

**Bylaws
of the
American Truck Historical Society**
(As restated and approved October 10, 2015)

ARTICLE I

Name and Objectives

Section 1: Name: The name of the Society shall be “American Truck Historical Society.” The official abbreviation of the Society’s name shall be “ATHS.”

Section 2: Objectives:

(a): To collect artifacts, information, photographs, and other relevant materials pertaining to the origin, development, and progress of the motor truck transportation industry.

(b): To verify and establish the authenticity and accuracy of the collected information and materials.

(c): To place or arrange for placement of all objects, gifts, artifacts, etc., on display for educational purposes that relate historically to the development of the motor truck industry.

(d): To disseminate historical information of the motor truck industry through publications, periodicals, and other suitable outlets.

(e): To serve as a repository for receiving donations, gifts, devices, and bequests consisting of monies, real estate, or personal property, retaining only those vehicles with a minimum appraised value of \$5,000; to hold, invest, and reinvest to expend or dispose of same, and the resultant income used for one or more of the foregoing objectives; no part of the net earnings from these transactions shall inure to the benefit of or be distributed to Society members, directors, officers, or other private persons.

(f): To purchase, lease, acquire, operate, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of land, real estate, buildings, property, and property rights of every kind or description, both real or personal, as may be deemed expedient, necessary, or proper for the accomplishment of any objectives herein set forth.

(g): To cooperatively align with motor truck manufacturers and motor trucking industry associations, historical societies, allied industry groups, and other local, national, or international organizations to promote the preservation of the motor carrier and motor truck history and to provide a channel for reciprocal relations with interested organizations in the furtherance of academically sound research or development of knowledge in the Society’s areas of interest.

(h): To create chapters, regions, conferences, or divisions of itself on a national, international, state, or local basis. The chapter shall constitute and operate at all times

consistent with all of the policies and procedures established from time to time for chapters by American Truck Historical Society; in default of which the chapter may not use the registered name American Truck Historical Society and shall not enjoy any of the benefits of an affiliated chapter of American Truck Historical Society.

(i): To do any and all things that may lawfully be inferred from or implied in and by the objectives, purposes and powers herein set forth, and to exercise any and all rights, and privileges and powers conferred by laws of the State of Illinois upon corporations organized not for pecuniary profit.

ARTICLE II

Offices

- Section 1:** Registered Office: The Society shall maintain in the State of Illinois a registered office and a registered agent whose office may be identical with such registered office.
- Section 2:** Establishing Offices: The Board of Directors may, from time to time, authorize the establishment of other offices within or without the State of Illinois.
- Section 3:** Principal Office: The principal office and headquarters of the Society shall be located within the 48 contiguous states.

ARTICLE III

Members

- Section 1:** Classes of Members:
- (a): Dues Paying Members: There shall be six (6) classes of dues paying members.
- (1): Endowing Life Membership: Shall be available to those persons, either as individuals or corporate representatives, providing added financial support to the objectives and activities of the Society. For a paid-in-full lifetime membership, there is a one-time payment of one thousand dollars (\$1,000); or payment may be made in installments of two hundred dollars (\$200) five (5) consecutive years. A lifetime membership shall entitle the person to all membership privileges in the Society during his or her lifetime without payment of further annual dues.
- (2): General Membership: Shall be available to any person upon payment of annual dues as outlined in Article III, Section 3.
- (3): Company Membership: Shall be available to any commercial organization interested in the objectives of the Society and wish to provide memberships to employees or retired employees of that company. A number of individual memberships may be bundled under a company name and consist of the total number of General Memberships times the cost of those memberships as designated in Article III, Section 3. Bundles that consist of 10 or more General Memberships may be discounted in price from the total cost of the proscribed dues as outlined in Article III, Section 3. Each individual General

Member provided for under the company name shall have one (1) vote. ATHS reserves the right to limit the number of memberships allowed for any one company or organization.

