

BY-LAWS OF WILLIAMS GROVE OLD TIMERS

Adopted: April 24, 1981

- First Amendment: March 11, 1982: Article II, Section 3.
- Second Amendment: September 23, 1982: Article III, Section 4; Article V, Section 2.
- Third Amendment: September 6, 1984: Article IV, Section 1; Article IV, Section 2. (Permits officers to be non-Board members.)
- Fourth Amendment: August 7, 1986: Article IV, Section 8; Article V, Section 1. (Creates “Honorary Officers” and reduces Advisory Board from 30 to 10 members.)
- Fifth Amendment: August 23, 1987: Article III, Section 12; Article IV, Section 9. (Amend indemnification provisions to conform to Pennsylvania law.)
- Sixth Amendment: September 7, 1989: Article IV, Section 1 and Section 5. (Amend to create the office of Executive Vice President and set forth the duties of the Executive Vice President.)
- Seventh Amendment: January 23, 2024: Article I, Section 1. (Amend the name of the corporation to include d/b/a Eastern Museum of Motor Racing)
- Eighth Amendment: January 23, 2024: Article I, Section 2. (Amend the registered office of the corporation as 100 Baltimore Road, York Springs, PA 17372.)
- Ninth Amendment: January 23, 2024: Article II, Section 3. (Amend to remove mailed correspondence from Secretary and updated to include mail, electronic messaging or publication in WGOT/EMMR materials)
- Tenth Amendment: January 23, 2024: Article II, Section 4; Section 5; Section 6. (Creates “Termination/Suspension of Membership”, “Resignation of Membership”, and “Lifetime Membership”)
- Eleventh Amendment: January 23, 2024: Article III, Section 5. (Amend to remove set date and time for monthly Board of Director meeting)
- Twelfth Amendment: January 23, 2024: Article III, Section 6. (Amend to remove notification by certified mail and add preferred communication method)
- Thirteenth Amendment: January 23, 2024: Article III, Section 7. (Amend to constitute a quorum as two-third of the Board members)
- Fourteenth Amendment: January 23, 2024: Article III, Section 10. (Amend to remove notification by mail and add preferred communication method)
- Fifteenth Amendment: January 23, 2024: Article III, Section 14. (Creates “Attendance at Board Meetings”)

Sixteenth Amendment: January 23, 2024: Article III, Section 15. (Creates “Recording of Board Meetings”)

Seventeenth Amendment: January 23, 2024: Article IV, Section 1 and Section 5. (Amend to remove Executive Vice President)

Eighteenth Amendment: January 23, 2024: Article IV, Section 2. (Amend to clarify officers are elected from directors)

Nineteenth Amendment: January 23, 2024: Article VI, Section 3. (Amend to constitute a quorum as two-third of the committee members)

Twentieth Amendment: February 27, 2024: Article III, Section 3. (Amend nomination and voting process for Board of Directors)

BY-LAWS WILLIAMS GROVE OLD TIMERS

ARTICLE I

Corporation

Section 1: PURPOSES AND POWERS: Williams Grove Old Timers d/b/a Eastern Museum of Motor Racing is a Pennsylvania nonprofit corporation organized on a non-stock basis and is organized exclusively for education purposes, as designated in Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), subject to the restrictions as set forth therein, and within such restrictions and to the extent permitted thereby, to undertake the following:

- a. To educate and inform the general public and other interested persons of the history of American automobile racing;
- b. To engage in, encourage and support the collection and preservation of the history of automobile racing in the United States with particular emphasis on the preservation and collection of the history of automobile racing in the State of Pennsylvania and other eastern states;
- c. To engage in, encourage and support the compilation of historic documents, research materials, film, taped interviews and documentation relating to American automobile racing, including matters relating to the technology of American automobile racing, the American racing engine and its components;
- d. To engage in, support and encourage the collection and compilation of the history of automobile racing facilities, with particular emphasis on those existing in the State of Pennsylvania and other eastern states;
- e. To promote and support the preservation and restoration of historic and antique racing automobiles;
- f. To compile, through purchase or donation, historic artifacts, memorabilia and other documentation relating to American automobile racing;
- g. To aid, encourage and support research and investigation into the history of American automobile racing and make available to the general public and other persons engaged in such research and educational activities, the aforementioned compilations, collections and information.

