

OLDSMOBILE CLUB OF AMERICA POLICY MANUAL

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Notes:

Masculine pronouns are used to include all genders and are not intended to be discriminatory.

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I Name-Emblem-Seal

- 1.20 Only Oldsmobile Club of America Officers, appointed Committee Chairpersons, or contracted Managers (e.g. Membership Manager, Communications Coordinator, Publication Manager/Editor) may use the official OCA letterhead for official OCA business, unless approved by a two-thirds (2/3) vote by the Board.

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This Policy Manual supplements the Oldsmobile Club of America Bylaws.

II Purpose

- 2.30.1 The Board shall be authorized to establish a contract with a Merchandise Manager for the purpose of providing Oldsmobile-related spirit items wherein OCA receives a percentage payment of the sales value of the items for the license to use the Oldsmobile Club of America name and/or logo.
- 2.30.2 Advertising space or presence in the OCA official publication, other OCA-approved print publications, or OCA-approved electronic media may be sold. Sales of advertising space or presence are to offset printing and/or distribution costs or to provide additional revenue to the Club.

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III Organization and Operation

- 3.11 Policy Manual changes that require a Bylaws change before they can be implemented shall be voted on by the Board prior to the Bylaws change approval by the Membership. The effect of this vote shall be applicable under the following conditions.
- 3.11.1 If the Bylaw change is approved by the Membership, the Policy Manual change goes into effect immediately unless otherwise provided in the proposed Policy Manual change.
 - 3.11.2 If the Bylaw change is not approved by the Membership, the Policy Manual change is treated as if it was not approved by the Board and shall have no effect.
- 3.30 The Executive Committee may use any cost-effective means to meet.
- 3.40 An OCA member may examine any records of the Club by writing to the Secretary detailing the records to be examined. The Secretary will then arrange for the examination within 30 days. If printed copies are desired, a reasonable cost for copying and mailing may be charged.
- 3.50 All insurance policies shall be reviewed and renewed annually based on the anniversary date of the policy. Review of the insurance policy shall be by the Insurance Coordinator who will provide a recommendation to the Board for approval.
- 3.50.1 All Chartered Chapters must request the event insurance provided by OCA for any event that is associated with OCA to ensure that the event does not violate the coverage provided for OCA under the existing policy even if they have their own insurance.
 - 3.50.2 OCA members and Chartered Chapters must apply for OCA event insurance in order to advertise the event in the official publication, on the OCA Website, or in any advertisement or publication as an OCA-sanctioned event.
 - 3.50.3 If a Chartered Chapter or an individual OCA member or a group of OCA members hosts an event which is not covered by the OCA insurance policy or is uninsurable, the event will be a non-sanctioned event and OCA will have no responsibility or liability for any legal action or any other complaint or action that arises from the holding of the non-sanctioned event. OCA will advertise such non-sanctioned events so long as the advertisement is purchased by the host or hosts and provided that the advertisement contains a disclaimer clearly stating that

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it is a non-sanctioned event by OCA and that OCA will have no liability for such event.

IV Board of Directors and Appointments

4.10 Board of Directors

All Board members and appointees are expected to work cooperatively and expeditiously in conducting Club business and furthering the mission and purpose of the Club.

President (Executive Committee)

The President shall be the principal Executive Officer of the Club. He shall preside at all meetings of the Executive Committee, Board, and Membership. He may sign, with another Executive Committee member, legal documents which the Board has approved. The President corresponds with the Board as necessary. He shall maintain the list of all Club assets. During each term, he shall initiate a review of the Bylaws and Policy Manual. He shall perform such other duties and possess such other powers as usually pertain to the office of the President.

Vice President (Executive Committee)

The Vice President shall, in the absence of the President, perform the duties of the President. He shall collect all chapter fees and maintain an up-to-date list of all Chapters. He shall chair the Chapter Chartering Committee. He shall perform such other duties as usually pertain to the office of the Vice President.

Treasurer (Executive Committee)

The Treasurer shall be responsible for managing and accounting for all finances of the Club. He shall issue financial reports to members as required but no less frequently than once a year. He shall provide for the annual financial compilation, review, or audit, AEPM, by an independent Certified Public Accountant. He shall make payments only as authorized by the President, Executive Committee, and/or Board in the amounts pre-authorized under the specific levels and conditions as designated in the Bylaws and this Policy Manual. The Treasurer will maintain copies of all contracts requiring payment of OCA funds. The Treasurer shall Chair the Financial Committee. He shall perform other duties as usually pertain to the office of the Treasurer.

Secretary (Executive Committee)

The Secretary shall keep minutes of all meetings, and along with the President, be a custodian of OCA records. Minutes of all Board meetings must be distributed

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to all Board members within 90 days after a recorded meeting. With the exception of special balloting procedures and the election of Officers, the Secretary will receive all ballots for retention for one (1) year after the official results of the ballot are announced. He shall perform other duties as usually pertain to the office of the Secretary.

Past-President

The duties of the Past-President shall be in an advisory capacity. He shall not be a voting member of the Board. He may, when not precluded by the Bylaws, and at the appointment by the President and ratified by the Board, chair either temporary or standing committees.

Zone Directors

Zone Directors shall be the liaisons between OCA, his Zone Chapters and Members residing in their Zones.

