



BYLAWS OF THE PROFESSIONAL CAR SOCIETY, INC.

ARTICLE 1. NAME, PURPOSE, AND EMBLEM

1.1. NAME. The name of the club shall be The Professional Car Society, a New Jersey corporation hereinafter referred to as the Society.

1.2. PURPOSE. The primary purpose of the Society shall be the preservation, maintenance, and restoration of professional vehicles of passenger-car styling, without regard to age, and to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act N.J.S. 15:1-1. Other purposes of the Society are to provide a source of and exchange of information and related material to said vehicles, to provide and regulate events, tours, and exhibitions of same, and to own real and/or personal property incident to such purposes.

1.3. DEFINITION OF A PROFESSIONAL CAR. A professional vehicle shall be defined as a funeral, livery, or ambulance class vehicle having special coachwork executed on passenger-car styling. The definition may be expanded to include horse-drawn vehicles and vehicles taken from station-wagon and light-truck styling, and the Board of Directors shall issue specific guidelines from time to time which explain and delineate the vehicles so defined.

1.4. EMBLEM. The emblem of the Society shall be as shown at the head of these bylaws.

ARTICLE 2. MEMBERS

2.1. ELIGIBILITY. Any person having an interest in professional cars, or who owns a professional car, and whose character reflects integrity, shall be eligible for membership. Upon payment of appropriate dues, any person meeting the qualifications shall be considered a member of the Society for the appropriate term.

2.2. CLASSES OF MEMBERS. Membership classes are established as follows.

2.2.1. Active Member. A person as qualified in 2.1, having paid the regular dues for this class of membership, is an Active Member with all rights and privileges extended, including the right to vote and hold office.

2.2.2 Associate Member. Any one member of any Active Member's family, not required to pay separate dues, is an Associate Member with all rights and privileges extended, except the right to vote for the election of PCS President, elected directors, or bylaws. An Associate Member may hold a position on the Board of Directors and vote in Board matters. An Associate Member's name must appear on the membership records at the time any vote is cast. An Associate Member shall not receive a separate copy of Professional Car Society mailings or publications. (Aug 13)

2.2.3. Life Member. A full Member as defined in 2/1 who has prepaid a one-time lump-sum lifetime dues assessment ("Lifetimes Dues") in such amount as set by kthe membership from time to time. A Life Member shall not be required to pay Annual Dues. A Life Member is entitled to designate one Associate Member from his immediate family, as provided for in 2.2.2, for the term of the Life Membership, and may change the designee at any time; but life tenancy does not attach to such a designee, whose Associate Membership terminates upon the death, resignation, or expulsion of the individual who was originally identified as the Life Member. Life membership is non-transferable and nonrefundable, and must be in the name of a person, not a company or corporation. In the official records, the first first name listed shall designate the Life Member, and the second first name will be designated as the Associate. (Aug 13)

2.2.4. Honorary Member. Any person who, in the opinion of The Board of Directors of the Society, has made an outstanding contribution to the Society, may be awarded the status of Honorary Member. Such members shall be exempt

from paying dues and will be continued on a yearly basis at the pleasure of The Board, and will not have the right to vote or hold office.

2.2.5. Sustaining Member. Any firm or individual wishing to help the Society achieve its goals may become a Sustaining Member upon the payment of twice the amount currently posted for Active Member dues. Sustaining Members shall receive due recognition in the Society's publications and shall have all rights and privileges extended, including the right to vote and hold office, except that only an individual may hold office.

2.2.6 Other Members. Other classes of membership may be created by The Board of Directors. Such classes of membership shall not have the right to vote and hold office unless established as an Amendment to these bylaws.

2.3. DUES. Dues for Active and Life Membership shall be as prescribed by a majority vote of those members present at the Annual Meeting.

2.4. EXPULSION. Expulsion can occur only after charges are submitted to The Board in writing; charges are made by Board vote; notice of such charges is sent by the Recording Secretary to the charged member by certified mail; and the charged member is allowed 30 days to respond. Expulsion is a power reserved to The Board of Directors; however, an expulsion may be appealed to general membership vote at the next membership meeting. Such an appeal will have an automatic place on the meeting's agenda regardless of advance notice, and a 2/3 majority of those present and voting will overturn the expulsion. In the event of the expulsion of a Life Member as defined in 2.2.3, no refund of dues shall be made.

2.5. ANNUAL MEETING. The Annual Meeting of the membership shall be conducted by The President.

2.5.1. Notification. A meeting of the Society members shall be held at least annually, at the International Meet, and all Society members shall be notified of the date and time in advance by mail at the last address of the person as it appears on the records of the corporation. Written notice of the time, place, and purposes of every meeting of members shall be given not less than 10 nor more than 60 days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at the meeting. Publication and mailing in the Society's regular publications shall constitute sufficient notice.

