

**BYLAWS**  
**OF**  
**MILITARY VEHICLE COLLECTORS OF CALIFORNIA**

1 September, 2019

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## **ARTICLE I OFFICES**

**Section 1.1 Name.** The name of this corporation is “Military Vehicle Collectors of California.” The name may be abbreviated as “MVCC.” The corporation is sometimes referred to herein as the “Club.”

**Section 1.2 Principal Office; Registered Agent.** The principal office of the MVCC shall be at such location in the State of California as the board of directors shall from time to time determine. The Club shall maintain a registered agent for service of process in the State of California.

**Section 1.3 Governing Law and Documents; Precedence.** The provisions of the California Mutual Benefit Corporation Law shall govern the conduct of the affairs of the MVCC. The following governing documents of the Club shall govern and control the affairs of the corporation in the following order of precedence:

- (a) The articles of incorporation;
- (b) The bylaws, so long as not in conflict with the articles of incorporation or the Law;
- (c) The rules and/or regulations adopted by the board of directors, so long as not in conflict with the articles of incorporation, these bylaws or the Law.

## **ARTICLE II PURPOSES; DISSOLUTION**

**Section 2.1 General and Specific Purposes; Limitations.** The MVCC is a nonprofit mutual benefit corporation organized under the California Mutual Benefit Corporation Law. The purpose of this Club is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. Specifically, the MVCC is organized for purposes of operating a Club to encourage the acquisition, restoration, preservation and display of, and public education with respect to, historical military vehicles, and to promote fellowship and information sharing among historians, vehicles preservationists, and collectors interested in military vehicles.

**Section 2.2 Liquidation or Dissolution.** On liquidation or dissolution, the remaining properties and assets of the MVCC, after the payment or the provision for payment of all debts and liabilities of the Club, shall be distributed to the Military Vehicle Preservation Association; provided that such organization remains in existence as a tax exempt. There shall be no distribution of the remaining properties or assets of the corporation to the members upon liquidation or dissolution. No member shall have right, title, or claim to the property or assets of the Club.

## **ARTICLE III MEMBERSHIP**

**Section 3.1 Voting Members.** The MVCC shall have four (4) classes of voting members designated Regular Members, Life Members and Associate Members as follows:

(a) Regular Members. A Regular Member shall be any natural person of the age of 18 years or older who satisfies all requirements for regular membership established by the board of directors from time to time and who timely pays all dues and/or fees established for regular membership by the board of directors from time to time.

(b) Life Member. A Life Member shall be any natural person of the age of 18 years or older who satisfies all requirements for life membership established by the board of directors from time to time and who timely pays all dues/or fees established for life membership by the board of directors from time to time.

(c) Associate Members. An Associate Member shall be any natural person of the age of 18 years or older who is the spouse or domestic partner of a Regular Member or Life Member and who satisfies all requirement for associate membership established by the board of directors from time to time and who timely pays all dues and/or fees established for associate membership by the board of directors from time to time.

(d) Junior Members. Any natural person under the age of 18 years of age who satisfies all the requirements for membership and timely pays all dues and/or fees for such membership.

Voting Members can hold only one class of voting membership, as set forth above.

**Section 3.2 Non-Voting Members.** The MVCC shall have two (2) classes of non-voting members as follows:

(a) Business Members. Any natural person of the age of 18 years or older, business entity or firm or nonprofit organization that desires to promote or highlight any service or product to the Club and/or its members and that satisfies all requirements established for business membership by the board of directors from time to time and timely pays all dues and/or fees established for such membership by the board of directors from time to time.

(b) Non-Voting Associate Members. Any natural person under the age of 18 years of age and who is the child of a Regular Member or a Life Member and who satisfies all requirements for non-voting associate membership established by the board of directors and timely pays all dues and/or fees for such membership. The membership of a Non-Voting Associate Member who is the child of a Regular or Life Member shall terminate upon the death of that Member.

**Section 3.3 Memberships Not Transferable.** No membership or rights arising from any membership shall be transferred. All membership rights cease on the death of a member.

