



# **HISTORICAL VINTAGE CAR CLUB OF DELAWARE, INC.**

## **BYLAWS**

AS AMENDED: DECEMBER 8, 2020

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## **ARTICLE I**

### **General Overview**

- Section 1* This Club shall be known as “Historical Vintage Car Club of Delaware, Inc.” When presented in abbreviated form, the Club’s name shall be abbreviated as “HVCCDE.”
- Section 2* The emblem shall be an antique car in the outline of the State of Delaware inside of a diamond. The name of the Club as indicated in Section 1 shall appear within the outline of the logo. The HVCCDE emblem as approved by the Board of Directors shall appear on official correspondence, merchandise, and online in its most updated form. In the event that the Club’s emblem is updated, the use of previous versions of the emblem shall be discontinued. Supplies of existing letterhead, merchandise, and items bearing the discontinued emblem shall be exhausted. The emblem shall not be changed so as not to resemble the description herein.
- Section 3* The mission of the Historical Vintage Car Club of Delaware, Inc. shall be to protect and preserve automobiles and their history, and to support the communities and citizens of Delaware through active partnerships with local organizations. Our diverse membership will inspire and foster this fellowship through meets and tours, support of community events and causes, and administration of charitable contributions while helping fellow members in the old car hobby.
- Section 4* The HVCCDE is to be a nonprofit organization. The HVCCDE shall maintain records in accordance with 501(c)(7) regulations as set forth by the Internal Revenue Service and the State of Delaware. In accordance with IRS Publication 4221 PC, the HVCCDE shall make available to the public all records regarding its tax-exempt status.
- Section 5* The fiscal year of the HVCCDE shall begin on January 1 of the calendar year and conclude on December 31 of the same calendar year.
- Section 6* So as to safely operate within the car show hobby, the Club will maintain an Underwriters Laboratories (UL) listed fire extinguisher for use at all HVCCDE operated shows. A fire extinguisher of TYPE B or C (UL approved, fully charged, and a *minimum* size of 2.5 pounds) shall be maintained by the Club at all times. The fire extinguisher shall be mounted in the Club’s trailer and will be present and visible at all Club operated shows.
- Section 7* All HVCCDE meetings shall be conducted in accordance with the most recent edition of Robert’s Rules of Order. In the event that Robert’s Rules of Order are found to be contradictory to these bylaws, the bylaws of HVCCDE shall take precedent.

## **ARTICLE II**

### **Membership & Dues**

- Section 1* Applications for membership in HVCCDE must be submitted in proper affidavit, filed with the Membership Secretary and accompanied with the dues for the current year. Membership shall be in effect upon satisfaction of these requirements.
- Section 2* All applications for membership received and accepted after November 1st shall include membership for the succeeding year, provided said member pays any increase in dues adopted for the succeeding year.
- Section 3* Annual dues shall be fixed by the Board of Directors.
- Section 4* The annual dues shall become payable on January 1 of each calendar year.
- Section 5* Any member who fails to pay their dues by February 1 of the calendar year shall be considered in arrears. A member who is in arrears in the payment of their financial obligations to the Club shall have all privileges of membership automatically revoked. The Board of Directors may, nevertheless, permit such a member to remain active if it is satisfied that the failure to pay is due to conditions beyond the control of the member.
- Section 6* Annual membership shall be considered to be from January 1 to December 31 of the calendar year. A membership will include both member and spouse with full member privileges to include voting rights.
- Section 7* When it becomes apparent that a member of the HVCCDE is behaving in a manner which is detrimental to the Club and its members, and having been brought to the attention of the Board of Directors, the Board may elect to expel such member from the Club with a two-thirds majority vote. For disciplinary actions applicable to members of the Board of Directors, refer to Article V, Section 11.
- Section 8* Ownership of a vintage vehicle shall not be a requirement for membership in the HVCCDE.
- Section 9* Applicants for full membership in the HVCCDE shall be at least 18 years of age. Junior members may be permitted to join at age 16 with consent of the Board of Directors. Junior members may not vote or hold any position on the Board of Directors.
- Section 10* Dues shall be waived for any member who is a member of the Armed Forces of the United States and is deployed in support of a contingency operation, and shall remain so until the member returns to an active status with the HVCCDE.

**ARTICLE III**  
**Officers & Directors**

- Section 1* The elected officers of the HVCCDE shall be a President, Vice-President, Secretary, Treasurer, Membership Secretary, Newsletter Editor and six elected members of the Board of Directors. Term of office for officers shall be for one year or until their successors are elected. Term of office of Board of Directors shall be for two years or until their successors are elected with three elected every other year.
- Section 2* The immediate Past President will automatically become a voting member of the Board of Directors upon the conclusion of their term and shall remain so until the succeeding President is replaced or removed from office. In the event a President is removed from office for cause, that individual may not hold a position on the Board of Directors as Past President.
- Section 3* The President shall be the Chairperson of the Board of Directors. The Secretary shall be the Recording Secretary of the Board of Directors, and a voting member of the Board.
- Section 4* The Vice-President, Treasurer, Membership Secretary and Newsletter Editor shall be voting members of the Board of Directors.

**ARTICLE IV**  
**Election of Officers**

- Section 1* Prior to the September meeting of each year, the President shall appoint a Nominating Committee of four members. The Nominating Committee shall select candidates for the various offices and furnish their names to the Secretary prior to the October meeting. When the President is not a candidate for re-election, the President shall, unless disqualified, become a member of the Nominating Committee.
- Section 2* Additional nominations may be taken from the floor at the regular meeting in October and November. Only current HVCCDE members in good standing may be nominated for Board positions.
- Section 3* The Secretary shall provide a written list of all candidates to each member before the December regular meeting.
- Section 4* Election of officers and Board members shall take place at the December meeting.
- Section 5* The candidate for each office receiving the largest number of votes cast shall be declared elected. Term of office shall start at the January meeting of the following year.
- Section 6* Vacancies for any cause shall be filled by the President with the approval of the Board of Directors, said officer to serve the unexpired term.
- Section 7* Absentee ballots shall be accepted in cases where the member cannot be present to vote due to military service, law enforcement duties, first responder duties, or due to conditions beyond the control of the member.
- Section 8* A Ballot Committee shall be commissioned of volunteer HVCCDE members in good standing who are not serving on any other committee or running for office for the purpose of counting and validating of ballots. The Ballot Committee shall consist of two counters and one overseer.
- Section 9* Upon the validation of ballots, the Ballot Committee shall be charged with the destruction of original copies of ballots by shredding.

**ARTICLE V**  
**Duties of Officers & Directors**

*Section 1      President*

The President shall preside at all HVCCDE meetings, shall appoint committees, shall preserve order and may call special meetings at any time. The President shall have the deciding vote on all questions of equal division unless the deciding vote constitutes a conflict of interest.

*Section 2      Vice-President*

The Vice-President shall perform the duties of the President in their absence. The Vice-President's duties also include Show Chairperson.

*Section 3      Secretary*

The Secretary shall record and archive the minutes of all regular HVCCDE meetings and Board of Director meetings. The Secretary shall receive and answer all general correspondence to the HVCCDE.

*Section 4      Treasurer*

The Treasurer shall receive all funds of the HVCCDE and deposit same in a bank to be designated by the Board of Directors. The Treasurer shall pay out funds as directed by the Board of Directors or the members in meeting assembled. The Treasurer shall report the status of the funds at all regular meetings. The Treasurer may be required to post bond, as the Board of Directors may direct, in which case the cost of such bond shall be paid from the Treasury.

*Section 5      Membership Secretary*

The Membership Secretary shall receive all applications for membership and announce new members at the next regular meeting. The Membership Secretary shall receive and record dues when paid.

*Section 6      Newsletter Editor*

The Newsletter Editor shall take appropriate action to create, update and distribute to the members of the HVCCDE the official printed newsletter on a timely basis. The Newsletter Editor shall have the necessary publishing, language and grammatical skills to complete the tasks herein in a proper manner. The newsletter shall be prepared in a fashion to favorably portray the HVCCDE and to communicate news and events to its members and other readers of the newsletter.

