

Northern California/Lake Tahoe Chapter

The Antique and Classic Boat Society, Inc.

CONSTITUTION

Revised & Ratified January 9, 2016

ARTICLE I: NAME

The name of this organization shall be the Northern California/Lake Tahoe Chapter of The Antique and Classic Boat Society, Inc. and is organized for educational purposes within the meaning of section 501 (c)(3) of the United States Internal Revenue code.

ARTICLE II: PURPOSES

The purposes of the Chapter shall be to:

- A. bring together people with a common interest in historic, antique, and classic boats for the purpose of sharing fellowship, experience and information, and to provide a forum for education related to vintage boats.
- B. promote, further, and encourage a love and enjoyment of all aspects of historic, antique and classic boats and boating.
- C. educate the membership and the general public about safety and protocol as it relates to historic, antique, and classic boats and boating.
- D. protect the heritage of boating by promoting the preservation and restoration of historic, antique, and classic boats.
- E. serve as a communication channel for the Chapters membership, the public and other entities regarding information relating to historic, antique, and classic boats and boating.
- F. give back to our community through philanthropic donations to promote the above.

ARTICLE III: GOVERNING BODY

- A. The governing body of the Chapter shall be the Board of Directors, comprised of all Officers, twelve (12) Directors, and up to five (5) Directors at Large. The Board of Directors shall have the general and plenary authority to conduct all business and to act on other matters to properly come before it, including the establishment of By-Laws to supplement the provisions of this Constitution.
- B. Officers of the Chapter shall be:
 1. a President who shall serve a one (1) year term.
 2. three (3) Vice President's who, once confirmed to the office of 3rd Vice President, shall ascend from that office to 2nd Vice President, to 1st Vice President until such time as the 1st Vice President is confirmed to the office of President.
 3. a Secretary to be elected annually for a one (1) year term without limit to the number of terms.
 4. a Treasurer to be elected annually for a one (1) year term without limit to the number of terms.
- C. Directors serving on the Board of Directors shall be:
 1. twelve (12) regular Directors elected to a term of three years. Any Director

- may be nominated and confirmed to a new term.
- 2. up to five (5) Directors at Large who shall serve a one (1) year term without limit on the number of terms in office and shall be:
 - a. Immediate Past President
 - b. Editor of *Western Wood*
 - c. Director of Information Services
 - d. Director of Philanthropy
 - e. Director of Advertising
- D. Decisions and actions of the Board of Directors shall be governed by majority vote, except that in the absence of a quorum, if at least seven (7) Officers and Directors are present, the Board of Directors meeting may be adjourned into an Executive Session for the transaction of business. Such business must be later ratified or confirmed at a subsequent Board of Directors meeting having a quorum.
- E. A quorum of the Board of Directors shall be required for the normal conduct of business at Board of Directors meetings. Such a quorum (one more than half) to be drawn from the Officers and Directors serving on the Board of Directors.
- F. All Board of Directors meetings are open to the general membership.

ARTICLE IV: NOMINATIONS, ELECTIONS, RESIGNATIONS AND APPOINTMENTS

- A. The President shall appoint a Nominating Committee.
- B. Nominees for the any of the offices of Vice-President must have previously served on the Board of Directors.
- C. Names of the nominees and the positions for which they are being nominated shall be published in the notice of the Annual Membership Meeting mailed to each member. Further nominations may be made by petition in writing to the Chairperson of the Nominating Committee by at least ten percent (10%) of the voting membership, and received by the Chairperson at least thirty (30) days prior to the Annual Membership Meeting.
- D. Election of Officers and Directors nominated for vacant positions will occur at the Chapter's Annual Membership Meeting. Ballots will be distributed to membership with the Annual Membership Meeting invitation.
- E. Any member of the Board of Directors who shall be absent from three (3) regular meetings of the Board, without valid cause, shall be subject to removal from their position upon majority vote of the Executive Committee.
- F. Any vacancies on the Board of Directors occurring between annual elections, however created, may be filled by the President until the next annual election, with majority approval of the Board of Directors.
- G. Any member of the Board of Directors desiring to resign their position may do so by submitting his/her written resignation to the Board of Directors addressed to the President.
- H. In the event any Vice President resigns, the replacement shall be for the office of 3rd Vice President.

ARTICLE V: COMMITTEES

- A. The President of the Chapter shall appoint the chairs of all committees from the membership of the Board of Directors and from past Officers and Directors of the Chapter.

- B. Chairs of committees may draw their committee members from the Board of Directors and from other members of the Chapter in good standing.
- C. Committees of the Chapter shall serve at the pleasure of the Board of Directors.