**Section 3.4 Membership Application; Membership Dues and Fees.** Application for membership in the Club may be made by any natural person, business entity or nonprofit organization that is in sympathy with the purposes and interests of the Club. No person shall be denied membership based on race, creed, religion, natural origin, gender, sexual orientation, gender identification or expression, age, marital status, domestic partner status, or political affiliation. Each member must pay, within the time established by the board of directors, the dues and/or fees fixed from time to time by the board of directors.

The board of directors may, in its discretion, establish different dues and fees for different classes of members. The board of directors also reserves the right to deny membership to any individual previously removed from the Club.

**Section 3.5 Voting Rights.** Regular Members, Life Members and Associate Members over the age of 18 in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors. Regular Members, Life Members and Associate Members shall have such other rights as are afforded to “members” under the Law. Business Members and Non-Voting Associate Members shall have no voting or other rights afforded “members” under the California Nonprofit Mutual Benefit Corporation Law, but shall have such right to participate in the programs and activities of the Club as the board of directors shall determine.

**Section 3.6 Members in Good Standing.** Members who have paid all required dues and fees and have not otherwise been suspended or had their membership terminated by the board of directors shall be members in good standing.

**Section 3.7 Termination of Membership.** A membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period for membership, unless the membership is renewed within the time period established by the board of directors;
- (c) At the election of the board of directors if any other event renders the member ineligible for membership; or
- (d) Termination of the member under Section 3.8 below based on a good faith determination by the board of directors that a member has failed to observe any rules or has engaged in any other conduct the board of directors determines is prejudicial to the corporation’s reputation, welfare, purposes or interests.

**Section 3.8 Termination or Suspension of Membership for Cause.** A member may be suspended or his or her membership terminated based on a good faith determination by the board of directors that he or she has failed to observe any rules or regulations established by the board of directors or has engaged in any other conduct the board of directors determines is prejudicial to the corporation’s reputation, welfare, purposes or interests. A Regular Member, Life Member or Associate Member whose membership is suspended shall not be a “member” and shall have no voting rights during the period of suspension.

The board of directors shall give a member at least 15 days’ prior notice of suspension or termination and the reason for the proposed suspension or termination. Notice may be given by first class or registered mail sent to the last address of the member in the corporation’s records. The member shall be given the opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the suspension or termination.

**Section 3.9 Annual Meeting.** A meeting of the Voting Members shall be held at least annually at such time and place in the State of California, as the board of director may determine. Subject to Sections 3.13, 3.14 and 3.16 of these bylaws, any proper business may be transacted at the annual meeting of the Voting Members.

**Section 3.10 Special Meetings.** The board of directors, the President, the Immediate Past President, the Treasurer, any six (6) directors, or fifteen percent (15%) or more of the Voting Members in good standing may call a special meeting of the Voting Members for any lawful purpose at any time.

**Section 3.11 Procedure for Calling Special Meeting.** A special meeting called by any person(s) entitled to call a special meeting of the Voting Members shall be called by written request specifying the general nature of the business proposed to be transacted and addressed to the attention of and submitted to the President and the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the Voting Members in good standing stating that a meeting will be held at a place, date and hour fixed by the board of directors.

**Section 3.12 Purpose of Special Meeting.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at any special meeting of the Voting Members.

**Section 3.13 Written Notice Required.** Whenever the Voting Members are required or permitted to take any action at a meeting, a notice of the meeting shall be given to each Voting Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

**Section 3.14 Required Notice of Certain Agenda Items.** Approval by the Voting Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice of the meeting or a written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a director for cause;
- (b) Filling vacancies on the board of directors;

**Section 3.15 Notice Requirements.** Notice of any meeting of Voting Members shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, facsimile or electronic mail.

**Section 3.16 Quorum.** Twenty five percent (25%) of the Voting Members present in person shall constitute a quorum for the transaction of business at any meeting of the Voting Members. If the attendance at any annual or other meeting of the Voting Members is less than one-third (1/3) of the Voting Members, the Voting Members may vote only on such matters as to which the general nature of the matter was set forth in the notice of the meeting.

