

**AMENDED AND RESTATED BYLAWS
OF THE
SOCIETY OF AUTOMOTIVE HISTORIANS
Adopted 5/27/2020**

ARTICLE I - IDENTIFICATION

Section 1 - Name

The name of the corporation is THE SOCIETY OF AUTOMOTIVE HISTORIANS, INC. (“the Society”). The Society was incorporated on January 20, 1975, pursuant to the Not-For-Profit Corporation Act of 1971 of the State of Indiana.

Section 2 - Purposes

The purposes of the Society are charitable and educational and are contained in Article II of the Articles of Incorporation of the Society. The Society’s purposes include, but are not limited to, the following:

- (a) To encourage research, preservation, recording, compilation, and publication of historical facts concerning the development of the automobile and related technologies and inventions, from inception to the present, throughout the world.
- (b) To provide assistance to Society members (the “Members”) in identifying and obtaining sources of such information and material.
- (c) To provide guidance for, means of, and avenues for publication for such information and material.
- (d) To exchange information among Members through publications in both print and electronic media.
- (e) To identify, and if possible, correct errors in publications.
- (f) To solicit and accept membership dues, gifts, and donations to further the purposes of the Society.

Section 3 - Address

The registered address of the Society shall be designated by the Board and revised as needed, in accordance with State of Indiana Code.

Section 4 - Trademark

The Society’s registered trademark is SOCIETY OF AUTOMOTIVE HISTORIANS® (the “Trademark”).

Section 5 - Seal

The Society has a corporate seal (the "Seal") consisting of a circular disc: on its outer margin appear the Society name and that of Indiana (State of Incorporation), with the words "Corporate Seal" through the center.

Section 6 - Limitations on Commercial and Other Use of Name, Trademark, Seal, Logo, and Emblem

Neither the name, Trademark, Seal, logo, nor emblem of the Society may be used commercially or otherwise, in any manner, without prior written permission of the Board of Directors.

Section 7 - Fiscal Year

The fiscal year of the Society is from October 1 through September 30.

ARTICLE II - MEMBERSHIP AND DUES

Section 1 - Qualifications

Membership in the Society is open to any person, corporation, or other entity, without restriction of age, color, creed, disability, ethnicity, gender, genetic information, marital status, national origin, race, religion, sexual orientation and identification, or veteran status.

Section 2 - Classes of Members

The Society has these classes of Members:

- (a) Founding Member. A Founding Member is a person who became a member on or before the October 11, 1969 founding date of the Society in Hershey, PA or a person who was present at the founding and subsequently became a Member, for which annual dues are waived.
- (b) Honorary Member. An Honorary Member is a person, corporation, or other entity, which has been appointed to that membership class by the Board, for which annual dues are waived.
- (c) Complimentary Member. A Complimentary Member is a person, corporation, or other entity, which has been appointed to that membership class by the Board, for which annual dues are waived.
- (d) Active Member. An Active Member is a person, corporation, or other entity, which pays annual dues.
- (e) Student Member. A Student Member is a person who is currently enrolled full-time in a course of study at a school, college, or university, and who pays annual dues at a reduced rate.

Section 3 - Rights of Members

Each Member has one vote. All Members have equal rights, preferences, limitations, and restrictions without regard to membership class. Only Active and Student Members pay annual dues.

Section 4 - Dues

Dues are established by the Board. Dues are payable on an annual basis and confer membership privileges for a 12-month period, beginning with the month in which a given Member originally joined the Society.

Section 5 - Termination of Membership

In addition to termination for non-payment of dues, a membership terminates through death, resignation, or expulsion. Dues are not refundable in whole or in part upon termination of membership.

Section 6 - Expulsion of Members

A Member may be expelled by the Board for conduct deemed prejudicial or injurious to the Society.

