

BYLAWS
OF THE
NORTHERN NEW JERSEY REGION
INCORPORATED THE
30TH DAY OF OCTOBER A.D., 1957

PORSCHE CLUB OF AMERICA
INCORPORATED THE
27TH DAY OF MARCH A.D., 1956

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ARTICLE I - NAME AND ADDRESS

The name of this organization shall be: NORTHERN NEW JERSEY REGION, PORSCHE CLUB OF AMERICA, INCORPORATED, hereinafter referred to as the "Region" or the "Club". The address of this organization shall be an address in New Jersey designated by the current President.

ARTICLE II - OBJECTIVES AND POWERS

1. Objectives

The members of this Region, in cooperation with the National organization, the Porsche Club of America, Inc., hereinafter referred to as "National", are joined together and mutually pledged to the furtherance of the following:

- a. the highest standards of courtesy and safety on public roads and highways;
- b. the enjoyment and sharing of good will and fellowship engendered by owning a Porsche, and engaging in such events as may be agreeable to the membership;
- c. the maintenance of the highest standards of operation and performance of the Marque by sharing and exchanging technical information;
- d. the establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and service sources, to the end that the Marque shall prosper and continue to enjoy its unique leadership and position in sports car history;
- e. the interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be desirable; and
- f. the establishment of such mutually cooperative relationships as may be desirable with other car clubs.

2. Powers

The Region shall be empowered to do all things and conduct all business, on a not-for-profit basis, necessary to: (i) carry out the general objectives of the Region as prescribed in these Bylaws, and (ii) maintain in good standing its Certificate of Incorporation issued under the Statutes of the State of New Jersey.

ARTICLE III - MEMBERSHIP

1. Membership shall be restricted to owners, co-owners, lessees or co-lessees of Porsches who are 18 years of age or older, and to such other persons interested in the club and its objectives, as provided for in 1.b, 1.c, 1.d and 1 e of this Article. Membership classes shall be:

a. Active - Any owner, co-owner, lessee or co-lessee of a Porsche, who is 18 years of age or older, having paid such National and Club dues and fees as required,

b. Family Active and Affiliate – An Active Member may request membership for one other person, 18 years of age or older, being either:

(i) Family Active Member - a member of the Active Member's immediate family, restricted to wife, husband, brother, sister, son, daughter, mother, or father, whether otherwise qualified for active membership by ownership of a Porsche or not, or

(ii) Affiliate Member - an adult person in lieu of a Family Active Member.

An Active Member may terminate the membership of a Family Active Member or Affiliate Member as specified herein below in Article III, Paragraph 6.

c. Associate - Any Active Member who ceases to own, co-own, lease or co-lease a Porsche while a member in good standing, having paid such National and Club dues and fees as required and may include, as a Family Associate member, a person of the Associate Member's immediate family who has been a Family Active member as in (a) above.

d. Honorary - Any person who, on the affirmative vote of three-fourths of the Board of Governors, is deemed to merit recognition for outstanding interest in, or service to, the Region. Honorary Membership so granted shall be applicable to membership in the Region only. Honorary Membership shall be for such period as determined by the Board of Governors when voting for such Honorary membership, subject to ARTICLE III, Paragraph 4 below.

e. Life – Any person who, on the affirmative vote of the Board of Directors of National is deemed to have performed such extraordinary service to the National Club as to warrant this singular honor. A Life Member shall be considered as an Active Member, may name a Family Member, and the Region's refund shall be made by National in the amount refunded for an Active Member.

2. No Active, Family Active, Affiliate, Associate, Family Associate, nor Member may hold membership in the Region without being a member in good standing of National.

3. Applications for membership in the Region, whether submitted to the Region directly, or referred to the Region from National, whether by mail or online, shall be submitted to the Secretary, or such Committee Chairperson as may be designated by the Executive Committee as specified in Article IX, who will enter the applicant's name on the Region's roll and forward and/or return the application to National. Applications for membership may be rejected by the Region or National. Applications for membership in

the Region may also be established by transfer of a PCA Member from another region to the Region.