*Section 7*

The Website Editor shall be a duty assigned to a voting member of the Board of Directors. The Website Editor shall take appropriate action to create, update and maintain HVCCDE's website. The Website Editor must have the necessary internet access and website construction skill to maintain the Club's online presence. The Website Editor must also have the language and grammatical skills to complete these tasks in a proper manner. The website shall be presented in a fashion to

favorably portray the HVCCDE and to communicate news and events to its members and other parties accessing the Club's internet site(s).

*Section 8* The Board of Directors shall have the power to proceed in any manner as may, in their judgement, serve the best interests of the HVCCDE. The decision of a majority of the Board of Directors on any question shall be binding.

*Section 9* No member, officer or Board member shall enter on behalf of HVCCDE into any contractual agreement with any outside organization or entity without the prior approval of the Board of Directors.

*Section 10* All officers and Board members are expected to be active advocates and ambassadors for the values, mission and vision of the Club. Board members are also expected to actively participate in group processes, e.g., meeting preparation and performance. Board members shall strive to:

- (a) Act in a way that contributes to the effective operation of the Board.
  - (i) Focus on the good of the Club, independent of personal agenda, self-interest, or influence of others.
  - (ii) Support the Club's policies and procedures.
  - (iii) Support Board decisions once they are made.
- (b) Regularly attend and be prepared for Board and Committee meetings.
- (c) Use conversation as a core practice by asking strategic questions and participating in dialogue.
- (d) Be available to serve as a committee/task force chair or member.
- (e) Inform the Board of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the situation.
- (f) Stay informed about the Club, its issues, and its connection to the community through active participation within the Club and outreach outside the Club.
- (g) Promote a culture of philanthropy and help support the charitable contributions function of the Club by reaching into communities, establishing relationships and participating in fund development tasks.
- (h) Inform the President if the Board member will be absent for meetings, or expects to take an extended leave of absence.



*Section 11* Should any officer or Board member be deemed detrimental to the organization or found to be derelict in their duties, the Board may elect to initiate the process of impeachment of said member with a two-thirds majority vote.

*Section 12* In the event that the Board of Directors votes to impeach a Board member under Article V, Section 11, the member must be notified of the Board's decision in writing. The member will be given thirty (30) days to respond to the notification of impeachment. Failure to respond to the notification will be considered concurrence with the Board's decision and the Board member shall be considered impeached. If at the conclusion of the thirty (30) day period the member in question has responded, the Board will conduct a vote to finalize the impeachment of the Board member. The member shall be considered impeached with a two-thirds majority vote. A response to the Board's notification of impeachment by the member shall not guarantee retention of the member by the Board of Directors. Impeachment of a Board member does not expel the member from the Club under this Section.

*Section 13* The Board of Directors may establish subsidiary committees as it deems necessary for the performance of its functions.

## **ARTICLE VI**

### **Meetings**

*Section 1* The HVCCDE shall hold an annual meeting during the month of December. The business of this meeting shall include the election of officers and Board members.

*Section 2* Regular meetings of the membership shall be held monthly at a time and place as the President may designate.

(1) Permanent changes to recurring meeting dates must be given to the membership no later than thirty (30) days in advance.

(2) Extenuating circumstances requiring the cancellation of, or an emergency change to a meeting time and place must be communicated to the membership no later than five (5) days in advance. This requirement shall be waived only when an extenuating event occurs at such a time that giving the required advance notice would not be possible.

*Section 3* A special Board meeting may be called by the President at any time. The President shall notify the members of the Board of Directors prior to such meeting. A quorum of five Board members may also call a special meeting.

**ARTICLE VII**  
**Alterations & Amendments**

- Section 1* Any proposition to amend these bylaws must be submitted in writing and signed by the member or members submitting same.
- Section 2* Proposals must include proposed change in text and a complete explanation of the reason for the proposed change. The proposal must be submitted to the Secretary in time to be read at the two regular meetings prior to the annual meeting.
- Section 3* The Secretary shall read the entire proposal at the two regular meetings prior to the annual meeting. A final vote will be taken at the annual meeting with two-thirds vote of the membership present required for adoption.

**ARTICLE VIII**  
**Audits**

- Section 1* At the annual meeting, the President shall appoint two qualified members who are not officers to an Audit Committee. The Audit Committee shall audit the Treasurer's financial accounts of the preceding year or upon request.
- Section 2* The Audit Committee shall submit a report at the February regular meeting.
- Section 3* The Board of Directors, at its discretion, may commission an audit from an outside source in the event that the Club's annual income warrants, or it believes that there are no qualified members available to conduct such an audit. The Board may also commission such an audit upon reasonable suspicion of mismanagement of funds by an officer of the Board.

**ARTICLE IX**  
**Perpetuation**

- Section 1* The HVCCDE shall keep in a bank in Delaware an amount of at least \$25.00 under the Club's name for the perpetuation of said name.
- Section 2* In the event that the Club is dissolved, the Club's assets shall be donated to charities as voted on by the final Board of Directors.

**APPENDIX A**  
**Glossary**

**Section I**  
**Abbreviations**

**HVCCDE**  
Historical Vintage Car Club of Delaware, Inc.

**IRS**  
Internal Revenue Service

**UL**  
Underwriters Laboratories

**Section II**  
**Terms**

**ARREARS**      The state of being behind or late in any financial obligations to the Club.

**CLUB**            Instances of the term “Club” throughout this document refer to the membership and organization of the Historical Vintage Car Club of Delaware, Inc.

**IMPEACH**      To charge a Club official with an offence committed in office.

**QUORUM**        The number of members of the organization required to be present to transact business legally. Attendance of 5 Board members constitutes a quorum.

**VEHICLE**        For the purposes of the Historical Vintage Car Club of Delaware, Inc., the term “Vehicle” shall include any self-propelled vessel that has been approved for use on the roads of the United States of America at any point in its history.

**VINTAGE**        When used to describe a vehicle, the term “Vintage” shall mean any model year that is 25 years prior to the current calendar year.

*Additional terms to be added as required.*

**APPENDIX B**  
**Record of Changes**

<u>DATE</u>	<u>SUMMARY OF CHANGE</u>
February 11, 1975	Bylaws adopted.
December 31, 1975	Article I, Section 1 amended to change Club name from Historical Vintage Chevrolet Club of Delaware which was founded on January 9, 1969.
December 31, 1976	Article II, Section 6 effective. Article V, Section 2 effective.
January 1, 1979	Bylaws revised (no record)
December 9, 1986	Article XI adopted. <i>(Article stricken in 2017. See Appendix E)</i>
December 11, 1988	Article XII adopted. <i>(Article stricken in 2017. Text moved to Article I, Section 6. See Appendix E)</i>
December 11, 1990	Article III, Section 1 – Number of elected Board members revised. Terms of office for Board members revised.
December 10, 1991	Article XI, Section 1 – Amended. <i>(Article stricken in 2017. See Appendix E)</i>
December 14, 2010	Article III, Section 1 – Newsletter Editor title revised and Website Editor added.  Article III, Section 6 added. <i>(Renumbered to Article V, Section 7. See Appendix E)</i>  Article V, Section 6 added. <i>(Renumbered to Article V, Section 8. See Appendix E)</i>  Article V, Section 7 added. <i>(Renumbered to Article V, Section 6. See Appendix E)</i>
September 25, 2012	Article VI, Section 2 added.
January 8, 2013	Article VI, Section 2 effective.
December 12, 2017	Version 12 DEC 2017 adopted. Reference Appendix E for complete record of change from original text.

December 10, 2019

Article I, Section 6 amended as indicated in Appendix F.

December 08, 2020

Article VI, Section 2 amended as indicated in Appendix G.

