



# CONSTITUTION OF THE AIRFLOW CLUB OF AMERICA, INC.

## ARTICLE I - NAME, PURPOSE & EMBLEM

*Section 1.* The name of the club shall be the **Airflow Club of America, Inc.**, and it shall be incorporated under the provisions of the Code of the State of Ohio as a nonprofit corporation.

*Section 2.* The principal office of the club shall be that of the President or other such place designated by the National Board of Directors, herein referred to as the Board.

*Section 3.* The purpose of this club shall be: (1) the preservation, restoration, exhibition and use of Chrysler and DeSoto Airflow cars and Dodge Airflow trucks; (2) the collection, recording and preservation of Airflow historical data; (3) the dissemination to the public of the story of Airflow contributions to the automotive industry; and (4) the promotion of good fellowship and cooperation among its members.

*Section 4.* The emblem shall be of oval design with the inscription "*Airflow Club of America*" upon the circumference thereof. The center shall contain Chrysler and DeSoto emblems of the era of the Airflows. The center oval shall have a blue background. At the bottom center of the blue oval the words "Est. 1962\*" shall be white. The outer band shall have a red background and the words "Airflow Club of America" shall be white. The emblem may be printed in black and white when appropriate.

## ARTICLE II - MEMBERSHIP

*Section 1.* Any person of good character, regardless of race, color, creed, gender, or national origin, who is interested in the preservation of the Airflow cars and trucks, may become a member of the **Airflow Club of America, Inc.**

*Section 2.* The term "he" or "his" as used in this document shall include both male and female gender.

*Section 3.* Following provisions listed in Ohio Revised Code, 1702, for nonprofit corporations. All applications for membership must be in writing on such forms as approved from time to time by the Board. All applications shall be voted upon by the Board and a majority vote of the Board shall be necessary to approve membership.

Any person whose application is rejected for membership shall not again be proposed for membership for one year from the date of such rejection.

*Section 4.* As required by Ohio Revised Code, 1702.13, The Airflow Club of America, Inc. shall maintain a current membership book or file which shall contain the name and address of each member of the club and the date of admission to membership. Only individuals whose name is reflected in the current membership book or file shall be entitled to vote on any matter properly submitted to the members for their vote.

## ARTICLE III - OFFICERS AND DIRECTORS

*Section 1.* The club shall be governed by a Board of seven (7) members comprised of a President, Vice President, Secretary, Treasurer, and three (3) National Directors.

*Section 2.* Vacancies on the Board, except for that of President, which occur for any reason shall be filled by the Board. A vacancy in the office of President shall be filled by the Vice-President and the Board shall then fill the office of Vice-President. Any vacancies in the offices of National Directors shall be filled by the Board only until the next national election at which time the nominating committee

shall secure a candidate to fill the unexpired term.

*Section 3.* All of the authority of the Airflow Club of America, Inc. shall be exercised by the Board, except as otherwise provided in the Articles of Incorporation or by the legal authority described in Chapter 1702 of the Ohio Revised Code for nonprofit corporations. A Board member shall perform duties in good faith, in a manner reasonably believed to be in the interest of the club, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing duties, a Board member, when acting in good faith, is entitled to rely on information, opinions, reports, or statements including financial statements or other financial data that are prepared or presented by:

- A. One or more other officers or directors who the Board member reasonably believes are reliable and competent in the matters prepared or presented;
- B. Legal counsel, public accountants or other persons as to matters that the Board member reasonably believes are within the person's professional or expert competency;
- C. A committee of the **Airflow Club of America, Inc.** upon which he does not serve, which committee the Board member reasonably believes to merit confidence.

## ARTICLE IV - MANAGEMENT

*Section 1.* The Board shall have general management and control of the affairs and property of the club and shall perform all the duties not otherwise specifically herein designated.

*Section 2.* The Board is empowered to promulgate and enforce regulations governing any activity conducted under the direct or implied sponsorship of the **Airflow Club of America, Inc.**

*Section 3.* The Board, acting in the best interests of the club, is empowered to acquire and sell real and personal property.

*Section 4.* No major projects shall be undertaken without the express direction of the Board.

*Section 5.* Five (5) Board members shall constitute a quorum.

*Section 6.* Unless otherwise provided, a majority vote shall be required to authorize action.

## **ARTICLE V - MEETINGS**

*Section 1.* An annual membership meeting shall be held in conjunction with the National Meet for informational and advisory purposes.

*Section 2.* An annual business meeting of the Board shall be held in conjunction with the National Meet. Other business during the year requiring the attention of the Board shall normally be conducted by telephone or mail. Special Board meetings shall be held at the call of the President or upon written application of no fewer than five Board members. A written notice of such a special meeting stating the place, day, hour and purpose of such meeting shall be given by the Secretary to each Board member by mail at the address appearing upon the records of the club. Notice shall be mailed no fewer than 15 days nor more than 30 days before such meeting.

## **ARTICLE VI - CLUB POLICY**

**The Airflow Club of America, Inc.** may from time to time support the efforts of a charitable or commercial enterprise that the Board deems to be beneficial to the club and the enterprise. Only by the express approval of the Board may the club or any division thereof support a charitable or commercial enterprise.

## **ARTICLE VII - PERSONAL LIABILITY**

*Section 1.* All persons or corporations extending credit to, contracting with,

or having any claim against the corporation or the Board shall look only to the funds and property of the corporation for payment of any such contract or claim or for payment of any debt, damage, judgment, or decree or any other money that otherwise may become due and payable to them from the corporation. The Board members, present or future, shall not be personally liable therefor.

*Section 2.* Under no circumstances shall the money or property of the club be loaned or pledged to or for any other person, firm or corporation. The club, its property, officers, and members shall not be responsible for any debts, damages, or liabilities of any kind or nature incurred or sustained by any corporation, firm, or individual or by any region unless such region has obtained prior approval in writing from the Board.

*Section 3.* Each elected officer, director, employee, or volunteer of the **Airflow Club of America, Inc.** shall be indemnified by this nonprofit corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E) and 1702.55, Ohio Revised Code, as the same shall be amended from time to time. This right of indemnification shall be in addition to any other rights to which any person seeking indemnification may become entitled by law, vote of members or disinterested Board members of this nonprofit corporation or otherwise.

## **ARTICLE VIII - DISSOLUTION OF THE AIRFLOW CLUB OF AMERICA**

Dissolution of a nonprofit corporation incorporated in the State of Ohio is guided during dissolution by Section 1702.47, of the Ohio Revised Code. Should the **Airflow Club of America, Inc.** disband, the real assets such as parts, rubber dies, molds, and the like that can be used to make parts shall be put up for competitive bidding. The records and historical archives of the club shall be given to the Antique Automobile Club of America library and all financial assets shall be given to the Antique Automobile Club of America library for the preservation of the **Airflow Club of America, Inc.** records and historical archives.

## **ARTICLE IX - AMENDMENTS**

**Section 1.** A petition for a proposed amendment to this constitution, signed by five percent (5%) of the active members, may be submitted in writing to the Board for preliminary approval by a two-thirds (2/3) vote. If approved, the proposed amendment shall be submitted to the membership for a mail referendum vote. A majority of the voting membership is required for approval.

*Section 2.* A proposed amendment may be initiated by the Board by a two-thirds (2/3) vote. Such an amendment shall be submitted to the membership for a mail referendum vote.

A majority of the voting membership is required for approval.

**Section 3.** A disinterested and impartial party shall be engaged to tabulate the results of a vote on an amendment.