Section 7 - Privileges of Members

Members receive printed or electronic copies of each publication of the Society. Members may indicate the fact of their membership in the Society upon their printed letterheads, business cards, digital signatures, and in biographical information accompanying their writings. Members may not use the fact of their membership in the Society for the endorsement or promotion of products or services outside the Society.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Number and Term of Officers and Directors

The business of the Society is managed by the Board of Directors (“the Board”), consisting of four (4) Officers and ten (10) Directors, for terms which begin and end at the adjournment of the Fall Board Meeting, in the year in which an election is held.

(a) The four (4) Officers are voting members of the Board and are elected by the Members for two-year terms to the following positions:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer

(b) Nine (9) of the Directors are voting members of the Board and are elected by the Members for staggered three year terms. At least three (3) Directors are elected by the Members each year.

(c) The tenth Director is the immediate Past President who, upon completion of his or her term as President, automatically serves concurrently as a non-voting ex-officio Director of the Board and as the Chair of the Governance Council, for a two-year term, for as many terms as the succeeding President serves. This tenth ex-officio Director may not make or second a motion for Board actions and may only cast a Board vote to break a tie.

(d) Directors are expected to attend all meetings, either in person or by electronic means. If a Director does not attend at least one Board meeting per year, the Board may vote to request their resignation and appoint a successor for the remainder of such Member's term.

(e) The Board of the Society is a working board. Directors are expected to actively participate in Board meetings, actively serve on committees and working groups, participate in written, electronic, and oral discussions, participate in electronic and e-mail referenda between meetings, and be available for other reasonable assignments made by the President. If a Director does not fulfill these responsibilities, the Board may vote to request their resignation and appoint a successor for the remainder of such Member's term.

(f) All Officers and Directors serve the Society as volunteers and are not compensated, nor are they reimbursed for travel expenses incurred to attend Society meetings, conferences, and any other Society events.

(g) The Board may appoint a Member to fill any Officer or Director vacancy that occurs before the end of an Officer's or Director's term. The appointed Officer or Director serves for the remainder of said term.

(h) The President and Vice President are limited to serving two successive two-year terms. There is no limit to the number of two-year terms for which the Treasurer and Secretary may serve.

(i) Directors are limited to serving three successive three-year terms. However, the Board may by majority vote waive the term limit for a particular Director, after such term limit is reached, if said Director can continue to provide needed expertise to the Board.

(j) Officers and Directors who have reached their term limit may be nominated and elected again after the lapse of at least one intervening term.

Section 2 - Powers of the Board

The Board has these powers:

(a) To adopt or amend the bylaws (the "Bylaws") in accordance with Article VIII.

- (b) To disallow the appointment of any Committee Chair by the President, or the appointment of any Committee Member by the President or by a Committee Chair.
- (c) To remove any Officer or Director, when the Board judges it to be in the best interests of the Society.
- (d) To remove any Committee Chair or Committee Member when the Board judges it to be in the best interests of the Society.
- (e) To fill any Board vacancy.
- (f) To designate depositories and as applicable, archives and libraries, for the receipt of monies, securities, and other property and artifacts of the Society.
- (g) To designate Officers who shall have the authority to execute any instrument on behalf of the Society.
- (h) To retain an independent auditor to examine the financial condition of the Society, whenever deemed necessary.

Section 3 - Actions of the Board

An action of the Board carries at a meeting when a quorum approves it by a majority vote of the Directors present, including by proxy or by electronic means, at a Regular or Special Board meeting, or by electronic or e-mail referenda between Board meetings in accordance with ARTICLE VII, Section 4.

Section 4 - Code of Ethics

- (a) In all transactions involving their duties, Directors and Officers shall exercise care, skill, and good faith and judgment, acting for the sole benefit of the Society and shall conduct the business of the Society in a manner that is honest, accountable, and transparent.
- (b) Directors and Officers shall not benefit personally on the basis of their association with the Society. They shall guard against real or perceived conflicts of interest, and shall take individual responsibility for identifying their own conflicts of interest and managing them in accordance with this policy, and they shall promptly disclose to the President any activity that may appear to violate this principle.
- (c) No Director or Officer shall accept gifts, entertainment, or other favors from any individual or entity that does or is seeking to do business with or seeking an award from the Society, if it might reasonably be inferred that such action was intended to influence or possibly would influence the performance of his or her duties.