4.12 Appointees

Chief Judge

The Chief Judge shall be appointed. He shall chair the Judging Committee and shall, with input from the Board and/or the Judging Committee, establish, revise and oversee judging classes, forms, and criteria to standardize OCA judging. His duties shall include, but not be limited to:

- Maintain the Judges Recognition Program and provide judges' awards for Senior, Master, and other levels of judging achievement.
- Supply the Senior Preservation Awards and maintain a record of the recipients.
- Maintain awards results and related information for National Events.
- Maintain an updated Event Head Judge information packet, to be forwarded to the National Event Head Judge prior to the National Meet.
- Communicate with the OCA membership, National Event Head Judge, and Judging Committee regarding questions pertaining to award judging criteria.
- Familiarize himself with the proposed judging area of each potential National Event show field.
- Ensure that any revisions of award judging criteria are in accordance with the Bylaws and Policy Manual.
- Visit each National Event host grounds to study the layout of the show field and provide comments as required.

Parliamentarian

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A Parliamentarian may be appointed for the annual Board meeting, and may be appointed to serve as parliamentarian at other meetings of the Executive Committee or Board, as needed.

Legal Advisor

A Legal Advisor shall be appointed. His duties shall include, but not be limited to:

- Attend the annual Board meetings or be available to confer during the meeting and provide legal advice to the President and Board as needed.
- In the event of legal action by or against the Oldsmobile Club of America that is within his area of expertise, the OCA Legal Advisor may represent OCA for a fee, agreed to by the Legal Advisor and approved by the Board. If the appointed Legal Advisor is deemed to have a conflict of interest by a majority of the Board or if the Legal Advisor declines or is not licensed to represent the OCA in the jurisdiction of the action, OCA shall use alternative legal counsel as approved by a majority of the Board.

Swap Meet Chairman

The Swap Meet Chairman shall be appointed. His duties shall include but not be limited to:

- Coordinate with the National Event liaison concerning the Swap Meet site, and, if necessary, travel to the site for preliminary measurements and layout.
- Prepare an advertisement for the official publication, offering swap spaces for each National Event.
- Register Swap Meet applicants and provide confirmation.
- Prepare a written financial report of the Swap Meet for the Board.
- Provide a report, either oral, written, or a combination, for the Board and each Board meeting.
- Maintain a permanent record of all payments received and forwarded to the Treasurer.
- Prepare and furnish an annual proposed budget for approval by the Board. Alternate considerations shall be proposed if the budget is not approved by the Board.

All budgeted expenses incurred by the Swap Meet Chairman with regard to expenses for setting up, overseeing, maintaining, clean-up, including the cost of getting the Swap Meet supplies shall be paid out of OCA and/or National Event funds.

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4.20 Contractors/Appointees

- 4.20.1 A Publication Manager/Editor for the official publication shall be appointed by the President and ratified by the Board. This is a paid position requiring a signed contract and Board approval. The duties shall be set forth in his contract and include, but not be limited to:
- Solicit and gather articles, edit articles, and write content for each issue, via communication with necessary sources.
 - Create the theme, design and layout of each issue of the official publication using software programs of current technology.
 - All work will be done in a professional manner to produce a publication of the highest quality.
 - Manage the publication of each issue with the OCA print contractor so it can be mailed by the 25th of the month preceding the month of the issue.
 - Meet consistent deadlines each month for content, proofing, and printing.
 - Encourage display and classified advertising in the official publication.
 - Maintain communications with members via phone and e-mail to address questions, concerns, and inquiries about the official publication and the Oldsmobile Club of America.
 - Submit recent electronic versions of the official publication to the Secretary as per the determined schedule.
 - Report to the President and Board on duties and responsibilities, as requested, by attending annual Board meetings and/or providing an annual report.
- 4.20.2 A Classified Advertising Manager may be appointed by the President. If appointed, the Board must ratify the selection. The duties shall include, but not be limited to:
- Retain and cultivate new relationships with classified advertisers that provide products and services consistent with the needs of OCA members.
 - Communicate with sources of new old stock, reproduction, and used Oldsmobile parts that may be used for restoration and maintenance.
 - Maintain records of sales, leads, and financial transactions.
 - Forward advertising receipts to Communication Coordinator or Treasurer.
 - Accept advertisements in digital format and forward them to the Publication Manager/Editor.
 - Format advertisements received through USPS mail.
 - Coordinate advertising placement, sizing, and proofing with the Publication Manager/Editor of the official publication.
 - Establish, maintain, and enforce a schedule for classified advertisers including reservation deadlines and art work deadlines.
 - Review and revise rates for classified advertisers in accordance with printing schedule.
 - Review and recommend adjustments for classified advertising.
 - Coordinate advertising in the official publication and OCA Website.

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- Report to the President and Board on duties and responsibilities as requested by attending annual Board meetings and/or providing an annual report.