**APPENDIX C**  
**Record of Change, December 2010**

**Proposed Changes to Article III, Sec. No. 1:**

The elected officers of the club shall be a President, Vice President, Secretary, Treasurer, Membership Secretary, Newsletter Editor, Web Site Editor, and six elected members of the Board of Directors. (*Changes. 1. Added 'Newsletter' to Editor to differentiate between hard copy editor and (internet) Web Site Editor. 2. Added new position – Web Site Editor.*)

**Proposed By-Law Additions**

**Addition #1**

The Web Site Editor shall take appropriate actions to create, maintain, and update the Club's Web site. He or she must have the necessary internet and web site skills as well as language and grammatical skills to complete these tasks in a proper manner. The web site shall be presented in a fashion to favorably portray the Club and to communicate Club events and its news to Club Members and other parties accessing the site.

In order not to offset the benefit of having an odd numbered vote (13) among the Board and Officers, which avoids the possibility of votes ending in ties, the Web Site Editor will not be a voting member.

**Reasoning:**

*The internet has become a very important part of everyday communication. Many people look to the internet for information on organizations and businesses and many organizations have web sites to provide information to their membership and the general public in a knowledgeable and favorable fashion. In order to publicize the Club and provide timely information, the Club should have a web site and a responsible person to maintain the site*

**Addition #2**

The Newsletter Editor shall take appropriate actions to create, update and distribute to members the Club's official printed newsletter on a timely basis. He or she must have the necessary publishing, language and grammatical skills to complete these tasks in a proper manner. The Newsletter shall be prepared in a fashion to favorably portray the Club and to communicate its events and news to Club Members and other readers of the newsletter.

**Reasoning:** *Currently there are no duties and/or qualifications listed for the Editor.*

**Adopted: February 11, 1975**

**Revised: January 1, 1979**

**Revised: December, 8 1981**

**Revised: December 9, 1986**

**Revised: December 11, 1988**

**Revised: December, 11, 1990**

**Revised: December, 10, 1991**

**ADOPTED**

**Revised: Dec. 14, 2010**

**Article III, Sec. No. 1**

**REVISED June 20 2011**

**BOARD OF DIRECTORS:**

1. John Bartsch Pres.
2. Jerry Speace V-Pres
3. Sharon Hawk Sec.
4. Elba Wise Tres.
5. Al Pictens B Dir
6. Dr Art Gilbert
7. Deborah Sorensen
8. Merle Cleeton
9. Charlie Hawk
10. John Skinner  
Bob Sorensen past Pres.

**APPENDIX D**  
**Record of Change, September 2012**

**Proposed Changes to the HVCCD By-Laws**

Article VIII provides the following:

Any proposition to amend these by-laws must be submitted in writing and signed by the member or members submitting the same. The proposal must be submitted to the Secretary in time to read the entire proposal at the two meetings prior to the annual meeting and the final vote will be taken at the annual meeting with two thirds vote of membership present required for adoption.

Reasoning for the proposed change:

The designated time for the monthly meeting as stated in the by-laws is currently 8:00 p.m. Members agreed that in order to have the meetings end earlier the social and refreshment time was moved to 7:00 p.m. rather than after the meeting. Most members have adjusted their schedules and have been arriving for the meeting by 7:00 p.m.

**Proposed Changes to Article VI- Meetings, Sec. No. 2:**

Sec. No. 2 Regular meetings shall be held on the second Tuesday of each month at 7:00 p.m. at such place as the President may designate.

Date: September 25, 2012

Submitted by:

Bob Sorenson  
Franklin E. Melson, Jr.  
Nikrah Soyensen, Jr.  
Charles Kuehl  
Alison Hank  
La Ann Gibson  
Barbara Cool  
John Bartsch  
Jerry Spaul  
Ken Huber

**APPENDIX E**  
**Record of Change, Version 12 DEC 2017**

ORIGINAL HVCCDE BYLAWS TEXT	REVISED HVCCDE BYLAWS TEXT
No cover page	Cover page added <i>Reason: to present a more professional appearance.</i>
No table of contents	Table of contents added <i>Reason: to ease navigation and present a more professional appearance.</i>
General changes from original text	Text of bylaws changed to consistent active voice. Text of bylaws changed to third person. Capitalization consistency updated. Instances of gender specific pronouns (his, her) changed to non-specific pronouns (them, theirs). Layout changed to mimic military type regulations as outlined in AR 25-50 to ease reading.
<b>Article I – Name, Emblem and Purpose</b>	<b>Article I – General Overview</b> <i>Reason: renamed to encompass additional Article I sections.</i>
Section 1 – This Club shall be known as the Historical Vintage Car Club of Delaware, Inc. (change effective December 31, 1975, from Historical Vintage Chevrolet Club of Delaware which was founded January 9, 1969).	Section 1 – This Club shall be known as “Historical Vintage Car Club of Delaware, Inc.” When presented in abbreviated form, the Club’s name shall be abbreviated as “HVCCDE.” <i>Reason: Specifies standard abbreviation of the Club to reinforce the Club’s online address of hvccde.com. Records of change in the text of the bylaws have been relocated to Appendix B so as to “clean up” the text of the bylaws.</i>
Section 2 – The emblem shall be an antique car in the outline of the State of Delaware inside a diamond.	Section 2 – The emblem shall be an antique car in the outline of the State of Delaware inside of a diamond. The name of the Club as indicated in Section 1 shall appear within the outline of the logo. The HVCCDE emblem as approved by the Board of Directors shall appear on official correspondence, merchandise, and online in its most updated form. In the event that the Club’s emblem is updated, the use of previous versions of the emblem shall be discontinued. Supplies of existing letterhead, merchandise, and items



bearing the discontinued emblem shall be exhausted. The emblem shall not be changed so as not to resemble the description herein.  
*Reason: Club's name was included in the description as a matter of completion. Requiring that the new emblem be used on Club imagery and the use of the old emblem be discontinued presents a unified and professional appearance. Drastic redesign of the emblem is not permitted so as to maintain the historical lineage of the Club.*

Section 3 – The purpose of the Club shall be to protect and preserve automobiles and their history, hold meets and tours, help fellow members in the old car hobby and establish good fellowship of the same.

Section 3 – The mission of the Historical Vintage Car Club of Delaware, Inc. shall be to protect and preserve automobiles and their history, and to support the communities and citizens of Delaware through active partnerships with local organizations. Our diverse membership will inspire and foster this fellowship through meets and tours, support of community events and causes, and administration of charitable contributions while helping fellow members in the old car hobby.

*Reason: This article was expanded to create a mission statement for the Club that aligns with the goal of creating partnerships within the communities of Delaware, supporting charitable causes, and supporting the citizens of Delaware. All elements of the original purpose were kept in the new mission statement.*

New Section

Section 4 – The HVCCDE is to be a nonprofit organization. The HVCCDE shall maintain records in accordance with 501(c)(7) regulations as set forth by the Internal Revenue Service and the State of Delaware. In accordance with IRS Publication 4221 PC, the HVCCDE shall make available to the public all records regarding its tax-exempt status.

