

BY-LAWS

EFFECTIVE APRIL 3, 2022



WESTERN PENNSYLVANIA REGION
ANTIQUE AUTOMOBILE CLUB OF AMERICA



CHARTERED JULY 20, 1950
INCORPORATED UNDER THE NON-PROFIT
CORPORATION LAWS OF PENNSYLVANIA



CERTIFICATE OF CHARTER Western Pennsylvania Region

This Certifies that a Charter has been granted to the above Region of the Antique Automobile Club of America, an organization whose purpose is to perpetuate memories of the pioneer days of automobiling by encouraging the preservation and collection of antique automobiles and automobilia. This Charter, subject to the Constitution and By-laws of this Club, was granted on July 20, 1950.

In Witness Whereof, the said Club has authorized this Certificate to be duly signed by its President and Secretary, and has caused its seal to be affixed hereto, this sixteenth day of February, 1951.

Wm. C. H. H. H. H.
President

Wm. C. H. H. H.
Secretary

**ARTICLE I
NAME OF CORPORATION**

- § 1. The name of the corporation shall be Western Pennsylvania Region Antique Automobile Club of America.

**ARTICLE II
PURPOSE**

- § 1. The purpose of The Western Pennsylvania Region of the Antique Automobile Club of America is for education, scientific and charitable endeavors pertaining to antique automobiles so as to foster the preservation and enjoyment of the antique automobiles as well as serving as a source for the exchange of information. The Western Pennsylvania Region of the Antique Automobile Club of America shall promote and support education which includes, but is not limited to, automotive history, maintenance, and safety. The Region also provides and regulates events, exhibitions, and tours for the benefit of its members as well as the general public.

**ARTICLE III
DEDICATION OF ASSETS TO
EXEMPT PURPOSES AND DISSOLUTION**

- § 1. Dedication of Assets: The property of this corporation is irrevocably dedicated to educational, scientific, and charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the corporation.
- § 2. Dissolution of Western Pennsylvania Region of the Antique Automobile Club of America: Upon dissolution of this corporation, the Board of Directors shall distribute any assets remaining after payments, or provisions for payment, of all debts and liabilities of this corporation, to one or more exempt organizations, for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of

by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- § 3. Organized Purpose: This corporation is organized exclusively for educational, scientific, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- § 4. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (2) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- § 5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaigns on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV CONFLICT OF INTEREST

§ 1. Purpose: The purpose of the conflict-of-interest policy is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

§ 2. Definitions

A. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement;
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

C. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

§ 3. Conflict: A financial interest is not necessarily a conflict of interest if the material facts as to the contract or transaction and as to the officer or director's interest are disclosed to the board of directors and the board of directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested directors even though the disinterested directors be less than a quorum or if the contract or transaction is fair and reasonable as to the corporation as of the time it is authorized, approved, or ratified by the board of directors. Common or interested

directors may be counted in determining the presence of a quorum at a meeting of the board of directors that authorizes the contract or transaction.

§ 4. Procedure

- A. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The President or the Vice President if the President is the interested party shall, if appropriate, appoint a disinterested Director to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporations best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the board has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.
2. If, after hearing the director or officer's response and after making further investigation as warranted by the circumstances, the board or determines they have failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

F. Annual Statements

Each director and officer shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Corporation is charitable and in order to maintain its Federal Tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

H. Use of Outside Experts

When conducting the periodic reviews as provided for in Paragraph G above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE V OFFICE

- § 1. In addition to the registered street address of the Club for corporation purposes, the Club shall maintain a permanent post office box in Latrobe, Pennsylvania.
- § 2. The Board of Directors at the beginning of each year shall determine an office for the transaction of business of the Club. It may be the address of one of the directors, preferably an officer at either his place of business or residence.

ARTICLE VI EMBLEM

- § 1. The Club emblem shall be a Keystone with a facsimile of the National Antique Automobile Club of America's emblem, with the wording WESTERN PENNSYLVANIA REGION circling the National emblem.

