

HUDSON-ESSEX-TERRAPLANE CLUB, INC.

BY-LAWS

Revised August 2014

By Carmen LaFlamme, Secretary

HUDSON-ESSEX-TERRAPLANE CLUB, INC.

BY-LAWS

ARTICLE I – NAME

This Club is a Corporation, organized under the laws of the State of Pennsylvania, and known as “The Hudson-Essex-Terraplane Club, Inc.”, herein referred to as the Club.

ARTICLE II – PURPOSE

The purpose of the Club shall be to give aid and assistance to those interested in preserving and restoring the products of the Hudson Motor Car Company of Detroit, Michigan, made in 1909-1954 and Hudsons made by American Motors in 1955 - 1957, said products being of significant historical value in the general development of the motor car. Further, the Club shall function to preserve historical data, publish historical data, and preserve technical information, publish technical information, and otherwise preserve and promote the development of historical information of both the development and the technical aspects of the products of the Hudson Motor Car Company, made in 1909-1954 and Hudsons made by American Motors in 1955-1957.

ARTICLE III – JUDGING OF AUTOMOBILES

The founders of our Club determined for sound reasons that there would be no judging of members' automobiles. In keeping with that tradition, at any chapter, regional, or national meet, there should be no point judging, sight judging, or other means of judging where the condition of one Hudson competes against the condition of another Hudson. Awards based upon such criteria as “people's choice,” long distance, hard luck, or the oldest or newest Hudson are acceptable. If a Club chapter meet is held in conjunction with and sponsored by another organization which has competitive judging, and a Club member has the choice of whether or not to participate in the competition, such joint meets are acceptable. Club members are free to engage in and enter their cars in independent events conducted by other organizations regardless of the nature of any judging conducted by that organization.

ARTICLE IV – MEMBERSHIP

Section 1 – Qualifications. All those who express an interest in the purposes of the Club are qualified to be members and attain membership by submitting a membership application to the President or other person designated by the President to accept membership applications. A membership shall include both spouses, with each entitled to a vote.

Section 2 – Term of Membership. The term of membership shall be for a period of one (1) year.

Section 3 – Voting Privileges. All members shall have voting privileges, and when electing directors, ballots must be cast in the region where the member resides. Members who reside in a country East of the United States to the 75th East meridian, shall vote in the Eastern Region and those who reside in a country West of the United States to the 75th East meridian, shall vote in the Western Region.

Section 4 – Dues. The amount of dues shall be established by the Board of Directors and reported to the membership by the President of the Club. The dues structure shall be printed in each issue of the WTN and be incorporated into the application blank for membership in the Club.

Section 5 – Termination of Membership. The Board of Directors by affirmative vote of two-thirds (2/3) of the members of the Board, may suspend or expel a member for cause after appropriate hearing.

Section 6 – Honorary memberships. Honorary memberships will not be given or recognized by the Club. Any person or persons having a chapter honorary membership must pay dues to the Club in order to vote or be active at the national level.

Article V- Election and Balloting

For any election or other voting process wherein written ballots are to be submitted by the membership, such as for by-law amendments and Director elections, the President shall appoint an Election Commissioner, the appointee being subject to approval by the of Board of Directors. The President may serve as Election Commissioner with the approval of the Board of Directors. The Election Commissioner will oversee the balloting process. If mail-in ballots are to be submitted, they will be submitted to the Election Commissioner, who will count such ballots, record and report the results.

ARTICLE VI – AMENDMENTS

The Board of Directors, by a majority vote, shall have the power to adopt all by-laws consistent with the charter and the conduct of the affairs and activities of the Club and may amend the all said by-laws by majority vote of the Board of Directors subject to ratification by a majority vote of the Club Members who are present and voting at a membership meeting and counting the vote of Club members who are not present but mail in ballots regarding the adoption, amendment, or repeal of the by-laws.

