BY-LAWS
of the
HORSELESS CARRIAGE CLUB OF AMERICA
(A California Corporation)

Revised February 20, 2022

ARTICLE I: NAME

The name of this organization shall be the "Horseless Carriage Club of America", a California non-profit corporation.

ARTICLE II: PURPOSE AND CLASSIFICATION

SECTION 1: The general purpose of this club, incorporated as a non-profit corporation, shall be to preserve and maintain motor vehicles and motorcycles of ancient age and historical value and to serve as an accurate and technical source of information concerning ancient automobiles for the benefit of its members, as well as for the general public.

SECTION 2: In order to facilitate the general purposes, motor vehicles shall be classified in the following categories:

(a) HORSELESS CARRIAGE: This classification shall include pioneer gas, steam and electric motor vehicles built or manufactured prior to January 1, 1916. This definition will be interpreted to include those 1916 model vehicles manufactured in 1915.

(b) PIONEER MOTORCYCLE: This classification shall include motorcycles built or manufactured prior to January 1, 1916. This definition will be interpreted to include those 1916 model motorcycles manufactured in 1915.

SECTION 3: In order to further the goals of the club, only horseless carriages and pioneer motorcycles as defined in Section 2 shall be eligible to participate in national tours.

ARTICLE III: SEAL, EMBLEM and TRADEMARKS

SECTION 1: The Corporation shall have a common seal consisting of a circle having within its circumference the words: "HORSELESS CARRIAGE CLUB OF AMERICA, INCORPORATED, December 27, 1940, CALIFORNIA".

SECTION 2: The Corporation is the owner of various marks registered with the United States Patent and Trademark Office including the following:

REGIS. NO.	MARK	MARK IDENTITIES
1,237,841	Horseless Carriage	Association Services promoting interest of old time car owners
1,237,292	Horseless Carriage Gazette	Magazines
1,251,917	H.C.C.A	Association Services promoting interest of old time car owners
1,262,741	Horseless Carriage	Membership organization

Further, the Corporation is currently using and in the future may adopt and use other marks and identifying indicia including without limitation HORSELESS CARRIAGE CLUB, HORSELESS CARRIAGE CLUB and DESIGN, 1- & 2-CYLINDER TOUR. The **C**orporation owns such other marks and identifying indicia whether or not it chooses to register them.

SECTION 3: The above listed marks and identifying indicia and other marks or identifying indicia which may be subsequently adopted and/or registered by the Corporation are referred to herein as "the corporation marks".

SECTION 4: The corporation marks may not be used by any entity other than the **C**orporation except as provided in Article III, Section 5 or within the scope of specific written permission to use the corporation marks given by the President or Horseless Carriage Club Board of Directors. A regional group's suspension or revocation of its charter or recognized register of members' termination of affiliation with the Corporation terminates that regional group's or recognized register and those members' authorization to use the corporation marks.

SECTION 5: Every regional group and recognized register member specifically acknowledges that they have no right to use the corporation marks except to the limited extent permitted by the corporation as an authorized regional group or recognized register and as dues-paying members respectively.

SECTION 6: All sales or offers to sell services or products in connection with or in relation to the corporation marks are subject to prior written approval from the corporation.

SECTION 7: Every regional group and recognized register members are responsible for protecting the integrity of the corporation marks and maintaining the highest standards with respect to any service or goods offered or delivered in connection therewith. Any goodwill or rights associated with the corporation marks are exclusively the property of the Corporation. Every regional group and recognized register members will assist the Corporation in prosecuting or defending the Corporation's claimed rights in the corporation marks, will not directly or indirectly take any action or derogation thereof and will promptly report to the Corporation any infringements thereof.

ARTICLE IV: OFFICES

SECTION 1: PRINCIPAL OFFICE: The principal office for the transaction of business of the Corporation is hereby fixed and located in the State of California or any other US state~~s~~. The board of directors is hereby granted full power and authority to change said principal office from one location to another.

SECTION 2: OTHER OFFICE: Branch or subordinate offices may at any time be established by the board of directors at any place or places where the Corporation is qualified to do business.