*Text moved from original Article VII, Section 1. Reference original text in this document.*

*Reason: Consolidated text from old Article VII, Section 1. Additional text included to emphasize transparency of the Club's financial records.*

New Section	<p>Section 5 – The fiscal year of the HVCCDE shall begin on January 1 of the calendar year and conclude on December 31 of the same calendar year.</p> <p><i>Reason: For financial purposes, the fiscal year of the Club was defined.</i></p>
New Section	<p>Section 6 – So as to safely operate within the car show hobby, all HVCCDE member cars must be equipped with an Underwriters Laboratories (UL) listed fire extinguisher when competing in HVCCDE shows. Fire extinguishers of TYPE B or C (UL approved, fully charged, approximately 2.5 pounds) is recommended. The fire extinguisher need not be permanently mounted to the vehicle. In HVCCDE competitions, failure to have a UL approved fire extinguisher will result in disqualification from judging and winning of any award.</p> <p><i>Text moved from old Article XII, Section 1. Reference original text in this document.</i></p>
New Section	<p>Section 7 – All HVCCDE meetings shall be conducted in accordance with the most recent edition of Robert’s Rules of Order. In the event that Robert’s Rules of Order are found to be contradictory to these bylaws, the bylaws of HVCCDE shall take precedent.</p> <p><i>Reason: Establishes practices with the generally accepted Robert’s Rules of Order; however, specifies HVCCDE rules take precedent in the event of a discrepancy between the two.</i></p>
<b>Article II – Membership and Dues</b>	<b>Article II – Membership &amp; Dues</b>
<p>Section 1 – Applications for membership in the Club must be in writing, filed with the Membership Secretary, sponsored by a member in good standing and accompanied by the dues for the current year. Membership shall be in effect upon a vote consisting of a majority of the members present at a regular meeting.</p>	<p>Section 1 – Applications for membership in HVCCDE must be submitted in proper affidavit, filed with the Membership Secretary and accompanied with the dues for the current year. Membership shall be in effect upon satisfaction of these requirements.</p> <p><i>Reason: Section was rewritten to accommodate electronic membership applications, along with traditional written forms (in proper affidavit). Requirement for new members to be voted in was</i></p>

	<i>stricken as it was felt that this was an antiquated rule that was no longer relevant.</i>
Section 2 – All applications received and accepted after November 1 <sup>st</sup> shall include membership for the succeeding year, provided that the said member pays any increase in dues adopted for the succeeding year.	Section 2 – No change.
Section 3 – Annual dues shall be fixed by the Board of Directors.	Section 3 – No change.
Section 4 – The annual dues shall become payable at the beginning of each calendar year.	Section 4 – The annual dues shall become payable on January 1 of each calendar year. <i>Reason: Specifies date in accordance with the Club’s established fiscal year.</i>
Section 5 – All privileges of membership shall automatically cease if a member fails to pay his dues before April 1st of each year.	Section 5 – Any member who fails to pay their dues by February 1 of the calendar year shall be considered in arrears. A member who is in arrears in the payment of their financial obligations to the Club shall have all privileges of membership automatically revoked. The Board of Directors may, nevertheless, permit such a member to remain active if it is satisfied that the failure to pay is due to conditions beyond the control of the member. <i>Reason: Deadline was moved from April 1 to February 1, giving 30 days from the start of the fiscal year for members to pay dues. Section also allows the Board to extend membership in extreme cases (such as hospitalization, member is out of the country, etc.)</i>
Section 6 – A membership will include both member and spouse with full Club privileges including voting rights (effective December 1976).	Section 6 – Annual membership shall be considered to be from January 1 to December 31 of the calendar year. A membership will include both member and spouse with full member privileges to include voting rights. <i>Reason: Membership period is clearly aligned with the Club’s fiscal year. Record of change relocated to Appendix B.</i>
Section 7 – When it becomes apparent that a member of the Club is behaving in a manner which is detrimental to the Club and its members and having been brought to the attention of the	Section 7 – When it becomes apparent that a member of the HVCCDE is behaving in a manner which is detrimental to the Club and its members, and having been brought to the attention of the Board of Directors, the Board

<p>Board of Directors, they may elect to expel such member with a two thirds majority vote.</p>	<p>may elect to expel such member from the Club with a two-thirds majority vote. For disciplinary actions applicable to members of the Board of Directors, refer to Article V, Section 11.  <i>Reason: Specifies that this article may be used only to expel members from the Club. Specifies section of the bylaws to be used for relieving an Officer or Board member of duty for cause. Note: Under Article V, Section 11, Officers and Board members may <u>only</u> be relieved of duty. Subsequent expulsion from the Club must be voted on under this Article and Section.</i></p>
<p>New Section</p>	<p>Section 8 – Ownership of a vintage vehicle shall not be a requirement for membership in the HVCCDE.  <i>Reason: Specifies as a matter of record that ownership of a historic vehicle is not a membership requirement.</i></p>
<p>New Section</p>	<p>Section 9 – Applicants for full membership in the HVCCDE shall be at least 18 years of age. Junior members may be permitted to join at age 16 with the consent of the Board of Directors. Junior members may not vote or hold any position on the Board of Directors.  <i>Reason: Establishes a minimum age requirement for full membership, while allowing younger members to enter the Club in a limited capacity.</i></p>
<p>New Section</p>	<p>Section 10 – Dues shall be waived for any member who is a member of the Armed Forces of the United States and is deployed in support of a contingency operation, and shall remain so until the member returns to an active status with the HVCCDE.  <i>Reason: Protects Service members from being removed from HVCCDE membership during deployment.</i></p>

**Article III – Officers and Directors**

Section 1 - The elected officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Membership Secretary, Newsletter Editor, Website Editor and six elected members of the Board of Directors. (Number of Elected Board Members revised December 11, 1990, Newsletter Editor title revised and Website Editor added effective December 14, 2010). Term of office of officers shall be for one year or until their successors are elected. Terms of office of Board Directors shall be for 2 years or until their successors are elected with 3 elected every other year. (Terms of office for Board Members revised December 11, 1990.)

Section 2 – The immediate Past President automatically becomes a voting member of the Board of Directors.

Section 3 – The President shall be the Chairperson of the Board of Directors.

Section 4 – The Secretary shall be the Secretary of the Board and a voting member of the Board.

Section 5 – The Vice-President, Treasurer, Membership Secretary and Newsletter Editor shall also be voting members of the Board of Directors.

**Article III – Officers & Directors**

Section 1 – The elected officers of the HVCCDE shall be President, Vice-President, Secretary, Treasurer, Membership Secretary, Newsletter Editor and six elected members of the Board of Directors. Term of office for officers shall be for one year or until their successors are elected. Term of office of Board of Directors shall be for two years or until their successors are elected with three elected every other year.  
*Reason: Website editor removed from officers. Duties of website editor are now outlined in Article 5, Section 7. Officers of the Board go from 7 to 6. Board members remain at 6 elected members and 1 Past President. Record of change relocated to Appendix B.*

Section 2 – The immediate Past President will automatically become a voting member of the Board of Directors upon the conclusion of their term and shall remain so until the succeeding President is replaced or removed from office. In the event a President is removed from office for cause, that individual may not hold a position on the Board of Directors as Past President.  
*Reason: More clearly defines the term of Past President and specifies that Presidents removed for cause may NOT hold the position of Past President.*

Section 3 – The President shall be the Chairperson of the Board of Directors. The Secretary shall be the Recording Secretary of the Board of Directors, and a voting member of the Board.  
*Reason: Sections 3 and 4 consolidated to this section. Specifies that the Secretary is the “Recording” Secretary.*

*Consolidated with Section 3 of the revised bylaws text. See Section 3 of this Article.*

*Renumbered to Section 4 of this Article. No other changes made.*

Section 6 – The Website Editor will not be a voting member of the Board. This office is non-voting so that the addition of the Website Editor as an elected officer does not offset the benefit of having an odd numbered vote (13) among the Board and Officers which avoids the possibility of votes ending in ties. (Added December 14, 2010).

*Relocated to Article V, Section 7 to align with duties of Officers and Board members.*

*Position of Website Editor stricken as Officer and assigned to a member of the Board. Refer to Article V for complete description.*

**Article IV – Election of Officers**

**Article IV – Election of Officers**

Section 1 – Prior to the September meeting of each year, the President shall appoint a nominating committee of four members. The Nominating Committee shall select candidates for the various offices and furnish the names to the secretary prior to the October meeting. When the President is not a candidate for reelection, he or she shall, unless disqualified, become a member of the nominating committee.

Section 1 – Prior to the September meeting of each year, the President shall appoint a Nominating Committee of four members. The Nominating Committee shall select candidates for the various offices and furnish their names to the Secretary prior to the October meeting. When the President is not a candidate for reelection, the President shall, unless disqualified, become a member of the Nominating Committee.