In the case of a meeting of members, published notice shall be available to each member entitled to vote, that the purpose, or one of the purposes, of a meeting is to consider the adoption, amendment, or repeal of the by-laws. A ballot will be included in the WTN as part of the Notice. The ballot shall be constructed in a way for easy detachment from the WTN and mailing to the Election Commissioner. The President will determine and publish with the ballot a postmark date after which no ballot will be considered. The mail-in ballot will be included in the general membership meeting vote. The notice and ballot will be published in the WTN along with a copy of the proposed amendment or a summary of the changes in the by-laws.

The Board of Directors, however, shall take no action or amend the by-laws in any way, which will abrogate or otherwise contravene the voting rights or privileges of the membership as outlined herein.

ARTICLE VII – MEETINGS OF MEMBERS

Section 1 – Annual National Meet. An Annual National Meet shall be held. This meet will normally be held during the month of July each year, excluding holiday weeks; however, the Annual National Meet may be held during the months of June, August or September, excluding holiday weeks, for good reason and at the discretion of the Board of Directors. The Directors shall take into consideration all ideas and suggestions made by the members regarding the location of the Annual National Meet and act in the best interest of the Club. The place and date of the Annual National Meet shall be announced in the WTN distributed to all members no later than November 30th of the preceding year. Specific guidelines and requirements for conducting the Annual National Meet are contained in the Club's National Meet Manual, which is an official Club document. Copies are available from the Club Secretary. The "Basic Requirements" section of the National Meet Manual sets forth the mandatory elements of the National Meets.

Section 2- General Membership Meeting. A general membership meeting of all members of the Club shall be held during the Annual National Meet at the location selected by the Board of Directors. At least sixty days prior to said meeting, members shall be informed through the WTN of the precise time and date of the General Membership Meeting. The presence of members from at least 75% of the Chapters at the Annual Membership Meeting shall constitute a quorum.

The President of the Club shall conduct the annual General Membership Meeting, which shall include announcement of the names of the new directors, new officers, and the Thelma and D.C. "Doc" Daugherty Memorial Award recipient or recipients.

New Directors and Officers are installed at the conclusion of this meeting, following which the elected/re-elected President may call an initial session of the new Officers and/or Board of Directors. Such meeting does not require the normal advance notice period.

Section 3 – Regional Meets. There shall be four (4) Regional Meets. The four (4) Regional Meets shall be known as the Eastern Regional Meet, the Central Regional Meet, the Big Country Regional Meet, and the Western Regional Meet. Boundaries are as follows.

A. Eastern region: Florida, Georgia, South Carolina, North Carolina, Virginia, West Virginia, Maryland, Delaware, District of Columbia, Pennsylvania, New Jersey, New York, Long Island, Connecticut, Massachusetts, Vermont, New Hampshire, Maine, Ohio East of 82nd longitude, Canadian provinces of Quebec, New Brunswick, Nova Scotia and Ontario East of 82nd longitude.

B. Central region: Alabama, Mississippi, Tennessee, Kentucky, Illinois, Indiana, Michigan, Wisconsin, Minnesota, and parts of Ohio - West of the 82nd longitude, Arkansas - East of highway 63, and Missouri - East of highway 63. Portions of Canada West of the 82nd longitude and East of an imaginary line drawn along a meridian beginning at the border of North Dakota and Minnesota shall be included in this region.

C. Big Country region: Texas, Louisiana, Oklahoma, New Mexico, Kansas, Colorado, Nebraska, South Dakota, North Dakota, and portions of Arkansas - West of highway 63, Iowa and Missouri - West of highway 63. Portions of Canada West of an imaginary line drawn along a meridian beginning at the border of North Dakota/ Minnesota, and, an imaginary line drawn along a meridian beginning at the border of Montana/North Dakota shall be included in this region. Portions of Mexico East of an imaginary line drawn along a meridian beginning at the border of New Mexico and Arizona and extending south shall be included in this region.

