose, Seal and Territorial Limits**

##### **Section 1 - Name.**

The name of this organization shall be the TexOma Region of The Vintage Motor Car Club of America, Inc. Where the word Region is used hereafter it shall mean the TexOma Region of The Vintage Motor Car Club of America, Inc.

##### **Section 2 - Purpose.**

The purpose of this organization shall be:

To encourage the acquisition, preservation, restoration, touring, and exhibition of vintage cars; to encourage the preservation and distribution of all printed matter or data pertaining thereto; to promote sociability among the members of the organization and any and all chapters thereof which be created as herein provided; and to promote the exhibition of antique automobiles and to hold and conduct gatherings of its members at which such antique automobiles are displayed or operated; and

To acquire, hold, lease, purchase, manage and when necessary or advisable for its purposes, to borrow money, contract debts or encumber or dispose of property, real or personal; to receive gifts, devices, and bequests for the benefit of said organization, and to enjoy all the other incidental rights and privileges of a corporation organized for the purposes herein mentioned and necessary or expedient to accomplish its purpose.

The Region reserves the right to change, either by enlargement or diminution, the purpose for which it is organized as herein set forth.

##### **Section 3 - Corporate Seal.**

This corporation shall not have a corporate seal.

##### **Section 4 - Territorial Limits.**

This Region shall, compatible with the By-Laws of The Vintage Motor Car Club of America, Inc. (hereafter referred to as VMCCA), have jurisdiction over members of the parent organization who are residents of the entire states of Texas, Oklahoma, Louisiana, and Arkansas or who are members of chapters located in the entire states of Texas, Oklahoma, Louisiana, and Arkansas and such states shall constitute the territorial limits of the jurisdiction of this Region. Such territorial limits may be increased or diminished by action of the Board of Governors of VMCCA.

#### **ARTICLE II - Membership.**

##### **Section 1 - Members.**

Any person interested in the purpose of this Region who is a member in good standing of VMCCA and resides in or is a member of a chapter within the territorial limits of this Region is eligible for membership.

**Section 2 - Privileges.**

Active members of the Region and their spouses are entitled to vote and hold office and to all other privileges of the Region. Dependent children of the member under the age of 18 are not entitled to vote or hold office but are entitled to all other privileges of the Region.

**ARTICLE III - Personal Liability and Forfeiture of Property Interest.**

All persons or corporations extending credit to, contracting with or having any claim against the Region, its Board of Directors, or its officers shall look only to the funds and property of the Region 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 Region, or the Board of Directors, or the officers so that neither the members of the Region, the Board of Directors or officers, present or future, shall be personally liable therefor.

Under no circumstances shall the monies or property of the Region be loaned or pledged to or for any other person, firm or corporation nor shall the Region, 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 VMCCA or any other region or chapter unless VMCCA, the region or chapter has obtained prior approval in writing from the Board of Directors.

Any person whose membership in this Region has been terminated for any reason shall forfeit all rights and privileges as a member and shall forfeit all interest in any funds or property belonging to the Region.

**ARTICLE IV - Meetings of Members.**

**Section 1 - Annual Meeting of Members.**

An annual meeting of members shall be held each year. The location shall be determined by the Region Board of Directors and written notification shall be given to each chapter no less than 30 days before said meeting. The report of the Region Director should contain this information and shall serve as official notification. At such meetings the Region officers shall be elected whose terms of office shall commence January of the following year. All officers so elected shall continue in office until their successors are duly elected and qualified.

**Section 2 - Region Tour Meeting.**

The Annual Meeting may be held in conjunction with the Region Tour, if there is such a tour, at a time and place designated by the Tour Director, with input from the Board.

**Section 3 - Special Meetings.**

A special meeting may be called by the Region Director or a majority of the Board of Directors, or by the Secretary upon written application of ten percent (10%) of the members of the Region entitled to vote. Such application by the members shall state the purpose of such meetings and notice of such meetings shall be mailed to all chapters at least thirty (30) days prior to the date thereof.

**Section 4 - Order of Business.**

After establishing a Quorum, the Order of Business shall be as follows:

1. Introduction of guests
2. Approval of minutes of the previous meeting
3. Region Director's report
4. Secretary's report
5. Treasurer's report
6. Committee reports
7. Unfinished business
8. Election of officers (if applicable)
9. New business

The regular order of business may be waived by a majority vote of those present at the meeting.

**Section 5 - Conduct of Meetings.**

Robert's Rules of order, Revised, shall govern the conduct of the meetings of this Region in all cases where applicable and in which they do not conflict with the By-Laws of this Region.

