

BYLAWS
OF
MOPAR ALLEY CHRYSLER CAR CLUB

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BYLAWS
OF
MOPAR ALLEY CHRYSLER CAR CLUB

ARTICLE I. NAME AND PURPOSE

Section 1.01 Corporate Name and Purpose. The name of this corporation, as set forth in its Articles of Incorporation, is MOPAR ALLEY CHRYSLER CAR CLUB. The purpose of this corporation, as set forth in its Articles of Incorporation, is to further charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. This name and purpose can only be changed by amending the corporation's Articles of Incorporation, and any amendment of the Articles of Incorporation that changes the corporation's name or purpose shall supersede this Section 1.01.

Section 1.02 Dedication of Assets. This corporation shall at all times comply with the restrictions on its activities and the use of its assets that are set forth in its Articles of Incorporation.

ARTICLE II. MEMBERS

Section 2.01 Membership. This corporation shall have one class of members with voting rights as specified in these Bylaws. All members shall have the same rights, privileges, and responsibilities, as provided in these Bylaws, policies adopted by the Board from time to time, or under applicable law.

Section 2.02 Eligibility for Membership. Membership shall be open to individuals who support the purposes of the organization. The corporation shall not discriminate in the admission of members on the basis of race, nationality, color, sex, or religion.

Section 2.03 Admission of Members. An application for membership must be made in writing in the manner specified by the Board of Directors. Membership shall commence upon acceptance of the application and payment of any required fees or dues.

Section 2.04 Membership Fees and Dues. Each member must pay dues and fees to the corporation in amounts to be fixed from time to time by the Board.

Section 2.05 Assessments. Memberships may not be assessed.

Section 2.06 Good Standing. Those members who have paid the required dues and fees, and whose membership has not been terminated, shall be members in good standing of this corporation.

Section 2.07 Membership Roster. This corporation shall keep a membership roster containing the name and contact information of each member, including the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing.

Section 2.08 Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 2.09 Transferability of Memberships. Memberships in this corporation, or any right arising therefrom, may not be transferred or assigned.

Section 2.10 Termination of Membership. Membership in this corporation shall continue until terminated as provided in this section, or until the member dies (or, the case of a member that is a business entity, dissolves).

A. *Basis for Termination.* Membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

- (i) *Resignation.* A member may resign at any time in a writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

- (ii) *Nonpayment of Dues.* A member's membership in this corporation shall automatically terminate sixty days after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees, together with any interest thereon, within such sixty-day period.
 - (iii) *Interests of Corporation.* On a good faith finding by the Board of Directors, made in accordance with this section, that such member has failed in a material and serious degree to observe the rules of conduct of this corporation, or has engaged in conduct that is materially and seriously prejudicial to the corporation's purposes and interests, or that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes.
- B. *Termination Procedures.* In the case of proposed termination of a membership under subsection A(iii), the following procedures shall apply:
 - (i) *Notice.* This corporation shall provide a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be given (a) by personal delivery, or (b) by first-class, registered, or certified U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by email or other electronic transmission, in compliance with Section 13.03 and Section 13.04 of these Bylaws. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least twenty days before the proposed date of termination, and at least fifteen days before the date set for the hearing before the date of the meeting. Notices given by personal delivery, private delivery service, or other electronic transmission shall be delivered at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing. Except for notices given by personal delivery, all such notices shall be delivered to the mailing address, email address, or fax number (as applicable) of the director provided by the member to this corporation for purposes of notice or appearing in the records of the corporation.

- (ii) *Hearing.* The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- (iii) *Determination.* Following the hearing date, the Board shall decide whether or not the member should in fact be terminated. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in this corporation shall cease on the effective date of the termination stated in the notice given pursuant to Subsection B(i) above.
- (iv) *Refund.* The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE III. MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Section 3.01 Voting Rights. Members shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of officers and directors, as described in Article V;
- (b) any amendment to these Bylaws;
- (c) the removal of directors without cause;
- (d) any amendment to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (e) the disposition of all or substantially all of the assets of this corporation;
- (f) any merger of this corporation;
- (g) any voluntary dissolution of this corporation; and

- (h) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 3.02 Inspection Rights.

