

BY-LAWS Of

FLU, INC.

D/B/A FIAT CLUB AMERICA (FCA)

(A Pennsylvania Not-For-Profit Corporation)

1. The registered office of the corporation shall be at:

FLU
309 Forest Hill
Circle Reading PA
19606

2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE III - MEMBERS

1. Members shall complete a membership form and submit payment of dues as set by the FLU Board of Directors.

2. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members.

3. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Any member who is in default in the payment of any dues or assessments shall immediately cease to be a member of the Corporation without the necessitating a vote of the Board of Directors to expel such member.

4. Membership in this Corporation is not transferable or assignable.

ARTICLE IV - MEETINGS OF MEMBERS

1. Meetings of the members shall be held at:

P.O. Box 193
Shillington, PA

or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.

2. The annual meeting of the members shall be held in JULY of each year, when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called by December 31st, any member may call such meeting.

3. Special meetings of the members may be called at any time by the President, or the Board of Directors, or by petition of Ten Percent (10%) of the members. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meeting shall be confined to the objects stated in the call and matters germane thereto.

4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least THIRTY (30) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted. A Notice published in the FLU Newsletter, RICAMBI, shall constitute adequate notice under this subsection.

5. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of TEN PERCENT (10%) of

the members entitled to vote shall constitute a quorum at all meetings of the members of the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. However, for the purpose of holding elections of the Corporation at a duly called meeting, the minimum quorum shall be THIRTY PERCENT (30%). The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

6. Any action which may be taken at a meeting of the members or of a class of members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation.

7. Every member of the Corporation shall be entitled to one (1) vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the

Corporation or its property, shall cease on the termination of his membership.

8. Voting on business matters and election of Officers and Directors at the Annual Meeting may be by voice vote or by ballot.

However, The Board of Directors may schedule an election of Officers and Directors subsequent to the Annual Meeting, but no later than September 1st of each year, in order to allow all members an opportunity to participate in the voting. In such case, the voting shall be made by mail, by on-line internet ballot, or by any reasonable means determined by the Board of Directors.

9. In advance of any election of Officers and Directors, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

ARTICLE V - DIRECTORS

1. The business and affairs of this Corporation shall be managed by its Board of Directors, FIFTEEN (15) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this Corporation. They shall be elected by the

members at the annual meeting of members of the corporation, or by ballot vote of the members. The Board of Directors shall include the four Officers who shall each serve a two (2) year term. Each of the remaining Directors shall be elected for a THREE (3) year term and until his successor shall be elected and shall qualify. An Officer may not concurrently hold a three (3) year Board of Director seat. Notwithstanding any other provision contained in these Bylaws, a Director may succeed himself or finish the unexpired term of another Director upon cessation of the term for which they were elected.

A. Classified Board of Directors: The Directors shall

be classified in respect of the time for which

they shall severally hold office as follows:

i. Each class shall be as nearly equal in number as possible, ii. The term of office shall be staggered so that one class shall expire in each year, iii. Except as provided in sub-paragraph iv, the members of each class shall be elected for a period of ~~three~~^{three} (3) years, iv. At the first Annual Meeting of the members, the Directors shall be classified into the following terms:

Class Red - Term expires July 30, 1995

Class White - Term expires July 30, 1996

Class Green – Term expires July 30, 1997

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

3. The meetings of the Board of Directors shall be held at least four (4) times per year at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting. Such meetings may be held on-line through the internet.

4. Written or personal notice of every meeting of the Board of Directors shall be given to each Director at least THIRTY (30) days prior to the day named for the meeting. Such notice may be given by email.

5. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent, or consents, in writing setting forth the action so taken shall be signed by all of the directors

in office and shall be filed with the Secretary of the corporation. Such consent may be given by email.

6. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more directors of the corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (a) The submission to members of any action required by statute to be submitted to the members for their approval.
- (b) The filing of vacancies in the Board of Directors
- (c) The adoption, amendment or repeal of the By-Laws.
- (d) The amendment or repeal of any resolution of the Board.
- (e) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.

7. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint

another Director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

8. The entire Board of Directors or any individual director, may be removed from office by the vote of members of the Board of Directors with at least a two-thirds (2/3) majority of the votes cast at a regular or special meeting called for such purpose.

9. The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty (60) days after notice of his election, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.

10. A Director of the Corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person or ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(1) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) The Director has breached or failed to perform the duties of his office under this section, and:

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

(1) The responsibility or liability of a Director pursuant to any criminal statute; or (2) The liability of a Director for the payment of taxes pursuant to local, State or Federal law.

11. Directors as such, shall not receive any stated salary for their services, PROVIDED, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

12. The Board of Directors shall maintain procedures and guidelines for the establishment and operation of regional Chapters of the corporation. Establishment of each Chapter is subject to approval of the Board of Directors. Recognition of each Chapter may be rescinded for failure to comply with the FCA Chapter Guidelines, subject to a vote of the Board of Directors. The Corporation shall not be responsible for the financial liabilities of the chapters, and the chapters shall not be liable for the financial liabilities of the Corporation.

