

By-Laws of The H. H. Franklin Club, Inc.

Bylaws

February 12, 2009

ARTICLE I NAME, PURPOSES, OFFICIAL ADDRESS

SECTION 1. NAME – The name of the Club shall be The H. H. Franklin Club, Inc. (hereafter referred to as the Club).

SECTION 2. Purpose – The purpose of the Club shall be as stated in the articles of incorporation

SECTION 3. OFFICIAL ADDRESS – The business office of the Club shall be as designated by the Board of Directors.

ARTICLE II MEMBERSHIP, DUES, ANNUAL MEETING, FISCAL YEAR

SECTION 1. MEMBERSHIP –

- a. Full Membership shall be open to anyone interested in the purpose of the Club. Full membership includes the right to vote at the Annual Meeting, participate in all club events and receive all club publications.
- b. Associate membership is also available and includes full rights and privileges, but does not include club mailings. Associate members must reside at the same address as the full member.
- c. Transitional membership includes all club privileges/publications and is open to any new member under the age of 23.

SECTION 2. ANNUAL DUES –

- a. Annual dues for full membership shall be set by the Board of Directors of the H. H. Franklin Club, Inc. Persons who become new members during or after the Trek shall be entitled to membership for the remainder of the calendar year in which the member joined as well as for the subsequent calendar year.
- b. Annual memberships begin on January 1st of the calendar year and expire on December 31st. A grace period for paying dues after December 31st may be authorized at the discretion of the Board.
- c. Members not in good standing may apply for reinstatement provided their application and/or dues payment is accompanied by a full year's dues which shall be applied to the payment of dues for the calendar year in which application is received.

- d. Associate membership dues are \$5.00 per year.
- e. Transitional Membership dues will be set by the Board.

SECTION 3. ANNUAL MEETING – The Annual Meeting of the Club shall take place at a time and location as determined by the Board of Directors. Conduct of meetings shall be according to Robert's Rules of Order (revised) unless otherwise provided for in these By-Laws.

SECTION 4. FISCAL YEAR. – The fiscal year of the Club shall be November 1st through October 31st.

ARTICLE III ADMINISTRATION OF THE CLUB

SECTION 1. BOARD OF DIRECTORS

- 1. The Club shall be governed by the Board of Directors (hereafter referred to as the Board).
 - a. The Board shall be comprised of 12 Directors-at-Large and one Regional Director from each active Region. In addition, the President, Vice President, Secretary, Treasurer, and the Immediate Past President (the Executive Committee) shall also be members of the Board.
 - b. All officers and directors shall be Club members in good standing.
 - c. Directors-at-Large shall be deemed as representing all geographic areas of the Club.
 - d. Regional Directors shall be elected by the membership of their respective Regions.

2. Terms of Office

Terms of Directors-at-Large shall be for three (3) calendar years with 1/3 of the Directors positions standing for election each year. The term of office for each Regional Director shall be determined by his or her Region and shall not exceed three years. The Term of office Directors-at-Large and Regional Directors shall commence on the first day of the calendar year following their election. The Immediate Past President shall serve on the Board until his or her successor assumes the position.

3. Board Meetings

The Board shall meet at least twice during each fiscal year, once as soon after the start of the New Year as practicable. Additional meetings shall be held at the Board's discretion or as called by the President.

The Secretary shall send notice and proposed agenda by mail or electronic media for each meeting to all members of the Board to reach them at least two weeks prior to the date of the meeting. Conduct of meetings shall be according to Robert's Rules of Order (revised) unless otherwise provided for in these By-Laws.

4. Vacancies

Any vacancies amongst Directors-at-Large occurring between elections shall be filled for the balance of the term by a nomination by the President and a majority vote of all the remaining members of the Board in attendance at a meeting in which quorum is present. This election is to take place at the next Board meeting immediately following the vacancy. Regional Directors are to be replaced by regional action with similar promptitude.

5. Quorum and Voting

Each Board member present shall be entitled to one vote per question. No member may cast more than one vote by virtue of holding multiple offices in the Club simultaneously.

