

BY-LAWS OF THE AIRFLOW CLUB OF AMERICA, INC.

ARTICLE I - MEMBERSHIP CLASSES & DUES

Section 1. Active - Any person of good character upon submission of an application for active membership and payment of dues shall become an Active Member. Active Members are entitled to all club privileges and shall have one vote.

Section 2. Joint - Any husband and wife, both of good character, upon submission of an application for joint membership and payment of dues shall become Joint Members. Joint Members are entitled to all club privileges and each shall have one vote. Joint Members will receive only one (1) monthly newsletter per household.

Section 3. Honorary - An Honorary Member may be any person or organization that has gained eminence in the automotive industry or has been otherwise commended to club esteem. Honorary Members shall be elected by a unanimous vote of the Board and shall be entitled to all club privileges except they shall not have the right to vote or hold office.

Section 4. Dues - The dues for membership shall be fixed by the Board. Annual dues shall be due and payable on the first day of January of each year. Any member shall be automatically suspended from membership in the event payment of dues is not received before March 1.

Section 5. Any member may resign by directing a letter of resignation to the Secretary. The resignation shall be effective upon receipt.

Section 6. The Board shall have the right to expel any member except an Honorary Member. Any member whose conduct is determined to be not in keeping with the best interest of the club may be expelled after due hearing through the affirmative vote of a 2/3 majority of the Board. A notice of the charge shall be sent by registered mail to the member against whom the charge has been presented and the member shall be given a period of thirty (30) days to present a defense before any action shall be taken against the member.

ARTICLE II - ELECTIONS

Section 1. The Nominating Committee shall consist of the Secretary and the three National Directors. The Secretary shall serve as the Chairman of the Nominating Committee, and in general

be responsible for the nomination process. The Nominating Committee shall nominate candidates for the offices of President, Vice-President, Secretary, Treasurer and one National director no later than February 1, of each even-numbered year. The nominating committee shall act as a coordinating agency for all nominations and shall secure written permission from each nominee to include that name on the ballot. A resume of each candidate shall also be secured for publication.

Section 2. The Secretary shall prepare a ballot containing the names of all persons nominated and mail it together with the resume of each candidate to all members entitled to vote by March 1. The Secretary shall enlist the services of a disinterested party (*Certified Public Accountant, attorney or other independent party*) who shall receive and tabulate the ballots and report the results to the President and the editor of the newsletter. Any expense involved will be paid from club funds.

Section 3. The term of office for the elected officers shall be two (2) years except for the National Directors which shall be six (6) years with one term of office expiring every two years. The term of office of newly elected officers and directors shall begin at the close of the membership meeting at the National Meet on even-numbered years.

ARTICLE III - DUTIES OF OFFICERS & DIRECTORS

Section 1. The President shall preside at all meetings of the Board and at the annual membership meeting. When a newly elected President is to begin his term of office at a National Meet, he will preside at the meeting of the Board. All outgoing officers shall attend until the old business is concluded; then they will be excused. The outgoing President and other officers will be seated on the platform and will participate as required throughout the general membership meeting. The outgoing President shall, for all other purposes, be the presiding officer at the Meet and be accorded all the privileges thereto. The President shall appoint all committee chairmen and other such committee members as may be deemed necessary. The President, or presiding officer acting in his absence, shall not have the right to vote at the Board meeting except (a) in the event of a tie, or (b) on

a motion to amend the bylaws.

Section 2. The Vice President shall perform the duties of the President in his absence. The Vice-President shall perform such other duties as may be required by the Board.

Section 3. The Secretary shall take minutes of all business meetings and shall forward a copy to the President and the Editor of the newsletter for publication. The Secretary shall perform all duties incident to that office as required by the laws of the State of Ohio. The Secretary shall have custody of the corporate minute books and records and shall perform such other duties as may be required by the Board. In the absence of the Secretary, a Secretary Pro-Tem shall be appointed by the presiding officer.

Section 4. The Treasurer shall have general supervision of all finances. The Treasurer shall receive and have charge of all monies, bills, notes, deeds, leases, mortgages, and similar property or evidence of ownership therein belonging to the club.

The Treasurer shall keep and maintain adequate and correct accounts of the receipts and disbursements and report monthly to the President. The Treasurer shall furnish a bond in such amount as may be required by the Board, the cost thereof to be paid by the club. The Treasurer shall furnish a financial statement for publication semiannually and shall perform other duties deemed necessary by the Board.

The Treasurer shall keep and maintain an up-to-date record of all club members and shall promptly notify the Regional Directors of all new members and changes in the status of existing members located within the defined regional geographic limits.

Section 5. The National Directors shall be voting members of the Board.

Section 6. The Regional Director shall preside at all regional meetings and appoint all regional committee chairmen.

The Regional Director shall be responsible for the hosting of the National Meet when it is held in his region. The Regional Director is to govern and direct any activity in his region.

ARTICLE IV - COMMITTEES

Section 1. The President shall appoint committees as necessary and shall

outline the duties and responsibilities of such committees.

Section 2. Standing committees shall be appointed for two (2) year terms by the President with the approval of the Board.

