POLICY & PROCEDURE MANUAL OF THE STUDEBAKER DRIVERS CLUB

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I. INTRODUCTION

1. New York Corporation

A. The Studebaker Drivers Club (SDC) is incorporated as a not-for-profit corporation under the laws of the State of New York and has adopted a set of Bylaws that govern its operations. New members and new officers should review the Bylaws carefully, as they answer many of the questions that are likely to arise while serving in an elected position. The Bylaws are published on the Club's website in the member resource section and occasionally appear in Turning Wheels. A copy may be obtained from the Chair of the Bylaws Committee.

2. Policy and Procedures Manual

A. SDC adopted a series of policies and procedures as well, the most important of which appear in this document. These policies are as binding on the operation of the Club as are the Bylaws; however, they differ in that they deal with nuts-and-bolts issues that may require occasional revision. The Bylaws deal with more fundamental issues and are changed relatively infrequently.

B. SDC is an active, vital club that is constantly evolving and growing in order to better serve its membership. This Policy and Procedures Manual is the repository of procedural decisions made by the SDC Board of Directors over time. The purpose of this document is to assist the Board with decision-making by keeping track of past decisions. It is to be kept up to date by the Secretary of the Club. Amendments or additions to the SDC Bylaws supersede this manual and will be updated here upon approval of the Board of Directors.

3. Agent for Service of Process

A. New York state law requires that any club incorporated under the laws of the state must have a resident of the state of New York available for service of process. The SDC Corporate Contact is responsible for accepting the service of any legal documents on the Club and informing the Club President of the receipt of same immediately. Should the person acting as the Corporate Contact move out of the state of New York, he/she must notify the President of that fact and must resign the position. The SDC Board may change the Agent for Service of Process at any time. As of 2026 our Agent is Peter Bishop whose address is 23 Applewood Rd., Buffalo, NY 14225.

4. Document Retention Policy

A. SDC also has a Document Retention Policy that dictates important documents of the Club be retained. These include the Certificate of Incorporation, Bylaws, Policy & Procedures Manual and minutes of Annual Board Meetings. These documents are stored, per a written agreement, with the Studebaker National Museum. Current contracts are retained by the
Secretary. Board minutes should be sent to the stored documents at the end of every year.

II. BYLAWS

1. Most recent version

A. The most recent Bylaws were adopted by the Board of Directors on September 23, 2026. A current copy of those Bylaws is available on the Club website – studebakerdriversclub.com. They will also be published in Turning Wheels.

2. Hierarchy of Importance

A. The Bylaws define the make-up, governance, rights and responsibilities of the Studebaker Drivers Club, Inc. and its members. They also define specific rules that are unique to the Club, and its activities. The Bylaws cannot be suspended and must be adhered to at all times. Should there be a conflict between the Bylaws and the Policy and Procedures Manual, then the Bylaws shall supersede the Policy and Procedures Manual. Should such conflicts be found, the President, or the Board of Directors shall direct the Bylaws, Policy and Procedures Manual Committee Chair to convene the committee, review and make timely written corrective recommendations to the entire Board for action.

3. Robert's Rules of Order

A. The SDC Board of Directors is currently adhering to the rules as stated in Robert's Rules of Order. Board of Directors meetings and Membership Meetings shall be governed by the procedures and protocols in Robert's Rules of Order, Newly Revised (RONR), except where they conflict with specific provisions listed in the Certificate of Incorporation, the Bylaws, or the Policy and Procedures Manual

III. LOGOS AND TRADEMARKS

1. Use of and Identification

A. SDC retains the sole right to the business or commercial use of its registered trademarks, including its name or emblem. Preservation of SDC logos and trademarks shall be a club priority.

B. No person, organization, or corporation may use the logo, name or emblem of the Club without prior permission from the Board of Directors of SDC, except that a chartered Chapter or individual member in good standing may display two of them in order to identify itself or themselves. These are the red, white and blue wheel with a diagonal script Studebaker across the wheel and the double ring logo which has "since 1962" at the top. Chapters or members wishing to use the Club logos on products for sale must first obtain written permission from the Trademark Administrator prior to offering those products for sale. Permission may be conveyed by email, a copy of which shall be maintained by the Secretary. A fee may be charged to individuals for use of a trademark. Any unauthorized use of SDC logos or trademarks shall be brought to the attention of the Trademark Administrator to pursue.

C. SDC has an Intellectual Property Policy and Logo/Trademark Guideline which can be found on its webpage. These Policy and Guidelines detail how, when and where club trademarks may be used. This Policy and the guidelines are to be followed whenever a Chapter or member desires to use or display the SDC logo. The Logo and Trademark Committee shall update this Guide upon request of the President. This pamphlet is also available on the Club webpage.

D. Copies of our registered trademarks are in Appendix B.

E. There are seven registered logos in regular use by SDC. The Turning Wheels magazine logo has also been trademarked.

IV. MEMBERSHIP PROVISIONS

1. Rights of Membership

A. All members who pay the full current dues will receive a monthly copy of the Club magazine - Turning Wheels.

B. Members may advertise in organizational publications, including on SDC electronic websites.

C. Members may make full use of SDC electronic websites, subject to agreement to the following the rules established for those sites. Subject to overall guidance from the Board and/or the EC, the Webmaster shall establish and post guidelines regarding acceptable behavior on the Forum and shall be authorized to appoint Administrator(s) to enforce these rules and edit postings as necessary. Forum Administrators must be members of SDC.

D. Members have the right to participate in all Club activities, such as International Meets, Zone Meets and local Chapter events.

E. Members have the right to vote on those issues detailed in New York Not-for-Profit law, such as elections, mergers, amendments to the Certificate of Incorporation, amendments to the Bylaws, and voluntary dissolutions. Any challenge to the actions of the Board shall follow the procedures detailed in the Bylaws, Article III, D.

2. Membership discipline

A. Article III B of the Bylaws details the rights and privileges of membership in SDC. They address how a member may be disciplined by the Board of Directors. Discipline may be suspension of one's membership or suspension of advertising privileges in Club publications, if so warranted. A member may be disciplined should their conduct of business, vis-à-vis other Club members, or in relationship to advertisements in Club publications, or whose actions at Club sponsored meets is to be determined to be, by the Board of Directors, detrimental to the Club. Such action shall be taken only after the member has been informed of the charges.

B. Any former member who has been previously expelled from the Club may petition the Board of Directors to be reinstated as a member. The member must submit to the Board, in writing, an explanation of why they should be allowed to become a member. Upon receipt of a petition the Board of Directors shall, at their earliest opportunity, discuss the petition, consider the reasons the member was expelled initially, how much time has elapsed since their expulsion, the nature of the complaints against the member and the volume of complaints. In addition, the absence of any new complaints about the prospective reinstated member shall also be considered by the Board when deciding whether or not to reinstate a former member.

3. Membership Dues

A. Dues are established by the Board of Directors and published in Turning Wheels. An additional fee may be charged for foreign, first-class or airmail delivery of Turning Wheels.

B. A lifetime membership was available until 1993. Lifetime memberships in effect before the cutoff date in 1993 will remain valid for the lifetime of those members and their legal spouses.
No further lifetime membership shall be accepted until such time as the Board of Directors shall amend this section.

C. The Board of Directors, by majority vote, may change the amount of the dues, or the imposition of additional fees for all members, and all other matters relating to dues.

D. The Board of Directors may waive yearly dues for certain individuals to be designated as Honorary Members. This designation shall be reserved for those who have made significant and enduring contributions to Studebaker and its related marques, or to SDC. The Board shall retain the right to limit the number and length of honorary memberships and shall review those so honored on an annual basis.

4. Special Membership Meetings

A. The Bylaws provide for the calling of a Special Meeting of the membership or a Special Membership vote. In order for the membership to call a Special Meeting or vote, no less than ten percent (10%) of

the total number of members in good standing must petition the President to hold such a meeting. This petition shall consist of a document including the requested action to be taken with places for the requisite signatures below. It may be submitted electronically. Such petition must be submitted to the President and describe the business the petitioners wish to bring before the membership. The petition must designate one or more of its signers who agree to be responsible for the cost of mailing notices of the meeting or ballots if the Board of Directors does not approve it being borne by SDC.

B. The Secretary shall, upon receipt of a petition, verify the current membership status of the signees and, if they meet the requisite ten percent (10%) of current membership, shall promptly give notice of such meeting. The location of the meeting shall be determined by the President with input from the petitioners. Notice of a special meeting or special membership vote shall be published in the Turning Wheels magazine at least sixty (60) days prior to any Special Meeting or special vote. Ballots for any special vote shall be delivered to the membership along with their Turning Wheels in the issue in which the notice is provided. The President, in consultation with the petitioners, shall set a deadline for voting.

C. Notice of a Special Meeting or Special Vote must give the date, hour, and place of the meeting, or a statement noting that the vote will be by mail or electronic vote. The notice shall include the petition, if any, related to the business to be transacted. No business may be transacted at a Special Meeting unless announced in the notice of the meeting.

V. ELECTIONS

1. Election of Zone Directors/Zone Coordinators/Regional Managers

A. The United States and Canada are partitioned into nine (9) Zones. A single International Zone will represent SDC members in all other countries. Each Zone elects one Zone Director and one Zone Coordinator. A zone for administrative purposes may be further divided into Regions, each of which may elect a Regional Manager.

B. Elections will be held in alternate years. Each year approximately half of the Zones, as determined by the Board of Directors, will elect a National Director and a Zone Coordinator. The remaining Zones will elect Regional Managers in that year. The following year the remaining Zones will hold elections for the corresponding positions. Directors, Zone

C. Coordinators and Regional Managers shall each serve two-year terms, starting April 1st. Term limits, as detailed in the Bylaws apply to the Directors terms, but not the Zone Coordinators nor the Regional Managers. The Board decided, on July 1, 2013, that those Directors that would be termed out by the new term limits can run one more time. This clause will not be in effect after the April 2014 elections.

D. Members in good standing are eligible to serve as, and/or vote for Director, Zone Coordinator, and Regional Manager only in the Zone and Region in which they reside for at least seven (7) months of the year.

E. The Vice President serves as coordinator for the elections for National Director, Zone Coordinator, and Regional Manager and she/he may have an assistant coordinator if she/he chooses. Each year, the Vice President will prepare a notice of the election (Call for Nominations) and a request for nominations for publication in Turning Wheels. This notice must be ready by either July 1 or in time to be printed in the September and October issue of Turning Wheels. The format of this announcement can be virtually identical from year to year.