**Section 3.17 Voting.** Each Voting Member in good standing on the record date as determined under Section 3.19 of these bylaws shall be entitled to vote at any meeting of the Voting Members. Voting may be by voice or by ballot, except that any election of directors must be by ballot. Each Voting Member entitled to vote may cast one vote on each matter submitted to a vote of the Voting Members. If a quorum is present, the affirmative vote of a majority of the Voting Members represented at the meeting shall be deemed the act of the Voting Members,. Cumulative voting and voting by proxy shall not be permitted.

**Section 3.18 Waiver of Notice or Consent.** The transactions of any meeting of the Voting Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if a quorum is present.

**Section 3.19 Record Date.** For purposes of establishing the Voting Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for:

- (a) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
- (b) Voting at a meeting shall be no more than 60 days before the date of the meeting;
- (c) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- (d) Taking any other action shall be no more than 60 days before that action.

**Section 3.20 Action by Unanimous Written Consent.** Any action required or permitted to be taken by the Voting Members may be taken without a meeting, if all Voting Members consent in writing to the action (i.e. the action is approved by unanimous written consent). The written consent or consents shall be filed with the minutes of the meeting.

**Section 3.21 Action by Written Ballot.** Any action that Voting Members may take at any meeting of the Voting Members may also be taken by written ballot without a meeting by complying with this Section 3.21

(a) Solicitation of Ballots. This corporation shall distribute one written ballot to each Voting Member entitled to vote on the matter. The ballot and any related material may be sent by any means. All solicitations of votes by written ballot shall specify the time by which the ballot must be received in order to be counted

(b) Approval Requirements. Approval by written ballot shall be valid only when (i) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) Written Ballots As Irrevocable. A written ballot may not be revoked.

(d) Filing Ballots. All written ballots shall be filed by the Secretary of the corporation and maintained in the corporate records of the corporation.

**Section 3.22 Member's Duties.** Members shall notify the Club of any change in their name, address, or other contact information. The failure of a Voting Member to provide an address at which they can receive notices of meetings of the Voting Members may be grounds for termination.

**Section 3.23 Compensation of Members.** The Club may pay reasonable compensation to its members for services rendered to the Club.

## ARTICLE IV BOARD OF DIRECTORS



**Section 4.1 Power of Board.** The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors may, subject to the limitations set forth in Section 4.16 below, delegate the management of the activities of the corporation to any person or persons, or committee or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors.

**Section 4.2 Number of Directors;** The board of directors shall consist of no less than seven (7) and no more than Twelve (12) directors, unless and until changed by a resolution duly adopted by the board of directors. The officers of the Club, as elected by the Voting Members shall serve as the directors of the corporation by virtue of their election to such offices. The officers of the Club shall be a President, an Immediate Past President, a Treasurer, a Secretary, and six (6) Regional Vice Presidents

**Section 4.3 Qualification of Officers Who Serve as Directors.** Candidates for election as the officers of the Club who serve as the directors of the corporation shall have the following qualifications:

- (a) Must be a resident of the State of California, unless the board of directors should determine an exception is in order;
- (b) Must be a Regular Member or Life Member of the Club in good standing for a period of no less than one (1) year prior to the date of the election and throughout the officer's term of office;
- (c) Must have no prior convictions for a felony or a misdemeanor involving moral turpitude; and,
- (d) Must not have previously been removed as an officer of the corporation who serves as a director.

**Section 4.4 Nominations, Election, and Term of Office.**

(a) Nomination. At least thirty (30) days before the date of any election of a director or directors, the board of directors or a nominating committee (the "Nominating Committee") comprised of not less than two (2) or more than five (5) persons appointed to nominate qualified candidates, shall nominate persons for election as the officers of the corporation. The Secretary of the corporation shall forward to the Voting Members, with the notice of the annual or other meeting at which such officers are to be elected, a list of all candidates nominated.

(b) Floor Nominations. When a meeting is held for the nomination of such officers, any Voting Member present at the meeting may place the names of other qualified candidates in nomination from the floor.

(c) Nomination by Petition. If the corporation has more than 500 Voting Members, Voting Members in good standing representing two percent (2%) or more of the voting power may nominate by petition candidates to serve as the officers of the corporation who serve as directors

(d) Elections. Votes shall be cast on the official ballot sent to each Voting Member in good standing in May of an election year to be returned to the election committee chairman no later than July 1<sup>st</sup>. Election results will be announced in the August MVCC Newsletter and the elected officers will be installed on September 1<sup>st</sup>.