4. Any Member may be suspended for infractions of PCA National or this Region's By-Laws, rules or regulations, or for action inimical to the general objectives or best interests of National or the Region by a vote of three fourths of the Board of Governors. Within forty-five (45) days of written notice of such suspension, the Member may request a hearing, which hearing shall be before the Board of Governors or a Committee appointed by the Executive Committee as permitted in Article IX.1., and as may be determined by the Executive Committee. Such request to appeal such decision shall be in writing, to the President or Secretary, and the Member shall be afforded a hearing within forty-five (45) days thereafter. The Board of Governors shall either reaffirm such decision by a three- fourths vote or reverse and overturn such decision whereupon the Member shall be reinstated. If the suspension was not for a stated length of time and no written appeal is tendered, the Member is automatically expelled from PCA at the end of the 45-day appeal window. In the event of an appeal, the Board of Governors or Executive Committee, as the case may be, may thereafter continue the suspension for a definite time, lift the suspension, or expel the Member, and its decision shall be final as to the Region. Such Member may appeal such decision to National as may be permitted under National's By-Laws. Suspensions of Active and Associate Members are also applicable to Family – Active, Family-Associate and Affiliate Members.

5. Privileges. Members of the Region shall be entitled to all the privileges of the Region, except that:

a. An Associate Member, a Family Associate Member and an Affiliate Member may not be elected or appointed to any elective office of the Region and are not entitled to vote. However, upon an Active Member becoming an Associate Member, Family Associate Member or Affiliate Member, they may serve the remaining term of any office to which they have been elected, and shall be entitled to vote, if applicable.

b. Honorary Members not otherwise members of National and Affiliate Members are not entitled to vote or hold elective office.

c. A Member, otherwise entitled to vote pursuant to the provisions of these By-Laws, must be a Member in good standing as of the last day of the month prior to the month in which the Annual Meeting or Business Meeting shall occur to be eligible to vote at such Annual or Business Meeting.

6. Resignations/Terminations:

Any Member may resign by informing the Secretary or Membership Chair of the Region or the Executive Director of the National Office, and the recipient shall inform the other of the resignation. The Member's resignation shall be effective upon receipt and all Club privileges shall terminate as of that date. Resignation of an Active Member likewise terminates his/her family or affiliate Member. An Active Member may terminate the membership of a Family Associate Member or an Affiliate Member named by written notification to the Executive Director of National Office.

ARTICLE IV - REGIONAL TERRITORY

The territory included in the Region shall include the New Jersey counties of: Bergen, Essex, Hudson, Hunterdon, Middlesex, Morris, Passaic, Somerset, Sussex, Union and Warren, or additional geographic areas within New Jersey, as may be permitted by National. Residence within the regional territory specified herein is not mandatory for membership.

ARTICLE V - DUES

1. Annual dues for the various classes of membership shall be determined from time to time by National, and shall be collected by National. Regional dues, if any, for various classes of membership may be determined from time to time by the Board of Governors. Where urgently required, other regional fees may be assessed from time to time for special purposes as recommended by the Board of Governors, and approved by a majority vote of the membership assembled at a Business Meeting. Regional dues and/or Regional fees shall be payable at the time determined by the Board of Governors

2. Upon receipt of notification from National that a member has not renewed his or her membership, the Region shall notify the member that he or she will be dropped from the Region's membership roll two months from the member's annual anniversary date unless he or she renews by paying the required National dues and Regional dues, if any.

ARTICLE VI - MEETINGS

1. Business Meetings.

a. Business Meetings shall be any meeting so designated by the President or a majority of the Board of Governors for the purpose of transacting Region business. The membership shall be notified by publication of a notice in the Region's newsletter, Porscheforus, and on the Region's website, or by any method that assures availability of the notice of an impending Business Meeting to the membership, at least 30 days prior to the date of said meeting. Also, the membership shall be provided with an agenda for the Business Meeting at the time of notification. Matters that are to be discussed at a Business Meeting must be

submitted in writing sufficiently in advance of the Business Meeting to permit publication as part of the agenda.

