

Join Glen's Zoom Meeting: MARCH 2021

Glen will send invitations to Board Members, Roger Banowetz and Steve Buchanan.

- **Call to Order** – John Maloney **at 5:31 pm.**
- **Roll-Call** – John Maloney
 - President Glen Chancellor **Present**
 - Vice President (Vacant Position)
 - Treasurer Bob Singer **Present**
 - Secretary John Maloney **Present**
 - Member at Large Greg Ford **Present**
 - Member at Large Larry Goodnough **Present**
 - 7) Guest **Roger Banowetz Present**
 - 8) Guest **Steve Buchanan Present**
- **Member Forum** - **Steve Buchanan has asked to attend.**
- **Approval of Last Month's Board Meeting Minutes**–John Maloney **Motion to approve passed 5 to 0.**
- **Officer Updates**
- **Treasurer's Report** – Bob

ORANGE COUNTY PANTERAS

Treasurer's Report

February 2021

January Checking Total **\$11,075.47**

Income

-0-

Expenses

-0-

February Checking Total **\$11,075.47**

(February'19 **\$10,021.91)**

Bob Singer

**Treasurer
Approved:**

02/28/2021

Date

John Maloney

Secretary
Approved:

02/28/2021

Date

- **President's Report - Glen - Let's plan an outdoor General Meeting the 3rd Saturday of April, 4/17 in a park. Check feasibility of having it at PI Motorsports in Orange.**
- c. **Membership Report – Larry - Not yet available.**
- d. **Email List Updates – Larry, OCP Members, POCA board members and SW Chapter Presidents lists in OCPanteras@gmail.com and MailChimp – Larry has obtained sources and passwords to access and update. Glen is updating. Larry has started.**
- e. **Webmaster Report / OCPanteras.com website – Greg – OCP Board minutes are now on our web site.**
- f. **Newsletter Updates – Glen – March Newsletter will be published this weekend.**
- g. **POCA Updates**
 - Glen -- **Chapter President's February Conference Call, see page 4.**
 - Roger - **POCA Board Meeting Conference Call, see pages 4, 5 and 6.**
- **OCP OLD Business (on-going business)**
 - a. **General Meeting Guest Speakers - Larry**
 - OCP event with RBT is on hold.**
 - **Last Month's Events Debrief - No event.**
 - **Upcoming Events**
 - **Palooza 2020/2021 - June of 2021 date is the revised target. Greg is tracking park availability. Shelters which we need to use the feild are not yet available.**
- **OCP NEW Business**
 - **Secretary - John -**
 - A Bylaws revision to change the structure of the Board and reduce the numbers of Board members constituting a quorum has been drafted as a redline for consideration by the Board, see Section 9 pages 7 through 13. Roger has determined that the paid version of Zoom has an election function. Further investigation suggests it is not the best alternative for all chapter voting as it allows voting only for those on-line during a meeting. We are looking to replace the time-consuming e-mail election method that OCP used late last year and the Bylaws revision. Need chapter voting tool to move forward on Bylaws revision. Mail Chip polling looks good and it is zero cost. Roger and Glen can do it on Mal Chimp.**
 - **Treasurer -**
 - 2020 4th quarter dues are still due as of March 1.**
 - **Any Board Member or Guest -**

Glen - Nothing else at this time.

Bob - Nothing else at this time.

John - It has been agreed to put our Board Meeting Minutes on our web site. Editing of prior Board Minutes to protect members from revealing data such as phone numbers and e-mail addresses to non POCA individuals was done. January and February 2021 Minutes are now on the web site. The OCP checking account data was subsequently removed from the Board Meeting Minutes at the request of some OCP members who recognized this was a security risk.

Greg - Nothing else at this time.

Larry - Nothing else at this time.

Guest (Steve) - Brought us up-to-date on his Panteras .

Guest (Roger) - Nothing else at this time.

- **Monthly POCA Chapter President's Conference Call Notes**

Thu, Feb 4, 2021

From: racerglen@aol.com

President's meeting 2/4 was mostly talk of 2022 fun Rally and AZ chapter' hosting issues, transferring current hotel deposits. PNC wants to host something 8/15 for Concorso Italiano in Monterey. Great Lakes announced that Ford would not host anything this year and their rally may follow 2022 Woodward Cruise.

Monthly POCA Board Conference Call Notes

Sat, Feb 13, 2021

From: banowetzfb1@gmail.com

OCP Board Colleagues,

POCA held its regularly scheduled Board meeting 2/11/2021 by conference phone. All POCA Board members with the exception of Mike Haney (Profiles editor) were in attendance. A summary of the 70 minute duration meeting follows.