ARTICLE V: MEMBERSHIP

SECTION 1: There shall be three types of memberships as follows: Member, Life Member and Honorary Member.

(a) MEMBERSHIP: Includes single individuals or family (e.g. member, spouse and all minor dependent children).

(1) Any family or single individual interested in promoting the purpose of the club is entitled to all club privileges. However, the right to vote and hold office on the board of directors is restricted to ownership of a pre-1916 vehicle. Each paid membership is entitled to one vote.

(2) This membership will be renewed with payment of the annual dues established by the board except in cases where action has been taken by the board of directors under Article V, Section 6 of the by-laws.

(b) LIFE MEMBERSHIP: Includes member, spouse and all minor dependent children (e.g. family) or single individual.

(1) Any person upon payment of the one-time membership fee prescribed for this category by the board of directors, shall become a life member of this organization and shall enjoy all the

privileges of a membership. However, the right to vote and hold office on the board of directors is restricted to ownership of a pre-1916 vehicle. One ballot will be issued to each member so qualified.

(2) All past Presidents of the Horseless Carriage Club shall be designated life members with the one time membership fee waived.

(3) Any member who commended himself to club esteem may be elected a life member by unanimous vote of the board of directors.

(4) Membership upon death of life members continues for the life of the surviving spouse provided the surviving spouse does not have an existing life membership.

(c) HONORARY MEMBERSHIP: (includes spouse)

(1) Any person having gained eminence in the automobile industry, or any person who has commended himself in the Horseless Carriage Club may be granted an honorary membership only by a unanimous vote of the board of directors.

(2) Proposal for election as honorary member shall be made at a regular meeting of the board of directors, together with a statement of his or her activities which justify his or her election as an honorary member and action on said proposal shall then be deferred until the next meeting of the board of directors, at which meeting honorary membership may be extended upon unanimous affirmative vote of the board of directors.

(3) Honorary members shall not have the right to vote or hold office in the Horseless Carriage Club.

(4) Membership shall expire upon death of the honored member.

SECTION *2*: PRIVILEGE OF MEMBERSHIP: Membership shall include the following:

(a) One subscription to the Horseless Carriage Gazette per membership (six issues per year).

(b) Membership cards having the same number for both member and spouse**.** No membership cards will be issued to children.

(c) Listing of both member and spouse in the current membership roster.

(*d*) Participation in the Horseless Carriage Convention, tours and events.

SECTION 4: APPLICATION FOR MEMBERSHIP: Application for membership shall be filed with the Executive Secretary and accompanied by dues for the current year. No one shall be denied membership in this organization based on race, color, creed or gender.

SECTION 5: RESIGNATION OF MEMBERSHIP: Any member may resign their membership upon notification to the Executive Secretary at the club office, and the resignation shall be effective upon receipt by said secretary, provided the member's indebtedness to the club, if any, is paid in full.

SECTION 6: SUSPENSION, EXPULSION, REINSTATEMENT: The board of directors shall have power by vote of a two-thirds majority of its members, to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will or prosperity of the organization, or for any conduct in violation of these by-laws or of the rules and regulations of the club which may be made from time to time. Such action by the board of directors may be taken at any regular meeting of such board and the proceedings in such matter shall be final and conclusive. Notice providing the reasons thereof shall be given 15 days prior to the effective date,

and at least 5 days shall be allowed for the member to respond, orally or in writing, before the suspension or expulsion is declared final and conclusive.

(a) REINSTATEMENT OF SUSPENDED MEMBER: After the expiration of the time set forth (no longer than one year) in the suspension, the suspended member may petition the board of directors for reinstatement A two thirds affirmative vote of all members of the board of directors at any meeting shall be required to approve such reinstatement. If no action is taken by the suspended member within one year then the member is deemed to be expelled.