Section 5 - Indemnification/Professional Liability Insurance

(a) To the fullest extent permitted by any applicable law, the Society shall indemnify each Director, Officer, and member of a Committee or Working Group made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding by or in the right of the Society, by reason of such person's capacity, against judgments, penalties, fines, settlements, and reasonable attorneys' fees and disbursements, incurred by such person in connection with the proceeding.

(b) The Society may, to the fullest extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person, who is a Director, Officer, or member of a Committee or Working Group against any liability asserted against such person and incurred by such person in his/her respective capacity.

ARTICLE IV - OFFICERS

Section 1 - President

The powers and duties of the President are:

- (a) To serve as the chief executive officer of the Society.
- (b) To preside over all Board meetings and the Annual General Meeting.
- (c) To serve as an ex-officio member of all committees.
- (d) To create, subject to the approval of the Board, committees and working groups to assist in conducting the business of the Society.
- (e) To appoint Chairs of the committees and of the working groups.
- (f) To ensure that all orders and resolutions of the Board are implemented.
- (g) To manage the business of the Society, subject to Board approval.
- (h) Any contract, conveyance, or other instrument shall be executed by the Treasurer with the approval of the President in the name of the Society, provided, however, any material contract, conveyance, or other instrument must be approved by the Board prior to such execution.

Section 2 - Vice President

The powers and duties of the Vice President are:

- (a) To succeed the President, if that office is vacated, for the remainder of the President's term.

(b) To maintain a master roster of the committees and working groups and to make said roster readily and periodically available to all Directors and Members, upon reasonable request timely submitted by such Directors and Members.

(c) To serve as a liaison between the committees and the President and the Board by monitoring the establishment and revision of all policies and procedures of the Society.

(d) To fulfill any duties of the President, as delegated by the President, and to perform other duties as may be delegated by the President or the Board.

Section 3 - Secretary

The powers and duties of the Secretary are:

(a) To attend and record minutes of the proceedings of all Board meetings, electronic referenda and the Annual General Meeting.

(b) To distribute meeting minutes to the Board and the Members on a timely basis by printed or electronic means.

(c) To timely issue information packets, via overnight shipping or electronic means, to each Officer and Director for upcoming Board meetings, which shall include the meeting agenda and committee reports.

(d) To have custody of the Seal of the Society and to affix it to all documents as required.

(e) To give in a timely manner, in the name of the Society, all notices required by law or by the Society's Bylaws.

(f) To perform such other duties as may be delegated by the President or the Board.

Section 4 - Treasurer

The powers and duties of the Treasurer are:

(a) To have custody of all funds, securities, and negotiable and other financial instruments of the Society.

(b) To maintain complete, full and accurate accounts of all receipts, disbursements and financial statements of the Society.

(c) To deposit all monies, securities, and other assets, in the name of the Society, in depositories designated by the Board.

(d) To disburse funds of the Society necessitated by the ordinary course of business, by check, draft, or other order of payment, and to keep records of all such disbursements.

(e) To report at each meeting of the Board and at the Annual General Meeting, or whenever reasonably ordered by the Board, the financial condition of the Society.

(f) To obtain and keep in force a bond, if required by the Board, for the faithful performance of the duties of Treasurer.

(g) To ensure that all tax reporting, as applicable, and any corporate and business licenses renewals are performed on a timely basis.

(h) Any contract, conveyance, or other instrument shall be executed by the Treasurer with the approval of the President in the name of the Society, provided, however, any material contract, conveyance, or other instrument must be approved by the Board prior to such execution.

(i) To perform such other duties as may be delegated by the President or the Board.

ARTICLE V - VOTING RIGHTS

Section 1 - Voting by Members

Each Member has one vote. A vote may be cast in person or by proxy at any meeting, or by mail or electronic means, if available, for any matter submitted to the Members for a vote.

Section 2 - Proxies of Members

A Member entitled to vote may give a proxy, in writing or by electronic means, to the Secretary, containing instructions on how to vote with respect to any issue before or at a meeting for which notice has been given. A proxy is valid only for the meeting for which advance notice was given.