- (4): Joint Membership: Shall be available to any two designated adults living in the same household upon payment of annual dues as outlined in Article III, Section 3: Membership Dues.
- (5): Junior Membership: Shall be open to those who have not reached their 17th birthday and are sponsored by an ATHS member in good standing. Junior Members shall not be eligible to hold an office of the Society, or to vote on matters of the Society.
- (6): Associate Membership: Shall be available to any industry related organization or association interested in the objectives of the Society. Membership privileges, upon payment of prescribed dues, may be exercised by not more than ten (10) designated representatives named in the membership application or by a written notice to the Society. Each Associate Member shall have one (1) vote.
- (b): Charter Members: Shall be those persons who were members in good standing of this Society and the former United States Truck Historical Society prior to June 1, 1974. Charter members are recognized by this mark of distinction for being the first to give support to the founding of an historical society designed to encompass the motor truck industry.
- (c): Chapter Members: Members in any of the six (6) dues paying classes who affiliate with a local chapter. Chapter dues, if any, shall be at an annual rate agreed upon by the members of such local chapter, and are in addition to national dues.
- (d): Honorary Membership: May be conferred on any person or organization, within or without the motor trucking industry, who has performed truly outstanding service for the Society or the motor trucking industry and with such distinction as to bring credit and honor to the motor trucking industry. The Awards Committee shall make nominations for Honorary Membership after reviewing suggestions submitted to them in writing. The committee shall submit, along with the nomination, an appropriate citation attested to by a three-fourths (3/4) affirmative vote of a quorum of the Directors present at a subsequent Board of Directors meeting. Such membership shall be formally conferred upon the member so elected by the Chairman of the Board of Directors at the next board meeting. An Honorary Membership may be conferred for life or limited to a specific time period.

Section 2: Certificates: The Society shall issue certificates evidencing membership in the Society and which shall not be transferable or assignable.

Section 3: Membership Dues:

- (a): The power and duty to establish the dues structure for all classes of membership shall be vested in the Board of Directors and it shall not have the right to delegate such power or duty.

- (b): Applicable class membership dues shall be payable with the membership application and shall be billed for subsequent annual dues on a schedule set by the Board of Directors.
- (c): Any member that fails to pay the prescribed annual dues within a period of thirty (30) days after the mailing of the third (3rd) and final notice shall be suspended with none of the privileges of membership.
- (d): Assessments for general Society objectives shall be levied only and when it is necessary to provide for extraordinary expenses for activities of the Society; such assessments shall have been authorized by a majority vote of the members of the Society in attendance at a regular or special meeting called for that purpose. No assessment shall be greater than the annual dues per member in each class. Assessments shall be made only against the voting members of the Society.

Section 4: Voting Rights:

- (a): Each member, with the exception of Junior Members, Article III, Section 1 (a)(5), and each duly authorized representative of any associate or corporate member, having paid dues, shall be entitled to one (1) vote on each matter submitted to a vote of the members at any business meeting, convention, or election; and may be elected to the Board of Directors or to any office in this Society.
- (b): Those members present, at a regular or special meeting, may vote on matters submitted for membership approval at those meetings except for the initial election of directors and officers which shall be conducted by mail pursuant to the procedures set forth herein. Proxy voting is not permitted, but voting for directors and officers by means of mailing a written ballot pursuant to the procedures set forth in these bylaws is expressly permitted.
- (c): In all elections for directors and officers, every member entitled to vote is expressly barred from cumulating his or her votes. More than one vote may not be allowed to more than one candidate.

ARTICLE IV

Meetings of Members

Section 1: Annual Meeting: An annual meeting of the members shall be held in the spring of the year for the purpose of completing and finalizing the election of directors and officers and for the transaction of other business as may properly come before the meeting.

Section 2: Special Meeting: A special meeting of the members may be called by either the Chairman of the Board, the President, or the Board of Directors.

Section 3: Meeting Location: The Board of Directors may designate any location, either within or without the State of Illinois, as the place for the Annual Meeting or for any Special Meeting.

Section 4: Notice of Meeting: Written or printed notices stating the place, day, and hour of any meeting of members shall be delivered by person or by mail to each member entitled to

vote at such meeting not less than twenty (20) days nor more than sixty (60) days before the meeting date. In case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In the case of a Special Meeting, the notice shall state the purpose for which it has been called and discussions at such meetings shall be confined to the purposes stated therein and matters incidental thereto. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Society, with postage thereon prepaid. Notice may be given by publication in Wheels of Time magazine or any other publication of the Society and shall be deemed given when such publication is placed in the United States mail.