(b) REINSTATEMENT OF EXPELLED MEMBER: After a period of no***t*** less than six months, the member may petition the board of directors in writing for reinstatement. Upon receipt of this written request, the board shall call a special closed session to be held at the next regularly scheduled board meeting, and the member shall be required to respond to the original list of offenses and provide justification for reinstatement at this time. A two thirds affirmative vote taken by ballot of all members of the board of directors at this regularly called meeting shall be required for reinstatement of an expelled member.

SECTION 7: GENERAL

(a) Upon resignation, suspension, or expulsion of a member, their rights and privileges as a member of the club shall cease (except as provided in ARTICLE V, Section 1, sub-section b-4).

(b) Failure to renew membership with a payment of annual dues will preclude member's rights and privileges as a member of the Horseless Carriage Club, negating any right to membership in a regional group.

ARTICLE VI: MEETINGS OF THE MEMBERS

SECTION 1: ANNUAL MEETING: The annual meeting of the members of the Corporation shall be held within the first four months of the calendar year for the purpose of reporting the results of the election of officers by that board of directors, and of conducting any other business as may lawfully be presented. The meeting shall be chaired by the President, or, in the absence of the President, by the Vice President.

SECTION 2: SPECIAL MEETINGS: Special meetings of the members may be called at any time by the President, or by the Secretary upon written application of at least 5% of qualified voting members in good standing. This application shall state the purpose of the called meeting.

SECTION 3: TIME AND PLACE: Any annual or special meeting shall be held at such time and place as the board of directors shall select. The board of directors shall select a time, place, and date for a special meeting within ninety (90) days after receipt of a valid, proper application for same by the Secretary.

SECTION 4: NOTICE: The Horseless Carriage Gazette, the Regional Groups Newsletter, or any other form of communication the board deems appropriate shall be the means for notification of annual and special Horseless Carriage Club meetings.

SECTION 5: PROCEDURE: Each qualified voting member in good standing shall be entitled to one vote at any meeting, annual or special. The use of proxies at any membership or board of directors meeting is prohibited.

SECTION 6: CUMULATIVE VOTING: Cumulative voting shall be prohibited.

SECTION 7: QUORUM: A minimum quorum of 30 voting members shall be required at a meeting of members to conduct the business of the meeting.

ARTICLE VII: CORPORATE POWERS

The corporate powers of this club shall be vested in a board of fifteen (15) directors, who shall be voting members in good standing. Eight (8) directors constitute a quorum for the transaction of business.

ARTICLE VIII: BOARD OF DIRECTORS

SECTION 1: ELECTION AND TERM: The board of directors of the club shall consist of fifteen (15) members elected from the voting members in good standing. Five (5) shall be elected each year and their term of office shall be three (3) years from and after election or until a successor shall have been elected.

SECTION 2: VACANCIES: A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors be increased by amendment of these by-laws. A vacancy or vacancies shall be filled by the remaining directors in office, and if there are no remaining directors, by the general members at an annual or special meeting of the general members entitled to vote. Such member or members so elected shall hold office for the term of the director he replaces and until his successor is elected and qualified.

SECTION 3: REDUCTION: No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

SECTION 4: NOMINATING COMMITTEE: The Nominations Chairman and committee shall be selected from current directors by the President. Members of the nominating committee are not barred from becoming nominees for office. The committee shall endeavor to prepare a list of not fewer than seven (7) qualified candidates and at minimum shall prepare a list of not fewer than five (5) candidates who are qualified voting members and have agreed to run. These shall be submitted to the board of directors for approval.

SECTION 5: ELECTION: An election shall be held each year to replace retiring directors. After approval by the board of directors, each candidate shall be directed to submit a photograph and brief biography to the Horseless Carriage Gazette editor, no later than July 1, for inclusion in the September-October magazine. The committee shall direct the Executive Secretary to prepare a ballot of not fewer than five (5) candidates. The Executive Secretary shall, on or before August 15, prepare a mailing list of members in good standing, and eligible to vote, for a ballot insertion in the September-October Horseless Carriage Gazette. This insertion shall include:-an envelope addressed to a certified public accountant selected by the board of directors, with the Club Office as the return address, a plain envelope to contain the returned ballot, a ballot having the names of the nominees with space for a write-in candidate and voting instructions which shall include a notice that all ballots must be received by the certified public accountant not later than December 15. Voting members shall elect by a plurality vote five (5) directors, each serving a term of three (3) years. ***Cast*** ballots must have five (5) names selected or they will not be considered valid and will not be counted.