- A. *Articles and Bylaws.* The Secretary shall furnish current copies of the Articles of Incorporation and Bylaws of this corporation to any member on written request.
- B. *Accounting Records; Minutes.* *On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member. The corporation shall be deemed to have provided requested records within a reasonable time if they are made available to the member within 30 days.* *Membership Records.* The right of members to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3.03 Other Rights. In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded to voting members under the California Nonprofit Public Benefit Corporation Law.

Section 3.04 Membership Responsibilities. Individual members are expected to contribute their ideas, energy, and talents to the attainment of the corporation's purposes, by volunteering at events, paying dues on time, and participating in meetings. Members shall be respectful to other members and respectful to all participants at the corporation's meetings and events. Drugs or abuse of alcohol will not be permitted at meetings or functions, and there will be no burn-outs or peel-outs of vehicles arriving at or leaving the corporation's functions. The Board or the membership may adopt additional rules of conduct to ensure the safety and civility of the corporation's meetings and functions.

ARTICLE IV. MEMBER MEETINGS AND VOTING

Section 4.01 Member Voting. Each member in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 4.02 General Membership Meetings. General memberships meetings shall be held monthly, with the time and place for such meetings set by the Board.

Section 4.03 Special Meetings of Members.

- A. *Who May Call.* Special meetings of the members may be called (i) by the Board of Directors, (ii) the Chairperson or the President, or (iii) on the written request of five percent of the membership.
- B. *Procedures for Calling Special Meetings.* If a special meeting is called, the officer or members calling the meeting shall deliver a written notice to the corporation, addressed to the Chairperson, the President, any Vice-President, or the Secretary, which states the general nature of the business proposed to be transacted at the special meeting. Such notice shall be given (a) by personal delivery, or (b) by first-class, certified, or registered U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by email or other electronic transmission, in compliance with Section 13.03 of these Bylaws. The requested meeting will be held on a date fixed by the Board that is not less than thirty-five, nor more than ninety, days following the receipt of the request, and the officer who receives the meeting request shall cause notice of the meeting to be given to the members in accordance with Section 4.05 of the Bylaws. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting officer or requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors.

Section 4.04 Time and Manner of Notice of Meetings. Whenever members will be required or permitted to vote at a meeting, the Secretary shall give written notice of the meeting to each member who would be entitled to vote at such meeting. Such notice shall be given (a) by personal delivery, or (b) by U.S. mail to the last address provided by the member to this corporation for purposes of notice or to the address of the member appearing on the books

of the corporation (c) by email to the email address provided by the member for the purposes of notice if the member has consented to receive email notices per Section 13.04 of these Bylaws. Notice shall be given not less than ten nor more than ninety days before the date of such meeting; provided, however, that if notice is given by U.S. mail, and the notice is not mailed by first-class, registered, or certified mail, then the notice shall be given not less than twenty days before the meeting.

Section 4.05 Contents of Notice. The notice shall state the place, date, and time of the meeting, and the means, if any, by which a member not physically attending the meeting may participate as provided in Section 4.12. In the case of special meetings, the notice shall state the general nature of the business to be transacted, and no other business may be transacted. In the case of regular general membership meetings, the notice shall state the general nature of any matters that Board, as of the date of the notice, intends to present for member action; but at a general meeting, any proper matter can be brought to a vote except as provided in Section 4.06. At any membership meeting at which elections will be held, the notice shall state the names of all those who are nominees for election by the membership as of the date of the notice.

Section 4.06 Notice of Certain Actions Required. Unless the vote of the membership is unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, (d) to approve a transaction between this corporation and one or more of its directors, or between this corporation and any entity in which one or more of its directors has a material financial interest, (e) to voluntarily dissolve this corporation.

Section 4.07 Member Quorum. One-third of the membership shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum. A member participating in a meeting remotely as provided in Section 4.12 shall be deemed present at the meeting.

Section 4.08 Act of the Members. Every decision approved or ratified by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation of this corporation, these Bylaws, or the California Nonprofit Corporation Law requires a greater number.

Section 4.09 Manner of Voting.

