

# Bylaws of the ALPCA Chesapeake Region

Ratified and effective August 9, 2014

## Article I – Organization Definition

### Section 1 – Name

This organization shall be known as the **ALPCA Chesapeake Region** (henceforth referred to as “the Region” in these Bylaws).

The use of the term “Chesapeake Region”, when the context is understood to be within the Automobile License Plate Collectors’ Association, is also acceptable.

### Section 2 – Affiliation

The Chesapeake Region shall operate as a wholly-owned geographical division of the Automobile License Plate Collectors’ Association, Inc. (henceforth “ALPCA” or “the Parent Organization”), a non-profit corporation chartered in New Hampshire. The Region exists solely in the context of the ALPCA Bylaws and ALPCA Affiliation Policy, at the pleasure of the ALPCA Board of Directors.

The Region shall be governed by the ALPCA Bylaws and the ALPCA Affiliation Policy, including all revisions and amendments thereto. In the event that these Region bylaws conflict with either the ALPCA Bylaws or the ALPCA Affiliation Policy, the documents of the Parent Organization shall prevail, and the Region bylaws shall be revised accordingly.

### Section 3 – Purpose

The Region shall, within its assigned geographic territory, support and promote the purposes of the Parent Organization, which are restated below from the ALPCA Bylaws:

*The purposes of this Corporation as stated in its Charter are to fraternize and promote interest in the collecting of license plates as a hobby, the collecting and dissemination of information about license plates, registration systems, laws and regulations relating to same, and related subjects of interests to the members, including the exhibition of license plates, all on a non-profit basis.*

### Section 4 – Geographic Scope

The Chesapeake Region’s geographic territory shall consist of the District of Columbia and the states of Delaware, Maryland, and Virginia, unless otherwise specified by the Parent Organization. The Chesapeake Region shall not overlap with the territory of any other ALPCA Region.

## Article II - Membership

### Section 1 – Eligibility

The Chesapeake Region, as a division of ALPCA, shall not have any membership requirements beyond those of ALPCA. All ALPCA members in good standing may participate in any activities of the Region without restriction, except for voting and holding an elected office. Additional eligibility requirements for those activities are detailed in Articles IV and V.

The Region shall not assign membership numbers, nor shall it distribute membership cards, leaving those responsibilities to the Parent Organization.

### Section 2 – Dues

The Region shall not assess membership dues distinct from those of the Parent Organization.

## Article III – Meetings

### Section 1 – Meeting frequency and schedule

In keeping with the requirements of the ALPCA Affiliation Policy to maintain an active status, the Region shall hold a minimum of one Regional meet per calendar year, and a minimum of one business meeting per calendar year. Business meetings shall be held in conjunction with Regional meets or other Regional events, except in extraordinary circumstances.

# Bylaws of the ALPCA Chesapeake Region

Ratified and effective August 9, 2014

Regional meets, business meetings, and other events shall not be scheduled to conflict with conventions or other events held by the Parent Organization. Further, the Chesapeake Region shall seek to coordinate with other nearby ALPCA regions in an effort to avoid holding conflicting regional meets on the same day.

The specific dates, times, and locations of Regional meets shall be determined by the Region Chairman of the Board, President, and Vice President of Events, and approved the ALPCA Regional Meet Chairperson prior to being formally announced. The specific dates, times, and locations of other Region events open to the membership, including business meetings held apart from any other event, shall also be determined by the Region Chairman of the Board, President, and Vice President of Events.

The frequency and specific dates, times, and locations of Chesapeake Region Board meetings shall be determined by the Region Chairman of the Board.