2.5.2. Business of the Meeting. Those Society members present at this meeting shall constitute a quorum, and all Society business may properly be brought at the meeting. Meetings of the Society shall be open to all Society members. Society business may also be conducted by mail, postal or electronic, or any other method as determined by the President an/or the Board of Directors. Approval of any propositions shall require a majority, except for those requiring a supermajority in these Bylaws. The Society membership shall be notified of the results in a timely fashion, giving the ballot count.

ARTICLE 3. OFFICERS AND BOARD OF DIRECTORS

3.1. DIRECTORS. All legislative power of the Society shall be vested in a Board of Directors.

3.2. BOARD MEMBERSHIP. Members of the Board of Directors are elected by the membership. In addition, presidents of Professional Car Society Chapters, the Immediate Past President, the President, the Vice President, the Recording Secretary, the Treasurer, and the Membership Director, are *ex officio* members of the Board of Directors. Presidents of Chapters outside North America must be Professional Car Society members to qualify for a seat on The Board of Directors. (Feb 13)

3.3. NOMINATION. Nominations to The Board of Directors shall be made by nominating committee, which committee shall report to the Chairman of the Electoral Committee. The call for nominations for Directors and/or President shall start on the 1st of December of every year, and shall end on the 28th of February of the next year. This notice shall also be published in the 3rd Quarter issue of *The Professional Car*. All nominations shall be submitted to the Chairman of this committee and must be accompanied by written agreement of the nominee to serve. If the Chairman desires, additional names may be submitted to the membership if written agreement is obtained from the nominee; and this shall be done in any case if fewer than two nominations are received from the membership. Nominations from the floor for Board of Directors are not valid, as they would not be timely.

3.4. ELECTION. Election to The Board of Directors shall be accomplished by mail ballot. The election shall be conducted by the Chairman of Elections in accordance with Article 4. Two members shall be elected to three-year terms yearly. Elected members shall be known as Directors.

3.5. TERM OF OFFICE. The term of office for each elected member of The Board of Directors shall be for three

years, beginning at the close of the Annual Meeting at which the Director's election was announced.

3.6. SIZE OF BOARD. The number of elected members of the Board of Directors shall be six, but the Board may function with fewer members in the event of vacancies.

3.7. VACANCIES. Board vacancies which occur for any reason, or a vacancy in the office of Vice President, shall be filled by the President with Board concurrence. A vacancy in the office of President shall be filled by succession of the Vice President. A vacancy in the office of Treasurer, or Membership Director, shall be filled by action of the President; each such appointment must be confirmed by the Board.

3.8. OFFICERS. The Officers of the Society shall be the President; the Vice President; the Treasurer; the Recording Secretary; and the Membership Director.

3.8.1. Selection of Officers. The President is elected biennially in even-numbered years by the membership, and this shall be accomplished by mail ballot conducted by the Chairman of the Electoral Committee in accordance with Article 4. The Vice President is elected by the members of the Board of Directors immediately after the election of the President is announced. This election is held biennially and the term of office runs concurrently with the term of the President.. The Vice President may be any qualified Professional Car Society member. The Treasurer, the Membership Director, and the Recording Secretary are selected by the President; subject to approval by The Board of Directors; each may be any qualified Society member and each must be confirmed by the Board. *Ex officio* members of the Board whose offices terminate (Society officers or Chapter presidents) cease immediately to be members of the Board, except that a Chapter president whose term expires prior to any Board meeting may continue on the Board if no successor has been chosen. (Feb 13)

3.8.2. Removal of Directors or Officers. Any director or officer may be removed from the Board, with or without cause, by a 2/3 majority vote of the Board members present and entitled to vote at a duly called meeting of the board of directors. In the event of death, resignation, or removal of an officer or elected director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor, unless provided for elsewhere in the bylaws. The Board may also, by majority vote, remove any committee head.

3.8.3. Removal of President or Vice President. Either the President or the Vice President may be removed from office mid-term upon a vote, at a meeting or by mail, of 2/3 of The Board of Directors. A proposal to remove either officer must originate with, and be signed by, a minimum of five members of The Board of Directors, and shall contain the reasons for the proposal. It shall be presented to the Recording Secretary, who is required to promulgate the proposal to the entire Board within five days, establish a 20-day deadline for return of ballots, count the returned ballots, and certify the result. Forfeiture of office shall be immediate in event of a 2/3 vote to remove. A President removed from office under this provision shall not occupy the seat on the Board designated for the Immediate Past President; whoever was in such seat at the time of the expulsion, shall remain in the seat until the next change of presidential office takes place.