b. For the purpose of transacting Region business at any Business Meeting, a quorum shall consist of the eligible voting Members present.

c. A Business Meeting shall be held each November, during which elections of Officers will be conducted (see Article X). This meeting shall be known as the Annual Meeting.

d. In the sole discretion of the Board of Governors, and subject to such guidelines, restrictions and procedures as the Board of Governors may adopt, the Board of Governors may determine to permit members not physically present at a Business Meetings, Annual or special meeting of members to, by means of remote communication:

(i) Participate in a Business Meeting, Annual or special meeting of members; and

(ii) Be deemed present in person and vote at a Business Meeting, Annual or special meeting of members, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (1) the Board of Governors shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member, (2) the Board of Governors shall implement reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (3) if any member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Board of Governors.

e. To the extent not prohibited by applicable law, and subject to such guidelines, restrictions and procedures as the Board of Governors may adopt, the Board of Governors may, in their sole discretion, determine that any annual or special meeting of the members shall not be held at any place, but may instead be held solely by means of remote communication.

f. the Board of Governors shall be empowered to implement reasonable measures to effectuate the changes set forth above.

2. Board of Governors Meetings

a. Board of Governors Meetings shall be held periodically throughout the year for the purpose of managing the activities of the Region consistent with the objectives of the Region as prescribed by these Bylaws. Matters to be discussed at the Board of Governors Meeting shall be submitted in advance to the President to be included in the agenda.

b. For the purposes of transacting business at any Board of Governors Meeting, a quorum shall be deemed to exist if representation by a majority of the eligible voting Officers and Committee Chairpersons/Co-Chairpersons are present at the meeting, provided such majority includes either the President or the Vice President, and at least one (1) additional member of the Executive Committee. The Secretary shall determine if a quorum is present.

c. Members are welcome to attend Board of Governors meetings as observers.

d. The President shall have the right to convene a closed session of the Executive Committee at any time during any Board Meeting to discuss any matter.

e. In the sole discretion of the Board of Governors, and subject to such guidelines, restrictions and procedures as the Board of Governors may adopt, the Board of Governors may determine to permit Governors and members not physically present at a Board of Governors Meetings to, by means of remote communication:

(i) Participate in a Board of Governors Meeting; and

(ii) Be deemed present in person and vote at a Board of Governors Meetings, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (1) the Board of Governors shall implement reasonable measures to verify that each member of the Board of Governors, deemed present and permitted to vote at the meeting by means of remote communication is a member, (2) the Board of Governors shall implement reasonable measures to provide members of the Board of Governors a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Board of Governors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (3) if any member of the Board of Governors votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Board of Governors.

(iii) the Board of Governors shall be empowered to implement reasonable measures to effectuate the changes set forth above.

ARTICLE VII - OFFICERS

1. The elected officers of the Region shall be Active or Family Active members of the Region in good standing and shall include the President, Vice President, Secretary, Treasurer and three (3) Governors at Large. The elected officers shall serve one fiscal year ending December 31. The elected officers' residence shall be within the borders of the United States. The President and Vice President shall not serve more than four (4) consecutive years in the same position.

2. The President shall be chief executive officer and shall preside at all meetings of the Region and the Board of Governors. The President shall be the voting member of the National Board of Directors for the Region.

3. The Vice President shall accept the responsibilities of the President in the absence of the President, and shall also discharge such duties as may be directed by the President or authorized by the Board. In the case of the President's death, resignation or disqualification, the Vice President shall become President.

4. The Secretary shall keep minutes of all Business Meetings of the Region and the Board of Governors. In the absence of the Secretary, the President shall appoint a Secretary *pro tem* who will assume the duties of Secretary. The Secretary shall coordinate all general correspondence and other administrative work not otherwise specified. The Secretary shall cause the necessary forms to be completed and forwarded to the proper State authority to ensure that the Region's incorporation in the State of New Jersey remains current and valid.

