

356 California Alta Region, Inc

Bylaws

Approved May 11, 1996 at 356CAR, Inc's first Board Meeting

Revision adopted January 8, 2000

Revised August 4, 2022 with Board Approval

Revised April 30, 2026 with Board Approval

ARTICLE I

Name and Principal Contacts

Section 1 - Name: The name of this organization shall be "356 CALIFORNIA ALTA REGION, INC.", hereinafter referred to as **356CAR**.

Section 2 - Principal Contacts: The principal contacts of 356CAR shall be designated by the Board of Directors and shall be located within the geographical area described in Article VII, Section 2, hereof. Contact information shall be published in the 356CAR official publication.

Section 3 – Board of Directors: The governing body of 356CAR shall be the elected and appointed Board of Directors and shall hereinafter be referred to as the Board. These Board members may alternatively be referred to as Directors.

ARTICLE II

Purpose and General Objective

Section I - Purpose: This Corporation is a nonprofit public benefit corporation, and is not organized for the private gain of any person. The corporation is organized under the Non-profit Public Benefit Law of California (the "Nonprofit Law") for charitable and public purposes, which are specified in the Articles of Incorporation of the corporation and reiterated as follows:

The general objectives of 356CAR and its members are:

- To further promote the highest standards of courtesy and safety on the roads.
- To enjoy and share in the goodwill and fellowship engendered by owning a Series 356 Porsche and engaging in social and other events of the organization.
- To establish and maintain mutually beneficial relationships with service resources to the end that the Series 356 Porsche shall be preserved and enjoyed.
- To establish mutually cooperative relationships with other vintage car enthusiasts as may be desirable.
- To provide a forum for the exchange of information regarding the history, technical characteristics, and the preservation of the Series 356 Porsche automobile.

Section 2 - Fiscal Year: The fiscal year of the corporation shall be January 1st through December 31st of each year.

Section 1 - Powers: All 356CAR's activities and affairs shall be managed and all corporate powers shall be exercised by, or under the direction of the 356CAR's Board. These activities, affairs and powers shall be limited by the 356CAR's Articles of Incorporation and/or the Bylaws outlined herein.

ARTICLE III

Powers and Logo

Section 2 - Logo: The Logo of 356CAR shall meet the approval of the Board and shall reflect the nature and spirit of 356CAR. The official Logo shall be of a form appropriate to the theme of 356CAR and shall be inscribed with the initials or name of 356CAR and such other inscriptions as appropriate. The colors shall be appropriate to the symbolic design established for the insignia.

ARTICLE IV Memberships, Dues and Fees

Section 1 - Memberships: Any person who is of good moral and social character may apply for membership in 356CAR. Membership for a voting member and a non-voting co-member is granted upon payment of the appropriate dues as set forth in Section 2 of this Article. A “membership” is afforded one vote on member relevant 356CAR issues.

Section 2 - Membership Application and Dues: Application for membership shall be made upon such form as prescribed by the Board and shall be accompanied by payment of appropriate dues. The amount of annual dues shall be set by the Board and published in the official publication of 356CAR.

Section 3- Membership Year: The term of membership shall be one year, two years or three years and shall commence upon receipt of both the membership application (accepted by the Membership Chairperson) and the annual dues. Members have the option of extending their membership expiration to two or three years which would expire in July of the respective year selected. Dues for the subsequent years will be set at the rate established by the Board.

The renewal date for the annual membership shall be July of the year membership expires. New members joining from January through October will expire in July of the following year. New members joining between November and December will expire one year after July of the following year (The dues of these members may be prorated at the discretion of the Membership Chairman.)

Dues for renewal become delinquent forty-five (45) days after expiration of the membership year and if not paid before becoming delinquent, membership may be suspended or terminated.

Section 4 - Lifetime Membership: A Life Time membership may be approved by the Board to 356CAR members who have proven to be exceptional individuals who have demonstrated significant and sustained contributions to 356CAR for a minimum of 10 years. Additional factors may include leadership contributions and a demeanor which reflect dedication to and a positive reflection on 356CAR.

Any recipient of the Life Time Membership status will have their annual membership fees waived for life. In addition, the Life Time Member will have their registration fees waived one time while attending events sponsored by 356CAR. (E.G. North Meets South or Gathering of the Faithful, etc.).

The Board may rescind Life Membership status in cases where the recipient has conducted him or herself in a manner which reflects adversely on the image and or the activities of 356CAR.

