

PIERCE-ARROW SOCIETY
INCORPORATED

CONSTITUTION

Effective on
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ARTICLE I -NAME AND OBJECTIVES

Section 1 – Name

The name of the club shall be the Pierce-Arrow Society, Inc. herein referred to as the Society.

Section 2 -Objectives

The objectives of the Society shall be:

- a. To promote the preservation and excellent restoration of Pierce-Arrow vehicles, other Pierce-Arrow products and Pierce-Arrow memorabilia.
- b. To promote the collection, documentation and preservation of Pierce-Arrow history and to make such information available to the members of the Society.
- c. To publish regularly to the members of the Society valuable and interesting articles, data and information.
- d. To conduct events such as shows and tours for the enjoyment of the members of the Society.
- e. To develop standards of judging which will be in keeping with the spirit of the builders of Pierce-Arrows.
- f. To promote fellowship among the members of the Society.
- g. To cooperate with other groups who have interests in common with the Society.
- h. To facilitate the efforts of members and others to provide replacement parts to Pierce-Arrow standards, at reasonable costs.
- i. To strive in all of its activities to uphold the Pierce-Arrow traditions of quality, perfection and prestige and to imbue the members of the Society with the same desire.

ARTICLE II -MEMBERSHIP

Section 1 Eligibility

Any person who is interested in Pierce-Arrow vehicles and/or products through having owned them, built them, serviced them or who is simply appreciative of their superior qualities shall be eligible for membership in the Society.

Section 2 -Dues and Fees

The fees and assessments shall be as determined from time to time by the Board of Directors. No person may vote or participate in the benefits of the Society whose full dues have not been paid for the current year. The membership year shall be the calendar year. Dues shall be payable October 1st of the preceding year and are delinquent March 1st. New members joining the Society between October 1st and December 31st shall be entitled to full membership until December 31st of the following year.

Entrance fees will be charged in accordance with rules established from time to time by the Board of Directors.

Section 3 -Election of Members

Members shall be elected by the Board of Directors. The Board of Directors may authorize the Membership Chairman to provisionally accept applications for membership in lieu of individual election by the Board, provided the Membership Chairman submits all such applications and acceptances for review and ratification by the Directors at the next regular or special meeting.

Section 4 -Resignation

Any member may resign by filing a written resignation with the Secretary, but, such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges there-to-fore accrued and unpaid.

Section 5 -Arrears

Members who have not paid their dues by March 1st will cease to receive publications and other benefits, but, will, up to September 30th, be reinstated on payment of the dues for that year. Reinstatement under these conditions enables the member to receive publications which have been missed while being delinquent provided that such copies are in good supply. A delinquent member who has not paid the full dues before October 1st shall be considered to have resigned, but, may thereafter apply to join again as a new member.

The Membership Chairman shall inform the Secretary, for the information of the Board of Directors and all other officials of the Society concerned with member benefits, when a member becomes delinquent and also when such a member is reinstated so that the records of the Society may be maintained up-to-date and so that mailings and other benefits will not be provided to such delinquent members.

Section 6 -Expulsion

The Board of Directors shall have summary power by vote of a two-thirds majority of its members, to expel and terminate the membership of any member for conduct which in the opinion of the Board disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will, or prosperity of the Society, or which is likely to endanger the welfare, interest or character of the Society, or for any conduct in violation of the Constitution or of the rules and regulations of the Society. Such action may be taken at any time by the Board of Directors. Before the Board of Directors votes to expel such a member, he or she shall be entitled to a hearing either in person or by mail. The proceedings of the Board of Directors in such matters shall be final and conclusive.

Section 7 -Honorary Members

The Board of Directors may elect to honorary membership any person who was employed by or who represented the Pierce-Arrow Company. Such honorary members will benefit to the extent of receiving the regular publications of the Society and invitations to attend events. They will not be eligible to vote in the Society. Honorary memberships will continue for the life of such member or may be terminated at the request of the member. Honorary members shall not be assessed annual dues or entrance fees or general assessments.