5. The Treasurer shall have charge of all funds deposited to the credit of the Region in such depositories as may be designated by the Board. The Treasurer shall pay, or cause to be paid, all bills for the Region, keep proper records of receipts and expenditures, which shall be open to the inspection of the Board of Governors at all times. The Treasurer shall present a report of finances at each meeting of the Board of Governors and an Annual Report within thirty (30) days following the close of the fiscal year on December 31.

6. The Governors shall act as representatives at large of the membership. They shall, at all times, actively strive to further those objectives set forth in ARTICLE II, Paragraph I and to accept such responsibilities as may from time to time be delegated to them by the Board of Governors.

7. The President, Vice President, Secretary, Treasurer, immediate past President and each Governor shall have a vote on the Board of Governors.
8. Vacancies shall be filled as follows:
 - a. President shall be succeeded by the Vice President, and a new Vice President shall be appointed by a majority vote of the Board of Governors.
 - b. Vacancies for all other offices shall be filled by appointment as determined by a majority vote of the Board of Governors.
 - c. All appointments shall be for the duration of the unexpired term.
9. Any Elected Officer may be suspended or removed from such position for actions deemed detrimental to the welfare of the Region if the Board of Governors, by a two-thirds vote or more, calls for a vote of the membership at a Business Meeting to remove such officer, and the membership, by majority vote of the Members voting at such Business Meeting, approves such suspension or removal.

ARTICLE VIII - BOARD OF GOVERNORS

1. The Board of Governors shall consist of the elected officers, the Chairpersons and Co-Chairpersons of Operating Committees not otherwise members of the Board and the most immediate Past President available.
2. The Board of Governors shall have supervision of all matters pertaining to Regional activities and shall manage and conduct Regional affairs in accordance with the Bylaws. A majority of the Board shall constitute a quorum, and unless otherwise specified, decisions of the Board of Governors shall be by a majority vote of the quorum present. Voting by Committees with Co-Chairpersons shall be in accordance with Article X.
3. Any member of the Region may appeal an action of the Board of Governors by presenting his or her objection in writing at a Board of Governors Meeting. If the objection is sustained by a majority vote of members present, the Secretary shall prepare a notice of the objection and shall ensure that the notice is distributed to the membership. The objection shall then be voted upon at the next succeeding Business Meeting and a supportive vote by a three-fourths majority of members present will repeal the action of the Board.

ARTICLE IX- COMMITTEES

1. There shall be not less than fifteen (15) and not more than twenty-five (25) Operating Committees, each with Chairpersons or Co-Chairpersons, selected by February 1 of each calendar year, by the President, Vice-President, Secretary and Treasurer and the immediate past President unless such immediate past President has

resigned from the Board of Governors (collectively the “Executive Committee”). The Executive Committee shall designate the responsibilities of each Operating Committee. All such Operating Committee Chairpersons shall serve at the discretion of the Executive Committee. After February 1, additional Operating Committees, up to a cumulative total of twenty-five (25), may be appointed by the Executive Committee by majority vote. If for any reason the Executive Committee is an even number of people, then the President shall break the tie. The total number of the elected officers and all Chairpersons and Co-Chairpersons of Committees (exclusive of Special Committees as referenced below) shall be twenty five (25) or less. However, should the Executive Committee determine that the interests of the Members require the appointment of Chairpersons or Co-Chairpersons of Committees such that the total number of members of the Board of Governors would exceed 25, then the Executive Committee shall request the Board of Governors to approve this course of action, and the Board of Governors may approve such expansion of the number of Operating Committees with an affirmative vote of three fourths of the members of the Board of Governors present, and such approval will expire at the end of the calendar year during which approval was granted.

Each Operating Committee, by its Chairperson, shall have a vote on the Board of Governors, provided such Chairperson is not otherwise a member of the Board of Governors. In the event of Co-Chairpersons, each Chairperson shall have a fractional vote, proportionally reduced based on the number of Co-Chairpersons (if there are two (2) Chairpersons, it shall be one half vote each; if three (3) Co-Chairpersons, it shall be one third vote each).

Special Committees may be appointed at any time with the approval of the Board of Governors. Chairpersons of Special Committees shall not have a vote. (For example, By-Laws Committee, Nominating Committee, Election Committee).