Section 5 - Rights of Membership: All members in good standing shall be entitled to vote in 356CAR elections, to serve as members of the Board (subject to Article VII), and to participate in all activities of 356CAR.

Section 6 - Termination of Membership: Membership in 356CAR may be suspended or terminated as follows:

- (A) **Suspension and/or Termination** – Membership in 356CAR may be suspended or terminated by a two-thirds vote of the Board, for the infraction of 356CAR rules or regulations, or for actions detrimental to the general objectives or best interests of 356CAR. The Board’s decision shall present in writing the notice of suspension or termination, under this section,

and shall state the reasons for such action. This notice shall be signed by the 356CAR President.

- (B) Upon written notice of suspension or termination by the Board, the suspended or terminated member shall be afforded a reasonable opportunity to appeal the action in writing or in person or through a representative, to the Board. This appeal must be submitted to the Board within 60 days of the member's receipt of the Suspension or Termination notice. The Board may thereafter confirm the action, continue the suspension or termination for a defined time period or modify the action as they see fit. The Board's decision shall be final and submitted in writing to the 356CAR member.

Section 7 - Liabilities of Membership:

- (A) **Authority to Incur Obligations or Indebtedness** - Only the elected Officers or persons authorized by the Board to act on behalf of 356CAR shall incur any obligations or indebtedness in the name of 356CAR. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred solely as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any member or Officer of 356CAR by reason of any such corporate obligation or liability.
- (B) With prior approval by the Board, any Board member may incur any obligation or indebtedness in the name of 356CAR up to the sum of five-hundred dollars (\$500).
- (C) Without prior approval by the Board, only the 356CAR President or, in the absence of the President, the Vice President is authorized to incur any obligation or indebtedness in the name of 356CAR up to the sum of five hundred dollars (\$ 500.00). Any amount above this sum, requires pre-approval by the Board, except for the
 1. Printing, mailing, postage and expenses for the official publication.
 2. Stationery and postage for ordinary administrative use.
- (D) **Unauthorized Obligations** - No elected Officer or any other person authorized to act on behalf of 356CAR shall incur any obligation or indebtedness in the name of 356CAR which is not for the general benefit of the entire membership of 356CAR, nor shall the Board approve such incurring of any such obligation or indebtedness.
- (E) **Personal Liability for Unauthorized Obligation** - The incurring of any obligation or indebtedness in the name of 356CAR by any elected Officer or member in contravention of the bylaws shall be an ultra vires act. The person or persons responsible for such an act or acts shall be personally liable, individually and collectively, to 356CAR in an amount equal to the obligations or indebtedness which 356CAR may be obligated to pay.

ARTICLE V Meetings of the Members

Section 1 - Meetings of the Members: Meetings of the members of 356CAR may be held at such place and time as the Board will be announced in the 356CAR official publication. Because of the wide geographical area covered by 356CAR membership, regional meetings may be organized by the local membership to eat, drive, socialize and generally share their interest in the Series 356 Porsche. Guests are encouraged to attend regional meetings.

Official 356CAR meetings, where the business of 356CAR is conducted, shall be held on a bi-annual basis and announced to the membership in the 356CAR official publication. These official 356CAR meetings will be scheduled by the Board with the expectation to gather a wide group of the membership and to provide the membership an opportunity to directly interact with the elected Board. Official 356 meetings will include the Gathering of the Faithful but may include other called meetings as the Board sees fit and finds necessary.

Section 2 - Quorum: A quorum for any official meeting of the voting members shall consist of at least ten (10%) percent of the members in good standing. Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

Section 3 - Voting: At all official meetings of the 356CAR members, each voting member, in good standing, shall be entitled to one (1) vote on any matter which may be properly brought before the membership. Such vote may be by show of hands or by written ballot.

Section 4 - Conduct of Meetings: The President shall preside at all official 356CAR membership meetings. In the absence of the President, the Vice President shall preside

Section 5 - Minutes: Minutes of all official 356CAR membership meetings and Board meetings shall be recorded by the Secretary or by such person as may be appointed by the President for that purpose. At each official membership meeting, the minutes for the previous official meeting shall be present and available for inspection by any member. The reading of minutes shall not be required unless voted by a majority of the members present.

The minutes of all 356CAR Board meetings shall be recorded by the Secretary and posted on the 356CAR website.

ARTICLE VI Executive Committee and Board of Directors

Section 1 - Board of Directors: The Board of 356CAR shall consist of ten (10) positions elected by the general membership. All Board positions shall be filled by 356CAR members who have been members in good standing for at least two (2) consecutive years.

