

CONSTITUTION

Article One: Name

The name of this organization shall be: The Mid-Atlantic of the Antique and Classic Boat Society (Chapter).

Article Two: Purpose

The purposes of this Chapter shall be:

- a. To promote all of the purposes of the Antique and Classic Boat Society as stated in Article Two of the Constitution of the Antique and Classic Boat Society (ACBS),
- b. To sponsor antique and classic boat shows and show a presence at such related events as determined by the members to benefit and educate the public at large and the organization,
- c. To communicate with and report to the membership, the public, and government at all levels regarding its activities, purposes and goals,
- d. To serve as a communication channel for chapter members and link them to information that will aid in their enjoyment of antique and classic boats,
- e. to further promote and encourage a love and enjoyment of all aspects of historic, antique and classic boating.

Article Three: Governing Body

The governing body of this chapter shall be the Board of Directors who shall have the general and plenary authority to conduct all activities, business and other matters to come before it.

The officers of this organization shall be:

- a. President
- b. Vice-President (a minimum of one, such as the Board of Directors shall designate)
- c. Secretary
- d. Treasurer

In addition to the authority and duties, which are inherent in the nature of their respective offices, the authority and duties of the officers shall be prescribed in the By-Laws.

The Board of Directors shall be comprised of all officers plus at least one and no more than 6 Directors, all of whom shall be elected by the membership.

The decisions and actions of the Board of Directors shall be governed by majority vote except in the absence of a quorum. If less than three Directors are present, the Board of Directors meeting shall be adjourned into an Executive Session for the transaction of the necessary business, which must be later ratified or confirmed at a subsequent Board of Directors meeting having a quorum.

The president of the organization shall also serve as Chairman of the Board of Directors, by virtue of his office, and shall also be an ex-officio member of all committee except the nominating committee to which he shall be neither an ex-officio member or otherwise serve on that committee.

Article Four: Tenure of Office

- a. Directors (not including officers) shall be elected to a term of two years with at least one director being elected each year,
- b. The President shall be elected annually for a one year term; and shall not serve more than three successive terms of office,
- c. The Vice-President shall be elected annually for a one-year term; and shall not serve more than three successive terms in office,
- d. The Secretary and Treasurer shall be elected annually for a one year term; and both may serve an unlimited succession of terms in office.

Article Five: Membership

Any member in good standing of the ACBS shall be eligible to be a member of the Chapter provided that said member of the ACBS shall have paid annual dues as required by the Chapter.

Any person whose membership in the ACBS shall be terminated due to expulsion, non-payment of dues or for whatever reason shall also have his or her membership in this Chapter terminated automatically and simultaneously with the termination of the membership in the ACBS.

The Chapter may expel a member from membership in the Chapter for non-payment of dues and any member may be expelled from the Chapter as a result of having engaged in conduct, which the Board of Directors shall determine to have disturbed the order, dignity, business or harmony of the Chapter or the ACBS or have impaired the good name, good will or prosperity of the Chapter and/or the ACBS or to have violated the Constitution and/or By-Laws, or any rules or regulations of the Chapter and/or the ACBS which are in force at the time of the alleged infraction. Such expulsion shall be by a 2/3 vote of the members of the Board of Directors, provided, however that the Board at a prior meeting thereof shall first have voted to institute expulsion proceedings and

that thereafter a statement of the charges shall have been mailed by registered mail or certified mail to the accused member, directed to his last recorded address at least twenty days before action is taken thereof. The statement shall be accompanied by a notice of the time and place where the Board is to take action on such charges and shall state the accused member shall have the opportunity to present a defense at the time and place designated in such notice. The decision of the Board shall be final and conclusive. All rights and privileges of an expelled member to membership in the Chapter shall terminate immediately after expulsion. Expulsion from the Chapter shall not constitute an expulsion from the membership in ACBS, but, in the event of such expulsion, the Board of Directors shall be required to immediately give written notice of such expulsion to the Board of Directors of the ACBS along with a statement of reason for such expulsion.

No member expelled shall be readmitted to the Chapter as a member until one year has elapsed from the date of expulsion unless his application for readmission is approved by 2/3 vote of the members of the Board of Directors present at a duly constituted meeting thereof and provided notice that reinstatement of a member is to be considered included in the notice of said meeting.

The application for various types of membership shall be in such form, as the Board of Directors of the ACBS shall prescribe.

The rights, privileges and obligations of all types of memberships in the Chapter shall be conditioned upon current payment of dues allocable to that membership according to the dues rate schedule adopted and published by the Board of Directors.

Persons admitted to all of the various types of membership in the Chapter shall enjoy have the right to vote and hold office in the Chapter, except that any individual who is not eligible to vote and hold office in the Chapter in accordance with the requirements of Article Five of the Constitution of said organization shall not have the right vote in matters involving the Chapter.