## **Section 2 – Meeting locations**

All Regional meets, business meetings, and other events of the Region shall be held within the Region's geographic territory as defined in Article I, Section 4, except under any of the following conditions:

- A Chesapeake Regional meet or event may be held in the territory of another ALPCA region, provided that the meet or event is being held jointly with the other ALPCA region, or the meet or event has been approved in writing by the principal officer of the other region.
- A Chesapeake Regional meet or event may be held in a location not in the territory of any active ALPCA region, as determined by the ALPCA Regional Meet Chairperson, provided that the meet or event is approved in writing by the ALPCA Regional Meet Chairperson.
- The Chesapeake Region may hold a Regional event in the vicinity of and in conjunction with an ALPCA convention or other event held by the Parent Organization, regardless of its location.
- A Chesapeake Region business meeting may be conducted at a meet or event described above, provided that the location is no more than 25 miles outside of the Chesapeake Region's territory. However, a standalone business meeting may not be held outside of the Region's territory.
- Meetings of Regional officers, directors, and committees may be held outside of the Region's geographic territory, and/or may be conducted from multiple locations via telephone, internet, or other electronic means, provided that all individuals entitled to participate in the meeting agree to the location and/or method of communication.

## **Section 3 – Meeting notifications**

All Regional meets, events, and business meetings open to the membership shall be announced in writing to all ALPCA members in good standing with an address of record within the Region's geographic territory, and to any other ALPCA members in good standing who have attended any of the three previous Chesapeake Region meets. This announcement must be made by at least one of the methods listed below:

- An announcement may be submitted for inclusion in at least one issue of the ALPCA *Plates* magazine or similar ALPCA publication to be distributed in a month prior to the month of the scheduled meet. (For example, a meet scheduled for August must be announced in the issue prior to the August issue; currently this would be the June issue.) Regional meets must be scheduled and announcements submitted sufficiently in advance to meet editorial, publishing, or other deadlines.
- An announcement may be sent via e-mail and/or physical mail no less than 30 days and no more than 60 days prior to the meet, business meeting, or event. Members without a valid e-mail address on record, or whose e-mail address is determined to be non-functional, must be given notice via physical mail.

The announcement shall include the nature of the activity, including whether a business meeting will be held; the street address and other description of the location at which the activity will be held; the date, starting time, and projected ending time of the event; and any deadlines and/or costs associated with participating in the activity.

## **Section 4 – Meet admittance**

ALPCA Chesapeake Region meets and other events shall not be open to the public, but only to ALPCA members, their guests, and prospective members. Any ALPCA member in good standing shall be admitted to Chesapeake Region meets or other events upon payment of any applicable admission fee.

ALPCA members may bring one or more non-collector guests to Chesapeake Region meets or other events, unless indicated otherwise in the event announcement. Members are responsible for the conduct of their guests.

# Bylaws of the ALPCA Chesapeake Region

Ratified and effective August 9, 2014

An individual with an interest in license plate collecting who is not and has never been an ALPCA member may be granted admission to one or two Regional meets as a prospective member, at the discretion of the President or Vice President of Events. A former ALPCA member whose membership has not been revoked by the Parent Organization may be granted admission to one Regional meet as a prospective member, at the discretion of the President; however, this practice shall not become routine. Former ALPCA members with revoked memberships shall not be admitted to any Regional meet, meeting, or other event under any circumstances.

Prospective members and other guests are permitted to buy license plates, but shall not sell license plates or otherwise use tables except on behalf of their host member; nor shall they be eligible for any awards, nor shall they vote or otherwise participate in any business meeting.

## ***Section 5 – Meet participation fees***

ALPCA members, their guests, and prospective members attending a Regional meet or other event may be charged fees for admission, use of tables, or other aspects of participating in the event. Any fees will be determined by the Region officers prior to the event and indicated in all announcements of the event.

No fee will be charged to attend a standalone business meeting, or to attend only the business meeting portion of a meet or other event.

## ***Section 6 – Quorum***

A quorum for a Region business meeting shall be the lesser of twelve (12) ALPCA members eligible to vote in Region elections or other matters put to a vote, as outlined in Article V, Section 2, or ten percent (10%) of the ALPCA members with addresses of record within the Region's territory.

## **Article IV – Elected Officers**

### ***Section 1 – Makeup of the Board of Directors and Officers***

The Chesapeake Region shall have a minimum of two officers – a President and a Treasurer – in order to remain an active ALPCA Region. If two members cannot be found to serve in these two positions, the last remaining officer(s) shall dissolve the Region in accordance with the provisions in Article VIII.

Provided that sufficient volunteers have agreed to serve, the Region shall be overseen by a Board of Directors consisting of at least three (3) and no more than five (5) individuals, and shall be operated with the assistance of two (2) or more Vice Presidents, and holders of any other offices designated by the Board of Directors.