F. Any member may make nominations for his/her own Zone or Region. November 1st of each year will generally be the deadline for nominations to be received by the Vice President.
G. Nominations are not valid until the nominee submits a written statement of acceptance to the Vice President. Write-in candidates are not permitted. All nominees' membership status will be verified by the Vice President. Should the Vice President lack nominations for certain positions it may be necessary to call incumbents to verify their desires to run or request suggested alternative candidates. The Vice President will forward the list of nominees to Turning Wheels by December 1st of each year. Candidate biographical statements should be submitted by then also. The list will then be printed in the February Turning Wheels, along with a ballot to be either copied and mailed to the Vice President or filled out and scanned and then sent to the Vice President. Should a candidate have no opposition then they will be declared the winner on April 1st by acclamation. All ballots shall be checked for current membership status before being counted.
March 25th will be the deadline for ballots to be accepted. Ballots submitted to the Vice President must contain the printed name, address and signature of the member voting. All ballots must also contain the name of the candidate and the office being filled. Legal spouses may send their two votes on one ballot, as long as both sign it. The ballots must be preserved and made available for inspection at the next Board and Annual Membership Meetings. The ballots may be destroyed after these two meetings are over.
H. Should the Vice President decide to do so, the electronic balloting may begin anytime, after the nominations have been posted in Turning Wheels by placing the ballots on the Club webpage. It is suggested that each candidate submit a candidate's statement and a photo to accompany the ballots so the membership can become familiar with the candidates. These statements should be submitted to the Vice President no later than December 1st so they may, in turn, be submitted to the webmaster in a timely manner. It is recommended that a statement from the Vice President accompany the ballots and the candidates' statements explaining the balloting process.
I. The candidate receiving the most votes wins each election. If a tie occurs, the President will appoint one of the tied candidates as winner. If one tied candidate is the incumbent, the incumbent will be reappointed.
J. If no nominations are received for an office, after April 1st the President may appoint someone or leave the office vacant. If only one nomination is received, the President may appoint that person without holding an election.
K. Candidates running for the office of National Director, Zone Coordinator or Regional Manager may not solicit votes by sending out unofficial ballots to constituents. Only official SDC ballots will be accepted. However, candidates may provide flyers for the Chapter newsletters or for individual mailings to the membership. Any mailings that are to go to individual members must be approved by the Vice President prior to mailing.

2. Special elections

A. Should a Director resign and the Zone Coordinator is neither willing nor able become the Zone Director, the President shall appoint an alternate Director until the next election is held.
B. Should the membership in a Zone feel that their Director needs to be replaced prior to a scheduled election period a Special Election may be conducted. In order for such an election to take place no less than twenty five percent (25%) of the members in the affected Zone must petition the President for such an election to take place. Said petition must state the grounds for the Special Election and must designate one or more of its signers who agree to be responsible for the cost of mailing notices of the ballots if the Board of Directors does not approve its being borne by SD**C.** Such an election will be

conducted by the Vice President in a manner similar to the regular elections. Nominations will be gathered via a notice in Turning Wheels and on the Forum. Candidate's names will be placed on a ballot to be distributed via Turning Wheels and/or on the Club webpage directed to the members in the affected Zone. Members shall have thirty (30) days to respond with their ballots.

C. Special elections should not be considered lightly. Potential grounds for an election to remove a Director prior to the regular election cycle shall include a failure, on the part of the Director, to attend at least seventy five percent (75%) of the scheduled Board meetings; engaging in conduct unbecoming a Director of SDC; criminal indictment for a crime of moral turpitude; or repeated disruptive behavior at Board meetings.

3. Election of Officers

A. See the Bylaws for Elections of Officers. The President, Vice President, Secretary and Treasurer are elected by the Board of Directors for two-year terms at the International Meet and are not elected directly by the membership.

VI. DUTIES OF ZONE DIRECTORS

1. Knowledgeable and Discreet

A. Directors set policy for the Club and are often the face of SDC to its members. As such, they must be knowledgeable about the workings of the Club, its history and its activities. He/she must be familiar with the Bylaws and have read the Policy and Procedures Manual. A Director must also be discreet. Communications between Board members should not be shared outside the Board and the interests of the Club must be paramount in all Directors activities.

2. Participation

A. A director must attend seventy five percent (75%) of scheduled Board meetings. Failure to do so may open a Director up to censure by the Board. Every effort must be made to attend the annual meeting at the International Meet. If a Director cannot attend a meeting it is their responsibility to provide an alternate to attend in their stead. First choice should be the Zone Coordinator in the Zone. Should the Zone Coordinator not be able to attend a Regional Manager should be considered. Should a Director find that they are unwilling to or unable to attend seventy five percent (75%) of the scheduled Board meetings, the Director must seriously consider resigning and having the Zone Coordinator take their place on the Board.

B. Director should also attend those meetings at the annual meet that put them in contact with their constituents, such as the Chapter Presidents meeting.

C. In order to adequately represent their Zone, a Director should reside in their Zone at least seven (7) months of the year.

3. Conflicts of Interest

A. A Director must not vote upon or discuss Board matters in which he/she has a Conflict of Interest. SDC has a written Conflict of Interest policy which every director will be asked to sign at the annual meeting. If no annual meeting is held a Director will be asked to sign the document when asked to do so by the President, and no less than annually. It requires a Director to divulge any perceived conflict he/she may have with respect to SDC business and to agree to not participate in the discussions or voting on issues in which he/she has an interest. A Director must be familiar with New York Law regarding Conflicts of Interests. New York Law §715 is copied at the end of this document. (See Section XXII below for more information.)

4. Contact with Zone Coordinators and Membership

A. A Director is expected to be personable, communicative and knowledgeable about his or her Zone. A Director should maintain contact with the Zone Coordinator in their Zone and make every effort to visit the various Chapters in their Zone and attend Zone Meets in the Zone when possible.

B. A Director should consider their Zone Coordinator as a “Director in Training”. As such, they should make every effort to work with the Zone Coordinator to help develop the membership base, support the Chapters and find ways to encourage membership in local Chapters.

C. A Director is expected to go on to the Forum regularly in order to gain an understanding of what the members are discussing. Directors are not required to post on the Forum, but are expected to be aware of the threads that exist thereon. Each Director should also monitor the Zone Forum pages for their respective Zone on the Forum.

5. Membership Development

A. Membership in a Zone should also be a concern of a Director. They should ask themselves, "Is my zone membership increasing?" If not, a Director should work with the Zone Coordinator and Regional Manager(s) to devise outreach programs to encourage membership growth.

VII. Additional DUTIES OF OFFICERS, ZONE COORDINATORS, REGIONAL MANAGERS

1. Duties in addition to those in the Bylaws

The Bylaws detail some of the Club Officers' duties. Below are some additional duties that are performed by each officer.

President

The President serves as the Chief Executive Officer of SDC and is authorized by the Bylaws to make a variety of day-to-day decisions as to the management of the Club without Board approval, but in this regard shall be subject to the orders of the EC and the Board of Directors. The President shall have the following powers:

1. Serve as Chair of the Board of Directors and conduct the Annual Board and General Membership Meetings at each International Meet.
2. Chair the EC and its meetings.
3. Approve and sign all contracts and checks.
4. Call Special Board meetings.
5. Respond to media inquiries.
6. Work with the various committees as necessary. The President is a member of all committees and shall be copied with all communications.
7. Solicit bids for paid positions, including, but not limited to Membership Secretary,
8. Publisher, Turning Wheels Editor, Turning Wheels Advertising Editor, What’s Happening Editor, Printer, Forum Administrator and Webmaster. Requests for bids should go out no less than sixty (60) days before the International Meet. The President will submit the names of those persons or firms bidding for such positions, along with their bids, to the Board of Directors for approval.
9. Contact the Chair of the Bylaws, Policy and Procedures Committee to review member proposed amendment(s) and provide written comments.

10. Bring before the entire membership, via publication in the official Club magazine, Turning Wheels, any member proposed amendment(s) to the Bylaws for consideration along with mail-in voting cards for use by the membership in casting votes. Electronic voting may also be used. The Vice President shall oversee the voting.
11. Determine, in consultation with the International Meet Committee Chair, the date of the Annual Membership Meeting of SDC which is held during the International Meet each year.
12. Call for a Special Membership Meeting or Special Membership vote may be called by the President.
13. Decide when to conduct regular Board meetings - no less frequently than quarter 13. Establish and appoint members to Special Club Committees, subject to the approval of the Board of Directors.
14. Create the Agenda for the Annual Board Meeting and have it published in Turning Wheels prior to the meet.
15. Appoint at least two members who are not on the Board of Directors or seeking National office to serve as an Election Committee to conduct the election of the National Officers (e.g., Club President, Vice President, Secretary and Treasurer).
16. Fill any vacancy in Club offices or positions by appointment for the remainder of the term, subject to the approval of the Board, with the exception of a vacancy in the office of President, which would automatically be filled by the Vice President.
17. Expend up to a total of $3,000.00 of unbudgeted funds per fiscal year.
18. Perform such other duties as directed by the Board of Directors.

Vice President

The Vice President serves as acting President whenever the President is unable to perform this function. In addition to those duties specified in the Bylaws the Vice President also:

1. Is a member of the Executive Committee.
2. Manages SDC National Auction.
3. Runs the elections for Directors, Zone Coordinators and Regional Managers.
4. Assists the President in any manner necessary.
5. Handles a variety of other administrative duties, such as responding to inquiries, arranging for the printing, storage and dissemination of brochures, stationery, etc.

Secretary

The Secretary is the Secretary to the Board of Directors. Specific duties, in addition to those detailed in the Bylaws, include:

1. Is a member of the Board of Directors and of the Executive Committee.
2. Receives reports from club committees and contract vendors.
3. Distributes meeting minutes to the Board within six weeks of a meeting of the Board at the International Meet for review.
4. Create and follow up on a “To Do” list after the Board Meeting for Officers and Directors.
5. Act as liaison with Membership Secretary.
6. Has authority to sign checks if necessary.
7. Sign and affix SDC seal for new Chapter certificates.

8. Provide notice of all meetings of the Board and members. Upon receipt of a petition for a special membership meeting, shall verify the current membership status of the signees and if they meet the ten percent (10%) of current membership, shall promptly give notice of such meeting.
9. Distribute presidential letters, ballots, and other material to Board members during the year, and conduct the roll call for Board meetings and compile results and notify the Board.
10. Maintain copies of all contracts, insurance policies (including liability for meets, and Directors and Officers), and surety bonds (Treasurer and Membership Secretary).
11. Maintain copies of and record changes/updates to the SDC Bylaws and the Policies and Procedures Manual and distribute same.
12. Accept written resignations.
13. Maintain conflict of interest forms.
14. Perform such other duties as directed by the Board of Directors or the President.

