

# The Antique Outboard Motor Club, Inc, Florida Chapter, By-Laws

## ARTICLE I: TITLE, OBJECTIVES, LOCATION, CORPORATE SEAL

Section 1. **Title:** This Club shall be known as Antique Outboard Motor Club, Inc. Florida Chapter (AOMC,F) (Club) and shall at all times be operated and conducted as a nonprofit club in accordance with the laws of the State of Florida providing for such organizations and by which it shall acquire all such rights as granted to clubs of this kind.

Section 2. **Objectives:** The purpose of this Club shall be to collect, preserve, display, restore and encourage the collection, display, appreciation and use of antique and classic outboard motors. In addition, AOMC,F stimulates and regulates exhibitions sanctioned by AOMC,F. AOMC,F endeavors to promote antique outboard motor collecting, restoration, exhibition and related interests and provide assistance and encouragement to those organizations and individuals with similar goals and interests.

Section 3. **Place of Business:** The principle place of business shall be, \_\_\_\_\_ but its members or officers may be residents of any state, territory or country, and business may be carried on at any place convenient to such members or officials, as may be participating.

Section 4. **Corporate Seal:** The Corporate Seal of the Club shall be in the charge of the Executive Secretary and shall be in the form impress hereon immediately below.

(Seal)

## ARTICLE II: MEMBERS

Section 1. Requirements for membership in AOMC,F: Prospective members must be a member, in good standing, of the AOMC,I national organization to be eligible for membership in AOMC, Florida Chapter. Members agree to abide by the bylaws, code of conduct and rules of AOMC,I and AOMC,F . Members of the club shall be admitted, retained and expelled in accordance with such rules and regulations as the officers (Executive Committee) and Board of Directors may, from time to time, adopt. In all matters governed by the vote of the members, each member in good standing shall be entitled to one vote.

**Code of Conduct:** All members of AOMCI,F agree to conduct themselves ethically, in a manner which reflects favorably on the integrity of AOMC,I and AOMC,F. He/She agrees to treat others within and outside the organization with honesty, courtesy and fairness. He/She agrees to take no action which interferes with the harmonious enjoyment of the objectives of AOMC,F by any fellow member. He/She further agrees to resolve any private differences privately with other members and agrees to refrain from maligning, or otherwise engaging in activities that are, or may appear to be, detrimental to a fellow member.

**Section 2. Meetings:** For the purpose of practicing the objectives of AOMC,F and conducting business as well as social functions of the organizations, regular meetings will be scheduled throughout the year. Meetings may or may not include the conduct of a formal club business agenda. The annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors for the purpose of electing officers and for the transaction of such other business as may be brought before the meeting. Notification will be made in AOMC,F club newsletter. This is the only notification required. Notice shall be deemed to be delivered with it or the issue of the newsletter containing such notice shall be deposited in the United States mail addressed to the member at his address as it appears on the records of the club, with postage prepaid, at least 7 days prior to the date of the meeting. It is the **members= responsibility** to insure that the Secretary has a correct and current address on file.

Section 3. **Special meetings** of the members may be held at such time and place as may be designated in the notice, whenever called in writing by the direction of the President or by a majority of the Board of Directors, or by notice signed by not less than twenty percent of the members in good standing. Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of annual or regular scheduled meetings.

Section 4. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting shall constitute a **quorum** for all purposes unless the representation of a larger number should be required by law. To exercise voting privileges, a member must be physically present at the meeting, which privilege cannot be delegated by proxy.

Section 5. Any officer of the Club may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, Vice President, Treasurer. In the absence of all such officers, members present may elect a chairman. The Executive Secretary of the Club shall act as secretary of the Club of all meetings of the members, but in his/her absence, the Acting Chairperson may appoint any person to act as secretary for the meeting.

Section 6. Whenever in these By-Laws the term member or members shall be used, unless otherwise specified, it shall mean member(s) in good standing having the right to vote.

Section 7: **Removal** of members: It may become necessary to remove members from the organization from time to time. Reasons for removal include but are not limited to: violation of rules and bylaws of AOMC,F including the Code of Conduct. The member will be notified of the proceedings and given an opportunity to present his/her case before the executive committee at the next scheduled meeting. Notice must be given the individual postmarked via US mail at least 15 days prior to the next scheduled executive committee meeting. If the committee decides to remove the member, their decision is final and the member is expelled from AOMC,F immediately.

**Reinstatement:** After a period of one year, (from removal date) a member who has been removed may petition the executive committee for reinstatement by presenting the request in writing to the committee. He/she must demonstrate that they are at the time a member in good

standing of the national organization, AOMC,I, to be considered for reinstatement. The request will be considered at the next scheduled meeting of the Executive Committee, and the individual will be notified of their decision within 15 days via US Mail of the committee=s decision. If the individual is denied reinstatement, he/she may re-apply after 6 months from date of notification.