*Reason: Grammatical updates only.*

Section 2 – Nominations shall be taken from the floor at the regular meeting in October and November.

Section 2 – Additional nominations may be taken from the floor at the regular meeting in October and November. Only current HVCCDE members in good standing may be nominated for Board positions.

*Reason: Specifies that “additional” nominations (in addition to ones provided by the nominating committee) may be taken from the floor. Requires that only members in good standing may run for Board positions.*

Section 3 – The Secretary shall provide a written list of all candidates to each member before the December meeting.

Section 3 – The Secretary shall provide a written list of all candidates to each member before the December regular meeting.

*Reason: Specifies regular meeting (instead of Board meeting) in December.*

Section 4 – Election of officers and board shall take place at the December meeting.

Section 4 – No Change. *Font case updated for consistency.*

Section 5 – The candidate for each office receiving the largest number of votes cast shall be declared elected. The term of office shall start at the January meeting of the following year.

Section 5 – No Change.

Section 6 – Vacancies for any cause shall be filled by the President with the approval of the Board of Directors, said officer to serve the unexpired term.

Section 6 – No Change.

New Section

Section 7 – Absentee ballots shall be accepted in cases where the member cannot be present to vote due to military service, law enforcement duties, first responder duties, or due to conditions beyond the control of the member.  
*Reason: Section allows for absentee ballots in certain conditions.*

New Section

Section 8 – A Ballot Committee shall be commissioned of volunteer HVCCDE members in good standing who are not serving on any other committee or running for office for the purpose of counting and validating ballots. The Ballot Committee shall consist of two counters and one overseer.  
*Reason: To provide an unbiased source of ballot validation consisting of members in good standing.*

New Section

Section 9 – Upon the validation of ballots, the Ballot Committee shall be charged with the destruction of original copies of ballots by shredding.  
*Reason: Specifies that ballots must be destroyed and the manner in which to destroy them.*

**Article V – Duties of Officers and Directors**

**Article V – Duties of Officers & Directors**

Section 1 - The President shall preside at all meetings of the Club, shall appoint committees, shall preserve order and may call a special meeting at any time. He or she shall have the deciding vote on all questions of equal division.

Section 1 – The President shall preside at all HVCCDE meetings, shall appoint committees, shall preserve order and may call special meetings at any time. The President shall have the deciding vote on all questions of equal division unless the deciding vote constitutes a conflict of interest.  
*Reason: For the purposes of transparency, specifies that the President may not vote in decisions that would constitute a conflict of interest.*

Section 2 - The Vice-President shall perform the duties of the President in his or her absence. The Vice-President's duties also include Show Chairperson. (Effective December 31, 1976.)

Section 2 – No change.  
*Record of change relocated to Appendix B.*

Section 3 – The Secretary shall keep, in writing, the minutes of all regular Club meetings and Board of Director meetings. The Secretary shall receive and answer all correspondence to the Club.

Section 3 – The Secretary shall record and archive the minutes of all regular HVCCDE meetings and Board of Director meetings. The Secretary shall receive and answer all general correspondence to the HVCCDE.

*Reason: "Record and archive" in lieu of "writing" to allow for electronic record keeping. Specified "general" correspondence due to specialized correspondence being routed to individuals via website.*

Section 4 - The Treasurer shall receive all funds of the Club and deposit same in such bank as may be designated by the Board of Directors. The Treasurer shall pay out funds as directed by the Board of Directors or the members in meeting assembled. The Treasurer shall report the status of the funds at all regular meetings. The Treasurer may be required to post bond, as the Board of Directors may direct, in which case the cost of such bond shall be paid from the Treasury.

Section 4 – No Change.

Section 5 - The Membership Secretary shall receive all applications for membership, read the applications at the next regular meeting for approval by the membership. The Membership Secretary shall receive and record dues when paid.

Section 5 – The Membership Secretary shall receive all applications for membership and announce new members at the next regular meeting. The Membership Secretary shall receive and record dues when paid.

*Reason: The requirement for voting on new members has been stricken, as most new members are from online sources. The intent here is to welcome new members freely. The Board has the ability to remove members who become a detriment to the Club under Article II, Section 7.*

Section 6 - The Board of Directors shall have the power to proceed in any manner as may, in their judgment, serve the best interests of the Club. The decision of a majority of the Board of Directors on any question shall be binding.

*Moved to Section 8 of this Article so as to align Board Member position descriptions within the Article.*

Section 8 – No Change.



Section 7 - The Newsletter Editor shall take appropriate action to create, update and distribute to members the Club's official printed newsletter on a timely basis. He or she must have the necessary publishing, language and grammatical skills to complete these tasks in a proper manner. The Newsletter shall be prepared in a fashion to favorably portray the Club and to communicate its events and news to Club Members and other readers of the newsletter. (Added December 14, 2010.)

*Moved to Section 6 of this Article so as to align Board Member position descriptions within the Article.*

Section 6 – No Change.

*Record of change relocated to Appendix B.*

Section 8 - The Website Editor shall take appropriate actions to create, maintain and update the Club's website. He or she must have the necessary internet and website skills as well as language and grammatical skills to complete these tasks in a proper manner. The website shall be presented in a fashion to favorably portray the Club and to communicate Club events and its news to Club Members and other parties accessing the site. (Added December 14, 2010.)

*Moved to Section 7 of this Article so as to align Board Member position descriptions within the Article.*

Section 7 – The Website Editor shall be a duty assigned to a voting member of the Board of Directors. The Website Editor shall take appropriate action to create, update and maintain HVCCDE's website. The Website Editor must have the necessary internet access and website construction skill to maintain the Club's online presence. The Website Editor must also have the language and grammatical skills to complete these tasks in a proper manner. The website shall be presented in a fashion to favorably portray the HVCCDE and to communicate news and events to its members and other parties accessing the Club's internet site(s).

*Reason: The specialized skill of Website Editor has been changed to a duty assignment that can be given to any member of the Board of Directors, or it can be a consideration of candidacy for a Board position. By removing this position as an Officer of the Board, it mitigates the possibility of any one person being "stuck" in a single position with no ability to move. For the purposes of updating the membership, the Board Member serving as Website Editor may be seated with the officers of the Board at official functions.*

New Section

*Section 8 – Previously Article V, Section 6. No change. Renumbered to better align the Article's Board position descriptions.*

New Section

Section 9 – No member, officer or Board member shall enter on behalf of HVCCDE into any agreement with any outside organization or entity without the prior approval of the Board of Directors.

*Reason: Prohibits anyone in the Club from acting unilaterally and entering the organization into an agreement, financial or otherwise, without democratic process.*

New Section

Section 10 – All officers and Board members are expected to be active advocates and ambassadors for the values, mission and vision of the Club. Board members are also expected to actively participate in group processes, e.g., meeting preparation and performance. Board members shall strive to:

- (a) Act in a way that contributes to the effective operation of the Board.
- (i) Focus on the good of the Club, independent of personal agenda, self-interest, or influence of others.
- (ii) Support the Club’s policies and procedures.
- (iii) Support Board decisions once they are made.
- (b) Regularly attend and be prepared for Board and Committee meetings.
- (c) Use conversation as a core practice by asking strategic questions and participating in dialogue.
- (d) Be available to serve as a committee/task force chair or member.
- (e) Inform the Board of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the situation.

(f) Stay informed about the Club, its issues, and its connection to the community through active participation within the Club and outreach outside the Club.

(g) Promote a culture of philanthropy and help support the charitable contributions function of the Club by reaching into communities, establishing relationships and participating in fund development tasks.

(h) Inform the President if the Board member will be absent for meetings, or expects to take an extended leave of absence.

*Reason: It is believed that the bylaws should include a basic description of what is expected of a Board member. This section establishes standards by which Board members' performance can be measured.*

New Section

Section 11 – Should any officer or Board member be deemed detrimental to the organization or found to be derelict in their duties, the Board may elect to initiate the process of impeachment of said member with a two-thirds majority vote.

