

THE BY-LAWS OF THE ROLLS-ROYCE OWNERS' CLUB, INC.

The By-Laws of the RROC is a living document, subject to periodic review for additions, corrections, or deletions. The Board of Directors is open to suggestions by the membership for the betterment of all Club Members.

Section I

NAME AND PURPOSE

Article 1. NAME OF CORPORATION

The affairs of the Corporation shall be conducted under the name ROLLS-ROYCE OWNERS' CLUB, INC, ("RROC") or such other name or names as the Board of Directors may from time to time authorize.

Article 2. PURPOSE OF RROC

- a. The purpose of RROC is to encourage the preservation, use and restoration of Rolls-Royce and Bentley automobiles through educational presentations, dissemination of technical and historical information, and social meetings and gatherings.
- b. The corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which nonprofit corporations may be incorporated under Pennsylvania Nonprofit Corporation Law of 1988, as amended, under the provisions of which the corporation is incorporated.

Article 3. OFFICES

The primary office of RROC is 191 Hempt Road, Mechanicsburg, Pennsylvania 17050. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time designate or as the affairs of the Corporation may from time to time require.

Article 4. CORPORATE SEAL

The Corporate Seal of the RROC shall be circular in form, inscribed with the name of RROC, the year of incorporation, and the words "Pennsylvania".

Article 5. POLICY MANUAL

RROC shall be administered according to policies and procedures as set forth in the RROC Policy & Procedure Manual (the "Policy and Procedures"). Additions or changes to the RROC Policy & Procedure Manual must be approved by RROC's Board of Directors.

Article 6. CAPITALIZATION

RROC will not be capitalized and there will be no capital stock.

Article 7. FISCAL YEAR

The fiscal year of RROC shall be from January 1 through December 31st.

Article 8. DEPOSITORIES

The RROC's Board of Directors shall have the power to select depositories for the funds of the Corporation and power to direct the method and manner of signing checks, notes, and other instruments binding on the Corporation.

Section II

BOARD OF DIRECTORS

Article 9. BOARD OF DIRECTORS

- a. The business and affairs of RROC shall be managed by its Board of Directors (the "Board of Directors"). The number of Directors of the Corporation composing the Board of Directors initially shall be twelve (12) and thereafter shall be as fixed in accordance with RROC's bylaws by the Board of Directors, with approval by the membership.
- b. Directors shall be elected to serve a three-year term and shall hold office for such term and until a successor shall have been elected or appointed or until his or her earlier death, resignation or removal.
- c. One-third of the Directors shall stand for election each year. Nominations for Directors may be made by the Nominating Committee or by member petition. Nominations and elections shall be run according to Policies and Procedures of the RROC.
- d. No Director shall serve more than four consecutive terms.
- e. The Immediate Past President shall be a non-voting, ex-officio member of the Board of Directors if his or her term as an elected Director has expired.
- f. The Executive Director shall be a non-voting member of the Board of Directors.

Article 10. QUALIFICATIONS FOR DIRECTORS

The minimum qualification for members of the Board of Directors shall be that the Director will have been a "Full Member" in the RROC for the five consecutive years prior to his/her election. In addition, a nominee for Director must have attended at least two RROC national events, at least one of which is an RROC Annual Meet in the previous five years.

Article 11. VACANCY IN THE OFFICES OF RROC

- a. If a vacancy occurs in the Offices of RROC, the Board of Directors may, by simple majority vote, fill the vacancy with a qualified candidate for the unexpired period of a term.
- b. the Board of Directors may remove a Director from his or her office as a director and declare vacant that office if such Director: (1) is declared of unsound mind by an Order of the Court, or (2) is convicted of a felony, or (3) if within 60 (sixty) days after notice of his or her selection, he or she does not accept such office in writing, or (4) fails to meet each requirement of qualification as these Bylaws or the Policy and Procedures may specify.
- c. If the Directors remaining in office constitute less than a quorum, they may fill the vacancy by the affirmative vote of a two thirds (2/3) majority of the Directors remaining in office.
- d. A Director shall be elected to hold office for the unexpired term of his or her predecessor, or if there is no predecessor, until the next regular or special meeting designated for the purpose of electing Directors.