4.20.3 A Display Advertising Manager may be appointed by the President. If appointed, the Board must ratify the selection. The position is paid by commission only. The duties shall include, but not be limited to:

- Retain and cultivate new relationships with advertisers that provide products and services consistent with the needs of OCA members.
- Communicate with sources of new old stock, reproduction, and used Oldsmobile parts that may be used for restoration and maintenance.
- Solicit display advertising and ensure that all advertisers have current agreements for the official publication and/or the OCA Website.
- Accept advertisements in digital format and forward them to the Publication Manager/Editor of the official publication.
- Coordinate advertising placement, sizing, and proofing with the Publication Manager/Editor of the official publication.
- Resize and reprice display advertising, as needed.
- Establish, maintain, and enforce a schedule for display advertisers including reservation deadlines and art work deadlines.
- Review and revise or create a rate card and calendar for display advertisers in accordance with printing schedule.
- Maintain records of sales, leads, and financial transactions including display advertising invoices and payments.
- Forward display advertising receipts along with an invoice for related display advertising commissions.
- Perform account collections including sending out “past due” statements.
- Report to the President and Board on duties and responsibilities, as requested by attending annual Board meetings and/or providing an annual report.

4.20.4 A Merchandise Manager may be appointed by the President. If appointed, the Board must ratify the selection. This position will pay OCA a commission of sales determined by the Executive Committee and Merchandise Manager. The duties shall include, but not be limited to:

- Use professional knowledge, skill, and learning in the industry to make quality and quantity merchandise offerings.
- Select and supply OCA and Oldsmobile-related merchandise.
- Payments to OCA shall occur not later than ninety (90) days following National, Zone, or local meets in which the Merchandise Manager has been selling merchandise.
- Provide a complete accounting of sales at least on a quarterly basis.
- Provide a full accounting verifying that all sales tax, if applicable, has been paid by the Merchandise Manager.

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- Report to the President and Board on duties and responsibilities, as requested by attending annual Board meetings and/or providing an annual report.
- 4.20.4.1 If a Merchandise Manager is appointed by the President and ratified by the Board, OCA agrees to the following:
- OCA will offer the Merchandise Manager a preferred or reduced rate for any size ad in each issue of the official publication.
 - OCA will grant the Merchandise Manager a specific license to use the OCA name and logos on merchandise specified in the Contract Agreement and to manufacture and market OCA merchandise for sale to OCA members and the general public.

- 4.20.5 An Office Manager shall be appointed by the President and ratified by the Board. This is a paid position requiring a signed contract and Board approval. The duties shall include, but not be limited to:
- Keep OCA Office open and maintain a telephone answering service at least 4 hours per day, 290 days per year.
 - Retrieve mail at least once a week.
 - Open all mail and forward to the appropriate people.
 - Fulfill requests by OCA members and coordinate efforts with the Membership Manager.
 - Scan-deposit checks or deposit checks directly at the bank.
 - Maintain spreadsheets for all deposits (memberships, Oldsified ads, Commercial Classified ads, Display ads, R.E. Olds Transportation Museum donations, and purchased official publication copies.)
 - Mail copies of spreadsheets to President, Treasurer, and other appropriate people (Display Advertising Manager, Publication Manager/Editor, and Membership Manager.)
 - Maintain a current roster (database) of OCA Members based upon new membership records, membership renewals, and applications for membership.
 - Provide mailing lists of current members' addresses to the Publication Manager/Editor on a monthly basis.
 - Provide a new membership list monthly to the Publication Manager/Editor, as well as e-mailing the new membership list to the OCA Chapter leaders, and appropriate Zone Directors.
 - At least thirty (30) days prior to expiration, send renewal notices to those memberships that are about to expire.
 - Process applications for both new & renewal memberships and send either a "Welcome" packet or renewal membership card.
 - Balance entries and the total of money & PayPal payments and send the transaction report to the Treasurer.

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- On a monthly basis, mail out printed copies of the official publication to members in Foreign Countries who have requested this membership type.
- Forward copies of the official publication as requested by the Road Show Chair or Board.
- Monitor OCA membership e-mail account for membership applications/renewals via PayPal, change of address, membership questions, missing copies of the official publication, etc.
- Respond to all membership questions/problems either via email or by phone.
- Provide membership data to the Board and Chapter Presidents/Treasurers upon request.
- Send the updated database on a monthly basis to the President, Vice President and Long-Term Membership Committee Chair.
- As required, use the online membership database to perform the duties of this position.
- Report to the President and Board on duties and responsibilities, as requested by attending annual Board meetings and/or providing an annual report.

4.21 Other Appointees

4.21.1 If a Model Year Advisor Coordinator is appointed, his duties shall include, but not be limited to:

- Solicit participation from OCA for volunteers and gather contact information and the models and years for which they are volunteering to provide advice.
- Maintain a current list of volunteers with preferred contact information and publish this list periodically in the official publication.
- The list may be published on the OCA website with Board approval
- Provide a report, either oral, written or a combination for the Board at each Board meeting.

4.21.1.1 All volunteers for positions as Model Year Advisors will be from the Oldsmobile Club of America membership, and all Model Year Advisors will keep their memberships current.

4.21.2 If an Insurance/Event coordinator is appointed, his duties shall include, but not be limited to:

- Be the primary contact with all of OCA's insurance and bonding providers.
- Have a working knowledge of the coverage of the policies.
- Assure policies are up to date.
- Make Event and Insurance Forms available to Chapters.
- Provide the current Event and Insurance Form for the OCA website.
- Make recommendations as necessary to facilitate this position.