*Reason: There was no guidance in the previous version of the bylaws that addressed the relief of a Board member of their duties. This section addresses this oversight and gives the Board the authority to begin removal procedures. This section also clearly separates relief of duty from the Board and expulsion from the Club, which is addressed in Article II, Section 7.*

New Section

Section 12 – In the event that the Board of Directors votes to impeach a Board member under Article V, Section 11, the member must be notified of the Board's decision in writing. The member will be given thirty (30) days to respond to the notification of impeachment. Failure to respond to the notification will be considered concurrence with the Board's decision and the Board member shall be considered impeached. If at the conclusion of the thirty (30) day period the member in question has responded, the Board will conduct a vote to finalize the impeachment

	<p>of the Board member. The member shall be considered impeached with a two-thirds majority vote. A response to the Board’s notification of impeachment by the member shall not guarantee retention of the member by the Board of Directors. Impeachment of a Board member does not expel the member from the Club under this Section.</p> <p><i>Reason: Because the impeachment of a Board member is a serious proposition with major implications, it was determined that the bylaws should address the process by which a Board member would be impeached. The previous version of the bylaws did not address this process.</i></p>
<p>New Section</p>	<p>Section 13 – The Board of Directors may establish subsidiary committees as it deems necessary for the performance of its functions.</p> <p><i>Reason: This section gives the Board the authority to appoint sub-committees to manage the expanding goals of the organization and further engage the membership in the operation of the Club.</i></p>
<p><b>Article VI – Meetings</b></p>	<p><b>Article VI – Meetings</b></p>
<p>Section 1 – The Club shall hold an annual meeting during the month of December. The business of this meeting shall be to elect officers and board members.</p>	<p>Section 1 – The HVCCDE shall hold an annual meeting during the month of December. The business of this meeting shall include the election of officers and Board members.</p> <p><i>Reason: Language changed to “shall include.” Previous language suggested that the only reason for the December meeting was to elect officers and Board members.</i></p>
<p>Section 2 – Regular meetings shall be held on the second Tuesday of each month at 7:00 p.m. at such place as the President may designate. (Changed Jan. 8, 2013)</p>	<p>Section 2 – No Change.</p> <p><i>Note: Record of change moved to Appendix B.</i></p>
<p>Section 3 – A special board meeting may be called by the President at any time. The President shall notify the members of the Board of Directors prior to such meeting. A quorum of five board members may also call a special meeting.</p>	<p>Section 3 – No Change.</p>

<b>Article VII – Nonprofit Organization</b>	<b>Article stricken.</b>
Section 1 – The Historical Vintage Car Club of Delaware, Inc. is to be a nonprofit organization.	<i>Section moved to Article I, Section 4.</i>
<b>Article VIII – Alterations and Amendments</b>	<b>Article VII – Alterations &amp; Amendments</b>
Section 1 - Any proposition to amend these Bylaws must be submitted in writing and signed by the member or members submitting same. The proposal must be submitted to the Secretary in time to be read at the two meetings prior to the annual meeting. The Secretary shall read the entire proposal at the two meetings prior to the annual meeting and a final vote will be taken at the annual meeting with two-thirds vote of the membership present required for adoption.	<i>Renumbered due to stricken Article VII.</i>  Section 1 – Any proposition to amend these bylaws must be submitted in writing and signed by the member or members submitting same.  <i>Reason: Additional requirements as outlined in old text have been broken into subsequent sections for clarity.</i>
New Section	Section 2 – Proposals must include proposed change in text and a complete explanation of the reason for the proposed change. The proposal must be submitted to the Secretary in time to be read at the two regular meetings prior to the annual meeting. <i>Reason: Specifies the procedure for submitting proposed changes. Also specifies that the changes must be submitted in time to be read at the two regular meetings prior to the annual meeting. Text appeared in original Section 1.</i>
New Section	Section 3 – The Secretary shall read the entire proposal at the two regular meetings prior to the annual meeting. A final vote will be taken at the annual meeting with two-thirds vote of the membership present required for adoption. <i>Reason: Specifies changes to be made at “regular” meetings. Text appeared in original Section 1.</i>

**Article IX – Audits**

Section 1 – At the annual meeting, the President shall appoint two members who are not officers, to an audit committee, to audit the financial accounts of the Treasurer.

Section 2 – The auditing committee shall submit a report at the next meeting following their appointment.

New Section

**Article VIII – Audits**

*Article renumbered due to stricken Article VII.*

Section 1 – At the annual meeting, the President shall appoint two qualified members who are not officers, to an Audit Committee. The Audit Committee shall audit the Treasurer’s financial accounts of the preceding year or upon request.  
*Reason: The word “qualified” was added to require that the persons conducting the audit are capable of correctly conducting said audit.*

Section 2 – The Audit Committee shall submit a report at the February regular meeting.  
*Reason: Requires the audit committee to report within 60 days of the beginning of the Club’s established fiscal year.*

Section 3 – The Board of Directors, at its discretion, may commission an audit from an outside source in the event that the Club’s annual income warrants, or it believes that there are no qualified members available to conduct such an audit. The Board may also commission such an audit upon reasonable suspicion of mismanagement of funds by an officer of the Board.  
*Reason: To clearly define the process of an audit in the interest of transparency. Section also gives the Board the authority to seek an audit from an unbiased third party.*

**Article X – Perpetuation**

Section 1 – The Club shall keep in a bank in Delaware the amount of at least \$25.00 under the Club name for the perpetuation of said name.

New Section

**Article IX – Perpetuation**

*Article renumbered due to stricken Article VII.*

Section 1 – No Change.

Section 2 – In the event that the Club is dissolved, the Club’s assets shall be donated to charities as voted on by the final Board of Directors.  
*Reason: Specifies that the Club’s assets should be dissolved in accordance with the Club’s values in*

*the event that the Club's existence is discontinued.*

**Article XI – Senior Cars**

**Article stricken.**

Sec. No. 1: To qualify for a senior award, you must be a member of the Historical Vintage Car Club of Delaware, Inc. and your car must be 25 years or older and must score 185 or more points out of 200 at the annual show. The re-judging committee (as outlined in Sec. No. 5) will look the car over to see if it qualifies as a senior car.

*Reason: Because the Club no longer judges and declares cars "Senior Cars," it was decided by the Board of Directors to strike this article in this proposal. Text of the original article can be found in the original bylaws.*

Sec. No. 2: The Senior Plaque must be displayed on the front of the car all the time it is a senior car. The plaque will be year dated.

Sec. No. 3: After five years, the car will have to be re-judged to remain a current senior car. The car will be re-judged by the re-judging committee at the annual car show. Beginning with the 1987 Annual Dover Mall Show, all new senior cars will have to be re-judged after a five year period. Senior cars prior to the 1987 show will have to be re-judged at the 1992 show.

Sec. No. 4: If a member sells his or her car, the Senior Plaque must be returned to the Club with the name of the new owner. A plaque will be made up and the Senior Award presented to the original owner for his or her accomplishment. The new owner of the car will have to earn the senior award for the car.

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Sec. No. 5: The re-judging committee will consist of the Chief Judge, Assistant Chief Judge, President and Vice-President. They will look over potential senior cars to see if they meet with the qualifications of the Club. They will re-judge the cars at the five year period to see if the car is keeping with the qualifications of a senior car. In the event a re-judging committee member's car is to be judged, an alternate will be picked by the committee before the annual show judging of the car.

Sec. No. 6: The Chief Judge will contact the owner of each senior car that has to be re-judged one year prior to the annual show that the car is due for re-judging.