SECTION 6: ELECTION RESULTS: All nominees as printed on the official ballot and all active directors shall be notified of the results of the election by the secretary immediately upon receipt of said results from the certified public accountant.

SECTION 7: PLACE OF MEETING: Regular meetings of the board of directors shall be at any place which has been designated from time to time by resolution of the board or by the President with consent of a majority of the board.

SECTION 8: REGULAR MEETINGS: The board of directors shall hold at least four (4) regular meetings during each fiscal year, one of which shall be at the time of the Horseless Carriage Convention. The executive board may meet in person, by conference telephone call, e-mail discussion group or other technology.

SECTION 9: SPECIAL MEETINGS: Special meetings of the board of directors for any purpose or purposes may be called at any time by the President or by the executive board, or by any five (5) directors, upon notice to each director of such meeting.

SECTION 10: NOTICES: Written notice of the time and place of regular and special meetings of the board of directors shall be delivered personally or sent to each director by mail, charges prepaid, addressed to him at his address as it is shown upon the records of the club, or given by telephone, facsimile, electronic mail or other electronic means. Notices must be given, or mailed at least fifteen (15) days prior to any meeting.

SECTION 11: WAIVER OF NOTICE: The transactions of any meeting of the board of directors, however called or noticed, or wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after this meeting each of the directors not present signs a waiver of notice or a consent to hold such a meeting or an approval of the minutes thereof, then this shall constitute a regular meeting of the board of directors. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12: QUORUM: A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the board of directors, unless a greater number is required by law, the Articles of Incorporation, or the by-laws.

SECTION 13: ADJOURNMENT: A quorum of the directors may adjourn any directors' meeting to meet again at a stated time, place and hour provided, however, that in the absence of a quorum, the directors present at any directors' meeting either regular or special may adjourn from time to time until the time fixed for the next regular meeting of the board.

SECTION 14: ATTENDANCE: ***Attendance at a board meeting by a board member shall be interpreted as either in person or by a form of electronic communication however board members are required to attend in person (physical attendance) a minimum of two meetings per year.*** Directors shall notify the President as soon as practicable if unable to attend directors' meetings. The unexcused absence of any director from two (2) regular meetings during any calendar year shall automatically result in the dismissal of said director from the board, and the vacancy shall be filled by majority vote of the remaining directors.

Directors shall, by majority vote, excuse or fail to excuse any absence at the first regular meeting following an absence and a director seeking to have an absence excused shall be permitted to argue in his own behalf and to vote.

No absence shall be excused if the President is not notified at least six (6) hours in advance of the meeting of the inability of the director to attend except where failure to give notice results from serious illness or national emergency.

SECTION 15: FEES and COMPENSATION: Directors shall not receive any compensation, fee or salary for their services as directors, but by resolution of the board, compensation may be allowed to any director for any moneys or expenses actually incurred and paid by the director for the benefit of the corporation.

SECTION 16: INDEMNIFICATION: The Horseless Carriage Club shall indemnify each present and future director, officer and employee of the organization against judgment, cost, or expenses which may be imposed on or reasonably incurred by him in connection with any claim, action, suit, or proceeding hereafter made or instituted, in which he may be involved by reason of his being a director, officer or employee of the organization.

In the event that a director, officer or employee of the organization shall serve as a director or officer of any other association or organization at the request of the directors of the Horseless Carriage Club for the benefit or advantage of the organization, such indemnity shall likewise be extended to such director, officer or employee in such capacity.