(e) Ballot. The board of directors may provide for the election of the officers who shall serve as directors by mail-in written ballot as provided in Section 3.21 above.

(f) Nominee's Right to Solicit Votes. All nominees shall be provided with a reasonable opportunity to communicate to the Voting Members the nominee's qualifications and the reasons for the nominee's candidacy.

(g) Term of Office. Each officer who serves as a director shall hold office for a term of two (2) years. Each such officer, including any person elected to fill a vacancy in such office, shall hold office until the expiration of the term for which he or she (or his or her predecessor) was elected and until his or her successor is qualified and elected. In the event no successor is elected, the term of office of the officer shall be extended until a successor is elected. The Immediate Past President shall have a term of not more than one (1) year.

**Section 4.5 Removal Without Cause.** Any officer who serves as a director may be removed without cause by vote of a majority of the Voting Members present at a duly called meeting of the Voting Members at which quorum is present (with the affirmative votes constituting a majority of quorum), provided notice is given of the meeting in accordance with Sections 3.13 and 3.14 of these bylaws. A director may also be removed for cause in accordance with the provisions of Section 4.7 below.

**Section 4.6 Resignation.** Any director may resign effective upon giving written notice to the Chair of the Board (if any), the President, the Secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.

**Section 4.7 Removal for Cause.** The board of directors may by resolution declare vacant the office of any director who (a) has been declared of unsound mind, convicted of a felony, or fails to attend three (3) consecutive meetings of the board of directors, or (b) fails to meet all of the required qualifications to be an officer who serves as a director in effect at the beginning of an officer's current term of office.

**Section 4.8 Vacancies on Board of Directors.** A vacancy on the board of directors shall occur in the event of the death, resignation or removal of any officer who serves as a director.. Vacancies on the board of directors may be filled by approval of the board of directors. The board of directors shall exercise its best efforts to fill vacancies as they occur. An officer elected to fill a vacancy to an officer position on the board of directors shall hold office until the expiration of the term of office of the officer whose departure created the vacancy, unless the board of directors or Voting Members shall otherwise determine.

**Section 4.9 Place of Meetings.** Meetings of the board of directors may be held at any place within the State of California which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the corporation.

**Section 4.10 Annual Meetings.** The board of directors shall hold a meeting for the purpose of electing the officers of the corporation who do not serve on the board of directors by virtue of their appointment to such offices (the "Appointed Officers"),

**Section 4.11 Regular Meetings.** Regular meetings of the board of directors shall be held on such dates as the board of directors shall determine; provided the board shall not meet less than twice each fiscal year. Any member of the board of directors who is unable to attend any regular meeting of the board of directors shall notify the Secretary of the corporation of his or her unavailability prior to the meeting.

**Section 4.12 Special Meetings.** Special meetings of the board of directors for any purpose or purposes may be called at any time the President, the Treasurer, the Secretary or any two (2) directors. Notice of the time and place of special meetings shall be delivered personally or by telephone (including a voice messaging or other system designed to record and communicate messages) or sent by first-class mail,

telegraph, charges prepaid, or by facsimile, email or other electronic means addressed to each director at that director's address as it is shown on the records of the corporation. The notice, or waiver of notice, need not specify the purpose of the meeting.

**Section 4.13 Quorum and Action of the Board.** A majority of directors authorized in Section 4.2 of these bylaws constitutes a quorum of the board of directors for the transaction of business. Action taken or decision made by a majority of directors present at a duly held meeting at which quorum is present shall be an act of the board of directors.

**Section 4.14 Participation in Meetings by Conference Telephone.** Members of the board of directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment provided all directors participating in the meeting can hear and communicate with all of the other

**Section 4.15 Action Without Meeting.** Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors consent in writing or other electronic means to such action.

**Section 4.16 Committees.** A standing committee is one that serves the board on an ongoing basis. It will address situations which may from time to time arise and be brought to the board's attention.