Section 8. Dues are payable on an annual basis due Jan 1<sup>st</sup>, of each year. Members who fail to pay dues prior to Feb 1<sup>st</sup>, may be dropped from the AOMC,F roster.

### **ARTICLE III: DIRECTORS**

Section 1. The business and property of the club shall be managed and controlled by the **Board of Directors**, and an **Executive Committee** hereinafter created and empowered. The By-Laws and rules affecting the club shall be subject to change only by the Board of Directors.

A. The club shall have 8 elected Directors, These directors will serve a term of 2 years. The terms shall be staggered with half of the directors being replaced by election each year to provide continuity to the board. The nominating committee shall make a reasonable effort to nominate prospective directors from diverse geographic areas.

B. To be eligible for election to and serve on the Board of Directors, an individual must be a member in good standing of the club.

C. Each membership in good standing as of Jan I, of the year immediately preceding the election year shall receive a ballot for directors election and shall be entitled to one vote. Directors will be elected by written ballot which will be contained in the club newsletter immediately preceding the annual meeting. Ballots may be mailed to the secretary or delivered to the annual meeting where a vote tally of all directors ballots received will be made and results announced for the directors election. Newly elected directors will take office following the annual meeting

D. A Nominating Committee shall be appointed by the President and publicly announced by February 1st of each year.

E. Nominations for Director shall be received by the Nominating Committee. In addition, an individual may apply for nomination upon submission of a nomination form. Nomination forms will be sent upon request.

F. The nominations for directors must be forwarded to the secretary=s office who will forward them to the nominating committee, and bear postmark date no later than March 1st, of the election year.

G. The Nominating Committee shall prepare a ballot for directors using qualified recommendations, its own nominations and individual nominations.

Laws\* as they may deem expedient, include conduct, management, and activities of the club, the admission, classification, suspension and expulsion of members, removal of officers, the rules

and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, meets, exhibitions, events, sales and social functions and all other details relating to the general purposes of the club.

Section 2. All **actions** of the Board of Directors are subject to revision or amendment by the members at any special or regular meeting of the membership provided that written notice of any intention to revise or amend has been published at least thirty (30) days in advance of that meeting.

A. The Board of Directors, from time to time, may create and empower committees, general and special including standing committees (see ARTICLE VII) .

### **Directors Indemnification:**

No director of the AOMC,F shall be liable to the AOMC,F or its members for monetary damages for an act or omission in such director's capacity as a director of the AOMC,F, except that this Articles shall not eliminate or limit liability of a director of AOMC,F for:

1. A breach of such director's duty of loyalty to the AOMC,F or its members.
2. Any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.
3. A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or,
4. An act or omission for which the liability of a director is expressly provided for by statute.

B. Any repeal or amendment of this Article by the members of the AOMC,F shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the AOMC,F existing at the time of such repeal or amendment.

## **ARTICLE IV. EXECUTIVE COMMITTEE**

Section 1. There is hereby created an Executive Committee consisting of the President, President-Elect, Vice President, the immediate past President and three additional members. These officers and additional members shall be elected at the annual meeting, each for a term of one year and until the selection and qualification of his successor.

A. The President shall appoint and publicly announce a Nominating Committee for Officers, Directors and the Executive Committee by February 1st of the election year. Recommendations of the Nominating Committee shall be available to the membership at least thirty (30) days prior to the annual meeting.

B. The President is hereby empowered to appoint three advisors, without voting power, to the Executive Committee. Any member of the AOMC,F in good standing shall be eligible for selection as advisor.

C. No officer or member of the Executive Committee may serve on the Executive Board in excess of four consecutive years.

D. The President shall fill all vacancies in the Committee occurring between annual meetings of the Club.

E. The Executive Committee shall meet whenever and wherever called by direction of the President or three members of the Committee acting jointly, of which each meeting the Executive Secretary shall give ten (10) days written notice, but such notice may be waived by any member. Absentee or vote by proxy is not allowed in any meeting of the Executive Committee.

F. The Committee may act without conversing in meeting by written resolution signed by all members thereof and duly entered in the club records. At all meetings of the Committee, four members shall constitute a quorum.

G. All powers of the board of Directors, except the power to change any By-Laws are hereby vested, in the Executive Committee. All actions of the Executive Committee, with the exception of disciplinary actions resulting from hearings, are subject to ratification, revision or amendment by the directors at any regular or special meeting of Directors.

H. It shall be the responsibility of the Executive Committee to direct all club business matters, to furnish liaison members to all standing committees, to report to the Board of Directors at its annual meetings, to interview persons for the position of Executive Secretary and appoint a person as Executive Secretary.