Article 12. MEETINGS OF THE BOARD OF DIRECTORS

- a. The Annual Business Meeting of the Board of Directors shall be held during the Annual Meet of RROC or at another time and place as the Board shall designate.
- b. Regular meetings of the Board of Directors shall occur at least one time other than the Annual Business Meeting at such time and place as the Board shall designate.
- c. Special Meetings of the Board of Directors may be called by the President at such times as the President shall deem necessary. A majority of Directors may also call a Special Meeting.
- d. Notice of any meeting of the Board of Directors shall be given to each Director.
 1. For any Meeting, notice must be by written means, by telegraph, teletype, email or other form of wire or wireless communication, or by mail or private carrier. For any emergency or adjourned meeting, notice may be either written or oral, and may be communicated in person, by telephone, telegraph, teletype, email, or other form of wire or wireless communication, or by mail or private carrier. A written copy of the notice shall be included in the agenda of said meeting.
 2. At a reconvened meeting of an adjourned meeting, the Board of Directors may transact any business which might have been transacted at the original meeting, if a quorum is present.
- e. Notice of a board meeting must be at least fourteen (14) days prior to the meeting unless a waiver of notice is received by at least two-thirds (2/3) of the members of the Board.
 1. A Director may waive any notice required by this Article provided that the waiver must be signed by the Director entitled to the notice, and must be filed with the minutes or corporate records.

2. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.
- f. A quorum of fifty per cent (50%) of the Directors duly elected and then serving in office for the Board of Directors is required to transact business of the Corporation.
 1. If a quorum exists, the affirmative vote of a majority of Directors present is the act of the Board of Directors, except where the vote of a greater number is required by these Bylaws or by the Pennsylvania Nonprofit Corporation Law in connection with transactions involving Director conflicts of interest; Bylaw amendments; charter amendments; mergers; and the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets other than in the regular course of activities.
 2. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present.
 - g. Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting, and participation in such a meeting shall constitute presence in person at such a meeting.
 - h. Roberts Rules of Orders shall be the parliamentary authority for meetings of the RROC except where inconsistent with law or these bylaws.
 - i. Each Director shall cast one vote.
 - j. Cumulative and proxy voting by Directors is prohibited.

Article 13. CONSENT OF DIRECTORS IN LIEU OF MEETING

- a. Any action required or permitted to be approved at a meeting of the directors may be approved without a meeting if a consent or consents to the action in record form (as defined in Section 102(a) of the Pennsylvania Associations Code) are signed, before, on or after the effective date of the action by all of the directors in office on the date the last consent is signed. The consent or consents must be filed with the secretary of the corporation.
- b. Written consents and signatures may be affected by electronic transmission.
- c. Any action taken under this Section shall be effective when the last Director or committee member approving such action signs the consent, unless the consent specifies a different effective date.

- d. A consent signed under this Section shall have the effect of a meeting vote and may be described as such in any document.
- e. This Article shall not be used to approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets.

Article 14. COMMITTEES

- a. The President or the Board of Directors may create committees in addition to the standing committees of the Board as may be determined to be helpful in discharging the Board's responsibilities.
- b. Each such committee shall consist of such persons, whether Directors or others, as may be approved by the Board of Directors.
- c. Each committee shall perform such functions as may be lawfully assigned to it by the Board of Directors.
- d. So far as applicable, the provisions of Section II relating to meetings, notice and waiver of notice of meetings, and quorum voting requirements of the Board of Directors shall apply to the committees as well.
- e. There shall be twelve standing committees of the Board: Activities; Bylaws, Policy and Procedures; Communications; Executive; Finance & Budget; Judging & Awards; Legal; Long Range Planning; Membership; Nominating; Regions & Societies; and Technical Support.
- f. The Chairpersons of the following Committees may be appointed by the Board of Directors as non-voting members of the Board of Directors: Activities, Communications, Judging & Awards, Legal, Regions & Societies, and Technical Support. Non-voting members of the Board shall not be included in any requirements for quorums.
- g. The duties and responsibilities of the committees shall be listed in the Policy & Procedures Manual.
- h. The Nominating Committee shall:
 - 1. Be appointed annually as set forth in the Policy & Procedure Manual.
 - 2. Include five Full Members appointed and approved by the Board of Directors, including the Chairperson.
 - 3. Annually nominate at least six qualified candidates for the Director positions on the ballot, three of whom shall be chosen based on proportional geographic representation of the membership as prescribed by the RROC's Policy & Procedures Manual.
 - 4. Members of the Nominating Committee may not be members of the Board of Directors and may serve no more than two consecutive one year terms.
 - 5. The Nominating Committee Chairperson of RROC shall be the Immediate Past President. If the Immediate Past President is unable or unwilling to serve, then the