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- Follow the Board's policies relative to event publicity, insurance, and bonding.
- Process all applications in a timely manner.
- Provide a report, either oral or written, per the outline provided, or a combination for the Board at each Board meeting.

4.21.3 If a Roadside Assistance position is appointed, his duties shall include, but not be limited to:

- Solicit volunteers for the program.
- Maintain a current list of volunteers.
- Periodically publish a list of volunteers in the official publication.
- At least annually, write an article for the official publication explaining the program.
- Provide a report either oral, written, per outline provided, or a combination for the Board at each Board Meeting.

4.21.4 If a Road Show Chairman position is appointed, his duties shall include, but not be limited to:

- Create guidelines for the program and secure approval of these guidelines from the President. These guidelines shall be published in the official publication at least semi-annually and shall be published on the OCA website. The guidelines shall be reviewed annually and changed only upon approval of the President.
- Maintain a standing ad for the program in the official publication.
- Advertise the program and application form on the website as necessary.
- Process all applications in a timely manner.
- Provide a report, either oral, written, per the outline provided, or a combination for the Board at each Board Meeting.
- Review all Road Show requests for reimbursement to assure compliance with Road Show policies, and forward approved invoices to the Treasurer for payment.

4.21.5 Because a website reaches worldwide viewers, and is not restricted to OCA members, a great degree of caution must be employed in posting content on the OCA website. The website is to be used primarily as an information medium and not as a communication vehicle, unless approved by the Board. With prior approval by the Board, restricted-access portions (e.g., for active members, Board members) of the website are allowable and may have different foci than the public portion of the website. The website may offer leads to other sites associated with the hobby and/or OCA, including OCA Chapters. Any e-mail contacts listed on the website must be approved by the addressee. Event listings which are sponsored by OCA Members or Chapters must be approved by the Event/Insurance Coordinator.

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- 4.21.5.1 If a Webmaster and/or Social Media Liaison(s) is/are appointed, his duties shall include, but not be limited to:
- Maintain website(s), social media accounts, e-mail hosts, appropriate internet links, and any other Information Technology (IT) internet relationships registered and belonging to OCA on at least a monthly basis.
 - Ensure that appropriate payment schedules are provided to the Treasurer to maintain ownership control over all OCA internet activities.
 - Ensure that current account logins/passwords and other access information are filed with the Secretary.
 - Prepare a report, either oral, written, per the outline provided, or a combination for the Board at each Board meeting.

4.30.1 All e-mail motions and seconds should be addressed to the chair, just as done in the annual meeting. Motions will be considered under discussion when the chair restates the motion and opens discussion.

4.30.2 The chair will set a reasonable amount of time for discussion and a reasonable amount of time for votes to be submitted.

4.30.3 Votes submitted after the voting deadline will not be counted.

4.30.4 No e-mail motions will be considered 50 days or less before the annual meeting.

4.30.5 All Board members are required to have email access to communicate on OCA matters in a timely manner.

4.40 A Board member who cannot attend a Board Meeting must designate his proxy, in writing, prior to the meeting. His proxy must be a voting member of the Board. A person (Board member) may only hold one proxy.

4.71 In the case a Board member or an appointee must be removed from office, the President shall decide how the vote will be conducted. In the event that the action is the office of the President, the Vice President will preside and decide how the vote will be conducted.

4.80 If an emergency meeting is necessary, Board members must be notified at least 10 days prior to meeting date. Notification may be made by any cost-effective means.

4.90 Contracts involving OCA Funds may only be made by the President with the approval of the Board, except as provided herein. Review of all contracts will be conducted by the Board. All contracts require Board approval, either on the individual contract or as a line item in an

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approved budget. Any member of the Board or appointee who intends to contract for OCA with any company or provider in which he has a beneficial interest must disclose such interest to the Board prior to negotiating or letting such contract. Committee Chairpersons may be authorized by the Board to sign specific contracts if the contract is part of an approved budget as a line item.

- 4.91 Contract renewal dates for services contracted may renew annually on the contract expiration date if approved by the Board.

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V. Nominations and Elections

- 5.10 Nomination notice will appear in the official publication no later than the November issue of the year prior to the election.
- 5.20 A member may be nominated for office by another member. The only exception is that the member being nominated must not be excluded per Bylaw 4.72. The nominator and nominee must be current OCA members. The nominator shall contact the nominee, and then upon agreement of the nominee, send a letter of nomination to the OCA Election Chairman (see Section 13.10 for more detail about the Election Chairman.) Use of e-mail will be acceptable.
- 5.20.1 The nominee must then send, to the Election Chairman, a letter of acceptance, a recent photograph and a 100 word or less statement about himself and his plans for office. To receive written confirmation of the acceptance, the nominee must also include a self-addressed, stamped envelope. Use of e-mail will be acceptable.
- 5.20.2 The nomination and acceptance must be received between midnight Eastern Time November 15th and midnight Eastern Time December 30th.
- 5.20.3 Nominations do not require a second.
- 5.21 Nominee profiles and election ballots shall appear in the February issue of the official publication.
- 5.21.1 Each nominee profile to be published in the official publication must contain only biographical and experience related information about the nominee.
- 5.21.2 Profiles will be reviewed by the Publication Manager/Editor of the official publication and profiles that are deemed to include accusations or negative inferences about other nominees or OCA will be returned to the nominee to be revised.
- 5.21.3 Profiles that have been returned to a nominee for revision and are not revised will be published in the official publication as written, but with a note from the Publication Manager/Editor that a revision was requested, but not received.
- 5.21.4 The ballot will be printed on the dust cover of the official publication and include an address label which contains the member's name and OCA membership number.

