

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 An OCA 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.
- 1.40 The secretary shall have custody of the OCA Seal.

DEFINITIONS:

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

The term AEPM shall mean "As Established by the Policy Manual"

The terms "JWO", "Journey with Olds", and "Official Publication" are synonymous

The term "Board" shall mean the Board of Directors consisting of the President, Vice President, Treasurer, Secretary, Past President, and Zone Directors

The term "Director" shall mean an elected Board member, or a Board member appointed by the President to fill a vacancy on the Board

The term "Voting Member" shall mean the Directors entitled to vote on Board action (the President, Vice President, Treasurer, Secretary and Zone Directors)

The term "Executive Committee" shall mean the President, Vice President, Treasurer and Secretary collectively.

The terms "Chapter", "Compliant Chapter", and "Chartered Chapter" 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 the Oldsmobile Division of General Motors.
- 2.20 This organization shall be nonprofit, noncommercial, and non-discriminatory.
- 2.30 OCA shall benefit the members of OCA through the sale of spirit items, production of publications, providing publication advertising, adoption of electronic communication, and embracing and organizing activities that reflect the purpose of the organization AEPM.

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III. ORGANIZATION AND OPERATION

- 3.10 The Oldsmobile Club of America Policy Manual (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).
- 3.11 Amendments to the Policy Manual may be made by the Board upon a proper motion, second, discussion, and majority vote of approval AEPM.
- 3.12 Policy established by the Board shall never be made in conflict with these Bylaws or provisions of the 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, and will be published on the OCA website.
- 3.20 The Board shall have the power to direct OCA activities.
- 3.30 The Executive Committee may meet as necessary to conduct OCA business. Method of meeting AEPM.
- 3.40 The OCA President and Secretary shall retain copies of minutes of the Executive Committee meetings, Board meetings, Financial Reports and Audits, Tax Returns, Asset Reports, Membership Lists, Contracts and other documents pertinent to OCA operations for at least seven years. Such records may be inspected by any OCA member AEPM.

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- 3.50 OCA shall purchase and maintain Officers and Directors Liability Insurance, in addition to appropriate general 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 (Wisconsin), in accordance with the laws of that state. The Articles of Organization will be published on the OCA website.
- 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.

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IV. BOARD OF DIRECTORS AND APPOINTMENTS

- 4.10 The Board consists of the Executive Committee, two Directors from each Zone, and the Immediate Past President of OCA. The term of the Past President shall be two years. Duties, direction, and composition of positions are AEPM.
- 4.11 The Board shall be elected by mail ballot every two (2) years by a majority of the membership voting. Zone Directors must reside in the Zone they represent
- 4.12 The Chief Judge, Parliamentarian, Swap Meet Chair, and Legal Advisor shall be appointed by the President and ratified by the Board for a two (2) year term. These Appointees are not voting members of the Board and serve AEPM.
- 4.13 All Directors must pay for a full or associate's membership and keep their dues current, or they will immediately be removed from the Board.
- 4.14 Members of the Board and Appointees will serve without compensation; however, they may be reimbursed for expenses incurred on behalf of OCA AEPM.
- 4.20 CONTRACTORS: All contractors shall be paid by contract such compensation as the Executive Committee determines, subject to ratification by the Board, of a contract of not more than two years in length AEPM.
- 4.21 The President may recommend other positions to be established. He shall make said appointments subject to Board ratification. These may be paid contract positions. The duties of these positions shall be AEPM.
- 4.30 A Board Meeting shall be held annually. If a National Meet is held, the Board shall meet at that time.
- 4.31 Two members of the Executive Committee and eight other Directors shall constitute a quorum.
- 4.32 Only Directors may speak at a Board Meeting. However, the President may recognize others at his discretion.
- 4.33 Action by the Board on all matters, except those otherwise provided herein, shall require a majority approval of those voting in person or by proxy.
- 4.34 The President may vote only to break a tie.

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- 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 one proxy. The President may not hold a proxy. Method of designating a proxy is AEPM.
- 4.50 OCA business may be conducted during any period of time when the OCA Board is not in session at the annual meeting or at a special meeting by means of electronic conferencing, email, or written correspondence. Such business would require that proper motions are made with appropriate seconds and insuring that opportunities for discussion are available consistent with OCA Bylaw 6.40.
- 4.51 Votes taken in accordance with Paragraph 4.50 require approval by two-thirds (2/3) of Board.
- 4.52 Records of any OCA business or activity conducted in accordance with Paragraph 4.50 will be reviewed at the next succeeding Board meeting. Such activities would be reviewed immediately following the approval of Board Meeting Minutes for the preceding year. Accordingly, such actions will be recorded in the Board Meeting Minutes of the meeting in which they are reviewed by the Board.
- 4.60 Any Director or Appointee who wishes to resign shall give the President written notice.
- 4.61 In the event of a vacancy on the Board 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 Board.
- 4.62 No Director shall hold more than one elected position at one time. He may however hold an appointed position.
- 4.70 Should a Director fail to vote at two successive meetings, he may be removed from the Board. A replacement will be appointed by the President subject to ratification by the Board.
- 4.71 The Board, by three-fourths (3/4) approval of the Zone Directors, may remove from office any Director or Appointee whose conduct is in conflict

