

# BY-LAWS OF THE PEPSI-COLA COLLECTORS CLUB

## ARTICLE I – NAME OF ORGANIZATION

- A. The name of this organization shall be known as the Pepsi-Cola Collectors Club (referred to also as the “P.C.C.C.” or the “Club”).
- B. The organization may, by a majority vote of the membership body present at the annual meeting, change its name only if necessary in order to preserve the association as a whole.

## ARTICLE 2 - OBJECTIVES

- A. The objective of the Club shall be to promote interest in Pepsi-Cola collectibles and history, promote fellowship and communication among Pepsi-Cola collectors, advance the preservation of Pepsi-Cola memorabilia and educate members about issues affecting the value or authenticity of Pepsi-Cola collectibles.
- B. The Pepsi-Cola Collectors Club will maintain good relations with the Pepsi-Cola Company (PepsiCo).

## ARTICLE 3 – MEMBERSHIP: Eligibility, Classifications & Dues

- A. A standardized membership application, approved by the Board of Directors for the purpose of accurate records, shall be used without exception. Membership applications shall be available from officers of the Club, on-line or requests by mail received at the designated Club mailing address.
- B. Primary and Associate membership dues shall be assessed by the Executive Board annually. Membership dues are to be paid in full annually in order to remain in good standing and are due on the anniversary date of receipt of membership application. If dues are not submitted by their expiration date, all benefits of membership are forfeited on the expiration date. International Membership dues will include an adjustment for international postage on top of the Primary membership rate.
- C. Renewal notices shall be mailed to each Primary Member, and where applicable, will include their sponsored Associates prior to the expiration date of their membership. Memberships will remain on the active membership roster for a period of 90 days after the expiration of membership. Any memberships that have remained expired for 91 days shall be removed from the membership roster.
- D. The Executive Board may change the dues when needed. The Executive Board will present to the membership at the annual meeting a Proposed Budget justifying the change in the membership dues.
- E. PRIMARY MEMBER shall be defined as any person 18 years of age or older interested in Pepsi-Cola memorabilia or the history of the Pepsi-Cola Company, who has paid the required membership dues, shall be eligible for PRIMARY membership and entitled to all benefits of membership.
- F. ASSOCIATE MEMBER shall be defined as a spouse or life partner of the Primary member, residing in the same home, to be eligible for Associate membership, which will be sponsored by the Primary member who has paid the additional required fee for Associate membership. Associate members shall be entitled to all the benefits of membership with the exception of receiving periodic publications to include, but not limited to, the newsletters or other Club related mailings.
- G. “JUNIOR MEMBER is any person under 18 years of age and a member of the household of the Primary Member who is interested in Pepsi-Cola memorabilia or the history of the Pepsi-Cola Company. The child and their parent or legal guardian accepting full responsibility and/or liability for acts of their child in connection with any Club activity and or participation in connection with any Club publication whether by mail or internet website, as well as a statement holding the Club harmless as to any injury to their child or the child’s property. Junior Members are entitled to benefits of membership with the exception of voting on Club business, sponsoring an associate member, holding an elected office, or receiving periodic publications to include, but not limited to, the newsletter or other Club related mailings.”
- H. Any other member of a household or family, age 18 years of age or older, must join separately as a Primary member.
- I. A Special Assessment may be proposed by the Board of Directors only if it is essential to preserve and protect the security and well-being of the organization. Notification of the special assessment must appear in the newsletter issued prior to the annual meeting at which time it will be considered and must be approved by a two-thirds majority vote of all voting members in attendance at the business meeting.

- J. Bob Stoddard, an original founder of the Pepsi-Cola Collectors Club, shall hold an honorary membership and the title of Founder of the Pepsi-Cola Collectors Club. He shall be entitled to all the benefits and privileges of regular membership to include the right to vote at the annual convention/membership meeting.

