

# OLDSMOBILE CLUB OF AMERICA BYLAWS

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## I. NAME-EMBLEM-SEAL

- 1.10 The name of this organization shall be the Oldsmobile Club of America, Inc. (OCA) and shall not be associated with any commercial enterprise or business.
- 1.20 A member may use the club Name or Emblem to identify himself as a member of OCA.
- 1.30 OCA shall have an emblem as selected by the Board of Directors (BOD).
- 1.40 The secretary shall have custody of the OCA Seal.

"Masculine pronouns are used to include all genders and are not intended to be discriminatory

For the purpose of clarification, the terms "Official Publication," "*Journey with Olds*," and "*JWO*" are synonymous.

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### II. PURPOSE

- 2.10 The primary purpose of this organization shall be educational. OCA shall provide literature, advisors, seminars, and activities to assist members and the public in understanding, preserving, restoring and appreciating vehicles built by Oldsmobile.
- 2.20 This organization shall be nonprofit, noncommercial, and non-discriminatory
- 2.30 Sales of spirit items and publication advertising shall be for the benefit of the members of OCA as per AEPM.

Approved 02/19/2006

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### III. ORGANIZATION AND OPERATION

3.10 The Policy Manual is the official supplement to these Bylaws and shall establish policy of OCA. Future references to the contents of the Policy Manual will be abbreviated as: AEPM (As Established by the Policy Manual). Absence of AEPM does not mean that future policy cannot be developed for that Bylaw.

3.11 Additions, deletions and alterations to the Policy Manual may be made by the Board of Directors (BOD) upon a proper motion, second, discussion, and majority vote of approval AEPM.

Approved 02/19/2006

3.12 Policy established by the BOD shall never be made in conflict with Bylaws or Policy Manual.

3.13 A current copy of the Bylaws and a current copy of the Policy Manual shall be kept by the Secretary and will be considered the "official copy" to resolve any disputes or questions.

Approved 02/19/2006

3.20 The voting members of the OCA Board of Directors, elected and appointed, shall direct OCA activities.

Approved 2/19/2006

3.30 An Executive Committee (EC) consisting of the President, Vice President, Secretary and Treasurer may meet as necessary to conduct OCA business. Conference telephone calls may constitute an EC meeting.

3.40 The OCA President and Secretary shall retain copies of minutes of EC and Board Meetings, Financial Reports and Audits, Membership Lists, Contracts and other documents pertinent to Club operation for at least seven years. Such records may be inspected by any OCA member or any interested member of the public AEPM.

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- 3.50 OCA shall purchase and maintain Officers and Directors Liability Insurance.
- 3.51 OCA shall provide bonding for the Treasurer and any other Members having financial responsibilities.
- 3.60 OCA shall maintain a Registered Agent in the state of Incorporation, in accordance with the laws of that state.
- 3.70 OCA shall indemnify all Officers and Directors against expenses incurred in connection with their defense in any proceedings in which he is a party by reason of having been an Officer or Director of OCA except for matters in which he is judged to be or have been negligent or guilty of misconduct.

Authored by: Hu S. Vandervort  
AMENDMENT  
BOD Meeting  
Membership Meeting 7-24-99

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### IV. BOARD OF DIRECTORS AND APPOINTMENTS

- 4.10 The BOD consists of the EC, two elected Zone Directors from each Zone, Chief Judge, Swap Meet Chairman, and Immediate Past President of OCA. The term of the Past President shall be limited to two years. Duties, direction, and composition of positions are AEPM.

Revised by BOD 7-25-2013

Approved 7-27-2013 General Membership Meeting

- 4.11 The BOD, exclusive of the Chief Judge and Swap Meet Chairman shall be elected by mail ballot every two (2) years by a majority of the membership voting commencing with the 2018 elections. Zone Directors must reside in the Zone they represent. AEPM

Approved 02/19/2006

Revised by BOD 7-25-2013

Approved 7-27-2013 General Membership Meeting

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

- 4.12 The Chief Judge, Parliamentarian, Swap Meet Chairman, and Legal Advisor shall be appointed by the President and ratified by the BOD for a two year term. None of these four (4) appointees shall have voting privileges on the BOD.

Approved 02/19/2006

Revised by BOD 7-25-2013

Approved 7-27-2013 General Membership Meeting

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

- 4.13 All voting BOD officers, elected and appointed must pay for a full or associates membership and keep their dues current or they will immediately be removed from the Board. Appointed non-voting members of the BOD may be associate members, but must keep their dues current or be removed from their appointed position.