**Article XII – Fire Extinguishers – Safety Precaution**

**Article stricken.**

*Reason: The text of Section 1 (the only section in this article) has been incorporated in the new bylaws as Article 1, Section 6.*

**END OF ORIGINAL BYLAWS**

**Appendix A – Glossary**

*Reason: All abbreviations will be defined here, and any term that is open for interpretation or for which the definition is not generally known will be listed here along with its definition.*

**Appendix B – Record of Changes**

*Reason: All changes will be listed here chronologically so as to “clean up” the text of the bylaws.*

**Appendix C – Record of Change, December 2010**

*Reason: Includes text of change as a matter of permanent record.*

**Appendix D – Record of Change, September 2012**

*Reason: Includes text of change as a matter of permanent record.*

**Appendix E – Record of Change, Version 2017**

*Reason: Includes complete text of this worksheet to document the Version 2017 changes in their entirety. Also preserves the complete original text of the bylaws as a matter of record.*

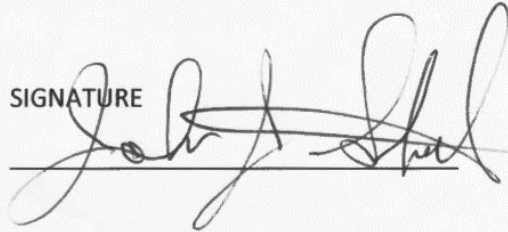


The proposed revision of the HVCCDE bylaws as outlined in Appendix E is hereby submitted by the President of the Historical Vintage Car Club of Delaware on behalf of all members of the Board of Directors on this 22<sup>nd</sup> day of August, 2017:

PRINTED NAME

John T Scheetz

SIGNATURE



Current Board of Directors as of 22 August 2017:

John Scheetz, President  
E Scott Wallen, Vice President  
Wendy Scheetz, Recording Secretary  
Karen Whitaker, Treasurer  
Barbara Cool, Membership Secretary  
Candace Rogers, Stovebolt Editor  
Michael Rogers, Internet Operations  
Merle Cleeton  
Jim Horst  
Ray Ingersoll  
John Masters  
Frank Melson, Jr.  
Wayne Pickens  
Don Taylor

Bylaws as amended presented to membership for review on August 22, 2017.

Bylaws as amended presented to membership for vote on December 12, 2017.

Membership present to vote: 29

Yea: 24 (82.7%)

Nay: 5 (17.3%)

Motion passed.

Ballot validation conducted by 3 general members present.

**APPENDIX F**  
**Record of Change, December 2019**

Proposed change to  
Bylaws of HVCCDE  
Submitted for consideration to  
GENERAL MEMBERSHIP  
ON: 10-SEP-2019

In accordance with Article VII, Sections 1-3 of the HVCCDE Bylaws, the following change is submitted for consideration by the membership of HVCCDE to be read at the General Meetings on 08-OCT-2019 and 12-NOV-2019.

Article I, Section 6

How Reads:

So as to safely operate within the car show hobby, all HVCCDE member cars must be equipped with an Underwriters Laboratories (UL) listed fire extinguisher when competing in HVCCDE shows. Fire extinguishers of TYPE B or C (UL approved, fully charged, approximately 2.5 pounds) is recommended. The fire extinguisher need not be permanently mounted to the vehicle. In HVCCDE competitions, failure to have a UL approved fire extinguisher will result in disqualification from judging and winning of any award.

Proposed Change:

So as to safely operate within the car show hobby, the Club will maintain an Underwriters Laboratories (UL) listed fire extinguisher for use at all HVCCDE operated shows. A fire extinguisher of TYPE B or C (UL approved, fully charged, and a *minimum* size of 2.5 pounds) shall be maintained by the Club at all times. The fire extinguisher shall be mounted in the Club's trailer and will be present and visible at all Club operated shows.

Reason for Change:

Because of the large number of show participants who do not have a fire extinguisher, a large number of vehicles would be disqualified from each show under the current bylaw. This change would meet the safety requirement of the original law's intent without the disqualification of a large percentage of participant vehicles from competition in HVCCDE shows.

Respectfully Submitted,



Michael E. Rogers  
HVCCDE President

*Amendment approved unanimously at 10 DEC 2019 membership meeting.*

**APPENDIX G**  
**Record of Change, December 2020**

Proposed change to  
Bylaws of HVCCDE  
Submitted for consideration to  
GENERAL MEMBERSHIP  
ON: 08-SEP-2020

In accordance with Article VII, Sections 1-3 of the HVCCDE Bylaws, the following change is submitted for consideration by the membership of HVCCDE to be read at the General Meetings on 08-SEP-2019 and 13-OCT-2020, and 10-NOV-2020.

Article VI, Section 2

How Reads:

Regular Meetings shall be held on the second Tuesday of each month at 7:00 p.m. at such place as the President may designate.

Proposed Change:

Regular meetings of the membership shall be held monthly at a time and place as the President may designate.

- (1) Permanent changes to the recurring meeting dates must be given to the membership no later than thirty (30) days in advance.
- (2) Extenuating circumstances requiring the cancellation of, or an emergency change to a meeting time and place must be communicated to the membership no later than five (5) days in advance. This requirement shall be waived only when an extenuating event occurs at such a time that giving the required notice would not be possible.

Reason for Change:

Gives club leadership the ability to change the meeting date based on feedback from club membership on the most convenient dates for maximum attendance. Allows club leadership to move meeting dates based on other events so as not to compete with events that will lessen membership attendance.

Respectfully Submitted,



Michael E. Rogers  
President, HVCCDE

*Approved unanimously by general membership at 08-DEC-2020 meeting.*

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## **HISTORICAL VINTAGE CAR CLUB OF DELAWARE, INC.**

### **ADDENDUM 1**

#### **PRESIDENT'S ADMINISTRATION ADDENDUM**

**ADMINISTRATION OF:  
MICHAEL E. ROGERS**

Term: 01 January 2019

Version: 28 October 2019

## **ITEM I**

### **General Overview**

1. This addendum to the bylaws of the Historical Vintage Car Club of Delaware, Inc. (herein “HVCCDE” or “Club”) shall serve as a general guide to the operation of the Club in accordance with the President’s intent. Because this addendum is provided in the spirit of transparency, and outlines my operational guidelines within the limits of the bylaws, it does not require a vote as outlined in Article VII to be implemented.
2. This addendum will not in any way contradict or supersede the bylaws of the Club. The Club’s bylaws will, at all times, be the paramount and final authority concerning the operation of the organization.
3. Policy created by this addendum will be in accordance with the Club’s bylaws, and the authority by which the policy is created will be cited.
4. It is my hope that this addendum becomes standard practice for future Presidents of HVCCDE so as to promote transparency and operational clarity to all members of the Club.

## **ITEM II**

### **President’s Intent**

It is the intent of this President to oversee the operation of HVCCDE as an efficient, transparent, ethical and successful car club. The Club will at all times remain focused on its mission as outlined in Article I, Section 3 of its bylaws. All members of this Club will be treated with dignity and respect so as to foster an environment of friendship and family amongst the same.

## **ITEM III**

### **President’s Philosophy**

This item outlines my philosophy as President of HVCCDE. It makes clear my values, priorities, and expectations.

1. Our number one priority is our members. It is our members who carry out the mission of the Club, “to protect and preserve automobiles and their history, and to support the communities and citizens of Delaware...” We must be prepared to support each other in that goal.
2. I believe in teamwork and taking care of one another.
3. I believe that 90% of being successful is caring. If you care, you will do your part and do it well. If you care about your fellow members, you will make a difference.
4. I believe in being constructive. Be a part of the solution, not part of the problem.

5. I believe in the concept of “work hard, play hard.” Both can be accomplished safely and responsibly.
6. I believe in being prepared and proactive. Always be ready. Always think ahead. Always strive to be in a position where you are waiting on others.
7. I believe in values. Honor, Loyalty, Duty, Respect, Integrity, Selflessness. Live them and hold each other accountable to them.
8. I believe in this Club. Every one of us is part of a team. Every person in this organization has a voice and can make a difference. Together, there is nothing that we can’t accomplish.