Section 2- Election and Appointment of Board Members: A slate of Board candidates shall be presented to the 356CAR membership by a Nomination Committee as outlined in Article VII of these Bylaws. A maximum of ten (10) candidates shall be elected to serve as Board Members by the 356CAR membership through the election process outlined in Article VII of these Bylaws. If there are not ten (10) candidates elected, those elected to the Board may appoint a sufficient number of members to fill the remaining vacant Board positions as outlined in Article VI Section 6 of these Bylaws. All ten (10) of these Board positions may vote on any issues pertaining to policy and administrative issues concerning 356CAR.

Once elected by the general membership or appointed by the Board, the Board members shall determine which position or office each will hold. Six (6) Board members will assume a role as the 356CAR: President, Vice President, Secretary, Treasurer, Membership Chair, and Events Chair. The remaining four (4) Board members will assume various Committee Chair roles.

Section 3- Board Responsibilities: It shall be the responsibility of the Board to determine all matters of 356CAR policy. The Board shall insure the proper conduct of and the fulfillment of duties by the Officers and Directors and compliance with these bylaws. The Board shall be responsible for the proper conduct of the administrative affairs of 356CAR. The President shall be responsible for the proper functioning of Standing Committees.

Section 4- Board Meetings: Meetings of the Board shall be held as deemed necessary to enact the business of 356CAR with at least one such meeting annually. A majority of the Board shall constitute a quorum. A quorum is required to conduct business of 356CAR or vote on any issue impacting 356CAR or the membership. Votes by the Board can be made in person, by proxy or by any electronic means. The time and place of meetings of the Board shall be announced to the membership when sufficient advance notice can be given. 356CAR Members in good standing shall be permitted at all Board meetings unless a closed meeting is declared by a majority vote of the Board.

Section 5 - Minutes: Minutes of all Board meetings shall be recorded by the Secretary or by such person as may be appointed by the President for that purpose. At each Board meeting, the minutes for the previous meeting shall be present and available for inspection by any member. The reading of minutes shall not be required unless voted by a majority of the members present.

Section 6 - Vacancies: A vacancy on the Board shall exist upon the death, resignation, removal or disqualification of a Director. A vacancy may also exist when the Board does not comprise up to ten (10) members. The Board shall declare vacant the seat of any Director who shall, without good cause, absent themselves from three (3) successive meetings of the Board. Vacancies on the Board shall be filled by the appointment of a member in good standing who is approved by the Board and appointed by the President. The Director, so appointed, shall hold office until the expiration of the term of the replaced Director.

Section 7- Call of Meetings: Meetings of the Board may be called at any time by the President or by a majority of the Directors. Each Director shall be notified of the time and place of such meetings at least forty-eight (48) hours prior to the time set thereof. Any meeting may be held by conference telephone or similar equipment, as long as all directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

Section 8 - Compensation: Board Members shall receive no salary or other compensation for their services as Directors.

ARTICLE VII Election of Directors

Section 1 - Nomination Committee: Beginning with year 2002 and every 3rd year thereafter, the President shall appoint a nominating committee, in March, to select a minimum of 10 candidates to present to the membership for voting by ballot.

Section 2 - Nominations: Nominations for the Directors of 356CAR will be accepted from any member in good standing provided the nominee has consented to having their name placed in nomination. Nominees must reside within those counties in northern California which comprise the primary membership area as recommended and outlined by the Board. Nominations may be submitted to any member of the Board at any meeting or may be mailed electronically to any Director during the search process.

Section 3 - Notice of Election: Notice of the election, the names of the nominees, prepared statements from nominees who have submitted them, and procedures for voting shall be published in the official publication of 356CAR and sent to all members in good standing. Notice of the election shall also be submitted electronically to all members in good standing. The notice shall have an election date not ~~more~~ less than twenty (20) days from the first notification.

Section 4 - Ballots: All balloting shall be by electronic mail. Votes shall be cast on an official 356CAR ballot which is designed and broadcast by the 356CAR Website Chair. The official ballot shall contain the names of those nominated and their prepared statements. All members in good standing shall mark the ballot indicating their choice of candidates in the manner prescribed by the instructions. Any member in good standing shall be entitled to write in the name of any member in good standing as his/her choice for any Directorship (subject to Article VII, Section 2). All ballots shall be electronically returned, as prescribed in the instructions on the ballot, before the due date. Ballots returned after the election end date shall be invalid.

