

ADIRONDACK CHAPTER
ANTIQUE & CLASSIC BOAT SOCIETY, INC.

CONSTITUTION – INDEX AND SUMMARY

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CONSTITUTION OF THE
ADIRONDACK CHAPTER
ANTIQUE & CLASSIC BOAT SOCIETY, INC.

ARTICLE I _____ Name

The name of this organization shall be "The Adirondack Chapter of the Antique and Classic Boat Society, Inc."

ARTICLE II _____ Purposes

The Purpose of this organization shall be:

- A) *to bring people together with a common interest in historic, antique and classic boats, sharing fellowship, information, experience and exchange of ideas.*
- B) to serve as a liaison between The Antique and Classic Boat Society, Inc., and the membership.
- C) to serve as a repository and clearinghouse for all information relating to antique and classic boating.
- D) to establish and monitor protocol as it relates to antique and classic boating in accordance with the policies of The Antique and Classic Boat Society, Inc..
- E) to communicate with and report to the membership, the public, and government at all levels regarding its activities, purposes and goals.
- F) to promote, further and encourage a love and enjoyment of antique and classic boating at its highest level in all of its aspects.
- G) to serve as the governing body for its members.
- H) To sponsor Antique and Classic Boat Shows for the benefit of the public at large and to educate members of the Society and the public at large by conducting research and maintaining a library with information regarding classification, restoration and authenticity of antique boats and, in general promote and sponsor activities designed to promote an interest in and educate the public about antique and classic boats.
- I) *to protect the heritage of boating by promoting, first, the preservation and, secondly, the restoration of historic, antique and classic boats.*
- J) *to educate our membership and the general public concerning safety and protocol as it relates to historic, antique and classic boating.*

ARTICLE III _____ Governing Body

- A) The governing body of this organization shall be the Board of Directors who shall have the general and plenary authority to conduct all activities, business and other matters to come before it.
- B) The Board of Directors shall consist of not less than four nor more than fifteen members, in addition to the Directors ex officio, the number of Directors for each year within such limits to be set by vote at the Annual Meeting of the Chapter for such year.

C) The Directors, other than the Director ex officio, shall be divided, as nearly as practicable, into three equal classes, each having a term of three years.

D) At each Annual Meeting, the Chapter shall elect, for a term of three years, Directors to fill the places of those whose term of office then expires.

E) The Board of Directors shall have power to fill any vacancies which may occur in their number during any year, for the unexpired term.

F) At least sixty (60) days prior to the Annual Meeting in each year, the Nominating Committee shall nominate, from the members of the chapter, candidates for the Directors to be elected at the Annual Meeting and shall file with the Secretary of the Chapter the names of the said candidates, which names shall be published by the Secretary in the notice of the Annual Meeting sent to the membership.

G) At least sixty (60) days prior to the Annual Meeting, the Nominating Committee shall nominate one Director to be President, and one to be Vice-President. The Committee shall nominate one director or member to be Treasurer, and one to be Secretary, but the same member may hold the office of Treasurer and Secretary. Officers so elected shall serve as officers of both the Chapter and the Board of Directors. The Board of Directors, at its discretion, may at any time appoint assistant officers from among the members of the chapter.

H) The officers so chosen shall perform the duties which are usually performed by such officers, under the direction and control of the Board of Directors, which shall have full power to manage the affairs of the Chapter. The President and Vice-President shall be members ex officio of all Committees, except the Nominating Committee.

I) Notice in writing of all meetings of the Board of Directors shall be mailed or emailed to the members thereof at least five days before the meeting.

J) The presence of any number of Directors which is in excess of one-third (1/3) of the number of Directors then holding office, shall constitute a quorum at all meetings of the Board of Directors.

ARTICLE IV Membership

A) Any person having an interest in antique and classic boats or related materials, providing he or she is a member in good standing of The Antique and Classic Boat Society, Inc., shall be eligible for membership in the chapter.

B) Membership in the Chapter shall be maintained annually. The application for membership shall be in such form as the Board of Directors of The Antique and Classic Boat Society, Inc., shall prescribe.

C) The rights, privileges and obligations of membership shall be conditioned upon current payment of dues allocable to that membership, according to the dues rate schedule adopted and published by the Board of Directors of the Society and the Chapter.

D) Persons admitted to the membership shall enjoy the right to vote and to hold office.