ARTICLE X – ELECTIONS

1. The President, with the approval of the Board of Governors, shall appoint a Nominating Committee and its Chairperson not later than June 1. The Nominating Committee shall consist of five or more (an odd number) Active or Family Active members and shall include a person or persons satisfying the following: 1) an available past President, 2) a member of the preceding year's Nominating Committee, and 3) at least one, but not more than three, members of the current Board of Governors. Members of the Nominating Committee, and “Family Relation” (defined as husband, wife, brother, sister, son, daughter, mother, father, brother-in-law, sister-in-law, son-in-law, daughter-in-law, father-in-law, mother-in-law or domestic partner sharing a residence with a member) of any member of the Nominating Committee shall not be eligible for nominations to an elective office.

2. The names of the individuals who have been appointed to the Nominating Committee shall be published in the July issue of Porscheforus and shall be published on the Region's website by July 1. In that same issue or at the same time published on the Region's website, the procedures for nominations and voting shall also be published.
3. The Nominating Committee shall:
 - a. personally interview or make inquiry of:
 - i. all Elected Officers,
 - ii. any Active Member or Family Active Member in good standing to be nominated by the Committee, and
 - iii. any Active or Family Active Members indicating a desire to be a candidate for any elected office, prior to concluding nominations; and
 - b. nominate one or more candidates for each elective office.
4. After securing permission of each candidate nominated, the nominees shall be announced in writing to the membership by publication on the Region's website in the first week of August and in the September and October issues of Porscheforus.
5. Any eligible Member, not so nominated, who wishes to have his or her name appear on the ballot for election at the Annual Meeting shall submit to the Nominating Committee a written notice and supporting Petition, signed by not less than twenty-five Active or Family Active members, no later than September 1, to allow for publication in the October issue of Porscheforus and posting on the Region's website by September 7.
6. The election of officers (the "Election") shall occur at the Annual Meeting and shall be conducted by an Election Committee. The Election Committee shall be:
 - a. comprised of an Active or Family Active Member in the event of an Uncontested Election as defined below, or by multiple Active or Family Active Members in the event of a Contested Election, as defined below; and
 - b. appointed by the President, and approved by the Board of Governors by majority vote, provided however, no member of the Election Committee may:
 - i. have a Family Relation in the Election,
 - ii. have served as a member of the Nominating Committee for the Election,

or

iii. be a Family Relation of any Member of the Nominating Committee for the Election.

c. To the extent not prohibited by applicable law, the Board of Governors may, in their sole discretion, and subject to such guidelines, restrictions and procedures as the Board of Governors may adopt, determine that the Election Committee for any annual or special meeting of the members may attend and execute the duties of the Election Committee at such annual or special meeting by means of remote communication

7. Candidates for elected office shall either:

a. be present at the Election, or

b. in advance of the Election submit written communication to the Chairperson of the Election Committee that:

i. appoints a representative to appear on their behalf, or

ii. expresses the candidate's willingness to serve if elected, for reading by the Election Committee prior to the vote at the Election.

8. If there is only one candidate for each office, it is an "Uncontested Election". In an Uncontested Election at the Annual Meeting, the Member of the Election Committee as was appointed by the President shall call for a motion to vote for and approve the slate of officers, and upon such motion and affirmative vote, the election shall be deemed completed.

9. If there is more than one candidate for any office (a "Contested Election"), then voting shall be by written ballot. For a Contested Election, then there shall be no less than seven (7) members appointed to the Election Committee, one of whom shall be the Chairperson, as selected by the President.