- a) A standing committee or special committee may be constituted by a quorum of officers.
- b) Ethical committee: the concerns of Voting Members regarding the ethical conduct of an Officer or Voting Member may be brought to the attention of the board of directors through any Officer who shall then bring it to the attention of the board.
- c) A Special Committee may be formed to handle special events or situations.

**Section 4.17 Meetings and Actions of Committees.** Meetings and actions of committees of the board of directors shall be governed by provisions of this Article IV applicable to meetings and actions of the board of directors.

**Section 4.18 Fees and Compensation.** The MVCC shall not pay any compensation to the officers elected by the Voting Members and who serve as the directors of the corporation for their services as either officers or directors.

## **ARTICLE V OFFICERS**

**Section 5.1 Officers; Qualification.** The officers of the MVCC elected by the Voting Members shall be a President, an Immediate Past President, a Treasurer, a Secretary, and six (6) Regional Vice Presidents. The corporation also may have, at the discretion of the board of directors, one or more Appointed Officers as may be elected or appointed by the board of directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President.

**Section 5.2 Appointed Officers.** The Appointed Officers of the MVCC shall be chosen as required and shall serve at the pleasure of the board of directors, and shall hold their respective offices until their respective successors are qualified. The Appointed Officers shall include a Newsletter Editor, a

Webmaster a Quartermaster, And a Wagon Master or Mistress and such other officers as the board of directors shall determine.

**Section 5.3 Removal and Resignation.** Appointed Officers serve at the pleasure of the board of directors, and may be removed with or without cause by the board of directors at any time. Any Appointed Officer may resign at any time by giving written notice to the President or Secretary.

**Section 5.4 Vacancies.** A vacancy in any Appointed Officer position because of death, resignation, removal, disqualification or any other cause shall be filled by the board of directors as the vacancy occurs if necessary.

**Section 5.5 President.** The President shall act as the general manager and chief executive officer of the Club subject to the direction and control of the board of directors. When present, the President shall preside at all meetings of the board of directors and the Voting Members. The President shall sign, with the Secretary or such other officer(s) as authorized by the board of directors, all contracts or other instruments authorized by the board of directors. The President shall appoint all committee chairs from the committee members appointed by the board of directors. The President shall perform all other duties incident to the office of President or as may be assigned by the board of directors from time to time.

**Section 5.6 Immediate Past President.** The Immediate Past President shall assist with the transition of his or her duties and responsibilities to the newly elected President and make himself or herself available to the President for advice and consultation for a period of not more than one year. In the absence of the President, the Immediate Past President shall preside at meetings of the Voting Members and the board of directors. The Immediate Past President shall have such other duties as may be assigned by the board of directors from time to time

**Section 5.7 Treasurer.** The Treasurer shall serve as the chief financial officer of the Club and shall keep and maintain adequate and correct books and accounts of the properties, assets, and business transactions of the Club. The Treasurer shall cause to be given to the directors such financial statements and reports as are required to be given by law, these bylaws or by the board of directors. The books of account shall be open at all reasonable times to inspection by any director. The Treasurer shall deposit, or cause to be deposited, all dues, money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the President and the board of directors, whenever requested, an account of all transactions of the corporation and of the financial condition of the corporation. The Treasurer shall receive all membership application and communicate to the Secretary all membership information. The Treasurer shall prepare (for board approval) and administer the budget of the corporation, and have such other powers and perform such other duties as may be prescribed by the board of directors.

**Section 5.8 Secretary.** The Secretary shall keep or cause to be kept, a book of minutes of all meetings of the Voting Members and of the board of directors and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's articles of incorporation and bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Voting Members and the board of directors required by law or by these bylaws to be given and shall keep the seal of the corporation (if any) in safe custody. The Secretary shall maintain all insurance policies for the MVCC as approved by the board of directors. The Secretary shall maintain and administer the database of the members and provide access to such database to the other officers of the corporation as

directed by the board of directors. The Secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors.