ARTICLE V

Chapter

A) The Adirondack Chapter shall represent the Adirondack Region of northeastern New York State under the terms and conditions such as the Board of Directors of The Antique and Classic Boat Society, Inc., shall prescribe.

B) A minimum of fifteen (15) voting members in good standing of this organization shall be necessary for the maintenance of the chapter.

ARTICLE VI

Committees

The President of the Chapter shall appoint the chairmen of all committees, who shall serve at the pleasure of the Board of Directors.

ARTICLE VII

Elections

A) Eligibility:

1) For a person to be nominated to the Board of Directors, he must be at least 18 years of age and must be a member in good standing of the Society and of the Chapter.

2) For a person to be elected to the office of President, he must have previously served upon the Board of Directors. No such previous service requirement shall apply to any other officer. A person may serve as President for one year for a maximum of two consecutive terms.

3) For a person to be nominated to the office of President or Vice President, he must also be nominated to or be currently serving on the Board of Directors. No such requirement shall apply to any other officer.

B) Nomination: (see also Article III)

1) The election of members of the Board of Directors shall take place at the Annual Meeting of the Chapter.

2) At least ninety (90) days prior to the Annual Meeting, the President shall appoint a Chairman of the Nominating Committee from among the Board of Directors. The Chairman shall appoint a Nominating Committee consisting of two additional members from among the membership at large, which the committee shall nominate by a majority vote of its membership.

3) The Nominating Committee shall make its report to the Board of Directors at least sixty (60) days prior to the Annual Meeting, who shall act thereon.

4) The names of the candidates for the Board of Directors, and Officers elected by the Directors, shall be published in the Notice of the Annual Meeting which shall be sent to the membership thirty (30) days prior to the meeting.

5) At least 10 days before the Annual Meeting, twenty percent (20%) of the members of the chapter may nominate any member of the Chapter as a candidate for a Director by filing the name of the said candidate with the Secretary of the Chapter, together with their own names as nominors.

C) Elections:

1) The election of members of the Board of Directors shall occur upon the casting and counting of a majority of votes at the Annual Meeting. In the event the slate of nominees is unopposed, the Secretary shall be instructed to cast one vote to accept the slate of nominees.

2) In the event that the number of candidates nominated exceeds the number of vacancies on the Board of Directors, voting shall be by written ballot, and candidates elected to the Board of Directors shall be those nominees who receive the greatest number of votes from the membership and whose number shall equal the number of vacancies to be filled on the Board.

3) In the event that a tie-vote shall occur among two or more candidates receiving the greatest number of votes, election to the Board shall be determined as follows:

a) if election of all candidates who have received tie-votes does not exceed the number of vacancies to be filled, then all candidates receiving tie-votes shall be elected.

b) if election of all candidates who have received tie-votes would exceed the number of vacancies to be filled, then vacancies shall be filled first by those candidates receiving the highest number of tie-votes. The membership shall then be instructed to cast a second ballot from among the candidates involved in the lesser tie to select the number of Directors required to fill the remaining vacancies, if any.

ARTICLE VIII Meetings

A) The Board of directors shall meet at least three (3) times annually either in person or by audio/video conferencing.

B) The Board of Directors shall also meet upon the request of any two (2) of members, or upon its written petition of at least 10 percent (10%) of the general membership.

C) The Annual meeting of this organization shall be held in October or November, with at least thirty days (30) prior notice of the time, place and date being sent to each member at his last known address.

D) A quorum at the Annual Meeting shall be fifteen percent (15%) of the members eligible to vote.

E) General meetings of the membership shall be held three (3) times annually either in person or audio/video conferencing.

F) Special meetings of this organization may be held upon a majority vote of the Board of Directors.

G) All Board of Directors and general Membership meetings shall follow a written agenda; and shall be conducted pursuant to Roberts Rules of Order (Revised).

ARTICLE IX

Finance

A) Dues: *The dues payable for membership in the Antique and Classic Boat Society, Inc., and membership in the Chapter, shall be billed directly to the Society in accordance with the dues rate schedules adopted by the Board of Directors of the Society and the Chapter. The Society shall collect all dues and forward to the Chapter Treasurer. Dues notice forms shall be supplied by the Antique and Classic Boat Society, Inc..*

B) At least fifteen (15) days prior to the beginning of each fiscal year, the Treasurer shall prepare and submit to the President a written account of the anticipated revenues and expenses for the coming year.

