

*BY LAWS  
OF THE  
PANTERA CLUB OF NORTHERN CALIFORNIA, INC.  
As Amended, 1 May 2018*

ARTICLE I  
Principal Office

The principal office of The Pantera Club of Northern California, hereafter referred to as PCNC, is hereby fixed and located at the treasurer's residence.

\_\_\_\_\_136 Lighthouse Way\_\_\_\_\_  
\_\_\_\_\_. Vacaville, CA 95688\_\_\_\_\_.

*The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the State of California. The address of said principal office and any such change shall be noted by the Secretary in the space provided above, but shall not be considered an amendment of these by-laws.*

ARTICLE II  
Membership and dues

Section 1. Classification of Members

There shall be four (4) classes of members of PCNC, to wit: Regular Members, Associate Members, Dual Members, & Honorary Members.

Section 2. Eligibility for Membership

A Regular Member is one who has an interest in the furtherance of the DeTomaso Marque and DeTomaso automobiles, including, but not limited to: Pantera, Mangusta, Vallelunga, Deauville and Longchamp. Each Regular Member must also be a member of POCA.

An Associate Member is one who is the spouse, family member, close friend or significant other of a Regular Member. Each Regular Member has the right to name one Associate Member.

A Dual Member is one who is a member of another chapter of POCA and pays to PCNC the equivalent amount of dues rebated to PCNC for a Regular Member. A Dual Member shall have all the rights and obligations of a Regular Member except that Dual Members may not run for elected Board positions.

An Honorary Member is one who has been selected for special recognition by PCNC.

### Section 3. Qualifications and Admission of Members

Regular Members and Associate Members shall be persons of responsibility, integrity and high standing in the communities in which they reside. A member shall be admitted to membership only upon approval by the Board of Directors or upon approval by such Membership Committee or Membership Secretary as the Board of Directors may, by resolution, have authorized to admit members.

Honorary Members must have performed some special service to PCNC, to the automotive industry, or for the good of the sport, and are selected by a majority vote of the members at a regularly held meeting.

### Section 4. Termination of Membership

A membership shall terminate upon the death or resignation of the member, or upon expulsion by a majority vote of the Board of Directors. A member may be expelled for nonpayment of dues or for conduct which the Board of Directors shall deem inimical to the best interest of PCNC. Expulsion for nonpayment of dues shall be automatic and shall take place on the first day of the third month following the month in which the dues were due and payable. A member may not transfer his/her membership or any rights arising therefrom, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a member in PCNC or its property shall cease upon termination of the membership.

### Section 5. Dues

Dues shall be paid annually in the amount set by the Pantera Owners Club of America (POCA), and shall be payable to POCA in accordance with the POCA By-Laws.

## ARTICLE III Meetings and Voting

### Section 1. Meetings of Members

Monthly meetings of the members shall be held at 7:30 p.m. on the last Thursday of each month or at such other time and day as may be set by the Board of Directors, and special meetings of the Members may be called and held as may be ordered by the Directors or by Members holding not less than one-third of the voting power of Members. Notice of a change of time, date and/or location of a monthly meeting and notice of any special meeting(s) shall be published in the PCNC Newsletter and shall be e-mailed to the general membership at least two weeks prior to any such meeting so changed or called. This notice shall include the time, date and location of such meeting. The notice shall also include the reason for the change and/or the purpose of the special meeting.

### Section 2. Voting

All Regular Members, Associate Members, and Dual Members shall have equal voting and other rights. Each shall be entitled to one vote, which may be cast in person or by proxy.

ARTICLE IV  
Officers and Directors

Section 1. Officers.

- a) The officers of PCNC shall be the President, the Vice-President, the Secretary, the Treasurer, and the Membership Coordinator
- b) Collectively these five (5) officers constitute the Board of Directors (Directors) of PCNC. PCNC may also have such other officers as may be appointed by a majority vote of the Directors. However, such additional officers shall not be a part of the Board of Directors.

Section 2. Election of Officers

- a) The officers shall be voted into office annually by a simple majority of the Members eligible to vote, either in person or by proxy, at the regularly scheduled meeting in the month of November or at such time as the Directors shall determine.
- b) The candidates for the various offices shall be selected from those members who at the present time are and continue to be POCA members in good standing in accordance with article XI, Section 6 of the POCA By-Laws.
- c) Each officer shall hold his or her office for a period of one year from December to December or until he or she resigns, is disqualified to serve, is unable to serve due to illness or death, or is removed from office. In the event no replacement officer(s) is (are) elected or appointed, the current officer(s) shall remain in office until a successor(s) is (are) elected.
- d) In the event that only a single candidate can be found for each of the elected offices, and therefore all candidates would be running uncontested, rather than staging a formal election, the slate of officers may be voted into office by acclamation, by a majority of club members in attendance at the November monthly meeting.

Section 3. Removal and Resignation

- a) Any officer may be removed from office with or without cause by a two thirds (2/3) vote of the members, either in person or by proxy, at any regularly scheduled meeting.

- b) Vacancies in the Board of Directors caused by removal, death or resignation of any of its members may be filled through appointment by a majority vote of the remaining Directors. The appointee may only serve until such time that a special election can be held and a successor is elected.
- c) Vacancies in any of the additional offices appointed by the Board of Directors may be filled through appointment by a majority vote of the Board of Directors.

Section 4. President

- a) The President shall be the chief executive officer of PCNC, and shall have general supervision, direction and control of the affairs of PCNC.
- b) The President shall preside at all meetings of the members and at all meetings of the Board of Directors.
- c) The President shall serve as the Vice-President during the year following his/her term as President.