Section 8 -Complimentary Members

The Board of Directors may elect to complimentary membership in the Society for a term of one year a person who is not or has not been an active member of the Society and in which case they consider that such person has made a valuable contribution in assisting the Society toward the attainment of its objectives. The Board of Directors may renew a complimentary membership for a further term for special reasons. Complimentary members shall enjoy all of the benefits of active membership except that they shall not be eligible to vote in the Society. Complimentary members shall not be assessed annual dues or entrance fees or general assessments.

Section 9 -Life Members

The Board of Directors may by unanimous vote elect to life membership any person who they consider has rendered the Society and its members extraordinary service beyond the role of duties of any regular office or appointment. Life members will have the full privileges of regular active membership. They shall not be assessed annual dues or general assessments. The membership shall continue for the life of such member or may be terminated at the request of the member. This category of membership is given gratuitously and is only available as authorized in this section.

Section 10 -Reciprocal Arrangements

The Editor may enter into reciprocal arrangements for the exchange of publications with any other club or society concerned with historic vehicles. The Editor is to report to the Board at its annual meeting a full list of all such arrangements in effect during the preceding year. All copies of such publications received are to be added to the library of the Society within one year of receipt. Such reciprocal arrangements do not include any rights of membership in the Pierce-Arrow Society.

ARTICLE III - BOARD OF DIRECTORS

Section 1 -General Powers

The affairs of the Society shall be managed by the Board of Directors of the Society.

Section 2 -Number of Directors

The Board of Directors shall consist of twelve (12) Directors-at-Large, Director Emeriti and all of the Region Directors representing duly constituted Regions; one of the latter is to be elected by each Region from among the members of the Region residing within the boundaries of said Region.

Section 3 -Tenure of Office

- a. Directors-at-Large shall be elected to hold office for a term of three years. The term of office of a Director-at-Large commences January 1st and shall continue until a successor shall be elected and shall qualify. Directors-at-Large may be re-nominated and re-elected for succeeding terms.
- b. Region Directors shall be elected to hold office by the members of their respective Regions and may be re-nominated and re-elected for succeeding terms. If a Region fails to hold an election of officers as specified in the Region Constitution and/or Bylaws, the office of Region Director of that Region shall be declared vacant so far as representation on the Board of the Society shall be concerned.

Section 4 -Nomination of Directors-at-Large

A nominating committee of three members in good standing shall be appointed by the President on or before April 1st to make nominations for Directors-at-Large for the term beginning in the succeeding year to be elected by the members. At least one more person shall be nominated than the number of directors to be elected. All nominees shall have agreed to act if elected. The nominations of this committee are to be fully reported to the Board of Directors at the regular summer meeting. Other nominations, together with written consent to act if elected, may also be submitted to the Secretary prior to the date of the regular summer meeting of the Board of Directors on a list signed by at least fifteen (15) members in good standing.

Section 5 -Election of Directors-at-Large

The members shall, by plurality, vote each year for members to serve as Directors-at-Large.

Section 6 - Ballots

The Secretary shall prepare a secret ballot form containing the names of all persons nominated (as in Article III, Section 4), together with appropriate and relevant information about each nominee, and mail it no later than October 20th to all members in good standing. Ballots to be valid must be marked for the stated number of directors to be elected and must be returned by mail, postmarked not later than midnight December 31st.

Section 7 - Director Emeritus

Any person who has served as President or has served four (4) full terms as an elected Director-at-Large on the Board of Directors shall be designated a Director Emeritus with voting rights at the expiration of his/her currently elected term.

Section 8 - Board Meeting

Because of the widespread geographic distribution of members of the Society, the Board of Directors shall elect persons to membership in the Society and perform its other functions either in meeting, by mail or conference telephone vote. Any action which it could take in a meeting, it can take by mail or conference telephone call with the same force and effect. However, there shall be at least two meetings of the Board each year, one to be held during the month of January or February and the other not more than seven days prior to the Annual Meeting of the Society.

The financial records of the Society shall be periodically examined by an independent committee selected by the Board of Directors, such examination being conducted at least one every three years.

The Treasurer shall prepare and present to the semi-annual meetings of the Board a written report of the financial condition of the Society. This report shall be made available to any member who requests it.

A written report on the condition of the Society shall be prepared by the President annually, following each regular Board Meeting, and mailed to the members.

The Secretary shall send notice to all Board of Directors at least two weeks prior to the date of any meeting of the Board.