The President shall automatically be a member of the Board of Directors, if one exists, and may be, but is not required to be, either the Chairman or Vice Chairman of the Board of Directors. The Treasurer and other officers may be, but are not required to be, members of the Board of Directors. The Treasurer and other officers may not concurrently serve as President or as Chairman of the Board. The Treasurer may not concurrently serve as Vice Chairman of the Board. Other officers may concurrently serve as Vice Chairman only if the President is concurrently serving as Chairman.

A candidate for officer or Director must be an ALPCA member in good standing who has attended at least one of the three previous Chesapeake Region meets. A Director or officer who fails to remain an ALPCA member in good standing, or who fails to attend any of three consecutive Chesapeake Region meets will be determined to have abdicated his position. However, the Board of Directors may vote to retain a Director or officer who has missed three consecutive meets for what the Board considers to be valid reasons.

Regional directors and officers shall not be paid or otherwise compensated for their time in service to the Region.

### ***Section 2 – Duties of Directors and Officers***

#### **Paragraph 1 – Chairman of the Board of Directors**

The Chairman of the Board of Directors shall preside over all Region Board meetings. The Chairman may preside over membership business meetings and other events, or may delegate this responsibility to the Vice Chairman or President. The Chairman shall appoint on a rotating or permanent basis a Board member to record and distribute Board meeting minutes. In the event of any tie vote, the Chairman's vote shall be the tie-breaker.

# Bylaws of the ALPCA Chesapeake Region

Ratified and effective August 9, 2014

## Paragraph 2 – Vice Chairman of the Board of Directors

The Vice Chairman shall temporarily assume the duties of the Chairman in the event that the Chairman is absent from any Region meeting or event, or is temporarily unable to perform those duties himself. In the event that the office of Chairman becomes vacant, the Vice Chairman shall immediately become the new Chairman.

## Paragraph 3 – Board of Directors

The Board of Directors shall oversee the activities of the Region and the performance of the Region's officers.

The Board of Directors shall elect a Chairman and Vice Chairman from among their number by majority vote, in accordance with the criteria in Section I of this Article. Until a Chairman is elected, the President shall act as Chairman.

The Board of Directors shall appoint the Region Treasurer. The Board shall ratify officer appointments made by the President. The Board shall monitor the performance of all Region officers. The Board shall have the power to dismiss any Director or officer for gross misconduct, dereliction of duty, or incapacity.

The Board of Directors shall fill vacancies of directors and officers according to the provisions of Section 4 of this Article.

## Paragraph 4 – President

The President is the chief executive officer of the Region and is responsible for the overall operation of the Region.

If the Region is without a Board of Directors, the President is responsible for performing the duties of the Chairman of the Board and the Board of Directors as a whole. In the event of (a) vacancy(ies) in the office(s) of Vice President, the President, to the extent that he is able, is responsible for the duties of the Vice President(s), either directly or by delegation. If the Region is without a Board of Directors, in the event of any tie vote, the President's vote shall be the tie-breaker.

The President shall function as the primary point of contact for the Region with respect to the Parent Organization, as specified in the ALPCA Affiliation Policy.

The President shall seek and appoint two (2) or more Vice Presidents, including but not limited to those described below, to assist with the operation of the Region. These positions shall be considered "interim" until ratified by the Board of Directors, or if none, by the membership.

- Vice President of Events
- Vice President of Communications

If the Region is without a Board of Directors, in the event that the office of Treasurer becomes vacant, the President shall appoint an interim Regional Treasurer to be ratified by the membership.

In the event that a Region membership business meeting is held without a Vice President of Communications present to record minutes, the President shall appoint a Region member to perform that duty.

## Paragraph 5 – Vice President of Events

The Vice President of Events is the chief operating officer of the Region. The Vice President of Events shall have primary responsibility for planning and conducting Regional meets and other Regional events. The Vice President of Events shall form committees and/or recruit and oversee volunteers as needed, to perform or assist with the many functions necessary for a successful meet or event.