Except as hereinafter provided, such indemnity shall extend to and cover all judgments and costs imposed or expenses incurred in any way such action or proceeding, including reasonable

attorney's fees and reasonable settlements or compromises, wherein the discretion of the directors such action is justified. This agreement of indemnification by the Horseless Carriage Club is binding upon the organization, its successors and assigns, and shall incur to the benefit of the heirs, executors and administrators of any such director, officer or employee, but shall not be exclusive of any other rights to which any director, officer or employee may be entitled as a matter of law.

The indemnification herein above provided for shall in no event be applicable or effective in any case in which any director, officer or employee shall be finally adjudged in any such action, suit, or proceeding to be liable because he had acted fraudulently or in bad faith.

ARTICLE IX: POWERS OF DIRECTORS

SECTION 1: The board of directors shall have power to call meetings of the club when it deems it necessary to conduct, manage, and control the affairs, relations and business of the club and to make rules not inconsistent with the laws of the State of California, for the guidance and management of the affairs of the club.

SECTION 2: The board of directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the board, and the note or obligation if any, given for the same, signed officially by the president and the secretary, shall be binding on the club.

SECTION 3: The board of directors may appoint such other officers, agents or committees as it deems necessary and shall fill any temporary or permanent vacancies that may occur during the year in any club office.

ARTICLE X: EXECUTIVE BOARD

The board of directors shall appoint from its own number an executive board consisting of no fewer than seven (7) members and such executive board shall be vested with all the powers of the board of directors when such board is not in session.

ARTICLE XI: OFFICERS

SECTION 1: TYPES OF OFFICERS: The officers of this club shall be President, Chairman of the Board, Vice President, Secretary, Treasurer and such other officers as the board of directors may appoint. When the duties do not conflict, one person may hold more than one of these offices, except that no one person shall be both President and Secretary in any one given year. Officers shall serve for one year or until their successors are elected. The President, Chairman of the Board, Vice President, Secretary and Treasurer must each be a current member of the board of directors. Any other officers may be elected by the board of directors from the membership or from the board of directors.

SECTION 2: SUBORDINATE OFFICERS: The board of directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the by-laws, or as the board of directors may from time to time determine.

SECTION 3: REMOVAL and RESIGNATION: Any officer may be removed for cause by a three-fourths majority vote of the directors in office at the time, at a regular or special meeting of the board of directors.

Any officer may resign at any time by giving written notice to the board of directors or to the President or to the Secretary. Any such resignation shall take effect at the date of such notice or at any other time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4: VACANCIES: A vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the by-laws for regular election or appointment to such office.

SECTION 5: SUCCESSION: No officer of this club shall succeed himself in office more than once.

ARTICLE XII: DUTIES OF OFFICERS

SECTION 1: PRESIDENT: The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and affairs of the corporation. He shall preside at all meetings of the members and at all meetings of the board of directors. He shall be ex-officio member of all the committees including the executive board. He shall have the general power and duties of management usually vested in the office of President and shall have such other power and duties as may be prescribed by the board of directors or the by-laws. The President shall sign all contracts and instruments in writing; provided however, that all contracts and instruments in writing must first be approved by the board of directors. The President may draw checks upon the club treasury when so directed by the board of directors.

SECTION 2: VICE-PRESIDENT: In the absence or disability of the President, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or the by-laws.

SECTION 3: SECRETARY: The Secretary shall attend all meetings of the members and the board of directors and shall record all minutes and votes in a book kept for that purpose. They shall keep or cause to be kept, a register showing the names and addresses of the members. The Secretary shall give, or cause to be given, notice of all meetings of members and the board of directors as required by the by-laws or by law to be given and he shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the by-laws. They shall have custody of valuable papers and books of the club and shall at all times be subject to the control of the board of directors. In the absence of the Secretary from any meeting of the members or board of directors, the presiding officer shall appoint a Secretary pro-tempore.

SECTION 4: TREASURER: The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation. They shall cause to be deposited all moneys and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the board of directors. They shall cause the funds of the Corporation to be disbursed as may be ordered by the board of directors, and shall render to the President and directors, when they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation and shall have such other duties as may be prescribed by the board of directors or by the by-laws. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the board of directors.

