

BY-LAWS OF THE METRO REGION

CLASSIC CAR CLUB OF AMERICA

Ratified: June 16, 2008

ARTICLE I: NAME AND PURPOSE

The name of this organization, which is a NON-Profit Social Organization Serving Portions of NY, NJ, and CT., is the Metro Region Classic Car Club of America.

The terms “Full Classic® Car” and “Full Classic®” as used herein shall mean those cars classified as Full Classic ® by the Classic Car Club of America, Inc.

The purposes for which the Region is founded are:

- For the development, publication, and interchange of technical, historical and other information for and among members and other persons who own or are interested in the fine or unusual foreign or domestic motor cars produced between and including the years 1925 and 1948, distinguished for their respective distinctive design, high engineering standards and superior workmanship as put forth by the Classic Car Club of America.
- To provide and promote social interaction and event opportunities for Region members to share their interest in the FULL CLASSIC® Cars;
- To provide and assist members with information on the availability of products and services for the restoration and preservation of the FULL CLASSIC® Cars.

The purposes for which this Region is chartered by the National Club are:

- To promote the ideas and ideals of the National Club in a specific local area; and
- To provide regional activities for the National members in this area.

ARTICLE II: MEMBERS AND MEMBERSHIP

Section 1- Application for Membership:

Membership in the Metro Region is open to any individual who is a member in good standing in the National Classic Car Club of America, Inc... The Chairman of the Membership Committee is responsible for approving applications for membership.

Section 2 - Regional Memberships:

Active Member:

An Active Member in good standing of the Metro Region must also be an Active Member of the Classic Car Club of America. Any member who ceases to be a member of the National Classic Car Club of America ceases to be a member of the Region.

Regional Associate Member:

This membership is open to the spouse or partner of any Active Metro Regional Member if he/she is a National Member of the Classic Car Club of America. Associate Members enjoy all Regional privilege except receipt of the Region publications.

Membership Year:

The Annual Metro Regional membership begins on January 1st and ends on December 31st.

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Section 3 - Dues:

Dues for both types of members shall be set by the Regional Board of Managers.

Dues shall be due and payable on the first day of November of each year. Any Regional Active or Regional Associate Member who fails to pay the annual dues by January 1 of each year shall cease to be a member. However, such person may be reinstated by simply paying their yearly membership dues to the Region and to National.

Dues are not prorated! Member (new or former) joining on or after August 1st, is considered paid for the following year.

Membership records will be maintained by the Region and billing statements for membership dues will be mailed to each membership household September 15th.

Other types of Membership may be provided by the Board of Managers according to the best interests of the Metro Region.

Section 4 - Voting Rights and Quorum Requirements:

Each Active and Associate Member in good standing shall have one vote at Membership Meetings, Annual Meetings, and Special Meetings and in election of members of the Board of Managers.

A quorum shall consist of at least 5, including Managing Director or Assistance Managing Director.

Section 5 - Official Regional Territory:

The official territory of the Metro Region is comprised of the states of Connecticut, New York, New Jersey, and part of Pennsylvania within a radius of approximately 60 miles from the center of New York City, New York.

Section 6 - Appeals:

Any member of the Region who may find cause for dissatisfaction with the operation to the Region may appeal in writing to the Board of Managers. The Board's decision in the matter is final.

Section 7 - Member Expulsion:

Any Regional Member whose conduct is judged not to be in keeping with the best interests of the Club may be expelled from the Region. A member may be expelled where the member's conduct:

- Disturbs the order, dignity, business or harmony of the Club or Region, or
- Impairs the good name, good will or prosperity of the Club or Region, or
- Endangers the welfare, interest, reputation or character of the Club or Region, or
- Violates the By-laws, or rules and regulations of the Club or Region.

Charges shall be sent by registered mail to the subject member, notifying the member of the time and place where a hearing to consider the charges will be held and stating that the accused member will have an opportunity to offer a defense. After the hearing, a member may be expelled through a majority vote of the Board of Managers. All matters discussed relative to an

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Section 7 - Member Expulsion: (continued)

expulsion must remain confidential, must not be included in any official meeting minutes, and must not be discussed with anyone outside the Regional Board of Managers and the individual concerned, other than necessary communication with the National President and/or Vice President for Regions.