ARTICLE VI: MEMBERSHIP

- A. Membership in the Chapter may be held by:
 - 1. an individual
 - 2. an individual and his/her spouse/partner
 - 3. an individual, his/her spouse/partner and any children under 21 years of age in the same immediate family
 - 4. an organization
- B. Membership in the Chapter shall consist of the following types:
 - 1. ANNUAL: Individuals, their spouse/partner and any children under 21 years of age in the same immediate family who elect to pay their dues on an annual basis in the amount prescribed by the Board of Directors.
 - 2. ASSOCIATE: Firms, partnerships, corporations, museums, schools or other institution or organizations having a special interest in the activities or purposes of the Chapter.
- C. No member shall be admitted to nor shall hold more than one type of membership simultaneously.
- D. Dues, rights, privileges and responsibilities of each type of membership shall be as defined by the Board of Directors and included in the By-Laws of the Chapter.
- E. Persons admitted to the Annual type of membership shall enjoy the right to vote and hold office. Associate members shall have neither such right. The application for the various types of membership shall be in such form as the Board of Directors shall prescribe.

ARTICLE VII: MEETINGS

- A. The Board of Directors shall meet at least three (3) times annually, more often if judged to be necessary by the President or the Board of Directors.
- B. All Board of Directors and Annual Membership meetings shall follow a written agenda and shall be conducted pursuant to Roberts Rules of Order Newly Revised.

ARTICLE VIII: FINANCES

- A. The fiscal year of the Chapter shall be from January 1 to December 31.
- B. A written account (budget) of the anticipated revenues and expenses for the coming year shall be prepared by the Treasurer and submitted to the President, within thirty (30) days of the beginning of each fiscal year.
- C. Membership dues are payable in concurrence with ACBS International dues collection procedure.
- D. Membership dues received by the Chapter shall not be refundable, prorated or in any way returned or diminished.
- E. Unrestricted Chapter funds will be deposited at the discretion of the Treasurer in insured accounts to yield market return. Special assessments on the membership will be avoided.
- F. The Board of Directors may authorize special fund-raising programs designed to augment the Chapter's financial position. However, special assessments on the membership will be avoided.
- G. The financial condition of the Chapter shall be examined periodically through fiscal review by Directors.

- H. The Treasurer shall receive and disburse Chapter monies, based upon the guidelines listed in the Chapter By-Laws.
- I. A system of countersigning by officers of the Chapter will be implemented to insure the proper disbursement of the Chapters funds.

ARTICLE IX: PROTOCOL

- A. The Antique and Classic Boat Society, Inc. burgee, as registered with the New York Secretary of State, shall be the only burgee used by the Chapter for identification purposes and shall be the official symbol of the Northern California/Lake Tahoe Chapter.
- B. The Board of Directors may adopt other symbols to identify the Chapter as it may, from time to time, deem feasible and appropriate.

ARTICLE X: RECORDS

- A. Written records of all of the Board of Directors meetings and the Annual Membership Meeting shall be kept by the Secretary as permanent records of the Chapter, and read for corrections, additions and approval at either the next Board of Directors meeting or the next Annual Membership Meeting, as appropriate.

ARTICLE XI: AMENDMENTS

- A. The Chapters Constitution and By-Laws may be amended or changed by a resolution presented at any regularly scheduled or special meeting of the Board of Directors and adopted by a two-thirds (2/3) vote of those Board members present; provided 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 fifteen (15) days prior to the meeting.

ARTICLE XII: ACTIVITIES RESTRICTION

- A. Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from United States Federal income tax under section 501 (c)(3) of the United States Internal Revenue Code of 1986 for the corresponding provision of any future United States Internal Revenue law or (b) by an association contributions to which are deductible under section 170 (c)(2) of the United States Internal Revenue Code of 1986 (or corresponding provisions of an future United States Internal Revenue law.)
- B. The Chapter shall not engage in any conduct or activities that shall in any way disqualify it or render it ineligible for United States income tax exempt status under Section 501 (c)(3) of the United States Internal Revenue code of 1986 and the Regulations promulgated thereunder. The Chapter shall be one that is organized for educational purposes within the meaning Section 501 (c)(3) of the United States Internal Revenue code of 1986.
- C. No part of its net earnings shall inure to the benefit of any private member. The Chapter shall be supported by membership fees, dues and contributions in kind. The Chapter shall not engage in business, nor shall it make its social or recreational facilities available to the general public; nor, shall it engage in solicitation by advertisement or otherwise for public patronage of its facilities.

D. No Chapter member may use the Chapter membership list for self-benefit or financial gain.

ARTICLE XIII: DISSOLUTION

A. Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the United States Internal Revenue code of 1986 (or corresponding section of any future tax code), or shall be distributed to the United States Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Revision History:

Revised and Ratified October 7, 2007

Revisions to Art. I,III,VIII,&XII Adopted January 9, 2016