

BY-LAWS OF THE AIRFLOW CLUB OF AMERICA, INC. (ACA)

ARTICLE I - FISCAL YEAR

The fiscal year of the Airflow Club of America, Inc. shall be the calendar year.

ARTICLE II - MEMBERSHIP CLASSES & DUES

Section 1. Active Membership. Any person of good character upon submission of an application for active membership and payment of dues shall become an Active Member. Active Members are entitled to all club privileges and shall have one vote. A family unit may share a single membership and shall be entitled to a single copy of the club newsletter and a single vote in club elections.

Section 2. Honorary Membership. An Honorary Member may be any person or organization that has gained eminence in the automotive industry or has been otherwise commended to club's esteem. Honorary Members shall be elected by a two-thirds vote of the Board and shall be entitled to all club privileges, except they shall not have the right to vote or hold office. Honorary memberships may be ended by a two-thirds vote of the Board.

Section 3. Expulsion. The Board shall have authority to expel a member. Any member whose conduct is determined to be not in keeping with the best interest of the club may be expelled after due hearing through the affirmative vote of a two-thirds majority of the Board. A notice of the charge shall first be sent by registered mail to the member against whom the charge has been lodged and the member shall be given a period of 30 days to present a defense before any action shall be taken against the member.

Section 4. Dues. The Board shall fix the dues for membership. Annual dues shall be due and payable on the first day of January of each year. Any member shall be automatically suspended from membership in the event payment of dues is not received before March 1.

New members joining the club at any time shall pay one full year membership dues. If joining after November 1, their membership shall begin immediately and their initial dues payment shall cover the following year. Memberships established before November 1 shall begin immediately and shall be entitled to copies of the current year-to-date newsletters (so long as supplies last) with their welcome materials.

ARTICLE III - ELECTIONS

Section 1. The Nominating Committee shall consist of the Secretary and the three National Directors. The Secretary shall serve as the Chair of the Nominating Committee, and shall, in general, be responsible for the nomination process. The Nominating Committee shall nominate candidates for the offices of President, Vice-President, Secretary, Treasurer and one National director no later than February 1, of each even-numbered year. The Nominating Committee shall act as a coordinating agency for all

nominations and shall secure written permission from each nominee to include that name on the ballot. A resume of each candidate shall also be secured and published before the election.

Section 2. The Secretary shall prepare a ballot containing the names of all persons nominated and deliver it, together with the resume of each candidate, to all members entitled to vote by March 1. The Secretary shall designate a disinterested party (for example, a National Director or other ACA officer not on the ballot) to receive and tabulate the ballots and report the results to the Board and the editor of the newsletter. Any expense involved will be paid from club funds.

Section 3. The term of office for the President, Vice-President, Secretary, and Treasurer shall be two years. The term of the National Directors shall be six years, with one term of office expiring every two years. The term of office of newly elected officers and directors shall begin at the close of the membership meeting at the National Meet on even-numbered years.

ARTICLE IV - DUTIES OF OFFICERS & DIRECTORS

Section 1. The President shall preside at all meetings of the Board and at the annual membership meeting. The President shall appoint all committee chairmen and other such committee members as may be deemed necessary. The President shall have authority to sign documents representing and on behalf of the Airflow Club. Neither the President nor any presiding officer acting in his absence shall vote at the Board meeting except (a) in the event of a tie, or (b) on a motion to amend the bylaws.

When a newly elected President is to begin his term of office at a National Meet, he will preside at the meeting of the Board. All outgoing officers shall attend until the old business is concluded; they may then be excused. The outgoing President shall, for all other purposes, be the presiding officer at the Meet and be accorded all the privileges thereto. At the general membership meeting, the outgoing President and other officers will participate as required throughout the meeting.

Section 2. The Vice President shall perform the duties of the President in his absence. The Vice-President shall perform such other duties as may be requested by the Board.

Section 3. The Secretary shall record minutes of each Board meeting and shall forward a draft copy to members of the Board and other meeting attendees within two weeks after the meeting. Recipients of the draft minutes shall have an additional two weeks to request corrections by the Secretary, who shall promptly create a final draft and mail it to the President. The President or his assignee shall then mail the corrected draft to the Board for approval. Failure to respond to the request for approval within two weeks shall be counted as approval of the final minutes. The Board shall provide the approved minutes of each meeting to interested members, for example by publication in the newsletter, by mail/email, or on the club website.