I. The Executive Committee shall be responsible for interpreting and deciding all questions or ambiguities that may arise in connection with the meaning, intent or purpose of any bylaw, rule, regulation or other AOMC,F document.

J. All members of the Executive Committee shall be governed by the highest standard of Ethics and to be influenced by the primary mission of the club and the good of its members.

## **ARTICLE V: OFFICERS AND DUTIES**

Section 1. **Officers:** The Officers of the Club shall be the President, President Elect, Vice President, Executive Secretary, Treasurer and such other officers as may be authorized from time to time by the Board of Directors. The president elect is not a separate position; it is the president who has been duly elected, between the actual election and the time the new president takes office. There will only be a President elect when there is a change in the person serving in this position and in the event that person takes office at a date other than the actual election.

Section 2. **Eligibility:** Only members in good standing shall be eligible to serve as officers of the Club. The Executive Secretary need not be a member of the Board of Directors.

Section 3. **Election:** The officers of the club shall be elected by majority vote of the members present at the annual meeting. A list of those running for office will be published by the nominating committee in the issue of the club newsletter immediately prior to the annual meeting.

Section 4. **Term:** Unless otherwise specified in any employment contract approved by the Board of Directors, the officers of the club shall hold office for a period of one (1) year and until their successors are elected and have qualified.

Section 5. All officers, and executive committee members will assume the duties of their office immediately following the annual meeting during which the election is held.

### **Section 5. Duties:**

A. **President:** The President shall be the Chief Executive Officer of the club and shall preside at all meetings of the Board of Directors. He/she shall see that the By-Laws, rules and regulations of the club are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He/she shall be an ex-officio member of all committees.

B. **President-Elect:** In the absence of the President, the President Elect shall have the power and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors. Upon the expiration of the President's term of office, the President-Elect shall automatically become President.

C. **Vice President:** In the Absence of the President and the President-Elect, the Vice President shall have the power and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

D. **Executive Secretary:** The Executive Secretary shall be responsible for seeing that the minutes of all membership and directors meetings are kept; for the safekeeping of all documents and records of the club. He/she shall be responsible for seeing that all money due the Club is collected. He/she shall be an ex-officio member secretary of all Committees appointed by the President or Board of Directors. He/she shall oversee the writing and mailing of the periodic newsletter and any other correspondence required of the club. He/she shall make a report of his/her office to the Board of Directors when demanded and to all annual membership meetings, and shall perform such other duties as may be prescribed by the Board of Directors from time to time. The Executive Secretary shall be elected at the annual meeting and serve a term of one year.

E. **Treasurer:** The Treasurer shall receive money turned over to him/her by the other officers and all other money. He/she shall disburse the money of the Club; however, only upon itemized demands and upon the order of the Executive Committee. He/she shall account for all the same by itemized statements in detail to each annual meeting of the members and the Board of Directors when demanded. Also, he/she shall cause to be submitted to the Executive Committee, at the first meeting following the annual meeting of the members, a detailed budget of the proposed and anticipated expenditures for the forthcoming fiscal year of the club. Upon approval

of this said budget, or its modification, it becomes binding upon the officers of the Club, and cannot be exceeded in the total amount set forth by more than ten percent without a majority vote of the Executive Committee. The Treasurer shall be elected at the annual meeting and serve a term of one year.

Section 6. The written **contracts** of the Club shall be executed on behalf of the Club by the President or President-Elect and attested by the Executive Secretary and the corporate seal.

Section 7. **Vacancies**: All vacancies of the officers of the Club shall be filled by the Executive Committee for the unexpired term and those so appointed shall serve until the election and acceptance of their duly qualified successors.

Section 8. **Auditing** Accounts: This Club shall conduct its affairs on a calendar year basis, same to begin January 1 and end on December 31.

Section 9. Surety **Bonds**: The Secretary and Treasurer and all other officers or employees of the Club who may handle any funds of the club shall give a surety bond to be furnished at the expense of the Club for the faithful discharge of his or her duties if so required by the Executive Committee.

## **ARTICLE VI: AMENDMENTS**

The Board of Directors shall have the power to make, amend, and repeal the By-Laws of the Club by vote of the majority of the Directors at any regular or special meeting of the Board, subject to the right of the members to rescind or amend any such By-Laws as provided for (art III, Sec 2).

## **ARTICLE VII: STANDING COMMITTEES**

**Nominating Committee**: Duties include recruiting and qualifying candidates for officers, directors and executive committee and accepting nominations from members for said offices. This committee prepares and presents ballots of those running for election to the membership through written and meeting based elections.

**Meet Committee**: Organizes, plans and coordinates meets with various meet hosts and publishes a meet schedule through the club newsletter at least 2 months in advance.