## ARTICLE 4 – MEMBERSHIP: Rights and Duties of Members

- A. All primary members shall be notified of Club activities by means of the periodic newsletter. They may attend Club functions and be able to hold office and vote when present at the annual convention / membership meeting.
- B. A member may resign from the Club by not renewing their annual membership dues. A resigned member is responsible for returning all Club property that may be in his/her possession.
- C. Property Interest: No Club member shall have any right or interest whether legal or equitable to any asset, claim or property held or owned in the name of the Club.
- D. The books and records of the Club may be inspected by any Club member upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the books or records.
- E. Club members may attend Board of Directors meetings and may be recognized to participate in discussions, but will not be permitted to vote.
- F. It shall be the duty of all members to be familiar with and abide by the By-laws of the Club at all times. A member guilty of conduct detrimental to the advancement of the purpose of the Club or reflecting discredit upon it by any improper act or series of acts shall be subject to disciplinary action by the Board of Directors.
- G. It shall be the duty of each member to pay his/her dues on or before their membership anniversary date.
- H. No club member may act on behalf of or in the name of the Pepsi-Cola Collectors Club, without exception. This includes but is not limited to such actions as creating websites, setting up web pages, such as Facebook, contacting vendors, requesting donations or club sponsors, and placing ads in print or web publications. If a club member finds a need for an action to be taken in the name of the club, they should submit it in writing for consideration to the Board of Directors. If the requested action is found to be required, the Board of Directors will appoint a committee or individual to complete additional research on the issue. If it is found that it is needed an individual or committee will receive written authorization to complete the specified task. The authorization will contain a beginning date and an ending date. The authorization will be null and void as of the ending date listed on the authorization document, at which time the task will end. If additional time or authorization is needed, the individual may submit a request for a reconsideration of the action and extend the time and/or scope of the request.

## ARTICLE 5 – BOARD OF DIRECTORS

- A. The business of the organization shall be managed by the Board of Directors. The Board of Directors shall include the following elected Officers: President, Vice-President, Secretary/Membership, Treasurer, Chapter Information and Alliance Director, and up to four (4) members-at-large and appointed Coordinator positions: Editor- Newsletter, Board Support, and Webmaster. The immediate past President shall automatically be a non-voting member of the Board of Directors.
- B. Members-at-large shall be elected to the Board of Directors – one from each of the four national time zones (PST, MST, CST, EST.) Each member shall serve a two-year term, with elections for PST (including Hawaii) and CST held during odd numbered years and elections for MST (including Alaska) and EST held during even numbered years. The address to which the member receives official Club correspondence will determine the time zone the member can represent.
- C. The Board of Directors shall be the controlling judicial and administrative body of the Club. The Board of Directors shall act in the name of the Club when it shall be regularly convened at the annual meeting. It shall have full authority to govern and conduct all Club business and affairs pursuant to the By-laws, including the authority to provide for custody and control of Club funds and property. The Board of Directors shall also be responsible for organizing and conducting the annual convention /meeting.

- D. The officers on the Board of Directors shall each be elected to a two-year term. There shall be no limit to the number of terms a member may serve.
- E. Club members interested in holding an elected position on the Board of Directors are encouraged but not required to announce their interest for a position that is posted for election in the club newsletter. All announcements should be received no later than the 10<sup>th</sup> of December, in order to be included in the issue prior to the annual meeting/convention. Announcements placed in the newsletter will still require a nomination from the floor and a vote by secret ballot.
- F. All votes for Board of Directors will be by ballot and there shall not appear any place on such ballot to indicate the person who cast such vote. Newly elected officers of the Board of Directors shall assume their positions following the close of the annual convention.
- G. The election of Board of Directors will be scheduled by even and odd number of years to insure that experienced Directors remain on the team at all times. The election of President, Secretary, Chapter Information & Alliance will take place in even numbered years and Vice-President and Treasurer in odd numbered years. Up to four (4) Members-at-large will be elected annually.
- H. The minimum number of Directors to constitute a quorum at the annual meeting shall be a minimum of four Directors and/or two additional Board members present at the time of the meeting.
- I. Each member of the Board of Directors shall have one vote and such vote may not be made by proxy.
- J. The Board of Directors may create specific rules and regulations in regards to their meetings as it may, in its discretion, deem necessary.
- K. The Board of Directors shall have the authority to appoint standing and/or special committees to assist with conducting required Club business. The Board of Directors shall set the duration of said committees as necessary to complete the work of the Club.
- L. The spouses and/or life partners of Directors may be present and participate in Board of Director meetings at the discretion of the Board of Directors but will be excluded in any votes that take place during a meeting. Only one member of any household may hold a Board of Directors position whether it is a Director or a Coordinator at the same time.
- M. A Member of the Board of Directors may be removed from their position when acting in such a manner that may reflect negatively on the good name of the Board of Directors or the Pepsi-Cola Collectors Club or may disturb or hamper its work.