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- 5.21.4.1 No photocopies will be accepted.
- 5.21.4.2 Members who do not have the February hard copy of the official publication will be sent a ballot for the member and associate (if applicable.) These ballots will have the signature of the Membership Manager on them to verify that they are official.
- 5.21.5 Balloting shall close on March 15th.
- 5.21.6 The OCA Election Chairperson shall open and count the ballots only after all ballots have been received, in the presence of one member of the Board and at least one member of OCA not on the Board who is not a nominator for any position and/or running for any position. The person must be approved by the full Executive Committee. After the ballots are counted and tabulated, the official ballots and the signed certification of the count will be conveyed in a secure, cost-effective manner to the OCA Secretary, who will maintain them for one (1) year.
- 5.21.7 The ballot count shall be published in the official publication.
- 5.21.8 The OCA Election Chairman shall notify all nominees, and the Publication Manager/Editor of the official publication, of the election results, in writing, within 10 days of close of balloting.
- 5.21.9 Challenges to the election results must be presented in writing and must be postmarked within fifteen (15) calendar days after the official notification of the results are made to the nominees. All challenged results will be reviewed by the Executive Committee and the OCA Election chairperson. The results of the review will be considered official.
- 5.30 Newly-elected officers may exchange official office with the appropriate outgoing officer at any mutually agreeable time from the beginning of the annual Board meeting, up to, but not later than, the beginning of New Business. Proxies are exempt from this exchange. If the outgoing officer fails to attend and does not authorize a proxy and the incoming officer is in attendance, the incoming officer may be seated.
- 5.51.1 Elections resulting in a tie vote for a Zone Director will require a run-off election for the two members with the tying vote count if there are not two Zone Directors nominees with higher vote counts elected.

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- 5.51.1.1 Until the completion of the run-off election, the sitting Zone Directors will continue as voting members of the Board, however any other nominee(s) in the run-off election shall be notified of all OCA matters regarding their position and may participate in Board meetings as non-voting members.
- 5.51.2 Elections resulting in a tie vote for a position on the Executive Committee will require a run-off election between the nominees with the tying vote count if there is not another nominee with a higher total vote count.
- 5.51.2.1 Until the completion of the run-off election, the sitting Executive Committee member shall continue as voting members of the Board, however any other nominee(s) in the run-off elections shall be notified of all OCA matters regarding their position and may participate in Board meetings as non-voting members.
- 5.52 Run-off elections shall be held as soon as the results of the tying votes are known and the Executive Committee can establish a ballot for the position(s) in the official publication. Rules for Zone Directors and Executive Committee members shall be per Bylaw 4.11. All other criteria for voting, counting, retaining records and notification shall be followed regarding the run-off election.
- 5.52.1 Ballots for a run-off election shall appear in the May issue of the official publication. Balloting shall close on June 15th.
- 5.53 Properly qualified write-in candidates are acceptable if there are no candidates appearing on the ballot for a given office. The qualification of each write-in candidate must be verified by the Election Chairman before their election standing will be considered official.

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VI. Membership and Meetings

6.10 Dues as of June 2018:

	<u>1 Year</u>	<u>2 Years</u>
1st Class (U.S.)	\$ 50.00	\$ 90.00
3rd Class (U.S.)	\$ 40.00	\$ 70.00
Associate	\$ 5.00	\$ 10.00
Electronic (E-Membership)	\$ 30.00	\$ 55.00
Canada	\$ 60.00	\$100.00
Mexico	\$ 90.00	\$155.00
Europe	\$ 100.00	\$ 180.00

All moneys received shall be in US Currency. Membership renewal terms shall be limited to no more than two concurrent years. Upon expiration of a membership term, membership benefits cease immediately, but can be reinstated upon payment of appropriate dues.

6.13 The voting method for creating or revoking an Honorary Membership shall be decided by the Board at the time of the vote except in the case of a mail-in vote which may not be secret. It can be kept confidential, with the official ballots being assigned by random number and the key kept by the President and Secretary.

6.20 The method of vote to suspend or expel a member shall be decided by the Board at the time of such action.

6.30 Written reports must be mailed to each Board member a minimum of thirty (30) days prior to the Board meeting.

6.40 A mid-term Board meeting may be called by the President, when necessary, at a date and time to be determined by the President. The date of this meeting is to be scheduled sometime between 90 days after the last Board meeting and at least 90 days prior to the upcoming meeting. The OCA shall pay travel expenses for those required to attend this meeting. Board members are expected to travel by the most economical means possible. In keeping with the current Board meeting protocol and Bylaw 4.40, a Board member who is unable to attend the mid-term meeting may assign a proxy to vote as the absent member's representative.

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VII. Zones

7.10 The following Zones are recognized:

Atlantic North East

Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, Nova Scotia, New Brunswick, Newfoundland & Labrador, Prince Edward Island, and Quebec.