Section 3 - Proxies of Officers and Directors

An Officer or Director may give a proxy, in writing or by electronic means, to any other Officer or Director, for any meeting of the Board. The proxy must contain instructions on how to vote with respect to any issue at a meeting for which notice has been given. Such proxy shall be filed with the Secretary before or at the beginning of the meeting, as the first item of business and noted in the minutes. A proxy is valid only for the meeting for which advance notice was given.

Section 4 - Revocation of Proxies

A proxy can be revoked in writing, by electronic means, or orally by the presence of said Officer, Director, or Member at a given meeting.

ARTICLE VI - GOVERNANCE AND ELECTIONS

Section 1 - Governance Council

The identification of potential Officer and Director candidates, the development of succession plans for Society leaders, the identification of potential new Members for the Society, and long-term planning for the Board, shall be the responsibility of the five-member Governance Council. The ex-officio Past President shall be the Chair of the Governance Council. Council members shall include the Vice President, the Treasurer, the Secretary, and one former¹ Director elected to the Council by the Board. All Council members shall serve for a two (2) year term, which begins and ends at the adjournment of the Fall Board meeting in the year in which an election of Officers is held. If the current President serves for a second term, then the ex-officio Past President shall serve a second term as Chair of the Council.

Section 2 - Nominating Committee

The Governance Council shall annually appoint members to the Nominating Committee, in the first quarter of the calendar year. Nominating Committee members may be drawn from the Council, the Board, past Officers, past Directors, and the Members.

(a) The Nominating Committee shall biannually canvas the Council, the Board and the Members for candidates for the offices of President, Vice President, Secretary and Treasurer. The Committee shall provide the Board with its Officer nominations not less than 90 days before the date of the Fall Board Meeting in the year in which an election of Officers is held.

(b) The Nominating Committee shall annually canvas the Council, the Board and the Members for a minimum of four (4) Director candidates. The Committee shall provide the Board with its Director nominations not less than 90 days before the date of the Fall Board Meeting.

Section 3 - Other Nominations

Members may nominate Officer and Board candidates by petition. The petition must be signed by at least ten (10) Members, and the Secretary must receive the petition not less than 90 days before the date of the Fall Board Meeting.

Section 4 - Ballots

The Nominating Committee shall prepare a ballot containing the names of all nominated candidates, with a biographical and position statement provided by each candidate. The ballot must be mailed or sent electronically to all Members of record not less than 60 days before the date of the Fall Board Meeting. The ballot shall indicate the deadline postmark date for timely ballot return, which is not less than 30 days before the date of the Fall Board Meeting. The form of the ballot is subject to the approval of the Board.

Section 5 - Voting

To be counted, a ballot must be emailed, following the instructions on the ballot, or sent via the United States Postal Service or via an international postal service, to the Chair of the Governance Council, or to a representative the Council Chair appoints from either the Council or from the

Nominating Committee. The ballot must be sent or postmarked no later than the deadline date indicated on the ballot. The Council Chair, or the Chair's representative, shall open and count the ballots timely returned and forward those ballots and the vote tally, including the unopened late ballots, to the Secretary. The Secretary shall review and verify the vote tally to the President. In the case of a tie, the Secretary shall open the late ballots not timely returned and recount the vote tally with those ballots included. If the tie remains, the Secretary will seek the guidance of the Board. The President shall announce the election results to the Board and the Members through written or electronic means, just after receiving the verified election results from the Secretary. The President shall also announce the election results at the Fall Board Meeting and at the next Annual General Meeting.

Section 6 - Plurality

A nominee for Officer, who has a majority of the votes cast is deemed elected. The nominees for Director receiving the three or four greatest number of votes, depending on the number of Board vacancies, are deemed elected.

Section 7 - Board Succession

It shall be the responsibility of the Governance Council to conduct long term recruiting efforts for Officer and Director candidates, and to encourage and guide candidates who have not won election toward serving as committee chairs or committee members, to help improve their prospects in future elections.

