

THE STUDEBAKER DRIVER'S CLUB, INC
BY-LAWS OF KEYSTONE REGION CHAPTER, INC
A Non Profit Corporation

ARTICLE I

Name, Purpose, Emblem

NAME

The name of this Chapter shall (be) the Keystone Region Chapter, Inc

PURPOSE:

The purpose of this Chapter shall be to promote good fellowship among owners of Studebakers and related vehicles in the area of central and eastern Pennsylvania; to promote expansion of membership; to encourage the acquisition, preservation and daily use of Studebaker s and related vehicles; to promote and regulate social events, tours and exhibitions of the membership, and further to own real and/or personal property incident to such purposes including a bimonthly publication entitled' "Keystone Keynotes" which shall be the official publication of this Chapter.

EMBLEM:

The emblem of the Keystone Region Chapter, Inc. shall be as prescribed by a majority of the voting members in the same procedure as followed for amendments to these By-laws.

ARTICLE 11

Membership and Dues

MEMBERSHIP:

There shall be no Board of Directors. Reference to members and officers in these By-laws shall mean members and officers of the corporation who shall be responsible for the operation of the corporation. No further reference to the corporation shall be made in these By-laws.

Membership in the Keystone Region Chapter, Inc. shall be open to anyone who has qualified for membership in SDC, Inc., according to the provisions of article II of its By-laws. Upon payment of dues, any Person meeting these qualifications shall be a member of Keystone Region Chapter, Inc. and shall remain as such providing renewal dues are paid no later than January 31st of each year,

All members in good standing will receive one copy of the Chapter's publication. In cases of more than one member residing in the same household, who hold joint memberships in S.DC, Inc., only one set of dues need be paid and only one copy of the Chapter's publications will be sent to (the) household, however, each member shall have the right to vote and hold office and shall be entitled to all chapter rights and privileges.

The types of membership are as follows:

Active Member - a person as qualified above, with all rights and privileges including right to vote and hold Office.

Honorary Member - a person who, in the opinion of the Chapter officers, has made an exceptional contribution to Keystone Region Chapter, Inc. Such member shall be exempt from payment of dues and shall be continued on a yearly basis at the pleasure of the Officers. An Honorary Member shall not have voting privileges nor shall he be entitled to hold any elected or appointed office.

Other classes of membership, without the right to vote or hold elected or appointed office, may be created by the Chapter Officers. Dues and qualifications for these classes of membership shall be approved by a voting majority Of the general membership in the procedure as followed for amendments to these' By-laws.

Expulsion Procedure In the event that the conduct of any member greatly conflicts with the best interests of the Chapter, the circumstances shall be brought to the attention of the Chapter Officers who shall immediately appoint an impartial five (5) person investigating committee who shall themselves appoint one member as a Foreman. Notice of the charges shall be sent by certified mail to the charged member by the Foreman. The charged member is given thirty (30) days to respond to the charges either by written report or by an informal hearing if the committee deems it necessary. Expulsion for this Chapter or such other disciplinary action shall be at the sole discretion of the investigating committee and its decision shall be final.

ARTICLE III Meetings

GENERAL BUSINESS MEETINGS:

General Business Meetings shall be held at least quarterly (4 times per year) upon no less than thirty (30) days' advance notice published in the "Keystone Keynotes" for the purpose of conducting current and future Chapter business. These meetings shall be called by the Chapter officers at a time and place determined by them. Guests may attend but not participate in business. At least one general business meeting shall be held in December of each year for the purpose of electing new officers.

EXECUTIVE MEETINGS.

Executive meetings may be held by the Executive Committee as often as they deem necessary at times and places determined by them for the purpose of conducting business not requiring membership action or approval Meetings may be called by the Majority of the Officers or President upon reasonable notice of seven (7) days. Meetings shall be open to attendance by any member. Meeting minutes shall be published in the "Keystone Keynotes"..

SPECIAL MEETINGS:

Special meetings shall be called by the Chapter Officers or upon written petition of any five active members to the President. All members shall be notified through the "Keystone Keynotes or by special mailing, either giving at least fifteen (15) days' notice in advance of the meeting. Notice shall include the date, time, and place of the special meeting together with the special business to be transacted. Only the business set forth in the notice shall be conducted at the special meeting.