D. Western region: Arizona, Utah, Nevada, California, Wyoming, Idaho, Oregon, Washington, Montana, Alaska, Hawaii and Canada that is West of the longitude that runs between North Dakota and Montana. Portions of Canada West of an imaginary line drawn along a meridian beginning at the border of Montana/North Dakota shall be included in this region. Portions of Mexico West of an imaginary line drawn along a meridian beginning at the border of New Mexico and Arizona and extending South shall be included in this region.

Section 4 – Regional Meeting Date and Site. A meeting in each Region shall be held between April 15th and the first day of the Annual National Meet. It shall be the responsibility of the Senior Director from each Region to select a site for the Regional Meeting, provide notice to the Club officers, and set a time and date for the meeting. In the event there is no Senior Regional Director, then the Regional Directors shall consult between themselves and select one of their number to be in charge of setting up the meeting. The Senior Regional Director or selected Director shall conduct the meeting and shall appoint a person to act as secretary of the meeting. The secretary of the meeting shall make full minutes of the meeting and submit those minutes to the Club Secretary who shall incorporate them into the Club Minute Book. Notice of the Regional Meet must precede the meeting by at least thirty (30) days. Notice can be accomplished by placing a notice in the WTN or by sending individual notices to each member in the Region. No particular number of members present at a Regional Meet is required for a quorum given the opportunity to vote for the Directors by ballot as set forth in these By-Laws.

Section 5 – Special Meetings. Special meeting of the members may be called by the President of the Club, a majority of the Directors, or by petition signed by ten percent (10%) of the membership. In the event a special meeting is called, at least thirty (30) days notice must be given in the WTN or by individual notice.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1 – General Power. The Board of Directors shall conduct the business and affairs of the Club and shall be vested with full power and authority to handle, control and manage the Club and its activities and to exercise all of the powers of the Club and do all such lawful acts and by-laws required to be exercised or performed by the members of the Club.

Section 2 – Directors

A. Number – There shall be twelve directors, three from each region. In addition, there shall be four alternate directors, one from each region.

B. Tenure – Persons elected to the position of director shall serve for not more than a period of two (2) three (3) year terms and shall thereafter not be eligible to succeed himself/herself but shall be eligible for election to the board thirty-six (36) months after his/her second term expires. This provision is to be effective August 1, 1998.

C. Senior Director – The three (3) Directors of each Region should select one Director as the Senior Director. The method of selection is left up to the discretion of each Region.

D. Reigning Senior Director – The Senior Director of the Region hosting the National Meet shall be designated as “Reigning Senior Director”. In the event the President and Vice President are unable or unwilling to fulfill their duties, it shall be the responsibility of the Reigning Senior Director to insure that all Directors are notified and steps taken to insure appropriate action is taken.

E. Qualifications – A person desiring to become a candidate for Director in any of the four regions must be a member of the Hudson-Essex-Terraplane Club, Inc. and a resident of the region in which they seek election.

F. Nomination Process – The Election Commissioner shall develop a Nominating Petition form, with appropriate space for the candidate’s personal information and for the required endorsement of ten members of the candidate’s region, including their signatures, printed names, and addresses. The form shall also include the name, address, telephone number and e-mail address of the Election Commissioner. The Election Commissioner shall provide a copy of this form to the WTN Editor in time for publication in a prominent place in the September/October issue.

Persons desiring to become a director candidate may obtain a nomination petition from the WTN or the Election Commissioner. Ten persons who are members of the Club and residents in the same region as the candidate must endorse the petition. The petition should be accompanied by a brief biography and discussion of the nominee’s qualifications that would benefit the Club if he or she were elected to the position of Director. The candidate must submit the completed petition to the Election Commissioner, postmarked no later than November 20.

Following the submission cutoff date, the Election Commissioner shall promptly inform the President and the Senior Directors of the names of the candidates in each region.

In the event a region has no candidate for the election, the region’s Senior Director shall appoint a qualified member as Director. The appointee shall submit the usual biographical information for publication in the WTN. This process shall be completed by December 10.