3.8.4 Terms of Office. The terms of the President and Vice President shall terminate at the end of the International Meet at which their successors are determined.

3.8.5. Duties of Officers. The Officers shall have the following duties:

3.8.5.1. President. The President shall preside at all meetings and conduct such meetings according to Robert's Rules of Order, revised, provided that they are applicable, and provided that they do not conflict with these bylaws. He shall appoint at his discretion assistants to other officers, the Recording Secretary, the Membership Director, members of standing committees, and members of *ad hoc* committees. He shall have the power to decide all questions of equal division and has all the powers and duties usually vested in the office of President. He shall conduct liaison with other clubs and societies.

3.8.5.2. Vice President. The Vice President presides in the absence of the President, and assists and advises the President in the management of the Society. If the office of President is vacated for any reason, the Vice President shall assume the office of President for the balance of the term without election. The Vice President is responsible for the judging and exhibition programs of the Society, and shall promulgate from time to time regulations and guidelines pertaining to such programs. He shall also appoint such persons as he deems suitable to assist in the carrying out of these programs.

3.8.5.3. Treasurer. The Treasurer collects and disburses the funds of the Society as may be ordered by The Board, and renders a financial report of the Society at meetings of the Board of Directors and the general membership. He prepares financial reports for publication in the Society's regular periodical. He renders a special report whenever the President may require same. He shall give bond at the expense of the Society if required to do so by the Board. He maintains financial records of the Society. He maintains liaison with the Membership Director in matters of membership and directories of same.

3.8.5.4. Membership Director. The Membership Director shall have the responsibility for the day-to-day operations of the Society including membership renewal, direction of correspondence, and processing new memberships. He maintains liaison with the President regarding Society activities, with the Treasurer regarding membership and necessary expenses, and with the Publications Committee regarding publication of the periodic directory of membership.

3.8.5.5. Recording Secretary. The Recording Secretary shall have the responsibility for keeping Society correspondence on a timely basis, maintaining the Society's records, and recording the minutes of the Annual Meeting and Board meetings.

3.9. PROXY VOTING. No proxy votes are permitted in the conduct of the business of the Board of Directors, except that the chief officer of a chartered Chapter may designate any other member of that Chapter to act in his stead at any Board meeting. Such designation shall be in writing to the President of the Society. No person in attendance at any Board meeting, whether by mail or in person, shall have more than one vote even though such person may occupy two positions which carry voting privilege.

3.10. BOARD MEETINGS. A meeting of the Board of Directors shall be held at least semiannually. One of these meetings shall be at the International Meet and the other meeting shall be determined by Board action at least 60 days in advance. All members shall be notified of the date and time of a Board meeting in advance; publication of the International Meet schedule in the Society's regular publications shall constitute sufficient notice. Those Board members present at this meeting shall constitute a quorum, and all Society business may properly be brought at this meeting. Newly elected Board members shall be invited to the meeting but do not have voting power until their terms begin, at the close of the Board meeting. Meetings of the Board shall include Board members, incoming Board members, and committee chairs, and the meeting shall be open to the membership, though the President need not recognize visitors to speak. Society business may also be conducted by mail vote if the President deems it necessary; approval of any proposition by mail vote shall require a majority of Board members regardless of the number of returned ballots, and Board members shall be notified of the results in timely fashion.

3.10.1. Special Board Meetings. The Board of Directors shall be authorized to call special Board meetings of the Society. A majority of directors may petition the Recording Secretary to call for such a meeting. All Board members shall be notified of the date and time in advance by either personal delivery or by U.S. Postal Service mail at the last address of the person as it appears on the records of the corporation. Such notice shall be given not less than 10 nor more than 60 days before the date of the meeting. All Society business may properly be brought at this special meeting.

3.10.2. Meeting Governance. All Society member meetings, and Board of Directors meetings, shall be governed by PCS bylaws. Anything not covered by PCS bylaws shall be governed by Robert's Rules of Order. In the event of any conflict between PCS bylaws, Robert's Rules of Order, and the New Jersey Corporate Statutes, the New Jersey statutes shall prevail.

ARTICLE 4. OPERATING ORGANIZATIONS

4.1. STANDING COMMITTEES. The Society's standing committees shall be the Publications Committee, the Chapter Relations Committee, the Publicity Committee, the Electoral Committee, the Member Services Committee, and the International Meet Review Committee. Chairmen of these committees serve at the pleasure of the President. Committee chairman may appoint committee members for assistance as they desire.

