

CONSTITUTION AND BYLAWS OF THE VOLKSWAGEN ASSOCIATION OF WESTERN
NEW YORK INCORPORATED Rev. D

This operating document must be reviewed and approved by (51%) fifty one percent of the membership. Released date _____ Approved Date _____

I ARTICLE I NAME

A. The organization will be known as the "Volkswagen Association of Western New York Incorporated".

II ARTICLE II PURPOSE

A. To help every member enjoy their Volkswagen to the fullest.

B. To gather together in order to;

1. Conduct association business.
2. Discuss Volkswagen related items and ideas.

C. To stage various Volkswagen car events in order to promote interest in Volkswagen vehicles.

D. To supply each member with useful and interesting information concerning their Volkswagen.

III ARTICLE III POWERS

A. To organize and maintain an independent local Volkswagen enthusiast's association.

B. To incorporate under any appropriate incorporation laws pertaining to non-profit organizations in the State of New York. C. To adopt these laws.

IV ARTICLE IV MEMBERSHIP:

A. Membership is open to any Volkswagen enthusiast regardless of race, creed, sex, age or national origin.

V ARTICLE V OFFICERS AND ELECTIONS:

A. The club will function under the direction of a group known as the 'Management Team' and it consists of (3) three Directors, a President, a Vice President, a Secretary, a Treasurer, a Communications Manager, and a Membership Manager.

B. Should any member of the Management Team resign or be unable to fulfill their full term, the Management Team will appoint a replacement for the remainder of the term.

C. Directors (reference the complete job descriptions in the attached appendixes.)

1. One Director will serve as the Team Chairman and he/she will be responsible for the coordination and functioning of the Management Team.
2. The Team Chairman will be appointed by the departing Chairman. In the event the Team Chairman is unable to designate a successor, the Management Team will select a new Team Chairman.

3. New or replacement Directors will be nominated by the Management Team, and elected by a majority vote of the eligible members in attendance the night of the election.
4. Directors term of service.
 - a. Directors will serve for a term of two (2) years. Their terms should have a staggered start so that their terms expire at different times.
 - b. When a Director's service period has ended, they will be eligible to serve another two (2) year term if they are nominated and elected as previously described.

D. Elected Officers

1. The Management Team shall solicit nominations and hold elections annually for the following positions: (see the complete job descriptions in the attached appendices.)
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
2. Nominations for these elected officers shall be solicited from the club membership. The candidates shall be elected by a majority vote of the eligible members in attendance the night of the election.
 - a. Their term of service shall be one (1) year. They will be eligible to serve multiple terms that must be renewed at the annual election night.
 - b. Should an elected officer not be able to complete their term of service; the Management Team will appoint a replacement to fulfill the balance of the term.

E. Managers

1. There are administrative functions that are needed to support ongoing operations (see the complete job descriptions in the attached appendixes.)
 - a. They are the Communications Manager and the Membership Manager
 - b. These positions are filled by the Management Team electing individuals from a field of volunteers within the club membership.
 - c. The club benefits from their long-term dedication to these jobs. Therefore, the term of service is indefinite. When a Manager is unable to continue in their position, the Management Team will be responsible for the electing a replacement.

F. Management Team Powers

1. The Management Team will have the power to suspend established practices, rules and procedures when a situation arises that is not specifically stated in these Bylaws. The changes must be agreed upon by at least six (6) team members.
2. The Management Team meetings will be held, as required, and they must have at least four (4) members present,
- 3 Team members will be allowed to hold more than one position, such as Director and Treasurer.

VI ARTICLE VI RECOGNITION FOR OUTSTANDING SERVICE

A Selection Criteria

1. The individual being considered will have served, on a voluntary basis, as an event chairman, an event organizer, an event host, or made some other significant contribution to the success of the club.
2. The individual will have a record of voluntary service that spans a minimum of five (5) years.
3. Serving in an elected office does not qualify the individual for this recognition,

B Selection Process

1. Names of individuals to be considered for recognition can be submitted at any time by an elected officer, a director, or any member in good standing of the organization.
2. Nominees and their qualification will be reviewed by the board of directors. Those individuals that are selected will be recognized at an official club meeting or event, and presented an appropriate gift

VII ARTICLE VII DISSOLUTION

A At least two thirds (2/3) of the membership must vote in favor of dissolution, in which case proper notification will be given to the State of New York.

B If dissolution is approved, all assets will be disbursed as in C. below, under the direction of the Executive Board of Directors.

C Disposal of assets will be done as follows:

1. Material assets to be sold.
2. Pay any and all outstanding debts.
3. Deduct 20% from total assets and distribute equally among current officers (including membership manager, webmaster, communications manager and board members).
4. Contribute remaining cash assets to local charities selected by the current membership.