Chairperson shall be the Past President whose term has most recently expired. And if no Past Presidents are available to serve, the Board shall select a Chairperson.

6. Not nominate a member of the Nominating Committee for the Board of Directors while the member is serving on the Nominating Committee, nor may a member resign and then be nominated.
- i. Notwithstanding anything else in these bylaws, all committees and subcommittees are subject to the final authority of the Board of Directors.

Article 15. LIMITED LIABILITIES OF OFFICERS AND DIRECTORS

To the extent that a representative of a nonprofit corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in the Pennsylvania Nonprofit Corporation Law, section 5741 (relating to third-party actions) or 5742 (relating to derivative and corporate actions) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith. The provisions of this section shall not apply to the responsibility or liability of an Officer or Director pursuant to any criminal statute; or the liability of an Officer or Director for the payment of taxes pursuant to local, state or federal law.

Article 16. INDEMNIFICATION

- a. General. The Corporation shall have the power to indemnify any person authorized by the Pennsylvania Nonprofit Corporation Law, as the same may be amended from time to time, in the manner prescribed therein, to the full extent allowed thereby. For purposes of clarification, this indemnification applies to RROC Officers and Directors and not to any Region of Society Officers and Directors.
- b. Indemnification. An Officer or Director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision does not eliminate or limit the liability of an Officer or a Director for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Insurance. The Corporation shall have the power by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a Director, employee, or agent of the Corporation, or who, while an Officer or Director, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or incurred by him in any such capacity or arising out of his status as an Officer or Director, employee, or agent, whether or not the Corporation would have the power to indemnify him or her against such liability.

Article 17. REMUNERATION & COMPENSATION

- a. Officers or Directors, or related parties as defined in the Policy & Procedure Manual of the RROC, shall receive no compensation for their services to the Board or RROC for their duties in their elected office.
- b. Officers or Directors may be reimbursed for out-of-pocket expenses related to the performing of their RROC duties according to Policy and Procedures.
- c. Officers or Directors, or related parties as defined in the Policy & Procedure Manual of the RROC, shall not be compensated for professional services or products provided to RROC.

Article 18. REMOVAL OF DIRECTORS

Any Officer or Director may be removed, with cause, by a vote of two-thirds of the Directors then in office, or without assigning cause by a vote of two-thirds of the Members entitled to vote for the Directors in an Annual Election.

Article 19. RESIGNATION OF A DIRECTOR

An Officer or Director may resign by tendering notice in writing to the Board of Directors, President or the Executive Director. A resignation shall be effective when notice is so delivered unless the notice specifies a later effective date.

Article 20. RELIANCE UPON INFORMATION, OPINIONS, REPORTS, OR STATEMENTS

To the full extent allowed by law, a member of the Board of Directors, or a member of any committee of the Board of Directors, shall, in the performance of his or her duties, be protected in relying in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- a. One or more Directors or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- c. A committee of the Board of Directors of which he is not a member if the Director reasonably believes the committee merits confidence.

Article 21. RECORDS

- a. The Board of Directors shall keep permanent records of all its proceedings.
- b. The Corporation shall maintain accounting records of the RROC's financial results of operations and financial condition as specified in the Policy & Procedure Manual.