C) Fiscal Year: The fiscal year of the Chapter shall be from December 1st to November 30th of the succeeding year.

D) Depositories: The funds of this organization shall be deposited in such financial institutions, in such accounts, in the name of this organization, as the Board of Directors shall, from time to time, designate.

E) Due Date: All dues shall be due and payable at the date of the Annual Meeting. Failure to pay membership dues within sixty (60) days from the date of the Annual Meeting shall automatically result in a lapse of membership status.

F) Refunds: the dues of this organization shall not be refundable, pro-ratable, nor in any other way returned or diminished.

G) Assessments: The Board of Directors may establish and levy upon the membership such special assessments as circumstances may require, up to, but not exceeding, fifty percent (50%) of each member's current dues, stating the reasons for the same in a resolution adopted for that purpose.

ARTICLE X

Vacancies

A) All vacancies in the positions of Officers and Directors shall be filled by the appointment of the President with majority approval of the Board of Directors for the period of the unexpired term, however created.

B) Any Officer or member of the Board of Directors desiring to resign his office shall do so in writing submitted to the President of the Chapter and shall be effective upon receipt.

C) Any member of the Board of Directors or Officers who shall be absent from three consecutive Board meetings, shall be subject to removal from office upon majority vote of the Board.

ARTICLE XI

Protocol

A) The logo of the Antique and Classic Boat Society, Inc., as registered with the New York Secretary of State shall be the official symbol of this organization.

B) The Antique and Classic Boat Society, Inc., logo shall be the only logo used by the chapter for identification purposes. Any use of that burgee by the Chapter which is in any way different from the one already adopted shall not be used, except pursuant to specific approval of the Board of Directors of the Antique and Classic Boat Society, Inc..

ARTICLE XII Records

A) A written record of all of the Board of Directors Meetings, General and Special Meetings, and the Annual Meeting shall be kept by the Secretary as a permanent record of the Chapter.

B) The Treasurer shall receive and disburse chapter monies only by written checks and deposits.

C) The Chairman of each Committee shall be responsible for keeping written records of his Committee's activities.

ARTICLE XIII Amendments

This Constitution and By-Laws may be amended or changed by a resolution presented to any regularly scheduled or special meeting of the Board of Directors and adopted by a two-thirds (2/3) vote of the Directors present, provided that written notice of the proposed change and the date, time and physical place or audio/video conferencing instructions of the meeting shall have been sent by mail or email to each member of the Board at least fifteen (15) days prior to the meeting.

ARTICLE XIV Dissolution

In the event that this Chapter should ever be dissolved, all of its records, books, documents and property shall be delivered to and become the property of The Antique and Classic Boat Society, Inc..

(Proposal: 3/1/91	-	Revised and Adopted 3/10/91).
(Proposal: 5/10/97	-	Revised and Adopted).
(Proposal: 8/15/03	-	Revised and Adopted 11/15/03).

ADIRONDACK CHAPTER
ANTIQUE & CLASSIC BOAT SOCIETY, INC..

BY-LAWS – INDEX AND SUMMARY

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BY-LAWS OF THE
ADIRONDACK CHAPTER
ANTIQUE AND CLASSIC BOAT SOCIETY, INC..

ARTICLE I Office

The principle office of this organization shall be at such a place as the Board of Directors may from time to time determine.

ARTICLE II Meetings

A) The Annual Meeting of this organization shall be held in October or November upon at least thirty (30) days notice of time, date, and place to the general membership, at which a quorum shall be at least fifteen (15%) of the eligible voting members.

B) General meetings of this organization shall be held at such place and at such time as determined by the Board of Directors.

C) Special meetings of this organization may be called by the Board of Directors, the President, or the Secretary upon receiving a request for such a meeting in writing by twenty percent (20%) of the membership, which request shall also state the purpose or purposes of the proposed meeting. Business transacted at such meetings shall be limited to the purposes stated in the notice for meeting.

D) Written notice of each meeting of this organization shall state the purpose or purposes for which the meeting is called, the physical place or audio/visual conferencing instructions, date and time of the meeting, and unless it is the Annual Meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given by regular mail or email to each member in good standing as of the time the notice is issued, at his last known physical or email address, not less than ten (10), nor more than fifty (50) days before the date of the meeting.

E) No proxies at any meeting shall be permitted.

ARTICLE III Directors

A) Directors shall be responsible for the areas of activity as may be assigned to them by the President.