The Secretary shall perform all duties incident to that office as required by the laws of the State of Ohio. The Secretary shall have custody of the corporate minute books and records and shall perform such other duties as may be required by the Board.

In the absence of the Secretary, the presiding officer shall appoint a Secretary pro tempore.

Section 4. The Treasurer shall have general supervision of all finances. The Treasurer shall receive and have charge of all monies and other property with evidence of ownership therein belonging to the club. The Treasurer shall ensure that all club accounts have at least one other authorized, independent, club member signatory who is not a family member and the Treasurer shall inform the Board of all changes to the account signatories. Their names shall be included in the treasurer reports.

Monthly and periodic statements of all club accounts (checking, saving, investment and other) shall be provided to the club President, or to another club officer the Board shall designate, as well as to the Treasurer. The Treasurer shall keep and maintain adequate and correct accounts of the receipts and disbursements and report these to the Board at least twice annually. The first report, due June 15, shall report club financial activities and balances as of May 31, and shall be provided in time, if possible, for discussion and approval at the National Meet. The second report shall be due January 15 and shall cover the entire preceding calendar year. The financial reports shall be provided to the editor of the club newsletter and the club webmaster for publication.

The Treasurer shall have authority to issue checks or drafts on club accounts in the amount of \$500 or less without additional approval. The Treasurer and the President shall have the same authority for amounts up to \$1000. Expenditures greater than \$1000 shall be approved by majority vote of the Board.

The Treasurer (or his or her assignee) shall keep and maintain an up-to-date record of all club members and shall promptly notify the Regional Directors and newsletter editor of all new members and changes in the status of existing members located within the defined regional geographic limits.

The Board shall determine the type and amount of insurance to be carried to protect the club, its officers and directors from liability and loss.

Section 5. The National Directors shall be voting members of the Board.

Section 6. The Regional Director shall preside at all regional meetings and appoint all regional committee chairmen. The Regional Director shall be responsible for all regional bank accounts and funds and shall ensure that regional funds, income, and expenses are visible to an independent, qualified, separately domiciled person and to the ACA Board.

The Regional Director shall be responsible for hosting of the National Meet when it is held in his or her region. The Regional Director is to govern and direct Airflow Club activities in the region.

ARTICLE V - COMMITTEES

Section 1. The President shall appoint committees as necessary and shall outline the duties and responsibilities of such committees.

Section 2. The President with the approval of the Board shall appoint standing committees as needed for two-year terms.

Section 3. The President shall appoint from time to time as necessary a Judging and Technical Committee to review and revise the *Standards of Correctness* volume and *Judging* sheets of the Airflow Club of America *Airflow Restorer's Guide* (the SOCM). The Chief Judge shall be a member of the Judging and Technical Committee. The committee shall consider the effects of changes and corrections to the SOCM on past and on-going restorations of Airflows, and shall establish rules for point deductions for standards that have been changed or updated.

ARTICLE V - REGIONS

Section 1. The Airflow Club of America, Inc. is organized into regions defined nominally by geography. Membership in each region is automatic and requires only a current membership in the ACA and residence in the region's geographic area. Members of regions must maintain membership in the Airflow Club of America, Inc. Names of regions shall be standard and universal, e.g., (blank) Region of the Airflow Club of America, Inc.

Each region shall have a Regional Director who shall sit as a nonvoting member on the ACA Board. The responsibilities of the Regional Director include coordinating appropriate regional meets and activities, encouraging growth in ACA membership within the region, identifying prospective hosts and locales for National Meets scheduled for the region, and such other duties as deemed appropriate for the good of the region.

Section 2. Each region shall establish rules or bylaws that provide for procedures in electing the Regional Director and specifying such other officers with terms and selection procedures as the region shall determine. A copy of the regional bylaws shall be provided to, and maintained by, the Airflow Club Secretary. Neither regional rules, bylaws not constitutions shall conflict with the Constitution and Bylaws of the Airflow Club of America, Inc.