G. Election Process - The Election Commissioner shall develop a ballot to be published in the January/February edition of the WTN along with the biographical statement submitted by each candidate. The ballot should be constructed in a way for easy detachment from the WTN and mailing to the Election Commissioner. Instructions shall clearly state that the voter’s name(s) and address must be on the completed ballot for it to be counted. This is necessary to verify the voter’s eligibility to vote in the region. Should the ballot not be published in the January/February issue of the WTN, it shall be published in the March/April issue of the WTN. The President and Election Commissioner will coordinate to determine the post-mark date after which no ballot will be considered; this date shall be prominently noted on the ballot form. For a region where there is only one candidate, either by self-nomination or by appointment, the ballot shall indicate that no voting for Director will be conducted for that region, but an Alternate Director will be elected at the region’s annual business meeting.

For each region where there is more than one candidate, the Election Commissioner shall obtain from the Club’s Membership Chairman an alphabetical listing of current region members (names and addresses only). This listing shall be used to determine voter eligibility. The Commissioner shall count the ballots, annotate the member list to indicate who has voted and record on it the total votes received by each candidate. No marks shall be made that would reveal the votes of individual members. The Commissioner shall then forward the annotated member list, along with the mailed-in ballots for the region, to the Senior Director of each region, or the second director in terms of seniority if the Senior Director is a candidate for re-election. Availability of the mailed-in ballots at the regional meeting will permit a total vote recount at that meet if circumstances should require.

At each regional meeting where there is more than one candidate, the Senior Director or second director (hereinafter called the “election director”) shall conduct an election allowing those members present who have not cast a ballot by mail to vote for a director candidate. The annotated member list from the Election Commissioner shall be used to determine a member’s eligibility to vote and to show who has already voted. During the vote-counting process, distinctive markings shall be added to show which members have voted at the Regional meet. At the discretion of the election director, more current member listing may be obtained from the Membership Chairman so as to include any members who

have joined since the first listing was produced. The election director should resolve any question regarding a voter's eligibility. The ballot-counting process shall be done so as to preserve the secrecy of members' votes. Election is by plurality, with the person receiving the highest number of votes being elected Director.

Normally nominations for Director will not be accepted from the floor, since the large number of members not present would be denied the opportunity to vote for the amended slate. However, if for any reason there is no elected or appointed candidate able to serve, the election director may invite nominations from the floor, a vote may be taken and the winning candidate elected. If there are no nominations, the Senior Director shall appoint a qualified member as Director.

At all regional annual meetings an Alternate Director shall be elected. Nominations for Alternate Director shall be invited from the floor and a vote taken to elect a candidate so nominated. If no one is elected through this process, the Senior Director shall appoint an alternate director.

After the election, the election director is to notify the President of the results. This report should include the name, address and phone number of each director elected, and shall be submitted within ten days after the election or on the first day of the National Meet, whichever occurs first. The President shall promptly notify the WTN editor of the election results. The editor shall publish the election results in the September/October issue of the WTN and make the necessary changes in the WTN's listing of directors. The election director should retain all ballots for two weeks following the election, after which they should be destroyed unless otherwise directed by the President or the Election Commissioner.

New directors elected in accordance with this article will be installed and take office at the close of the Annual Membership Meeting. The director preceding a newly elected director holds office until succeeded as provided in this article.

H. Meetings – The Board of Directors regular meeting is held during the Club's annual National Meet. The agenda shall include the election of officers of the Club, which is to be held in EXECUTIVE SESSION and chaired by a Director elected by the board. Also during this session the Thelma and D.C. "Doc" Daugherty Memorial Award recipient or recipients will be selected.

A special meeting may be called by the President at any time. At least five days' notice of the meeting shall be given unless an emergency situation exists. Such meetings may be attended by physical presence or by telephone or video conference.

The Board of Directors may also call for a special meeting. The President shall arrange a special meeting upon request of a simple majority of the board members.