It is the purpose of the organization, by engaging in the above activities, to educate the general public and other interested persons and broaden the general public's knowledge and understanding of the history of American automobile racing, and for such purposes and as a result of engaging in the aforementioned activities, to establish and operate a museum and exhibits for the exhibition and display of historic antique racing automobiles, historic documents, memorabilia, artifacts and compilations.

Section 2: OFFICES: The registered office of the corporation is 100 Baltimore Road, York Springs, PA 17372. The principal office of the corporation shall be its registered office; however, the corporation may have such other offices as the Board of Directors may determine from time to time.

## ARTICLE II

### Membership

Section 1: QUALIFICATION: Membership in the corporation shall be open to any person who supports the purpose of the organization and is interested in and supports the preservation of the history of American automobile racing. Any person who has paid, in full, current membership dues shall be considered a member in good standing, qualified to cast one vote at the annual meeting of the membership. Membership shall be evidenced by a membership card, evidencing payment of current dues.

Section 2: MEMBERSHIP DUES: Annual membership dues shall be established by the Board of Directors as they, in their discretion, deem advisable at the annual meeting of the Board of Directors.

Section 3: MEMBERSHIP MEETING: One annual meeting per year must be held on such date and at such place as may be determined by the Board of Directors. Notice of the meeting shall be given to the members either by mail, electronic messaging or publication in WGOT/EMMR materials, as determined by the Board at least thirty (30) days before the date set for the meeting. Each member in good standing shall have the right to vote on all matters coming before the membership meeting. The presence of thirty (30) members will constitute a quorum at the annual membership meeting for the transaction of business.

Section 4: TERMINATION/SUSPENSION OF MEMBERSHIP: The membership of any member of the corporation may be permanently terminated or suspended by the Board of Directors with a majority vote of members present for conduct unbecoming of a member of the corporation in accordance with established Code of Conduct. Member in question will receive written notice by mail of updated membership status and date, time and location of the meeting that they shall have the full opportunity to hear and to reply to the charges or reason for such action. Dues will not be refunded for a membership that has been terminated.

Section 5: RESIGNATION OF MEMBERSHIP: Any member of the corporation may resign by tendering their resignation in writing to the Board of Directors. Resignation shall not relieve the member from payment of any dues in arrears. Dues will not be refunded or prorated for a member resigning.

Section 6: LIFETIME MEMBERSHIP: Upon the death of a lifetime member of the Williams Grove Old Timers/EMMR the lifetime membership will transfer to the spouse.

## ARTICLE III

### Board of Directors

Section 1: POWERS: The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall exercise the powers of the corporation, conduct its affairs, and control its property. The Board of Directors shall have the power to make all rules and regulations which, in their judgment, are deemed necessary for the government, management or control of the organization and of all persons employed in its service or associated with it in any capacity. The Board of Directors, by majority vote taken at a regular or special meeting of the Board of Directors, shall have the authority to borrow money, purchase, mortgage, sell, lease and otherwise dispose of any real estate or personalty of the corporation, for and on behalf of the corporation; the Board of Directors, in addition, shall have all the power and authority to do and perform any and all acts and functions not inconsistent with these Bylaws and shall have final control of all funds of the corporation. The Board of Directors is also expressly authorized to make appropriate delegation of its authority without, however, relieving it of its ultimate responsibility for the conduct of the affairs of the corporation. The Board of Directors shall retain their right to rescind any such delegation.

Section 2: NUMBER AND QUALIFICATION: The board of Directors shall consist of not more than fifteen (15) adult citizens of the United States.

Section 3: ELECTION AND TENURE: The Board of Directors shall be elected by a majority vote of the members of the corporation. One-third (1/3) of the members of the Board of Directors shall be elected at each annual meeting, each to serve for a term of three (3) years. The initial Board of Directors for the corporation shall be by appointment, and the first election of directors shall take place at the annual meeting of the membership in 1982, at which one-third (1/3) of the then current Board of Directors shall stand for reelection. Nominations for directors shall be made by a nominating committee of five (5) members appointed by the President of the corporations, which nominations and ballots shall be distributed to the membership at least sixty (60) days in advance of the annual meeting of the membership. Cast ballots must be returned by a shared and predetermined date in order to be considered valid. To support the integrity of the election process, the Board Secretary shall join the Nominating Committee to receive, review, and tally sanctioned ballots. Upon certification, newly elected members shall then be installed and presented to the membership at The Annual Meeting.

Section 4: ANNUAL MEETING: The Annual Meeting of the Board of Directors shall be held at the next regular meeting of Directors immediately following the Annual Meeting of the Membership.