AEPM

Approved 02/19/2006

- 4.14 Members of the BOD will serve without compensation; however, they may be reimbursed for expenses incurred on behalf of OCA. AEPM

Approved 02/19/2006

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- 4.15 The Publication Manager, Membership Manager and Communications Coordinator, and all other contractors shall be paid by contract such compensation as the Executive Committee determines subject to ratification by the BOD of a contract of not more than two years in length. AEPM.

***Wording Corrected 5-20-2006***

Approved 02/19/2006

Revised by BOD 7-25-2013

Approved 7-27-2013 General Membership Meeting

- 4.16 The President may recommend other positions to be established. He shall make said appointments subject to BOD ratification. These may be paid or contracted positions. The duties of these positions shall be AEPM.
- 4.20 An elected or appointed member of the BOD may not serve in a paid position.
- 4.30 An annual BOD Meeting shall be held between June 1 and August 31 each year. If a National Meet is held, the BOD shall meet at that time.
- 4.30.1 OCA business may be conducted during any period of time when the OCA Board of Directors is not in session at the annual meeting or at a special meeting by means of electronic email or written correspondence. Such business would require that proper motions are made with appropriate seconds and opportunities for discussion are available consistent with OC A Bylaw 6.40  
***Approved July 30, 2011 General Membership Meeting***
- 4.30.2 Votes taken in accordance with Paragraph 4.30.1 require approval by two-thirds (2/3) of all the members of the OCA Board of Directors then in office.  
***Approved July 30, 2011 General Membership Meeting***
- 4.30.3 Records of any OCA business or activity conducted in accordance with Paragraph 4.30.1 will be reviewed at the next succeeding Board meeting. Such activities would be reviewed immediately following the approval of Meeting Minutes for the preceding year. Accordingly, such actions will be recorded in the Meeting Minutes

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of the meeting in which they are reviewed by the Board of Directors.

***Approved July 30, 2011 General Membership Meeting***

4.30.4 Votes may be cast only by elected Board Members.

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

4.40 Board Members may designate a proxy. Written evidence of proxy must be presented to the Presiding Officer at the beginning of the Meeting. Only a person entitled to vote at a meeting may hold a proxy. No person may hold more than two proxies. Method of designating a proxy is AEPM.

4.40.1 Proxies must be submitted to the OCA Secretary prior to commencement of the OCA board meeting.

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

4.40.2 Proxies must be delivered in writing to the OCA Secretary and the other Zone co-Director (if applicable). The OCA Secretary will confirm receipt of the vote to the Zone co-Director who submitted the vote and the other Zone co-Director.

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

4.40.3 Proxy votes may not be cast for any new business motion that was not available for all Board members prior to the meeting.

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

4.41 Action by the BOD on all matters, except those otherwise provided herein, shall require a majority approval of those voting in person or by proxy.

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

4.42 The President may vote only to break a tie.



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- 4.50 Only Board Members may speak at BOD Meeting. However, the president may recognize others at his discretion.
- 4.51 Two EC and eight other BOD shall constitute a quorum. Proxies shall be included in this count.
- 4.60 Any Board member or Appointee who wishes to resign shall give the President written notice.
- 4.61 In the event of a vacancy on the BOD or of an Appointee, the President shall appoint a replacement for the remainder of the term, except for the Presidency which shall be filled by the Vice President. A Vice President shall then be appointed by the new President. All appointments are subject to ratification by the BOD.
- 4.62 No Board Member shall hold more than one elected position at one time. He may however hold appointed position.
- 4.70 Should a Board Member fail to vote, either in person, by mail or by proxy, on two successive occasions, he will be automatically removed from the Board. A replacement will be appointed by the President subject to ratification by the BOD.
- 4.71 The BOD, by % (three-fourths) approval of the full Board may remove from office any BOD or appointee whose conduct is in conflict with OCA or who may adversely affect the reputation of OCA. The member will be notified by mail and will have sixty days to respond to any charges. At the end of sixty days the Board will vote. In case of the office of the President, the Vice President will handle said issue. The method of vote will be AEPM.
- 4.72 Any BOD Member or Appointee who has been removed from office, for cause, under Paragraph 4.71 shall be ineligible to hold elected or appointed office as a member of the OCA Board of Directors or as a Board ratified Appointee.

Approved 02/19/2006

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- 4.80 The BOD shall be notified, in writing, of any BOD Meeting at least 30 days in advance. In the event an emergency meeting is necessary the process for notification shall be AEPM.
- 4.90 Contracts involving OCA funds AEPM.

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### V. NOMINATION AND ELECTIONS

5.10 General Elections shall be held prior to the summer Board Meeting on even numbered years

5.20 Nominations for any elected office may be made by any OCA Member whose dues are current at the time of the nomination for any OCA Member whose dues are also current, except for members excluded in Paragraph 4.72. The process for nomination, acceptance and election shall be AEPM.