Each region shall elect a Regional Director, whose term shall be three years. The term of the Regional Director shall normally begin at the close of the National Meet held in the region in which he serves. The Board shall fill vacancies in the offices of the Regional Directors that occur for any reason until the region can elect a successor.

Section 3. A specified geographic area with a substantial number of members may make application to the Board to modify or create a region. The Board retains the authority to dissolve an existing region if it deems such action appropriate.

Section 4. Each Regional Director shall submit an annual financial statement to the Treasurer by January 15 that itemizes all income and all expenses incurred by the region during the prior year with the bank balance for January 1 and closing balance for December 31 included.

ARTICLE VI - NATIONAL MEET

The Board shall consider proposals and determine the location and date of the following year's National Meet. The Board's decision shall be announced at the preceding membership meeting.

Section 1. Purpose. The purposes of the National Meet include

- Building friendships and good will among those who attend
- Providing a regular setting for annual national judging of Airflow vehicles that will encourage high standards of workmanship and authentic restoration
- Generating publicity for the Airflow Club, leading to increased interest in Airflows and membership in the Club
- Stimulating interest in extensive driving of Airflows by such measures as the Coast-to-Coast award
- Facilitating ownership, maintenance, and restoration of Airflows through technical discussions and sharing of parts and supplies sources
- Providing varied, interesting venues and attractions for attendees.

Current membership in the Airflow Club of America, Inc. is not a requirement for attendance at the National Meet. Rather, the National Meet shall be structured to encourage attendees to join the Airflow Club.

Section 2. Finances. The hosting region Regional Director and the organizer of a particular National Meet shall agree with the ACA Treasurer as to the handling and accountability of convention funds. The arrangement shall comply with current banking regulations and provide strict, traceable accountability for all National Meet receipts and expenses.

The goal of each National Meet is to neither make great profit nor incur great loss of money for the Airflow Club. To facilitate achieving this goal in the face of uncertain attendance and expenses, fund-raising activities such as solicitation of sponsorship, raffles, auctions, and sales of clothing articles and other memorabilia have proven useful. The hosting region may conduct such fundraising activities before and during the National Meet to reduce the risk of meet expenses exceeding income. The hosting region may request reasonable advance funds from the ACA Board to pay for such pre-meet expenses as hotel deposits, printing, purchase of awards, and the like.

Should a profit of less than \$500 be realized, the hosting region may retain it. Any profit in excess of \$500 shall be split 50% to the ACA and 50% to the hosting region. Should the National Meet incur a loss after inclusion of all National Meet fundraising proceeds the ACA Board may, at its discretion, vote to offset the loss to the hosting region. Similarly, the hosting region may choose to donate some or all of their share to the ACA.

ARTICLE VII. JUDGING

Judging of Airflows and the awarding of prizes shall be conducted at National Meets in an effort to encourage owners to restore their cars to high standards of authenticity and workmanship. Entering a vehicle for judging is strictly voluntary on the part of the owner. All Airflows (including modified Airflows) are welcomed at Airflow meets regardless of condition and whether entered for judging. Modified Airflows will not be judged.

Judging is the responsibility of the Chief Judge. The Chief Judge is appointed by and serves at the pleasure of the President with the expectation that the Chief Judge shall serve a term of four or more years. The Chief Judge shall sit as a nonvoting member of

the Board. The Chief Judge shall be responsible for and supervise the judging of all entered vehicles at the National Meets. Such responsibility includes the contest rules, establishment of standards of judging, authenticity, selection and supervision of judges, and the awarding of prizes. The Chief Judge shall keep and update the history of prizes and awards presented at each National Meet.

The Chief Judge shall coordinate available volunteers in attendance at the National Meet to assist in judging. The Chief Judge has the authority to deem an Airflow ineligible for judging if the condition of the Airflow suggests that such an action is appropriate. The judging shall be conducted using a point system devised by the Judging and Technical Committee, determined to be consistent with the Airflow Club Standards of Correctness Manual and approved by the Board.

The ACA Judging and Technical Committee, the Chief Judge, and any volunteer or appointed judges who form the Judging Committees are not prohibited from competing for awards during the judged portion of national meets. The following procedures are to be followed to avoid a judge having a conflict of interest in, or affecting the awarding of points or minimization of point deductions toward, class or show-wide awards at each meet.

