

Bylaws Of Capital City Mopars Car Club of California, Incorporated

A non-profit Corporation organized under the Non-Profit Mutual Benefit Corporation laws of the State of California. Employer identification number 68-0377266.

Article I

NAME

SECTION 1.01 OFFICIAL NAME. The official name of this Corporation shall be Capital City Mopars Car Club of California, Incorporated. The trade name shall be Capital City Mopars and further reference to this Corporation in these Bylaws may be CCM or the Corporation.

Article II

OFFICE

SECTION 2.01 PRINCIPLE OFFICE. The principle office for the transaction of the activities and affairs of the Corporation is located in Sacramento County, California. The Board of Directors (the Board) may change the principle office from one location to another within the County.

Article III

PURPOSE

SECTION 3.01 GENERAL PURPOSE. In addition to the specific purpose described in the Articles of Incorporation, this Corporation is formed for the mutual benefit of its Members, providing social and recreational activities, and promoting goodwill within the community.

Article IV

MEMBERSHIP

SECTION 4.01 CATEGORIES, QUALIFICATIONS, REQUIREMENTS, and RIGHTS of MEMBERSHIP.

A. MEMBER IN GOOD STANDING. This term, as it applies to General Members in these Bylaws, shall mean:

1. Annual dues are current.
2. All requirements of General membership are met. .

B. CATEGORIES, QUALIFICATIONS, REQUIREMENTS, and RIGHTS of MEMBERSHIP. This Corporation shall have the following categories of membership:

1. GENERAL MEMBERS. General Members are Regular Members, Co-Members, and LIFE Members described below. All General Members must be at least 18 years old. All General Members are required to help with the production of our various Club events, or the annual car show, or to be active on the Board of Directors or Staff. Failure to meet these minimum requirements may result in termination of membership. All General Members will be afforded all rights and privileges of membership in Capital City Mopars. Additionally, such Members shall have the rights as afforded Members under the California Non-Profit Mutual Benefit Corporation law. All initial membership applications shall be probationary for 90 days and subject to the Board of Directors approval. If a membership application is rejected, by the Board of Directors, during the probationary period, the applicant will be notified in writing and a prorated portion of the annual dues will be refunded. If no such rejection action is taken by the Board within the 90 day probationary period, the membership application shall be deemed to be approved.
 - a. REGULAR MEMBER. Regular General Members must possess a valid drivers' license. Annual membership dues for a Regular Member will be the full amount as determined by the Board of Directors. Regular Members may sponsor one Co-Member.
 - b. CO-MEMBER. Co-Member General Members shall reside in the same household as their sponsoring Regular Member. The annual dues levied on Co-Members will be a portion of those of a Regular Member as determined by the Board of Directors. Co-Members will not receive a separate copy of the Club newsletter.
 - c. LIFE MEMBER. General Members, with a minimum of one (1) year continuous membership in good standing, may petition the Board of Directors for LIFE membership. Co-Member General Members seeking LIFE membership may apply only if the sponsoring Regular General Member is applying for or has been granted LIFE membership. A sum equal to ten (10) years' appropriate dues must accompany each application. Upon approval, the Board will notify the applicant(s) in writing and will include LIFE Member card(s). Upon disapproval, the Board will notify the applicant(s) in writing and will enclose a refund

of the amount accompanying the application(s). The Board may also, by a majority vote, grant LIFE Membership, with or without receipt of any funds, for reasons such as extended service to the Club. LIFE Members must continue to maintain all the qualifications of General Members in good standing throughout their term of membership. LIFE Members will not pay any further annual dues but will be responsible for any assessments levied upon General Members by the Board of Directors. Life Members will be afforded all rights of General Members for the duration of their life span or the duration of the Corporation. LIFE membership shall not be rescinded, once established and maintained in good standing. In the event a LIFE Member becomes inactive in Club events, that Member will be converted to an Honorary Member.

2. OTHER MEMBERS.

- a. ASSOCIATE MEMBER. An Associate Member is a Regular Member who, by determination of the Board of Directors, has not met or maintained all the qualifications of a Regular General Member in good standing. An Associate Member will have all rights afforded General Members with the exception of the right to vote or hold elective office. An Associate Member may be subsequently upgraded to Regular General Member status, by approval of the Board of Directors, upon meeting all qualifications of a Regular General Member in good standing. Associate Member dues will be the same amount as a Regular General Member.
- b. HONORARY MEMBER. Honorary Members are persons selected by the Board of Directors for membership. Those selected will have provided a high level of support or service to the Club. Honorary Members will have no rights of membership except that they will be provided with a monthly issue of the Club newsletter and will be welcome at all Club meetings and activities. The duration of the Honorary membership will be determined by the Board of Directors. Honorary Members need not meet the requirements of General Members and will not be assessed any membership dues.