ARTICLE VII MEMBERS

- § 1. Active Membership. Any individual desiring to become an Active Member shall submit an Application for Membership to the Membership Chairman in form prescribed by the Directors. The recommendation of two Active Members shall be required and evidenced by their signatures on the Application. Applicants shall be Members in good standing of the Antique Automobile Club of America and of good character. An Applicant who is not currently a Member in good standing of AACA must attach an application for AACA Membership together with a separate check for National dues, when their Application for Membership is submitted.
- § 2. An Application for Membership shall be read by the Membership Chairman, or in his absence by an Officer, at any regular meeting or Annual Meeting of Active Members; provided, however, that the Applicant shall be present when the Application is read. Only one reading of the Application shall be required. Following the reading of the Application, on a two-thirds (2/3) vote of those Members present at the meeting, the Applicant shall be elected to Active Membership. Notice of the approval of all Applications shall be printed in the Roundup.
- § 3. So long as AACA provides Complementary Membership Applications to the Region, the Board shall determine all manner of use thereof, as well as all matters relating to use of complementary Region Memberships in conjunction therewith.
- § 4. All Active Members (with exception of Life Members of AACA) shall submit their AACA Membership cards for endorsement by the Treasurer at such time as they pay their Dues, or as soon thereafter as their Membership Cards have been received. Active Members must have and present their Membership Cards in order to vote on any matter coming before an Annual Meeting.
- § 5. Joint Member. Any Member of the Antique Automobile Club of America who is the spouse of any active Member of this Club may become a joint

Member of this Club by paying the annual dues. Such joint Member shall be entitled to vote, hold office and enjoy all the privileges of an active Member but only one copy of publications of the Club shall be sent to the joint Member household. Joint Membership shall cease when the active Member ceases to be in good standing, except that in case of the death of an active Member in good standing, the joint Membership of the spouse shall continue to the end of the calendar year.

- § 6. Student Member. Student Members are individuals ages 13-25 years old. A Student Member of the Western PA Region must first be a Student Member of the Antique Automobile Club of America. A Student Member must follow the same application procedures as Regular Member. Student Members have full membership privileges.
- § 7. Junior Member. Junior Members are individuals ages 0-12 years old. A Junior Member of the Western PA Region must first be a Junior Member of the Antique Automobile Club of America. No reading procedure and vote is required for a Junior Member. Junior members do not have to have parents who are members of either the Western PA Region or AACA. Junior Members have no voting rights.
- § 8. Honorary Member. Any member of the Antique Automobile Club of America who has rendered distinguished service to this Club or in the automobile field may by a two-thirds (2/3) vote of the Board of Directors be elected an honorary member. Such honorary member shall not pay dues and shall not be eligible for office but shall be welcome to attend all meetings and Club functions and shall receive informational copies of Club publications.
- § 9. Ownership of a veteran, vintage or classic motorcar shall not be required.
- § 10. Any member who is in arrears for dues for a period of three (3) months or who fails to maintain good standing in the Antique Automobile Club of America shall be suspended after thirty (30) days' notice of the same. Such member may during the year of suspension be reinstated by payment of dues and/or becoming reinstated in the Antique Automobile Club of America. At the expiration of the calendar year, a suspended member may become reinstated only under the provisions applicable for new members.
- § 11. Upon a charge being made in writing against a member, notice of the charge shall be mailed by certified mail to the member against whom the charge has been made. Said member shall be given a period of sixty (60) days to answer the charge. After a hearing or upon default of an answer, the Board of Directors shall have the power to suspend or expel such

member or to prescribe such lesser penalties, as the board shall deem appropriate.