- c. The records of the Corporation shall be kept at the principal office of the Corporation, with the necessary books and records being kept at such place or places as the Board of Directors may from time to time determine.
- d. All of the books and records of the RROC shall be subject to the inspection of any Director at any reasonable time.
- e. The Corporation shall keep a copy of the following records at its principal office:
 1. The charter or restated charter and all amendments currently in effect;
 2. These Bylaws;
 3. A list of the names and business or home addresses of its current Directors;
 4. Its most recent annual report.
 5. Board of Directors minutes;
 6. RROC Policy and Procedures Manual;
 7. The corporate seal;
 8. The current list of all members of the Corporation; and
 9. All contracts that affect the operations, obligations or relationships of the Corporation.

Section III

OFFICERS

Article 22. OFFICERS

- a. The Officers of RROC shall consist of:
 1. President
 2. Vice President
 3. Secretary
 4. Treasurer
- b. Officers shall be elected and nominated by the Directors for a one-year term. Officers may serve no more than four consecutive one-year terms in any officer position, except the President who may only serve two one-year terms.
- c. Officers shall be elected annually by the Board from the elected Directors at its first meeting following the Annual Membership Meeting by plurality vote. Each Officer shall hold such elected office until the next Annual Membership Meeting and until a proper successor shall have been elected, or until earlier death, resignation or removal from office.

Article 23. DUTIES OF ELECTED OFFICERS

a. PRESIDENT

The President of RROC shall:

1. Be the chief executive officer of the corporation.
2. Preside as Chairperson at all meetings of the Directors.
3. Have general and active management of the affairs of the corporation.
4. See that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except as may be by statute exclusively conferred on the President or to any other Directors of the corporation.
5. Execute all documents requiring a seal, under the seal of the corporation.
6. Be an Ex Officio member of all committees, except the Nominating Committee, and shall have the general powers and duties of supervision and management usually vested in the office of President.
7. Serve as Chairperson of the Executive Committee.

b. VICE PRESIDENT

The Vice President of RROC shall:

1. Act in all cases for and as the Chairperson in the President's absence or incapacity.

c. SECRETARY

The Secretary of RROC shall:

1. Attend all meetings of the Board of Directors and record all votes, attendance at the meetings and the minutes of all proceedings in a book, which shall be the property of the Corporation, to be kept for that purpose.
2. Give, or cause to be given, notice of all meetings of the Board of Directors and shall keep a record of all members of the Board of Directors and the address to be used for each member for purposes of giving notice of meetings.
3. Perform such other duties as are generally performed by a Secretary of a Corporation and such duties as may be prescribed from time to time by the Board of Directors or the President.
4. Be responsible for conducting elections of Directors.
5. In the absence of the Secretary or in the event of his or her inability or refusal to act, any Assistant Secretary appointed by the President may perform the duties of the Secretary, and when so acting shall have the powers and be subject to all the restrictions upon the Secretary.
6. Serve as Chairperson of the Bylaws, Policy & Procedures Committee.

d. TREASURER

The Treasurer of RROC shall:

1. Have custody of the Corporation's funds and securities.
2. Keep or cause to be kept full and accurate account of financial transactions in books belonging to the Corporation.

3. Deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.
4. Disburse or cause to be disbursed the funds of the Corporation as required in the ordinary course of business or as may be ordered by the Board, taking proper vouchers for such disbursements.
5. Render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all financial transactions and the financial condition of the Corporation.
6. Perform such other duties as are generally performed by a Treasurer of a corporation and such duties as may be prescribed by the Board of Directors or the President.
7. Serve as Chairperson of the Finance & Budget Committee

Section IV

MEMBERS AND MEMBERSHIP

Article 24. CLASSES OF MEMBERSHIP

- a. There shall be two classes of membership.
 1. Full Members who shall have the right to vote and hold office
 2. Associate Members who shall have no right to vote and hold office
- b. The Board of Directors may provide for special types of Full or Associate memberships.

Article 25. ELIGIBILITY FOR MEMBERSHIP

Membership in the RROC shall be open to any person who has an interest in Rolls-Royce or Bentley automobiles.