Section 5: REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held monthly; however, the same may be held less often, at the call and discretion of the President of the corporation, provided, however, that meetings shall be held at least quarterly.

Section 6: SPECIAL MEETINGS: Special meetings of the Board may be called by the President on his initiative or by the Secretary on the written request of three (3) members of the Board of Directors. Notice, setting forth the time (not more than 10 days following the request by such three members), place and purpose of such meeting, shall be communicated via preferred method to each member of the Board. In the event of an emergency, when the President or the First Vice President, acting in the absence of the President, shall determine that mail notice is not possible or feasible, a special meeting of the Board of Directors may be called without written notice, provided that oral notice is given to each member of the Board at least (1) day prior to the stated time of said meeting.

Section 7: QUORUM: Two-thirds of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Those members must be physically present.

Section 8: VOTING: Each member shall be entitled to one vote on any matter before the Board. Voting by proxy shall not be permitted.

Section 9: MANNER OF ACTING: Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be considered the act of the Board of Directors.

Section 10: ATTENDANCE: Whenever any members of the Board of Directors shall, without leave, have failed to attend five (5) regular meetings of the Board of Directors during any calendar year, his place may be declared vacant by a two-thirds (2/3) vote of the other members of the Board. Written notice of such contemplated action shall be communicated to each member by preferred method, at least three (3) days before the meeting at which such action is to be taken.

Section 11: VACANCIES: Should a vacancy occur on the Board of Directors in any other manner than by completion of the Board member's term, such vacancy shall be filled by a majority vote of the Board of Directors at a regular or special meeting of the Board. The person shall be elected to complete the unexpired term left vacant.

Section 12: IMMUNITY AND INDEMNIFICATION: A member of the Board of Directors of the corporation shall not be liable for monetary damages for any action taken or any failure to take any action as a member of the Board unless such member has breached or failed to perform the fiduciary duties of his or her office as established by the laws of the Commonwealth of Pennsylvania or the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness on the part of such Board member. The corporation shall indemnify the members of the Board of Directors, jointly or severally, if they are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a member of the Board of Directors of Williams Grove Old Timers against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by them in connection with such action, suite or proceeding, such indemnification to extend to any actions, suites or proceedings, brought by reason of any breach of duty, neglect, error or omission or other act done or wrongfully attempted by such members, or member, alleged by any claimant or any matter claimed against them by reason of their being members of the Board of Directors of Williams Grove Old Timers excepting, however, that such obligation of indemnification shall not extend to any claim made against such members if the action or inaction of such members shall be determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

Section 13: MISCELLANEOUS PROCEDURES AND MINUTES: The Board of Directors, through appropriate committees or officers of the Board, shall institute proceedings to ensure the taking of minutes of all Board of Directors' meetings and the dissemination of those minutes or summaries thereof on a regular basis to all members of the Board of Directors.

Section 14: ATTENDANCE AT BOARD MEETINGS: The Board of Directors at its discretion may limit attendance at Board of Director meetings to Board members and invited guests. Any individual in attendance that is acting in a way inappropriate to the meeting or the cause of the Corporation may be asked to leave by the acting President at said meeting.

Section 15: RECORDING OF BOARD MEETINGS: The only recording, video or audio, at any meeting of the Board of Directors is limited to the Secretary and/or Assistant Secretary. No other Board of Directors member or attending member may record meetings with audio or video equipment including cell phones.

## ARTICLE IV

### Officers

Section 1: OFFICERS: The officers of the corporation shall be a President, First Vice President, Second Vice President, Treasurer, Secretary, Assistant Secretary and such other officers as the Board of Directors may authorize.

Section 2: ELECTION AND TENURE: All officers shall be elected by the Board of Directors from the directors of the corporation at the Annual Meeting of the Board of Directors. Each officer shall hold office for a one-year term commencing on the date of his or her election and until his or her successor is elected.

Section 3: RESIGNATION AND REMOVAL: Any officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation, which may or may not be made contingent on the formal acceptance of the same, shall take effect on the date of receipt or at any later time specified in said notice. Any elected officer may be removed at any time by a majority vote of the Board of Directors.