SECTION 5: CHAIRMAN OF THE BOARD: The Chairman of the Board shall exercise and perform such other powers and duties as may from time to time be assigned them by the board of directors.

ARTICLE XIII: REGIONAL GROUPS

A: FORMATION

SECTION 1: The board of directors of the Horseless Carriage Club shall be the approving authority for all charter applications for any new regional group. Charters which have been denied may re-submit at any future board meeting**.**

SECTION 2: Granting of a charter will be considered for each prospective regional group which meets all requirements and obligations; provided, however, that by the acceptance of such charter, the regional group agrees to be bound by the charter and by-laws of the Horseless Carriage Club, now in force or hereafter, from time to time, adopted.

SECTION 3: A chartered regional group shall use only the name designated in its charter.

SECTION 4: Horseless Carriage Club membership in good standing shall be a pre-requisite for any individual to become a member in a regional group.

SECTION 5: The minimum number of charter members of a prospective regional group shall be determined by the Horseless Carriage Club board of directors on a basis of the size and conditions of the community in which the regional group is to be built. The charter membership shall not be fewer than five (5) members of the Horseless Carriage Club owning pre-1916 motor vehicles.

SECTION 6: Application for the formation of a regional group shall be made to the board of directors of the Horseless Carriage Club in the form of a petition which shall be duly signed by at least five (5) persons who are voting members of the Horseless Carriage Club.

SECTION 7: After approval by the board of directors, the said board shall direct, through the **C**hairman of the regional group committee, the formation of said regional group.

SECTION 8: Any regional group that fails to conform to the provisions of the constitution and by-laws of the Horseless Carriage Club will have its charter and membership herein suspended or revoked by action of the board of directors of the Horseless Carriage Club. If a regional group's charter is revoked the regional group remains bound by Article III. Reinstatement of a suspended or revoked charter shall follow procedures set forth under Article V, Section 6 (a) or (b).

B: INCORPORATION:

SECTION 1: A regional group, after receiving its charter, may incorporate subject to the approval of the Horseless Carriage Club board of directors and said regional group shall agree, as a pre-requisite to incorporation, that it will, as an incorporated body, abide by the constitution and by-laws of the Horseless Carriage Club then in force or thereafter from time to time adopted.

C: ORGANIZATION MEETING:

SECTION 1: As soon after organization as possible, a meeting of all members of the regional group will be called. The members may, as they agree suitable, elect officers and/or a board of directors to oversee the operation of the regional group. They also may adopt rules for the operation of the regional group.

SECTION 2:

(a) Every regional group shall, each year, certify to the Horseless Carriage Club office the names of the officers elected to serve in the ensuing year.

(b) Every regional group shall, prior to April 30 of each year, mail or electronically transmit to the Horseless Carriage Club office the regional group's current roster of members, for verification of HCCA membership status.

ARTICLE XIV: FISCAL YEAR

The fiscal year of the Horseless Carriage Club begins October 1 of the current year and ends September 30 of the following year.

ARTICLE XV MEMBERSHIP DUES

SECTION 1: DUES: Membership dues shall be fixed by the board of directors from time to time.

SECTION 2: NEW MEMBERS: Any new member joining the club shall be entitled to a full membership for the 12 months following his/her enrolment, and shall receive the current issue and the five subsequent issues of the Horseless Carriage Gazette.

SECTION 3: WHEN DUE, WHEN DELINQUENT: Horseless Carriage Club dues shall be payable on or before the anniversary date of the member's last paid year of membership to remain current, and are delinquent 31 days after this anniversary date. Members delinquent in dues shall not be considered members in good standing until the members' dues are current. Non-payment of dues shall result in termination of all rights and privileges in the club and its regional groups or recognized registers.

ARTICLE XVI: CONTRACTS

SECTION 1: CONTRACTS: HOW EXECUTED: The board of directors, except as the by-laws or articles of incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or special, and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE XVII: PERSONAL LIABILITY

SECTION 1. All persons or corporations extending credit to, contracting with or having claim against the Corporation, shall look only to the funds and property of the Corporation for payment of any such contract, claim, debt, judgment, damage, decree or cause of action or any money that may in any way become due and payable from the corporation.