#### **ARTICLE 6 – EXECUTIVE BOARD OF DIRECTORS**

- A. An Executive Board of Directors which consists of all elected Officers shall have the full authority to govern and conduct all business and affairs in the name of the Club between annual meetings.
- B. Any one or all Coordinators will be requested to attend meetings as deemed necessary to conduct this business.
- C. A majority of elected Officers of the Board of Directors must be present at a meeting of the Executive Board in order to constitute a quorum.
- D. Should an urgent situation considered detrimental to the club arise with 48 hours or less to resolve, the President, Vice-President, Secretary and Treasurer may act in the name of the Club with the full authority and on behalf of the Board of Directors for a temporary resolution.
- E. Succession of Directors positions in the event of absence or resignation of an elected Board of Directors during the course of a year prior to the annual meeting is as follows:
  - 1. In the absence of the President at any meeting of the Board of Directors or the Membership the Vice-President shall preside over the meeting.
  - 2. In the absence of the President and Vice-President as stated above the Secretary shall preside over the meeting and another Board of Directors member will be appointed as the acting Secretary.
  - 3. The Vice-President will succeed to the office of President in the event of the resignation of the President until the next annual meeting when an election for the position will be held.
  - 4. The Board of Directors will then fill the position of Vice-President by appointing at their discretion another

member

of the Board of Directors or a qualified PCCC member. If the position is filled within the Board of Directors a qualified PCCC member will be appointed to fill the empty Board of Directors position until the next annual meeting when an election of a Director or an appointment of a Coordinator takes place.

- 5. In the event of the resignation of any other Director or Coordinator (excluding the President as previously stated) the Board of Directors will appoint a qualified PCCC member to fill the position until the next annual meeting when an election of a Director or an appointment of a Coordinator takes place.
- F. No Director or Coordinator for reason of his/her office shall be entitled to receive any salary or compensation related to the duties of his/her office. However a gratuity approved by the Board of Directors may be granted to any member of the Board of Directors or a PCCC member to cover excessive time and or expenses related to a specific project.

#### **ARTICLE 7 – OFFICERS & COORDINATORS: Roles & Responsibilities**

##### **A. OFFICERS (Elected)**

###### **1. President:**

- i. The President shall be the chief executive officer of the Club.
- ii. The President will preside over meetings, maintain order and provide for the enforcement of the By-laws.
- iii. The President will remain impartial and conduct business as effectively as possible acting for the good of the Club.
- iv. The President will abstain from regular voting business in front of the Executive Board and or the Board of Directors, except in the case of breaking a tie vote.
- v. The President will assume any administrative responsibilities needed to maintain and complete the work of the Club. He/she will support and assist all members of the Board of Directors and Coordinators in any areas needed.
- vi. The President shall perform any other duties incidental to the office acting in the best interest of the Club.

###### **2. Vice-President:**

- i. The Vice-President will act in the name of the President in the event of the President's absences as well as the President's inability or refusal to act.
- ii. The Vice-President shall immediately succeed to the office of President in the event of resignation, death or disqualification from office.
- iii. The Vice-President shall assist the President with the performance of the President's duties in conducting the work and business of the Club.