At any meeting of the Board, the quorum needed to conduct business shall be not less than one half of the total number of voting members of the Board. Voting members of the Board are defined as: President, Vice President, Secretary, Treasurer, Immediate Past President, Regional Directors and Directors-At-Large. Only eligible voters who are physically present at a particular meeting shall be counted present with respect to determining whether or not a quorum has been attained. The President, or Presiding Officer acting in his or her stead, shall not have the right to vote at a Board meeting except in the event of a tie or on a motion to amend the By-Laws, but shall be considered a voting member for purposes of determining a quorum.

A Board member who is not present but who has conveyed to the President by mail or electronic media, a specific opinion on a specific item, and who has set forth that opinion on a written proxy, signed by that board member, to be filed with the Secretary at the meeting at which the proxy is to be considered, shall be considered an eligible voter on that particular item with his or her vote reflecting the stated opinion. A Board member who has not conveyed such an opinion, and delivered such a written proxy, and who is not present in person at the meeting, is ineligible to vote on the item.

Action shall be determined by a simple majority affirmative vote of the Board members present, except in those matters required to have a larger majority vote as stipulated in other Articles of these By-Laws, or as otherwise restricted by law.

Mail, telephone or electronic balloting may be used for urgent matters between meetings, in each case at the discretion of the President. The same quorum requirements apply as in the case of a regular meeting, the number of replies received within two weeks of the mailing of the ballot being the significant number. The President shall inform the Board promptly of the results of the mail balloting.

6. Indemnification of Directors and Officers

The Board of Directors shall authorize the Club to pay or reimburse any present or former Director or officer of the Club any costs or expenses actually and necessarily incurred by them in any action, suit, or proceeding to which he/she is made a party by reason of their holding such position if he/she is made a party by reason of their holding such position if they acted in good faith and in a manner they reasonably believed to be in, and not opposed to, the best interests of the Club; provided, however, that they shall not receive such indemnification if he/she be finally adjudicated therein to be liable for misconduct in the performance of their duty to the Club. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or

preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

SECTION 2. EXECUTIVE COMMITTEE –

1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the Immediate Past President and shall be responsible to the Board for managing the Club affairs between meetings of the Board.

The Executive Committee, by a decision of a majority of its members, shall have the authority to spend a total sum not to exceed \$200 for non-budgeted emergency expenditures, which become necessary between Board meetings. The Board is to be notified of any such expenditure at its next scheduled meeting.

2. The President shall preside at all meetings of the Board of Directors and the Annual Meeting of the members. The President shall appoint all committee chairpersons and other committee members as deemed appropriate. The President, or Presiding Officer, shall not have the right to vote at a Board meeting except in the event of a tie or on a motion to amend the By-Laws.

3. The Vice President shall, at all times, be prepared to perform the duties of the President and shall do so in the absence of the President.

4. The Secretary shall take minutes of the Board meetings and the Annual Meeting. The Secretary shall be responsible for answering all general correspondence to the Club and other related duties as delegated by the President and the Board.

5. The Treasurer shall collect and disburse the funds of the Club as specified by the Board. Each activity of the club, which involves the collection of funds, must file an Annual Program Service Account Report with the Treasurer at the end of the club's fiscal year. The treasurer shall render a complete financial report at the Annual Meeting and at other times at the request of the President or the Board. The Treasurer shall make the financial records available on an annual basis, or more often if requested by the Board, for an independent audit. The Treasurer shall, if requested, give bond at the expense of the Club.

6. The Immediate Past President shall serve as a voting member of the Board and the Executive Committee.

SECTION 3. OTHER OFFICERS – There may be other office holders nominated by the President, and voted on by the Board, for specific terms not exceeding one year. They may be appointed to consecutive terms of office without limit. These may include, but not limited to, Office Manager, TREK Chair, Editors, Regional Coordinator, as well as committees such as Finance & Budget and oversight committees for publications, acquisitions, and long range planning. The Board must approve the first nomination and subsequent reappointments. All Club officers handling monies for the Club must, if requested, give bond at the expense of the Club.