Treasurer

The Treasurer is a Member of the Board of Directors and the Executive Committee. The Treasurer is responsible for overseeing the Contracted Accounting Firm.

1. Maintains SDC's bank accounts, authorizes payments, and prepares monthly, quarterly, and annual financial statements. Submits quarterly reports, including a brief narrative, to the Board and the Turning Wheels Editor for publication. Annual financial statements are also published in Turning Wheels.
2. Prepares an annual budget for Board review, revision and approval by the Board at the Annual Board of Directors' meeting.
3. Completes 990 Organizer for CPA to prepare tax return directly after
4. completion of an audit.
5. Maintains SDC's liability insurance.
6. Prepares 1099 information.
7. Places and monitors Certificates of Deposit (CDs), Money Market, Cash and Checking Accounts.
8. In consultation with the Financial Investments Committee, the Treasurer may invest Club funds for periods of up to 1 year without Board approval. Investment periods exceeding 1 year require Board approval.
9. Attends Annual Board Meeting.
10. Obtains liability insurance for officers and Chapters, plus insurance for all
11. official SDC activities, including; conventions, meets, meetings, and shows.
12. Monitors monthly budget.
13. Pay invoices, maintain the check registers, write, sign and send checks to President for signature.
14. Act as International Meet Treasurer.
15. Obtains bond to cover club in case of employee theft.
16. Mail a proposed budget to the Treasurer at least 30 days prior to the Annual Board of Directors meeting in order to be approved by a vote of the Board.
17. Performs reasonable additional duties or analysis as requested by the Board of Directors and or the President.
18. Deposits checks written to SDC as required (i.e., Turning Wheels Advertising,

19. SDC Auction, refunds, etc.)
20. Performs monthly reconciliation of the SDC checking accounts. (An Audit
21. Committee member should review these.)
22. Provides comparison analysis on supplied data for motions or other business of the Board of Directors that involve funding.
23. Checks vendor invoices for accuracy. Obtain concurrence from budget item manager (i.e. Advertising Committee Chair, Turning Wheels Editor, Audit Committee
24. Chair, National Foundation, etc.)
25. Tracks donations, interest, and spending for Studebaker National Museum Capital Cost Fund, the Studebaker Foundation and the Restoration Fund liability accounts, and reconcile with the savings accounts for these funds. Provide current analysis of these funds as requested.
26. Write general journal entries as needed.
27. Maintains QuickBooks and ensure data backup is available and current.
28. Maintains summaries required by CPA firm to mitigate cost of the audit (i.e.
29. Accounts Receivable Summary, liability account detail, etc.)
30. Works with the audit committee to prepare data needed by CPA firm for annual audit.
31. Maintains the safekeeping of all documents.

Zone Coordinator

Each SDC Zone will have a Zone Coordinator (ZC), reporting directly to the Zone Director.
Zone Coordinators' primary focus is the chapter within their zone. The ZC will receive a monthly report from the Membership Secretary, which contains new, renewed, and members who are delinquent within the past 30 days.

1. The ZC will assist Chapters with the following:
    a. Develop Chapter membership applications
    b. Utilize the SDC data membership base to verify that all Chapter members are also members of SDC
    c. Assist with Chapter newsletters
    d. See that all important Chapter events are sent to the club Webmaster, the club Facebook Administrator, "What's Happening", and other social media services, to promote SDC in as many avenues as possible
2. The ZC is responsible for the administration and coordination of Zone Meets. The ZC will assist the Host Chapter in coordinating the Zone Meets, and serves as liaison between the Chapters and regions in that zone, assuring that they have volunteers and the tools necessary to conduct a successful Zone Meet.
3. The ZC will maintain a current list of Chapters and Chapter officers within his zone. This information will be forwarded to the Chapter Charter Administrator.
4. The ZC should be in contact with the Chapters and make every attempt to assure each Chapter that SDC is there to help and support their Chapter.
5. The ZC must be a member in good standing, residing in the Zone. Before the election, he/she must submit a statement in writing that he/she is willing to accept the responsibilities and duties of the office if elected.
6. The term for a ZC will be two years, but not subject to term limits, beginning on April 1st of the year of election and until his/her successor is elected and qualified.

7. If a ZC is unable to complete his/her two-year term, the Director from that Zone will assume the position for the remainder of the term. The Director will be responsible for both offices for the remainder of the term. If the Director is unable to or unwilling to serve, the President may appoint a temporary Zone Coordinator from that Zone.

Regional Manager

SDC Zones are divided into Regions for the election or appointment of Regional Managers. A Regional Manager is responsible for the following:

1. Primary focus is membership: welcoming new SDC members, and retention of existing members.
2. Each Region within a Zone will have a RM. The RM will report directly to their Zone Director.
3. The RM will receive a monthly report from the Membership Secretary, which contains a listing of all new members and members who have let their membership expire within that region.
4. The RM should welcome all new members to SDC, supply them with a "New Member Kit", and guide them to the nearest local chapter. Notify that Chapter President and Membership Secretary, so they can also welcome the new member to their Chapter. "You don't need to Own One to Belong". The "New Member Kit" should consist of the following:
    a. Cover letter
    b. The SDC Vision and Mission Statements
    c. "Double Ring" Logo sticker
    d. Local Chapter membership application
    e. Listing of upcoming local Chapter events.
5. The RM should seek the assistance of Chapter membership secretaries in contacting members who have let their membership expire (providing they have a Chapter affiliation); to make sure they don't forget to renew their membership. Downloadable templates of sample letters (welcome and expired memberships) will be available to the RM and Chapter membership secretaries to use as tools to assist them with SDC membership retention goals.
6. Reimbursement of expenses for postage and envelopes is available from the SDC Treasurer via expense report (save receipts).
7. The term for a RM will be two years, but not subject to term limits, beginning on April 1st of the year of election and until his or her successor is elected and qualified.
8. A RM must be a member in good standing, a resident in the Region, and before the election or appointment must submit a statement in writing that he/she is willing to accept the responsibilities and duties of the office if elected.
9. In the event of a vacancy of a Regional Manager position, or to organize a new area, the President may appoint a member from that area to act as Regional Manager until the next scheduled election. The President may leave the office of Regional Manager vacant if there is no appropriate member in good standing living in the Region to appoint to the position.

VIII. CONTRACTED POSITIONS

1. Bidding, Contracts and 1099s

A. The Board of Directors is authorized to contract out for certain services. These shall be known as contracted positions. These individuals or commercial firms serve various needs of the Club and are paid to do so. SDC does not provide a workplace or set the working hours for any of the paid positions,

so the persons being paid are Independent Contractors. As such, each one is responsible for reporting his/her own taxes, including FIC*A*. SDC will provide an IRS form 1099 each year in a timely manner. The availability of such positions shall be published annually and posted on the SDC website no later than sixty (60) days before the Annual Board Meeting.

B. Each contractor is selected after bidding on the job and being selected by the Board at the Annual Board Meeting. Contract requirements shall be established by the EC and shall be made available to all potential contractors no later than sixty (60) days before the Annual Board meeting. The Board is not required to accept the lowest bid in deciding who should be approved for any position, but a reason must be given for accepting a higher bid. Such contracts/appointments shall generally be made for two years. Each successful contractor shall send a contract reflecting their bid to the EC for execution within 30 days of their selection as a contractor.

C. Currently the following contractor positions serve the Club:

a) Membership Secretary
b) Forum Administrator
c) Turning Wheels Editor
d) Turning Wheels Assistant Editor
e) Webmaster (Cornerstone)
f) Printer
g) What's Happening Editor
h) International Meet Registration Services Provider (Cornerstone)
i) Postal Permits
j) Contracted Accounting Firm
k) Social Media Coordinator
l) Logo and copyright registration
m) South Bend PO Box address of record, management of key, renewal and contents.

2. President solicits bids

A. It is the duty of the President, or his/her appointee, to solicit bids for paid positions. Requests for bids should go out no less than sixty (60) days before the International Meet. The President will submit the names of those persons or firms bidding for such positions, along with their bids, to the Board of Directors for approval. The term of these positions will be for two years and will be subject to renewal every two years. Candidates for these positions will be expected to provide information about their qualifications and demonstrate that they are reputable and competent, and that their proposed compensation is competitive as well as commensurate with the work performed.

3. Positions

A. The Board of Directors, or the President with the concurrence of the Board of Directors, may establish other Club positions, and may appoint or hire persons to fill them. These positions do change occasionally, and the names listed herein must be updated accordingly. No Board action is required to make those changes.

1. Membership Secretary

The Membership Secretary is a contracted position. This position includes the following Responsibilities:

a. Receive Club membership requests via mail, Internet, fax and phone.

b. Accurately maintain the following member information:
    1. Member name, legal spouse's name
    2. Member address (2 address lines, city, state/province postal code and country)
    3. Seasonal addresses
    4. Member phone numbers, e-mail address
    5. Membership type (lifetime, regular, youth, student, honorary and complimentary)
    6. Mailing preference (periodical, first-class or air-mail)
    7. Membership initiation date and expiration date (with allowances for "lifetime" members)
    8. Order history
    9. Payment history
    10. Correspondence history
    11. Referral source (e.g. "Hemmings", "Antique Auto", etc.)
    12. Vehicles – up to 25 entries (year, model, style)
    13. General notes (e.g. damaged issues, member comments)
c. Accept membership dues in the form of cash, check or credit card. Credit card orders will be handled through SDC's current credit card terminal. Credit card orders taken through the Internet will go through a secure (128-bit encrypted) server. Accept gift memberships given on behalf of a third party.
d. Prepare bank deposits and mail checks/cash to the assigned SDC financial institution. All mail packets containing checks and cash are mailed via USPS Registered Mail with insurance.
e. Mail or email renewal letters. Renewal letters will be sent six (6) weeks prior to the membership expiration date.
f. Mail Membership Expiration Letters. Expiration letters will be sent two (2) weeks after the membership expiration date. If a member has not renewed within four (4) weeks of their expiration date, they will automatically be cancelled.
g. Provide electronic mailing lists to the designated Turning Wheels printer via the Internet or other acceptable form, such as a disc. The format of the electronic files will be negotiated between the Membership Secretary and the Printer.
h. Mail new and renewed membership letters and cards. Members will receive a letter and membership card within two (2) weeks of receipt of membership funds. i. Provide bi-monthly Accounts Receivable, Activity, and Demographics reports to the Club Treasurer.
i. Provide quarterly Zone Reports to the Board Members and Zone Coordinators for their respective region. Zone Reports will be sent either by e-mail or U.S. mail as requested.
j. Provide an annual report to the Board of Directors at their annual meeting. The report will include year-to-date activities of the Membership Secretary.
k. Fulfill Turning Wheels back-issue orders. Back issues of Turning Wheels will be stored on-site at Membership Secretary's facility, or Membership Secretary's designated warehousing facility. Insurance to cover the loss of this inventory will be secured by Membership Secretary.
l. Fulfill membership anniversary recognition pin orders. Pins will be shipped twice a month to qualified members who elect to purchase pins as part of their renewal. Members will be notified of their pin eligibility in the renewal reminder letter. Per Board directive, members who have attained the 40-year membership mark will receive one 40-year pin at no charge.
m. Assist with SDC rosters. The roster will be available in both book (soft cover) and digital media format. It will be kept up to date and may be printed upon request of the Board. The

Membership Secretary will handle retail sales and individual orders. Postage for international roster sales will be charged to the member. The roster will include the following information:

1. Member's name, address, phone number and e-mail address.
2. Up to four vehicles.
3. Listings by Country, Province (Canada), Territory (Australia) and State (U.S.).
4. Cross-reference by membership last name, first name, State/Territory/Province and Country.