10. In a Contested Election:

a. The Election Committee shall prepare the ballot for the Election. No write-in votes shall be allowed.

b. Sequence of voting shall be:

President

Vice President

Secretary

Treasurer

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c. The President must be elected by a majority; other officers are to be elected by plurality. If there are more than two (2) candidates for President and none receives a majority of the votes, the two (2) candidates with the most votes will have a run-off election. In such event, any Absentee ballots not voted for either of the final two (2) candidates shall be excluded from the count for purposes of establishing a majority in the run-off election. If no one receives a majority, that is there is a tie, then the decision is made with a toss of the coin by the Chairperson of the Election Committee.

d. Absentee ballots shall be made available to anyone requesting a ballot from the Chairperson of the Election Committee either by letter or email at least fourteen (14) days before the date of the Contested Election. Absentee ballots will only be mailed, and only to the latest address on file with the Region's membership records. The completed Absentee ballot must be received by the Chairperson of the Election Committee, by mail before 4PM on the day of the Election, or presented to the Chairperson or other designated member of Election Committee in person at the Election.

e. Anyone requesting an Absentee ballot will be denied a ballot at the Election, regardless of whether the Absentee ballot was returned.

f. Member confidential contact information obtained from any Club data base or any Club activity shall not be used by or on behalf of any candidate for any electioneering.

g. Procedures shall be established by the Election Committee:

i. to ensure the anonymity of Absentee ballots; and

ii. to enable candidates in contested elections to have equal opportunity to present statements to the Membership in the manner as may be determined by the Election Committee.

h. The Election Committee shall tabulate votes and report results at the Annual Meeting.

11. Candidates elected shall take office on January 1 of the year following the Election.

ARTICLE XI – OBLIGATIONS, INDEBTEDNESS AND FINANCIAL AUDITS

1. Only the elected officers or persons authorized by the Board of Governors to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred solely as corporate obligations. No personal liability

whatever shall attach to or be incurred by any member or Officer of the Region by reason of any such corporate obligation or liability.

No elected Officer or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region without prior approval of a majority of the Board of Governors, except for the following purposes:

- a. Printing, mailing, and postage expenses of the Region's official publication.
- b. Stationery and postage for ordinary administrative use; and
- c. Ordinary and necessary expenses made by Committee Chairpersons consistent with a budget for such Committee as approved by the Board of Governors.

2. No elected Officer or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region which: (a) exceeds the expenditure approved by the Board of Governors, and (b) is not for the general benefit of the membership of the Region as determined by the Board of Governors.

3. The incurring of any obligation or indebtedness in the name of the Region by any elected Officer or member in contravention of these Bylaws shall be an *ultra vires* act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Region in an amount equal to the obligation or indebtedness which the Region may be required to pay.

4. Should the Region, for whatever reason, by vote of three fourths of members at a Business Meeting, dissolve the corporation, all assets of the Region shall be converted to cash and:

- a. All outstanding financial obligations of the Region shall be fully discharged.
- b. Any cash remaining after (a.) above, shall be distributed equally to all Active and Associate members in good standing at the date of dissolution.

5. The Treasurer shall submit the Region's financial records to an independent certified public accountant selected and approved by the Board of Governors, at the Region's expense and at the close of the fiscal year, for audit. The results of this audit shall be reported by the Treasurer to the Board of Governors and the report itself shall be published in the next available issue of the Region's monthly magazine.

6. The Board of Governors shall designate one member of the Board of Governors, who is not a Family Relation of the Treasurer, to have access to the Region's bank statements for the purpose of reviewing and confirming that the monthly Region's financial report, as submitted by the Treasurer, contains accurate information concerning Region's bank

balances. Such access to the bank statements shall not include access to the accounts for the purpose of transfer or deposit of any funds.

ARTICLE XII - AMENDMENTS TO BYLAWS

These Bylaws may be amended by a three-fourths majority vote of members present at a Business Meeting, provided: (1) the membership has been notified of the Business Meeting at which the proposed amendment(s) shall be voted upon, not less than one (1) month prior to the date of said Business Meeting, and (2) the proposed amendment(s) have been made available to the Members not less than one (1) month prior to the date of said Business Meeting. Notification to members of the Business Meeting shall be in accordance with Article VI, and the proposed amendment(s) shall be made available to members either by publication in Porscheforus, by mailing, by posting on the Region's website or by other electronic means which reasonably assures receipt by Members. Amendments may be proposed by any Active or Family Active Member in good standing, and shall be voted upon at a Business Meeting as determined by a vote of the Board of Governors, or at the next Annual Meeting thereafter.