Atlantic South East

Maryland, District of Columbia, West Virginia, Virginia, North Carolina, South Carolina, Tennessee, Mississippi, Alabama, Georgia, Florida, and Puerto Rico.

Eastern Great Lakes

Michigan, Indiana, Ohio, Kentucky, and Ontario.

Western Great Lakes

Wisconsin, Illinois, Minnesota, Iowa, North Dakota, South Dakota, Nebraska, Manitoba, Nunavut, and Northwest Territories.

South Central

Missouri, Arkansas, Louisiana, Kansas, Oklahoma, Texas, Colorado, and New Mexico.

Pacific South West

Utah, Arizona, Nevada, California, and Hawaii.

Pacific North West

Montana, Wyoming, Idaho, Oregon, Washington, Alaska, Yukon, British Columbia, Alberta, Saskatchewan, all U.S. territories and foreign countries (other than listed here).

The OCA Zone Map is located in Appendix 1.

7.20 Zone Directors shall be the liaison between OCA, the Chapters in his Zone, and Members residing in his Zone.

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VIII. Chapters

8.10 The Vice President will chair the Chapter Chartering Committee.

- 8.30
1. The Chapter Chartering Committee Chair shall receive a letter of intent from the requesting person or group pertaining to the specific geographic area or special interest.
 - a. Geographic:

A copy of the letter of intent will be sent to Zone Directors in appropriate geographic areas and all existing chartered Chapters in that area which could have an interest in the newly-founded group.
 - b. Special Interest:

A copy of the letter of intent will be sent to all Zone Directors and existing chartered Special Interest Chapters which could have an interest in the newly-founded group.
 2. A written reply will be requested from Zone Directors and interested chartered Chapters regarding approval or objections.
 3. If no written objections are received from Zone Directors or existing chartered Chapters, the Chapter Chartering Committee Chair will send a start-up packet consisting of letter of introduction with instructions, charter application form, list of all existing OCA chartered Chapters within the Zone, list of Zones, hints for a successful Chapter (sheets of ideas), and a set of OCA Bylaws and Policy Manual.

If objections are received, they will be submitted to the Board for evaluating the requesting group's application.
 4. The Chapter Chartering Committee Chair must receive the required Chapter Application Form signed by ten (10) OCA members of the forming group, a set of Chapter Bylaws, roster, minutes of the meeting wherein the requesting group approved the pursuit of Chapter status, any applicable fees (in US Funds) and will submit the above to the entire Board for approval or denial. The Chapter Bylaws must include the following:
 - The Chapter agrees to conform to OCA Bylaws.
 - The Chapter has financial responsibility for its activities and will file state, local or federal tax report(s), if required.
 - The Chapter will levy its own dues and have a periodic publication.
 - The Chapter will elect officers.

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- 8.30.5 All communication between OCA and the Chapters shall be directed to the President of the Chapter via the chapter address unless otherwise directed by the President or officers of the Chapter.
- 8.30.6 A Chapter must be chartered and have current OCA members to apply for event insurance, Road Show funds reimbursement, free advertising in the official publication and website for event publicity, and to receive OCA membership lists for any areas.
- 8.30.7 The applying chapter is granted official status immediately after it has been approved by the Board.
- 8.50 Neither OCA nor any OCA Chapter shall directly purchase and re-sell or give away any alcoholic beverages at any Chapter function. Alcoholic beverages may be sold at an OCA Chapter function by an independent individual or entity other than an OCA Member, but neither OCA nor any OCA Chapter shall receive payment made from the sale of alcoholic beverages. Any payment made by an individual or entity to sell alcoholic beverages at an OCA or OCA Chapter function must be for space rental and may not in any way be based on the amount of alcoholic beverages sold or the profit therefrom. A paid invoice clearly stating it is for the rental of space should be retained in the Chapter's records.

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IX. Financial

- 9.12 All financial statements must be prepared in accordance with generally accepted accounting practices or other appropriate principles. Deviations of more than 10% from a previous year must be explained at the annual Board meeting. The financial status must be published annually in the official publication. At each Board meeting, the Treasurer must have the past five years' financial statements available and provide the financial statement for the current year.
- 9.20 The Executive Committee and/or Board shall establish fees as necessary subject to Board ratification.
- 9.30 An annual compilation will include a recap of all monthly financial activities, reconciling accounts, comparison of balances, savings or investment documents, receipts and expenditures by an independent Certified Public Accountant who will provide a report stating the general financial position of the Oldsmobile Club of America. The review will be of electronic files, hard copy documents, bank balances, invoices, payments records, and other financial information recorded by the OCA Treasurer against specific accounts.
- 9.40 An accounting review or audit of any specific year or years may be made based on a written request clearly stating the reason for the request by any member of the Board and approved by a majority of the Board voting on the request. The review of the request and approval shall describe the scope of the review or audit to be performed and shall include the cost of the review or audit. If approved, the review or audit shall be done by an independent Certified Public Accountant selected by the Board. The completed review or audit report shall be sent to the members of the Executive Committee for distribution to the Board.
- 9.60 Exclusive of contracts, Club purchases less than \$500.00 require the President's approval. Club purchase between \$500.00 and \$1000.00 require EC approval. Club purchases of goods or services including any contractual obligations in excess of \$1000.00 require Board approval and can be included as a line item in budgets approved by the Board.
- 9.60.1 A memorial may be given for those people who have exemplified the commitment and family values that are strived for within the OCA organization. The memorial should be for those people who have been instrumental in the success of the Club, such as founders, past leadership, and key supporters. The memorial will not exceed two hundred dollars (\$200.00) and will be divided between a memorial designated by the person's family and the R.E. Olds Transportation Museum. The Executive Committee is given the authority to decide about the memorial and the amount on a case by case basis. The Executive Committee will inform the Board about their decision.