## Paragraph 6 – Vice President of Communications

The Vice President of Communications is the chief information officer of the Region. The Vice President of Communications shall have primary responsibility for all Region communications, including:

- Meet notifications
- The Region newsletter, if any
- The Region website, if any
- Meet reports submitted for publication in the ALPCA magazine.

The Vice President of Communications shall form committees and/or recruit and oversee volunteers as needed, to perform or assist with any communication-related functions.

The Vice President of Communications shall maintain lists of ALPCA members and prospective members attending each Regional meet, and lists of ALPCA members eligible to vote in Region elections and eligible to run for elected office.

# Bylaws of the ALPCA Chesapeake Region

Ratified and effective August 9, 2014

The Vice President of Communications shall preside over Region elections for directors and President. However, if the current Vice President of Communications is running for election for any position, another officer not running for that position shall preside over the election for that position.

The Vice President of Communications shall perform the parliamentary duties of Secretary at membership business meetings, including preparing agendas, and recording and submitting meeting minutes.

## **Paragraph 7 – Treasurer**

The Treasurer is the chief financial officer of the Region. The Treasurer shall be responsible for the Region's checking account, as well as all Region funds and financial records. The Treasurer shall ensure that at all times at least one other Regional officer has the authority and ability to disburse funds from the Region's checking account.

The Treasurer shall be responsible for ensuring that Regional meet fees and monetary donations are collected, deposited, and properly recorded. The Treasurer shall be responsible for ensuring that the Region's bills, debts, and other financial obligations are paid on a timely basis and properly recorded.

The Treasurer shall report on the Region's finances at each Region membership business meeting, at each meeting of the Board of Directors, and otherwise as requested by the President or any Director.

As specified in the ALPCA Affiliation Policy, following each Regional meet the Treasurer shall remit to the Parent Organization the required payment for each ALPCA member attending the meet, for the purpose of contributing to the insurance costs of the Parent Organization.

As specified in the ALPCA Bylaws and the ALPCA Affiliation Policy, in January of each year the Regional Treasurer shall prepare the required Regional financial statement covering the previous calendar year, and either submit that statement to the Region President to be forwarded to the designated ALPCA official, or submit that statement directly to the designated ALPCA official with a copy sent to the President.

The Treasurer may not simultaneously serve as Chairman or Vice Chairman of the Board, or as President.

## **Section 2 – Eligibility for elected office**

Any individual currently holding any elected office in any other ALPCA Region is ineligible to hold or run for any elected office in the Chesapeake Region, even on an interim basis. Likewise, anyone holding any elected office in this Region shall forfeit their position if they hold or run for any elected office in any other ALPCA Region, even on an interim basis.

Otherwise, any ALPCA member in good standing who has attended at least one of the previous three Chesapeake Regional meets, not including a meet currently in progress, is eligible to be a candidate for any of the elected positions defined in this Article.

## **Section 3 – Terms of elected offices**

Terms of office for each elected position shall begin on September 1 in even-numbered years, or immediately after the Regional election results have been tabulated, whichever comes last. Terms of office shall end on August 31 in even-numbered years, or immediately after the results of a subsequent Regional election have been tabulated, whichever comes last.

If elections cannot be held at their scheduled time for any reason, incumbent officeholders shall retain their positions until such time that elections can be held.

## **Section 4 – Vacancies of elected offices**

In the event that the office of Chairman of the Board becomes vacant, the Vice Chairman shall immediately become the Chairman, thus causing the office of Vice Chairman to become vacant.

In the event that the office of Vice Chairman of the Board becomes vacant, the Board of Directors will elect a new Vice Chairman, consistent with the eligibility criteria outlined in Section 1 of this Article.

In the event of a vacancy on the Board of Directors, the remaining director(s) shall seek and appoint a qualified new Director in accordance with the criteria of Section 1 of this Article.

# **Bylaws of the ALPCA Chesapeake Region**

Ratified and effective August 9, 2014

If the Region is without a Board of Directors, the non-interim President, non-interim Treasurer and non-interim Vice President(s) shall become the new Board of Directors, provided that there is at least one non-interim Vice President.

