

CONSTITUTION
VINTAGE AIRSTREAM CLUB

Capitalized terms not otherwise defined in this Constitution shall have the meanings ascribed to them in the Constitution or Bylaws of the Wally Byam Caravan Club International, Inc.

**ARTICLE I
NAME OF ORGANIZATION**

Sec. 1 **Organization Name:** This organization is a chartered Intra-Club of the Wally Byam Caravan Club International, Inc. (“WBCCI”) and shall be known as the Vintage Airstream Club of the WBCCI and shall be referred to herein as the VAC or Club.

**ARTICLE II
OBJECTIVES**

Sec. 1 **Objective:** The objectives of this non-profit organization shall be:

- To promote fellowship and enjoyment through rallying, camping, newsletter and various social programs.
- To provide a forum for the display, judging, and enjoyment of Vintage Airstreams (as defined in Article III, Section 1(ii)).
- To provide means for members to help each other through the exchange of knowledge and experience in the maintenance, modification, and restoration of Vintage Airstreams.
- To disseminate advisory and educational information regarding Vintage Airstreams that will be of value to its members and the public.
- To encourage government and private agencies to provide more and better recreational vehicle parks and facilities.
- To encourage thoughtful stewardship of the environment while conducting VAC activities through conservation practices, recycling, and leave-no-trace principles

**ARTICLE III
MEMBERSHIP QUALIFICATIONS**

Sec. 1 **Requirement:** An entity which, or a person who is 18 years of age or older and who (i) is a current member of the WBCCI; and (ii) owns a hard-sided recreational vehicle manufactured by Airstream, Inc. or which is recognized as having been designed by Wally Byam, and which was built at least 25 years prior to the date an application for membership in the Club is submitted (each, a “Vintage Airstream”) shall be eligible for membership in the VAC, as provided in this Article III.

Sec. 2 **Classes of Membership:** There are two classes of membership in the VAC: Regular Members and Affiliate Members (sometimes collectively referred to herein as “Members”). A Regular Member is any entity or person who is a WBCCI member and who own a Vintage Airstream. An Affiliate Member is any WBCCI member who does not own a Vintage Airstream but wishes to be a member of the Club.

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Sec. 3 **Regular Membership Application:** All applicants for membership in the VAC must submit an online application via the WBCCI portal, and upon the payment in full of the applicable annual WBCCI and Club dues, shall become a Regular or Affiliate Member of VAC, as applicable, for a period of one year from the date on which such application is submitted via the WBCCI portal or such other date as may be imposed by the WBCCI to align with its membership terms.

Sec. 4 **Sale of Airstream:** Regular Members who have sold their Vintage Airstream and who are not actively seeking to replace it with another Vintage Airstream will become an Affiliate Member. Affiliate Members who have sold their non-Vintage Airstream may remain Affiliate Members of the VAC for the balance of the paid membership year and any renewal thereof

Sec. 5 **Regular Members:** Each Regular Member of the VAC whose annual membership dues in the WBCCI and the VAC have been paid in full shall possess the following rights and privileges of membership in the Club:

- Hold office in the Club.
- Chair a Standing Committee.
- Serve as an Appointee (as defined below).
- Attend all meetings of the membership and participate in all Club activities.
- Call a Special Meeting of the Members as provided in this Constitution.

Only those Regular Members who are entitled to vote, as provided in Article III, Section 8 below (each, a “Voting Member”) shall be eligible to vote on matters required to be submitted to the Regular Members for vote, including the right to vote:

- in the election of officers in the Club
- on any amendment to the VAC Constitution or Bylaws
- on the dissolution of the VAC or the merger of the VAC with another Intra-Club
- on any other matter that is required to be submitted to the Regular Members for vote

Sec. 6 **Affiliate Members:** Each Affiliate Member in the VAC whose annual membership dues in the WBCCI and the VAC have been paid in full shall possess all the rights and privileges of membership in the Club except:

- The right to hold office in the Club.
- The right to vote in the election of officers in the Club or on any amendment to the VAC Constitution or Bylaws.
- The right to vote on the dissolution of the VAC or the merger of the VAC with another Intra-Club.
- Any other matter that is required to be submitted to the Regular Members for vote.