Section 8 - Long Term Planning

The Board may, from time to time, call on the Governance Council to provide long term forecasting and planning assistance to the Board, with input from various committees, as appropriate.

ARTICLE VII - MEETINGS OF BOARD OF DIRECTORS AND MEMBERS

Section 1 - Place and Conduct of Meetings

A meeting may be held at any place designated by the President in consultation with the Board. All meetings are governed by the last revised edition of Robert's Rules of Order, where applicable, and to the extent the Rules are not in conflict with the Society Bylaws.

Section 2 - Regular Board Meetings

There shall be two regular meetings of the Board each calendar year. The first regular meeting, the Spring Board Meeting, shall be held in the first half of the year. The second regular meeting, the Fall Board Meeting, shall be held in the second half of the year, customarily in conjunction with the October Eastern Fall Meet of the Antique Automobile Club of America in Hershey, Pennsylvania, at an offsite location, or any other place designated by the President in consultation with the Board. Seven (7) Officers and Directors constitute a quorum for a Regular Board Meeting, whether present in person, electronically or by proxy.

Section 3 - Special Board Meetings

A Special Board Meeting may be called by the President or the Secretary by written or electronic communication, providing notice of the time, date, place and purpose of the meeting to the Members, not less than ten (10) days before the Special Board Meeting date. Seven (7) Officers and Directors constitute a quorum for a Special Board Meeting, whether present in person, electronically or by proxy.

Section 4 - Electronic and e-mail Referenda between Board Meetings

Any Society business may be acted upon by the Board in an electronic media or e-mail format under certain circumstances. The President and the Secretary may call for an electronic or e-mail referendum on a motion made, discussed and seconded by written, electronic or oral discussions among the Officers and Directors between Board Meetings. Seven (7) Officers and Directors constitute a quorum for an electronic or e-mail referendum.

(a) The Secretary shall send the motion to all Officers and Directors via e-mail or other electronic media, which shall specify the name of the Director making the motion and shall state the motion in sufficient detail. Each Officer and Director shall acknowledge receipt of the communication from the Secretary, by responding to the Secretary's message. Discussion may then ensue through e-mail or other electronic media, provided that all Directors are included in such discussions, with sufficient time reasonably allowed for responses from all Officers and Directors.

(b) Once the Secretary determines that discussion has concluded, then the Secretary shall call for a second to the motion. If the motion is seconded, then the Secretary shall call for a private vote from each Officer and Director. It is expected that each Officer and Director shall respond to the Secretary with his/her vote or a request to abstain from voting.

(c) Upon receipt of all votes or abstentions, the Secretary shall certify the results to the President. The President shall then announce the vote tally to the Board and state whether such motion passed.

(d) The Secretary shall record minutes of the referendum and submit said minutes for confirmation at the next Regular Board meeting.

Section 5 - Annual General Meeting

The Annual General Meeting shall be held during the October Eastern Fall Meet of the Antique Automobile Club of America in Hershey, Pennsylvania, at the Society's tent on the grounds of the swap meet, or any other time and place designated by the President in consultation with the Board. No quorum is required to hold an Annual General Meeting.

(a) The Secretary shall communicate by mail or electronic means a notice to each Member stating the date, time, and location of the Annual General Meeting, not less than 30 days before the meeting date.

(b) The President presides over the Annual General Meeting, with Board participation. The President's agenda and the Board's presentation(s) for the meeting shall at a minimum include:

(1) A review of the state of the Society, accomplishments and challenges since the last Annual General Meeting, and future plans of the Society.

(2) A confirmation of Officer and Board election results, terms of which begin at the adjournment of the Fall Board Meeting.

(3) A call for those present to ratify and approve all actions taken by the Board since the previous Annual General Meeting.

(c) The Treasurer shall report on the financial condition of the Society.

(d) The President may open the floor to comments and questions from Members.