Article Six: Chapters

This organization is a chapter of the ACBS and as such this Chapter may not establish sub-chapters unless a sub-chapter is established with the consent of the Board of Directors of the ACBS in which case such sub-chapter shall be established in accordance with the requirement as then stated by the Board of Directors of the ACBS.

Article Seven: Committees

The President of this Chapter shall appoint the chairman of all committees.

Article Eight: Elections

Any member in good standing of the Mid-Atlantic Chapter of the ACBS shall be eligible for nomination and election as an Officer and/or Director of the Chapter.

The nomination and election of officers and directors shall take place at the annual meeting of the chapter; the Board of Directors shall fix time and place.

At the next to last scheduled meeting of the Board of Directors preceding the annual meeting, the President shall appoint a nominating committee from the members of the Board of Directors, who shall nominate by a majority vote of their membership.

The nominating committee shall make its report consisting of a full slate for all vacant offices to the last scheduled meeting of the Board of Directors, who shall act thereon.

The names and nominees and the positions for which they are nominated shall be published in the notice of the annual meeting to the membership.

Further nominations may be made by petition in writing to the President by a least a ten percent of the general membership, presented at least 15 days prior to the annual meeting.

The election of officers and directors shall occur upon the casting and counting of a majority of votes eligible to be cast at the annual meeting, and that voting may be in person or by mail (including electronic mail).

Article Nine: Meetings

The Board of Directors shall meet at least three times annually. The Board of Directors shall also meet upon the request of any three of its members.

The Annual meeting of the Chapter shall be held in the months of October, November or December upon at least thirty days written or electronic notice of time, date and place to the membership of the Chapter, at which a quorum shall consist of the members in attendance who are eligible to vote. Special meetings may be held upon a majority vote of the Board of Directors.

Article Ten: Finance

Dues:

Dues payable for a membership in the Chapter shall be billed by and payable directly to the ACBS.

Budget:

At least fifteen days prior to the beginning of each fiscal year, the treasurer shall prepare and submit to the President a written account of the anticipated revenues and expenses for the coming year.

Fiscal Year:

The fiscal year of this Chapter shall be from December 1st to November 30th of the succeeding year.

Depositories:

The funds of this Chapter shall be deposited in such financial institutions, in such accounts, in the name of this organization, as the Board of Directors shall, from time to time, designate.

Due Date:

All dues shall be due and payable in compliance with the ACBS Constitution (as may be amended from time to time). Failure to pay membership dues within ninety days from the due date shall automatically result in a lapse of membership status.

No Refund:

All dues of this organization shall not be refundable, pro-rated, nor in any other way returned or diminished.

Assessments:

The Board of Directors may establish and levy upon the membership such special assessments as circumstances may require, up to, but not exceeding fifty percent of each members's current dues, stating the reason for the same in a resolution adopted for that purpose.

Article Eleven: Vacancies

All vacancies in the positions of officers and directors shall be filled by the appointment of the President with majority approval of the Board of Directors for a period of the unexpired term however created.

Any officer or member of the Board of Directors desiring to resign their office shall do so in writing submitted to the President of this organization, and shall be effective upon receipt.

Any member of the Board of Directors or officer, who shall be absent from three consecutive meetings, without giving valid cause, shall be subject to removal from office upon majority vote of the Board.

Article Twelve: Protocol

The logo of the ACBS, as registered with the New York Secretary of State shall be the official symbol of this organization. The ACBS logo may be used in conjunction with the Chapter logo for identification purposes.

Article Thirteen: Records

The Secretary, as a permanent record of this organization, shall keep a written record off all of the Board of Directors meetings and the annual meeting.

The Treasurer shall receive and disburse organization monies by written check and deposits or electronic payment transfers and deposits.

The chairman of each committee shall be responsible for keeping written records of his committee's activities,

Article Fourteen: Amendments

The Constitution and By-Laws may be amended or changed by a resolution presented to any regularly scheduled or special meeting of the Board of Directors and adopted by two-thirds vote of those directors present; providing that written notice of the proposed change and the date, time and place of the meeting shall have been sent to each member of the Board at least 15 days prior to the meeting. An amendment of the Constitution or By-Laws of the Chapter shall not be effective unless approved in writing by the Chairman of the Constitution and By-Laws Committee of the ACBS. In the event of said Chairman's refusal to give such approval, the Chapter may appeal such refusal to the Board of Directors of the ACBS at its next regularly scheduled meeting and the Board of Directors of the ACBS shall have the authority to overrule or lack of ruling of the Chairman of the Committee on Constitution and By-Laws.

Article Fifteen: Dissolution

In the event this Chapter should be dissolved, all of its records, books, documents and property shall be delivered to and become the property of the ACBS, a tax exempt organization under IRS code 501C3.

BY-Laws

Article One: Office

The principle office of this Chapter shall be at such place as the Board of Directors may from time to time determine.