The current Membership Secretary is Cornerstone Registration.

2. Forum Administrator

The SDC Forum Administrator's job is a contracted position. He/she will oversee the Club Forum, located at http://forum.studebakerdriversclub.com. This position includes interfacing with the Web Hosting service to maintain and update the Forum software, working with the SDC Webmaster when needed, assembly and oversight of a team of Forum Moderators, vetting and approval of new Forum registrants, answering questions about logins or the Forum technical issues that may be posed by users, assistance with password or login problems, discipline of users when necessary, and any other tasks that arise in the oversight of the Forum as directed by the Board.

3. Turning Wheels Editor

The Turning Wheels Editor is a contracted position, and he/she shall serve as both the editor and the publisher of Turning Wheels, the monthly magazine of the Studebaker Drivers Club, Inc.

Technology & Equipment**:**

a. High-speed internet connection, current publishing software (e.g., Adobe Design Suite or similar).
b. Compatible, current software so submissions can be used when received via email, DVD, or handwritten (e.g., Word, Publisher, OCR software), and files sent to printing company are in an appropriate format.
c. Good high-resolution scanner.
d. Fax with dedicated phone line.

Timing:

a. It is suggested that the Editor submit completed layout files to the printing company within the appropriate required time schedule such that the issue can mail by the 15th of the month prior to the date of the issue. The current process involves high resolution pdf files created per Printer's defaults and uploaded to Printer by using their file transfer system.

Content:

a. Appoint regular monthly columnists, as well as work with long-time regular contributors and writers.
b. Work with current regular columnists to ensure that a comprehensive technical advice column is maintained, and a regular column with interesting historical information and data is maintained.
c. Contact and recruit potential feature article writers and negotiate payment and schedules for feature articles, while working within the established budget.
d. Select articles and photos suitable for publishing, from submissions, and schedule accordingly.
e. Receive and schedule SDC business articles and reports (e.g. Treasurer's Reports, President's message, SDC Elections, other Director's articles as requested by the Board or its Committees).

f. Request, receive and schedule photos suitable for the cover photos. Sometimes this is part of a feature article, often it's a matter of requesting high resolution versions of article photos or misc. photos that have been submitted.
g. Coordinate with the Advertising Editor to receive advertising content in an appropriate format.

Production:

a. Do design and layout of each page. Ensure there are no typographical errors, and the completed pages appear organized and professional as per established standards.
b. Ensure that all Display advertising appears on appropriate pages (e.g. color or black and white as requested by advertiser), and that all classified ads have been included.
c. Create file format as per the printing company's requirements, suitable and ready for publishing.
d. Notify printing company of print quantity required for the current issue each month based primarily on current data from the Membership Secretary.

Customer Contact:

a. Receive submissions of articles, photos and reports, in either digital format via email, or by download from ftp site, or by postal mail. (often includes instructing submitters regarding the need for high resolution digital photos, and how to email or send such image files).
b. Receive various SDC or Studebaker-related questions by telephone, fax, email, and respond with answers or reference to correct sources for the answers.
c. Respond to inquiries from non-members. This is often their first contact with SDC, so this has also a public relations/SDC promotion aspect.
d. Respond to submitters of content and others with questions about Turning Wheels and SDC.

Budget:

a. Manage the magazine's "Article Fund" the amount of which is approved annually by the SDC Board of Directors. No further board approval will be necessary to utilize these funds to make payments to contributors. Board approval will be needed to exceed the budgeted amount.
b. Work with the SDC Treasurer to initiate and / or approve payments from the fund to contributors.
c. Provide annual budget request for Article Fund.
d. Prepare to report annually to the SDC Board of Directors

Data Management:

e. Maintain an organized digital filing system for all submissions received via the Internet and organized physical files of submissions received by mail.
f. Create digital backups of all files used in each issue and organize and file appropriately.

4. Turning Wheels Assistant Editor

The Turning Wheels Assistant Editor is a contract position. The Turning Wheels Advertising Editor shall be responsible for all advertising that appears in Turning Wheels, the monthly publication of the Studebaker Drivers Club, Inc. The following are recommended deadlines and equipment.

Technology & Equipment:

a. High speed internet connection.
b. Compatible, current software so submissions can be used when received via email, DVD, or handwritten (e.g. Word, Publisher, OCR software), and files sent to Turning Wheels Editor are in an appropriate format).
c. Good high-resolution scanner.
d. Fax with dedicated phone line

Timing:

a. Submit completed layout files to the Turning Wheels Editor within the appropriate required time schedule such that the issue can mail by the 15th of the month prior to the date of the issue.
b. Provide all display and classified advertising and related information to the Turning Wheels Editor in a timely manner so as to meet deadlines.
c. Deadlines for receipt of submission from advertisers are to be agreed upon with the editor of Turning Wheels and approved by SDC. However, in no case shall the advertising deadline be more than the 10th day of the month two months prior to the month of publication-example: October 10 would be the deadline for the December issue.

Content:

a. Specifications for electronic files and photos will be provided to the advertising editor by the Editor of Turning Wheels.
b. Classified ads - The advertising editor will submit ads to the Turning Wheels Editor who, in turn, will format the ads for publication.
c. Display ads - Camera-ready ads will be forwarded to the Turning Wheels Editor. When requested by the advertiser, the Advertising editor will create ads for clients. The Advertising Editor may charge clients a fee for this service.
d. Insert advertising – The Advertising Editor will work with the printer for insert advertising.
e. SDC Event Display Advertising - Camera-ready ads for International SDC Meet, Zone Meet and Chapter event display advertising will be forwarded to the Turning Wheels Editor.

Production:

a. Receive classified advertising by mail, fax and the Internet. Funds received shall be forwarded to the SDC Treasurer and shall be accounted for in a manner determined by the Treasurer.
b. Solicit advertising.
c. Prepare the appropriate mechanical information for display advertisers, including size of ads, advertising rates (to be approved by SDC).
d. Prepare the appropriate SDC member and non-member classified advertising specifications, rates (to be approved by SDC).
e. Prepare the appropriate mechanical information for insert advertising, including size, rates (to be approved by SDC), point of delivery and deadlines (to be agreed upon with the printer of Turning Wheels).
f. Prepare the appropriate mechanical information for International SDC Meets, Zone Meets and Chapter events display advertising in accordance with SDC rules, including number and size of free ads (as approved by SDC), and rates for paid ads (to be approved by SDC).

Customer Contact:

a. Receive submissions of advertisements, photos and event information, in either digital format via email, or by download from ftp site, or by postal mail.
b. Expect a significant amount of time to be spent giving feedback to submitters of content as well as fielding contact from various sources with questions about Turning Wheels and SDC.

Budget:

a. Work with the SDC Treasurer to submit and account for advertising revenue collected.
b. Provide annual budget input for Turning Wheels Advertising revenue.
c. Prepare to report annually to the SDC Board of Directors.

Data Management:

a. Maintain an organized digital filing system for all submissions received via the Internet and organized physical files of submissions received by mail.

5. Webmaster

The SDC Webmaster is a contracted position. The Webmaster's responsibilities are as follows:

a. Design, develop and maintain the SDC website, www.studebakerdriversclub.com, to current web design and functionality standards. Keep all information thereon current and accurate. This includes selecting suitable hosting sites and suitable DNS services.
b. Receive events listings from local SDC Chapters, SDC officials and the SDC Publisher and post to the website within 48 hours.
c. Receive local Chapter listings and updates from local SDC Chapters, SDC officials and the SDC Publisher and post to the website within 48 hours.
d. Solicit, receive, edit and/or write articles as may be appropriate for the Studebaker News or Studebaker Stories sections of the website.
e. On a daily basis, supervise, manage and moderate the SDC Forums to ensure they are functioning properly and the content is within the Forum's code of conduct.
f. On a monthly basis, receive from the Turning Wheels Editor, the classified ads page layout files for the next month's issue of Turning Wheels; convert and format the classified ads for the website, including adding color photos, and post the Classifieds to the website no sooner than 30 days after the TW issue has been mailed.
g. Reply promptly to all Webmaster emails from SDC members and forward emails to the proper SDC party as needed.
h. Manage and liaise with 3rd party participants, including the hosting company and its technical staff, to ensure that the website is operational and functioning properly at all times.
i. Ensure, through the hosting company, that the website is backed up on another server at least once every seven (7) days.
j. Typical computer equipment and software required by the Webmaster to conduct his/her responsibilities as described are to be purchased, owned and maintained by the Webmaster and/or his/her 3rd party participants.
k. Webmaster is to carry out his/her responsibilities as described here for the contracted monthly service fee as approved by the SDC Board. Additional funds, such as funds to upgrade and/or enhance the website beyond the normal scope of the activities described here is to be proposed, approved by the SDC President and funded on a case-by-case basis.
l. Manage and maintain all SDC domain names to ensure their registrations are current. All domain names, including www.studebakerdriversclub.com; www.studebakerdriversclub.net; and www.studebakerdriversclub.org are owned by SDC, not the SDC Webmaster.
m. Work with the SDC Forum Administrator on all hosting and server issues. Provide email forwarding services for the Forum Administrator and the webmaster.
n. Prepare, post and update all content on the SDC website.
o. Prepare and submit an annual Webmaster report to the SDC President and SDC Board and submit other reports as may be directed by the SDC President. The current webmaster Cornerstone Registration.