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X. Publications

- 10.20 The official Club Roster Directory shall be made available to individual club members at a cost that is determined by the Board at the time it is published. Serving Board members will receive a complimentary copy.
- 10.30 Special Publications may be published as necessary.

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XI. National Meet

- 11.10 A National Meet will be held each year unless a two-thirds (2/3) vote of the Board decides otherwise. Sponsorship shall be determined by majority vote of the Board.

The Board may elect to engage a consulting firm for the site selection, contract negotiations, and other work related to the event. Local OCA Chartered Chapter(s) acting as host or co-hosts for the meet will work with the consulting firm to put on the event. The Chapter(s) acting as host(s) will be financially compensated as determined by the net profit derived from the event, as approved by the Board.

OCA will not insure an OCA Chapter multi-day event between 30 days prior to or 14 days after a National Meet if the event is within 750 miles of the National Meet. Meets held more than 750 miles from a National Meet will be exempt from the prohibition. Special Interest Chapters may host a Meet in geographical conjunction with a National Meet.

The National Meet Handbook is available from the Secretary.

- 11.20 Only OCA Chartered Chapters may host or co-host a National Meet. If there are no other contenders for a National Meet, the Board may approve other hosts if all arrangements including finances are acceptable to the Board.

11.21 The OCA will allow racing events by OCA Chartered Chapters for OCA members as long as the event is properly insured.

- 11.30 OCA meet titles are restricted to Nationals, Zone, and Chapter Meets. These titles may incorporate other verbiage as sponsors desire. In the case of a National Meet, the Board may designate that title.

11.31 Zone Meets held in accordance with the Zone Show Guide shall receive a free half (1/2) page ad in the official publication. The Zone Show Guide is attached as Appendix 2.

11.32 Chapter Meets shall be listed under events in the official publication and website.

- 11.40 To encourage Local Chapters to host or co-host the National Meet the following program is established.

11.40.1 OCA will develop a check-off list of minimum facility requirements for holding a National Meet. Input for the list will be solicited from sources approved by the Board. The list will be reviewed annually for updated information. Host and/or Co-Host Chapter obligations and items such as required security, space required

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for Board and General Membership Meetings, seminars, etc., will be clearly identified on the check-off list. If a National Meet consulting firm has been engaged by OCA, obligations on the checklist that will be met by the consulting firm will be indicated as such.

- 11.40.2 Provide all Board members and all Chartered Chapters with a copy of the list along with guidelines for assisting with the National Meet evaluation process.
- 11.40.3 The list, along with an article about hosting a National Meet, shall be published annually in the November issue of the official publication.
- 11.40.4 Any OCA Chartered Chapter interested in participating as a host or co-host for a National Meet should contact their Zone Director and review the check-off list with him.
- 11.40.5 The interested local Chapter will identify a potential facility and site and use the guidelines for hosting a National event to fill out the check-off list. Once this is complete the local Chapter will send a copy of the completed form to their Zone Director(s).
- 11.40.6 The Zone Director and/or another designated OCA representative(s) will go to the proposed facility/site and fill out a matching check-off list.
- 11.40.7 If both the Local Chapter(s) and the Zone Director agree that the venue selected meets the minimum criteria, the Local Chapter(s) will make a presentation to the Board with the support of the Zone Director.
- 11.40.8 Upon approval of the Board to move forward, the Host Chapter(s) or the National Meet consulting firm will then negotiate with the facility and any other required groups to establish a contract. Local Host Chapter Chairs can call upon prior National Chairs, Zone Directors, or other Board members for assistance in developing contracts for facilities or events, if applicable, and for National Meet guidance. Proposed contracts must be reviewed and approved by the National Meet Chair and the OCA President.
- 11.40.9 Once the National Meet contract is signed, OCA may provide a one-time non-returnable payment, in an amount agreed upon by the Board to the Host Chapter to establish the primary funds needed to get the Nationals program underway.
- 11.40.10 OCA will consider all opportunities to use outside sources such as a consulting or management firm to ensure a successful event.

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- 11.40.11 All current published guidelines regarding the Swap Meet, Board Meeting, etc., will be included in the check-off list.

