

CONSTITUTION & BYLAWS

Amended August 31, 2014

I. Name and Logo

- a) The name of this organization shall be: Automotive History Preservation Society, hereinafter referred to as "AHPS".
- b) The organization shall have such official logo(s) as the Board of Directors, hereinafter referred to as "the Board", shall determine. A copy of the current Logo is attached as Addendum A.

II. Society Objectives

- a) To actively promote the preservation of the historical records and artifacts of the automotive industry, particularly those of the U.S. manufacturers, from inception to the present day.
- b) To educate automotive hobbyists, researchers and journalists, students, and the general public in matters of automotive history and its impact on the United States.
- c) To see that this valuable information is inventoried and preserved for our posterity - and that it becomes a tool to:
 - 1) Inspire educators and students throughout the country.
 - 2) Assist auto hobbyists, journalists and other media, and researchers by developing a storehouse of documentation.
 - 3) Enhance the automotive industry's public image and offer them an additional marketing tool.
- d) To solicit interested and influential people to help with the hands-on business of the Society and to engage people and institutions who can add their voice, weight, and impact to this endeavor, and to seek assistance wherever appropriate.
- e) To create a partnership between educational institutions, libraries and museums, community revival organizations, businesses, local and state government, researchers, historians and historical societies, automotive hobbyists, and with the industry itself.
- f) To build a library of digital documents¹ relating to the history of the automobile. Such materials may include, but are not limited to:
 - 1) Automotive manufacturer's publications, advertisements and advertisement copy, brochures, memos and bulletins sent to dealers, dealer documents and forms, parts catalogs and service materials, and any other item released or published by the manufacturer.
 - 2) Magazines, books, pamphlets and other published materials describing automotive events, activities as they happened or merely written to inform the public, such as titled and recognizable magazines.
 - 3) Audio and Video materials created by the auto manufacturers to describe or sell their products, or to train employees or dealer personnel.
- g) To work toward acquiring available grants money from as many sources as appropriate; including federal & state government, private endowments, labor unions, businesses, and the public.
- h) To acquire in-kind donations of time and materials from volunteers, businesses, and government.
- i) To run money-raising and awareness-raising functions and to create public relations programs that will receive the attention of the media.
- j) To conduct operations and activities in such a way as to bring about a better and clearer understanding on the part of the public, media, and government of the value and viability of the industry's historical records and artifacts.

¹ "Documents" shall be defined as found in the definitions of the US National Records Service.

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III. Membership

- a) There shall be four types of members of this Society; "general", "active", "sponsoring", and "honorary".
- b) Members can be any person interested in the historical records and artifacts of the automotive industry. There is no requirement for ownership of an automobile to become a member. There shall be various types of membership as defined below. The Board may change or add types of membership as they deem necessary for the health of the Society.
- c) General Members shall be those interested parties explained in III, b) above, who choose not to become an Active Member. General Members may be restricted to certain areas of the Website.
- d) Active Members shall be those who have expressed a desire to join the Society through a formal process of sign-up that shall be determined by the officers. They shall pay a membership fee which shall be determined by the Board and which may be amended from time to time based upon the needs of the Society.
- e) Sponsoring Members shall be those who have expressed a desire to join the Society and who have made a significant financial or working contribution to the organization. This will be determined through a formal process that shall be determined by the Board according to a schedule determined by the Board and which may be amended from time to time based upon the needs of the Society.
- f) Honorary Members may be designated by vote of the Board. Honorary members will not have a vote in the Society's business matters if such vote is required.
- g) Any membership may be revoked if, in the opinion of the Board, a member takes any act that would damage the reputation of the Auto History Preservation Society or impinge on its not for profit status. Inappropriate use of the Library's materials, or violation of any specific restrictions placed upon certain documents by the Library or the documents donors, or publication for commercial use of any of the Library's document images without appropriate authorization shall be cause for membership revocation and will bar access to the Library for such person. Such revocation shall be based upon a resolution of the Board and such resolution shall be delivered to the person.