6. SDC Printer

The SDC Printer is a contracted position. The Printer will:

a. Print and mail one issue of Turning Wheels to all full price active members, including Life Members, prior to the cover month.
b. Be prepared to submit bids to print other SDC publications and forms.
c. Provide a report to the Board at its annual meeting.

d. The current Printer is Sheridan Press.

7. What's Happening Editor

The What's Happening Editor keeps up that column in Turning Wheels. His/her duties include:

a. Accept input from chapters detailing events and/or meeting schedules.
b. Accept input from the responsible chapter(s) specifically related to upcoming Zone Meets.
c. Provide information to the TW Editor in an acceptable/specified format.
d. Provide information to the TW Editor in a timely manner compatible with printing deadlines.
e. Ensure that events published in TW are current, (not past).

8. International Meet Registration Services Provider (Provider)

1. **Registration Processing.** The IM Registration Provider will provide registration processing for event attendees, their guests, Board Members, vendors, and staff. Registration methods include fax, mail and Internet. All new registrations, modifications to existing registrations, and registration cancellations will be confirmed via e-mail or U.S. Mail. (If an e-mail address is provided by the registrant, this will be the preferred method.) Registration will record the following information:
    a. Registrant name and guest name (Immediate family members or maximum of
    b. 2 guests.)
    c. Mailing Address
    d. Club Affiliation (limited to SDC, ASC, AOAI, and Packard Club)
    e. Local Chapter Affiliation (one only)
    f. Registration Fees
    g. Late Registration Fees
    h. Tours and Fees
    i. Events and Fees
    j. Payment Information (including history)
2. **Payment Methods.** Payment for registration will be accepted in the form of cash, check, money order, and credit card. Credit card transactions are managed by Cornerstone Registration, LTD for events and membership or Studebaker National Museum for SDC Merchandise sold in the museum store. All financial transactions will be reconciled once a month. All cash, checks, credit cards, online payment services and money orders will be deposited directly into the SDC bank account at Wells Fargo Bank by Provider at least once a month. All financial reports will be mailed or e-mailed to the SDC International Meet Coordinator and Treasurer once a month. Provider must be insured and bonded.
3. **Name Badges**. Name badges will be produced for each attendee and will include the state/province and country from which the attendee hails.
4. **Activity Tickets.** Activity tickets need to be produced for each attendee registered to attend an activity. Activity tickets will clearly list the activity name, date, time, and location. For those activities with limited availability, the Provider shall be able to track the number of tickets sold and stop when the activity is full. Sales reports listing the number of tickets sold are available to event organizers for planning purposes. (An "activity" is defined as an SDC- sponsored event taking place on the property of the Host Hotel or other sanctioned venue.)
5. **Tours and Tour Tickets.** Provider shall be able to take reservations and produce tour tickets for sanctioned tours sponsored by or contracted by the SDC. Tour tickets shall be produced for each attendee registered to attend a tour. Tour tickets will clearly list the tour name, date, time and meeting location. For those tours with limited space, Provider should be able to track the

number of tickets sold and stop when the tour is full. Sales reports should be available for tour organizers, so they know the number of people attending. (A “tour” is defined as an off-site excursion sanctioned or contracted by the SDC.)

6. **Registration Packet Assembly.** Since many documents from different sources are combined into the registration welcome packet, Provider shall assist the host chapter in organizing and assembling the registration check-in materials. Provider may provide the following registration materials:
    a. Attendee name badges
    b. Copy of the registration confirmation
    c. Activity tickets
    d. Tour tickets
7. **On-Site Registration**. On-site registration shall include all the services of pre-registration, including the immediate printing of a confirmation and name badges. Onsite sales of activity and tour tickets can also be handled.
8. **Web Site Development and Hosting**. Provider shall have significant web site development experience and be capable of developing a professional, informative web site for all Meet information and registration. The web site will contain (but is not limited to):
    a. General event information
    b. Host hotel and alternate hotel information (including camping)
    c. Contact information
    d. Event agenda
    e. Event and tour descriptions
    f. Seminar information
    g. Vendor information
    h. Trophy sponsorship listing
    i. Transportation information
    j. On-line registration pages (The on-line registration pages will be secured and encrypted through the use of a secure server employing Secure Socket Layers – SSL.)
9. **Reporting.** Provider must be able to produce the following registration reports and will make them available through the Meet website in real-time. Access to reports will be protected through the use of a password.
    a. Registration Summary Report
    b. Attendee Summary Report
    c. Event and Tour Summary
    d. Demographic Report
    e. Judged and Display Car Listings
    f. Judged Vehicle Spreadsheet

The current IM Meet Registration Services person is Cornerstone Registration.

9. Postal Permits

The PPs is a contracted position. Their duties include the following:

a. Maintain SDC’s Second Class Mailing Permit and renew it every year.
b. Serve as the SDC contact with the US Postal Service regarding the mailing of Turning Wheels. This includes submitting to the Post Office and printing in Turning Wheels SDC’s yearly statement of second class mailing due every October. Process any complaints from the Post Office during the rest of the year.

c. Maintain a list of Studebaker parts and service sources for publication in Turning Wheels.

10. Contracted Accounting Firm

Reports to the SDC Treasurer. Duties include verifying all invoices financial reporting, tax filing as directed by the Treasurer, and other duties as assigned by the Board of Directors.

11. Social Media Manager

Coordinates online platforms where users can share information and connect with virtual communities through text, video, photos, and other content. Responsible for managing and protecting a company's or brand's online presence across various social media platforms including but not limited to YouTube and Facebook.

IX. SDC BOARD STANDING COMMITTEES

A. Board Standing Committees, either special or permanent, may be established by the Board of Directors to assist in carrying out special studies or perform a continuing function. Each committee will have a single purpose that will be made evident in its title.

B. Each Board Standing Committee will have a Chair appointed by the President, and will have no less than three Board Members on it.

C. Board Standing Committee Chair will serve a one-year term, ending each year at the end of the International Meet. The Board may continue the Committee for another year, elect new participants or it may be dissolved.

D. Every Board Standing Committee shall report to the Board of Directors when directed and detail how its funds, if any, were utilized.

The following committees are Board Standing Committees.

1. The Executive Committee

A. The Executive Committee (EC) is comprised of the President, Vice President, Secretary, Treasurer, Immediate Past President, and one Director. Additional appointee/s may be appointed at the discretion of the President. It is responsible for the day-to-day operations of the Clu**B.** Specific responsibilities of the EC are detailed in the bylaws. Should others be developed, they will be listed in this section.

2. The Audit Committee

A. SDC is a not-for-profit (501C-7) corporation, incorporated in New York State. SDC Maintains an Audit Committee charged with investigating any indication of fraud or embezzlement. The Audit Committee will be composed of at least three members of the Board of Directors. Best practices recommend that all members be independent of any financial interest in the organization, and at least one must have expertise in accounting. The Audit Committee will be responsible for:

a. Ensuring that SDC financial records are reviewed on an annual basis by a CPA Firm.
b. Selecting and reviewing independent external auditors and their fees for services rendered.
c. Reviewing with the auditors the Club's annual financial statements and reports.
d. Reviewing and evaluating the results of any audits and recommending changes necessary to remedy problems identified by the auditors.
e. Maintaining communications between the Board and the auditors.
f. Ensuring that proper Federal and state tax filings are completed in a timely manner.

g. Periodically reviewing the Club's insurance coverage to determine its adequacy.
h. Identifying any other financial problems confronting SDC and developing recommendations to improve the Club's efficiency and/or remedy these problems.
i. Monitoring any legal matters that could affect the financial health or legal status of SDC.

3. Financial Investments Committee

A. The Financial Investments Committee is responsible for recommending and determining where and how the Club should invest its funds. It shall comply with the terms of the New York Prudent Management of Institutional Funds Act (NYPMIFA), which governs not-for-profit investments (New York Code NFP Section 552), research the financial markets to determine which investments will provide the best return for the Club, always taking into consideration the degree of risk those investments may carry. It shall recommend to the Board which investments to make and subsequently report to the Board, no less than every 6 months, on the status of those investments. The Board of Directors shall have the final decision as to where and how Club investments will be made. (See Investment Policy Paragraph XIV and Treasurer's duties Section VII.)

X. OTHER COMMITTEES

1. SDC Membership and Marketing Committee

A. The SDC Membership and Marketing Committee (SDCMMC) is charged with the responsibility of soliciting, developing and recommending ideas programs, events and materials that will increase SDC membership. The SDCMMC reports to the Executive Committee. SDCMMC members, including its Chair, are appointed positions and all serve at the pleasure of the SDC President.

2. The Publications Committee

A. A Director appointed by the President shall chair the Publications Committee.
He/she is charged with supervising the production of the Club magazine, Turning Wheels. This committee will work closely with the Publisher, Printer, Editors, and the Arbiter to provide advice, continuity and support.

XI. SDC CLUB COMMITTEES

A. SDC members chair SDC Club Committees. Typically, these committees are created by the President or the Board and staffed by Presidential appointment. The Chairs of these committees serve at the pleasure of the President and may be changed at any time. The members of these committees receive no compensation for their services but may be reimbursed for any expenses they incur as a result of their responsibilities. Requests for reimbursements shall be submitted to the Club Treasurer. The Executive Committee shall approve expenses over $250.00 prior to being paid by the Treasurer.

1. International Meet Committee

A. The International Meet Committee is responsible for overseeing all aspects of the International Meets. See the International Meet Guide Line to be acquired from the SDC International Meet Chair or posted on the SDC Website.

2. Capital Cost Committee

A. The Capital Cost Committee is responsible for overseeing capital expenditures for the Studebaker National Museum from funds donated by members for this purpose. When the Studebaker National Museum wishes to make a purchase of equipment or other items, they contact this committee with their

request. In turn the Committee will present the request to the Board with a recommendation as to its appropriateness.

3. Restoration Committee

A. The Restoration Committee is charged with working on the restoration of Studebaker vehicles owned by the Studebaker National Museum (SNM), the Club owns and/or feels should be restored. It also participates in the acquisition of vehicles of special significance and acquiring parts (tires, paint, repairing) for the SNM. Requests submitted for the restoration of Studebakers owned by others that are deemed to have historical significance by the SNM are reviewed by the committee and, if approved, submitted to the Board of Directors for approval. Funding for this committee shall be based upon requests made to the Board for specific projects. All funding is to be accounted for by an annual report to the Board, unless the Board requests more frequent reporting.