###### **3. Secretary/Membership:**

- i. The Secretary is responsible for maintaining accurate documentation of communications, important records, meeting agendas and minutes, and for reviewing and updating documents as necessary. The secretary will share all information and correspondence with all Board of Directors on a regular basis or as requested.
- ii. The Secretary will maintain all membership records and record all correspondence received from the membership. The secretary will forward any necessary membership correspondence to the appropriate Director or coordinator to facilitate membership follow up.
- iii. The Secretary will receive all membership applications and membership fees. Once recorded the secretary will submit the funds to the Treasurer for deposit and issue a report to the Chapter Information and Alliance (CIA) Director.
- iv. The Secretary will assist all Board of Directors as requested by said Directors regarding their tasks or other items of which they may need assistance.
- v. The Secretary will keep a record of all Vendors and other requested Contacts for all PCCC and annual convention/meeting needs.
- vi. The Secretary will assist in designing and updating necessary forms for PCCC and annual convention and meetings (registration forms, auction forms, etc.)
- vii. The Secretary will assist the Annual Convention Planning Team in keeping records, schedules and information for the event. The secretary will receive all Annual Convention Registration forms and registration fees. Once recorded, the secretary will submit the funds to the Treasurer for deposit and issue a report to the Annual Convention Planning Team.

- viii. The Secretary shall design and issue a "Welcome Packet" designed specifically for new Club members as well as maintain and update the information included in the packet as needed.
  - ix. The Secretary will assist the Annual Convention planning team in scheduling volunteers to assist with registration at the annual convention membership meeting.
  - x. The Secretary shall perform any other task as assigned by the Board of Directors or the PCCC Membership.
4. Treasurer:
- i. The Treasurer shall have custody and charge of, as well as be responsible for, all funds of the Club.
  - ii. The Treasurer shall make deposits of such monies in the name of the Club in such place and in such amounts as shall be authorized by the Board of Directors.
  - iii. The Treasurer shall pay all expenses as authorized by the Board of Directors.
  - iv. The Treasurer shall render an accounting of all monies collected and disbursed at the annual meeting.
  - v. The Treasurer shall be responsible for the filing of all licenses, permits and financial statements required to initiate, maintain and terminate activities of the Club as directed by the Board of Directors.
  - vi. The Treasurer shall perform any other duties as incident to the office.
  - vii. The Treasurer will keep a working budget and assist the Secretary in sharing the report with the Board of Directors and Membership as warranted.
5. Chapter Information & Alliance Director:
- i. The CIA shall manage and keep current all information as it pertains to local chapters of the PCCC.
  - ii. The CIA shall submit to the Secretary semi-annually updated records of all active Club chapters.
  - iii. The CIA shall maintain regular contact with all active chapters as well as offer support and guidance to all chapter leaders.
  - iv. The CIA shall prepare and have available materials to assist, guide and promote current chapters as well as encourage the formation of new chapters.
  - v. The CIA will submit articles reporting chapter activities and events for the newsletter and website.
  - vi. The CIA will develop and coordinate membership drives and contests for recruiting new members.
  - vii. The CIA will represent the best interest of local chapters at meetings of the Board of Directors.
6. Members At Large:
- i. Members at Large actively participate in Board of Directors and annual membership meetings.
  - ii. Members at Large assist the Chapter Alliance & Information Director in developing and implementing support programs for chapters, and developing, coordinating and promoting services for members.
  - iii. Members at Large assist as directed by the Board of Directors on any standing or special committee or any other activity or project that may arise.
- B. COORDINATORS (Appointed)
1. Editor-Newsletter Coordinator:
- i. The Editor of the Newsletter actively participates in Board of Directors and annual membership meetings.
  - ii. The Editor of the Newsletter shall prepare, edit and publish the official periodic publication of the P.C.C.C.
  - iii. The Editor will provide articles and information to inform, update, and educate Club members in regard to all aspects and areas related to Pepsi-Cola memorabilia.
  - iv. The Editor shall include information as it pertains to the activities and events of the Club.
  - v. The Editor shall maintain timely publications dedicated to promoting the hobby of Pepsi-Cola collectibles and the interests of Club members.
2. Board Support Coordinator:
- i. The Board Support Coordinator actively participates in Board of Directors and annual membership meetings.
  - ii. The Board Support Coordinator's primary responsibility is to assist and support the Editor of the newsletter in all areas to include but not limited to research, writing, and contact with printer, mailing, etc.
  - iii. The Board Support Coordinator will be familiar with all Club operations.
- iv. The Board Support Coordinator will initiate special projects and or assist any Board of Director as needed.
  - v. The Board Support Coordinator will assist with all areas of the convention / membership meeting and must have a knowledge of the schedule of events, individual events, meeting room set ups and requirements, and banquet orders.
  - vi. The Board Support Coordinator will assist as directed by the Board of Directors on any standing or special committee or any other activity or project that may arise.
3. Webmaster:
- i. The Webmaster actively participates in Board of Directors and annual membership meetings.
  - ii. The Webmaster constructs and updates the Club's website. This will include, but not be limited to, submissions by members of the Board of Directors as well as Club members who have received authorization from the Board of Directors. Updates will be made in a timely manner to keep the website up-to-date and the information relevant.
  - iii. The Webmaster will post, as directed by the Board of Directors, information and articles relative to Club activities and memorabilia / collecting information, as well as information submitted by the Chapter Information and Alliance Director regarding local chapters' activities and information.
  - iv. The Webmaster will issue e-mails, correspondence or other publications via the website as authorized by the Board of Directors.
  - v. The Webmaster will ensure that all web related issues such as domains, applications, and any other item related to the website are current and operational.