13. No later than the first meeting of each fiscal year, the Board of Directors shall prepare and approve an annual budget that projects revenue and expenses.

14. The Board of Directors shall be responsible for undertaking an annual audit of the corporate finances.

15. Conflict of Interest: Members of the Board of Directors, Officers, as well as Chapter Officers, shall not use their position for personal or financial gain or advantage for themselves, their family, friends or employer.

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a.) Directors, including Officers, shall conduct their duties in a manner that is consistent at all times with the best interests of the Corporation. Directors must guard against any conflict of interest. If, at any time, an officer or member of the Board of Director knows that he or she, or any person with which or whom he or she has a personal or economic relation, is a party to a transaction proposed to be entered into by the Corporation or has a financial interest in such transaction, such Director or Officer shall disclose to the Board of Directors the existence and nature of the Conflicting Interest, and shall recuse themselves from voting on the matter.

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ARTICLE VI - OFFICERS

1. The executive Officers of the corporation shall be elected by the membership, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may

require. The President, Vice President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of two (2) years and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the FLU Rules and Regulations. Officers shall be Directors of the Corporation. The Board of Directors may secure the fidelity of any or all such Officers by bond or otherwise.

a. Beginning with the 2019 election and in odd numbered years thereafter, the election for the President and Secretary officer seats shall be for a two (2) year term.

b. To transition to staggered two (2) year terms for the FCA Officers, for the 2019 election of the Vice President and Treasurer seats shall be for a one (1) year term. Beginning with the 2020 election and in even numbered years thereafter, the Vice President and Treasurer seats shall be for a two (2) year term.

2. Any Officer may be removed by a two-thirds (2/3) majority vote of the Board of Directors of the Corporation in accordance with Article V, Paragraph 8 above.

3. The President shall be the chief executive officer of the Corporation; he shall preside over all meetings of the members and Directors; he shall have general and active management of the affairs of the Corporation; shall see

that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other Officer or Officers of the Corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall oversee membership growth and perform such other duties as he may be required to do from time to time. In pursuing a candidacy to be Vice President, such individual shall indicate his/her willingness to become President in the future, if so elected.

5. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, and when

authorized by the Board, affix the same to any instrument requiring it.

~~6.~~—The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, ~~_~~and shall keep the moneys of the corporation in a separate account to the credit of the Corporation. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall report at each meeting of the Board of Directors on the status of actual revenue and expenses as compared to the approved budget. The Treasurer shall be responsible for submitting any and all required filings required by the federal or state government.

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ARTICLE VII - VACANCIES

1. If the office of any Officer, one or more, becomes vacant for any reason, the Board of Directors may appoint a successor or successors, who shall hold office until a successor is elected by the members of the Corporation, who

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may make such election for the balance of the term at the next annual meeting or regular election by the members.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so appointed shall be a Director until he or his successor is elected for the balance of the term by the members of the Corporation, who may make such election at the next annual meeting or regular election by the members.

3. No member of the Board of Directors, including its Officers, may be absent for three (3) duly called meetings in a row, nor be absent at 50% of the Board of Director meetings in a twelve (12) month period. Such Board Member or Officer shall be deemed to have resigned without the need for any action of the Board.

ARTICLE VIII - BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Corporation shall also keep appropriate, complete and accurate books or

records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.

2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney of such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE IX - MEMBERSHIP CERTIFICATES

1. Membership in the Corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the Corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall

be signed by the President or the Membership Director as his designee.

ARTICLE X - TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property or of its internet domain name of www.flu.org, unless authorized by a vote of two-thirds (2/3) of the members in office of the Board of Directors. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case, shall be divided or distributed in any manner whatsoever among the members, Directors or Officers of the Corporation.

3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

4. The Corporation in all of its activities shall not discriminate against any person on the basis of race, color, religion, gender, sexual orientation, or on the basis of belonging to any other protected class recognized by the federal government.

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ARTICLE XI - ANNUAL REPORT

1. At the Annual Meeting the Board of Directors shall present to the members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail, the following:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the Annual Meeting of members.

ARTICLE XII - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, or by email to his address appearing on the books of the corporation, or, in the case of directors, supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or email it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or to the internet for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this corporation, publication thereof in the FLU Newsletter, RICAMBI and mailed to the membership, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the published notice of such meeting. In the case of a special meeting of members such publication of notice shall specify the general nature of the business to

be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of January.

2. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone, internet chat room, or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE XIV - INDEMNIFICATION

1. The corporation shall indemnify each of its Directors, Officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director, Officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation

to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, Officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The right to indemnity may be transferred to a third party through the purchase of appropriate liability insurance.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer or employee may be entitled.

ARTICLE XV - AMENDMENTS

1. By-Laws changes may be proposed to the Board of Directors by any member of the corporation. If approved by the Board of Directors, the By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a two-thirds (2/3) majority of the votes which are cast thereon in a vote held by mail or by online ballot.