4. International Zone Liaison

A. The International Zone Liaison acts as a contact for the international Chapters of SDC and the National Club. His/her duties include:

a. Ensuring that all members worldwide are part of a global rather than a North American group.
b. Liaison with groups outside North America, the Director from the International Zone, and the Zone Coordinator for the International Zone to promote Studebaker and SDC worldwide and assists the Zone Coordinator in promotion and coordination of activities within the International Zone.
c. Bringing to the attention of the Zone Coordinator and the Zone's Director any issues that impact the Zone.
d. Encouraging the publication of material from outside North America in the Club's periodicals and manuals.
e. Assuring that the Club's officials and editors are familiar with practices worldwide that affect SDC's publications and activities.
f. Appointing others to serve on the committee as required.

5. Election Committee

A. The Nominating Committee is responsible for conducting the elections for the Officers of the Club. The procedure they follow is detailed in the Bylaws in Article VII.

6. Chapter Newsletter Competition Committee

A. SDC has an annual competition for participating Chapter newsletter Editors who compete for recognition in two Divisions: electronic/internet and printed newsletters. The newsletters are judged against a set of standards and Editors are awarded trophies as well as special achievement awards at the International Meet. The Chair of the Committee is responsible for maintaining a list of SDC Chapter Editors and publications with addresses and contacting them as required by the SDC National Board. The Chair of the Committee also:

a. Appoints new newsletter judges when present judges retire.
b. Sends updated list of newsletter judges each year to Cornerstone to be posted on the SDC website.
c. Corresponds with judges and editors whenever necessary.
d. Coordinates judging and collects results to tabulate.
e. Tabulates judging results and designates winners.
f. Approves the design and orders the yearly trophies.

g. Schedules each year's Editors Meeting and Judges Breakfast and invites the participating Editors.
h. Plans and Chairs the Editors meeting.
i. Presents the awards at the annual awards ceremony.
j. Mails all the awards which were not picked up at the meet.
k. Submits an article listing the winners by the Turning Wheels deadline.

7. Bylaws/Policy and Procedures Manual Committee

A. The Bylaws/Policy and Procedures Manual Committee amends the Bylaws and the Policy and Procedures Manual when amendments have been voted upon and approved, thereby keeping the Bylaws and the Policy and Procedures Manual current. Its primary function is to review and recommend changes sought by the Board of Directors. When an amendment has been proposed to the Bylaws it shall be submitted first to the Bylaws/Policy and Procedures Manual Committee for review to make sure it is consistent with the current Bylaws and New York Not-For-Profit law. They may submit the proposed amendment to counsel for review. The Bylaws Committee shall then present those changes to the Board at the Next Board of Directors Meeting with the committee's recommendation. Should the amendment be adopted it shall then be incorporated into the text of the Bylaws. The Secretary shall keep the Chair of the Bylaws/Policy and Procedures Manual Committee aware of any changes to the Bylaws or the Policy and Procedure Manual, who shall, in turn, update them promptly. Should a major overhaul be required, the Bylaw/Policy and Procedure Manual Committee would be charged with this undertaking.

8. Minnie Barnes, Harry Barnes and SDC Service Awards Selection Committee

A. The President shall appoint at least three members to review the nominees and select winners each year for the Harry Barnes, Minnie Barnes and SDC Service Awards. The awards will be presented at the annual awards ceremony. The Harry Barnes Award will be presented to members or couples who have demonstrated significant service to their local Chapter or to SDC. It is recognition for going far above and beyond what is generally expected of members and may take the form of attracting new members, forming new Chapters, continually helping other members, community service, etc. The Minnie Barnes Award will be presented to the SDC Chapter or individual determined to have performed outstanding acts of service to the community. The Committee may also give "Service Awards" to additional members found to be deserving of recognition.

B. The Nominating Committee shall yearly submit a request for nominations for these awards in Turning Wheels. Nominations are sent to the committee chair or his/her designated assistant by an announced cut-off date. The committee selects the winners and is not compelled to name a winner if no nominees are judged worthy. The accomplishments resulting in the award will be described when the presentation is made at the awards ceremony at the International Meet.

9. Chapter Information and Chartering Committee

A. See Section XVIII 2 below for details.

XII. CLUB POSITIONS

A. The SDC has several positions that are staffed by volunteer members. They are not paid positions and volunteers may only expend SDC funds to the extent the Board has authorized them to do so. Like

other committees these positions must provide the Board with an annual report and an accounting of any expenditure they have made during the year. Currently the following positions are active:

1. Accessory Templates

A. The person in charge of Accessory Templates maintains possession of templates pertaining to Studebaker accessories. Studebaker produced a myriad of different accessories for its cars, such as mirrored glove boxes, lighters, radios, and heaters. These are templates or schematics for those accessories. They show how to install them or wire them, etc. Copies of these templates are available to Club members. The person keeping the templates currently is the Studebaker National Museum.

2. Chief Judge

A. The Chief Judge is in charge of judging at the International Meet. The job requires arranging for judges for the Concourse, making sure they are instructed as to how to perform the judging and tallying the results. The Chief Judge also presents the awards to the attendees. Results are usually given out at the Awards Dinner at the International Meet. The Chief Judge also oversees Judges' training.

3. Insurance Evaluator

A. The Insurance Evaluator assists Club members by providing them with evaluations of the value of their cars for insurance purposes.

4. Arbiter

A. The Arbiter is essentially a mediator. The Arbiter investigates complaints regarding disputes arising out of advertising placed in Turning Wheels. After consulting with all parties involved, the Arbiter shall make suggestions to the parties toward achieving resolution of the dispute. Should any or all parties refuse to make restitution to the other's satisfaction, the issue will be turned over to the Board of Directors with a recommendation of suspension of advertising and/or membership privileges.

5. SDC Trademark Protection

A. The person in charge of trademark protection has the following responsibilities:

a) Keep track of the trademark expiration dates and renew them before they expire.
b) Keep track of the uses of SDC trademarks.
c) Respond in writing to those requesting use of SDC trademarks.
d) Write cease and desist letters to anyone using SDC trademarks without permission.
e) Act as the SDC contact with the US Patent and Trademark Office (USPTO).
f) Keep the SDC Intellectual Property Policy and Logo guidelines document current.
g) Perform or arrange for the legal work as needed to register new trademarks and renew present trademarks as required by the SDC National Board.

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6. SDC Membership Contact

A. The Membership Contact person:

a) Will receive a listing of those with memberships over thirty (30) days past due weekly from the Membership Secretary.
b) Will call these people and will encourage rejoining.
c) Will maintain a list of reasons for those not rejoining and will report this information to the President.
d) SDC will pay the additional long-distance phone expense and will pay the Membership Contact person as determined by the SDC Board.

7. Club Historical Documents

a) SDC has an agreement with the Studebaker National Museum to store documents that are deemed important to the maintenance of SDC's history. A copy of that agreement is kept by the Secretary. For example, copies of the current and past bylaws (for the last 10 years) and the Policy and Procedures Manual are kept, along with contracts. In addition, tax documents, accounting records and audits are also maintained.
b) Current Officers and current Directors may access these documents. Current members may also access them once they obtain written permission from the current President or their current Director. Any cost incurred to retrieve documents will be paid by the member, unless the current President agrees that SDC shall cover it.

XIII. PUBLICATIONS

Turning Wheels

Realizing the need for and importance of an avenue of national and international communication, SDC will distribute periodically a publication called Turning Wheels, which will contain information to further the purposes of the Club as outlined in the Bylaws. The bulletin will be issued on a regular basis at least four (4) times a year and will be sent to each current member in good standing. Family memberships consisting of legally recognized spouses making only one dues payment between them will receive only one copy of the Bulletin.

The Editors, Publisher, Printer, Co-operator Editor, and other contributors, whether paid or unpaid, to Turning Wheels, the SDC Roster, or any other official publication of the SDC, are specifically included in the indemnification under Article XIII of the SDC Bylaws from any lawsuits that may be filed against any of them resulting directly or indirectly from anything that was printed in any SDC publication, or from any lawsuits resulting from claims arising from disputes involving advertisements printed in these publications.

XIV. INVESTMENT POLICY

Investment Objectives: The primary objective of the Investment Account is to help provide funds for the present and future expenses of the Studebaker Drivers Club. This shall be primarily accomplished through growth of capital and safety of funds invested. The Account will be invested to realize a return to meet or exceed the rate of inflation through a diversified portfolio of securities held in CDs and income producing Mutual Funds owning stocks and/or bonds. The sole purpose of the fund is to:

a. Preserve the ability to carry out the mission of SDC.
b. Protection against unforeseen losses.
c. Maintain SDC member value – stable member dues.

Investment Committee: The Investment Committee will be made up of at least three members of the SDC Board of Directors. If possible, when a new Investment Committee chair is appointed, at least two members of the existing committee shall remain for a period of at least one year in order to provide continuity. The Investment Committee will be responsible for maintaining the Investment Policy document. The Investment Policy Document will be accepted or changed by a vote of the SDC Board

of Directors. C. General Guidelines: The Investment Committee shall have full authority, responsibility and discretion in the selection of securities, but is expected to adhere to the investment guidelines introduced herein as well as the following:

a) General economic conditions.
b) The possible effects of inflation or deflation.
c) The expected tax consequences, if any, of investment decisions or strategies.
d) The need for diversification.
e) The role of each investment or course of action plays within the overall investment portfolio of the fund.
f) The expected total return from income and the appreciation of investments.
g) Other resources of the institution.
h) The needs of SDC and the fund to make distributions and to preserve capital.
i) An asset's special relationship or value, if any, to the purpose of SDC.
j) Costs must be appropriate in relation to the assets being invested.
k) A reasonable effort will be made to verify facts relevant to the management of a fund.

Asset Allocation: Mix and Diversification of Investments: The Investment Committee shall recommend a mix between equities and fixed income securities.

a) The portfolio will utilize an Income Investment Model where 80% of funds will be cash, CD's and bonds and up to 20% may be stocks that pay dividends.
b) Equities or Investments where the principle is at risk, (i.e.; stocks, bonds and mutual funds) will not exceed 33% of the total portfolio.
c) Indexed CDs with maturity dates in excess of 3 years will not exceed 33% of the total portfolio. All CDs in this class will be such that the principle is not at risk. 4. All remaining funds will be held either in traditional CDs of five years or less to maturity or indexed CDs with three years or less to maturity. All CDs in this class will be FDIC insured.

Review: Annually and prior to the Annual Board of Directors Meeting the Investment Committee will review the Investment Policy. The Investment Committee may recommend changes to the Board if deemed necessary.