Section 6 - Special Member Meetings

A Special Member Meeting may be called by the President, by at least seven (7) Officers and Directors, or by Members representing at least fifteen percent (15%) of the Membership. After certification of such, the Secretary shall communicate by mail or electronic means a notice to the Members stating the date, time, location, and purpose of the Special Member Meeting, not less than ten (10) days before the meeting date. The notice shall state whether the Special Member Meeting is being called by the President, the Board, or by a quorum of the Members. If the Special Member Meeting is being called by Members, the notice shall state the names of those Members calling the meeting. Fifteen percent (15%) of the Members constitute a quorum for a Special Member Meeting, whether present in person or by proxy.

ARTICLE VIII - ADOPTION, AMENDMENT, OR REVOCATION OF BYLAWS

Section 1 - Powers of the Board

The Board or the Members may adopt or amend the Bylaws, in accordance with this Article.

Section 2 - By the Board

The affirmative vote of at least seven (7) Officers and Directors is required for action upon the Bylaws. The Board shall publish the fact of any change it makes to the Bylaws as soon as practicable in a Society publication or by electronic means to the Members. The Members have the right to petition for a modification or revocation of a change to the Bylaws in accordance with Section 3 of this Article.

Section 3 - By the Members

The affirmative vote of at least two-thirds of the Members is required for action upon the Bylaws. Such potential action may be initiated and requested by formal petition to the Secretary in writing or by electronic means. The petition must be authorized by at least two percent (2%) of the Members, with such authorizations threshold verified before the petition is submitted to the Secretary. Provided the two percent (2%) threshold is satisfied, the Board must submit the proposal to the Members through mailed or electronic means, initiated not more than sixty (60) days after the Secretary has received the petition. For a bylaws petition motion to be enacted, the affirmative vote of at least two thirds of the Members is required.

ARTICLE IX - COMMITTEES

Section 1 - Standing Committees

Standing Committees are permanent committees, which perform the functions that are central to the purposes of the Society.

(a) The Nominating Committee is responsible for the identification and nomination of Officer and Director candidates, and for the conduct of the annual elections, as detailed in ARTICLE VI.

(b) The Publications Committee is responsible for the publications, website, and social media presence of the Society. The members of the Publications Committee are appointed by the President for a two- year term and consist of a Chair, the Treasurer, Editors of each of the publications of the Society, the Webmaster, the Social Media Manager(s), and at least one (1) additional Member. Publications Committee members may serve in more than one of the above positions and may serve an unlimited number of terms. The operation and conduct of the Publications Committee are specified by the policies and procedures adopted by said Committee, subject to the approval of the Board.

(c) The Awards Committee appoints and oversees Award Panels, which select the recipient of each award bestowed by the Society. The members of the Awards Committee are appointed by the President for a two- year term and consist of a Chair and at least two other Members. Awards Committee members may serve an unlimited number of terms. The operation and conduct of the Awards Committee, beyond items (1) – (3) below, are specified by the policies and procedures adopted by said Committee, subject to the approval of the Board.

(1) The Awards Committee shall establish an Award Panel for each award bestowed, to carry out the evaluation of submissions and the designation of the recipient of each award.

(2) Each Award Panel shall consist of at least three Members, appointed by the Awards Committee. Panelists serve for a two-year term and may serve on more than one panel simultaneously. There is no limit to the number of terms a panelist may serve.

(3) The designation of award recipients made by each Award Panel is final. An award recipient may be either a Member or a Non-Member of the Society and an Award Panel may select up to two recipients for each award in a given year. An Award Panel may also decline to select a recipient for an award in a given year.

Section 2 - Ad Hoc Committees

The President may establish an Ad Hoc Committee, subject to the approval of the Board, to provide assistance in developing and carrying out a specific purpose for the Society. The operation and conduct of an Ad Hoc Committee is specified by the policies and procedures adopted by said committee, subject to the approval of the Board.