Section 5: Quorum: Members represented in person at any Regular or Special meeting of the members shall constitute a quorum for the transaction of official business at that meeting. As to the election of directors and officers, completed written ballots from at least one-half percent (.5%) of Society members received at the designated address by the designated deadline date for ballot submission will constitute a quorum in order for the election to stand. If completed written ballots from one-half percent (.5%) of the members are not received at the designated address by the designated deadline date, then the election for officers and directors must be rescheduled for failure to achieve the necessary quorum for the vote.

ARTICLE V

Board of Directors

Section 1: Members: The Board of Directors shall be the Officers, as named in Article VI, Section 1, Past Presidents, Regional Vice Presidents, and Board Members-at-Large of the Society.

- (a): Election of the Regional Vice Presidents and the Board Members-at-Large shall be held at the same time as the election of officers and in the same manner as prescribed in Article VI, Section 2.
- (b): In the interim of annual meetings, the board may elect additional regional vice presidents, not to exceed fifty (50), and board members-at-large, not to exceed ten (10).
- (c): The Executive Director shall be an ex-officio (non-voting) member of the Board of Directors.
- (d): Attendance at meetings of the Board of Directors (Article V, Sec. 6) is required to constitute a quorum (Article V, Sec. 6, d). Members of the Board of Directors shall attend a minimum of 30% of all Meetings of the Board of Directors called during the term of office (Article V, Sec. 4) to which they have been elected. Members attending less than 30% of the meetings called shall not be included on the next ballot submitted to the membership for election (Article VI, Sec 2) to the Board of Directors. The President may grant exemptions to members for extenuating circumstances.

Section 2: Limitations: The total persons on the Board of Directors shall not exceed seven (7) Officers, fifty (50) Regional Vice Presidents, ten (10) Board Members-at-Large, and fifteen (15) Past Presidents of the Society.

Section 3: Duties: The Board of Directors shall govern the affairs of the Society.

Section 4: Term of Office: Members of the Board of Directors shall serve for a term of one (1) year or until their successors have been elected.

Section 5: Powers of the Executive Committee:

- (a): There shall be an Executive Committee of the Board of Directors composed of: Chairman of the Board; President; First, Second, and Third Vice Presidents; Secretary; and Treasurer.
- (b): The Executive Committee shall be vested with and exercise all powers of the Board of Directors during the interim between meetings of the Board, except those reserved for the Board in Article III, Section 3, (a) and (b) (Dues); Article V, Section 7 (a) and (b) (Vacancies).
- (c): An Executive Committee meeting may be called at the discretion of the President. A quorum for an Executive Committee meeting shall consist of those present in person, but not less than four (4) members and may be held electronically.
- (d): The Executive Committee, in accordance with Article V, Section 5 (b), shall have authority to consider and approve any matter which may be submitted to the Board of Directors for a vote at a regular or special meeting. The Executive Committee's determination of which matters shall be submitted to the Board of Directors is final. The Executive Committee may consider and approve any matter pertaining to the objectives of the Society as set forth in Article I, Section 2, or any other matters of the Society which arise during the interim between meetings of the Board as set forth in Article V, Section 5 (b).

Section 6: Meetings of the Board of Directors:

- (a): Annual Meeting: A regular Annual Meeting of the Board of Directors shall be held immediately before or after, and at the same place, as the Annual Meeting of the Society membership. The President may preside at the meeting at the discretion of or in the absence of the Chairman of the Board.
- (b): Special Meeting: Special Meetings of the Board may be called by or at the request of the Chairman of the Board or the President, who shall fix the time and place. The Chairman of the Board may preside at the meeting. The President may be appointed to preside at the discretion of or in the absence of the Chairman of the Board.
- (c): Notice of Meeting: Notice of any Special Meeting of the Board of Directors shall be given not less than twenty (20) nor more than sixty (60) days before the date of the called meeting. Notice may be provided in writing and may be mailed to each Director at his address as shown in the records of the Society. The notice of any

Special Meeting shall contain a brief statement outlining the purpose of the meeting.