XV. SDC ADVERTISING POLICIES

General:

SDC expects the highest quality customer service from all who do business with its members through advertising in Turning Wheels and on the SDC website. Included in this policy are the following requirements:

Acceptance/Conditions:

All advertising is subject to approval. Publication of submitted advertising constitutes acceptance by SDC. SDC and Turning Wheels reserve the right to refuse any advertisement for any reason such as suitability, unresolved complaints against the advertiser or without cause. In consideration of the publication of any advertisement, the advertiser/vendor and/or agency shall indemnify, defend and save Turning Wheels and SDC harmless from and against any loss or expense (including attorney's fees) arising out of that publication, including, without limitation, any loss or expense resulting from a claim or suit for libel, invasion of privacy or copyright infringement, or any other claim based on the content of

the subject matter of the advertisement. All advertisements must be for Studebaker vehicles or Studebaker-related items. Cancelled ads will not be refunded.
All classified copy must be submitted in writing by regular mail, fax or e-mail. Use the TW Classified Ad Form in Turning Wheels. Advertisers are responsible for checking their ad copy immediately following publication. SDC is not responsible for incorrect copy beyond providing one corrected copy.

Quality Assurance:

All items advertised will be described to indicate the quality of the item and whether it is new, reproduced, reprinted or used. Advertising submitted must not, in any way, be misleading or deceptive.

Integrity:

All advertisers/vendors must truthfully represent their product and must have the item(s) advertised in stock and be able to deliver said item(s) to the purchaser when ordered. Custom-made products are to be produced within a time frame mutually agreeable to both the advertiser or vendor and the customer.

Non-U.S. Buyers:

U. S. vendors expect payment in U.S. dollars unless otherwise stated. Buyers must ensure the remittance is in an acceptable form. When goods are shipped, customers will likely be charged customs duties, taxes, and currency exchange. Additionally, many non-bonded courier companies charge brokerage fees. Ask the vendor to use a bonded carrier such as FedEx to avoid such fees. Know what the final cost is in advance.

Customer Service:

Response to a customer complaint of any kind is to be accomplished in a timely manner, not to exceed 30 days. Unresolved complaints should then be submitted to the Arbiter – Turning Wheels Advertising Complaints for resolution.

Suspension of Advertising privileges:

A. SDC reserves the right to suspend the advertising privileges of any advertiser/vendor who does not follow the aforementioned Turning Wheels Advertising Policy. The Board of Directors may suspend the advertising privileges in Club publications of any member upon the recommendation of the Arbiter. The primary complaint against the vendor must be the direct result of a problem with an item or service that was advertised in Turning Wheels. The Board will establish conditions for which these advertising privileges may be reinstated. The Arbiter, along with the SDC President, may reinstate advertising privileges when they feel the criteria set up by the Board have been met. Such reinstatement will be reported to the Board of Directors. Such action shall be taken only after the member has been informed of the charges, and has had an opportunity to be heard. At the discretion of the Board of Directors, such hearing may be a personal hearing or one based solely on paper documentation.

B. Any former advertiser/vendor who has been previously banned from advertising in Turning Wheels may petition the Board of Directors to be allowed to resume advertising in Turning Wheels. The advertiser/vendor must submit to the Board, in writing, an explanation of why they should be allowed to resume marketing their goods to SDC members. Upon receipt of a petition the Board of Directors shall, at their earliest opportunity, discuss the petition, consider the reasons the advertiser/vendor was banned initially, how much time has elapsed since their ban, the nature of the complaints against the advertiser/vendor and the volume of complaints. In addition, the absence of any new complaints about the prospective reinstated advertiser/vendor shall also be considered by the Board when deciding whether or not to reinstate their marketing privileges. At the Board's discretion, it may conduct a hearing

with the petitioner, either in person or on paper, regarding their petition for reinstatement. (See also Section IV.2.)

XVI. CLUB STORE AT THE NATIONAL MUSEUM

A. SDC has entered into a licensing agreement with the Studebaker National Museum to operate as the Club Store. As such, SDC has granted the Museum the right to market products bearing trademarked logos of SDC. A copy of that agreement is maintained by the Secretary.

XVII. SDC INTERNATIONAL MEETS/ZONE MEETS

1. International Meets

A. SDC will sponsor an International Meet (IM) each year. SDC will govern and will be financially responsible for the organization and execution of the International Meet. This includes hotel, food and tour guarantees that are accepted by the International Meet Committee.

B. The host Chapter or Chapters within whose area the International Meet is to take place will be expected to assist and cooperate with SDC on the coordination, planning, and execution of the International Meet. See IM Meet Guide posted on the Club Website. Host Chapters may use a management company to perform some of their responsibilities or they may execute these responsibilities with their own resources. Any management company contract must be approved by the IM Committee and signed by the SDC President and IM Committee Chair.

C. The location of the International Meet will be designated by the Board of Directors at least two years in advance of the Meet date.

D. Host Chapters are guaranteed a profit of at least $5000 for hosting an International Meet, providing that the IM Policy Guidelines and directives from the IM Committee are followed. Chapter memorabilia purchases and sales are not included in this profit figure and are not guaranteed by SDC.

2. Zone Meets

A. SDC may sponsor at least one Zone Meet in each Zone every year. A local chapter or group of chapters will be responsible for the organization and conduct of each Zone Meet, as specified in the IM Policy guide posted on the Club Website. Selection of a group to conduct a Zone Meet will be confirmed by the Zone Coordinator in each Zone at least one year in advance of the Meet date. The Zone Coordinator shall look for and resolve any scheduling conflicts. Policies for the organization and conduct of Zone Meets are established by the Board.

XVIII. LOCAL GROUPS

1. Relation of Chapters to SDC

A. Any local group, whether active previously or recognized after the adoption of these provisions, that identifies itself with SDC thereby agrees to conform to the provisions of Bylaws of SDC and any decisions by the SDC Board of Directors.

B. The Chair of the SDC Chapter Information and Chartering Committee is responsible for preparing and maintaining a list of all local groups with SDC, including Chapter name and permanent mailing address. The list will be printed periodically in Turning Wheels and will become the official list of local groups recognized by SDC.

2. Chapter Charters

A. Any group of SDC members in good standing may apply for a charter as a Chapter of SDC. Chartering of all groups must be approved by the SDC Chapter Information and Chartering Committee.

B. The SDC Chapter Information and Chartering Committee will consist of: the SDC President and Vice President, the Board Member, Zone Coordinator, and Regional Manager representing the Zone and Region where the prospective Chapter is located, and the Chair of the Committee. Any unresolved matters related to chartering may be submitted to the SDC Board of Directors for review and resolution.

C. Local Chapters provide many services and opportunities for SDC members. Sometimes a Chapter grows too large and wants to split into two or more commonly, a region desires to start a new Chapter. In either case the proposed new Chapter must work with the Chair of the Chapter Chartering Committee to get approval, new bylaws, etc.

In order to become a new Chapter, the local group must take the following steps:

1) Contact the Chair of the Chapter Information and Chartering Committee, who will provide the necessary information, including a petition to organize and supply sample bylaws.
    a) A new Chapter must have:
    b) A minimum of five members who are SDC members in good standing;
    c) A name for the Chapter, and
2) Submit a proposed set of bylaws governing its operations. Specifically, these bylaws must state:
        i) That the local group agrees to conform to the provisions of the SDC Bylaws, which take precedence in the event of any conflict, and that they will abide by the decisions of the SDC Board.
        ii) That the local group assumes all responsibility, financial and otherwise, for any activities it conducts.
        iii) That only members of SDC will be accepted as members of the local group and the Chapter will submit a membership list if requested. Overseas Chapters are not required to have all members join SDC so long as a minimum of three of their officers are members of SDC.
        iv) That any applications or dues received by the local group for SDC membership will be promptly forwarded the SDC Membership Secretary.

D. When the Chair receives a request regarding the formation of a new Chapter, the Chair will notify the appropriate Board member and Zone Coordinator. The Regional Manager shall contact any Clubs within the state of the proposed Chapter to ascertain whether the formation of a new Chapter would adversely impact an existing Chapter. The Regional Manager will report any opposition to the formation of the new Chapter to the committee.

E. Throughout the process, the Chair will make himself available to the Chapter to provide assistance and advice.

F. The Chapter will then submit a Petition to Charter, which includes the bylaws, officers and membership listing.

G. After reviewing the material, the Chair will submit it for a vote to the committee.

H. If the committee approves the application the Chair shall forward the charter to the Secretary and the President of SDC for signatures. Once those signatures have been obtained the Chair may issue the charter to the new Chapter.

I. Subsequent to chartering the Chair may have the fact of chartering published in Turning Wheels to advise the membership of the existence of the new Chapter.

J. Chartered local groups will be known as Chapters.

K. To remain active, SDC Chapters must have at least five (5) members (including the officers). The Regional Manager will report to the Zone Coordinator if membership in a Chapter falls below five members.

L. Recognition of the charter of a local group may be suspended or revoked for cause by the Board of Directors. Such action will be taken only after the officers or members of the group have been notified of the reasons for such action and have had an opportunity to respond. Revocation or suspension of a Chapter charter does not affect any individual's rights as a member of SDC.

M. SDC will reimburse Chapters up to $50 yearly for the expense to advertise the Chapter in local publications in order to attract new members. Chapters need only submit a request for reimbursement to the Treasurer.

N. Local Chapters agree to amend their bylaws should SDC direct them to do so.

O. In order to merge with another Chapter or to dissolve a Chapter the membership must vote to do so. They must also vote on what to do with Chapter assets. Options for distribution of assets include, but are not limited to, sending all funds to SDC, donate them to the Studebaker National Foundation or the Studebaker National Museum or a charity of the members' choice. If a Club is merging with another then the dissolving Club may merge its funds with the new parent Club. Upon dissolution copies of resolutions voted upon shall be sent to the Chartering Chair.

3. Foreign Chapters

A. Any group of five or more SDC members outside of the United States and Canada may apply for a charter as a Foreign Chapter of SDC. Such a group may be one formed specifically to be an SDC Chapter, a previously existing Studebaker organization, or a Studebaker-interest section of a new or existing organization.

B. The group shall apply for an SDC charter using the same process as a U.S. or Canadian group, through the Chapter Information and Chartering Committee. A copy of the group's bylaws shall be submitted with the petition; an English version is preferred. The petition shall state the name under which the new Chapter wishes to be known in the SDC structure. SDC recognizes that this name may differ from the group's official name in its home country.