- No person shall judge a class that contains a car that belongs to them or for which their impartiality might be questioned; for example, in which they have a financial or personal interest. Point ties in each class are to be broken by rejudging of the class by the judging committee assigned to that class.
- For show-wide awards, the Chief Judge shall submit to the President a list of experienced judges who are in attendance to serve on a tie-breaking panel. These judges shall be named by the President before the judging commences. In case of a tie for top-point car, that is, two or more top car scores are separated by five points or less, the President shall select from the Chief Judge's list three judges who do not have a car, or an interest in a car, in the tying group. The panel shall then rejudge the tied cars to determine the winner. The decision of the panel is final, and cannot be overruled by the Chief Judge or the President.

Section 1. Classes, Prizes and Awards

- Junior Class – First, second, and third prizes shall be awarded in each of four classes (1934, 1935, 1936, and 1937). First class awards shall be larger or otherwise distinguished from the other awards in the Junior Class
- Junior Best of Show – The Airflow with the greatest number of points in the Junior Division shall be declared the Junior Best of Show. The Junior Best of Show award shall be larger or otherwise distinguished from the first class awards.
- Senior Awards – An Airflow which wins Junior Best of Show becomes a Senior car and may not again compete for Junior Class awards for the next five meets. At the sixth and subsequent meets the owner may opt to compete in the Junior Division again. The car receiving the highest point total among the Senior cars

will be awarded a Senior First. The other Senior competitors will be awarded an appropriate recognition prize which is less significant and costly.

- Walter P. Chrysler Bowl – The WPC Bowl will be awarded to the Airflow receiving the highest point total, regardless of whether it is a Junior or a Senior car. Once an Airflow is awarded the WPC Bowl, it is not eligible to receive the WPC Bowl for the next three National Meets, regardless of ownership. WPC Bowl winners shall again be eligible at the fourth meet following their previous award.
- Carl Breer Award – The Carl Breer Award may be awarded at the discretion of the President and Chief Judge. This award recognizes an Airflow which is significant in terms of rarity, provenance or other factors deemed important by the President and Chief Judge.
- Driving Award – Coast-to-Coast License Plate. The first time an Airflow is driven to meets in all of the East, Central, and Western Regions (in no particular order), that Airflow will be awarded a Coast-to-Coast license plate. For successive similar accomplishments, a star will be awarded.
- Longest Distance Driven – The Airflow driven the longest distance shall receive an award. The distance shall be measured from the owner's residence to the Meet using the shortest possible highway route (e.g., as determined by a routing software system.)
- People's Choice – This award shall be determined by popular choice voting by members attending the Meet.
- Hard Luck – This award is awarded at the discretion of the Chief Judge.
- Long Distance Member – The member traveling the furthest to attend the Meet shall receive this award.
- Participation Award – An owner bringing an Airflow to a meet for the first time shall receive a participation award board for that car and a tab for that meet. If the owner has a previous board with tabs for the car (e.g., from a previous owner), the owner may add the tab to the inherited board or to the new one at the owner's discretion. At subsequent meets at which the car is present, a meet tab will be awarded.
- Toys, Memorabilia, and Period Clothing – Judging of toys, memorabilia, and period clothing and the awarding of prizes will be conducted at National Meets to encourage the collection and display of such artifacts. All such awards should be smaller than the auto awards. Volunteers approved by the Chief Judge shall conduct judging. The judging shall be subjective in nature, but factors to be considered should include the number of units, rarity and uniqueness, authenticity, originality, quality of restoration, and overall display. First and second place awards shall be given in the toys category. First and second place awards shall be given for memorabilia, defined as anything other than toys and clothing. First and second place awards shall be given in both the men's and women's period clothing categories.

Section 2. Prize and Award Expenses

The cost of the license plates and stars for the driving award and the boards and tabs for all cars at national meets shall be borne by the ACA treasury. The region in which the

meet takes place shall pay for all other awards. The award expense shall be counted in determining the profitability of the meet.

ARTICLE VIII - AMENDMENTS

The bylaws may be amended by the Board at any regular meeting, special meeting, or by mail or telephone vote, when a quorum is attained.