SECTION 4.02 TERMINATION of MEMBERSHIP

- A. TERMINATION of MEMBERSHIP. A membership shall terminate, as determined by the Board of Directors, upon occurrence of any of the following events:
1. Resignation of a Member, upon written notice to the Corporation.
 2. Expiration of the period of membership, unless the membership is renewed in compliance with the current membership application.
 3. Occurrence of any event which renders a Member ineligible for membership.
 4. Failure to meet all requirements of General membership.

SECTION 4.03 MEMBERSHIP-MISCELLANEOUS

- A. Membership in CCM is not transferable.
- B. Membership in CCM may be suspended or terminated by a majority vote of the Board of Directors for conduct unbecoming a Member of CCM. No moneys shall be refunded upon suspension or termination.

ARTICLE V

DUES and ASSESSMENTS

SECTION 5.01 DUES. Annual dues are due and payable as prescribed by the Board of Directors. Renewal notices shall be mailed one month prior to the due date. Dues shall be payable to CCM and are non-refundable upon payment except as provided under Article IV, SECTION 4.01 B 1.

SECTION 5.02 ASSESSMENTS. The Board of Directors shall have the right and obligation to levy any assessments to the Members as deemed necessary to meet the outstanding financial obligations of the Corporation.

ARTICLE VI

MEETINGS of MEMBERS

SECTION 6.01 GENERAL MEETING. General meetings of the Members shall be held at any location designated by the Board of Directors on a monthly basis with notification given to all Members in good standing. General meetings shall be for the purpose of giving monthly reports and conducting routine business and shall be open for attendance by all Members and guests

SECTION 6.02 ANNUAL MEETING. The General meeting in February shall be known as the Annual meeting and shall be for the purpose

of giving monthly and annual reports and conducting routine business.

SECTION 6.03 BOARD MEETING. Meetings of the Board of Directors shall be held at any location, designated by the Board of Directors, on a monthly basis with notification given to all Members in good standing. These meeting will be open for attendance by all Members in good standing. Board meetings shall be for the purpose of planning and executing the business of the Corporation.

A. QUORUM. A majority of the Board of Directors shall constitute a quorum.

SECTION 6.04 SPECIAL MEETING. A Special meeting may be held upon the call of the President or on written request of twenty (20) General Members. The purpose of the meeting shall be set forth in the notice and will be open for attendance by all Members in good standing.

ARTICLE VII

VOTING

SECTION 7.01 QUORUM. Twenty (20) percent of the General membership shall constitute a quorum.

SECTION 7.02 VOTING

A. ELIGIBILITY to VOTE. Subject to the provisions of the CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION law, persons entitled to vote at General meetings of Members shall be General Members in good standing. Each General Member is entitled to one (1) vote.

B. MANNER of CASTING VOTES. Voting may be voice or ballot; provided, however, that any election of, or removal of Officers must be by written ballot as prescribed by the Board of Directors.

C. MAJORITY VOTE. If a quorum is present, the vote of the majority is binding.

D. TELLER COMMITTEE. The President shall appoint three (3) CCM General Members, to the committee, whose duties shall be to tally the votes cast for election of Officers. The three Members selected shall not be current Board Members or be found on the candidates of record for the current election, unless running unopposed.

E. REVOCATION. A written ballot may not be revoked.

ARTICLE VIII

ELECTION of OFFICERS

SECTION 8.01 NOMINATION by COMMITTEE. At or before the October General membership meeting, the Board of Directors shall select and appoint the Chairperson of the Nominating Committee. The Chairperson shall subsequently select a committee to assist in soliciting qualified candidates for election as Officers. The committee shall maintain a list of qualified candidates, whether solicited or voluntary, and the Chairperson shall make their preliminary report of qualified candidates to the Board of Directors at the October Board meeting.. This report will be published in the November issue of the Club newsletter.

SECTION 8.02 NOMINATIONS. At the November General membership meeting, the Chairperson of the Nominating Committee will solicit any additional nominations. Any General Member, in good standing, may place names in nomination at this time. The chairperson will add these additional names of qualified candidates to their list. When nominations from the floor are completed, the Chairperson of the Nominating Committee will nominate all qualified candidates on their list. The required second for these nominations may come for any General Member in good standing present at this meeting.

SECTION 8.03 FINAL NOMINATING COMMITTEE REPORT. The Chairperson of the Nominating Committee shall make the final report to the Board at the November Board meeting. This report will contain the final list of candidates for election and will be published in the December issue of the Club newsletter. Ballots, listing all candidates, will be generated by the Board.

SECTION 8.04 ELECTIONS. The election of Officers will be held at the December General meeting. All general Members, in good standing, present at this meeting will be provided a ballot. Voting for the election of Officers, at this meeting, will follow the format set forth in Article VII.