Approved 02/19/2006

5.21 Ballots shall appear in the Official Publication (JWO) AEPM  
Approved 02/19/2006

5.30 Terms of Office for elected BOD members shall be for approximately two (2) years from beginning of New Business at the Summer BOD Meeting following elections commencing with the 2018 elections. AEPM.

Approved 02/19/2006

Revised by BOD 7-30-2014

Approved 8-2-2014 General Membership Meeting

5.40 The President, Vice President, Secretary and Treasurer shall be elected by the general Membership. Zone Directors shall be elected by the membership in the Zone they represent.

Approved 02/19/2006

5.50 The nominees receiving the most votes will be considered elected. Tie votes AEPM.

Approved 02/19/2006

5.51 Run-off elections AEPM.

Approved 02/19/2006

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### VI. MEMBERSHIP AND MEETINGS

- 6.10 Membership is available to anyone interested in the purposes of OCA and who pays annual dues. Dues shall be AEPM.
- 6.11 A member may participate in all Club activities and shall receive the Official Publication.
- 6.12 Associate Membership is available to one person living in the same household as the Member and who pays the annual Associate Member dues AEPM. An Associate Member has all the rights of a Member except he will not receive the Official Publication.
- 6.13 Life Membership may be proposed by a member of the BOD for any member of OCA not currently serving on the BOD or in any other appointed office at the time of proposal. Life membership shall be granted by approval of  $\frac{3}{4}$  (three-fourths) of the full BOD. A member voted with a life membership is considered as being a full dues paying member.  
Approved 02/19/2006
- 6.14 Once granted, Life Membership may be revoked by  $\frac{3}{4}$  (three-fourths) approval of the full BOD if the Life Member has committed a crime or has indulged in a course of conduct that has affected the reputation of OCA or that in the opinion of the Board of Directors acted with disregard to the Bylaws and/or Policy Manual to the extent that the organization has been financially disadvantaged. Method of vote shall be AEPM.  
Approved 02/19/2006
- 6.15 Life Membership shall be limited to ten memberships.  
Approved 02/19/2006
- 6.20 The BOD, by  $\frac{3}{4}$  (three-fourths) approval of the full Board may suspend or expel any member whose conduct is in conflict with OCA or who may adversely affect the reputation of OCA. The method of the vote shall be AEPM.

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6.21 The member will be notified by mail and will have sixty days to respond to any charges. At the end of sixty days the Board will vote. In a case where the member is the President of OCA, the Vice President will handle said issue. The method of vote will be AEPM.

Approved 02/19/2006

6.30 A Membership Meeting shall be held at each National Meet

6.31 Membership balloting shall be limited to Bylaws changes and Elections of officers AEPM.

Approved 02/19/2006

6.40 The OCA BOD Meetings and Membership Meetings shall be held using generally accepted parliamentary procedures and refer to ***Roberts Rules of Order, Newly Revised***, as a guide as questions arise. The OCA Parliamentarian will determine the need to apply ***Roberts Rules of Order***.

***BOD Approved June 29, 2006***

***Members Approved July 1, 2006***

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### VII. ZONES

- 7.10 OCA shall be proportioned into Geographical Zones to encourage activities and to increase Member representation and participation. The Zones shall be AEPM.
- 7.20 Each Zone shall be represented by two Zone Directors who shall be the liaison between OCA and the Chapters in that Zone. A Zone director must reside in the Zone he represents. Duties of Zone Directors AEPM.

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### VIII. CHAPTERS

- 8.10 Members of all OCA Chapters must also be members of OCA within the compliance guidelines for local OCA Chapters AEPM.  
Approved 02/19/2006
- 8.20 The BOD may establish Affiliate Relationships with other clubs outside the US in such times and conditions as the BOD approves.
- 8.30 In accordance with the process AEPM, ten OCA Members may organize a Chapter, whether Geographical or Special Interest, and petition for a Chapter.
- 8.40 A Chapter may have its Charter revolted for action deemed in conflict with OCA By-laws or for conduct which adversely affect the reputation of OCA. BOD approval by 2/3 (two-thirds) of the full BOD is necessary to revoke a Charter.  
BOD Meeting 7-10-2003  
General Membership Meeting 7-12-2003