COMMITTEE MEETINGS

The chairman of any committee may call a meeting of their committee as necessary. The general membership need not be notified of the committee meetings. The chairman of each committee shall submit a written informal report on its activities, progress, and financial status at least annually or upon request of the President for attachment to the minutes of the Chapter meetings.

ORDER OF BUSINESS:

Order of business at all meetings, except committee meetings, shall be conducted according to "Roberts Rules of Order, Revised", provided they are applicable and provided that they do not conflict with these By-laws or those of SDC, Inc.

QUORUM:

To conduct business at General Business Meetings or Special Meetings, a quorum of at least eleven (11) active voting members must be present.

ARTICLE IV

Chapter officers and Committees

OFFICERS:

Chapter Officers shall consist of five (5) elected and two (2) appointed persons. The elected officers shall be the President, Dictator, Commander, Hawk and Champion. The appointed officers shall be the Editor and Tourmaster who shall serve at the pleasure of the President for a term of one year.

The President shall serve no more than two (2) consecutive yearly terms, All other elected officers and appointed officers may serve any number of consecutive yearly terms. [Amended February 28, 1981] Elected officers only shall have a vote on executive matters and each officer shall have only one vote.

OFFICER DUTIES:

Duties of elected and appointed officers are as follows:

PRESIDENT:

- (A) Preside at all meetings except committee meetings,
- (B) Appoint non-elected officers and committee as, necessary to conduct the business of the Chapter.
- (C) Have the power to decide all equal-division questions as well as the powers usually vested in the top administrative offices, including but not limited to National Club liaison and interchapter relations.

DICTIONATOR:

- (A) In the absence of the President, preside in his stead.
- (B) Serve as Chief Marshall in all judging events sponsored by the Chapter.
- (C) Hold position commonly known as the Vice-president.

COMMANDER:

- (A) Record the minutes of all meetings, except committee meetings.
- (B) Answer and redirect general correspondence.
- (C) Hold position commonly known as the Secretary.

HAWK.:

- (A) Collect and disburse all funds of the Chapter, and render a financial report at General Business Meetings, Executive Meetings, Special Meetings and as requested by the President,
- (B) Maintain and -expend funds from a commercial account for daily operation of club activities. The President shall be authorized to draft checks for club activities in the event of incapacity of the Hawk.
- (C) Hold the position commonly known as the Treasurer.

CHAMPION:

- (A) Shall have the duty of seeking new members and ascertaining the qualifications of such new members.
- (B) Accomplish the annual distribution of membership renewal notices
- (C) Be responsible for maintaining current membership lists and shall have primary responsibility for the preparation of an annual membership roster.
- (D) Coordinate with the Hawk and Editor regarding dues payment and updating mailing roster.
- (E) Hold position commonly known as the Membership Director.

EDITOR:

- (A) Shall be responsible for editing and publishing the official "Keystone Keynotes publication of the Chapter.
- (B) Shall accomplish the mailing of this and any other publications provided to the Chapter members on a regular basis, including the membership roster.

TOURMASTER:

- (A) Plan the meet schedule.
- (B) Be in charge of meets and activities of the Chapter.
- (C) Be responsible for sufficient advance publication notice for Chapter meets and activities to insure Chapter membership participation+

VACANCIES:

If any officer misses three (3) meetings in succession without due cause, the office shall be declared vacant by the Presiding officer. Vacancies of any office that occur for any reason shall be filled by appointment of the President at the next General Business Meeting, with the majority approval of the membership present to serve until the next annual election, with the exception of the office of President being vacant, in which case the Dictator shall assume the office of president.

COMMITTEES:

Executive Committee: The Executive Committee shall consist of the Chapter Officers, together with committee chairman of all committees, standing and special except the nominating committee. This committee shall have general supervision of the Chapter affairs between business meetings and shall be subject to the orders of the Chapter, and none of its acts shall conflict with the action taken by the Chapter,

Standing and Special Committees: All standing and special committees shall be appointed by the President, Executive Committee, or Chapter as they from time to time deem necessary to Carry on the work of the Chapter.