The Secretary of the Club shall record the minutes of any meeting of the Board of Directors. Copies of the minutes shall be distributed to the Directors as soon as possible after the meeting.

Any action which may be taken in a meeting of the Directors may be taken without a meeting if consent or consents in writing, setting forth the action so taken, is signed by a majority of the Directors and filed and recorded by the Secretary of the Club. Consents in writing may be transmitted by mail or by any electronic method of communication. All motions for such actions should be routed to the President for distribution to the Board of Directors.

Directors and officers will serve without pay but may be reimbursed for documented expenses by action of the Board of Directors.

Roberts Rules will prevail if there is any question of order or procedure.

I. Organization of the Board of Directors – The Board of Directors shall be presided over by the President of the Club, who shall be an ex-officio member of the Board of Directors and all committees. The President shall have no voting power except in cases of a tie vote. Other officers shall be ex-officio members of the Board of Directors; however, no other officer shall have voting powers at a Board of Directors Meeting.

J. Quorum – Nine (9) members of the Board of Directors shall constitute a quorum for the transaction of business. Provided further, there shall be at least one (1) director from each region in order for the quorum to be constituted.

K. Vacancies – At the annual meeting in each Region, the Region shall elect one Alternate Director. For any meeting of the board of directors, whether in person or by telephone conference or other means, the alternate director will automatically substitute for an absent director from that region, and shall have full voting rights during that meeting. Further, in the event a director from that region resigns or is otherwise unable to complete his or her term, the alternate director shall become director and serve out the vacated term. If the alternate director cannot assume and complete a vacated term, the Senior Director shall appoint a member of that region to serve out the vacated term. A new alternate director serves until the next regular region business meeting unless permanently replacing a sitting director as described herein.

Section 3 – A Director shall not be personally liable, as such, for monetary damages for any action taken as a Director, unless: (1) the Director has breached or failed to perform the duties of his office under Pennsylvania law; and (2) the breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE IX – OFFICERS

Section 1 – Officers. The officers of the Club shall be a president, vice president, secretary, and treasurer. No two (2) offices may be held by the same person.

Section 2 – Election and Term of Office. The officers of the Club shall be elected annually by the Board of Directors as provided by Article VII, Section 2, F. The officers shall serve one (1) year terms and, in the case of a vacancy, shall be replaced by the Board of Directors. Said new officer will serve until the next Annual Membership Meeting. Each officer shall hold office until his/her successor is duly elected and shall have qualified.

Section 3 – Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4 – President. The President shall be the principal Executive Officer of the Club and shall in general supervise and control all the business and affairs of the Club. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws and/or statute to some other officer or agent of the Club; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall be an ex-officio member of all committees.

Section 5 – Vice President. In absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors. The Vice President shall conduct the annual chapter Presidents meeting which is to be held at the Annual National Meet and make a written report to the Secretary for inclusion in the Club minutes.

Section 6 – Treasurer. The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts of monies due and payable to the Club from any source whatsoever, and deposit, or cause to be deposited, all such monies in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties as may be assigned to him/her by the President or by the Board of Directors.

The Treasurer must prepare a statement as to the financial condition of the Club and present it at the Board of Directors Annual Meeting and make a brief financial report to the general membership at the Annual Meeting of Members. The Treasurer shall prepare a projected financial condition for the coming year based on information available and make recommendations of changes, if needed, to maintain a

solvent club. The Treasurer must keep the President informed of the financial condition of the Club on a regular basis with at least quarterly reports. The Treasurer is charged with filing any tax returns or making certain that any tax returns, which may be required by the government entities, are filed.

Section 7 – Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be the custodian of the Club records, the execution of which on behalf of the Club is duly authorized in accordance with the provision of these by-laws; keep a register of the post office address of each Officer and Director which shall be furnished to the Secretary by each Officer and Director; and in general perform all duties incident to the Office of Secretary and such other duties as may be assigned to him/her by the President or by the Board of Directors. The Board of Directors meeting minutes and any other official recorded matter is to be maintained on a permanent basis.