Appendix-- A

JOB DESCRIPTIONS

Team Chairman

Responsibilities

- 1) Maintain order and respect for all involved with the VWAWNY
- 2) Provide suggestions and input on major topics to finalize decisions on club issues
- 3) Maintain continuity between executives and members
- 4) Ensure that all club operations and functions are within the guidelines of the VWAWNY Constitution and by-laws
- 5) Chair Team meetings as required
- 6) Oversee changes to VWAWNY website
- 7) Monitor and respond to questions posted on the VWAWNY Facebook page.
- 8) Maintain a rudimentary financial budget.

Requirements

- 1) Active VWAWNY member in good standing for five consecutive years, dedicated to the VWAWNY mission
- 2) Has a genuine interest in upholding the Constitution of the VWAWNY
- 3) Able to attend and participate in Board meetings as necessary
- 4) Has the ability to correspond effectively and respectfully

Directors

Responsibilities

- 1) Provide input on major topics to finalize decisions on club issues
- 2) Maintain continuity between executives and members
- 3) Ensure that all club operations and functions are within the guidelines of the VWAWNY Constitution and by-laws
- 4) Chair Team meetings as required

Requirements

- 1) Active VWAWNY member in good standing two years, or the current club President

- 2) Has a genuine interest in upholding the Constitution of the VWAWNY
- 3) Able to attend and participate in Board meetings as necessary

President

Responsibilities

- 1) Preside over all regular meetings
- 2) Schedule regular meetings with V.P.'s assistance
- 3) Coordinate club functions with the aid of the Management Team
- 4) Maintain continuity and order between all club members
- 5) Should attend management meetings.

Requirements

- 1) An active VWAWNY member in good standing for at least two years
- 2) Available for all meetings or verify that the V.P. will substitute
- 3) Available for the majority of club events*
- 4) Available by most current means of communication
- 5) Has a genuine interest in upholding the Constitution of the VWAWNY
- 6) Able to effectively communicate at meetings with respect for all

Vice President

Responsibilities

- 1) Represent the President and preside over meetings in his absence
- 2) Assist the President with duties as requested
- 3) Arrange for club meeting locations
- 4) Verify meeting location availability and share with all officers
- 5) Attend Management Team meetings

Requirements

- 1) An active VWAWNY member in good standing for at least one year
- 2) Available by most current means of communication
- 3) Able to effectively communicate with business and social contacts

4) Available for most regular meetings

5) Available for most club events*

Note: Either President or Vice President should be present for all major club functions

Treasurer

Responsibilities

1) Maintain bank accounts and check book for club finances

2) Provide monthly Treasury Report for club meetings

3) Reimburse club members for approved expenditures

4) Pay bills submitted for approved expenditures

5) Maintain all club financial records

6) Attend Management Team meetings

Requirements

1) An active VWAWNY member in good standing for at least one year

2) Available by most current means of communication

3) Available for most regular meetings or provide report for substitute

4) Confident in and proficient at maintaining all club finances and financial records

Secretary

Responsibilities

1) Record minutes at all regular meetings

2) At each regular meeting, read an outline of minutes from previous meeting

3) Provide a copy of previous meeting minutes for President's reference

4) Maintain copies of all secretarial records, club correspondence and meeting minutes

5) Maintain attendance records

6) Attend Management Team meetings

Requirements

1) An active VWAWNY member in good standing for at least one year

2) Available by most current means of communication

3) Able to correspond effectively with all club contacts

4) Available for most club meetings or provide minutes for substitute

Communications Manager

Responsibilities

- 1) Publish informational email as close as possible to the first of each month to all members using the most current directory.
- 2) Provide all information necessary to attend the following month's meeting, including location, date and time and activities
- 3) Provide "current events" listing of club and local VW events and activities from various sources
- 6) Attend Management Team meetings

Requirements

- 1) A VWAWNY member in good standing for at least one year
- 2) Have the means to send and receive email
- 3) A competent ability to correspond as necessary
- 4) Available by most current means of communication

Membership Manager

Responsibilities

- 1) Provide membership applications and information to prospective members
- 2) Collect membership fees and transfer to Treasurer monthly
- 3) Maintain current, up-to-date list of members past and present
- 4) Provide email list for Communications Director and officers monthly
- 5) Announce welcome to new members at initial meeting
- 6) Attend Management Team meetings

Requirements

- 1) An active VWAWNY member in good standing for at least one year
- 2) Available by most current means of communication
- 3) Able to correspond effectively with members
- 4) Available for most club meetings or provide membership report