Section 5 - Certification and Notice of Election Results: The Website Chair shall, within five (5) days following the election end date, retrieve the electronic report with the automatically tabulated votes. That report shall be forwarded to the 356CAR Secretary. The 356CAR Secretary shall retain the report containing the votes until the next Board meeting. The Secretary shall certify and announce the results of the election at that meeting. The ten (10) candidates receiving the greatest number of votes shall be declared elected. The 356CAR Secretary shall cause the results of the election to be announced to the membership through an electronic mailing and published in the next issue of the official publication of 356CAR.

Section 6 - Director Terms: The term for elected Directors and appointed Directors shall be for three (3) years. The Directors term begins in August of the year in which they were elected. If a Director is appointed to fill a vacancy as outlined in Article VI Section 6, the term of that Director commences upon

appointment by the President of 356CAR. The appointed Director continues in that position until the expiration of the term of the replaced Director or until he/she resigns or is removed from office as outlined in Article VI Section 6.

ARTICLE VIII Officers and Directors

Section 1 - Officers: Six elected or appointed Officers/Directors of 356CAR shall hold the positions of President, Vice President, Secretary, Treasurer, Membership Director and Events Director. At the first meeting following each election, the elected officers and Directors shall determine which office and responsibilities each will serve as outlined in Article VI Section 2. The additional elected or appointed Directors will be assigned duties on committees or on special projects as outlined in Article VI Section 2-

Section 2 - Duties of the President: The President shall preside at all official 356CAR membership meetings and the meetings of the Board. The President shall perform the duties usually pertaining to the office. The President shall direct the efforts of all Standing Committees as outlined in Article IX Section 1. The President shall cause to be published in the official publication of 356CAR a regular report on the status of 356CAR, its plans and programs, policy decisions reached by the Board, and other pertinent matters dealing with the affairs of 356CAR.

Section 3 - Duties of the Vice President: The Vice President shall assist the President in the conduct of administrative affairs of 356CAR and perform such other duties as may be assigned by the President. In the absence of the President or in the event of the Presidents death, resignation, disability or disqualification, the duties of the President will be performed by the Vice President.

Section 4- Duties of the Treasurer: The Treasurer shall be responsible and accountable for the proper handling of the financial affairs of 356CAR. The Treasurer shall cause to be published, annually, a full and correct report on the financial status of 356CAR. Said report shall be made available to any member in good standing upon request. In addition, the Treasurer shall provide similar reports at each regular Board meeting. Such reports shall include the financial status of all receipts, disbursements, balances, assets and liabilities of 356CAR. All checks or other orders for payment of moneys in the name of 356CAR shall be signed by the Treasurer or the President. The Treasurer shall file all necessary Federal, State and Local tax documents as required by law. Copies of such documents shall be retained by the Treasurer for not less than seven (7) years.

Section 5 - Duties of the Secretary: The Secretary shall attend all official meetings of the members and the Board and shall keep full and complete minutes of the proceedings and of all votes cast there at. The Secretary shall cause to be published in the official publication notices of all official meetings of the members and other matters relating to the proper conduct of 356CAR. The Secretary shall have custody of the non-financial records of 356CAR and shall perform all duties incident to the office required by the 356CAR Bylaws.

Section 6 – Duties of the Events Director: The Events Director shall be responsible for the development, coordination, publication and updating of the 356CAR calendar. The calendar shall include 356CAR events and such other events that are of specific interest to the membership in general, and shall be presented regularly to the Board for approval. In addition, the Events Director shall ensure 356CAR events are listed in the quarterly Newsletter.

Section 7 – Duties of the Membership Director: The Membership Director is the primary contact with the Club's membership. The Membership Director manages the membership data base by monitoring email communications and processing applications from new members and renewal members. This collected database is used for tracking membership including, but not limited to, addresses, phone numbers, anniversary dates and membership renewal due dates. This information is used to establish a 356CAR electronic mailing list and to maintain communication with the membership. The Membership Director maintains a list of the 356CAR members as well as advertisers and communicates their ongoing status with

the Club. The Membership Director provides the Board with reports outlining current status and trends to help the Board make informed decisions relevant to the membership and its interests. In addition, the Membership Director will provide the Newsletter Editor with a Quarterly update of those members and advertisers who receive a hard copy of the newsletter.