Section 9 - Voting

At any meeting of the Board of Directors, each Director-at-Large, Region Director and Director Emeriti shall be entitled to vote. At such meetings a quorum shall consist of a majority of the then-serving Directors-at-Large who are present. An action by the Board of Directors shall be determined by majority vote of the Board of Directors present, unless otherwise provided herein. When a region is represented by a member other than the Region Director of that region, such representative shall not be entitled to vote. Voting by telephone, mail or email is permitted according to the procedures specified in the Regulations.

Section 10 - Vacancies

Any vacancies occurring on the Board during the year shall be filled for the unexpired term by a majority vote of all the then members of the Board within three (3) month of the creation of such vacancy. If the vacancy is a Region Director, the successor shall be from the region affected, the executive of that region having the responsibility to appoint an interim Region Director for the remainder of the unexpired term.

Section 11 - Proxy Voting

Cumulative and proxy voting by members of the Board of Directors and the Society members is prohibited, notwithstanding any permissive government legislation which may exist.

ARTICLE IV - OFFICERS

Section 1 - Officers and Their Election

The officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary. The President and Vice-President shall be elected from among the Directors-at-Large. The other officers shall be elected from the Directors-at-Large and the Region Directors. All officers shall be elected by the Board of Directors at the first meeting of the new Board in the New Year. Vacancies during the year shall be filled by election at the next meeting of the Board of Directors, but, the President, or failing the President, the Vice-President may appoint another director temporarily to fill the vacancy until the next meeting of the Board. The Secretary shall keep the Society membership informed of the identity of its officers. When the duties do not conflict, one person may hold two of these offices, except that no one person may be both President and Secretary or President and Vice-President or Vice-President and Secretary at the same time. There may also be other office-holders appointed by the Board of Directors from their own numbers or from the membership at large for specific duties and for specific terms not exceeding one year.

Section 2 - Term of Office

The Officers of the Society shall be elected annually and shall hold office until their respective successors shall be elected and shall qualify or until the office is abolished or combined with another office by decision of the Board, in conformity with these regulations. Officers may be re-elected by the Board. However, the number of consecutive one-year terms that an individual can serve in the Office of the President is four (4) consecutive one-year terms.

Section 3 - The President

The President shall:

- a. Preside at all meetings of the Society and of the Board and shall be entitled to vote at such meetings.
- b. Have and exercise the general powers and duties usually vested in the office of President.
- c. 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 authorize a member to act for him in said matters for a specific purpose such as the Annual Meeting.
- d. Draw checks upon the Treasury when so directed by the Board of Directors.

Section 4 - The Vice-President

In the absence of the President or in the event of the inability or refusal of the President to act, the Vice-President shall:

- a. Perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President.
- b. Act as liaison between all committees and the Board of Directors, except when such a committee is specially represented on the Board by another Director.
- c. Perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5 - The Secretary

The Secretary shall:

- a. Record all minutes of meetings of the Board of Directors and of the meetings of the Society.
- b. Be responsible for the preparation and timely forwarding of all returns and other forms required by the various levels of government. In particular, the Secretary shall be responsible for maintaining the registration of the trademark and copyright of the Society to assure they do not lapse.
- c. Perform such other duties as may be prescribed from time to time by the Board of Directors and those which pertain to the office.

Section 6 - The Treasurer

The Treasurer shall:

- a. Collect and disburse the funds of the Society as may be ordered by the Board of Directors.
- b. Prepare a financial report of the Society annually and whenever the President or the Board of Directors may require it.
- c. Submit the annual report to the auditors of the Society for their audit and recommendations before presenting it to the Board of Directors.
- d. Perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7 - Other Appointees

From time to time the Board of Directors may appoint to the following or other duties a Director or a member in good standing. Such appointments shall be for not more than one year. The purposes, duties and responsibilities and attendant authority are to be clearly stated in writing in each case. When any of the following are not made the responsibility of one or more persons by appointment of the Board of Directors, the Board and its Officers shall be responsible for such duties within their own number. Such appointed officeholders may be re-appointed.

- a. An Assistant Vice-President or Assistant Vice-Presidents for specified duties.
- b. An Editor or Editors, responsible to the Board of Directors through the Publications Committee for the composition and editing of the publication(s) of the Society.