**Section 6 - 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 written proxies, or by written ballot.

**Section 7 - Voting.**

Each member in good standing and his or her spouse shall each be entitled to one vote on any question, including election of officers or the amendment of these By-Laws. Such votes may be in person or by mail or by written proxy, provided that no proxy be recognized unless tendered to the Secretary at or before the opening of the meeting at which it is to be voted.

**ARTICLE V - Finances.**

**Section 1 - Fiscal Year and Audit.**

The fiscal year of the Region shall be the calendar year. After the books are closed each year they shall be audited by a committee of at least three (3) region members to be appointed by the Region Director. The audit report may be submitted at the time of the Annual Meeting of Members or to the Board of Directors by mail.

**Section 2. - Dues.**

The Board of Directors shall establish the annual dues to be assessed each chapter of the Region. The Treasurer shall notify each chapter in writing no later than December 1 of each year that dues per family unit are to be remitted to the Region's Treasurer for the next year. Dues are in accordance with the most recent Dues Policy approved by the membership at an Annual Meeting of Members. Such dues are due and payable by January 15 of the following year.

**ARTICLE VI - Officers.**

**Section 1 - Number and Qualification of Officers.**

The officers of the Region shall consist of a Region Director (who will be a member of VMCCA's Board of Governors), a Region Vice Director and a Secretary and/or Treasurer. All officers shall be members of the Region and shall serve for two (2) years beginning January 1 following their election or until their successors are elected and qualified unless such period of office is otherwise designated.

No member of the Region shall be able to hold more than one office or committee chairmanship except for the positions of Secretary and Treasurer, which may at the Region's option be combined.

**Section 2 - Nomination and Election of Officers.**

On or before March 1 or ninety (90) days before the Annual Meeting of Members, whichever comes first, of each election year, the Region Director shall appoint a Nominating Committee consisting of active chapter members in the Region. When such Nominating Committee is appointed, written notification of such appointments shall be given to each chapter. The report of the Region Director should contain this information and shall serve as official notification.

In addition to the nominations so made by the Nominating Committee, any member may present his or her name or any other member's name in nomination for any elective office by a petition addressed to the Chairperson of the Nominating Committee and signed by ten (10) active members of the Region in good standing. Any such nominations shall be accompanied by the written consent of the nominee authorizing the placing of their name on the ballot. All nominations shall contain a written statement by nominees indicating their willingness to fulfill the duties of the office to the best of their ability and be made thirty (30) days prior to the Annual Region Meeting of the election year, on which date all nominations for offices shall be considered closed.

In the event that there are no nominations for an office other than those made by the Nominating Committee, it shall be unnecessary that any formal election be held for such office or offices and the Secretary shall be authorized to cast the unanimous ballot of all the members in favor of the nominee therefore, and he or she shall be considered elected.

In the event more than one member is nominated for any one office, the Nominating Committee shall place the names of all such nominees for all contested offices on a ballot, which ballot shall be presented to the members present and proxies they hold, for election at the Annual Region Meeting. Ballots shall be voted on and returned to the Chairperson of the Nominating Committee and such committee, acting as tellers, shall announce the results of the election after counting the ballots in accordance with the provisions of these By-Laws. In addition, the results shall be published in the next report of the Region Director or Region publication.

The elected Region Director may appoint a chairperson for the membership, activities, technical, and publicity committees from Region members.

**ARTICLE VII - Duties of Officers and Committee Chairpersons.**

**Section 1 - Duties of the Region Director.**

The Region Director shall preside at all meetings of the members and of the Board of Directors and shall perform the duties usually appertaining to such office. The Region Director shall attend VMCCA's Board of Governors meetings. If unable to attend, the Region Director shall arrange for the Region Vice Director to attend in his or her place. The Region shall reimburse the Region Director for a portion of the travel expense to attend the Board of Governor's meetings in accordance with the most recent Expense Reimbursement Policy approved by the membership at an Annual Meeting of Members.

The Region Director, in addition, will assure that policies, plans, and major items of interest discussed at the VMCCA Board of Governors meetings will be conveyed to all chapters of the Region.

**Section 2 - Duties of the Region Vice Director.**

In the absence of the Region Director, or in the case of his or her death, resignation, or inability to act, the rights, powers and duties appertaining to that office, as herein set forth, shall be performed by the Region Vice Director.