- A. *Voting at Meetings.* Voting at meetings may be by voice vote or raised hands or by written ballot.
- B. *Proxy Voting Prohibited.* Proxy voting shall not be permitted on any matter put to the vote of the members.
- C. *Action by Written Ballot Without a Meeting.* Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.
 - (i) *Content of Written Ballots.* Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
 - (ii) *Time and Manner for Return of Ballots.* All written ballots shall provide a reasonable time within which to return them to this corporation. Each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted, and how members can submit their votes.
 - (iii) *Requirements for Valid Action.* Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.
 - (iv) *Solicitation Rules.* Written ballots shall be sent to every member consistent with the requirements for notice of members' meetings. This corporation may send the ballot and any related materials, and the member may return the ballot, by electronic transmission in compliance with Section 13.03 and Section 13.04 as applicable. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

- (v) *Revocation of Written Ballots.* The Board of Directors may, prior to circulation of any written ballot, establish procedures to allow a member who has cast a written ballot to change his or her vote, provided that (1) such procedures are disclosed on the face of the ballot or in the accompanying notice, and (2) such procedures only allow a member to change his or her vote if the member notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period. If the Board does not establish procedures to authorize members to revoke cast ballots in compliance with this subsection, then once a member has cast a written ballot by returning to the corporation, such ballot shall be irrevocable.

Section 4.10 Elections of Officers and Directors. In any member vote to elect an officer or director of this corporation, the following shall apply:

- A. *Election Ballots.* Any ballot used in the election of directors or officers (whether used at a member meeting, or in an election held by written ballot without a meeting) shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued.
- B. *Nomination of Candidates.* The corporation shall have reasonable procedures to enable members to nominate candidates for election to as officers or directors, and shall inform the membership of such procedures sufficiently in advance of an election so that members have a reasonable opportunity to nominate candidates. Nothing in this subsection shall be construed as limiting the ability of the Board of Directors to nominate candidates, or to establish a committee to nominate candidates. .
- C. *Use of Corporate Funds in Contested Elections.* Without authorization of the Board of Directors, no corporate funds may be spent to support a nominee for director after there are more people nominated for director than can be elected.
- D. *Election by Plurality.* In any election for an officer or director, the candidate(s) receiving the highest number of votes shall be elected.

Section 4.11 Waiver of Notice.

- A. *Generally.* Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the

meeting signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes, in any case in writing, which may include electronic mail or facsimile transmitted by a member in compliance with Section 13.03 of these Bylaws. The waiver of notice, consent to holding the meeting, or approval of minutes need not specify the purpose or general nature of business to be transacted at such meeting, unless action is taken or proposed to be taken on matters specified in Section 4.06 of these Bylaws, in which case the waiver, consent, or approval must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

- B. *Effect of Attendance at Meeting.* Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 4.06 of these Bylaws, if that objection is expressly made at the meeting.

Section 4.12 Remote Meetings. A meeting of the members may be conducted, in whole or in part, by electronic video screen communication, conference telephone, or other means of remote communication, so long as the corporation implements reasonable measures:

- (a) 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 those proceedings; and
- (b) To maintain a record of any vote or action taken by members at the meeting ; and
- (c) To verify that each person voting remotely is a member.

The corporation shall not conduct a meeting of members solely by remote communication unless at one or more of the following conditions apply:

- (d) There is a live audiovisual feed for the duration of the meeting, or
- (e) all of the members consent; or

- (f) the board determines it is necessary or appropriate because of an emergency, as defined in Section 5140(n)(5) of the Law.

ARTICLE V. BOARD OF DIRECTORS AND OFFICERS

Section 5.01 Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in this corporation's Articles of Incorporation and these Bylaws, all of the activities and affairs of this corporation shall be conducted and all of its corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate management of the corporation's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers exercised under the ultimate direction of the Board.

Section 5.02 Composition of Board; Qualifications.

- A. *Composition of Board.* The Board of Directors shall be composed of:
- (i) The President
 - (ii) The Vice-President
 - (iii) The Treasurer
 - (iv) The Secretary
 - (v) The Chairperson
 - (vi) Between three (3) to ten (10) additional officers, with the exact number of additional officer positions within that range, and the specific responsibilities of each officer position, to be determined by the Board. A reduction in the authorized number of officer positions shall not result in any officer being removed from the Board before his or her term of office expires.
- Each officer elected and serving in the positions listed in A(i) through (vi) above shall be a voting director, and collectively such officers shall comprise the Board of Directors.
- B. *Qualifications.* All officers must be members of the corporation and must be age 18 or older.
- C. *Holding Offices Concurrently.* No individual may concurrently hold more than one of the offices listed in A(i) through A(v) above. An individual may serve in

one of those offices and concurrently hold an additional office established under A(vi), or may hold two of the offices established under A(vi), but such individual will only have one vote on the Board of Directors.