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XII. Judging and Awards

- 12.10 The Judging Committee shall approve all suggested changes to the “Official Judging Manual” and said changes shall be published in the official publication.
- 12.10.1 The Chief Judge shall notify authors of suggested changes of the status of their proposals on a timely basis.
- 12.10.2 To avoid any conflict of interest, no OCA member or other person may be appointed to the position of Chief Judge or Committee Member of the OCA Judging Committee, if that OCA member or person owns, or represents a business interest that includes the sale of merchandise, restoration parts and/or services for vehicles that may be judged during the official judging of any Oldsmobile entry at an OCA National Event.
- 12.21 At any time the National Judging Form is utilized, it may not be altered in any manner. Also, if the National Judging Form is employed, then all National Judging Rules and instructions must be used, unaltered.
- 12.30 The National Event Head Judge’s Packet is available from the Chief Judge for each host Chapter's National Event Head Judge and will be used to govern the style of Judging, Classes, Awards and overall operation of the Judging of all vehicles entered for judging at the annual OCA National Meet.
- 12.31 In the case of the REO Award, the selection is made in the manner the Chief Judge chooses. In his absence, the President shall choose the manner of selection. It is recommended the selection team (if there is one) be composed of Master Judges. There shall be an REO Award for both Prewar and Postwar. It may not be from the Modified or Street Stock Class.

Other awards may be made for various reasons.

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XIII. Committees

- 13.10 An Election Chairperson shall be appointed by the President who will, unless otherwise provided for in the Bylaws and Policy Manual, receive the ballots, count the ballots and report the decision(s) to the President. A high level of confidentiality is required of the Election Committee members. Committee members will be assigned to assist the Chairperson as required to ensure accurate tabulation and handling of the ballots. (See 5.21.2)
- 13.11 A Bylaws Committee shall work with the Board to establish and revise the Bylaws as necessary. The Bylaws Committee shall establish and revise a Policy Manual, with Board approval, to direct OCA policies.
- 13.12 The OCA Nationals Committee.
- 13.12.1 Upon selection of a potential site for a specific OCA National Meet, all travel, lodging, and meal expenses for the visit of the Nationals Committee, not to exceed three (3) people appointed by the President will be paid for by OCA with the understanding that the Committee will travel by the most economical means practical. It is understood that OCA will not pay for any alcoholic beverages at any time.
- 13.20 Standing committees shall be established in the Bylaws and/or Policy Manual and shall have their minimum responsibilities identified in the Bylaws and/or Policy Manual.
- 13.30 Ad hoc committees may be appointed by the President as needed, with the scope and responsibilities determined as the situation warrants.

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XIV. Amendments

- 14.31 The Board may establish ballot format and voting procedures for a mail ballot consistent with the provisions of this Section.

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XV. Dissolution

15.20 In the event of the dissolution of the Oldsmobile Club of America per Bylaw section XV paragraph 15.10, the Executive Committee will oversee the payment of OCA financial obligations and the transfer of physical assets to non-profit organizations as determined by the full Board. The Executive Committee through the Membership Manager database will identify all active members and establish an equitable pro-rata schedule to refund members' dues based on remaining membership levels. If this, in the opinion of the Executive Committee, is not financially feasible due to the amount of funds available and the administrative cost to write and mail checks, the remaining funds will be donated to non-profit organizations related to the automobile collector's interest as determined by the full Board.

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Appendix 1

OLDSMOBILE CLUB OF AMERICA, INC. ZONE MAP



ZONES

ATLANTIC NORTH EAST - Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Delaware, Pennsylvania, Nova Scotia, New Brunswick, Newfoundland, Prince Edward Island and Quebec.

ATLANTIC SOUTH EAST - Maryland, D.C., Virginia, West Virginia, North Carolina, South Carolina, Tennessee, Mississippi, Alabama, Georgia, Florida and Puerto Rico.

EASTERN GREAT LAKES - Michigan, Indiana, Ohio, Kentucky and Ontario.

WESTERN GREAT LAKES - Wisconsin, Illinois, Minnesota, Iowa, North Dakota, South Dakota, Nebraska, Manitoba, Nunavut and Northwest Territories.

SOUTH CENTRAL - Missouri, Arkansas, Louisiana, Kansas, Oklahoma, Texas, Colorado and New Mexico.

PACIFIC NORTH WEST - Montana, Wyoming, Idaho, Oregon, Washington, Alaska, Yukon, British Columbia, Alberta, Saskatchewan, U.S. Territories and all foreign countries.

PACIFIC SOUTH WEST - Utah, Arizona, Nevada, California and Hawaii.

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Appendix 2

Zone Show Guide

Oldsmobile Club of America

June 2018

An Oldsmobile Club of America Zone Show is a stationary car show event that is sponsored by one or more OCA chapters and extends beyond the geographical boundaries of a chapter. This document provides guidelines for chapters that elect to sponsor a Zone Show.

Guidelines

1. Hosting chapter(s) must be in compliance with OCA chapter requirements.
2. A Zone Show may be an all Oldsmobile event or extended to include other manufacturers. Options may include co-hosting by more than one OCA chapter or partner with other organization(s) to host the Show.
3. If the Zone Show is to be a formally judged event, OCA rules and judging forms should be used for Oldsmobiles.
4. An application for insurance should be submitted to the OCA Insurance/Events Coordinator at least three months prior to the event (for publicity reasons, earlier is better).
5. OCA Road Show support is available for Zone Shows.
6. A Zone Show should focus on the promotion of Oldsmobiles and the Oldsmobile Club of America for all owners and enthusiasts. Oldsmobile owners who are not members of the OCA should be encouraged to register for and participate in the Zone Show.