SECTION 4. TERMS OF OFFICE – The term of office for Presiding Officers and Directors-at-Large shall commence on the first of the calendar year following their election. Terms of other office holders shall commence upon their approval by the Board.

SECTION 5. TENURE OF OFFICE – The President and Vice President may hold office no longer than two consecutive one-year terms in their respective positions. Other office holders may hold office at the discretion of the Board, however it is the policy of the Club to see that the length of service does not stand in the way of encouraging additional members to serve.

SECTION 6. COMMITTEES

1. Committee Appointments. By resolution adopted by a majority of the Board of Directors, standing or special committees, consisting of at least two (2) directors may be appointed by the Board of Directors. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation as the Board of Directors may specify, which may include any action which the Pennsylvania Nonprofit Corporation Law of 1988 provides shall or may be taken by the Board of Directors, but in no event, shall include the following:

- a. The filling of vacancies in the Board.
- b. The adoption, amendment, or repeal of the Bylaws.
- c. The amendment or repeal of any resolution of the Board
- d. Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation. All committee members are subject to the Club's Ethics Policy and Conflict of Interest Policy.

2. Appointments, Terms and Duties. Unless specified otherwise, in these Bylaws, the Board of Directors shall appoint all standing and special committees and their chairpersons. The Board of Directors shall determine the composition, terms, powers, and duties of all committees.

3. Standing Committees. The standing committees shall be the Executive Committee, the Finance Committee, the Collection Advisory Committee and such other committees as determined by the Board of which will function on a year round basis as described below.

(a) Executive Committee. The Executive Committee shall act as described in Section 2 above.

(b) Finance Committee. The Finance Committee shall consist of the Club Treasurer, one member of the Collection Advisory Committee, one member of the Club's Board of Directors if the Collection Advisory Committee member is not also a member of the Club's Board of Directors and one or more persons with finance experience. The Finance Committee shall oversee and provide advice to the Board of Directors on financial matters.

Specifically, the Finance Committee shall discharge the duties necessary to establish and implement the business plan of the Franklin Collection at Hickory Corners including investing the proceeds of the Kern Gift and dispersing those funds to construct and operate the Franklin Collection at Hickory Corners. The Finance Committee shall regularly review and recommend to the Board of Directors policies, including, but not limited to, an investment policy statement, to protect and enhance the Franklin Collection at Hickory Corners and other assets of the Club. The Chair of the Finance Committee shall have supervision over the financial records of the Franklin Automobile Collection at Hickory Corners and will be responsible for the preparation of the annual budget. The Finance Chair shall provide the Collection Advisory Committee at each of its regular meetings with a statement of the financial condition of the Franklin Automobile Collection at Hickory Corners.

(c) Collection Advisory Committee. The Collection Advisory Committee shall be responsible for overseeing the Franklin Automobile Collection at Hickory Corners and shall have such composition, terms, powers and duties as specified in the Franklin Automobile Collection at Hickory Corners Principles of Operation.

(d) Special Committees. Special committees shall be appointed by the Board for specific purposes and shall be disbanded when the assigned tasks have been accomplished.

SECTION 7. ADOPTION, AMMENDMENT of BY-LAWS

Adoption, amendment and contents of bylaws.

(a) General rule.--Except as provided in subsection (b), the authority to adopt, amend and repeal bylaws is vested by the bylaws in the board of directors, subject to the power of the members to change such action. The bylaws may contain any provisions for managing the business and regulating the affairs of the corporation not inconsistent with law or the articles. In the case of a meeting of members, written notice shall be given 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 bylaws. There shall be included in or enclosed with the notice a copy of the proposed amendment or a summary of the changes to be effected thereby. Any change in the bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

(b) Exception.--Except as provided in section 5310(a) (relating to organization meeting), the board of directors or other body shall not have the authority to adopt or change a bylaw on any subject that is committed expressly to the members by any of the following provisions of Title 15 of the Pennsylvania Consolidated Statutes Annotated, the Non-profit corporation law.