CONFLICTS:

No elected officer, appointed officer, or committee person of this chapter shall serve as an officer, director or committee person of any other Region, Chapter or other similar organization. If a conflict occurs, the position held within this chapter shall be declared vacant by the President or highest officer not involved in the conflict and a substitute appointed to serve the unexpired term. No person who currently is serving as an officer, director or committee person of any other Region, Chapter or other similar organization shall be eligible for nomination, election or appointment to any position within this Chapter. This paragraph shall not be construed to prevent any officer or committee person of this Chapter from serving in any capacity with the national level of the SDC, Inc.

ARTICLE V

Elections

ELECTIONS:

Chapter officers shall be elected by a plurality vote of members qualified and voting in the following procedure:

- (A) A Nomination Committee of three (3) members, not presently officers, shall be selected by the President prior to September 1st of each year.
- (B) The Nominating committee shall nominate at least two (2) persons per elective office for publication in the September--October 4°Keystone Keynotes" issue. [Amended June 5, 1968]
- (C) Nominations for offices will be received from the general membership for publication In the September—October 'Keystone Keynotes" if received by the Editor prior to the publication deadline for that issue. [Amended June 5, 1988]
- (D) Ballots for each active voting member will be included in the September-October Keystone Keynotes" issue. [Amended June 5, 1908]
- (E) Ballots shall be returned on or before the December General Business Meeting, as announced in the ""Keystone Keynotes".
- (F) Ballots received, shall be counted by the Nominating Committee at the December General Business Meeting and new officers announced.
- (G) The newly elected officers shall be installed, at the December meeting and continue their term for one year to the following December election meeting.

ARTICLE VI

Policy

POLICY:

- (A) Administration of the Chapter will conform to the provisions of the By-laws of SDC, Inc., which shall take precedence in the event of a conflict, and that the Chapter will abide by the decisions of the Board of Directors of SDC, Inc.
- (B) The Chapter assumes all responsibility, financial and otherwise, for any activities it conducts.
- (C) Any applications or dues received by the Chapter for SDC, Inc. shall promptly be forwarded to the membership secretary of SDC, Inc.
- (D) All members of SDC, Inc. and only members of SDC, Inc. will be accepted as members of the Keystone Region Chapter: Inc.
- (E) No part of the net earnings of the corporation may inure to the benefit of any person having a personal and private interest in the activities of the organization,

ARTICLE VII

Officers Liability

An officer of this corporation shall not be personally liable for monetary damages to the corporation or its members as such for any action taken or any failure to take action as an officer of this corporation unless both the following are shown:

- (A) Such officer has breached or failed to perform duties of his or her office in a manner he or she reasonably believes to be in the best interest of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing the duties of such office, he or she shall be entitled to rely in good faith in opinions, information, reports or statements, including financial statements and other financial data in each case prepared or presented by any of the following:
 1. One or more officers or employees of the .corporation whom the officer reasonably believes, to be reliable and. competent in the matters presented.

2. Counsel, public accountants or other persons as to matters which the officer reasonably believes to be within the professional or expert competence of such person.
3. A committee of the corporation upon which the officer does not serve, duly designated in accordance with law, as to matters within its designed authority, which committee the officer or director reasonably believes to merit confidence.

Provided, however, an officer shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(B) The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

Provided however, that the foregoing shall not apply to responsibility or liability of an officer pursuant to any criminal statute or the liability of an officer for the payment of taxes Pursuant to local, state or federal law.

Each person who at any time is or shall have been an officer (included both elected and appointed positions) ,employee, or agent of Keystone Region Chapter, Inc., shall be indemnified by this corporation in accordance with and to the full extent permitted by the 'Not-For-Profit Corporation laws of the Commonwealth of Pennsylvania as in effect at the time of adoption of this By-law or as amended from time to time. If authorized, the corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Not-For-Profit Corporation laws of the Commonwealth of Pennsylvania as in effect at the time of the adoption of this By-law or as amended from time to time.

ARTICLE VIII [Renumbered June 5, 1988] Amendments

AMENDMENTS:

Amendments to these By-laws shall be made by the following procedure:

(A) Amendments shall be submitted at any meeting or through correspondence with the President.