B) No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors they may be reimbursed their actual expenses, incurred or expended, in areas of this organization's activities or purposes.

C) All directors must have attained the age of 18 years and be members in good standing of the Chapter and the Society.

D) If the number of Directors, excluding the director ex-officio, is less than the number of Directors established by the membership, the Board may consider that a vacancy exists. Such vacancy may be filled for a period ending at the next Annual Meeting.

ARTICLE IV Officers

A) President:

1) The President shall be the chief executive officer of the organization; he shall preside at all meetings of the membership and of the Board; he shall have the management of the business of the organization and shall see that all orders and resolutions of the Board are carried into effect.

2) The President of the Chapter shall also be a member of the Board of Directors of the Antique and Classic Boat Society, Inc.. The President may appoint the Chapter Vice-President, or any Chapter member in good standing, to represent him at Society Board Meetings with authorized voting power *by written signed authorization*.

B) Vice President: During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such other duties as the Board shall prescribe.

C) Secretary: The Secretary shall:

- 1) attend all meetings of the board and of the membership.
- 2) record all votes and minutes of all proceedings in a book to be kept for that purpose;
- 3) give or cause to be given notice of all meetings of members and of the Board;
- 4) when required, prepare or cause to be prepared and available at each meeting of members a complete list, in alphabetical order, of the names of entitled to vote thereat;
- 5) keep all the documents and records of the organization as required by law or otherwise in a proper and safe manner;
- 6) perform such other duties as may be prescribed by the Board. (see also Article V, Section D)

D) Treasurer: The Treasurer shall:

- 1) have the custody of the Chapter's funds and securities;
- 2) keep full and accurate accounts of receipts and disbursements in the organization's books;

- 3) deposit all money and other valuables in the name and to the credit of the organization in such depositories as may be designated by the Board;
- 4) disburse the funds of the organization as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;
- 5) render to the President and the Board at regular meetings of the Board or whenever they require it, and account of all his transactions as Treasurer and of the financial condition of the organization;
- 6) submit a written report of the previous year's income and expenses, together with a proposed budget containing an itemized estimate of revenue and expenses the ensuing year, to be presented at the last regularly scheduled meeting of the Board of Directors which precedes the Annual Meeting;
- 7) render a full financial report at the Annual Meeting of the General Membership;
- 8) be furnished by all Officers and agents of the organization at his request, with such reports and statements as he may require as to all financial transactions of the organization;
- 9) perform such other duties as are given to him by these By-Laws or as from time to time are assigned to him by the Board or the President. (see all Article V, Section D)

ARTICLE V Chapter

- A) The name of the Chapter shall be subject to the approval of the Board of Directors of the Antique and Classic Boat Society, Inc..
- B) The Chapter shall adopt as part of its Constitution and By-Laws, the Constitution and By-Laws of The Antique and Classic Boat Society, Inc., and shall in all respects be bound by their provisions.
- C) The Chapter shall maintain its own directors, officers, independent functions and activities subject to the general jurisdiction and power of the Society to insure the implementation of its purposes as set forth in the Constitution of The Antique and Classic Boat Society, Inc..
- D) The Chapter Secretary and Treasurer shall forward to The Antique and Classic Boat Society, Inc., the following reports on a timely basis:
 - 1) A record of proceedings of all regular and special meetings of the Chapter;
 - 2) *On or before September 20 of each year, the Chapter Secretary and/or Chapter Treasurer shall forward to the Secretary of The Antique and Classic Boat Society, Inc., a summary of the prior year's activities and a statement of financial standing by its By-Laws.*

E) In the event the activities or conduct of the Chapter shall appear to violate the spirit or intent of the Society's purposes as set forth in its Constitution, then the Chapter's existence and/or approval shall be subject to withdrawal upon a resolution being adopted to that effect by a two-thirds (2/3) vote of the Society's Board of Directors.

ARTICLE VI Finance

A) The disbursing of the funds of this organization shall be done by check upon the signature of the Treasurer or President.

B) The Board of Directors may from time to time direct that an independent audit of the financial books and records of this organization be made upon a resolution being adopted stating the same, whereupon the President shall select a qualified auditor or accountant who shall promptly make such an audit and report the results thereof to the Board of Directors.

(Proposal: 3/1/91	-	Revised and Adopted 3/10/91).
(Proposal: 5/10/97	-	Revised and Adopted).
(Proposal: 8/15/03	-	Revised and Adopted 11/15/03).