C. Because SDC recognizes the challenge of greater distances, possible language differences and the need for stronger local control, the requirement of 100% SDC membership in a chartered Foreign Chapter is waived. However, the five petitioners shall be SDC members and the Chapter shall maintain a nucleus of at least five SDC members to qualify for continuation of its charter.

D. A Foreign Chapter agrees to conform to the provisions of the SDC bylaws, which take precedence in the event of any conflict. The Chapter has all responsibility, financial and otherwise, for any activities it conducts, and any applications or dues received by the Chapter for SDC will be promptly forwarded. Chapters outside the United States and Canada are not covered by any liability policies the SDC may obtain to cover its operations.

4. Special Clubs and Groups

A. Special Club or Group is a local, regional, national or international group composed of SDC members in good standing who have a special interest or focus.

B. A Special Club or Group may apply for a Special Club or Group Charter from SDC. Applications should be sent to the Chair of the Chapter Chartering Committee and must be approved by the Chair, the SDC President and the SDC Vice President.

C. The SDC President will appoint a member of the SDC Board of Directors to serve as liaison to each Special Club or Group. The Board representative should be an individual with an interest in and knowledge of the Special Club or Group.
D. To create a Special Club or Group, the group petitioning for a charter must submit a proposed set of Bylaws governing its operations. Specifically, the Special Club's or Group's Bylaws must state:

- The Special Club or Group agrees to conform to and abide by all of the provisions of the SDC Bylaws, which take precedence in the event of any conflict, and that it will abide by all decisions of the SDC Board of Directors.
- And 2. The Special Club or Group assumes all responsibility, financial and otherwise, for any and all of its activities.
- And 3. Only members of SDC will be accepted as members of the Special Club or Group.
- And 4. Any applications or dues received by the Special Club or Group for SDC membership will be promptly forwarded to the SDC Membership Secretary.

E. A Special Club or Group is not required to hold public events or sponsor SDC meets; however, a Special Club or Group may hold public events and may submit an application to sponsor an SDC Meet.
F. A Special Club or Group may, but is not required to, publish a newsletter.
G. In order to maintain its charter, a Special Club or Group must have at least five (5) SDC members (including officers). The responsible SDC Board member will report to the President in the event membership of a Special Club or Group falls below five (5) members.
H. Recognition of a charter of a Special Club or Group may be suspended or revoked for cause by the Board of Directors. Such action will be taken only after the officers or members of the group have been notified of the reasons for such action, and have been given an opportunity to respond. In no case will the revocation or suspension of a charter have any effect on any individual Special Club or Group member's rights as a member of SDC.

5. Satellite Groups

A. A Satellite Group is NOT an independent entity.
B. A Satellite Group IS an extension of an existing Chapter and is thereby covered by the Chapter's bylaws.
C. All members of a Satellite Group must be members of the Studebaker Drivers Club and their host Chapter. The host Chapter will list all of the Satellite group's members on their member list.
D. The Facilitator of the Satellite Group will be a member of the Host Chapter Officers and will be invited, but not required, to attend any meetings of the Chapter Officers. The Facilitator will have a voice in any Chapter decision that affects the Satellite Group members.
E. The Facilitator is an appointed position and can be given to any volunteer by the Chapter President or Zone Director. There are no time limits for serving and they can only be removed for cause by the Chapter President or Zone Director.
F. Facilitator requirements are few, but important.

1. Provide the Host Chapter with a list of scheduled meetings or events for the year. Any changes should be communicated to the Newsletter Editor in time to be posted timely in the publication.
2. Provide the Host Chapter Newsletter Editor with a narrative and photos of each event to share with the entire Chapter.

G. Any chapter member is encouraged to attend any chapter event including those of the Satellite Group.

XIX. EXPENSES AND REIMBURSEMENTS

A. The SDC Bylaws permit the Board to reimburse an officer for any expenses (phone, postage, etc.) incurred in conducting SDC business. The Board shall authorize such reimbursements to committee members and other members incurring expenses while performing Board - approved SDC business, as long as the amounts appear to be reasonable and prudent expenditures of Club resources. Inclusion of such expenses in a Board - approved budget constitutes advance approval of the amounts specified.

XX. SDC INSURANCE COVERAGE

1. Events/Meets

A. Current coverage for meet or event insurance is $3,000,000 and is provided to Chapters at no cost.

B. Any SDC Chapter that hosts an event or meet and needs an Insurance Certificate should submit the SDC Insurance Form from the website to the current Treasurer.

C. Chapter Officers' liability insurance is separate insurance that covers all elected and appointed officers. This officer's liability insurance policy is set up by SDC and premiums for the Chapters are paid for by SDC.

D. This insurance coverage must be requested each year in June. Coverage requires that the Chapters send in a current list of officers, all of whom must be members of SDC.

XXI. JUDGING POLICIES

A. The purpose of judging is:

a) To have fun driving and showing our Studebakers;
b) To honor and award owners for their labor of love and valued ownership;
c) To benchmark and promote proper restoration, authenticity, and preservation; and,
d) To continue our Studebaker legacy.

B. Current judging policies may be found on the SDC web page located at www.studebakerdriversclub/judging.asp .in the pamphlet entitled "SDC Judging Policy Manual".

XXII. CONFLICTS OF INTEREST

A. It is SDC policy to maintain credibility and confidence in the decisions of the Board of Directors, committee members, consultants and staff members; assure fairness and impartiality in decision-making; disclose real or perceived conflicts of interest; and act impartially and avoid the appearance of impropriety.

B. Service as an SDC Board Member, Officer, or alternate Board member, committee member, consultant, or staff member may create situations that could result in conflicts of interest, either real or perceived. SDC expects all such individuals to behave in a professional and ethical manner, to disclose real or perceived conflicts of interest, and to excuse themselves from discussions or decisions related to real or perceived conflicts of interest.

C. Individuals representing SDC must not participate in any decision-making capacity if they have or have had a close, active association with an organization that is being considered for official action by SDC. Close, active association includes, but is not limited to: current or past employment by the organization; current or past discussion or negotiation of employment with the organization; an

organization where a close family member is a contractor; or an unpaid official relationship with an organization, e.g. membership on the institution's Board of Trustees or an industry advisory Board.

D. Each Board member will be required to sign a disclosure form detailing any conflicts, real or perceived, at the Annual meeting of the Board of Directors. The Secretary shall keep those forms until they are updated each year.

E. All individuals representing SDC must sign a conflict-of-interest statement indicating that they have read and understand these policies. Should any individual refuse to acknowledge a real or perceived conflict of interest and insist on acting or voting on an issue, the Board, with a 2/3 majority may vote to nullify such action or vote.

F. Contractors, members of contractor's immediate families, and members of the Board are prohibited from accepting gifts, money or gratuities (other than small promotional items such as T-shirts, caps, calendars, hors d'oeuvres etc. with a value under $25.00), from any person or entity who contracts with SDC, seeks to contract with SDC, or has a business relationship with SDC.

G. Any member of the SDC Board, and any Committee or staff member who is an officer, Board member, committee member, or staff member of any organization that seeks to contract with the SDC will identify his or her affiliation with such organization. He/she will not participate in nor vote on any decisions affecting that organization.

H. Any member of the SDC Board, and any Committee or staff member of SDC will refrain from obtaining any list of SDC membership for personal or private solicitation purposes at any time during the term of their affiliation. During SDC elections, candidates for elections to unpaid offices may consult the roster listing to determine the eligible voters in their Zone or region, so long as there is no monetary interest in the office sought.

I. New York Not for Profit Law re Conflicts of Interest Section 715a. Interested directors and officers.

1. No contract or other transaction between a corporation and one or more of its directors or officers, or between a corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the board, or a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose:
    a. If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or know to the board or committee, and the board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officer; or
    b. If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members.
2. If such good faith disclosure of the material facts as to the director's or officer's interest in the contract or transaction and as to any such common directorship, officership or financial interest, is made to the directors or members, or known to the board or committee or members authorizing such contract or transaction, as provided in paragraph (a), the contract or transaction may not be avoided by the corporation for the reasons set forth in paragraph (a). If there was no such disclosure or knowledge, or if the vote of such interested director or officer

was necessary for the authorization of such contract or transaction at a meeting of the board or committee at which it was authorized, the corporation may avoid the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the corporation at the time it was authorized by the board, a committee or the members.

3. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or of a committee which authorizes such contract or transaction.

XXIII. DISSOLUTION CLAUSE

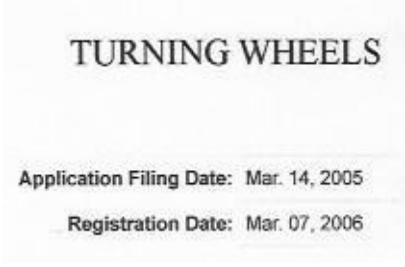
(Per NY State Law): A petition for the judicial dissolution of a corporation may be presented:

1. By a majority of the directors then in office, or by the members, or such of them as are designated for such purpose, when authorized to do so by a resolution adopted by majority vote as provided in paragraph (c) of section 613 (Vote of members) (provided that, notwithstanding any provision of the certificate of incorporation or the by-laws, a members' meeting to consider such a resolution may be called, no more often than once in any period of twelve consecutive months, by ten percent of the members entitled to vote thereon or by such lesser percentage or number of members as may be provided in the certificate of incorporation or by-laws), in the following cases:
    a. The assets of the corporation are not sufficient to discharge its liabilities.
    b. Dissolution will be beneficial to the members.
2. By ten percent of the total number of members or by any director, in the following cases:
    a. The directors are so divided respecting the management of the corporation's affairs that the votes required for action by the board cannot be obtained.
    b. The members are so divided that the votes required for the election of directors cannot be obtained.
    c. There is internal dissension and two or more factions of members are so divided that dissolution would be beneficial to the members.
    d. The directors or members in control of the corporation have looted or wasted the corporate assets, have perpetuated the corporation solely for their personal benefit, or have otherwise acted in an illegal, oppressive or fraudulent manner.
    e. The corporation is no longer able to carry out its purposes.
    f. Should there be any remaining assets upon dissolution, the board of directors will decide on the recipient/recipients of the funds.

APPENDIX A REGISTERED TRADEMARKS OF SDC



2.3.1



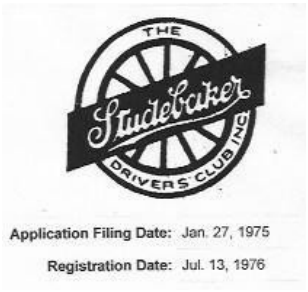
2.3.2



2.3.3

STUDEBAKER DRIVERS CLUB

2.3.4



2.3.5



2.3.6



2.3.7

END