ARTICLE IX Committees

Section 1 - Standing Committees: There shall be five (5) Standing Committees: Elections, Insurance and Safety, Website, History, Newsletter and Newsletter Advertising. The lead on each of these committees shall be the Chairperson and report to the 356CAR President. A Chairperson may be an elected Board member an appointed Board member or a 356CAR member in good standing. Elected or appointed Board Members who are Chairpersons, shall serve until the end of their term. Chairpersons who are 356CAR members in good standing shall each serve a term commencing with their appointment until they resign or are replaced by the Board or the incoming President.

Section 2 – Elections, Insurance and Safety Committee: An Elections, Insurance and Safety Chairperson shall be appointed by the Board and report to the 356CAR President. The Elections, Insurance and Safety Chair will ensure that the 356CAR elections process is carried out as defined in Article VII. The Elections, Insurance and Safety Chair will also ensure that 356CAR events will follow the 356CAR established policies and procedures which the liability insurance carrier requires. The Elections, Insurance and Safety Chair will be the liaison between 356CAR and the insurance carrier and the Chair will submit the required Waiver of Liability, Assumption of Risk and Indemnity Agreement form to the event coordinator who will ensure the form is signed by each event participant. The completed forms will be sent to the Elections, Insurance and Safety Chair who will hold the forms in reserve for a period of 3 years following the event.

Section 3 - Newsletter Committee: A Newsletter Chairperson shall be appointed by the Board of Directors and shall report to the 356CAR President. The Newsletter Chairperson shall be responsible for all activities involved in editing, assembling, printing, and distributing the official publication of 356CAR. The Newsletter Chairperson should attend all 356CAR Board meetings to keep abreast of the 356CAR activities and information which are relevant to the membership.

Section 4 – Newsletter Advertising Committee: A Newsletter Advertising Manager shall be appointed by the Board and shall report to the 356CAR President. The Newsletter Advertising Manager is responsible for all aspects of the 356CAR advertising program associated with the Club’s newsletter and will follow the position description established by 356CAR in its policies and procedures.

Section 5 – History Committee: A Chairperson of the History Committee shall be appointed by the Board and shall report to the 356CAR President. The Chairperson shall be responsible for the collection and maintenance of material related to 356CAR activities which may be of historical value to 356CAR. The Chairperson will follow the position description established by 356CAR in its policies and procedures.

Section 6 – Website and Social Media Committee: A Website and Social Media Committee Chairperson shall be appointed by the Board and shall report to the 356CAR President. The Chairperson shall be responsible for maintaining the 356CAR website and all electronic communication with the membership. The Chairperson should attend all 356CAR Board meetings to keep abreast of the 356CAR activities and information which are relevant to the membership.

Section 7 - Other Committees: The Board of Directors may create committees, not herein defined, as required to carry out the activities and objectives of 356CAR. Committees shall be created by a majority vote of all Directors per Article VI Section 2. The Chairperson of such committees shall be appointed by the Board and report to the 356CAR President.

ARTICLE X
Amendments to Bylaws and Articles of Incorporation

Section 1 - Amendments: Excepting the initial adoption, the 356CAR Board may adopt, amend or repeal its Bylaws unless the action would conflict with any law or the 356CAR Articles of Incorporation. The 356CAR Board may amend the Articles of Incorporation or its Bylaws in any manner permitted by applicable law, subject to the following limitations;

(A) The 356CAR Board may adopt, amend or repeal its Bylaws or Articles of Incorporation if, at such proceeding, a majority of the Board votes to approve. This vote may be conducted in person, by proxy or by any electronic means.

(B) The Board approved amendments or repeals, shall be officially published to all members in good standing. This notice may be accomplished through electronic means or in the 356CAR Newsletter.

Section 2 – Proposed Amendments: Amendments to the Bylaws may be proposed at any time on the recommendation of not less than three (3) Directors or by a written petition signed by at least ten (10) percent of the members in good standing. The Secretary shall prepare the suggested amendment in such manner that it may be incorporated in these Bylaws. Once prepared by the 356CAR Secretary, the Board may vote upon the suggested amendment subject to Article X Section 1.

Section 3 - Periodic Review of Bylaws: At least every three (3) years the President shall select a committee to review the bylaws and make such recommendations to the Board of Directors as deemed necessary by the committee. The committee shall consist of the chairperson and at least two (2) members, each of whom shall be Directors or past Directors of 356CAR. Adoption of the committee's recommendations shall be according to procedures set forth in Section 1 of Article X. The chairperson of such committees shall be appointed by the 356CAR President.

Recorded and approved by the 356CAR Board of Directors on April 30, 2026.
Tom Sansone, Secretary, 356CAR