Subsection (b) below; (relating to amendment of voting provisions).

Section 5713 (relating to personal liability of directors).

Section 5721 (relating to board of directors).

Section 5725(b) (relating to selection of directors).

Section 5726(a) (relating to removal of directors by members).

Section 5726(b) (relating to removal of directors by the board).

Section 5729 (relating to voting rights of directors).

Section 5751(a) (relating to classes and qualifications of membership).

Section 5754(a) (relating to members grouped in local units).

Section 5755(a) (relating to regular meetings).

Section 5756 (relating to quorum).

Section 5757 (relating to action by members).

Section 5758 (relating to voting rights of members).

Section 5759(a) (relating to voting and other action by proxy).

Section 5760(a) (relating to voting in nonprofit corporation matters).

Section 5766(a) (relating to termination and transfer of membership).

Section 5975(c) (relating to winding up and distribution).

(b) Amendment of voting provisions.--Unless otherwise restricted in a bylaw adopted by the members, whenever the bylaws require for the taking of any action by the members or a class of members a specific number or percentage of votes, the provision of the bylaws setting forth that requirement shall not be amended or repealed by any lesser number or percentage of votes of the members or of the class of members.

ARTICLE IV NOMINATION and ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. Nomination and Election of Officers – The Board will select a nominating committee comprised of 5 of its members, who are charged with presenting to the entire Board a list of qualified Board members or previous Board Members willing to serve on the Executive Committee. These nominees will be put before the Board for consideration and election. All nominees must be club members in good standing.

SECTION 2. NOMINATION OF DIRECTORS-AT-LARGE – A nominating committee consisting of three Club members in good standing, other than Directors in the office, shall be appointed by the President, with the consent of the Board, on or before February 1st, to make nominations for Directors-at-Large to be elected by the members.

The nominating committee is encouraged to provide a slate of nominees that takes into consideration the geographic distribution of the Club membership.

Nominations by this committee, together with agreement to serve and appropriate descriptive information of each of the nominees, must be in the hands of the Secretary not later than May 1st. At least five nominees must be presented.

Other nominations, by way of petition, may be submitted to the Secretary by the same date. Nominations made in this manner must be signed by a minimum of ten members in good standing.

The members of the Club shall elect the Directors-at-Large at the Annual Meeting. Four Directors-at-Large will be elected each year for a three-year term.

SECTION 3. BALLOTS for DIRECTORS-AT-LARGE – The Secretary shall prepare a ballot containing the names of all the persons appropriately nominated, placed in alphabetical order, and shall mail it to all members not later than July 15th. Ballots must be postmarked not later than five days prior to the Annual Meeting. The Secretary and the three outgoing Board members shall tally and report at the Annual Meeting the results of the election including; total number of members eligible to vote, total votes cast, number of ballots, if any, voided and the number of votes each nominee received.

SECTION 4. PROXY VOTING – Cumulative and proxy voting as it applies to **ARTICLE IV**, is prohibited.

ARTICLE V REGIONS

SECTION 1. REGION FORMATION – Any group of seven members in good standing may make a written application to the Board for authority to form a Region. The application shall contain the names of temporary officers corresponding in duties to a President, Secretary and Treasurer. It shall contain a statement binding the Region, if approved, to abide by all Bylaws and policies of the parent Club. All members of the parent Club residing within the territory assigned to a Region will automatically be qualified for membership in the Region but are not required to become members of it. All members of a Region must be Club members in good standing.

SECTION 2. ACTIVE REGION – In order for an established Region to be considered active and to have official voting representation on the Board, it must submit prior to January 31st of each year a list of Regional Officers and a roster of current members to the Regional Coordinator or the President of the Club in the absence of a Regional Coordinator. At least seven members in good standing are required to continue an active Region. Failure to comply will automatically void a Region’s active status for that year and it will be considered to be inactive until formal application for reactivation is received by the Board.

SECTION 3. ESTABLISHMENT AND REVOCATION – Establishment of Regions must be approved by the Board and may be revoked upon evidence of non-conformity with required conditions.