IV. Contributions

- a) General Members. General Members do not pay a membership fee, however general members must register one-time via the process delineated on the website and fill out the required form. If such form is not filed, the person shall not be delineated a General Member.
- b) Active Members. Active Members shall pay an annual membership fee, to be determined by a resolution of the Board, and such fee shall be payable to the treasurer at the time of membership registration. Such membership shall last for 12 months.
- c) Sponsoring Members. Sponsoring Members shall be eligible to sit on the Society's Advisory Board and shall be eligible to attend such membership meetings as designated by the Board. A Sponsoring Member shall be an Active Member for 2 years without payment of the Active Member fee. Thereafter, they may remain a Sponsoring member at the discretion of the Board. Certain Sponsoring Members may be appointed Honorary Members by the Board if their contribution is deemed by the Board significant to the Society. Sponsoring member status will be re-approved at the Board's Annual meeting, once the Sponsoring member's two-year period is about to expire.
- d) Honorary Members. Honorary Members are appointed by the Board and may be removed for conduct detrimental to the Society as may be determined by a vote of the Board.
- e) Loss/Reinstatement of Active member status. Any Active Member whose membership is in arrears after two months shall automatically be returned to General Member status. A General Member can be reinstated to Active Member status upon payment of their delinquent membership fee.
- f) Military Service Membership Waiver. Active Members shall have their payment waived should they enter military service and will remain in active status until their return to civilian status. This rule shall not apply to members of the National Guard or ROTC unless such member is placed on active duty.

V. Officers, Board and Standing Committees

- a) The Society shall be managed by a Board of Directors ("Board"), whose members shall be either an Active or Sponsoring Member in good standing.
- b) The Board shall consist of its officers and standing committee chairs, such committees which are denoted in V. d) below, who shall be appointed by the Board. Such officers and committee chairs shall be placed on record by the minutes of the Board. The committee chair appointments can be at the discretion and pleasure of the Board. Membership and such chairmanships may be revoked under the provisions of Section V. g) above. Should Committee Chairs hold an officer's position, they shall have only one vote on the Board.
- c) Officers of this society shall be President, Vice President, Secretary, and Treasurer.

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- d) The following committees shall be considered Standing Committees. The Board may change or add to the Standing Committees from time to time to meet the needs of the Society. Such changes shall be by resolution of the Board and by amending these By-Laws. The Standing Committees are: Communications and Marketing; Editorial; Finance; Library; Membership; Revenue; Operations. Officers may hold a standing committee chair, but no more than one, unless there is no current candidate for such position.
- e) The duties of the Committees shall be set by a resolution of the Board, and may adjusted on the basis of further resolutions as the Board may deem necessary.
- f) All policy and other operating decisions shall be made by the Board, based upon any resolution voted upon by the Board, with approval being based upon a vote of the majority of Board members.
- g) The Board may appoint the Library Director as a member of the Board, and if so, such Director shall chair the Library Committee.
- h) Any other committee chairs shall be selected from the Active and/or Sponsoring members. Such appointment shall be by nomination from any member of the Board and confirmed by a majority vote of the Board.
- i) A majority of the Board shall constitute a quorum at any meeting of the Board.
- j) Term of Office. The term of the Board members shall be unlimited, however, each year, commencing January 1, the Board will nominate from Active or Sponsoring Members candidates for the various officers and standing committee chairs for the current year. The then existing Board will vote to confirm the officers and any standing chairs. The result will be a resolution of the Board.

VI. Duties of Officers

- a) President: Presides at all meetings, appoints committees, serves as chairman of board of directors, acts as ex-officio member of all committees, issues the call for regular and special board meetings, sees that elections are held according to society's constitution, carries out directives of the Board.
- b) Vice President: Performs president's duties in latter's absence, carries out directives of board of the Board.
- c) Secretary: Keeps minutes of regular meetings, keeps membership records, gives notice of all meetings, handles all society correspondence, and keeps custody of all society records, carries out directives of the Board.
- d) Treasurer: Collects dues and all other monies due to society, keeps society's financial records, makes payments from society funds when so ordered by board of directors, countersigns all society checks, keeps account of all society money matters, and makes regular financial reports to society members and/or directors, carries out directives of the Board.
- e) Board of Directors: Responsible for the execution, through its officers, of the authorized policies of the society; authorizes all expenditures of society funds; determines society policy; fills vacancies in any office by a majority vote; formulates and submits policy recommendations affecting society or members.

VII. Automotive History Society Advisory Board

- a) The Society may configure an Advisory Board ("AB") for the purpose of receiving input from those in the automotive industry, hobby or from the academic community.
- b) AB members will be appointed on the basis of nominations from the Board or from recommendations from the Membership Committee Chair. Nominations may come from the floor, but in any case an AB member must be either and Active or Sponsoring member in good standing.
- c) The AB membership is unlimited; however, the Board may set such limitation by resolution.
- d) AB members may serve for as long as they desire, once appointed; however the Board may remove an AB member for cause, as denoted in Section III. g).
- e) The Board will appoint a chairperson of the AB and will confirm such chair at its annual meeting.
- f) If the AB has suggestions for the Society's Board, they will submit them, in writing, to the Board President at any time. Such suggestions will be considered at the next Board meeting after such suggestions are received.