Treasurers Report

- **Current cash assets, all sources: \$24,300.**

- **Currently have \$10,885 retail value in goods inventory (caps, shirts, etc.) for a potential profit of \$4885.**

Membership Report

- **886 members currently (890 last month).**
- **126 memberships expired but were replaced by a similar number of new memberships which resulted in a stable total membership count.**
- **Those expiring, when interviewed by phone, indicated the club is not doing any events as one of the primary reasons for expiration. This is similar to Larry's experience with OCP expiring members.**
- **3 chapters are "out of compliance" with POCA regulations – Jersey Panteras, Eastern Panteras, South Bay. These chapters do not have Presidents identified.**
- **Treasurer reported the out of compliance chapters will not be receiving the quarterly membership rebates. South Bay has requested rebate checks not be sent now or in the future.**
- **There was discussion that South Bay should be assimilated by OCP or Inland Empire chapters. POCA president Martin will contact Richard Barkley to discuss.**

Advertising / PR Chairperson

- **Ed Mendez is confirmed in this position.**
- **Discussion (again) about creating a standardized form for persons / companies wishing to advertise in the POCA Newsletter or Profiles. That form would indicate the ad rates and requirements.**
- **Considerable discussion about Pantera vendors that donate product for raffles if they should receive free advertisement space in the publications. Apparently that was done in the past but not practiced uniformly over time.**
- **From the President's February call there was discussion about holding a raffle to maintain connection to the membership in these times of few or no events. The items to be raffled could be from vendor donations. There was also discussion about POCA purchasing the raffle items at a hopefully "friendly" price which**

would not commit POCA to free ad space. Mendez to contact vendors and discuss. This discussion will continue at the March meeting.

- **Scott Martin indicated how ever this turns out, it should not cause POCA to lose money.**
- **Discussion about having a Zoom car show.**

Fun Rally

- **Re-affirmed the 2021 Fun Rally will be canceled and rescheduled for 2022 and be in Phoenix**
- **The Ak Chin hotel that POCA decided to pay the \$10,000 cancelation fee has contacted POCA and offered to give POCA \$10,000 credit for coming back to that hotel.**
- **POCA will explore that offer in more detail**
- **There was discussion about the size of the event. Two possibilities were discussed – significantly smaller scale event / attendance compared to 2020 registrations and pent-up demand could result in a larger event.**
- **It was suggested the chapters be polled for Fun Rally member interest. Also commented that it is too far from the event to get meaningful input.**
- **It was reiterated that POCA will not be signing any hotel contracts of guaranteed attendance even if it means the banquet rooms and amenities will be more expensive.**
- **POCA will deal with Ak Chen.**
- **AZ chapter will continue negotiations with Wild Horse Pass Casino Hotel (Wild Horse is closer to Phoenix proper and near to the track day location compared to Ak Chin)**
- **Some discussion about having virtual connection to the Fun Rally for those that can't or don't want to come in-person**

Concorso Monterey

- **No new news.**

- **There continues to be interest in having a mini rally in conjunction with the 2021 Concorso Monterey, CA**
- **The concept is to have the Pantera activity begin the Monday after the Concorso for two or three days.**

POCA Site Cars for Sale

- **Not operational at this time.**

- **Bylaws Draft Revision - Greg**

Orange County Panteras

Bylaws

Date Adopted: ~~March 20, 2019~~

ARTICLE I

Organization Name

This organization shall be known as Orange County Panteras (California), OC Panteras and OCP which is a chapter of the Pantera Owners Club of America known also as POCA which is a non-profit social and recreational club corporation. POCA exists in furtherance of the De Tomaso Automobili marque and De Tomaso automobiles including, but not limited to, the Pantera, Mangusta, Vallenga, Deauville and Longchamp.

ARTICLE II

Principal Office

The principal office of the chapter shall be at a location as selected by the OCP Board of Directors. The Board of Directors is granted full power and authority to change the principal office from one location to another, as they may deem reasonably necessary to facilitate the business of the chapter. Any changes made pursuant to this Article shall be reflected in the minutes of the meeting of the Board of Directors during which the change was made.

ARTICLE III

Organization Purpose

OCP is organized for the primary purpose of supporting the activities of OCP and secondarily, the activities of POCA and for initiating, coordinating and publicizing such chapter activities as the OCP Board of Directors may deem suitable for furthering the goal of promoting the ownership, operation, awareness, history, maintenance and enjoyment of vehicles produced by De Tomaso Automobili.

ARTICLE IV

Classification of Members

There shall be three (3) classes of members of OCP: Regular Member, Associate Member, and Honorary Member, which are defined as follows:

1. Regular Member: The Regular Members of OCP shall include those current POCA Members who have selected OCP as their Chapter. Each Regular Member shall have equal voting rights, and shall have one (1) vote in matters brought to a vote of the membership by the Board of Directors.