SECTION 4. TERRITORIAL LIMITS – the Board may determine territorial limits. Such territorial limits may be adjusted by the Board whenever, in their opinion, they deem it advisable for the best interest of the general membership.

SECTION 5. H.H.F.C POLICY – The basic policy of the parent Club on non-competition with major antique automobile clubs shall be strictly adhered to and regional activities committees are urged to use the closest possible coordination with the other clubs to reduce any conflict of dates or interest to a minimum.

SECTION 6. COMMERCIAL OR ADVERTISING ACTIVITY – Regions shall not, under the name of the Club, participate in any commercial activities wherein THE H.H. FRANKLIN CLUB name is used. While participating as a group, no commercial advertising may be displayed. Any proposed involvement with other 501c3 organizations, where the club’s name will be used to advertise the event, must receive prior approval from the Board.

SECTION 7. PUBLICATIONS – The words AIR COOLED NEWS are reserved by the parent Club to designate its official publication. Nothing is to prevent a Region from publishing its own paper or magazine under another title.

SECTION 8. ONLY ONE TREK – The words FRANKLIN TREK and/or the word TREK are reserved by the parent Club and may not be used in connection with any event other than the annual event conducted by the parent Club unless it is approved by the Board and voted on by the membership at an Annual Meeting.

SECTION 9. COMMITMENT – A Region may not, under any circumstance, act as Agent of the Club or commit the Club to any obligations.

SECTION 10. SPONSORSHIPS – No activity by a Region, conducted under the name of the Club, may accept sponsorship from an outside source.

SECTION 11. MEETS – Club sanctioned meets are to be held primarily for and open to members of the Club and are not necessarily to be open to general or public invitation. The Board will not sanction a meet held for commercial or promotional purposes. Registration fees collected will be primarily used to defray any costs associated with the meet. Any such meet or gathering officially organized by an established Region of the Club is considered to be sanctioned by the Board. Any other such meet or gathering organized by Club members may be sanctioned by the Board of Directors providing sufficient prior notice is given to the Board.

ARTICLE VI GIFTS TO THE CLUB – The Club can accept any restricted gift, provided it is approved by the Board of Directors.

ARTICLE VI I AMENDMENTS

SECTION 1. PROCEDURE – These Bylaws may be amended by the procedures set forth by the law of the State of Pennsylvania under which this club is organized.

ARTICLE VIII DISSOLUTION

SECTION 1. PROCEDURE – At such time that the Board of the Club determines that the Club can no longer function in a manner intended by its founding fathers and as outlined by the herein Bylaws, then the Club shall be dissolved.

In the event of dissolution, the assets of the Club shall be distributed as provided for in the law of the State of Pennsylvania or as provided for in Section 501 (c)(3) of the Internal Revenue Code, as said laws exist or as they may be amended in the future.

November 4, 2007 – the following changes/corrections were made:

Article I, Section 1, Name – add “Inc.” to the club’s name.

Article III, Section 5 Tenure of Office. Change to “no longer than two consecutive one year terms in their respective positions.”

Article III, Section 6, Amendments of the by-laws – eliminate sections 5752 (c), 5762, 5767 (they do not apply to the operation of the club)

Motion by Marvin Gage, seconded by Randy Fusco – Approved by the Board.

February 2, 2008 – the following changes/corrections were made by the Board

Article V SECTION II. MEETS the following was added after “associated with the meet.” And before Any other such meet” – “Any such meet or gathering officially organized by an established Region of the Club is considered to be sanctioned by the Board”

July 27, 2008 - the following changes/corrections were made:

Change Article III Section 6 Adoption, Amendment of By-Laws to Article III Section 7

Add a complete new Article II Section 6 Committees

Delete Article VI Gifts

Renumber Article VII as Article VI

Motion by Bob Amon, seconded by Bob Harrison – Approved by the Board

Motion by Emmett Hood, seconded by Lloyd Davis to authorize Janet Stoddard, Secretary approved by the Board to make corrections to the by laws. February 7, 2009

2.12.09