**Section 3 - Duties of the Secretary.**

The Secretary shall attend all meetings of the members and meetings of the Board of Directors and shall record all minutes and votes kept for that purpose. Upon request, the Secretary shall attend meetings of the committees herein provided for. The Secretary shall keep an up-to-date register of the names and addresses of all members of the Region. The Secretary shall issue all notices of meetings or other matters of interest which may be required under these By-Laws. The Secretary shall at all times be subject to the control of the Board of Directors. In the absence of the Secretary from any meeting, a Secretary Pro Tem shall be chosen by the presiding officer.

Copies of the minutes of any and all meetings, together with copies of any and all financial reports shall, as soon as practical, be mailed by the Secretary to each chapter President and, if there is a Region publication, transmitted to the Editor of the Region publication for insertion therein.

**Section 4 - Duties of the Treasurer.**

Subject to such conditions and restrictions as shall be made by the Board of Directors, the Treasurer shall have custody of all monies, debts, obligations, documents, and contracts, and other papers belonging to the Region, except its record book required to be kept by the Secretary. The Treasurer shall receive all monies of the Region and deposit same in an account to be kept and maintained in a bank approved by the Board of Directors. Expenses not previously provided for by the membership at a meeting of the members or by the Board of Directors must be approved by the Board of Directors before being disbursed. Checks on any bank account herein provided for shall be payable only when signed by the Treasurer or the Region Director, whose signatures shall appear on the Bank's signature card. The Treasurer shall make reports of the balance in the treasury when requested to do so at any meeting of the Region.

**Section 5 - Duties of Membership Chairperson**

The appointed Membership Chairperson shall promote the acquisition of new members and promote ACTIVE MEMBERSHIP among the men and women throughout the Region. He or she shall encourage non-members to join when attending VMCCA events. He or she shall contact the members of independent vintage car clubs to explain the advantages of membership in VMCCA and encourage them as a group or as individuals to join. The Membership Chairperson is obligated to follow up on any leads for potential new chapters within the territorial limits of the Region and with discretion appoint a Region Membership Committee consisting of at least one member from each chapter for assistance.

**Section 6 - Activities Chairperson.**

The appointed Activities Chairperson shall coordinate all the activities of the Region. He or she shall remain in contact with the chapter hosting each region event and assist them in all matters which they may request. He or she shall distribute to each chapter President a yearly calendar of Region events. The Activities Chairperson is responsible for arranging the Region's Annual Meeting of Members (usually during a National or Region tour).

He or she shall encourage new kinds of activities including those which might raise funds for the Region.

The Activities Chairperson heads the Region Activities Committee consisting of a least one member from each chapter (either elected or appointed). He or she also serves as a member of the National Activities Committee and as such assists the Activities Vice President when called upon.

**Section 7 - Technical Chairperson.**

The appointed Technical Chairperson shall be the chief judge at local tours and offer technical assistance to members on request. The Golden Award of Excellence (handled by the National Technical Vice President) does not apply.

**Section 8 - Publicity Chairperson.**

The appointed Publicity Chairperson shall see that news items of chapter and Region activities are forwarded on a timely basis to the VMCCA publication, *The Bulb Horn*. He or she shall obtain the names and addresses of each chapter's newsletter publisher or publicity person to follow up on publicity activities.

**Section 9 – Publications Committee**

The Board shall appoint a Publications Committee if a Region publication is approved by the Board. Notifications mailed to Chapter Presidents by Region officers may take the place of a Region publication.

The Editor of the Region publication shall serve as chairperson of the Publications Committee. The minutes of every meeting of the Board of Directors, as well as the annual financial statement of the Region, shall be published in the Region publication.

**Section 10 - Vacancies**

In the event of a vacancy in any office, the Region Director shall designate a member to fill the unexpired term, subject to the approval of a majority of the Board of Directors.

## **ARTICLE VIII - Board of Directors of the Region**

### **Section 1 - The Board**

The government of the Region and the conduct of its affairs shall, subject to the rights of individual members as herein set forth, be vested in a Board of Directors (herein referred to as the Board). The Board shall have and exercise all the powers of the Region except those required by law or these By-Laws to be exercised by the members. Decisions upon Region policies and legislative matters may be made by the Board of Directors as temporary measures when time does not permit a meeting of the members. However, any such action of the Board shall be approved or disapproved at the next regular or special meeting of the members.

### **Section 2 - Composition**

The Board shall consist of the officers and chairpersons listed in Article VI, and members elected by the members of the various Chapters of the Region; each chapter being entitled to one (1) Chapter Representative, usually the chapter president, without regard to the number of members of each chapter.

### **Section 3 - Alternates**

At the time of election of the Representatives, each chapter shall elect one (1) alternate, usually the chapter vice president, for the Representative elected under the provisions of these By-Laws, and a notification of the election of said alternative shall be furnished to the Region Director.