#### ***ITEM IV Image & Branding***

The importance of image and branding for the organization can not be understated. The organization must have a consistent image across merchandise (to include wearables, accessories, office supplies, etc.), visible branding such as trailers, heraldry, vehicle lettering, etc., and printed media such as car show kits, press, websites, stationary, etc.

1. The image and branding package must be consistent. Standardized logo usage, font usage, color usage, and overall image must be consistent.
2. In accordance with Article I, Section 2, the use of all previous logos shall be discontinued. Emblems of historical importance (such as the 50<sup>th</sup> Anniversary logo) will be used for branding for a limited time and then discontinued.
3. While the continuing use of previous logos will be discontinued, members are not discouraged from wearing clothing or displaying merchandise with the Club’s previous logos applied.

Equally important to presenting a consistent and professional brand is presenting a professional appearance. We must continually strive for excellence in all we do. This includes presenting a professional appearance at car shows, parades, and other public events. Personnel should be in Club attire, and parking guides should look consistent with professional safety attire. Our registration operation should be smooth and efficient with a neat, organized and professional appearance. The Club’s trailer should be washed and organized before each official appearance. The trailer should also be waxed at least once per year. This will keep the most visible asset we own in excellent condition, and projects a sense of pride in our organization. Each person, each piece of equipment, each setup, and each interaction with venue hosts, vehicle owners, spectators, and beneficiaries of our charitable donation reflects on our organization as a whole. We should be both rightfully proud of the organization of which we are a part, and humbled to be a part of the lives of the people we interact with and the venues that we are invited to. We must always strive to be the standard by which others are measured.

**ITEM V**  
**Board of Directors**

The Board of Directors (herein “Board”) serves as the governing body of the organization. The fundamental duties of each board members are:

- Duty of Care – each board member has a responsibility to participate actively in making decisions on behalf of the organization and to exercise their best judgment while doing so.
- Duty of Loyalty – Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization’s needs come first.
- Duty of Obedience – Board members bear the responsibility of ensuring that the organization complies with applicable federal, state, and local laws and adheres to its mission.

Specific duties of the officers of the Board are outlined in Article V, Sections 1-7. All board members are expected to operate in accordance with Article V, Section 10.

Pursuant to Article V, Sections 1 and 13, the following positions are appointed by this President as additional responsibilities unique to this administration, and will be filled by board members who do not currently hold the position of an officer. Board members filling the following positions are NOT considered officers under Article III.

1. Volunteer Coordinator – This individual will maintain contact information and regular communications with members and non-members who have indicated that they would like to volunteer in the performance of duties related to Club operations. This can include but is not limited to: parking assistance, registration assistance, judging assistance, event coordination, event planning, etc. A list of required personnel for a given event or task will be furnished to the Volunteer Coordinator well in advance of the event for which personnel are needed. The Volunteer Coordinator will then be responsible for communicating the information to potential volunteers and assigning tasks to individuals for the event.
2. Incentives & Sponsor Relations (ISR) Manager – The ISR Manager will be responsible for managing the Club’s Perks Program. This individual will maintain contact information and regular communications with business representatives who have entered the Perks Program, as well as bringing new businesses into the program. The ISR Manager will maintain records of agreements with businesses and renew the agreements at the prescribed time with the concurrence of the Board. This individual will also be responsible for maintaining communication and relations with sponsors, as well as collecting payment from sponsors who support the Club’s awards and events. This includes keeping a list of potential sponsors for future events. Sponsors include those who make monetary donations



as well as those who make material donations such as door prizes or show welcome kit items.

3. Social Media Team – The Social Media Team will be responsible for managing the Club’s presence on social media platforms such as Facebook and Instagram. This team must communicate effectively amongst each other and maintain a regular and consistent online presence across all social media platforms of which the Club is a part.
4. Historian & Records Manager – This individual will be tasked with archiving the Club’s historical records to include all copies of *The Stovebolt* that are currently available, examples of dash plaques, Club merchandise, documents of importance, etc. This individual must have the capacity to scan documents for electronic archival purposes and possess excellent organizational skills. Since some of the historical documents this person will be charged with keeping must be made available online, they will need to coordinate with the website editor to make these documents available. This individual will also be tasked with keeping financial and event records in accordance with the Club’s recordkeeping standard operating procedure.
5. Press Secretary – This individual will be responsible for maintaining a list of press contacts to include but is not limited to local print media, radio media, and television media. The Press Secretary will be charged with creating press releases for dissemination to press outlets to allow for maximum exposure of the Club’s events and any “press worthy” information. Press releases must be reviewed by the Board prior to release. The Press Secretary will also serve as the primary point of contact for press inquiries.

**ITEM VI**  
**Standard Operating Procedures**

The Board will draft and publish Standard Operating Procedures (SOP) for the following subjects:

- Car Show Operations
- Recordkeeping & Retention

**ITEM VII**  
**Car Show Welcome Kit**

The Car Show Welcome Kit (CSWK) will replace the “goody bag” as the standard giveaway item for participants at all HVCCDE car shows. This is being done due to the difficulty experienced in obtaining meaningful giveaway items as donations from local businesses.

1. The CSWK will instead consist of a “packet” of useful information pertaining to the Club, the event at which the kit is being given to participants, its venue, and future events. The kit will be given to participants in packaging that presents a professional appearance. A CSWK will include, but is not limited to the following contents:

- Dash plaque for the event
  - Event and venue information (maps, schedules, etc.)
  - Information on future HVCCDE shows
  - HVCCDE Membership Application
  - Useful giveaways (pens, notepads, etc.)
2. The kit will not feature large amounts of giveaways as they have in previous years.
  3. The kit will be packaged in a folder that presents a professional appearance. A label with the Club's logo and information will be affixed to the outside of the folder.

***ITEM VIII***  
***Future Planning***

It is my intent to bring the Club to a point where it is operating a full year ahead of schedule. This includes, but is not limited to planning and establishing the following in the established timeframes:

1. No later than 1 year in advance of their actual date of occurrence:
  - All Club operated shows for the calendar year (to include established dates, names, themes, artwork, etc.)
  - *PLANNED* availability of annual Club merchandise (calendars, product, etc.)
  - HVCCDE operating budget
  - Meeting dates for the Board of Directors established and location reserved
2. No later than 6 months in advance of their actual date of occurrence:
  - Membership events (annual banquet, spring social, etc.)
  - Acquisition of annual Club merchandise

**ITEM IX**  
**Charitable Donations**

In accordance with the mission statement of the Club as described in Article I, Section 3, this Club's mission shall be to support local communities and the citizens of Delaware. It is my intent to implement a system whereby the membership can directly influence the direction of the Club's charitable donations by implementing the following:

1. In January of each calendar year, the balance of the Club's previous year's charitable donation account will be presented to the membership.
2. The membership will have the opportunity to nominate beneficiaries of the donation fund.
3. The donation fund will be split based on the recommendation of the board of directors (the full balance will be distributed to one beneficiary, two beneficiaries, three beneficiaries, etc.).
4. Beneficiaries will be voted on by the full membership in attendance. The highest voted beneficiaries (depending on how many beneficiaries the board has identified for the year's fund) will receive a letter from the Club explaining that they were nominated, who nominated them, and how much they have been gifted. The recipient must then reply to the letter in order to be gifted the donation.
5. A photo-op will be scheduled with the organization to be presented a "large check" for press purposes. A check for actual funds to be cashed will also be given to the organization at that time. If possible, the member nominating the organization should be present for the presentation as well.

The purpose of this method of charitable donation is intended to allow the membership to direct the funds of its Club to organizations and causes that they are passionate about supporting. It also ensures that the membership remains actively engaged in the governance of the Club.

**ITEM X**  
**Authorization**

This Administration Addendum is hereby authorized by the President of the Historical Vintage Car Club of Delaware, Inc. and shall be in effect on this 28<sup>th</sup> day of October, Two Thousand Nineteen.



MICHAEL E. ROGERS  
PRESIDENT  
HVCCDE