#### ARTICLE 8 - CONVENTION / BUSINESS MEETINGS

- A. The annual convention/ membership meeting of this organization shall be held at a time and at an appropriate and adequate facility to meet the needs of the organization as determined by the Board of Directors.
- B. All members in good standing shall receive notice and details of the annual meeting in the Club newsletter.
- C. In addition to the regular members present at Annual Meeting there must be a minimum of one officer, and any three additional board members to include any director, coordinator, or appointed board member in order to constitute a quorum. No business will be transacted in the name of the club without a quorum.
- D. The election of Officers for Board of Directors shall take place at the annual convention/meeting. The set time for elections will be printed in the convention/meeting schedule of events. Any members who wish to cast a vote in elections must be present for the meeting.
- E. Officers and Coordinators of the Board of Directors as well as any special committees appointed by the Board of Directors will present a report on their activities during the annual business meeting. Reports may also be printed in the Club newsletter.
- F. The Board of Directors will schedule and conduct meetings as necessary to complete the work and business of the organization. The Secretary shall send notice and schedule all meetings.
- G. In addition to meetings of the Board of Directors, the Executive Board may call and conduct meetings as needed. Any member of the Executive Board may request a meeting if deemed appropriate by the member. Appropriate notice should be sent to the Secretary so that a meeting can be scheduled.
- H. Any member of the Board of Directors may request the call of a meeting should a situation arise in which the individual deems it necessary. Notice of the meeting request should be sent to the Secretary and President at which time the Secretary shall send notice and schedule a meeting.
- I. The Board of Directors or Executive Board may conduct meetings by means of conference call, video conference call, in person or by e-mail correspondence as deemed necessary.
- J. A special meeting may be called by the president for the purpose of discussing and or taking action on an urgent situation that would negatively affect the group. The president may also call a special meeting at the request of a minimum number of three club members in good standing. The Board of Directors will limit the number of requests to three. The request for a special meeting must include, but is not limited to any situation that would hamper or disturb the work of the club or reflect negatively on the good name of the club. The minimum number of three requests must

be submitted in writing to the club secretary. The request must include any and all subjects of concert. Only the subjects listed on the request will be heard. Any special meeting requested by a minimum number required will be published in the quarterly newsletter and will include the subjects discussed and were deemed of such importance that action must be taken immediately.

#### **ARTICLE 9 - COMMITTEES**

- A. All members of both standing and special committees will be appointed by the Board of Directors at the annual convention / membership meeting each year. Additional members may be added during the course of the year as deemed necessary by the Board of Directors as requested by the Coordinator or Chairman of a standing or special committee.
- B. Standing Committees shall be, but not limited to, Inspector of Election, Finance, and Convention. A member of the Board of Directors may be appointed to any committees.
- C. Standing Committees may be appointed to complete specific responsibilities as deemed necessary and appropriate by the Board of Directors. The Board of Directors will determine the need for a Standing Committee.
- D. Special Committees shall be organized as needed during the annual convention / membership meeting or as deemed necessary by the Board of Directors and will be dissolved when the specific purpose of the committee has been completed or at the close of the annual convention / membership meeting.