VIII. Conflict of Interest

Whenever a Board member has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:

- a) The interest of such officer or committee chair is fully disclosed to the Board.

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- b) No interested officer or committee chair may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
- c) Any transaction in which a an officer or committee chair has a financial or personal interest shall be duly approved by the Board not so interested or connected as being in the best interests of the organization.
- d) Payments to the interested officer or committee chair shall be reasonable and shall not exceed fair market value.
- e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

IX. Auto History Documents Library

- a) Name: The name of this Library shall be the "Automotive History Digital Documents Library" (hereafter referred to as the "Library").
- b) Use: The Library shall be forever for the use of auto hobbyists, researchers, authors, publishers and the general public subject to such reasonable rules and regulations as the Library Director may adopt in order to render availability of the materials to such users.
- c) Membership: Library Members may be any General, Active or Sponsoring Member of the Society. Members have no voting or management rights and/or responsibilities unless elected to the Automotive History Preservation Society Board as defined in Sections V. VI and VII.
- d) Membership Period: There is no membership period. Once Library membership is granted, the person shall be eligible to utilize the library unless the Society membership is revoked under Section III above.
- e) Library Mission: The mission of the Library is to acquire, digitalize, store and make available to its members, as defined in II, e) above, historical documents as well as other published materials (such as may be defined by the Board) relative to the history of the U.S. automotive industry from inception to the present day, which may: 1) assist in research on such history, 2) allow journalists reference materials for published materials they may create, 3) to assist the hobbyist, and/or 4) help educate students in auto history, graphic arts, and computer sciences
- f) Primary in the mission of the Library is to see that this valuable information is preserved for posterity in digital format and available to interested parties on the Internet via software and servers managed by the Library.
- g) The Library shall develop, purchase, or contract for computer software and hardware to fulfill its mission.
- h) Library Access: The Library shall use the Internet as its portal for document storage, reference, and retrieval. Thus, the Library may have its own Internet address as determined by the Board.

X. Library Director

- a) The Board may select, appoint, and evaluate a person to be the "Library Director". This person will be the Library's chief executive officer and be responsible for the day-to-day administration of the Library under the general policies approved by the Board.
- b) The Library Director will chair the Library Standing Committee and as such report directly to the Board, execute the policies adopted by the Board, and shall be authorized to develop the library program, establish the organizational structure, purchase materials and services, and undertake such other activities as may be necessary for the library's operation, subject to the policies established by the Board.
- c) The Library Director shall not have the authority to execute contracts on behalf of the Library unless such authority is authorized and policies are established by the Board. The Library Director shall attend all meetings of the Board. The Library Director shall from time to time and at the request of the Board, make a report to the Board and submit an annual report at the first regular meeting after February 1 of each year.
- d) In a manner consistent with any Library personnel policies, the Library Director may hire, supervise, evaluate and may terminate the employment of staff members necessary to carry out the work of the Library.
- e) The Library Director is responsible to the Board for all properties and funds belonging to the Library.
- f) The Library Director shall make other reports at the meetings of the Board as may be required by the Board, and in such form and on such subjects as the Board may direct.

XI. Society Meetings

- a) A majority of the Board members in good standing shall constitute a quorum.

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- b) Regular membership meetings shall be held once every year at a time and place set by the Board and published on the Society's website 60 days prior to such meeting.
- c) Meetings of the Board shall be at least once a month via the Internet or phone at a time set by the Board.
- d) The President may call special board meetings, and the Board may call special membership meetings whenever necessary.
- e) Roberts Rules of Order shall govern society parliamentary procedure unless otherwise provided in society bylaws.

XII. Dissolution Clause

Upon dissolution of the organization, any remaining assets will be used exclusively for exempt purposes, such as charitable, educational, and/or scientific purposes.

XIII. Delegations and Special Committees

- a) Delegations shall be appointed by the President, subject to approval by the Board, to represent this society at any convention, meeting, or assembly as deemed necessary.
- b) Special Committees shall be appointed by the President, subject to approval by the Board, to deal with items that may fall outside the purview of the directors and committees of this Society, as detailed in these Bylaws.

Amended By-Laws Agreed and Approved:

Eric White
President

8-31-2014
Date

Kurt Shubert
Vice President

8-31-2014
Date

Appendix A

The attached logo is the current official Logo of the Society