ARTICLE III: MEETINGS OF VOTING MEMBERS

Section 1 - Annual Meeting:

A written notice shall be sent to all members of record not less than fourteen nor more thirty days before the Annual Meeting. A quorum shall consist of at least ten members. The Director is not required to accept any subject for discussion at the Annual Meeting unless the subject has been communicated to the Director in writing at least ten days prior to the Annual Meeting.

Section 2 - Special Meetings:

Special Meetings of the members entitled to vote may be called by the Regional Director or by the Board of Managers. Special Meetings of said voting members may also be called by 5% or more of the voting members of the Region upon written request signed by them made to the Regional Director. The Board of Managers shall fix the time and place for the holding of any meeting called by said members. A written notice shall be sent to all Regional Members not less than 14 days prior to the time of such Special Meeting. The notice shall specify the time and place for the meeting and a description of the business to be transacted.

A quorum shall consist of Metro Regional Members attending the Special Meeting.

Section 3 - ROBERT'S RULES OF ORDER

Robert's Rules of Order (revised) shall govern this Region in all cases where applicable and in which they do not conflict with the By-laws of the Metro Region or the By-laws of Classic Car Club of America.

Section 4 - Voting:

All Metro Regional Members and Metro Regional Associate Members in good standing are eligible to vote at the Regional Annual meeting and at Special Meetings.

ARTICLE IV: MANAGERS

Section 1 - Description and Duties:

The Metro Region shall be governed by a Board of Managers. They shall have the general management and control of the Region and shall perform all the duties not specifically designated by these By-laws.

The Board of Managers shall consist of 15 Managers elected by the members of the Metro Region who are eligible to vote. Each Manager, when elected, shall serve for a term of three years. The terms of one third of the Managers shall expire each year.

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Section 2 - Meetings:

Meeting of the Board of Managers shall be held at the call of the Regional Director or upon written application to the Director/Secretary of not less than three Managers. Written notice of all meetings shall be sent to each Manager at least 10 days prior to the meeting. A simple majority of Board members (eight or more) shall constitute a quorum at any Board meeting. Unless otherwise provided, a majority vote shall decide.

Unless otherwise restricted by the Metro Regional Director or the Board of Managers, all meetings of the Board of Managers shall be open to any Active Regional Member or Regional Associate Member.

Section 3 - Nomination of Managers:

A nominating committee of no fewer than three Active Regional Members appointed by the Regional Director shall make nominations for Managers to be elected. No member of the Board of Managers who intends to run for re-election shall be eligible to serve on the Nominating Committee. The Nominating Committee shall nominate one more candidate than the total number of positions to be filled. Other nominations may be submitted to the Director not less than 30 days prior to the Annual Meeting.

Section 4 - Election of Managers:

The Metro Regional members who are eligible to vote shall elect by plurality vote each year, by blank ballot, one third of the total number of Managers to serve for a three year term.

Section 5 - Ballots:

The Director, or other person designated by the Regional Director, shall prepare a blank ballot containing the names of all persons nominated plus a space for a write-in candidate. The Director, or other person designated by the Regional Director, shall mail a ballot to each Regional Member who is eligible to vote along with the notice for the Annual Meeting. Ballots must be received in time to be properly counted at the Annual Meeting.

Section 6 - Vacancies:

Any vacancy which may occur in the Regional Board of Managers for any cause other than expiration of a term may be filled for the unexpired term by a majority vote of the Board of Managers present at any duly constituted meeting of the Board.

Section 7 - Other Positions:

Other non-voting positions such as members appointed to an Advisory Committee, may be appointed at the discretion of the Board of Managers. Persons appointed to such positions must be Active Regional Members or Regional Associate Members in good standing.