Article Two: Meetings

The annual meeting of the Chapter shall be held in the months of October, November or December upon at least thirty days written or electronic notice of time, date and place to the general membership, at which a quorum shall consist of the members in attendance who are eligible to vote provided that at least eight members shall be in attendance. The Board of Directors, the President or Secretary, upon receiving a request for such a meeting in writing by twenty percent of membership, may call a special meetings of this organization. The request shall also state the purpose or purposes of the proposed meeting. Business transacted at such meetings shall be limited to the purposes stated in the notice for meeting.

Special meetings of the membership may also be called by the Board of Directors in accordance with the requirements of Article Nine of the Constitution.

Written notice of each meeting of this organization shall state the purpose for which the meeting is called, the place, date and time of the meeting, and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given by regular mail or electronic notification to each member in good standing as of the time the notice is issued, at his last known address, not less than ten, nor more than fifty days before the date of the meeting.

No proxies at any meeting are permitted.

Article Three: Directors

Directors shall be responsible for the areas of activity as may be assigned to them by the President.

No compensation shall be paid to directors, as such, for their services, but by resolution of the Board of Directors, they may be reimbursed their actual expenses incurred or expended in areas of this Chapter's activities or purposes.

The President may designate from among the members of the Board of Directors, an executive committee, consisting of three or more directors, which committee shall serve at the pleasure of the Board.

All directors must have attained the age of eighteen years of age and be voting members in good standing of this Chapter.

Article Four: Officers

President: The President shall be the chief executive officer of the Chapter; he shall preside at all meeting of the membership and of the board. He shall have the management of the business of the Chapter and see that all orders and resolutions of the Board are carried into effect.

Vice-President: During the absence or disability of the President, the Vice-President shall have all powers and functions of the President. The Vice-President shall also perform such other duties, as the Board shall prescribe.

Secretary: The Secretary shall attend all meetings of the Board and of the membership; record all votes and minutes of all proceedings in a book to be kept for that purpose; give or cause to be given notice of all meetings and special meetings of the Board; when required, prepare or cause to prepare and make available at each meeting of members a list of names of members entitled to vote thereat; keep all documents and records of the Chapter as required by law or otherwise in proper and safe manner; perform other duties as prescribed by the Board.

Treasurer: The Treasurer shall have custody of the Chapter's funds and securities; keep full and accurate accounts of receipts and disbursements of the Chapter; deposit all money and other valuables in the name and to the credit of the Chapter in such depositories as may be designated by the Board disburse the funds of the Chapter as may be ordered or authorized by the Board and preserve vouchers for such disbursements; prepare and send to the ACBS appropriate records for the preparation of notice of dues by the Society; render to the President and the Board at regular meetings of the Board, or whenever they require, an account of all transactions as Treasurer and of the financial condition of the Chapter; submit a written report of previous year's income and expenses and an operating budget for the ensuing year to be presented at the last regularly scheduled meeting of the Board of Directors; render a financial report at the annual meeting of the general membership; be furnished by all Chapter officers and agents at his request, with such reports and statements as he/she may require as to all financial transactions of the Chapter; perform such other duties as prescribed by the Board or the President.

Article Five: Chapter Minimum Requirements

The name of the Chapter or any proposed name changes to the Mid-Atlantic Chapter must be by approval of the Board of Directors and subject to approval by the ACBS,

The Chapter and its members shall in all respects be bound by the Constitution and By-Laws of the ACBS (as such may be amend from time to time) and in particular the purposes and activities of the Chapter shall in no way be inconsistent with or in contradiction to the purposes and activities of the ACBS.

The Chapter shall at all time adhere to the “Chapter Minimum Requirements” of the ACBS (as such minimum requirements may be amended from time to time).

It is hereby acknowledged by the membership of the Chapter that in the event the activities or conduct of the Chapter shall appear to violate the spirit or intent of the purposes of the ACBS as set forth in the ACBS Constitution, then the Chapter’s existence as duly organized Chapter of ACBS shall be subject to withdrawal upon a resolution being adopted to that effect by a 2/3 vote of the Board of Directors of the ACBS.

Article six: Finance

Check or electronic transfer of funds shall do the disbursing of the funds of the Chapter. Disbursements for amounts equal to or less than two hundred fifty dollars must be approved by at least one Director., Disbursements greater than two hundred fifty dollars, require the approval of the President and the Treasurer. The Board of Directors in specific instances, by resolution may waive these requirements for cause shown.

The Board of Directors may from time to time direct that an independent audit of the financial books and records of this organization be made upon resolution being adopted stating the same, whereupon the President shall select a qualified auditor or accountant who shall promptly make such an audit and report the results to the Board of Directors.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, officers or other private organizations, except that the Chapter shall be authorized to pay reasonable compensation for services rendered.

Article Seven: Political Activity

No substantial part of the activities of the Chapter shall be the carrying out of propaganda or otherwise attempting to influence legislation.

President _____ Date _____

Vice-President _____ Date _____

Approved by majority of members in attendance at the _____
Annual meeting of the Chapter.