SECTION 2: Neither the members of the Corporation, the board of directors nor officers, present or future, shall be personally liable for any debt set forth in Section 1 of ARTICLE XVII.

SECTION 3: The Corporation is a non-profit corporation; the members hereof shall not be entitled to any individual or collective interest, participation, share, right and/or property right in and to the assets of this club, but such assets shall be and constitute the indivisible property of this club; no dividends, pecuniary profits or dividends or payments of like nature shall ever be declared or paid to the members of this club.

ARTICLE XVIII: BY LAWS: INSPECTION AND AMENDMENT

SECTION 1: INSPECTION: The Corporation shall keep in its principal office the original or copy of the by-laws as amended or otherwise altered, to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

SECTION 2: AMENDMENTS

(a) BY MEMBERS: New by-laws may be adopted or these by-laws may be amended or repealed at an annual meeting of the members. To become effective, a proposed amendment or repeal must receive a majority vote of the qualified voting members at the meeting and by a two-thirds vote of the qualified voting members present at a subsequent annual members meeting or special meeting. A special members meeting held for this purpose shall not be held less than six (6) months following the initial meeting.

(b) BY BOARD OF DIRECTORS: The board of directors may adopt, amend or repeal by-laws. To become effective, a proposed amendment or change must receive a majority vote of the directors and a two-thirds majority vote of the directors present at the next regular or special meeting of the board of directors.

(c) RESTRICTIONS: Not less than six (6) months must elapse between a meeting defeating a proposed amendment and a new presentation of the same or substantially the same amendment.

ARTICLE XIX: RULES OF ORDER

The rules contained in Roberts Rules of Order Revised shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of this corporation.

ARTICLE XX: DISSOLUTION OF THE CORPORATION

If the Horseless Carriage Club of America board of directors, a California non-profit corporation, concluded that the Corporation can no longer continue to function in the manner intended by its founding fathers and as outlined by the herein by-laws, then the Corporation shall be dissolved.

In the event of dissolution, the assets of this Corporation shall be distributed as provided for in Section 501 (c) (7) of the Internal Revenue Code as said laws now exist or as they may be amended in the future.

ARTICLE XXI: RECOGNIZED REGISTERS

A. DEFINITION AND PURPOSE

SECTION 1: The board of directors of the Horseless Carriage Club may recognize organizations composed of Horseless Carriage Club members in good standing based upon their mutual interest in designated, generic categories of pioneer vehicles and/or automobilia. Such organizations will be known as recognized registers. Recognized registers will be independent from regional groups of the Horseless Carriage Club. Because of a difference in nature and purpose, a recognized register will not be a substitute for, be subordinate to, or take precedence over regional groups in any organizational concern of the Horseless Carriage Club.

SECTION 2: The purpose of a recognized register is to promote the preservation, restoration, operation and lore of specific categories of vehicles and/or automobilia and to promote participation by members and their families in these and other Horseless Carriage Club activities. Such purpose may be achieved by periodical publications, registers of vehicles and owners, sponsorship of events, and meetings of the membership. The activities of recognized registers must be supplemental to, and compatible with, those of the Horseless Carriage Club.

SECTION 3: Recognized registers for vehicles will be limited to those makes, models, modes of power, or particular features which were first manufactured prior to January 1, 1916. The

following are possible vehicle classifications: (a) particular make or model; (b) particular mode of power, such as gas, steam, electric; (c) particular number of cylinders; (d) motorcycles; (e) particular year or years; (f) air cooled; (g) high wheelers; or (h) any other classification deemed appropriate by the Horseless Carriage Club board of directors. In no event shall a register include vehicles manufactured after 1942.

Recognized registers for automobilia will be limited to items that were first in use in the pre-1916 period. The following are possible classifications: (a) license plates; (b) spark plugs; (c) costuming; (d) name badges; (e) gasoline pumps; or (f) any other classification deemed appropriate by the Horseless Carriage Club board of directors.