- (d): Quorum: One-third (1/3) of the members of the Board of Directors shall constitute a quorum for the transaction of official business at any meeting of the Board. If less than the required quorum for the transaction of business is present at any meeting of the Board of Directors, no official action may occur at that meeting until the required quorum is present. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or these bylaws.

Section 7: Vacancies: The Board of Directors may fill any vacancy in the Board of Directors occurring during the year. A director elected to fill a vacancy shall hold office for the unexpired term of the former director until the next Annual Meeting.

Section 8: Compensation: There shall be no compensation paid to any member of the Board of Directors. A member of the Board of Directors may be reimbursed for any expense incurred on behalf of the Society, upon approval by the President.

Section 9: Regional Vice Presidents:

- (a): There may be a Regional Vice President for each Geographic Region.
- (1): There shall be at least fifteen (15) and not more than fifty (50) Geographic Regions within the United States, Canada, and Mexico.
 - (2): The Board of Directors may from time to time define the Geographic Regions.
 - (3): Each Regional Vice President must be a resident of, or have a business headquartered in, the Region for which he has been elected.
 - (4): Each Regional Vice President will be expected to contact each chapter in his/her region at least once each year and make every attempt to attend at least one meeting of each chapter in his/her region annually.
- (b): Regional Vice Presidents shall be encouraged to form chapters in their areas, promote new membership, locate recipients for Awards presented by ATHS, promote antique truck shows, locate truck historical information and encourage its placement in the archives, and perform other duties the Board of Directors or the President may suggest that will further the objectives of the Society.

Section 10: Board Members-at-Large:

- (a): There shall be no more than ten (10) Board Members-at-Large.
- (b): Election to this position will generally occur as an extension of the Regional Vice Presidents assignment and may overlap regions. Board Members-at-Large are expected to attend at least one chapter meeting annually.

Section 11: Board Members-at-Large Emeritus:

- (a): There may be elected an unlimited number of Board Members-at-Large Emeritus.
- (b): This is an honorary position which may be afforded any former member of the Board of Directors who has given ten (10) or more years of service to the Society.
- (c): Board Members-at-Large Emeritus shall have no vote but shall otherwise enjoy all of the privileges of the Board of Directors.

Section 12: Duties of the Executive Director:

- (a): The Executive Director, appointed by the President, with the approval of the Executive Committee, shall be the general manager of the Society, in overall charge of all Society activities, with the principal responsibility to provide guidance and counseling to the officers of the Society and perform other duties that may be assigned by the President or the Board of Directors.

ARTICLE VI

Officers

Section 1: Officers: Officers of the Society shall be the Chairman of the Board of Directors; President; First, Second, and Third Vice Presidents; Secretary, and Treasurer.

Section 2: Election and Term of Office:

- (a): Election: The election of Officers, Regional Vice Presidents, and Board Members-at-Large shall be annually by ballot pursuant to the following procedure:
 - (1): A written ballot listing a slate of nominees for directors and officers and a deadline for the mailing of completed ballots to the address designated on the ballot shall be submitted by the Nominating Committee. This ballot shall be distributed to each member by inserting a copy of the proposed ballot into the Wheels of Time magazine to be sent to each member no less than two issues before the scheduled date of the Annual Membership Meeting.
 - (2): The completed written ballots must be returned by the members to the address designated by ATHS so that completed member ballots are received at the designated address on or before the deadline date printed on the ballot. Any ballot delivered to the designated address after the deadline date for the receipt of final ballots shall not be counted in the election and shall be rejected as being late.
 - (3): Ballots which arrive at the designated address shall be counted by a certified public accountant who will act as Inspector. The Inspector will be retained by ATHS for the purpose of tallying the votes cast and impartially certifying the results which will be announced at the annual meeting of the members.
 - (4): Ballots received from the members shall have approved or disapproved the slate submitted on the ballot by a simple majority vote.

(5): If the slate is disapproved, the floor of the annual meeting of the members will be opened for nominations and a nominee for each position will be elected by a simple majority vote of qualified members present. The nominations will continue until all positions are filled.