ARTICLE IX.

OFFICERS

SECTION 9.01 OFFICERS. The elected Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer whose duties shall be as follows:

- A. PRESIDENT. The President shall, subject to the control of the Board, be the General Manager of the Corporation and generally supervise, direct, and control the activities and affairs of the Corporation. The President shall preside at all meetings of the Members and meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or the Bylaws.
- B. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- C. SECRETARY.
 - 1. BOOK of MINUTES. The Secretary shall keep a book of minutes of all meetings with the time and place of holding, whether Annual, General, Board, or Special, and if Special, how authorized, the notice given, the names of those present, and the number of Members present. The Secretary shall keep a copy of the ARTICLES of INCORPORATION and BYLAWS, as amended to date.
 - 2. MEMBERSHIP RECORDS. The Secretary shall keep or caused to be kept at a place determined by resolution of the Board, a record of the Corporations Members, showing names of all Members, their addresses, and the category of membership held by each.
 - 3. NOTICES and OTHER DUTIES. The Secretary shall give, or cause to be given, notice of all meetings of Members, whether Annual, General, Board, or Special. The Secretary shall be responsible for the correspondence of the Corporation and shall be the Historian of the Corporation. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

D. TREASURER

- 1. BOOK of ACCOUNT. The Treasurer shall project a budget, shall keep and maintain adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Members and Board such financial statements and reports as are required by law or these Bylaws. The books of account shall be open to inspection by any General Member at all reasonable times.
- 2. DEPOSITS and DISBURSEMENT of MONEYS and VALUABLES. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall make a financial report at every Club meeting, and shall render to the President and Board an annual financial report showing all income and disbursement at the last meeting of their term. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

SECTION 9.02 QUALIFICATIONS. An Officer of this Corporation must be a General Member in good standing and for the Presidency have at least one year experience as an officer or in a staff or board position.

SECTION 9.03 TERM of OFFICE. The term of office for all elected Officers will be the calendar year (January 1 to December 31) for which elected.

- A. EVENTS CAUSING VACANCY. A vacancy or vacancies of an Office shall exist on the occurrence of any of the following:
 - 1. The death or resignation of an Officer.
 - 2. The vote of the General Members to remove an Officer.
 - 3. Any other event causing a vacancy under the CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION laws.
- B. RESIGNATION. Any Officer may resign, effective immediately, upon giving written notice to the Board unless the notice specifies a later time for the resignation to become effective. If the resignation of an Officer is effective at a later time, a successor may be elected to take office when the resignation becomes effective.
- C. FILLING VACANCIES. Vacancies created by Section 9.03A must be filled by Special election, except if the vacancy occurs within sixty (60) days of the December General elections.
 - 1. In the event of a vacancy, the remaining elected Officers will assume responsibility for the duties of the vacant position.

ARTICLE X
BOARD of DIRECTORS

SECTION 10.01 POWERS. Subject to the provisions and limitations of our Articles of Incorporation, CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION law, any other applicable laws, and these Bylaws, relating to action required to be approved by the Members, the activities and affairs of the Corporation shall be managed, and all Corporate power shall be exercised, by the Board of Directors, hereafter referred to as the Board.

SECTION 10.02 NUMBER and QUALIFICATIONS of DIRECTORS. The minimum number of Directors shall be nine (9). Additional positions may be created and filled at the Board of Directors meeting, in the manner described for the appointment of Board Members. Directors shall be General Members in good standing. The Board of Directors shall consist of the following elected and appointed Directors:

1. President, elected
2. Vice President, elected
3. Secretary, elected
4. Treasurer, elected
5. Car Show Coordinator, appointed
6. Newsletter Editor, appointed
7. Activities Coordinator, appointed
8. Membership Director, appointed
9. Web Master, appointed

SECTION 10.03 APPOINTED DIRECTORS. These positions will be filled by General Members appointed by the President and ratified by a majority vote of the elected Officers. The duties shall be as follows:

- A. CAR SHOW COORDINATOR. This person shall be responsible for planning, promoting, and organizing the CAR SHOW, subject to approval of the Board.
- B. NEWSLETTER EDITOR. This person shall be responsible for all of CCM's monthly publications. Due to time constraints in printing and mailing all publications in a timely manner, prior approval by the Board is waived for this function. Pending Board review that certain materials were inappropriate or incorrect, withdrawals of statements made or information deemed incorrect will be rescinded or corrected in following issues.
- C. ACTIVITIES COORDINATOR. This person shall be responsible for all fund-raisers as pertaining to the betterment of the Corporations financial condition, subject to the approval of the Board. This person shall be responsible for organizing activities at CCM's parties, barbecues, picnics, or any such event, excluding the CAR SHOW, sponsored by CCM.
- D. MEMBERSHIP DIRECTOR. This person shall keep a roster of Corporation Members, showing the name, address, home and business phone numbers, date joined, date membership expires, and cars owned. This club roster shall be the property of CCM and used exclusively for official club business and shall be updated monthly, or as needed and distributed to Board Members only. The social roster will contain only that information released by the members which will only consist of Member/ Co-member name, city, home phone, email address and cars owned. The Membership Director will maintain Member name tags and sign-in sheets for Members and guests at each General meeting. Additionally, the Membership Director is responsible for ordering and issuing Member t-shirts. All current membership applications will be kept on file and all past applications shall be kept in archive.
- E. WEB MASTER. This person will maintain and be responsible for the CCM web site. The Web Master will determine the structure and content of the web site. The Board of Directors will be responsible for overseeing web site contents, as necessary.

SECTION 10.04 TERM of OFFICE. Appointed Directors shall serve, at the discretion of the elected Officers, until the end of the calendar year of appointment. The exception will be the Car Show Coordinator, who shall be appointed and serve for one year, commencing at the August Board meeting.

- A. EVENTS CAUSING VACANCY. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following:
 1. The vote of the elected Officers to remove an appointed Board Member for excessive or unexplained absences at General and/or Board meetings.

2. The death or resignation of any Board Member.
 3. The vote of the General Members to remove any Board Member.
 4. An increase in the authorized number of Board positions as determined by the elected Officers.
 5. Any other event causing a vacancy under the CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION laws.
- B. RESIGNATION. Any appointed Board Member may resign, effective immediately, upon giving written notice to the President or Secretary unless the notice specifies a later time for the resignation to become effective. If the resignation of a Board Member is effective at a later time, a successor may be selected to fill the position when the resignation becomes effective.
- C. FILLING VACANCIES. Except for vacancies of elected Officers, vacancies on the Board will be filled in accordance with Section 10.03. Vacancies of elected Officers will be filled in accordance with Section 9.03C.
1. In the event of a vacancy, the Board of Directors will assume responsibility of the duties of the vacant position(s) until filled.

ARTICLE XI
COMMITTEES

SECTION 11.01 STANDING COMMITTEES. All standing committees shall be composed of General Members in good standing. The chairperson for these committees will be appointed by the President and be ratified by and will report to the Board of Directors.

ARTICLE XII
MISCELLANEOUS

SECTION 12.01 ANNUAL REPORTS. The Corporation shall notify each Member yearly of the Members right to receive a financial report pursuant to this Section. Upon written request, the Member shall receive the most up-to-date annual report. An annual report shall be prepared and presented at the Annual meeting. Such report shall contain the following information in appropriate detail:

1. A balance sheet as of the end of such fiscal year.
2. Any information required by CORPORATIONS CODE, SECTION 58322 regarding indemnification and certain transactions. This report shall be accompanied by the certificate of an authorized Officer of the Corporation that such statement was prepared, without audit, from the books and records of the Corporation. In addition, if this Corporation engages in transaction or indemnification as set forth in CORPORATIONS CODE, SECTION 58322, it shall furnish annually to its Members and Directors a statement of such transaction or indemnification.

SECTION 12.02 RULES OF ORDER. Robert's Rules of Order Revised shall govern meetings of the Board and meetings of the Members.

SECTION 12.03 BYLAWS. These Bylaws shall be reviewed annually by the Board of Directors.

ARTICLE XIII
DISSOLUTION

SECTION 13.01 DISSOLUTION. In the event of a dissolution of the Corporation, all General Members in good standing shall receive a pro rata distribution of all assets, exclusive of all those held in charitable trust, remaining after payment of or provision for the payment of obligations and debts of the Corporation and the provision for any other payment required under applicable law.

ARTICLE XIV
AMENDMENTS

SECTION 14.01 AMENDMENTS. Unless otherwise stipulated in these Bylaws, new Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the voting Members. All General Members in good standing shall be provided a ballot for the purpose of approving or disapproving amendments to the Bylaws.

WRITTEN CONSENT of DIRECTORS ADOPTING BYLAWS

I, the undersigned, as Secretary of Capital City Mopars Car Club of California, Incorporated, a California Non-Profit Mutual Benefit Corporation, and pursuant to authority granted to the Board of Directors by these Bylaws to take action by unanimous written consent without meeting, consent to, and hereby do, adopt the foregoing Bylaws, as amended October 15,2002, in accordance with SECTION 14.01 of these Bylaws, consisting of six (6) pages, as the Bylaws of this Corporation.

Dated: Jan 15, 2003 Signature: *(signed)* Arthur Dalby, Secretary