The Secretary shall maintain the MASTER COPY of the Club by-laws and a copy of the Articles of Incorporation.

Chapter publications, annual meet minutes, etc. will be maintained by the Secretary for a period of five (5) years and then archived as directed by the Board of Directors.

Section 8 – In the event that any office or offices are vacated for an undetermined amount of time, it shall be the duty of the Reigning Senior Director to insure that all other Directors are notified and necessary steps taken to appoint a qualified person or persons to fill these vacancies as contained in these by-laws.

ARTICLE X – CONTRACTS AND FINANCE

Section 1 – Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by the by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2 – Checks, Drafts, Etc. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President or Vice President of the Club.

Section 3 – Deposits. All funds of the Club shall be deposited as often as prudent to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select. In no case shall club funds be commingled with those of any other entity or person. This policy applies to funds and accounts within and among all levels of the Club (national, regional or chapter). Thus, as examples, national funds and chapter funds may not be commingled, and personal money may never be commingled with Club funds at any level.

Section 4 – Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Club.

Section 5 – Funds and Property. Upon dissolution of the Club, the Board of Directors shall transfer all funds and property: First to the Hudson-Essex-Terraplane Historical Society, Inc.; Second to other organizations or persons with like interests.

ARTICLE XI – BOOKS AND RECORDS

The Club shall keep current and complete books and records of accounts and shall also keep minutes of the meetings of its members, Board of Directors, Regional meetings, and Committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII – CLUB PUBLICATION

The President of the Club shall appoint an Editor and shall assign such equipment as necessary to publish a journal which shall be called the "White Triangle News" - a/k/a WTN. There shall be no responsibility for errors other than to publish corrections, but, all requirements of by-laws must be

complied with. The Editor is to keep current on all postal rates and regulations. Any changes, for whatever reason, that may adversely affect publishing and distribution must be reported immediately to the President of the Club.

ARTICLE XIII – LIBRARY

The President of the Club shall appoint a Librarian whose duties it shall be to collect and maintain literature pertaining to the Hudson Motor Car Company from 1909 - 1954 and Hudson products and Hudsons manufactured by American Motors from 1955 - 1957. Reproduction of this literature shall be available to the members of the Club who shall assume cost for the same. Funds to purchase literature shall be approved by the Board of Directors.

ARTICLE XIV – CHAPTERS

Section 1 – Organization. Local chapters may be organized by petition of twenty (20) or more members, in good standing, member and spouse may constitute two signers submitted to the Club President and may remain in existence so long as the chapter membership does not fall below ten (10) members who are entitled to vote. The geographical area of the chapter shall be stated and no more than one (1) chapter may organize to operate within one (1) geographical area. It is the recommendation of these by-laws that the chapters be organized the same as or similar to the Club. It must be stated in the first article of the new chapters by-laws that they are “The _____ chapter of the Hudson-Essex-Terraplane Club, Inc.” and in the second article it must state “Membership is open to anyone who is current with their annual dues to the Club and agrees with its objectives”. A copy of “Guidelines for forming a chapter” is available from the Club Secretary.

Section 2 – Minutes of Local Chapter Meetings. A copy of each chapter’s annual business meeting where officers are elected/re-elected must be sent to the Club Secretary for file. Also, copies of all other publications should be sent to the Club Secretary where they are to be retained for a period of time as established by the Board of Directors.

Section 3 – Revocation of Chapter Charter. The President with the concurrence of the Board of Directors may suspend or revoke the Charter of a Chapter when appropriate, after allowing a Chapter an opportunity to be heard on the issue causing the suspension or revocation of the Chapter.

ARTICLE XV – MEMBERSHIP CHAIRPERSONS

The President of the Club shall appoint a person or persons to receive all applications and monies for membership. Application for membership will be printed in each issue of the Club publication and shall contain mailing and dues information.