4.1.1. Publications Committee. The Chairman of the Publications Committee shall be responsible for all of the Society's publications. Members of this committee shall include the Editor of the Society's periodical publication, who shall be the Chairman of the Committee; and the Printing Officer, who oversees the issuance of Society stock numbers to Society publications, maintains current editions of the same, and serves as liaison and contact point for all printing services contracted for by the Society.

4.1.2. Chapter Relations Committee. The Chairman of the Chapter Relations Committee shall seek out and encourage Society members who are interested in forming Chapters of the Society. He shall publish material to assist such formation and see that applications are timely furnished to the Board for consideration. He shall maintain liaison with existing Chapters for the purpose of ensuring their continuation insofar as the Society is able.

4.1.3. Publicity Committee. The Chairman of the Publicity Committee accomplishes all media publicity for the Society, through news releases and submitted stories. He is charged with placing the Society's name, logo, and address in all appropriate media so that this information may readily be found by anyone having an interest in professional cars.

4.1.4. Electoral Committee. The Chairman of the Electoral Committee shall have the responsibility of conducting the Society's annual Board elections. He or she shall issue the call for nominations in the Society's regular periodical publication and prepare a ballot. He or she shall ensure that the ballot is printed in a timely fashion to ensure the return of mailed ballots prior to the annual meeting of the Board of directors at the International Meet. He or she shall ensure that the ballot contains clear instructions for its use, and safeguards against fraud. He or she may appoint tellers to the Committee as he or she deems necessary, and shall report the results of the election at the Board of Directors meeting at the Annual Meeting of the membership. These results will be published in the next numbered issue of the Society's regular periodical publication following the Annual Meeting of the membership.

4.1.5. Member Services Committee. The Chairman of the Member Services Committee shall oversee the operation of the Society Store, which maintains stocks of Society merchandise, publications, and other items for sale to members; prepare from time to time catalogs of merchandise available from the store, and maintain liaison with the Treasurer regarding sales and necessary stock orders; coordinate Chapter projects to avoid overlap and duplication of effort; oversee lists of recommended service outlets and parts interchange; and promote technical seminars at International Meets. He shall appoint subcommittee chairs as required to accomplish these tasks.

4.1.6. International Meet Review Committee. The Chairman of the International Meet Review Committee shall from time to time promulgate regulations and standards governing the process of bidding for, preparing for, and conducting an International Meet. He shall approve all such proposals before they are presented to the Board for approval, and shall serve as the Board's representative to the local International Meet committee during the runup to the International Meet to ensure adherence to standards, provide Society support where required, and assure the successful execution of the International Meet.

4.2. AD HOC COMMITTEES. The President may appoint such ad hoc committees and chairmen as he deems necessary. The Editor, and the Membership Director, shall be members of any committee formed to publish a periodic directory of the Society's membership. The Recording Secretary, and the Membership Director, shall be members of any special committee formed for the purpose of member recruitment.

ARTICLE 5. PUBLICATIONS

5.1. PROGRAM. Responsibility for the Society's publications program rests with the President, who may designate someone to maintain the publications program or any part of it.

5.2. PERIODICALS. The Society shall maintain a regular periodical publication under the Chairman of the Publications Committee. The Society's primary periodical shall appear not fewer than four times yearly. Should any supplementary publications deemed necessary they may be placed under a separate appointee editor if necessary, who shall be a member of the Publications Committee.

5.3. DIRECTORY. Publication of a directory of the Society and its membership shall be accomplished at least biennially in even-numbered years. This directory shall be prepared after the International Meet and shall indicate the Officers and Directors that are in office effective on the last day of the International Meet. (Feb 13)

5.4. ADMINISTRATIVE PUBLICATIONS. The Society shall maintain such auxiliary publications as are necessary to the smooth functioning of the Society. A number (PCS-x) shall be assigned to any Society publication and all publications which are procedural shall be updated regularly.

ARTICLE 6. CHAPTERS

6.1. FORMATION. The establishment of local Chapters shall be encouraged, to further the enjoyment of the Society's members and to provide activities and publications of a social nature locally. Any group of members is encouraged to contact the Chairman of the Chapter Relations Committee and inquire about the formation of a local Chapter. The Chairman of the Chapter Relations Committee shall forward any necessary forms and instructions. A petition for formation of a Chapter shall be returned to the Chairman of the Chapter Relations Committee for approval by the Board of Directors, which may delegate approval authority to the Chairman. Such petition shall have as an enclosure a set of proposed Chapter bylaws. Neither the Chapter Relations Committee nor the President may hold a Chapter petition more than 20 days before either approving it or submitting it to the entire Board. If no action has been taken on a Chapter petition after 40 days of its submission, the Chapter shall be automatically chartered and the Secretary shall sign and forward the charter. The Board may deny Chapter status to any group which does not qualify for any reason or which would injure an existing Chapter. Further, the Board may recall any charter, allowing appropriate opportunity for the Chapter involved to present an argument in favor of or against such action.