Section 5.03 Election and Term of Officers. Officers shall be elected by the members for one-year terms, except as provided in Section 5.04 (filling of vacancies).

Section 5.04 Vacancies. A vacancy in any office (except the President) may be filled by the Board of Directors, or by a vote of the membership. A vacancy in the office of President will automatically be filled by the then-serving Vice-President (whose office will then become vacant). An officer elected to fill a vacancy will serve for the remainder of the predecessor's term.

Section 5.05 Resignation. Except as provided below, any officer may resign by giving written notice to the Chairperson, the President, the Secretary, or the Board of Directors of this corporation. The resignation shall be effective upon receipt unless a later effective date is specified in the resignation. Resignation from office will also remove an individual as a director (unless the individual is elected to another office described in Section 5.02 A). Except on notice to the California Attorney General, no officer may resign if the corporation would be left without at least one duly elected director. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5.06 Removal.

- A. *Removal by the Board.* The Board of Directors, by the vote of a majority of the directors who are members of the corporation, may declare vacant the office of any officer or director who ceases to be a member of this corporation. In addition, the Board of Directors may declare vacant the office of any officer or director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached a duty under Sections 5230-5239 of the California Nonprofit Corporation Law.
- B. *Removal by the Members.* The members may remove any officer or director without cause at any time. If there are fewer than fifty members, the vote of a majority of all members shall be required to remove a director.

Section 5.07 Limit on Interested Directors. No more than 49% of the directors of this corporation may be interested persons, and no individual shall be elected as a director if his

or her addition to the Board would cause more than 49% of the directors to be interested persons. For the purposes of this section an "interested person" means either:

- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise (excluding any reasonable compensation paid to a director in his or her capacity as director); or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5.08 Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties, of this corporation. The corporation shall be deemed to have provided requested records within a reasonable time if they are made available to the director within 30 days.

Section 5.09 Director Compensation. Directors shall not be compensated for their service as officers or directors, however, the Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 6.01 Scheduling Board Meetings. All meetings of the Board of Directors, including any regularly scheduled meetings or any special meetings, shall be called by action of the Board of Directors, or by the Chairman, the President, the Secretary, or any two directors, and noticed in accordance with Section 6.02.

Section 6.02 Notice. Regular meetings of the Board may be held without notice if the time and place are fixed by the Board in advance and all directors have received notice of the meeting schedule. Notice of the date, time and place of any special or rescheduled Board meetings shall be given to each director (a) by personal delivery, or (b) by first-class U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by email or other electronic transmission, in compliance with Section 13.03 of these Bylaws, or (e) by telephone, including a voice messaging system. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least 7 days before the date of the meeting. Notices given by personal delivery, private delivery service, telephone, email or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting. Except for notices given by personal delivery, all such notices shall be delivered to the mailing address, email address, or telephone number (as applicable) of the director shown in the corporation's records. Notices need not

specify the purpose of the meeting. If the meeting is held at the principal office of this corporation, notice shall be valid even if no location for the meeting is stated in the notice. Notice of meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regularly scheduled meeting.

Section 6.03 Waiver of Notice. Notice of a meeting need not be given to a director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 6.04 Quorum. A majority of the total number of directors then in office shall constitute a quorum (provided, however, that the required quorum cannot be less than one-fifth of the authorized number of director positions, or two directors, whichever is larger). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.05 Director Voting. Each director shall have one vote on each matter presented to the Board of Directors for action. No director may vote by proxy.

Section 6.06 Action by the Board at Meeting. An action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Section 5.06A (removing directors), Section 6.07 (taking action without a meeting); Section 7.02 (appointing Board Committees); Section 9.01 (approval of loans); Section 9.02 (approving self-dealing transactions); and Article XI (approving indemnification under Section 5238 of the California Nonprofit Corporation Law) of these Bylaws or as provided by the California Nonprofit Corporation Law.