(b): Term: Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 3: Removal: Any officer elected by the members or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Society would be served by such action.

Section 4: Vacancies: Vacancies in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexposed portion of the term.

Section 5: Duties of Officers:

(a): Chairman of the Board: The Chairman of the Board shall preside over all meetings of members, Executive Committee, and Board of Directors or may delegate that responsibility to the President.

(b): President: The President shall be responsible to the Board of Directors for the overall supervision and control of the business affairs of the Society. He shall preside at all meetings of the members, the Executive Committee meetings, and the Board of Directors meetings in the absence of or at the discretion of the Chairman of the Board. He shall make committee appointments, except for the Finance Committee Chairman who shall be the Treasurer. He shall have responsibility for overseeing Membership, Finances, and Expenses. He shall enforce the observance of the Charter and Bylaws and shall see that all orders and resolutions of the Board of Directors are implemented.

(c): First, Second, and Third Vice Presidents:

(1): They shall serve, in order of rank, in the absence of the President.

(2): Each shall be assigned responsibilities in the affairs of the Society by the President.

(3): It shall be the intent, whenever possible, to have the office of the President ascend progressively through the Third, Second, and First Vice Presidents, in that order.

(d): Secretary: The Secretary is the recording officer of the Society and custodian of its records, except those specifically assigned to others, notably the Treasurer's books. The Secretary shall prepare minutes of all Society meetings, shall keep on file all Committee reports; shall maintain record books in which Bylaws, specific rules of order, standing rules, and minutes are entered with any amendments to these documents properly recorded; see that all notices are given in accordance with provisions in the Bylaws or as required by law; be custodian of the Society seal which shall be affixed to required documents on behalf of the Society;

maintain and periodically update a Membership Roster with each member's mailing address; and, in general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to the office by the President or the Board of Directors. By action of the President or the Board of Directors, any of the prescribed duties of the Secretary may be delegated to the office of the Executive Director or appointed ATHS staff member.

- (e): Treasurer: The Treasurer is entrusted with the custody of all funds and securities of the Society and shall deposit same in the name of the American Truck Historical Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions in Article VIII, Section 3 of these Bylaws; and in general perform all duties incidental to the office of Treasurer and such other duties as, from time to time, may be assigned by the President or the Board of Directors. The Treasurer shall be Chairman of the Finance Committee of the Society. By action of the President or the Board of Directors, any of the prescribed duties of the Treasurer, with the exception of Chairman of the Finance Committee, may be transferred to the office of the Executive Director or appropriate ATHS staff member, if such action benefits the Society's operating procedures. The Treasurer or other delegated officer authorized to handle funds shall be bonded, at Society expense, in such sums and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VII

Committees

Section 1: Standing Committees:

- (a): Standing Committees, in addition to Executive Committee, shall be the following: Awards, Convention, Finance, Nominating
- (b): The President shall appoint members of the Standing Committees as soon as possible after assuming office. Each Committee should be informed on the nature of its respective assignments and responsibilities. The Chairman thereof shall be chosen from the members of the Board of Directors, except that the Treasurer shall be Chairman of the Finance Committee.

Section 2: Special Committees: Committees may be designated for special or specific purposes by the President or a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Members of Special Committees may or may not be members of the Society, except for the Chairman, who shall be a member of the Board.

Section 3: Removal from Committee: Any member of either a Standing Committee or a Special Committee may be removed by the President whenever, in the President's judgment, the best interests of the Society shall be served by such removal.

Section 4: Ex-Officio Member: The President shall be an ex-officio member of all committees except the Nominating Committee.

- Section 5:** Nominating Committee: The Nominating Committee shall be composed of no more than five (5) nor less than three (3) past Presidents of the Society, and shall be appointed by the President with the Board of Directors approval.
- Section 6:** Term of Office: Each member of any Committee shall continue to serve until the next Annual Membership Meeting of the Society.
- Section 7:** Vacancies: Vacancies on any Committee may be filled by appointments made in the same manner as prescribed for the original appointments in Article VII, Section 1(b) and Section 2.
- Section 8:** Quorum: The members of the Committee in attendance shall constitute a quorum, and the act of a majority of the members present at a meeting shall be the act of the Committee membership.
- Section 9:** Rules: Each Committee may adopt rules for its own government, subject to the approval by the Board of Directors or the President.