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### IX. FINANCIAL

- 9.10 All dues and other payments to or from OCA must be in US funds.  
Approved 02/19/2006
- 9.11 All checks issued from OCA must bear the signature of the of the Treasurer and one other designated EC Member .
- 9.12 The Financial Books and Records of OCA shall be maintained in accordance with general accepted accounting principles or other appropriate accounting principles.  
***BOD Approval June, 29, 2006 Members Approved July 1, 2006***
- 9.20 The BOD may establish fees for Chapters or Members for special services AEPM.
- 9.30 An annual "financial compilation" shall be conducted by an independent Certified Public Accountant. Full audits may be requested and performed AEPM.  
***Number Added 5-20-2006***  
Approved 02/19/2006
- 9.40 The Treasurer shall issue Financial Reports, at least once a year to the BOD detailing the financial status of OCA. Such report requirements are AEPM.
- 9.50 An inventory of all OCA Property (Asset Report) shall be taken annually, reported by the President at the annual BOD Meeting and be kept with the OCA records.
- 9.60 OCA purchases and dispersal of funds shall be approved per recorded minutes of the BOD or with the approval of the BOD AEPM.  
Approved 02/19/2006
- 9.70 OCA funds not actively utilized in the ON-GOING financial activities of the organization shall be invested per the recommendation of a Financial Committee with the approval of three-fourths (3/4) of the full BOD.  
Approved 02/19/2006



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- 9.71 Monies invested in a certificate of deposit or other financial tool or contract will have the following.
- 1) The monies will be in the name of “Oldsmobile Club of America”.
  - 2) The signatories will be the current treasurer, current president, and one other member of the Executive Council.
  - 3) Any transactions with the monies will require two signatures of the three people.
  - 4) The monies will be with a banking institution that recognizes the OCA’s By-Laws and Policy Manual.

Revised by BOD 7-25-2013

Approved 7-27-2013 General Membership Meeting

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### X. PUBLICATIONS

10.10 An Official Publication of OCA shall be distributed monthly to all regular members unless the BOD, by majority vote, approves otherwise.

10.11 The Official Publication title change requires 2/3 (two-thirds) approval of the full BOD.

10.12 The Membership Manager shall maintain a Club Roster which shall be made available to members not less frequently than every five years.

10.20 The Membership Manager shall maintain a Club Roster, which shall be made available to members not less frequently than every five years  
AEPM.

Approved 02/19/2006

10.30 Special publications AEPM.

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## XI. NATIONAL MEET

- 11.10 The frequency and sponsorship of National Meet(s) shall be AEPM.
- 11.20 The OCA President or his designee from the Board shall be a member of the National Meet Committee.
- 11.30 Meet Titles AEPM.
- 1 1.40 OCA shall contribute in the obligation of guaranteed funds to secure the appropriate facilities for the National Meet AEPM.

Approved 02/19/2006

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### XII. JUDGING AND AWARDS

12.10 A Judging Committee, appointed by the OCA President and the Chief Judge, shall consist of six members and the Chief Judge. The appointees shall hold the rank of at least OCA Senior Judge. The duties of the Committee AEPM.

12.11 No more than two committee members shall be replaced each year, inclusive of the Chief Judge, to assure continuity of Judging.

12.20 All Meets that are advertised, as "OCA National" must use current OCA Judging Rules, Forms and Classes as established in the "Official Judging Manual".

Approved 02/19/2006

12.21 Other Meets may utilize any judging system they elect AEPM.

12.30 Awards are AEPM.

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## XIII. COMMITTEES

- 13.10 With the exception of the Standing Committees, the President may establish Committees and their duration as necessary. Responsibilities of appointed committees shall be as determined by the President and/or AEPM.

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### XIV. AMENDMENTS

- 14.10 Amendments to these Bylaws may be proposed, in writing, by a BOD or five OCA Members.
- 14.20 All proposed Amendments must receive 2/3 (two-thirds) approval of the full BOD before being submitted to the Membership for their approval.
- 14.30 The BOD shall decide if the Membership approval will be at a Membership Meeting or by mail ballot. Any proposed Amendment must receive majority approval of those Members voting.
- 14.31 In the case of a mail ballot, notice of the proposed Amendment must be published at least 30 days prior to the date of the return ballot.
- 14.40 If approved by the Membership the proposed amendment shall be effective immediately, unless otherwise provided in the Amendment.
- 14.50 No By-law or Policy Manual amendments can be made through email business.  
Revised by BOD 7-25-2013  
Approved 7-27-2013 General Membership Meeting

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### XV. DISSOLUTION

15.10 Dissolution of the Oldsmobile Club of America must be done under the conditions of a Bylaws change requiring two-thirds (2/3) approval of the Board of Directors and a majority approval of the Membership voting on the motion.

Approved 02/19/2006

15.20 In the event that the Oldsmobile Club of America is dissolved the physical assets shall be presented to non-profit associations as decided by the full BOD; the cash assets shall be returned to the active members prorated by the remaining time of each membership AEPM.

Approved 02/19/2006