Section 6.07 Action Without a Meeting.

- A. *Action by Unanimous Written Consent.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors shall individually or collectively consent to such action in writing, and if the number of directors then in office constitutes a quorum. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consents

may be provided by email, fax, or other electronic transmission in compliance with **Error! Reference source not found.** of these Bylaws.

- B. *Exception for Abstaining Directors.* For the purposes of subsection A above, "all directors" does not include an "interested director" within the meaning of Section 5233 of the California Nonprofit Corporation Law, or a "common director" as described in Section 5234(b) of the California Nonprofit Corporation Law, who abstains in writing from providing his or her consent to a self-dealing transaction in which such director is interested, or to a transaction with another corporation or organization on whose board such director serves, if all of the following criteria are satisfied:
- (i) The facts described in Section 5233(d)(2) or (3) are established (in the case of a self-dealing transaction) or the provisions of Section 5234(a)(1) or (2) are satisfied (in the case of a transaction with an organization with common directors), as applicable, prior to the execution of the written consents, and
 - (ii) The establishment of those facts, or the satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation, and
 - (iii) The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested or common directors.
- C. *Exception for Filling Board Vacancies without a Quorum.* If the number of directors then in office is fewer than the quorum required under Section 6.04 of these Bylaws, then the remaining directors may act to fill vacancies by unanimous written consent as provided in of these Bylaws, and such consents shall be filed with the proceedings of the Board.

Section 6.08 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communication equipment, so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and

- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

ARTICLE VII. COMMITTEES

Section 7.01 In General. The Board of Directors may establish any number of standing or ad hoc committees to advise and assist the Board. All such committees shall be either Board Committees established in compliance with all of the requirements of Section 7.02 below, or Advisory Committees established under Section 7.03 below.

Section 7.02 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. The Board, by a vote of the majority of directors then in office, may appoint one or more directors as alternate members of the committee, who may replace an absent member at any meeting. Provided that the Board Committee is established and its membership appointed in compliance with this section, a Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors, unless the Board has delegated such authority to the Board Committee;
- (h) create any other Board Committees or appoint the members of any Board Committees;
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation;

- (j) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

The extent of the authority of any Board Committee shall be stated in the Board resolution that establishes such committee. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below two) the number of members of a Board Committee, remove members of a Board Committee, and/or fill vacancies in the Board Committee.

Section 7.03 Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions, policies, and programs under the supervision and control of the Board or a Board Committee.

Section 7.04 Meetings of Committees.

- A. *Of Board Committees.* Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article VI of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed by the Secretary in the corporation's records.
- B. *Of Advisory Committees.* Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VIII. OFFICERS

Section 8.01 Officers. The officers of this corporation shall be those officers listed in Section 5.02A: a President, Vice-President, Secretary, Treasurer, Chairperson, and such other officer positions as are designed by the Board as provided in Section 5.02A(vi).

Section 8.02 President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the activities and other officers of this corporation. In the absence of the Chairman, the President shall preside over meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.03 Vice President. The Vice President shall assist the President in the performance of the President's duties. In the absence of the President, the Vice-President shall perform the duties of the President, and, when so acting, shall have all 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 from time to time may be prescribed by the Board or the Bylaws. If there is a vacancy in the office of the President, the Vice-President shall become the President for the remainder of the term.

Section 8.04 Secretary. The Secretary shall (a) keep, or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a full and complete record of the meetings and actions of the Board and of Board Committees; (b) keep, or cause to be kept, a record of the mailing addresses, email addresses, and/or phone numbers provided by directors for the purposes of notice and other communications from the corporation; (c) give, or cause to be given, all notices of meetings of the Board and Board Committees that these Bylaws require; (d) keep, or cause to be kept, at this corporation's principal office in California, a copy of this corporation's Articles of Incorporation and Bylaws, as amended to date; and (e) have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.05 Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall (a) supervise the charge and custody of all funds and valuables of this corporation, and the deposit of such funds in accounts of the Corporation with such banks or financial institutions as the Board of Directors may designate or authorize the Treasurer to select; (b) disburse, or supervise the disbursement of, the corporation's funds as authorized by the Board of Directors or by officers to whom the Board has delegated such authority; (c) maintain or cause to be maintained adequate and correct books and accounts of this corporation's properties and transactions; (d) render such financial statements, reports, audits, or accounts as are required by law or these Bylaws, and provide such statements, reports, audits, or accounts to the President or Board of Directors whenever requested; (e) file or cause to be filed any tax returns that the corporation is required to file; and (f) have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.06 Chairperson.