There will be only one register organization for each category. A recognized register will be known by a name which identifies its nature, followed by the word "Register" or the words, "A Horseless Carriage Club Recognized Register". A recognized register must use the Horseless Carriage Club name and logo in conjunction with its own name and logo. Upon application, the Horseless Carriage Club Board of Directors must approve names and logos prior to use.

SECTION 4: Recognized registers must have a minimum of ten (10) members including officers. In order to receive Horseless Carriage Club benefits all members and officers of the register must be members in good standing of the Horseless Carriage Club.

B: FORMATION

SECTION 1: A recognized register proposal will be submitted by written petition to the Horseless Carriage Club board of directors. The petition must include the following:

(a) The names, addresses and signatures of at least ten (10) petitioners who are members of the Horseless Carriage Club.

(b) The identification of at least three (3) officers.

(c) The proposed name that the recognized register will be known by.

(d) The identification of vehicle or automobilia category including a statement of definition and delineation with respect to said category.

(e) A statement of purpose to include activities, events, sponsorship and publications.

By-laws must also be submitted to the Horseless Carriage Club board for approval.

SECTION 2: The Horseless Carriage Club board of directors will consider and act upon a request for official recognition at regular Horseless Carriage Club board meetings, providing the request is received in writing at the Horseless Carriage Club office thirty (30) days prior to a regularly scheduled board meeting at which consideration is sought. The Horseless Carriage Club board will inform all officers of the petitioning recognized register of the board's decision to either grant or not grant official recognition. In the event a petition is denied, the Horseless Carriage Club board, through a designated spokesman, will inform all officers of the petition group of the reasons for denial. A group may re-submit a petition any time after the date of the first refusal, providing reasons for original refusal have been satisfied.

SECTION 3: The Horseless Carriage Club board of directors will grant "Official Recognition" to only one recognized register per vehicle or automobilia category as stated in Article 21. Competitive petitions will be deemed those petitions received within the consideration period established by receipt of the first petition and submitted in full knowledge of the existence of another petitioner's group. The Horseless Carriage Club board will encourage cooperation and unity of action among groups of petitioners. Competitive petitioners will be judged on their individual merits with preference given to the groups of petitioners:

(a) Representing the widest geographical distribution.

(b) Presenting the clearest statement of purpose and description of categories.

(c) Giving evidence of the greatest potential for enhancing the efforts of the Horseless Carriage Club.

SECTION 4: Once a recognized register is granted official recognition by the Horseless Carriage Club board of directors it will be sent a certificate to that effect.

SECTION 5: A recognized register is granted official recognition status with the Horseless Carriage Club until (1) that status is revoked by action of the Horseless Carriage Club Board of Directors under Article 21, Part D, Section 1, or (2) the Horseless Carriage Club is notified in writing by the officers or at least three (3) responsible parties associated with the register, that the register has disbanded or ceased to function as an organization.

SECTION 6: Immediately upon a recognized register's dissolution, as determined by the Horseless Carriage Club board of directors, or the withdrawal of its official recognition by the Horseless Carriage Club board of directors, that particular category of vehicles is once again open to representatives of another group of petitioners.

C: REQUIREMENTS FOR MAINTAINING OFFICIAL RECOGNITION STATUS

SECTION 1: A recognized register must submit a written report to the Horseless Carriage Club office by April 30 of each year indicating a current roster of members, and a list of current officers and their addresses.

SECTION *2*: A recognized register must have at least one (1) general meeting per year.

D: REVOCATION OF OFFICIAL RECOGNITION STATUS

SECTION 1: A recognized register's status of official recognition can be revoked by action of the Horseless Carriage Club board of directors for any one or more of the following:

(a) Failure to comply with Article 21 Requirements, Sections 1 and 2 above.

(b) Having members who are not Horseless Carriage Club members.

(c) Conducting affairs or events in a manner contrary to the purpose or principles of the Horseless Carriage Club or in such a manner as to discredit or defame the Horseless Carriage Club.