Section 4: VACANCIES: A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: DUTIES OF THE OFFICERS:

- A. PRESIDENT: The President shall be the principal corporate officer of the corporation and shall call and preside at all meetings of the Board of Directors. He shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- B. FIRST VICE PRESIDENT, AND SECOND VICE PRESIDENT: The First and Second Vice Presidents shall perform such other duties as may be assigned to them by the Board or the President. In the absence of the President or in the event of his disability or inability to act, the First Vice President shall perform the duties of President with the full powers of and subject to the restrictions on the President. The Second Vice President shall so act in the absence of or in the event of the disability or inability to act of the First Vice President.
- C. SECRETARY: The Secretary shall record the minutes of all meetings and shall assure that such minutes are filed with the records of the corporation. The Secretary shall give or cause to be given such appropriate notices in accordance with these Bylaws or required by law and shall act as custodian of the corporate records and reports and of the corporate seal. The Secretary shall be responsible for the keeping and reporting of adequate records of all transactions except financial transactions. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President.
- D. ASSISTANT SECRETARY: In the absence of the Secretary or in the event of his or her disability or inability to act, the Assistant Secretary shall perform all of the duties of the Secretary and shall have such other duties and powers that the Board may, from time to time, prescribe.
- E. TREASURER: The Treasurer shall have custody of all of the funds of the corporation. The Treasurer shall see that a true and accurate accounting of all of the financial transactions of the corporation is made, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the Board may designate



for authorization of payment. He shall see that such sums are paid out through himself or the President as the Directors may, from time to time, direct and shall keep a regular account of his or her receipts and disbursements to the expiration of his or her term of office, the Treasurer will well and truly deliver up and pay the balance of the money then remaining in his or her hands or trust, together with the books of account concerning the same.

Section 6: CONTINUING AUTHORITY OF THE OFFICERS: The officers of the corporation shall have continuing authority between meetings of the Board of Directors to operate the corporations in all its activities subject only to such policies or guidelines as may be issued by the Board of Directors. The President of the corporations shall act as the duly authorized representative of the Board of Directors and the corporation in all matters in which the Board has not formally designated some other person to act. The President shall sign, with the Secretary of the Board or any other proper officer of the Board authorized to do so by the Board, any deeds, mortgages, bonds, contract or other instruments which the Board has authority to execute, except in such cases where the execution shall have been expressly delegated by the Board, these Bylaws or by statute to some other officer of the Board or an agent of the corporation.

Section 7: AGENDAS AND PROCEDURES: The Board of Directors shall establish agenda guidelines to be followed by the officers of the Board at each regular meeting of the Board and shall determine, at their discretion, the manner in which business shall be transacted at each meeting of the Board, including the nomination of officers and ballots and procedures for the election of officers.

Section 8: HONORARY OFFICERS: The Board of Directors shall have the authority to create the offices of Honorary President and Honorary Vice President and elect to such offices those individuals deemed qualified to receive such honors on account of past and faithful service on the Board of Directors. There shall be one (1) Honorary President and as many Honorary Vice Presidents as the Directors shall, in their discretion, deem appropriate. Election of an Honorary Officer shall require a two-thirds vote of a quorum of the Board of Directors present at any regular or special meeting of the Board. Honorary Officers so elected shall serve for life. Honorary officers shall not be required to attend Board meetings, nor shall they be entitled to vote at any regular or special meeting of the Board.

Section 9: INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS: The corporation shall indemnify any officer, employee or agent of the corporation if they are a party or are threatened to be made a party to any threatened, pending or completed action, or investigative (other than any action by or in the right of the corporation) by reason of the fact that such officer, employee or agent is or was a representative of the corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding brought by reasons of any breach of duty, neglect, error or omission or agent alleged by any claimant or any matter claimed against such officer, employee or agent by reason of their relationship with Williams Grove Old Timers. Such obligation of indemnification shall not extend to any claim made against such officer, employee or agent if the action of inaction of such officer, employee or agent shall be determined by a court competent jurisdiction to have constituted willful misconduct or recklessness.

## ARTICLE V

### Advisory Board

Section 1: APPOINTMENT: The Board of Directors shall appoint an Advisory Board comprised of not more than ten (10) members in good standing of the corporation who are not members of the Board of Directors. The Advisory Board shall consist of members interested in the affairs of the corporation and who are capable of providing to the Board of Directors advice, guidance and direction with respect to the affairs of the corporation, the relationship of the Board of Directors to the general membership, and the relationship of the corporation to other organizations of similar nature, the community and general public. Nominations for membership on the Advisory Board shall be received by the President of the corporation, and appointment of the same may take place at any regularly scheduled meeting of the Board of Directors, at which a quorum is present and shall be made by a majority vote of the members of the Board then present.