The Chairperson calls meetings of the Board and membership to order, repeats motions, calls for votes, and announces the results. The Chairperson enforces rules of discussion and debate, maintains decorum, and adjourns meetings. The Chairperson shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.07 Other Officers. As provided in Section 5.02A(vi), the Board shall establish between three (3) to ten (10) additional officer positions, with such officers to be elected by the membership and to serve on the Board of Directors as provided in Article V. The additional officer positions as of the adoption of these Bylaws are listed in Appendix A.

Section 8.08 Subordinate Officers The Board may elect, or may authorize the President or any other officer to appoint, such other subordinate officers as this corporation may require, but any such subordinate officers shall not be directors or vote on the Board. Each such subordinate officer shall have the title and authority, hold office for the period, and perform the duties specified by the Board or by the officer on whom the Board conferred such authority. Unless the Board determines otherwise in a specific case, the Board's authorization to the President or another officer to appoint a subordinate officer includes authorization to remove such subordinate officer.

ARTICLE IX. TRANSACTIONS WITH OFFICERS AND DIRECTORS

Section 9.01 Loans. Except as permitted by Section 5236 of the California Nonprofit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation, or to a director or officer of any parent or subsidiary corporation, for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance

Section 9.02 Self-Dealing Transactions. Except as provided in Subsection Section 9.02B below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction.

- A. *Definition of Self-Dealing.* For the purposes of these Bylaws, a "self-dealing transaction" means a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest; provided, however, that the term "self-dealing transaction" does not include (1) an action of the Board fixing the compensation of an officer of the corporation, even if such officer also serves on the Board, or (2) a transaction which is part of a public or

charitable program of the corporation if it is approved or authorized by the corporation in good faith and without unjustified favoritism, and results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program, or (3) a transaction of which the interested director or directors have no actual knowledge, and which does not exceed the lesser of 1 percent of the gross receipts of the corporation for the preceding fiscal year or \$100,000.

- B. *Approval.* This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (1) the corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 9.03 Annual Report of Interested Person Transactions and Indemnifications. The chief executive officer shall furnish an annual statement to all members and directors of this corporation, not later than 120 days after the close of this corporation's fiscal year, that discloses any transaction or indemnification described in subsections Section 9.03A and Section 9.03B below. The report and any accompanying material may be sent by electronic transmission in compliance with Section 13.04 of these Bylaws.

- A. *Transactions with Interested Persons.* The report shall disclose any transaction involving more than \$50,000 during the previous fiscal year in which this corporation was a party, and in which any of the following persons or organizations had a direct or indirect material financial interest:

- 1) any of this corporation's directors or officers , or
- 2) any holder of more than ten percent of the voting power of this corporation.

If a person or organization described in (1) or (2) above (each an "interested person" for the purposes of this Section 9.02) had a direct or indirect material financial interest in two or more transactions of the corporation during the fiscal year that in the aggregate involved more than \$50,000, all such transactions shall be disclosed.

For each such transaction, the report shall briefly describe the transaction, state the names of the interested persons involved, describe their relationship to this corporation and their interest in the transactions (and, where practicable, the amount of their interest).

- B. *Indemnifications.* The report shall briefly describe the amount and circumstances of any indemnification payments or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of this corporation pursuant to Section 5238 of the California Nonprofit Corporation Law; provided that no such report need be made if the indemnification was approved by the members.

Section 9.04 Transactions with Organizations with Common Directors. This corporation may engage in a transaction with another corporation or organization when one or more directors of this corporation also serve(s) on the board or governing body of the other organization, provided that either:

- (a) the material facts about the transaction, and the fact that a director or directors of this corporation also serve on the other organization's governing body, are disclosed or known to the Board (or a Board Committee), and the Board (or Board Committee) authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors, or
- (b) the contract or transaction is just and reasonable to this corporation at the time it is authorized, approved, or ratified.