ARTICLE V: OFFICERS

Section 1 - Officer Positions:

The officers of the Metro Region shall consist of a Regional Director, Assistant Director, a Treasurer and a Secretary.

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Section 2 - Eligibility:

Each officer of the Metro Region must be a member of the Metro Region in good standing no less than 2 years before being a duly elected member of the Regional Board of Managers.

Section 3 - Election of Officers:

At its first meeting following the election of new members of the Board of Managers at the Regional Annual Meeting, the Board of Managers shall elect by a plurality vote from among themselves a Regional Director, an Assistant Director, a Secretary and a Treasurer all to serve for three years and/or until their qualified successors have been elected. This election may take place on the same day as the Regional Annual Meeting but must occur no more than 15 days following the Annual Meeting. By National rule a Director may only serve up to three consecutive years.

Any officer may serve for any number of successive terms unless otherwise provided in National Club rules.

Section 4 - Appointed Officers:

The Board of Managers may, at its discretion, appoint an Assistant Secretary and an Assistant Treasurer to serve at its discretion.

Section 5 - Duties of Officers:

The duties and powers of the Officers of the Metro Region shall be as follows:

- (1) Maintain a 50% or more attendance of Board of Managers meeting.

Regional Director:

- (1) Call and conduct meetings of the Regional Board of Managers and general membership meetings, except where a Moderator may be selected according to Robert's Rules of Order.
- (2) Cast the deciding vote on questions of equal division.
- (3) Appoint all committees.
- (4) Maintain contact with the National Vice President for Regions.
- (5) Represent the Region in relation to outside organizations.
- (6) Assist in the operation of the Regional committees when necessary.
- (7) Coordinate the completion of the Annual Reports and return all audit sheets to National by October 15th of each year.
- (8) Reply to National Correspondence on a timely basis.
- (9) Enforce and promote National policies.
- (10) Perform other such duties as may be prescribed by the Board of Managers.

Assistant Director:

- (1) Perform the duties of the Regional Director in the absence of the elected Director.
- (2) Assist the Regional Director as needed.

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Section 5 - Duties of Officers: (continued)

Secretary:

- (1) Record the minutes of each Board of Managers meeting and each general membership meeting.
- (2) Prepare copies of minutes and forward a copy to each member of the Board of Managers and to the Vice President for Regions.
- (3) Prepare and send Regional correspondence as required.
- (4) Perform other duties as may be prescribed by the Regional Director or the Board of Managers.

Treasurer:

- (1) Maintain Regional bank accounts and other investment accounts for Regional funds.
- (2) Maintain an up to date ledger of the Region's financial status.
- (3) Prepare a financial report for each Board of Managers meeting and each Annual Meeting.
- (4) Prior to the commencement of a new fiscal year, prepare a budget for the next fiscal year for approval by the Board of Managers.
- (5) Prepare checks for timely payments of Regional expenses.
- (6) Perform other financial duties as may be prescribed by the Regional Director or the Board of Managers.

ARTICLE VI: COMMITTEES

There shall be four standing committees: Membership, Activities, Publications and Regional Projects. Other committees may be appointed by the Regional Director.

Membership:

- (1) Maintain an up to date Regional Roster and mailing list.
- (2) Receive and approve or deny, according to National membership requirements, new Regional membership applications.
- (3) Confirm National membership status of all new and renewal membership applications.
- (4) Prepare and send annual renewal notices.
- (5) Forward dues payments to the Regional Treasurer upon approval.
- (6) Acknowledge all membership applications and send membership applications.
- (7) Submit a membership list to National Headquarters by February 1st of each year.
- (8) Annually publish a Regional Roster of Members and Classic Cars.
- (9) Send membership invitations to new National members who reside within the Regional territory as specified in Article II, Section 5.
- (10) Assist the Regional Director by providing membership data necessary for the National Awards form that must be submitted by October 1st.