The Editor(s) shall be an ex-officio member of the Publications Committee.

- c. A Publisher, responsible to the Board of Directors through the Publications Committee for the publication and distribution of the publication(s) and published materials of the Society.
- d. A Membership Chairman, who shall attend to all matters of the renewal and entry of members.
- e. A Librarian, who shall:
 - (1) Be responsible for the safe custody of all materials and records received and accumulated by the Society.
 - (2) Perform such other duties as may be prescribed from time to time by the Board of Directors.

- f. A Historian, who shall be responsible for documenting the origin and progress of the Society so as to be useful and interesting to current and future members, particularly to officers, directors and committees.

ARTICLE V - COMMITTEES

Section 1 - Committees

The President shall each year appoint committees to advance the work of the Society in such matters as Membership, Technical, Activities, Standards, Judging, Awards, Finance, Publications, Regions, etc.; such committees shall be subject to final authority of the Board of Directors. Each committee shall report through and be represented on the Board of Directors by the Vice-President or by some other Director specifically named for this purpose. The objectives, duties and responsibilities and attendant authority of each committee is to be clearly stated in writing by the Board of Directors.

ARTICLE VI - AMENDMENTS

Section 1 - Amendments

This Constitution may be amended by a two thirds vote of all of the Directors and must be ratified within one year by a two thirds vote of members voting with regard to such amendments. Any such amendments must be mailed to the members of the Society with a specific request for votes at least one month prior to the count of such votes.

ARTICLE VII - DISSOLUTION

Section 1 - DISSOLUTION

The Society may be dissolved at any time by the written consent of not less than two thirds of the members. After payment of all debts of the Society, its property and assets shall be donated to a not for profit society or organization of like or similar purpose.

ARTICLE VIII - MEETINGS OF MEMBERS

Section 1 - Annual and Special Meetings

Annual and Special Meetings of the members may be called by either the President, the Board of Directors or not less than one-tenth of the members having voting rights.

Section 2 - Time and Place of Meeting

The Board of Directors may designate any place, either within or without the State of Illinois as the place of meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be mailed to each member entitled to vote at such meeting at least one month before the date of the meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting.

Section 3 - Business of Annual Meeting of Members

The members are required to consider the following items at their Annual Meeting:

- a. Minutes of the previous Annual Meeting.
- b. Report of the Board of Directors.
- c. Report of the Auditors.
- d. Approval of all of the acts and decisions of the Directors and Officers. e. Appointment of auditors for the succeeding period.
- e. Any other items which may properly be considered on that occasion.

ARTICLE IX - REGIONS

Section 1 - Formation

Any group of fifteen or more members of the Society may make written application to the Board of Directors for a Region charter.

If a charter is granted to such a group by the Board, the Board shall approve the name of the Region and approve the limits and jurisdiction of such Region.

The granting of a charter does not authorize the group to act as the agent of the Society in any way.

The Board may revoke the charter of a Region at any time.

Section 2 - Membership

No person shall be eligible for member ship in any Region who is not already a member of the Society. It is hoped that members of the Society residing in the territory of a Region will become members of such a Region, but they shall not be required to do so. Each Region shall report annually by August 1st to the Secretary of the Board of Directors a complete list of its members in good standing as of March 1st. Members of the Society residing outside the territory of a Region may also become members of that Region.

Section 3 - Representation

Each Region shall elect its own Region Director as the representative on the Board of Directors of the Society. Such Region Director shall be elected for a period not to exceed two years, commencing January 1st and may be re-elected for succeeding terms.

Section 4 - Constitution

Each Region shall submit its constitution or constitution and bylaws, including a statement of purpose or objectives, to the Board of Directors of the Society for approval. The Board is to be notified immediately of any proposed change therein.

The constitutions or constitutions and bylaws of regions should be patterned in a general way after the constitution of the Society and shall not be at variance with the objectives and stipulations of the latter.

Section 5 - Meets and Activities

Each Region shall submit to the Board, through the Activities Committee, proposed dates of all meets, tours and other activities as far in advance as possible. Regions should attempt to select dates for their respective meets and other activities which will not conflict with other events throughout the Society which will compete for the interest and attendance of the members.

All activities of Regions must conform to all of the rules of the Society, whether written or implied.