ARTICLE VIII MEETINGS

- § 1. The Annual Meeting of the members of this Club shall be held during the month of January at time and place to be determined by the directors. At the Annual Meeting, the members shall elect Directors and shall conduct such other business as may lawfully become before the meeting.
- § 2. Regular monthly meetings of the Club shall be held on the third Tuesday of each month, except for January and December, at a time and place established by the Board of Directors. A written or printed notice of the time and place for regular meetings for the ensuing year shall be mailed or given at least ten (10) days prior to the February meeting to each member in good standing. The Board may change the day and place of meeting for up to three (3) regular meetings per year provided notice is given as set forth in § 5.
- § 3. Special meetings of the members may be called after a majority affirmative vote of the Board of Directors. Special meetings shall be held within thirty (30) days upon written application of at least fifteen (15) active members of the Club in good standing, stating the purpose for the special meeting.
- § 4. The Board of Directors shall reasonably establish the time and place of special meetings.
- § 5. A written or printed notice stating the purpose, place, date and hour of every special meeting shall be mailed to each member in good standing of this Club at least ten (10) days prior to and not more than thirty (30) days prior to said meeting. If a member gives no address, notice shall be deemed to have been given him or her if sent by mail or other means of written communications addressed to the member's last known address.
- § 6. At all meetings of the members, a quorum shall consist of at least fifteen percent (15%) of the members in good standing. Less than a quorum may, by a three-fourths (3/4) vote, adjourn any meeting from time to time until a quorum is established.

ARTICLE IX PROCEDURE

- § 1. Each member in good standing shall be entitled to one vote at any meeting, annual or special. The use of proxies at any membership meeting shall be prohibited. Questions of Parliamentary procedure, if any, shall be determined by ROBERTS RULES OF ORDER.

ARTICLE X DIRECTORS AND OFFICERS

- § 1. The Club shall be governed by a Board of Directors consisting of six (6) Members. They shall have general management and control of the affairs and property of the Club, and shall perform all duties not specifically designated by these bylaws. At any meeting four (4) Members of the Board shall constitute a quorum. Unless otherwise provided, a majority vote shall be controlling. Vacancies that occur for any reason in the Board of Directors shall be filled by the remaining Board, and any person so appointed shall serve until the next Annual Meeting.
- § 2. At the Annual Meeting the active Members shall elect by plurality vote three (3) active Members to serve as directors for two (2) years and until their successors are elected and qualify. If a person runs for or is appointed to an office and has served as a director for more than 5 of the preceding 6 years, the incumbent must win an election, if there be any opposition, by a 75% vote rather than by a plurality. The term of office shall be two (2) years with the terms of three (3) of the six (6) directors expiring each year.
- § 3. The Board of Directors at its first meeting after each Annual Meeting of the Members shall elect by plurality vote from their number; a president, vice—president, secretary and treasurer, all to serve one (1) year and until their successors have been elected and qualify. A vacancy in the office of vice—president, secretary or treasurer because of death, disability or resignation, shall be filled by the Board of Directors at its next regular or special meeting.
- § 4. Should a director miss more than three directors meetings during a calendar year, the other directors may vote to remove that director from the board. The remaining directors may then vote to appoint a replacement for the removed director from the general membership to finish that director's term. The appointed replacement director would fill the same office as the removed director with the exception of the president.

- § 5. No member of the Board of Directors of this Club shall hold an elective office in any other Region of the Antique Automobile Club of America whose registered address for operational purposes is located within a 100 mile radius of Latrobe, PA. This restriction does not apply to non-geographical regions such as Touring Regions. No husband and wife shall serve as Directors at the same time.
- § 6. To the fullest extent that the Laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no director of the Club shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

ARTICLE XI DUTIES

- § 1. The President shall preside at all meetings, shall appoint committees, shall have the powers to decide all questions of equal division and shall have all powers and duties usually vested in the office of president.
- § 2. The Vice President shall serve in the absence or disability of the President.
- § 3. The Secretary shall record all minutes of the meetings of the Board of Directors and of the Members which minutes shall be available inspection by any Member under reasonable terms. The Secretary shall be responsible for the mailing of all notices, and for the safekeeping of the corporate seal. The Secretary shall perform such other duties that pertain to that office and as may be prescribed by the Board of Directors.
- § 4. The Treasurer shall collect and disburse funds of the Club as may be ordered by the Board of Directors. All checks shall be signed by the Treasurer. The Treasurer shall render a financial report at the Annual Meeting and whenever the President or the Board of Directors shall require same. He shall give Bond at the expense of the Club if required to do so by the Board of Directors.
- § 5. The Publicity Director shall help coordinate promotional efforts for the Region regarding events, programs and membership. This also includes contact with print, electronic and social media to seek out opportunities to maintain and promote a positive image for the Western Pennsylvania Region and its mission.