(B) If the Executive Committee deems a proposed amendment to have merit a committee shall be appointed by the President for the purpose of reviewing, drafting, and presenting the final proposed amendment to the general membership for approval A

(C) The proposed amendment shall be published in the "Keystone Keynotes" as soon as possible, The issue of "Keystone Keynotes" containing the proposed amendment may include one ballot for each active voting member, and an address to send the ballot, or may designate the time and place with at least forty-five (45) days notice for a general business meeting when the proposed amendment will be presented for approval.

(D) Ballots must be received at the designated address on or before the date set forth for receipt which must allow, at least forty-five (45) days from mailing of the issue of "Keystone Keynotes"

(E) The amendments shall be passed upon an affirmative response of two-thirds (2/3) of the ballots received by the deadline date or upon a two-thirds (2/3) affirmative vote of the members present at the designated general business meeting.

(F) The amendment shall be effective upon approval by the SDC, inc. Chapter Information and Chartering Committee.

ARTICLE IX [Renumbered June 5 , 1988]
Initial Organization and Officers

(A) These By-laws shall be published once in the "Keystone Keynotes" in which issue a date for a General Membership Meeting shall be specified.

(B) At the designated meeting these By-laws shall be adapted: by a majority of the voting members present, and shall become effective immediately.

(C) All members of the unincorporated association known as the "Keystone Region Chapter" on the date of incorporation shall be members of Keystone Region Chapter, Inc.

(D) Initial officers shall be the current officers of the unincorporated association known as the "Keystone Region Chapter" and shall serve until the next annual December election of the Chapter, with the exception of the Hawk who shall be the current Commander and the Commander who shall be appointed by the President to serve until the next December election when the elected officer shall assume the duties.

(E) These By-laws supersede any and all previous By-laws and shall be presented to the SDC, Inc. for approval by the SDC, Inc. Chartering Committee.

APPROVED by a majority vote of active voting members present on June 3, 1979.

SIGNED: Officers of Keystone Region Chapter, Inc.

PRESIDENT: /s/Harry S. Grosson

LECTOR: /s/Gaye F. Liddich

COMMANDER: /s/ Charles F. Hauer

HAWK : /s/ Ruth W. Hauer

CHAMPION; /s/ Caroline R. Funk

PROPOSED ARTICLE VII

BY-LAWS OF KEYSTONE REGION CHAPTER, INC.

ARTICLE VII -INDEMNITY

Any person made a party to any action, suit or proceeding, by reason of the fact that he or she, or his or her personal representative is or was a director, officer or employee of the corporation, or of any corporation in which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

The Corporation shall indemnify each person who is or was a director, officer or employee of the Corporation, or of any other corporation in which he served as such at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by him in connection with or against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding [whether brought by or in the right of the Corporation or for such other corporation or otherwise], civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer, or employee of the Corporation or such other corporation, or by reason of any past or future action taken or not taken in his capacity as such director, officer, or employee whether or not he continues to be such at the time such liability or expenses occurred or provided such person acted, in good faith, and what he reasonably believed to be the best interest of the corporation or such other corporation, as the case may be, and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. As used in this article, the terms "liability" and "expense, shall be included, but shall not be limited to, counsel fees and disbursements and amounts of Judgments, fines, or penalties against, and amounts paid in settlement by, a director, officer, or employee, other than amounts paid to the corporation itself or to such other corporations served; at the other corporation's request.

The termination of any claim, action, suit or proceeding, civil or Criminal, by judgment, settlement [whether or without Court approval] or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a director, officer, or employee did not meet the standards of conduct set forth in the first sentence in this Article, except where there has been a judgment rendered specifically finding that the actions of such director, officer, or employee constituted gross negligence or misconduct.

Any such director, officer, or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit, or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation, but only if [1] (of) the Board, acting by a quorum consisting of directors who are not parties, or who have been wholly successful with respect thereto, shall find that the director, officer, or employee has met the standards of conduct set forth in the first sentence of this Article or [2] independent legal counsel (who may be the regular attorney of the Corporation) shall deliver to it their written advice that, in their opinion, such director, officer, or employee has met such standards.

Expense incurred with respect to any such claim, action, suit, or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it ultimately be determined that he is entitled to indemnification under this Article.