ARTICLE XVI – ROSTER

The Board of Directors may direct that a roster be printed listing the name of each paid-up member and all other pertinent information that may be needed to insure harmony and continuity. The roster may be printed every three (3) years with January of the year of printing to be the cut off date for a members name to be included. A notice of the cut off date is to be printed in the WTN for two (2) consecutive issues prior to the January cut off. The method of distribution to members and sale of extra copies shall be decided by the Board of Directors.

ARTICLE XVII – COMMITTEES

At least one member of the Board of Directors shall serve on each committee; each committee shall consist of not less than three members with the President as an ex-officio member of each committee. Each committee within its respective sphere of responsibility may formulate rules, regulations and operating procedures to govern the activities of members and operation of the Club. All such rules regulations and procedures, and changes thereto, shall be submitted to the Board of Directors for approval and, when approved, shall be effective throughout the Club.

The exceptions are the by-laws. Any changes in the by-laws must be submitted to the General Membership at the Annual Meeting for final approval before enactment.

ARTICLE XVIII – FINANCIAL REPORTS

Financial reports will be submitted every other month by the White Triangle Editor, Membership Co-Chairpersons, Club Store Manager, and any other committee or persons as required by the Board of Directors.

The Club Librarian and the Back-issue Chairperson will submit their reports annually.

Each Chapter Treasurer shall submit a financial report on a form provided by the Club Treasurer and returned to him/her no later than July 15th each year. This report shall cover July 1st through June 30th of the preceding year so as to conform to the Clubs fiscal year. This information is then combined with reports from all chapters and submitted on the proper form to the Internal Revenue Service by the Club Treasurer.

ARTICLE XIX – MEETING OF CHAPTER PRESIDENTS

The host chapter of the National Meet shall set aside time and provide a room for the Chapter Presidents meeting which shall be conducted by the Club Vice President. The prepared agenda will be distributed and a report of the meeting submitted to the Club Secretary for insertion in the National Meet minutes. All Chapter Presidents who cannot attend should appoint a representative for their chapter. This meeting shall have a two (2) hour time limit.

ARTICLE XX – CHAPTER RESPONSIBILITIES

A. It is the Chapters' responsibility not to admit anyone as a member whose dues have not been paid to the Club.

B. Chapters shall assist Senior Directors in checking the membership list mailed in January from the Membership Committee and take corrective action if any chapter member is not in good standing with the Club.

C. Chapters that do not take the responsibility in seeing that their members belong to the Club are subject to temporary suspension of their charter and all mention of their chapter activities deleted from the WTN until they conform to A. above.

D. Chapter Newsletters should be sent to the Club President, Club Secretary and appropriate Regional Directors as required by the Board of Directors.

E. Each Chapter must notify the Club Secretary of their annual business/election meeting. A copy of the minutes is sufficient.

F. Each Chapter will utilize their own officers and then their Regional Directors for problems or questions before taking them to a Club officer. Any issue concerning the Clubs policies, by-laws or procedures must be recorded and a copy sent to the Club President and Club Secretary for inclusion in the Club Minutes. These actions will be presented at the next Board of Directors Meeting by the President as information.

G. Chapters should try to hold joint meets with adjoining chapters and publish them in the WTN with three (3) months advance notice.

H. The Chapter Secretary or Chapter Store Manager shall notify the Club Store Manager of any chapter projects to produce Hudson, Essex, or Terraplane items for sale before starting such a project. It will be up to the Club Store Manager to approve or disallow such a project if it conflicts with merchandise already offered or planned for sale by the Club. No authorization will be granted to manufacture or sell items that may infringe on the National Meet. The date, location or HET may not appear on any of the above-mentioned items for sale during the National Meet.

I. The Chapter Secretary shall contact their Senior Regional Director with written proof from the Club Store Manager that the chapter project does not conflict with the National Club Store.

J. The Club assumes no responsibility for the quality of any items offered for sale by chapters or the delivery of same, nor does the Club authorize any chapter or member of either the Club or chapter to order material in the name of the Club.