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Activities:

- (1) Oversee the organization and direction of Regional meets. (The actual coordinator of a Regional meet need not be a member of the Activities Committee, but the Committee shall be responsible for overseeing the work of the coordinator.) This includes negotiations for overnight facilities, meals, special activities, guest speakers, judging and all other items required to stage a Classic Car gathering.
- (2) Publish promotional literature to promote interest in and enthusiasm for upcoming Regional events.
- (3) Plan the calendar events each year.
- (4) Publish a calendar of Regional events as early in each calendar year as possible.
- (5) Send a copy of each calendar of Regional events to the National Vice President for Regions.

Publications:

- (1) Designate Regional Editors.
- (2) Assist and work with the Regional Editor to assemble and publish the Metropolitan Skyline four times each calendar year.
- (3) Assist and work with the Regional Editor to assemble and publish a Metro Minute bulletin as required or as directed by the Regional Director.
- (4) Ensure all publications meet the requirements and standards for Regional Publications as specified in the Handbook For Regions contained in the National Handbook and Members Roster.
- (5) Mail publications to the Regional members and to
 - The National Director and the Executive Administrator,
 - The Editor of The Classic Car,
 - Club Headquarters, and
 - Members of the National Publications Committee not included in the above categories.

Regional Projects:

- (1) Develop and promote products of automotive and /or Regional interest as a source of income to the Region and to further the restoration and preservation of Classic Cars and enthusiasm in the Club.
- (2) Ensure that all projects meet the requirements and standards for Regional Projects as specified in the Handbook for Regions contained in the National Handbook and Members Roster.

ARTICLE VII: FINANCES

Section 1 - Fiscal Year:

The fiscal year of the Metro Region shall be January 1 through December 31st.

Section 2 - Accounting:

Accounting shall be on a cash basis.

Section 3 - Disbursement of Funds:

No funds are to be paid out unless authorized by the Regional Director or the Board of Managers with exception that routine expenses may be paid by the Treasurer.

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ARTICLE VIII: ACTIVITIES

Section 1 - Responsibility:

The responsibility for Regional activities is specified in Article VI.

Section 2 - Location of Activities:

No activity may take place within the territory of another Region unless prior approval is obtained by the Regional Director of that other Region or the activity is jointly sponsored with that other Region.

Section 3 - Conflicts:

No Regional Activity shall be held on the same date as a Grand Classic®, a CARavan or the National Annual Meeting without the prior approval of the National Vice President for Regions.

Every effort should be made to ensure that, if at all possible, Regional activities are not held at the same time as activities of neighboring Regions.

Section 4 - Commercial Activities:

The Region shall not participate in conjunction with any commercial activity under the name of the Metro Region or the Classic Car Club of America.

ARTICLE IX: OTHER GOVERNING AUTHORITY

These By-laws are intended to be in compliance with the By-laws, rules, requirements and regulations of the Classic Car Club of America, Inc. Wherever there is any doubt or conflict, National rules requirements and regulations shall prevail.

ARTICLE X: AMENDMENTS

Proposed amendments to these By-laws shall be submitted to the Board of Managers. The proposed amendment shall be approved by a majority vote of the Board members present at the next meeting of the Board. Final adoption of the amendment shall require an affirmative vote by two thirds of the Board of Managers. If the Board members are not present and a two thirds vote of all Managers cannot be obtained at the meeting at which the final vote takes place, the Regional Director shall solicit a proxy vote from all absent Managers.

Prior to a final vote to adopt an amendment, the Secretary shall mail to all Members of the Board of Managers a copy of the proposed amendment along with a notice of the date, time and place, for the final vote.

The National Board of Directors shall have the right to amend, modify or Supplement these By-laws.

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ARTICLE XI: DISSOLUTION

Section 1 – Decision To Dissolve:

The decision to dissolve the Corporation shall require an affirmative vote of three fourths of the voting members present at a regular meeting, provided twenty (20) days written notice in advance of the meeting is given to all members. In the event of dissolution of the Corporation the Board of Directors shall distribute any surplus funds to The Classic Car Club of America®.

HISTORY OF CHANGES:

- **June 16, 2008 – Ratification of original document.**
- **December 13, 2009 – Inclusion of Article XI.**