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- Sec. 7 **Failure to Pay Dues:** A membership in the VAC will be suspended without further notice if the applicable annual dues for membership in the WBCCI or in the VAC are not paid electronically or by mail to Headquarters or to and received by a Local Club Treasurer on or before the expiration date of such membership. Any suspended membership may be reinstated within 60 days of the suspension date once the applicable dues for Membership in the WBCCI and in the VAC have been paid in full. Suspended memberships in the VAC which are not made current within sixty (60) days from the suspension date may be reinstated with a new expiration date, which will be set by the WBCCI upon receipt of the applicable dues for WBCCI and the VAC. Failure to pay either the WBCCI or VAC dues as provided in the WBCCI Constitution or in this Sec. 7 will result in the automatic termination of such membership in the VAC, effective as of the last day of such suspension period, at which point the Member shall be removed from the VAC Membership roster.
- Sec. 8 **Voting Rights:** A Regular Member who has paid the WBCCI and VAC membership dues in full for the year in which a vote is taken and his/her spouse or partner, if any, will each have one vote in all matters requiring the vote of Regular Members of the VAC. A Voting Member who has not paid the annual dues for the WBCCI and the VAC at least one business day prior to the date a vote of the Voting Members is to be taken shall not be in good standing and shall not be entitled to cast a vote or be counted for purposes of establishing a quorum for such meeting.
- Sec. 9 **Honorary and Emeritus Members:** Honorary membership can be bestowed upon non-VAC members by a vote of the Board. The Board may bestow Emeritus Member status upon founding VAC Members and those who have demonstrated distinguished service to the VAC. Such Honorary Members and Emeritus Members shall not pay dues but shall have the rights of an Affiliate Member.

ARTICLE IV
OFFICERS AND THEIR ELECTION

- Sec. 1 **Officers and Executive Board Members:** The officers of the VAC shall be Regular Members of the Club and shall consist of: (collectively, the “Officers”)
- President
 - First Vice President
 - Second Vice President
 - Third Vice President
 - Recording Secretary
 - Treasurer
 - Immediate Past President

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- Sec. 2 **Officer Election and Term of Office:** The Officers shall be elected at the annual business meeting, or at a special meeting to be conducted not more than thirty (30) days prior to the annual business meeting or via electronic ballot election; except that the term of office of the Treasurer shall be January 1 through December 31. Officers shall serve in office for a term of one year or until a successor is elected, but in no case shall an Officer be eligible to serve more than two consecutive terms in the same office, provided that each such Officer has been elected by the Voting Members for each consecutive term of office. Notwithstanding the foregoing, there shall be no term limitation for a Recording Secretary or Treasurer who has been re-elected by the Voting Members for each consecutive term of office.
- Sec. 3 **Full Term of Office:** An Officer who advances to an office according to the provisions of Section 4 of this Article IV shall not be deemed to have served a full term in such office unless said service is for a period of greater than one-half (1/2) the term of such office.
- Sec. 4 **Vacancies:** In the event of an Officer’s inability to fulfill the duties of office, the next ranking Vice President (in the order first, second, third) shall advance to such vacant office. All other officer vacancies on the Board of Directors, except that of the Immediate Past President, shall be filled by a majority vote of the Board of Directors.
- Sec. 5 **Removal:** Any member of the Board may be removed from the Board at any time for cause or due to disability upon the affirmative vote of two-thirds of the disinterested members of the Board, present and acting at a duly-convened meeting of the Board, provided that such Board member has been given at least five (5) business days prior written notice of the grounds for removal. Prior to the Board vote on any such removal, the Board member who is being considered for, and opposes such, removal may be afforded an opportunity to be heard by the Board and present such mitigating or other circumstances supporting such Board member’s view that removal should be denied. The Board, in its sole discretion shall determine the time, manner, procedures and approach for any such presentation and for any rebuttal. If the Board votes against removal in accordance with this Section 4, then the person shall remain a member of the Board for the balance of his or her term. If the disinterested members of the Board vote to remove a Board member in accordance with this Section 4, then such removal shall take effect immediately upon such vote.

**ARTICLE V
BOARD OF DIRECTORS**

- Sec. 1 **Composition:** The Board shall consist of each of the Officers. Members of the Board shall attend meetings of the Board. Regular Members in an appointed position (“Appointees”) shall attend such Board meetings as required by this Constitution or when requested by the President. Only Officers shall be entitled to vote on matters requiring a vote of the Board.