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with OCA or who the Board believes may adversely affect the reputation of OCA. The Director or Appointee will be notified by mail and will have sixty (60) days to respond to any charges. At the end of sixty (60) days, the Board will vote. If the subject of the action is the office of the President, the Vice President will preside over the action AEPM. The method of vote for any of the above action will be AEPM.

- 4.72 Any Director 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 or as a Board-ratified Appointee.
- 4.80 The Board shall be notified, in writing, of any Board 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. NOMINATIONS AND ELECTIONS

- 5.10 General Elections shall be held prior to the annual Board Meeting on even numbered years. Notice and Balloting shall be published in, or provided with, the JWO AEPM.
- 5.20 Nominations for members of the Executive Committee 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. Nominations for Zone Director may be made by any OCA Member whose dues are current at the time of the nomination, and who resides in the zone of the proposed nominee, for any OCA Member whose dues are current, and who resides in the zone to be represented. Nomination of an OCA Member excluded in Paragraph 4.72 will be rejected. The process for nomination, acceptance, and election shall be AEPM.
- 5.21 Ballots shall appear in, or be delivered with, the JWO AEPM.
- 5.30 The term of office for Directors shall be for approximately two (2) years from the beginning of New Business at the annual Board Meeting following elections AEPM.
- 5.40 The Executive Committee members shall be elected by the general membership. Zone Directors shall be elected by the membership in the Zone they represent.
- 5.50 The nominees receiving the most votes will be considered elected.
- 5.51 Tie votes AEPM.
- 5.52 Run-off elections AEPM.
- 5.53 Write-ins AEPM.

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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 An OCA Member may participate in all OCA activities and shall receive the JWO.
- 6.11.1 An OCA Member whose dues lapse will be dropped from membership, but will be reinstated upon payment of dues.
- 6.12 Associate Membership is available to one person living in the same household as the OCA Member and who pays the annual Associate Member dues AEPM. An Associate Member has all the rights of an OCA Member except he will not receive the JWO.
- 6.12.1 If the OCA Member to whom the Associate Member is associated is dropped from membership, the Associate Member shall also be dropped, but will be reinstated when the OCA Member is reinstated.
- 6.13 Honorary Membership may be proposed by a member of the Board for any OCA Member not currently serving on the Board or as a ratified Appointee at the time of proposal. Honorary Membership shall be granted by approval of three-fourths (3/4) of the full Board. Dues for an Honorary Membership are waived.
- 6.13.1 Once granted, Honorary Membership may be revoked by three-fourths (3/4) approval of the full Board if the Honorary Member has committed a crime or has indulged in a course of conduct that the Board believes has affected the reputation of OCA or that, in the opinion of the Board, acted with disregard to the Bylaws and/or Policy Manual. Method of vote shall be AEPM.
- 6.13.2 The number of Honorary Memberships approved shall be limited AEPM.

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- 6.20 The Board , by three-fourths (3/4) approval of the full Board may suspend or expel an OCA Member whose conduct is in conflict with the purpose of OCA or who the Board believes may adversely affect the reputation of OCA. The method of the vote shall be AEPM.
- 6.21 The OCA Member will be notified by mail and will have sixty (60) days to respond to any charges. At the end of sixty (60) days, the Board will vote. In a case where the OCA Member is the President of OCA, the Vice President will handle said issue. The method of vote will be AEPM.
- 6.30 A Membership Meeting shall be held at each National Meet.
- 6.31 Membership balloting shall be limited to Bylaw amendments and the Election of officers AEPM.
- 6.40 The OCA Board Meetings and Membership Meetings shall be held using generally accepted parliamentary procedures as set forth in ***Robert's Rules of Order, Newly Revised***, as a guide as questions arise. The OCA Parliamentarian will determine the need to apply ***Robert's Rules of Order***.

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VII. ZONES

- 7.10 OCA shall be proportioned into Geographical Zones to encourage activities and to increase OCA 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, and must resign as a Zone Director if he moves outside of the Zone he represents. It is the responsibility of the OCA Members in a Zone to nominate and elect Zone Directors to represent them during the nomination and balloting period. If the OCA Members in a Zone fail to nominate and elect Zone Directors, the newly elected President, when seated, may make appointments to fill those positions as though a vacancy had occurred. Duties of Zone Directors AEPM.