ARTICLE VIII

Contracts, Financial Obligations, Deposits, and Gifts

- Section 1:** Contracts: The Board of Directors, through its Executive Committee, shall have the sole authority to authorize any official member of the Society to enter into any contract or execute and deliver legal documents on behalf of the Society.
- Section 2:** Financial Obligations: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness in the name of the Society shall be signed by the Executive Director, or by a person delegated by the Executive Director, unless otherwise stipulated by the Board of Directors.
- Section 3:** Deposits: All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the President or Treasurer or Executive Director may select, subject to the approval of the Board of Directors.
- Section 4:** Gifts: The Board of Directors is empowered to accept on behalf of ATHS any contribution, gift, bequest, or devise for general purposes or for any specific purpose of the Society, except that retention of a vehicle will be limited to those with a minimum appraised value of \$5,000.00

ARTICLE IX

Fiscal Year

The fiscal year of the Society shall be from January 1 through December 31 in each year.

ARTICLE X

Seal

The ATHS Corporate Seal shall be in the form of a circle and shall have inscribed therein the name of the Society and the words "Corporate Seal, Illinois."

ARTICLE XI

Audit Procedure

The Board of Directors, at their discretion, shall from time to time engage the services of an independent auditor or appoint an auditing committee of two or more members to review the books, accounts, records, and financial transactions of the Society and prepare a statement which shall be made a part of the minutes of the Annual Meeting of the Board of Directors.

ARTICLE XII

Legal Counsel

The Board of Directors is empowered, from time to time, to authorize the President to engage legal counsel on behalf of the Society. Commitment for expenditures for legal aid amounting to more than five thousand dollars (\$5,000.00) per annum shall require the prior approval of the Board of Directors and the Finance Committee.

ARTICLE XIII

Amendments to Bylaws

- Section 1:** Bylaws may be repealed, amended, or otherwise changed at any annual or special meeting of the members, and in accordance with the provisions stated in Article IV, Section 4 (Notice of Meetings) and Section 5 (Quorum). Written or printed notice setting forth the proposed amendment, or a summary of changes to be affected thereby, shall be given to each member entitled to vote on amendment at such meeting within the time and manner provided in Article IV, Section 4 (Notice).
- Section 2:** The Board of Directors shall have the authority to amend, add to, alter, or repeal these Bylaws at any time, provided that the notice requirements of Article V, Section 6(c) and quorum requirements of Article V, Section 6(d) (Quorum) are followed.

ARTICLE XIV

Restrictions and Dissolution

- Section 1:** The Society shall not engage directly or indirectly in any activity or involvement that would invalidate its status as a non-profit organization in accordance with applicable laws in the State of Illinois, or those other states where sales are conducted, and/or its exemption from Federal income taxation as described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future applicable United States Internal Revenue Law.

Section 2: In the event of dissolution, pursuant to the provisions in the laws of the State of Illinois governing non-profit organizations, the remaining assets shall be distributed in such manner as shall be approved by the majority of the Board of Directors to one or more other non-profit organizations at that time listed as qualified recipients in Section 501(c)(3) of the Internal Revenue Code and to be administered or used in such manner as will best accomplish the objectives for which this Society was formed.

ARTICLE XV

Parliamentary Authority

The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Society may adopt.

ARTICLE XVI

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the "General, Not For Profit Corporation Act of Illinois" or under the provisions of the articles of incorporation or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII

Liability of Directors

Each Director, Regional Vice President, Officer, Committee Member, or Person; acting in a volunteer capacity of the Society now or hereafter serving as such, shall be indemnified by the Society against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such, and the Society shall reimburse each person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any Director, Regional Vice President, Officer, Committee Member, or Person; acting in a volunteer capacity of the Society by way of indemnification, shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board of Directors or its Executive Committee. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director, Regional Vice President, Officer, Committee Member, or Person acting in a volunteer capacity of the Society, may otherwise be entitled by law.