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- Sec. 2 **Governance:** The Board shall be the administrative body of the VAC and shall define the policies of and, except as otherwise provided in this Constitution, shall have full authority to conduct the business of the VAC and to make decisions in the best interests of the VAC in all matters pertaining to the Club, including oversight and expenditure of finances and general control and supervision of all Officers, Appointees and Committees.
- Sec. 3 **Call of Meeting:** The President or any two members of the Board may call a business meeting or Executive Session of the Board of Directors at any time deemed necessary for the conduct of the business of the VAC.
- Sec. 4 **Quorum:** A quorum of the Board shall be four (4) Board members who are present at the outset of a meeting either in person or via telephonic or video conferencing means.
- Sec. 5 **Scheduling Regular Board Meetings:** Board meetings for conducting ongoing VAC business shall be held within one month preceding and within one month following the annual business meeting at a time and location agreed to by a majority of the Board and at such other times as may be established by the President or as otherwise required to carry out the business of the VAC. All Board members must be notified electronically at least ten (10) days prior to the date of any regular Board meeting.
- Sec. 6 **Scheduling Special Board Meetings:** The President may call a Special Meeting of the Board on not less than two business days' advance notice to be delivered via electronic means to the members of the Board
- Sec. 7 **Board Authority:** The Board shall vote on all matters involving the adoption, change, or elimination of VAC policies; the approval of an annual budget prepared by the Treasurer and any financial expenditures in excess of \$500, which may arise after the annual budget has been approved; the adoption, termination or material modification of the VAC mission or its programming; waiver of any notice or parliamentary procedures; and any other matters which require Board vote as provided in the Constitution, Bylaws, Roberts Rules of Order, or as a matter of good governance for nonprofits.
- Sec. 8 **Presidential Authority:** The President of the Club shall be the Chair of the Board and shall be entitled to vote on all matters requiring a Board vote.

ARTICLE VI
BUSINESS AND SPECIAL MEETINGS OF THE MEMBERSHIP

- Sec. 1 **Meetings:** The annual business meeting of the VAC shall be held during the months of June, July or August of each calendar year. Additional business or special meetings of the Members may be called at any time by a majority vote of the Board. The date, time, location, and purpose of all Club business or special meetings shall be delivered

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to each Voting Member in writing or by electronic mail at least fifteen (15) days prior to the meeting.

- Sec. 2 **Voting Qualification:** Each Voting Member who is entitled to vote at the annual or other duly-convened business or special meeting of the VAC shall have one vote.
- Sec. 3 **Meeting Ballots:** In order for a Voting Member to cast a vote at a business or special meeting at which a vote of the Voting Members is to be taken, such Voting Member must participate in person in the meeting or participate via such other method as determined by the Board.
- Sec. 4 **Quorum.** A quorum for conducting business at any business or special meeting of the membership shall not be less than five percent (5%) of the total Voting Members entitled to vote, as provided in ARTICLE III, Sections 7 and 8. A quorum shall be established on the basis of the Voting Members who are present for such business or special meeting.
- Sec. 5 **Voting.** Each Voting Member who is present at a business or special meeting at which a vote of the Voting Members is to be taken must cast their vote in the manner adopted by the Board for such meeting, which may include voting by a show of hands, the use of a paper ballot, or electronic voting software. The President and the Recording Secretary shall ensure that no Voting Member casts more than one vote on a given issue brought to the membership at a business or special meeting. Except as may otherwise be required by this Constitution, all motions shall be decided by a majority of the Voting Members who are present at a duly convened business or special meeting.
- Sec. 6 **Scheduling Special Meetings:** Special Meetings of the membership may be called by the President or any two Regular Members on not less than three (3) days' prior notice to be sent via electronic mail.

**ARTICLE VII
BYLAWS**

- Sec. 1 **Bylaws:** The Bylaws shall be consistent with this Constitution and with the Constitution, Bylaws, and Policy of the WBCCI.

**ARTICLE VIII
AMENDMENTS**

- Sec. 1 **Proposed Amendments:** Proposed amendments to this Constitution shall be submitted to the President, by any Regular Member by no later than 120 days prior to the date of the annual business meeting scheduled for the applicable calendar year. The President shall review proposed amendments for compliance with the provisions of this Constitution, including Article VII, Sec.1, and shall submit all such compliant,

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proposed amendments to the Board for consideration via electronic mail no later than ten (10) days prior to the next regularly scheduled or Special Meeting of the Board.

Sec. 2 **Constitution Amendments:** Any proposed amendments to this Constitution as have been determined by the Board to be appropriate for submission to the Voting Members for vote shall be placed on the agenda of the annual business meeting or a special meeting of the membership called by the Board for that purpose. Any such proposed amendment as has been approved by the Board for submission to the Voting Members will be published in the VAC newsletter, emailed to all Members, and posted on the VAC website no later than fifteen (15) days prior to the annual business meeting or special meeting called for that purpose. The proposed amendment will then be voted on by the Voting Members at the annual business or special meeting of the membership provided that the amendment was published as specified above.

Sec. 3 **Amendment Effective Date:** All amendments to this Constitution shall become effective upon adoption by the vote of two-thirds of the Voting Members present, except as may be otherwise provided in the approved amendment.

This Constitution of the Vintage Airstream Club, as last amended, was adopted by the Voting Members of the VAC on:

5/13/2024 at LINDEN, MI
(Date) (City, State/Province)



Steve Blackmer
President - Vintage Airstream Club