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VIII. CHAPTERS AND AFFILIATES

- 8.10 OCA Chapters must meet OCA Membership compliance requirements AEPM.
- 8.20 The Board may establish Affiliate Relationships with other clubs AEPM.
- 8.30 In accordance with the Chapter application process, a minimum of ten (10) OCA Members may organize a Geographical or Special Interest chapter and petition for an OCA Charter AEPM.
- 8.40 A Chapter may have its Charter revoked for action deemed in conflict with OCA Bylaws or for conduct which the Board believes adversely affects the reputation of OCA. Board approval by two-thirds (2/3) of the full Board is required to revoke a Charter.

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IX. FINANCIAL

- 9.10 All dues and other payments to or from OCA must be in US funds.
- 9.11 All payments issued from OCA must bear the signature of the Treasurer and one other designated Executive Committee Member.
- 9.12 The Financial Books and Records of OCA shall be maintained in accordance with Generally Accepted Accounting Principles (GAAP) or other appropriate accounting principles.
- 9.20 The Board may establish fees for Chapters or OCA Members for special services AEPM.
- 9.30 The Treasurer shall issue Financial Reports, at least once a year to the Board, detailing the financial status of OCA. Such report requirements are AEPM.
- 9.40 An audit may be requested by an OCA Member in writing, clearly stating the reason for the request. The request will be reviewed and voted on by the full Board. A three-fourths (3/4) vote in favor of the audit and its scope is required. The vote will be conducted AEPM, and the result will be final. The person requesting the audit will be notified in writing of the result of the vote. The audit, if conducted, and delivery of the audit report to the requesting party will be AEPM.
- 9.50 An inventory of all OCA property (Asset Report) shall be taken annually, by the President and be reported at the annual Board Meeting, and be kept with the OCA records.
- 9.60 OCA purchases and disbursement of funds shall be made per an approved budget line or with the approval of the Board AEPM.
- 9.70 OCA funds not actively utilized in the ongoing financial activities of the organization shall be invested per the recommendation of the Treasurer or, if appointed by the Treasurer, a Financial Committee, with the approval of three-fourths (3/4) of the full Board.
- 9.71 Monies invested in a certificate of deposit, other financial tool, or contract will have the following:

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- 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 Committee .
- 3) Transactions with the monies will require the signature of two of the three signatories.
- 4) The monies will be with a banking institution that recognizes the OCA's Bylaws and policies .

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X. PUBLICATIONS

- 10.10 The Official Publication of OCA is titled "Journey with Olds" ("JWO"). It shall be distributed monthly to all regular OCA members unless the Board, by majority vote, approves otherwise.
- 10.11 A title change to the Official Publication requires two-thirds (2/3) approval of the full Board.
- 10.20 An OCA Membership Database shall be maintained, which shall facilitate delivery of the JWO and other communication AEPM.
- 10.21 The Membership Directory shall be made available to OCA Members AEPM.
- 10.22 OCA Members shall be given the option to opt out of inclusion in the published Membership Directory. Opt-out process shall be AEPM.
- 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 and/or his designees shall be member(s) of the National Meet Committee.
- 11.30 Meet Titles AEPM.
- 11.40 OCA may contribute in the obligation of guaranteed funds to secure the appropriate facilities for the National Meet AEPM.

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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 at least six members and the Chief Judge. The appointees shall hold the rank of at least OCA Senior Judge. The duties of the Committee
AEPM.
- 12.20 All Meets that are advertised as "OCA National" must use current OCA Judging Rules, Forms, and Classes as established in the OCA "Official Judging Manual".
- 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 Director, the Bylaws Committee, or five OCA Members.
- 14.20 All proposed Amendments must receive two-thirds (2/3) approval of the full Board before being submitted to the OCA Membership for their approval.
- 14.30 The Board shall decide if the OCA Membership approval will be at a Membership Meeting or by mail ballot. Any proposed Amendment must receive majority approval of those OCA Members voting.
- 14.31 In the case of a mail ballot, notice of the proposed Amendment must be published at least thirty (30) days prior to the date of the return ballot. Ballot and voting shall be AEPM.
- 14.40 If approved by the OCA Membership, the proposed amendment shall be effective immediately, unless otherwise provided in the Amendment.
- 14.50 Bylaw or Policy Manual amendments may not be made through telephonic communication, e-mail, or other electronic means.

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XV. DISSOLUTION

15.10 Dissolution of the Oldsmobile Club of America must be done under a Bylaw amendment requiring two-thirds (2/3) approval of the full Board, and a majority approval of the OCA Membership voting on the motion.

15.20 In the event that the Oldsmobile Club of America is dissolved, the financial obligations of the OCA shall be satisfied first, and then the physical assets shall be presented to non-profit associations as decided by the full Board. The remaining cash assets may be returned to the active OCA Members prorated by the remaining time of each membership AEPM.