2. Associate Member: The significant other of a Regular Member or one (1) other person designated by the Regular Member shall be designated an Associate Member. Each Associate Member shall have voting rights equal to each Regular Member, and shall have one (1) vote in matters brought to a vote of the membership by the Board of Directors. An Associate Member shall be eligible to hold office on the OCP Board of Directors. Associate Members shall not be required to be POCA members.

3. Honorary Member: The OCP Board of Directors may, from time-to-time, designate persons as Honorary OCP Members by reason of some special service to the chapter, the hobby of enjoyment of De Tomaso automobiles, or the ownership, operation, maintenance and enjoyment of vehicles produced by De Tomaso Automobili, or other automotive-related activities. An Honorary Member shall not be eligible to hold office on the OCP Board of Directors, nor have voting privileges related to chapter matters, and shall not be liable for payment of POCA dues. Honorary Members may participate in any chapter-related activities under the same terms and conditions as Regular and Associate Members, and shall continue to be considered Honorary Members until such time as this designation is revoked by a majority vote of the OCP Board of Directors.

ARTICLE V

Application for OCP Chapter Membership

The POCA membership form has an entry for the specific chapter to which the applicant is to be affiliated. If a POCA member desires to change his or her chapter affiliation, an application for OCP chapter membership as a Regular Member may be presented to any member of the OCP Board of Directors, and is subject to verification of the applicant's current POCA Membership at the time of application. POCA will be notified of the member's chapter change.

ARTICLE VI

Dues

1. Dues for POCA Membership shall be paid annually in an amount set by the POCA Board, and shall be payable to POCA in accordance with the POCA Bylaws. OCP shall receive a portion of the annual dues paid to POCA for each POCA Member affiliated with the Chapter, such portion to be determined by the POCA Board.
2. Each Regular POCA Membership shall entitle Member to one (1) Associate Membership, under terms and conditions established by the POCA Board.
3. A Regular OCP Member is considered in good standing only when current POCA dues are paid.
4. OCP membership (regular member and associate) shall terminate upon the death of a Regular Member, upon the Member's resignation, or upon the expulsion of the Member by a majority vote of the Board of Directors. A member may be expelled from the chapter for nonpayment of POCA dues, or for conduct that the OCP Board of Directors shall deem inimical to the best interests of OCP or POCA. Expulsion for nonpayment of POCA dues shall be automatic. A Regular Member may not transfer his or her chapter membership or any rights resulting from membership. All rights of a Regular or Associate Member in OCP or its property shall cease upon termination of the membership.

ARTICLE VII

Officers

1. The OCP Board of Directors shall consist of ~~nine (9)~~ **seven (7)** officers designated as follows: President, Vice President, Secretary, Treasurer, and ~~five (5)~~ **three (3)** Members-at-Large. No other office shall be created and/or filled except as provided in these Bylaws.
2. Any Regular or Associate POCA member in good standing at the time of his/her election shall be eligible to hold any office on the OCP Board of Directors.
3. Officers shall hold office for the term of one (1) year, commencing with January 1st of each year and ending on December 31st of each year.
4. Election of OCP Board Members

(A) Nominations for Board of Director officer positions will be accepted at the

October general chapter meeting. No name shall be placed in nomination without the consent of the person to serve, if elected, has been obtained. Self-nomination for Board positions is allowed.

(B) Elections for OCP Board positions will be held during the November general meeting.

(C) The ~~candidate~~ **top seven (7) candidates** receiving the majority of votes cast for a ~~particular office~~ **board position** shall be declared elected. The Board shall resolve a tie vote.

(D) Election results will be reported to the chapter members in the January OCP Newsletter and/or at the January general meeting.

(E) At the first January board meeting, those top seven (7) candidates will then decide among themselves, the board positions each will retain.

5. Board Vacancies

Vacancies during the year in any elective office, excepting President, shall be filled for the balance of the term by a majority vote of the Board of Directors following the effective date of the vacancy. In the event of a vacancy in the office of President, the Vice President shall assume the office of President.

6. Duties of the Officers

(A) President

The President shall preside at all meetings of the OCP Board of Directors and of the general membership, and shall perform such other duties as ordinarily pertain to the office. The President shall have the power to appoint committees of the Board, as the President deems necessary to conduct chapter activities. The President shall also have the power to designate and implement executive sessions during any OCP meetings.

(B) Vice President

The Vice President shall assume the duties of the President in his or her absence,

and shall perform other duties as usually pertain to the office.