Article 26. DUES

- a. Dues are determined by the Board of Directors.
- b. The Board may designate member benefits for each type of membership.

Article 27. TERMINATION, SUSPENSION, MEMBERSHIP RENEWAL

- a. All privileges of membership shall cease if a member's dues are unpaid after final notice.
- b. A member may resign by letter addressed to RROC. Membership shall cease upon receipt of such letter, regardless of any later date that may be set forth in such letter.

- c. A member may have his or her membership revoked or suspended without cause by a two-thirds (2/3) vote of the Board of Directors then in office. A revoked membership shall be entitled to receive a prorated refund of national dues.

Article 28. ANNUAL MEMBERS MEETING

- a. An Annual Members Meeting shall be held at a time and place specified by the RROC Board of Directors.
- b. A quorum of members shall consist of the lesser of 100 members, or 10% of the membership, either in person or by proxy.
- c. The business of the RROC club shall be transacted at the Annual Members Meeting pursuant to Pennsylvania Nonprofit Corporation Law.

Section V

REGIONS & SOCIETIES

Article 29. REGIONS

- a. Regions are defined by their geographic boundaries as approved by the Board of Directors.
- b. Regions function according to the Policy & Procedures Manual.
- c. Members may belong to one or more Regions.
- d. A person may not hold membership in a Region without being a member of the RROC.

Article 30. SOCIETIES

- a. A Society is a group of members having an interest in a specific model or models of a Rolls-Royce and/or Bentley automobile as approved by the Board of Directors.
- b. Societies function according to the Policy & Procedures Manual.
- c. Members may belong to one or more Societies.
- d. A person may not hold membership in a Society without being a member of the RROC.

Article 31. FINANCES

- a. Regions & Societies must be self supporting.
- b. A yearly financial report by each Region and Society must be submitted to the RROC Treasurer.

Article 32. Policies & Procedures

- a. A Region or Society shall not adopt bylaws or policies & procedures that are inconsistent with these bylaws or Policies and Procedures of the RROC, except to the extent that any such inconsistency is authorized under by these bylaws or Policy and Procedures Manual. RROC

bylaws and Policies and Procedures supersede any Region and Society bylaws or policies & procedures where they are inconsistent.

- b. Notwithstanding anything else in these bylaws, all Regions and Societies are subject to the final authority of the Board of Directors.

Section VI

AMENDMENTS TO THE BYLAWS

Article 33. PROCEDURE FOR AMENDMENTS

- a. Amendments to the bylaws may be submitted by any Full Member to the Bylaws Committee.
- b. Proposed amendments to the bylaws shall be submitted to the Board of Directors by the Bylaws Committee, with the Committee's analysis and recommendation as to its acceptance.
- c. The Board of Directors shall vote on the proposed amendments at the next meeting of the Board or by mail no sooner than ninety (90) days following the reading of the proposed amendment to the Board.
- d. A two thirds (2/3) vote by the members of the Board of Directors then in office is required to amend the bylaws.
- e. After approval of any bylaw amendments by the Board of Directors, the proposed bylaw amendment will be submitted to a vote by Full Members. Approval of the proposed bylaw amendment requires a simple majority vote of those voting on the amendment.
- f. An amendment to these bylaws shall come into full force and effect on the 10th business day after the closing of the vote by the Members. For the avoidance of doubt, amendments to procedural and other matters in the Policy and Procedure Manual specifically imported into these bylaws by reference shall not require adoption by the membership before coming into force.

Article 34. PUBLICATION OF AMENDMENTS

Amendments to the bylaws will be published in The Flying Lady and on the RROC website.

Article 35. INVALIDITY

In the event any provision of these Bylaws is found invalid under the laws of the Commonwealth of Pennsylvania or other competent jurisdiction, the invalid provision or provisions shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alterations, as may be necessary, all other provisions of these Bylaws shall remain in effect as written.

Article 36. TRANSITION

In the event of a reduction in the number of Directors, the currently elected directors would serve the remainder of their term.

Section VII

EFFECTIVE DATE OF BYLAWS

These bylaws shall become effective January 1, 2021.