### **Section 4 - Term of Office**

Members of the Board shall be elected for a two (2) year term. In the event additional chapters are added to the Region, a Representative shall be elected to represent said chapter for the remainder of the term.

### **Section 5 - Appointments**

The Board may appoint such other officers, committees, or employees as it deems necessary, and shall approve all appointments by the Director to fill vacancies which may occur.

### **Section 6 - Compliance.**

Any officer, committee appointee or elected person, or employee of the Region neglecting or refusing to comply with the rules established by the Region or the Board, may be terminated by a three-fourths (3/4) majority vote of the Board.

### **Section 7 - Time and Place of Meetings.**

A meeting of the Board shall be held at the time of the Annual Meeting of Members and periodic meetings of the Board shall be held at such time and place as designated by the Board. Special meetings of the Board shall be held on the call of the Region Director or may be called by one or more members of the Board from two or more chapters. Such meetings shall be held at a time and place as designated in the notice of such meeting.

### **Section 8 - Quorum.**

A majority of elected officers plus all Chapter Representatives present shall constitute a quorum.

### **Section 9 - Notice of Meetings.**

Notices of any regular or special meeting of the Board shall be mailed to the last known address of each Board member at least thirty (30) days prior to the date of such meeting. Any meeting of the Board shall be a valid meeting without notice, if all members of the Board are represented in person or by written proxy or waive notice thereof.

### **Section 10 - Voting.**

Each member of the Board is entitled to one (1) vote which may be by written proxy.

**ARTICLE IX - REGION COMMITTEES**

The Board may appoint such committees as it deems necessary and shall outline the duties and responsibilities thereof.

**ARTICLE X - Formation of Chapters.**

In order to effectively carry out the purpose of the Region, the Board of the Region may from time to time establish chapters. Any five (5) or more members of VMCCA in good standing may petition the Region Board to form a new chapter. The Region Board 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 will become affiliated with any other national motoring club during its tenure as a chapter of VMCCA.

The members of each chapter of this Region shall be members in good standing of VMCCA. Upon notice from the Region Director to the Chapter President of the failure of any member of such local chapter to pay his dues to the national organization, the name of such individual member shall be dropped from the chapter rolls and shall not be entitled to participate in any chapter, region or national activities as a club member.

The charter of any chapter and its right to continue as a chapter of the Region may be revoked or suspended for any cause or reason which the Board may deem sufficient. Such revocation or suspension shall be by a vote of not less than two-thirds (2/3) of the members of the Board present at the meeting at which such vote is taken. No action, suspending or revoking the charter of any chapter shall be taken until a least thirty (30) days written notice of such proposed action has been sent to the President and Secretary of such chapter. Upon revocation or suspension of any such chapter, the right to use the chapter name shall cease and terminate, and its interest in any funds or property belonging to the Region shall be forfeited. The right of the Board to revoke or suspend the charter of any chapter shall be absolute and final and not subject to appeal.

**ARTICLE XI - Administration of Chapters.**

Each chapter shall have the right to establish and promulgate By-Laws, rules and regulations for its own government provided, however, that such By-Laws, rules and regulations shall be entirely consistent with these provisions. Such chapters may fix chapter dues in such amounts as voted by its members.

**ARTICLE XII - Amendments.**

Any member may present a petition signed by twenty (20) members of the Region in good standing to the Secretary proposing any amendment or repeal of these By-Laws. In addition, at any regular or special meeting of the members of the Region or meeting of the Board, any member may move to amend or repeal any of these By-Laws, and if such motion be seconded and passed by a majority of a quorum present, such action shall be considered a bona fide petition for amendment. Within thirty (30) days after receiving a petition or notice of an adopted motion for amendment, the Secretary shall send to each Chapter President, a written notification of such proposed change and ballots containing the proposed amendments.

It shall be the responsibility of each Chapter President to see that every member, in good standing, receives a ballot. Ballots shall be returned to the Secretary within thirty (30) days. The Region officers present shall act as tellers, counting all ballots returned to the Secretary.



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A motion to amend or repeal these By-Laws shall be carried by the vote of two-thirds (2/3) of all members voting. Not less than six (6) months must elapse between the date of a meeting at which a proposed amendment or repeal is defeated and a new presentation of the same, or substantially the same, amendment or repeal occurs.

Original By-Laws approved August 12, 1996

Revision Approved April 2, 2019 (Meeting held in Gonzales, TX, 2019 Chrome Glidden Tour)