In the event of the office of President becoming vacant, the Board of Directors shall seek and appoint a new President. If there is no Board of Directors, and are no Vice President(s), the Treasurer or interim Treasurer shall either appoint an interim President, or choose to become the interim President himself, leaving the position of Treasurer vacant.

In the event of the office of Treasurer becoming vacant, the Board of Directors shall seek and appoint a new Treasurer. If the Region is without a Board of Directors, the President or interim President shall appoint an interim Treasurer.

Any officer appointment made by an interim officer shall also be considered interim.

If, due there being no Board of Directors, the President or interim President appoints an interim Treasurer or interim Vice President(s), or the Treasurer or interim Treasurer appoints an interim President, at the next Regional business meeting, the members shall then either ratify the appointed interim officer(s) by majority vote of those present, or elect by majority vote a new person to fill the vacant position. In either case, the replacement voted in by the membership will then finish the remaining term of office without the "interim" designation. This business meeting may be held either at the next Regional meet or event, or as a standalone meeting.

If the positions of President and/or Treasurer cannot be filled in a timely manner, the Region shall be dissolved according to the provisions in Article VIII.

## **Article V – Elections and Voting**

### ***Section 1 – Frequency of elections***

Elections of directors and President shall be conducted at the first Regional meet held in each even-numbered calendar year.

Special elections may be held at any Regional business meeting to ratify an appointed interim officer or to otherwise fill a vacancy as outlined in Article IV, Section 4.

### ***Section 2 – Eligibility to vote***

All ALPCA members in good standing with a mailing address of record within the Region's geographic territory as described in Article I, Section 4 are eligible to vote in elections or any other matter put to a vote of the general membership.

Further, any ALPCA member in good standing who does not live with the Region's geographic territory, but who has attended at least one of the three most recent Chesapeake Regional meets, not including any meet currently in progress, is also eligible to vote in elections or any other matter put to a vote of the general membership.

### ***Section 3 – Nomination Procedure***

Nominations and seconds of candidates for office may be submitted in advance of a Region membership business meeting, in writing, to the Region Vice President of Communications, or if none, to the Region President, by any member eligible to vote as outlined in Section 2 of this Article. Nomination of candidates for office may also be made and seconded from the floor during the business meeting by any member eligible to vote as outlined in Section 2 of this Article.

The Vice President of Communications, or if none, the President, shall determine whether each nominated and seconded candidate is eligible to run for office based on the criteria listed in Article IV, Section 1. Each candidate must affirm willingness to serve in the office for which nominated, if elected, either submitted in writing to the appropriate officer listed above, or verbally during the business meeting, in order to be placed on the ballot.

Each candidate shall be permitted and encouraged to prepare a brief written statement to be read during the business meeting, or make a brief verbal statement, prior to the election, outlining his or her qualifications, positions on issues, or other pertinent information.

### ***Section 4 – Election Procedure***

Election of a candidate running unopposed, to include an election of a slate of directors with four or fewer candidates, may be conducted by a voice vote or a show of hands, provided that no member present and eligible to vote voices an objection. Otherwise, elections shall be conducted by secret ballot.

# **Bylaws of the ALPCA Chesapeake Region**

Ratified and effective August 9, 2014

The election for the office of President shall take place prior to the election of directors.

Any candidate for a single office receiving more than 50% of the votes cast will be declared the winner. If no candidate receives more than 50% of the vote, the two candidates with the largest number of votes shall then be entered into a runoff election. In the event of a tie vote, the incumbent candidate shall prevail. If neither candidate is an incumbent, the winner shall be chosen by the flip of a coin or similar method.

If no more than eight candidates are running for Director, the four candidates with the highest number of votes shall be declared the winners. If more than eight candidates are running for Director, the eight candidates with the largest number of votes shall then be entered into a runoff election. In the event of a tie between the eighth and ninth highest vote-getters, or the fourth-and fifth highest vote-getters in a vote with no more than eight candidates, a runoff election between those two candidates shall be held. In the event of a tie in such a runoff election, the incumbent candidate shall prevail, or if neither or both are incumbent, the winner shall be chosen by a flip of the coin or similar method.

Election results shall be tabulated by the Vice President of Communications, or if none, by the Treasurer, while witnessed by a member not running for election, appointed by the President. The tabulator shall announce the results to those in attendance during the Region business meeting. A candidate for any position shall not be permitted to tabulate or witness the tabulation of the results for that position.