#### **ARTICLE 10 - ELECTIONS AND VOTING**

- A. All Elections of Officers for Board of Directors shall take place at the annual convention / membership meeting.
- B. The election of Officers for Board of Directors shall be done by secret ballot. All other votes shall be by voice or show of hands in the event of a close voice vote.
- C. Nominations will be taken from the floor for open elected positions on the Board of Directors. Club members present at the annual business meeting may nominate individuals to be placed on the ballot for a vote. Nominees will be acknowledged by the meeting chairperson to verify their willingness to accept the position, and the various responsibilities associated with the elected position. When there are no more nominations, the chairperson will close nominations for the open positions, and the names of those nominated will be placed on a secret ballot for election.
- D. Nominated candidates for offices must be Club members in good standing. Candidates will be permitted to run for one office only. Club members may nominate themselves for an elected position.
- E. A candidate receiving the most votes shall be declared elected. In the event of a tie, a second ballot shall be issued.
- F. At all votes by ballot, the Board of Directors shall, prior to the commencement of balloting, appoint a committee of four who shall act as the Inspectors of Election. The Inspectors of Election shall conduct the vote and count all ballots. At the conclusion of balloting, the Inspectors of Election shall certify in writing to the President the results of said balloting. A certified copy of balloting results shall be physically affixed in the minute book to the minutes of the meeting.
- G. Newly elected officers will assume their position at the close of the annual convention.
- H. If a majority so requires, any question may be voted upon in the manner and style provided for the election of officers and directors.
- I. No Inspector of Elections shall be a candidate for office or have a vested interest in any question put to vote.

#### **ARTICLE 11 – LOCAL CHAPTERS**

- A. The Club encourages the development of local/regional clubs called Chapters by Club members who wish to organize said Chapters.
- B. Club Members who wish to establish a local/regional Chapter shall contact the Chapter Information and Alliance (CIA) Director of the Board of Directors to request the recognition of said Chapter. The Chapter Information and Alliance Director will then bring the proposed Chapter to the Board of Directors for recognition and approval.
- C. Local/Regional Chapters shall establish their own Rules of Order and/or By-Laws. They must be established as to not conflict with the objectives and By-Laws of the Pepsi-Cola Collectors Club. Local Chapters are encouraged to limit their individual Chapter membership to those that also belong to the national club. However, the national club does not discourage the attendance of

guests who are also interested in Pepsi collectibles from attending a local Chapter meeting or event in the hopes that they will become a member of the national club.

- D. Local/Regional Chapters must regularly report to the Chapter Information and Alliance Director so that Chapter news may be included in the Club Newsletter, website and any other publication or notification avenue that the Board of Directors deems appropriate.

#### **ARTICLE 12 - AMENDING THE BY-LAWS**

- A. The By-laws of this organization may be amended by any Club member by sending a written request to the Secretary a minimum of 60 days prior to the annual convention / membership meeting to assure adequate time to include the proposed amendment in the convention agenda for all Club members in attendance to review. The member shall submit the request to the Secretary to present the proposal to the Board of Directors for review and discussion. The Board of Directors will review and either endorse, offer suggested changes, or oppose the amendment, when it is presented to the membership.
- B. Amendments to the By-laws require a two-thirds majority vote by all Club members eligible to vote and present at the annual convention / membership meeting.

#### **ARTICLE 13 - ORDERS OF BUSINESS AND GUIDELINES**

- A. Roberts Rules of Order, the current edition of 'Robert's Rules of Order Newly Revised' shall be used as a guide on any by-law or procedure not specifically covered in these By-laws.
- B. Roberts Rules of Order shall be used as a guide in conducting Club meetings and business to complete the work of the Club as quickly and effectively as possible and to insure that the will of the majority is achieved while protecting member's rights.
- C. Order of business at the annual membership meeting shall be reading of the minutes, reports of all officers, reports of committees, unfinished business, new business and elections.
- D. No liability of any kind for damages arising from errors or omissions in the making up, recording or communicating of programs or information concerning shall be attached to the Board of Directors or other members.
- E. Upon dissolution of the Club, payment shall be made on all Club liabilities and the remaining assets shall be distributed as directed by the Board of Directors exclusively to a charitable or educational organization.

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