

Team Pantera of Orange County Bylaws

Date Adopted: June 21, 2017

ARTICLE I Organization Name

This organization shall be known as Team Pantera of Orange County (California). The organization shall also be known as T.P.O.C. or TPOC. TPOC is a chapter of the Pantera Owners Club of America, also known as POCA, 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, Vallelunga, Deauville and Longchamp.

ARTICLE II Principal Office

The principal office of the chapter shall be at a location as selected by the TPOC 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

TPOC is organized for the purpose of supporting the activities of POCA, and for initiating, coordinating and publicizing such chapter activities as the TPOC 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 TPOC: Regular Member, Associate Member, and Honorary Member, which are defined as follows:

1. Regular Member: The Regular Members of TPOC shall include those current POCA Members who have selected TPOC 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 TPOC Board of Directors. Associate Members shall not be required to be POCA members.

3. Honorary Member: The TPOC Board of Directors may, from time-to-time, designate persons as Honorary TPOC 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 TPOC 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 TPOC Board of Directors.

ARTICLE V

Application for TPOC 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 TPOC chapter membership as a Regular Member may be presented to any member of the TPOC 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. TPOC 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 TPOC Member is considered in good standing only when current POCA dues are paid.

4. TPOC 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 TPOC Board of Directors shall deem inimical to the best interests of TPOC 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 TPOC or its property shall cease upon termination of the membership.

ARTICLE VII

Officers

1. The TPOC Board of Directors shall consist of nine (9) officers designated as follows: President, Vice President, Secretary, Treasurer, and five (5) 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 TPOC 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 TPOC 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 TPOC Board positions will be held during the November general meeting.

(C) The candidate receiving the majority of votes cast for a particular office shall be declared elected. The Board shall resolve a tie vote.

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

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 TPOC 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 TPOC 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 TPOC meetings and meetings of the Board of Directors. The Secretary shall distribute all official TPOC 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 TPOC 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 TPOC, 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 TPOC 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 TPOC 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 TPOC and POCA members.

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

(A) 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 TPOC or POCA will result in more stern disciplinary action.

(B) Letter of Censure

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

(C) Termination of Membership

Termination of association with TPOC for gross misconduct detrimental to the interests of TPOC 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 TPOC members.

ARTICLE X
Fiscal Year

The TPOC 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

TPOC 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.