6.2. SCOPE. Although most Chapters are expected to have geographical integrity, nothing in these bylaws shall prohibit the establishment of a Chapter of special interest which would draw membership from the Society at large.

6.3. MEMBERSHIP. Any Active, Life, Associate, Honorary, or Sustaining Member of the Society may join one or more Chapters of choice; but no person shall be a member of any Society Chapter without also being a member of the Society. However, Chapters outside North America are exempt from this requirement so long as they maintain a core group of Society members.

6.4. OPERATION. Each Chapter shall be run according to its approved bylaws on file with the Society, and any amendments to such bylaws shall be forwarded to the Society's Board of Directors. No Chapter bylaws, or amendments thereto, shall conflict with these bylaws. Any Chapter fund-raising projects involving manufacture of items for sale must be approved by the Board of Directors of the Society to eliminate conflicts. Chapters are encouraged to issue publications, and copies of such publications should be sent to the Society's President, Archivist, Editor, the Chairman of the Chapter Relations Committee, and other Society Chapters.

6.5. AFFILIATES. The Society may enter into affiliation agreements with existing organizations which maintain interests similar to those of the Society. Affiliation is not the equivalent of Chapter status for either organization, and does not entitle an affiliate to a seat on the Society's Board of Directors. Rather, affiliates shall receive mutual courtesies including listings in the Society's periodical masthead, promotions and reports of the affiliates' activities, mutual approval to attend events, copyright waivers, and publications exchanges. The affiliation program shall be under the direction of the Chairman of the Chapter Relations Committee.

ARTICLE 7. EVENTS

7.1. INTERNATIONAL MEETS. The Society shall sponsor an International Meet annually; date and location shall be approved by the Board of Directors. Proposals to hold such Meets shall be submitted in advance in accordance with guidelines issued by the Board of Directors, and will be considered at a meeting of the Board held in conjunction with an International Meet. The Board of Directors may accept any bid, establish a committee of the Society to conduct the event if bids are lacking, or vote not to hold an International Meet in any particular year under special circumstances. International Meets shall be conducted so as to be financially self-sustaining.

7.2. OTHER EVENTS. The Society's Board of Directors may, under special circumstances, sponsor other events or displays of particular interest, provided that the event is in accord with the aims of the Society, and provided that such sponsorship does not expose the Society to liability inappropriate to its insurance coverage.

7.3. VEHICLE DISPLAY. The Vice President shall publish from time to time, with the approval of the Board of Directors, lists of approved classes, body configuration criteria, and year-of-manufacture limits for vehicle display at Society events. The Board of Directors shall strive to protect the Society's good name and may refuse admittance to any vehicle at Society-sponsored events. Bizarre decorations and vehicle contents, condition not reflecting well upon the automobile hobby, and inappropriate prominent lettering or slogans shall be cause for such refusal. Professional vehicles which have been converted into campers, regardless of the quality of the conversion, shall be deemed to have lost their historic value and shall not be judged at Society events, although they may participate if the body is original.

7.4. EQUIPMENT. At events open to the general public, hearses and combination cars rigged as hearses shall be displayed empty. Ambulance and combination cars rigged as ambulances may be displayed with authentic standard rescue equipment, funeral vehicles may contain flower displays, and all vehicles may display standard livery nameplates. No emergency equipment shall be operated on public roads for any purpose during Society events unless specifically authorized by event officials and local authorities, and no judging criteria of the Society shall specify that emergency equipment be operative.

ARTICLE 8. AMENDMENTS

8.1. PROCEDURE. These bylaws may be amended by a 2/3 vote of the Board of Directors at a regularly publicized meeting. It may also be amended by mail vote of the membership. Mail balloting for amending the bylaws is under the direction of the Chairman of Elections and requires a 2/3 vote of all qualified returned ballots. In either procedure, advance notice of the proposed change must be published in the Society's publication. Bylaws approved by the members may not be altered or repealed by the Board.*

8.2. EFFECTIVITY. Amendments take effect upon approval.

** Bylaws approved by the members, and therefore ineligible to be altered or repealed by the Board, appear in this document in italics.*

Bylaws amended since 2012 are followed by a notation of the date of action.