- § 6. The Safety Director shall help assure that safety procedures are followed during all Region tours, events and programs, which includes making special arrangements as necessary.
- § 7. The Board of Directors shall serve as a nominating committee and submit a list of nominees at the Annual Meeting. Nominations may be submitted from the floor on the day of the meeting and election by any Member entitled to vote.
- § 8. Directors' meetings shall be held at the call of the President or upon application of at least three (3) Directors. Notice of all meetings shall be given each Director at least ten (10) days prior to the meeting. Notice of any particular meeting may be waived in writing by unanimous consent of all Directors.

ARTICLE XII COMMITTEES

- § 1. There shall be five (5) standing committees:
 Membership
 Publications
 Activities
 Technical & Safety
 Audit
- § 2. Each committee shall submit a report to the Members at the Annual Meeting and to the Board of Directors when requested to do so.
- § 3. The Membership Committee shall obtain new Members and perform other duties that pertain to Membership.
- § 4. The Publications Committee shall consist of an Editor such other Members as may be required to publish all official Club publications.
- § 5. The Activities Committee shall plan the schedule of all events pertaining to the exhibition of cars, the judging of contests, as well as to plan all programs concerning banquets, contests and entertainment for the Members of this Club.

- § 6. The Technical and Safety Committee shall be responsible for the classification, certification and the establishment of standards for judging Members' cars, and all other technical matters. It shall also be responsible for the establishment and enforcement of Club safety regulations concerning the operation of an antique, vintage or classic motorcar.
- § 7. An Audit Committee consisting of three (3) persons, at least two (2) of whom shall be Members of the Club and not more than one (1) of whom may be a Director, shall annually audit the Treasurer's books on a calendar year basis and submit a report at the following Annual Meeting, or by publication in the newsletter or other notice to the Members not later than March.

ARTICLE XIII CLUB EVENTS

- § 1. The place and time of Club events shall be designated by the Board of Directors.
- § 2. The program and conduct of Members at all times should in no way cause unfavorable comment or reflect adversely upon the Club nor upon the hobby in general.
- § 3. Invitations requesting Club participation in public events shall be referred to the Board of Directors.
- § 4. The Club shall not participate as a group in any activity intended for publicity or fund raising without approval of the Board of Directors.
- § 5. The Board of Directors shall make certain that a comprehensive public liability and property damage insurance policy is maintained for the protection of all officers and Members of the Club.
- § 6. At the discretion of the Board of Directors, any Member may be required to submit a certificate of insurance in specified amounts covering such Member's automobiles. Refusal of a Member to comply with such a request shall be deemed basis for expulsion from the Club.
- § 7. Automobiles will be classified according to the National A.A.C.A. classifications; however, at various local meets some classes may be combined.

ARTICLE XIV DUES

- § 1. Membership dues and late payment fees shall be established by the Board of Directors. Notice of any change in dues or late payment fees shall be given to all Members not later than October 1, and shall be effective for the following year.
- § 2. Dues shall be payable on January 1 of each year for the current year. Dues which are not paid by the Annual Meeting shall be considered delinquent and shall be subject to a late charge as established by the Board of Directors.
- § 3. Any new Member joining the Club on or after October 1 of any year shall be entitled to a full Membership for the balance of that year as well as for the following
- § 4. All persons applying for active Membership shall pay a \$5.00 application fee as well as the annual dues.

ARTICLE XV AMENDMENTS

- § 1. These By-Laws may be amended or changed either in whole or in part by three-fourths (3/4) vote of the Members present and voting at any duly organized meeting of the Club, regular or special, provided the proposed changes shall have been filed with the President or Secretary at least thirty (30) days in advance of the meeting date, and a notice of such proposed amendment, with a copy thereof, shall have been mailed to the entire Membership of the Club not less than thirty (30) days in advance of such meeting to consider the change.
- § 2. Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same amendment or repeal.