In the event that a common director has a material financial interest in the transaction with the other organization, such transaction is a self-dealing transaction that must also comply with Section 9.02.

ARTICLE X. FINANCIAL REPORTING

Section 10.01 Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 10.02 Annual Financial Report to Members and Directors. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the Board shall cause an annual report to be sent to the members and directors not later than 120 days after the end of this corporation's fiscal year. The annual report shall describe in appropriate detail the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year, and
- (e) any information required to be disclosed in Section 9.03 above.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

ARTICLE XI. INDEMNIFICATION

Section 11.01 Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Corporation Law, this corporation shall indemnify its current and former directors, officers, employees, and may indemnify other agents (as the term "agent" is defined in Section 5238) against expenses, judgments, settlements, fines, or other amounts reasonably incurred by an agent who is a party or threatened to be made a party to a criminal, civil, administrative, or investigative proceeding by reason of the fact that the agent is or was an agent of this corporation. Any such indemnification (including any advance for expenses incurred prior to the final disposition of a proceeding) shall comply with all the substantive and

procedural requirements of Section 5238, including the requirement that an agent may only be indemnified if such agent has met the applicable standard of conduct required by Section 5238

Section 11.02 Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law; however, the corporation may not purchase insurance to indemnify directors for a violation of Section 5233 of the California Nonprofit Corporation Law (relating to self-dealing).

ARTICLE XII. CORPORATE RECORDS

Section 12.01 Minute Book The Corporation shall keep a minute book which shall contain a record of all actions by the Board or any Board Committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 12.02 Books of Account The corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, assets, liabilities, receipts, disbursements, gains, and losses of the corporation.

Section 12.03 Articles of Incorporation and Bylaws The corporation shall keep the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.04 Federal Exemption Application and Annual Returns The corporation shall at all times keep a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Internal Revenue Code.

ARTICLE XIII. MISCELLANEOUS

Section 13.01 Principal Office. The Board of Directors shall determine, and may change, the location of the corporation's principal office and its mailing address. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to do business.

Section 13.02 Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the person or persons on whom such power may be conferred by the Board from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 13.03 Email and other electronic transmission. The terms "written" and "in writing" as used in these Bylaws may include email, fax, or other electronic communications, provided the requirements of Section 20 and 21 of the California Corporations Code are satisfied. As of the adoption of these Bylaws, such sections require:

- (a) for electronic transmissions *from* the corporation, the transmission is delivered to the fax number or email address for the recipient in records of the corporation, and the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication (and if the communication is a notice or report to members, such communication also complies with Section 13.04 below); and
- (b) for electronic transmissions *to* the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 13.04 Electronic Transmissions to Members. An electronic notice by the corporation to a member is valid only if the requirements of California Corporations Code Section 20 have been satisfied. As of the adoption of these Bylaws, such section requires:

- (a) The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding section;
- (b) If the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing him or her of:

- (i) any right or option to have the transmissions provided or made available on paper or in non-electronic form;
 - (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation; and
 - (iii) the procedures the member must use to withdraw consent;
- (c) If the corporation is unable to deliver two consecutive notices to a member by a means of electronic communication, or if the inability to so deliver notices to the member becomes known to the Secretary, such means of electronic communication shall not thereafter be used to deliver notices to such member.

Section 13.05 Bylaw Amendments. These Bylaws may be amended by the membership, by the vote of 2/3 of the members present at a duly noticed general membership meeting where a quorum is present, or by 2/3 of the votes cast by written ballot where a quorum of votes are cast.

Section 13.06 Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Corporation Law (Cal. Corp. Code §§5000 et. seq.) then in effect shall govern, as such law applies to California nonprofit public benefit corporations.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of Mopar Alley Chrysler Car Club, a California nonprofit public benefit corporation, and that the above Bylaws consisting of __ pages, are the bylaws of this corporation as adopted by a vote of the membership on _____.

Dated: _____, 20__

Signature

Printed Name

MOPAR ALLEY CHRYSLER CAR CLUB

Appendix A to Bylaws Additional Officers

The additional Officers are:

- Editor
- Activities Director
- Publicity Officer
- Membership Officer
- Resource Officer