Section 3. The Judging and Technical Committee shall be a standing committee. The Judging and Technical Committee shall supervise and be responsible for the judging of all vehicles at the National Meets. Such responsibility includes the contest rules, establishment of standards of judging, authenticity, selection and supervision of judges, and the awarding of prizes. The committee shall maintain a record of all prizes and awards presented.

ARTICLE V - REGIONS

Section 1. Each region shall elect a Regional Director, whose term shall be three (3) years. The method of electing its director shall be set forth by rules or bylaws of the region. The term of the Regional Director shall begin at the close of the National Meet in the region in which he serves. Vacancies in the offices of the Regional Directors that occur for any reason shall be filled by the Board until the region can elect a successor.

Section 2. Names of regions must be standard and universal, e.g., (blank) Region of the Airflow Club of America, Inc.

Section 3. Each region shall have the right to establish a constitution and bylaws for its own government, provided its constitution and bylaws do not conflict with those of the **Airflow Club of America, Inc.**

Section 4. A specified territory with a substantial number of members may make application to the Board for a regional charter. Only the Board may issue such a charter. The Board retains the authority to dissolve an existing region if it deems such action appropriate.

Section 5. Members of regions must maintain membership in the **Airflow Club of America, Inc.**

ARTICLE VI - NATIONAL MEET

The Board shall consider proposals and determine the location and date of the following year's National Meet. The Board's decision shall be announced at the membership meeting.

ARTICLE VII - FISCAL YEAR

The fiscal year of the **Airflow Club of America, Inc.** shall be the calendar year.

ARTICLE VIII - AMENDMENTS

The bylaws may be amended by the Board at any regular meeting, special meeting, or by mail or telephone vote, when a quorum is attained.

JUDGING

Judging of Airflows and the awarding of prizes shall be conducted at National Meets in an effort to encourage owners to restore their cars to high standards of authenticity and workmanship. Entering a vehicle for judging is strictly voluntary on the part of the owner. All Airflows are welcomed at Airflow Meets regardless of condition and whether entered for judging.

Judging shall be conducted by the Chief Judge and his committee, all of whom shall be appointed by the President for a two-year term, and by available volunteers in attendance. The Chief Judge has the authority to deem an Airflow ineligible for judging if the conditions of the Airflow suggests that such an action is appropriate. The judging shall be conducted using a point system devised by the Chief Judge and the committee and approved by the Board. Judging will normally be conducted on the day determined most appropriate by the Chief Judge in consultation with the Meet Host.

PRIZES: Junior Class

First, second, and third prizes shall be awarded in each of four classes (1934, 1935, 1936, and 1937).

In the event of a tie in points in any category, the Judging Committee themselves shall rejudge the affected cars until the tie is broken.

Junior Best of Show—The Airflow with the greatest number of points in the Junior Division shall be declared the Junior Best of Show.

Senior Awards—An Airflow which wins Junior Best of Show becomes a Senior car and must compete as such for the next five meets, after which the owner may opt to compete in the Junior Division again. The car receiving the highest point total among the Senior cars will be awarded a

Senior First—The other Senior competitors will be awarded an appropriate recognition prize which is less significant and costly.

Walter P. Chrysler Bowl—The WPC Bowl will be awarded to the Airflow receiving the highest point total, regardless of whether it is a Junior or a Senior car.

Once an Airflow is awarded the WPC

Bowl, it is not eligible to receive the WPC Bowl for a period of three years, regardless of ownership.

Carl Breer Award—the Carl Breer Award may be awarded at the discretion of the President and Chief Judge. This award recognizes an Airflow which is significant in terms of rarity, provenance or other factors deemed important by the President and Chief Judge.

Driving Award—Coast to Coast License Plate. The first time an Airflow is driven to meets in the East, Central, and Western Regions (*in no particular order*), it will be awarded a Coast to Coast license plate. For successive similar accomplishments, a star will be awarded.

Long Distance Driven—The Airflow driven the longest distance shall receive an award. The distance shall be measured from the owner's residence to the Meet using the shortest possible route as documented in an atlas.

People's Choice—This award shall be determined by popular choice voting by members attending the Meet.

Hard luck—This award may or may not be awarded at the discretion of the Chief Judge.

Long Distance Member—The member traveling the furthest to attend the Meet shall receive this award.

All Cars Registered—The owner of an Airflow attending a meet shall receive a board for that car and a tab for that meet. At subsequent meets, at which the car is present, a tab will be awarded.

Toys and Memorabilia—Judging of toys and memorabilia and the awarding of prizes will be conducted at National Meets to encourage the collection and display of such artifacts. All such awards should be smaller than the auto awards.

Judging shall be conducted by volunteers approved by the Chief Judge.

The judging shall be subjective in nature, but factors to be considered should include the number of units, rarity and uniqueness, authenticity, originality, quality of restoration, and overall display.

First and second place awards shall be given in the toys category.

First and second place awards shall be given for memorabilia, defined as anything other than toys.

Expenses: The cost of the license plates and stars for the driving award and the boards and tabs for all cars shall be borne by the National treasury. All other awards shall be paid for by the region in which the meet takes place.