REVISION RECORD

Originally approved by the Board of Directors on July 21, 1998, and ratified by the general membership at the annual General Membership Business Meeting on July 24, 1998.

Changes in Article VI, Section 1; Article VII, Sections D & G; and Article VIII, Section 8 were approved by the Board of Directors on July 27, 1999, and ratified by the general Membership at the annual General Membership Business Meeting on July 31, 1999.

Change in Article VI, Sec. 1 was approved by the Board of Directors on July 2, 2001, and ratified by the General Membership at the annual General Membership Business Meeting on July 4, 2001.

Change in Article XIX, Item H was approved by the Board of Directors on July 10, 2002, and ratified by the General Membership at the annual General Membership Business Meeting on July 13, 2002.

Changes in Article VI, Sec. 2 D, Article VII, Sec. 2 E, and Article VII, Sec. 2 F were approved by the Board of Directors on July 22, 2003, and ratified by the General Membership Business Meeting on July 25, 2003.

Changes in Article V and Article VII-BOD Sec. 2, Paragraph G were approved by the Board of Directors on July 28, 2004, and ratified by the General Membership Business Meeting on July 31, 2004.

Change in Article VII, Section 2(E) and Article VII, Section 2(F) were approved by the Board of Directors on July 26, 2005, and ratified by the General Membership Business Meeting on July 29, 2005.

Additional change in Article VII, Section 2 F were approved by Board of Directors on July 26, 2005 and ratified by the General Membership Business Meeting on August 25, 2006.

Change in Article IX, Section 3-Deposits, Amendment "In no case..." approved by the Board of Directors November 28, 2006 and ratified by the General Business meeting July 28, 2007.

Minor formatting changes made to improve readability (no content change), November 23, 2007.

Change in Article VI, Sections 1 and 2: "Meetings of Members" approved by Board of Directors July 25, 2007 and ratified by the General Membership Business Meeting on July 26, 2008.

Add new Article V: "Elections and Balloting" to establish and define Election Commissioner Position. (Subsequent Articles renumbered), approved by the Board of Directors July 25, 2007 and ratified by the General Membership Business Meeting on July 26, 2008.

Amend (present) Article V: Amendments, to include Election Commissioner, approved by the Board of Directors, July 25, 2007 ratified by the General Membership Business Meeting on July 26, 2008.

Delete portions of (present) Article VII: Board of Directors, Sections E and F (references to "President or"), approved by the Board of Directors July 25, 2007 and ratified by the General Membership Business Meeting on July 26, 2008.

Add new Article XIV-Section 3: "Revocation of Chapter Charter". Approved by the Board of Directors, January 20, 2009 and ratified by the General Membership Business on July 17, 2009.

Change in Article VII-Section 2: General Membership Meeting moved from Article VIII, Section 2.G; Text added. Approved by the Board of Directors on July 14, 2009 and ratified by the General Membership on August 6, 2010.

Change in Article VIII-Section 2: "Directors" E. Qualifications; F. Nomination Process; G. Election Process. Approved by the Board of Directors July 14, 2009 and ratified by the General Membership on August 6, 2010.

Change in Article VIII, Section 2, items A and J revised text removes duplication. Approved by the Board of Directors July 14, 2009 and approved by the General Membership on August 6, 2010

Add new Article III-Judging of Automobiles; Delete Article II relating to the corporate seal: Approved by the Board of Directors March 23, 2010 and approved by the General Membership on August 6, 2010.

Add to Article VII, Section 1 the word "June". Approved by the Board of Directors July 20, 2011 and approved by the General Membership on July 28, 2012

Delete from Article VII, Sections B and C territory regarding Iowa, such that the state of Iowa is in Big Country. Approved by the Board of Directors June 11, 2013 and approved by the General Membership on July 26, 2014.

Delete antiquated language from Article XV-Membership Chairpersons. Approved by the Board of Directors June 11, 2013 and approved by the General Membership on July 26, 2014.