- (a) The President appoints the Chair of an Ad Hoc Committee for a term of up to two years.
- (b) A Chair may serve as a committee of one or may appoint additional members to an Ad Hoc Committee for a term of up to two-years, with the approval of the President.
- (c) Ad Hoc Committee Chairs and members may serve unlimited successive terms and may serve on more than one committee in the same term.
- (d) Each Ad Hoc Committee reports to the Board at both the Spring and Fall Board Meetings.
- (e) If the specific purpose of an Ad Hoc Committee has been satisfied or is no longer needed by the Society, then the President shall dissolve said Committee.

Section 3 - Working Groups

The President may establish a Working Group to carry out a specific short-term assignment, subject to the approval of the Board.

- (a) The President appoints the Chair of a Working Group.
- (b) A Working Group Chair may serve as a group of one or may appoint additional members to the group, with the approval of the President.
- (c) The Working Group issues a report to the President and the Board when their assignment is completed. The President shall then dissolve the Working Group.

Section 4 - Policies and Procedures

The Board, Standing Committees, and Ad Hoc Committees shall establish and maintain specific policies and procedures, separate from the Bylaws of the Society, defining and regulating the day-to-day operations of the Society.

- (a) The Board shall establish policies and procedures covering the day-to-day conduct of the Board. The Board shall revise said policies and procedures, as needed, to keep them current.

(b) Each Committee shall establish policies and procedures covering the day-to-day conduct of the Committee. Each Committee shall revise said policies and procedures, as needed, to keep them current. Committee policies and procedures, and revisions thereof, are subject to the approval of the Board.

(c) The Vice President shall serve as the primary policies and procedures liaison between the Committees and the President and the Board by monitoring and reporting on the establishment and revision of all Committee policies and procedures.

Section 5 - Master Roster of Committees

The Vice President shall maintain a current roster of all Standing Committees, Ad Hoc Committees, and Working Groups and shall make said roster readily and periodically available to all Directors and Members, upon reasonable request timely submitted by such Directors and Members.

ARTICLE X - CHAPTERS, AFFILIATES, ASSOCIATES AND INTEREST GROUPS

Section 1 - Relationships with Other Organizations

The Society may form relationships with organizations that serve a similar purpose. These organizations may include, but are not limited to, Chapters, Affiliates, Associates and Interest Groups.

Section 2 - Use of Society Name or Insurance

To the extent that some other organization is formally granted a trademark co-existence license agreement for nonexclusive use of the Society's Trademark, or a benefit derived from the Society's insurance coverage, or some other formal relationship with the Society, the Board shall, in each instance, establish appropriate measures to protect the Society, which shall be agreed to in advance by such organization and the Society, in writing.

Section 3 - Policies and Procedures

In a spirit of camaraderie and cooperation, the Board shall establish specific policies and procedures governing the Society's relationship with each such organization.

ARTICLE XI - INTERNATIONAL RELATIONS

Section 1 - Conduct of the Society

The Society shall liaise with automotive history organizations outside the United States in a spirit of camaraderie and cooperation; working together as colleagues rather than acting as competitors.

Section 2 - The Society of Automotive Historians in Britain (the "SAHB")

The SAHB was founded as a chapter of the Society in 1980. On October 25, 2015 the SAHB membership voted to withdraw as a chapter of the Society and establish the SAHB as an entirely

separate organization. The Society and SAHB have since operated as separate and independent legal entities, governed by their own officers and directors, in accordance with their own bylaws. The Society formally notified the SAHB of the Society's sole ownership of and claim to the SOCIETY OF AUTOMOTIVE HISTORIANS® Trademark, and the Society and SAHB have agreed that the SAHB may continue to use the SOCIETY OF AUTOMOTIVE HISTORIANS® Trademark within its own name "The Society of Automotive Historians in Britain," provided that the SAHB and the Society shall diligently endeavor to avoid instances where trademark confusion, mistake, infringement, or deception is likely to occur (i.e., a de facto trademark co-existence license agreement exists between the Society and SAHB).

AMENDMENTS

1/27/21

¹ARTICLE VI, Section 1:

"Council members shall include the Vice President, the Treasurer, the Secretary, and one Director elected to the Council by the Board." amended to read "Council members shall include the Vice President, the Treasurer, the Secretary, and one former Director elected to the Council by the Board."