Section 5. Vice-President

- a) The Vice-President shall, in the absence or disability of the President, perform all duties of the President, and when so acting shall have the powers of and be subject to the restrictions upon the President.
- b) The Vice-President shall also serve as the Public Relations Manager for PCNC and shall greet and spend time with new members and guests at meetings and events.

Section 6. Secretary

- a) The Secretary shall keep a corrected book of minutes of all the meetings of the Directors and of the Members; with the time and place of the meeting, how called or authorized, the notice thereof given, the names of those present at Directors meetings, and the proceedings thereof.
- b) The Secretary shall keep a current roster and mailing list showing the names and addresses of the Members of PCNC (prepared by the Membership Coordinator).
- c) The Secretary shall prepare and publish PCNC's monthly Newsletter. Items to be included in the Newsletter are: a summary of the monthly meetings, events flyers, a calendar of events, articles submitted by PCNC's members, PCNC's Store items, new members names, address changes, and other material of interest to PCNC and its members. The newsletter will be published electronically on the club's website, and notification will be sent out to all members as soon as each issue has been published.

- d) The Secretary shall keep and maintain all PCNC records not of a financial nature, all correspondence, and the official signed copy of the current By-Laws.

Section 7. Treasurer

- a) The Treasurer shall be the chief financial officer of PCNC and shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of PCNC funds, and an account of PCNC's cash and other assets. Such books and records shall, at reasonable times, be open to inspection by any Member, Officer or Director of PCNC.
- b) The Treasurer shall give a financial report to the Members at each regularly scheduled membership meeting.
- c) The Treasurer shall keep and maintain all records and correspondence of a financial nature.
- d) The Treasurer shall deposit all moneys of PCNC with such depositories as are designated by the Board of Directors, and shall disburse the funds of PCNC as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of PCNC.
- e) The Treasurer shall collect and deposit in a timely manner all funds due from the Raffle Chairman and the PCNC Store Manager per their assigned duties.
- f) The Treasurer shall file all forms to governmental agencies as may be required, which shall include, but not be limited to, The Secretary of State, Franchise Tax Board, IRS, and Board of Equalization.

Section 8. Membership Coordinator

- a) The Membership Coordinator shall be responsible for establishing the membership roster complete with names of each Regular, Associate and Honorary Member along with current addresses, phone numbers, vehicle ID numbers (of the DeTomaso car owned by that member), and any other information which may be deemed necessary. All changes, such as addresses, new names and addresses, and names deleted shall be conveyed to the Secretary in a timely manner.
- b) The Membership Coordinator shall annually publish and distribute, or cause to be distributed, to the membership a Confidential Membership list, which shall include the names, addresses, and phone numbers, for each Regular, Associate and Honorary Member of PCNC. Car ID numbers are to be included for members who own DeTomaso cars. Additional information may also be included if deemed appropriate.

- c) The membership Coordinator shall interface with POCA with regard to all memberships and Membership dues and Membership status. In the event of a delinquency it shall also be the Membership Coordinator's task to contact the holders of the delinquent Memberships and advise them as to the delinquent status.
  
- d) The Membership Coordinator shall:
  - 1) Include a Nametag Information Form in the first mailing to all new members.
  - 2) When 5 or 6 requests have been received, order the badges from the supplier.
  - 3) When the badges are received the invoice shall be forwarded to the Club Treasurer for payment.
  - 4) Notify the Treasurer, for the purpose of collection, of any requests for replacement or additional badges. As each Regular Member is entitled to only two free badges, the cost of replacement or additional badges is to be paid by the requesting person.
  
  - 5) Distribute those badges received to the person who made the request at the next meeting or event that person attends.

ARTICLE V  
Miscellaneous

Section 1. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of PCNC and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no Officer, agent or other person shall have any power or authority to bind PCNC by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Inspection of By-Laws

PCNC shall keep in its principle office the original or a copy of these By-Laws, as amended or otherwise altered to date, signed by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours. These By-Laws shall also be available on the official PCNC website.

Section 3. Construction and Definitions

Unless the context otherwise requires, the general provisions contained in the California General Nonprofit Corporation Law shall govern the construction of these By-Laws.

Section 4. Rules of Order

The rules contained in Roberts Rules of Order, revised shall govern all member's meetings and Directors meetings of PCNC, except in instances of conflict between said Rules of Order and the articles or By-Laws of PCNC or provisions of law.

ARTICLE VI  
Amendments

Section 1. General

New By-Laws may be adopted, amended or repealed, or these By-Laws may be amended or repealed, by a majority of the members casting votes at a meeting duly called for the purpose of amending the articles of By-Laws. All Regular Members, Dual Members, and Associate Members shall have equal voting and other rights. Each shall be entitled to one vote, which may be cast in person or by proxy. Only those members will be entitled to vote to amend the bylaws.

Section 2. Procedure

Proposed amendments or changes to these By-Laws shall be published in the PCNC Newsletter and shall be distributed to the general membership at least two weeks prior to any meeting at which said amendments or changes are to be open for discussion and review. At said meeting the proposed amendments or changes may themselves also be changed or modified by a majority vote, and after said meeting the proposed amendments or changes as modified or not shall be published in their final form in the PCNC Newsletter, and again shall be distributed to the general membership at least two weeks prior to the next meeting. At this second meeting the proposed amendments or changes shall either be accepted or rejected by a majority vote, including proxy ballots. Special distributions and/or special meetings may be used in place of the Newsletter and/or regular meetings; but in all cases the distributions must be at least two weeks prior to the meetings and must indicate that action will be taken with regard to the enclosed proposed By-Laws amendments or changes, the date and time of the meeting, and the type of action to be taken (either to discuss and review, or to accept or reject).

As duly amended on 1 May, 2018 by: Mike Drew, PCNC Secretary  
(date) (Signature of Officer)