

## **Pennsylvania Hillclimb Association**

### **Minutes of February 14, 2026, PHA BoD Special Meetings for Bylaws Amendment**

These special Zoom\* meetings were called to order by Grace Huntzinger at 12:30 PM, after which it was determined that a quorum of Regional Representatives was in attendance. Two meetings were held back-to-back; the first meeting was a Bylaws amendment discussion; the second meeting was voting on Bylaws amendments.

**Officers:** Rich Rock, President emeritus, Jason Fraley, President, Trevor Filipowicz, Vice President, Grace Huntzinger, Treasurer, Todd Burkey, Secretary.

**Regional Representatives:** Bill Feist, Glenn Hoffman, Hugh Maloney, Eli Sharp, Jim Swift.

**Alternate Representative:** Nancy Lewis.

**PHA members:** not in attendance.

[\*all attendees participated via Zoom]

**Abstract:** The first meeting focused on discussion of amending the bylaws of the Pennsylvania Hill Climb Association (PHA) to regain its tax-exempt status. Grace proposed changes to align with IRS requirements, including a new purpose statement, dissolution clause, non-profit restrictions and modifying meeting conduct language. The BoD approved these amendments in the second meeting, with all members voting in favor allowing the association to apply for 501(c)(7) status. Grace will submit updated bylaws to the accountant, who will file the application for tax-exempt status, taking 4-8 weeks to process. Updated 2026 Bylaws preclude Bylaws as that received approval January 21, 2023.

#### **1. Meeting #1: Bylaws amendment discussion**

Grace commences Bylaws amendment discussion with quorum confirmation. Grace explains that PHA is trying to regain tax-exempt status. She retained BMR's accountant, who states that PHA will first need to apply for not-for-profit 501(c)(7) status, and then file any necessary tax returns (as determined by the IRS). To do so requires that we amend our Bylaws. It needs to include a purpose and dissolution section.

Grace goes over the changes.

Article II: Changed name from Objective to Purpose, and added sections 1, 3 and 4, language required by the IRS for 501(c)(7) organizations.

Article VIII: Added Dissolution Article with language required by the IRS for 401(c)(7) organizations. This article covers the dissolution process and the distribution of assets.

Article VI, Section 7, paragraph A was revised to reflect the present PHA meeting practices, removing references to the Roberts Rule of Order.

Grace asks does anyone have any comments or suggestions or disagreements with the language? There were no objections to the changes. If there are no objections, the next step would be to have a second meeting to vote on the proposed Bylaws changes, Grace says. We can adjourn this meeting then start a new one, on the same Zoom call. With no opposition raised, the meeting concluded at 12:38 PM.

## **2. Meeting #2: Bylaws amendment vote**

Grace commenced Meeting #2 at 12:38 PM to vote on the proposed changes to the Bylaws.

Grace states we have eleven members of the BoD present to vote.

Nancy – I vote to accept the changes. Todd – yes, I accept. Eli – accept. Glenn – accept. Jason – accept. Huey – accept. Trevor – accept. Bill – accept. Rich – accept. Jim – accept. Grace – accept.

Grace says it has passed unanimously. Grace states she will send Zoom recordings to Todd and post updated Bylaws to the website.

Rich asks “so with this Grace we will be able to satisfy the requirements for tax purposes, right”? Grace states yes. Grace will send the Bylaws to our new accountant, and she will file the application taking four to eight weeks for us to get approved, then she will file tax returns with-the IRS as they require us to get up to date.

Rich – so we accomplished what we set out to do today. Yes.

Meeting #2 adjourned at 12:45 PM.

Respectfully submitted,

Todd Burkey

PHA Secretary