## **Article VI – Assets**

### ***Section 1 – Funds***

The funds of the Region shall consist of fees collected from and/or monetary donations made by Region members or non-members. All funds shall be used only to further the interests and purposes of the Region and/or the Parent Organization. None of the net earnings of the Region shall inure to the benefit of any member.

### ***Section 2 – Checking account***

The Regional Treasurer shall maintain a checking account in the Region's name at a reputable bank or other financial institution with branches in both Maryland and Virginia. All Regional funds shall be deposited and maintained in this checking account. The Regional Treasurer and Regional President shall each have signature authority for the Region's checking account.

### ***Section 3 – Non-monetary assets***

The Region may acquire incidental physical assets such as office supplies, items used to serve or prepare food or beverages at meets, or other items that will be used to support the ongoing operation and activities of the Region. These assets may be either purchased from Regional funds or donated by its members.

License plates and related items donated to the Region shall be disposed of by auction during a currently ongoing or the next Regional meet, with the proceeds going to the Region's funds.

Other non-monetary assets donated to the Region either shall be put to use to support the ongoing operation and activities of the Region, or shall be sold, auctioned, or otherwise disposed of, with any proceeds going to the Region's funds.

The Region may purchase refreshments, souvenir items, and the like, for resale to members and other Regional event attendees as a fundraising activity.

Physical assets owned by the Region shall not be for the personal use of any member.

## **Article VII – Amendments**

### ***Section 1 – Proposals***

Any ALPCA member in good standing with a mailing address of record within the Region's geographic territory as described in Article I, Section 4, or who has attended at least one of the three most recent Chesapeake Regional meets, may propose amendments to these bylaws, or new bylaws.

# **Bylaws of the ALPCA Chesapeake Region**

Ratified and effective August 9, 2014

Proposed changes to the Bylaws shall be submitted in writing to each member of the Region Board of Directors, or if none, to each Regional officer.

## ***Section 2 – Board Approval***

Proposed amendments to the Bylaws and proposed new Bylaws shall be voted upon by the Board of Directors, or if none, by the Regional officers. If passed by simple majority, said revisions shall be submitted to the membership for ratification.

## ***Section 3 – Ratification***

Amendments and new Bylaws approved by the Board, or if none, by the Regional officers, shall be put before the membership for consideration. A copy of the proposed changes shall be sent or provided in writing to each member eligible to vote, via e-mail, physical mail, or hand-delivery, no less than 30 days prior to the date on which the changes are to be voted upon.

The Board of Directors, or if none, the Regional officers, shall determine if voting shall be done by e-mail, physical mail, or hand-delivery only, or at a Regional business meeting. If the latter, members may vote either by proxy via e-mail, physical mail or hand-delivery, or in person at said business meeting. Proxy votes received after an election held at a business meeting shall not be counted.

Changes to the Bylaws shall take effect immediately upon approval of a simple majority of votes where a quorum has been obtained based on the criteria in Article III, Section 6, including both mailed/proxy votes and attendees at the business meeting, if any.

## **Article VIII - Dissolution**

If the Region is dissolved or otherwise ceases operation for any reason, the Treasurer or President shall, after paying or making provision for the payment of all of the Region's liabilities, distribute any and all remaining funds and assets of the Region to one or more successor ALPCA Region(s) that will operate in the Chesapeake Region's geographical territory, or if none, to the Parent Organization.

If the Parent Organization is dissolved for any reason, the Region is automatically dissolved as well. In such event, the Regional Treasurer or President shall, after paying or making provision for the payment of all of the Region's liabilities, determine whether any remaining Region funds or assets are needed to pay the Parent Organization's liabilities, and if so, submit the Region's funds to the Parent Organization for such use. Otherwise, the Regional Treasurer or President shall distribute any and all remaining funds and assets of the Region to one or more other non-profit license plate collecting organization(s) that will operate in the Chesapeake Region's geographical territory, or to one or more non-political, non-religious charity(ies), as chosen by the Region Board of Directors, or if none, by the President, or if none, by the Treasurer.