(C) Secretary

The Secretary shall keep an accurate record of the proceedings of all OCP meetings and meetings of the Board of Directors. The Secretary shall distribute all official OCP notices and prepare all official correspondence and keep an accurate file thereof, together with a current and accurate tabulation of the Officers of this chapter, the Chairperson(s) of OCP committees, and all other data required by the President of the Board of Directors. The Secretary shall preserve in a permanent file all records and letters, including the minutes, which shall be made available to the Secretary's successor at the close of the term.

(D) Treasurer

The Treasurer shall have charge of all monies of the chapter, and shall report monthly on the status of these monies to the Board. The Treasurer shall collect all pass-through payments from POCA, and proceeds from all chapter activities, giving a proper receipt thereof. The Treasurer shall pay all chapter obligations upon authorization for payment by the Board of Directors. The Treasurer shall keep an itemized record in a permanent file of all receipts and expenditures, and shall give a written monthly report of it upon request of the President. The Treasurer shall retain each such report in a manner acceptable to the Board.

(E) Member-at-Large

Members-at-Large of the Board shall serve as public relations representatives for OCP, and shall greet and spend time with new members and guests at meetings and events. They shall promote membership in POCA and shall assist and conduct chapter activities as assigned by the OCP Board.

**ARTICLE VIII
Meetings**

1. Regular Meetings

Regular meetings shall be held monthly, *with the exception of the month of December*, at such place and time as may be determined by the Board of Directors.

2. Board Meetings

The Board of Directors shall conduct monthly Board Meetings on dates, times and locations approved by a majority vote of the Board of Directors. Additional special meetings of the Board of Directors may be held upon the call for such meetings by the President, or upon the call of a majority vote of the Board of Directors. Such special meetings shall take place on a date and time and at a location designated by a majority vote of the Board of Directors. Notice of regular Board Meetings may be given at the current session of the Board. Notice of special Board Meetings may be given either telephonically, by mail or e-mail, so long as such notice is received not less than five (5) days in advance of the date of such special Board Meeting.

3. Attendance at Meetings

Board Meetings shall be open to the general membership. The general membership is

excluded from all portions of the OCP Board Meetings designated as “Executive Sessions”.

ARTICLE IX
Discipline

1. All Members and Associate Members shall conduct themselves in an appropriate and seemly manner at all times during chapter activities, and in their dealings with the public, public officials and fellow OCP and POCA members.

2. Any individual charged with an offense under this Article shall be fully apprised by the OCP Board of the charges in writing, and afforded an opportunity to answer such charges in writing in communication to the OCP Board of Directors.

3. Any Member or Associate Member so charged who, in the judgment of the majority of the Board, is guilty of ungentlemanly or unsportsmanlike conduct or other reprehensible behavior shall be subject to discipline by the Board. Discipline shall take any of the following as the Board may deem to be commensurate with the nature and gravity of the offense:

- Private Letter of Warning

A private letter of warning shall be directed by the Board to the offending member setting forth the breach or breaches of conduct and cautioning him/her that any further act detrimental to the best interests of OCP or POCA will result in more stern disciplinary action.

- Letter of Censure

A letter of Censure may be issued by the Board, with or without notice to the OCP membership, setting forth the breach or breaches of conduct and censuring the member for conduct detrimental to the best interests of OCP or POCA. Any further offense of the same or similar nature may result in the Member or Associate Member's disqualification from participation in OCP activities.

- Termination of Membership

Termination of association with OCP for gross misconduct detrimental to the interests of OCP may follow issuance of a Letter of Censure, if such misconduct continues. Such termination shall require a two-thirds vote of the Board of Directors present at a regular meeting of the Board or at a special meeting of the Board called for consideration of such discipline. Notice of such termination

shall be announced at the next regular meeting of OCP members.

**ARTICLE X
Fiscal Year**

The OCP fiscal year shall be from January 1 through December 31 of each year.

**ARTICLE XI
Quorum**

1. Any ten (10) Regular and/or Associate Members in good standing shall constitute a quorum for the transaction of business at any regular meeting.
2. A majority of the members of the Board of Directors shall constitute a quorum of that Body.

**ARTICLE XII
Amendment of Bylaws**

1. These Bylaws may be amended by a majority vote of the voting members in good standing present at a general meeting after the proposed amendment has been published by mail or e-mail at least 28 days prior to the general meeting.
2. Following adoption of a Bylaw amendment, the Secretary will prepare a certificate as to the date of the adoption. Notice of adoption or defeat shall be published in the next regular newsletter.

**ARTICLE XIII
Parliamentary Authority**

“Robert’s Rules of Order” as most currently revised, shall govern this organization in all cases to which they are applicable, and insofar as they are not inconsistent with the Bylaws.

**ARTICLE XIV
Dissolution**

OCP may be dissolved with previous notice (at least 30 calendar days) by mail or e-mail and an affirmative vote of two-thirds of the voting membership of the chapter.

- **Adjourn at 6:05 pm.**