Section 2: ANNUAL MEETING: The Annual Meeting of the Advisory Board shall take place at a place and time determined annually by the Board of Directors at the discretion of the Board of Directors, at which time, the Board of Directors of the corporation shall meet with the Advisory Board and transact such business as may be deemed appropriate at such time. Members of the Advisory Board shall have no vote at any meeting of the Board of Directors of the corporation; and their capacity shall be advisory only, consistent with the qualifications for appointment set forth in Section 1 hereof.

## ARTICLE VI

### Committees

Section 1: TYPE AND NUMBER: The Board of Directors, at their sole discretion, may establish committees of the Board or committees of the membership with such powers and to perform such functions, duties and responsibilities as shall be specifically established by the Board of Directors. Committees of the Board or committees of the membership shall be appointed for special tasks as circumstances warrant, and the Board of Directors may limit their activities to the accomplishment of the task for which they were created and appointed, and such committee shall have no power to act except as specifically conferred by action of the Board of Directors. When the purposes for which a committee was created shall have been accomplished by the President, the committee shall no longer exist.

Section 2: MEMBERSHIP, APPOINTMENT AND TENURE: Membership on a Board committee shall be drawn from the members of the Board. Membership on a membership committee may be drawn from members of the Board of Directors or the general membership. Unless otherwise established, the term of service of any committee member, including its chairman or presiding officer, shall be for a period of one (1) year from the date of his or her appointment or until his or her successor is appointed. The President of the Board shall, after considering the advice of the Board of Directors, establish the number of members for each committee and shall appoint members to such committees, including its chairman or presiding officer.

Section 3: QUORUM AND VOTING: Two-thirds of the voting members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee. If called upon, each committee shall report to the Board of Directors on its proceedings and activities. Each committee member shall be entitled to one vote on any matter before the committee. Voting by proxy shall not be permitted. The act of the majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 4: RESIGNATION AND REMOVAL: Any member of a committee may resign at any time by giving written notice to the Chairman or presiding officer of the committee or to the President of the corporation. Such resignation shall take effect on the date of receipt or at any later date specified in said notice. Committee members and its chairman or presiding officer serve at the will of the Board of Directors and may be removed at any time by a majority vote of the Board of Directors.

## ARTICLE VII

### General Provisions

Section 1: RULES OF ORDER: The latest edition of Robert's Rules of Order shall be adopted as the parliamentary procedure in the conduct of all meetings of the Board of Directors, the general membership or committee.

Section 2: FISCAL YEAR: The Board of Directors shall, by resolution, establish the fiscal year of the corporation.

Section 3: CORPORATE SEAL: The Board of Directors may provide for a corporate seal in such form and with such inscription as it shall determine.

Section 4: BALLOT: Unless otherwise specifically set forth in these Bylaws, the ballot for election of members of the Board of Directors or officers of the Board shall be by secret ballot.

Section 5: WAIVER OF NOTICE: Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the Commonwealth of Pennsylvania, of the Articles of Incorporation or by these Bylaws, a waiver thereof, in writing, signed by the person entitled to such notice, whether it be for or after the time stated therein, shall be deemed equivalent to the giving of such notice where such waivers are permitted by state law.

Section 6: TRANSMITTAL OF REPORTS: Reports and other information that these Bylaws require to be transmitted to the Board of Directors shall be deemed so transmitted when delivered, unless otherwise specified, to the President of the corporation.

Section 7: CONSTRUCTION OF TERMS AND HEADINGS: Words used in the Bylaws shall be read as the masculine or feminine gender or as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

## ARTICLE VIII

### Prohibitions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX

Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after payment of all liabilities, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE X

Amendments

The Board of Directors shall have the power, by vote of a majority of those members present at any meeting at which there is a quorum, to make, alter, amend or rescind these Bylaws or any portion of these Bylaws provided, however, that notice of the meeting of the Board of Directors, either regular or special, at which such alteration, amendment or repeal is contemplated, shall contain a notice to the effect of such action being contemplated. The Board of Directors shall not have the authority or ability to revoke, alter or amend ARTICLE I, ARTICLE VIII or ARTICLE IX of these Bylaws in any manner not consistent with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

ADOPTED BY THE BOARD OF DIRECTORS OF WILLIAMS GROVE OLD TIMERS ON APRIL 24, 1981.

/s/ Christine A. Knaub  
Secretary