**Judging Committee**: Coordinates judging of antique & classic outboards and related items and events at scheduled meets of AOMC,F. Also oversees awards in connection with judged events.

**Newsletter Committee**: Oversees publication of the newsletter and other general membership communications required.

**Historical Committee**: Records and makes available to members and other organizations, the activities and archives of AOMC,F .

**Technical Assistance Committee:** Assists members and judges in the restoration, and research of information regarding antique and classic outboard motors. This committee also maintains a list of suppliers, fabricators and other information which would be helpful to assist in the maintenance or restoration of outboards.

Standing committee chairmen may be called upon to make oral or written reports from time to time in meetings or to the Board of Directors and Executive Committee. Additional committees may be appointed from time to time by the Executive Committee.

## **ARTICLE VIII: RECALL**

Section 1. Any member of the Executive Committee or any elected officer may be removed from office with or without cause as herein provided. A recall petition (s) demanding the removal of such officer shall be submitted to the Executive Secretary of the Club. Such recall petition(s) shall be signed by at least fifty percent (50%) of the current members of the Board of Directors.

Section 2. Petition forms shall be provided to any Director requesting same following the filing of an affidavit by one or more Directors with the Executive Secretary stating the name of the Director or officer sought to be removed. The Executive Secretary shall record the name of the director to whom petition forms were issued, the date of such issuance and the number of forms issued, certifying on each form the date and the name of the director to whom it was issued.

Section 3. All forms comprising a recall petition shall be assembled and filed with the Executive Secretary within forty-five (45) days of the affidavit filing required in Section 2, above. The signature of the petitioners shall be properly notarized.

Section 4. In the event that the required number of properly verified signatures to said recall petition are not received by the Executive Secretary within forty-five (45) days of the affidavit filing required in Section 2, above, the Executive Secretary shall notify those directors having filed petitions that the recall petition was insufficient and that said insufficiency does not prejudice the filing of a new affidavit for the same purpose.

Section 5. Not more than five (5) days following determination by the Executive Secretary that the petition(s) received are sufficient, he/she shall notify, in writing, the officer whose removal is sought by such action. This notice shall be delivered in hand or shall be delivered by certified mail. If said officer does not render his resignation within seven (7) days of receipt of such notice, the Executive Secretary shall within fifteen (15) days of the aforesaid determination, direct and conduct an election by mail ballot of the Directors of the club. Said balloting must be completed and returned to the Executive Secretary no less than fifteen (15) days after direction of same.

Section 6. The aforesaid ballots shall conform to the following requirements: With respect to each person whose removal is sought, the question shall be submitted, "Shall \_\_\_\_\_ be removed from the office of \_\_\_\_\_ by recall?" Immediately following each such question shall be printed in the ballot the two (2) propositions in the order set forth: For the recall

of (name of person) and Against the recall of (name of person). Immediately to the left of the proposition shall be placed a square in which the Director by making a cross mark (X), may vote for either such propositions.

Section 7. Should a majority of votes cast at a recall election be against the removal of the officer named on the ballot, such officer shall continue in office for the remainder of his term, subject to recall as before. However, no recall petition shall be filed against an officer within ninety (90) days after such recall petition has failed to remove him/her. If a majority of the votes cast at a recall election be for the removal, he/she shall be deemed removed from office.

#### **ARTICLE IX: Indemnification:**

Each Officer, Director elected or appointed person of this organization, now or hereafter in office and his or her heirs, executors and assigns who now acts or shall hereafter act at the request of this club as director, officer or other appointed person, shall be indemnified by this club against all costs, expenses and amounts or liability, therefore, including counsel fees, reasonable, incurred by or imposed upon him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party or in which he or she may become involved for any reason of his or her acts of omission or commission or as such director, officer or other elected or appointed person of this club or subject to the provision thereof, any settlement thereof, whether or not he or she continues to be such director, officer or other appointed or elected person at the time of incurring such costs, expenses or amounts and whether or not the action or omission to act on the part of such director, officer or other appointed or elected person of this club which is the basis of such suit, action, proceeding or claim occurred before or after the adoption of these bylaws, provided that such indemnification shall not apply with respect to any matter as to which such director, officer, or any other elected or appointed person of this club shall be adjudged in this action, suit or proceeding to have been individually guilty of willful malfeasance or misfeasance in the performance of his or her duty as such Director Officer or other elected or appointed person of this club, and provided that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim included reimbursement of any amounts paid and expenses reasonable incurred in settling any such action, proceeding or claim when, in the judgement of the executive committee of this club, such settlements and reimbursements, appear to be in the best interests of the club. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which such director, officers and any other appointed and elected persons in this club may be entitled under any bylaws, agreement, majority vote of members of the club chapter or otherwise.