**Section 5.9 Regional Vice Presidents.** Each Regional Vice President shall represent to the board of directors the interests of the members in the geographic region in which the Regional Vice President resides. Each Regional Vice President shall communicate to the MVCC (for dissemination to the membership) the regional activities to take place in his or her geographic region and shall serve as the primary contact person for the Club members in the Regional Vice President's region. In the event of the death or absence of the President or the President's refusal to act, a Regional Vice President appointed by the board of directors shall perform the duties of President. In the event there is no Regional Vice President willing or able to perform the duties of President, the Secretary shall be assume the duties and responsibilities of the President and perform such duties subject to the restrictions on the President. Likewise in the event of the death or absence of the Treasurer , a Regional Vice President appointed by the board of directors shall perform the duties of the Treasurer.

**Section 5.10 Newsletter Editor.** The Newsletter Editor, if any, shall manage, edit, publish, and distribute the MVCC newsletter to the members in good standing of the Club, to the Military Vehicle Preservation Association as directed by agreement with such association, and to others as directed by the President or board of directors from time to time; and perform such other duties as from time to time may be assigned by the President or the board of directors. The Newsletter Editor shall have full voting rights.

**Section 5.11 Webmaster.** The Webmaster, if any, shall manage, edit and publish the Club's website, and perform such other duties as from time to time may be assigned by the President or the board of directors. The Webmaster shall have full voting rights.

**Section 5.12 Quartermaster.** The Quartermaster, if any, shall create, purchase, inventory, advertise and sell Club merchandise as directed by the President and board of directors, and perform such other duties as from time to time may be assigned by the President or the board of directors. The Quartermaster shall have full voting rights.

**Section 5.13 Contracts with Directors.** A quorum of officers at a regular or special meeting of the officers may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or in behalf of the MVCC, such authority may be general or confined to specific instances. All contracts shall be in writing with a copy sent to the Secretary.

**Section 5.14 Loans to Directors and Officers.** This corporation shall not lend any money or property to, or guarantee the obligation of or any director or officer of the corporation.

## **ARTICLE VI INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY**

**Section 6.1 Indemnification.** To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

**Section 6.2 Personal Liability of Volunteer Directors or Executive Officers.** To the fullest extent permitted by the California Nonprofit Mutual Benefit Corporation Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of the corporation, caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, provided that: (a) the act or omission was within the scope of the director's or executive officer's authority; (b) the duties were performed in good faith; (c) the duties were performed in a manner such director or officer believed to be in the best interest of the corporation, and (d) the duties were performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. "Executive Officer" means the President, the Immediate Past President, Treasurer, the Secretary, the Regional Vice Presidents or any of the Appointed Officers of the corporation, or other individuals serving in like capacity, who assists in establishing the policy of the corporation.

**Section 6.3 Insurance.** This corporation shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers to cover any liability asserted against or incurred by any officer or officers.

If any part of this Article VI shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## **ARTICLE VII MAINTENANCE AND INSPECTION OF BOOKS AND RECORDS; ANNUAL REPORTS**

**Section 7.1 Maintenance of Corporate Records.** The corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its board and committees of the board;
- (c) A record of each Voting Member's name, address and class of membership.

Minutes shall be kept in written form. Other books and records shall be kept in either written or in any other form capable of being converted into written form.

**Section 7.2 Voting Members' Inspection of Membership List.** Upon acceptance of membership in the MVCC the member will be provided with a copy of the most recent Roster of the Voting Members.

A Voting Member in good standing may request, in writing, a copy of the list of Voting Members at any time. The written request shall include a statement of purpose for the request. Upon approval, a copy of the most recent list of Voting Members will be distributed to the member making the request.

If the corporation reasonably believes that the information will be used for a purpose other than one related to a person's interest as a Voting Member, or if it provides a reasonable alternative under this Section, it may deny the Voting Member access to the membership list.

**Section 7.3 Voting Members' Inspection of Accounting Records and Minutes.** On written request on the corporation, any Voting Member may inspect the accounting books and records and the minutes of the proceedings of the corporation.



**Section 7.4 Members' Inspection of Articles and Bylaws.** This corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the member.

**Section 7.5 Director's Right of Inspection.** Every director shall have the right at any reasonable time to inspect all books, records and documents. The right of inspection includes the right to make extracts of documents.

**Section 7.6 Annual Report.** The board of directors shall cause an annual report to be prepared within 120 days after the end of the Club's fiscal year. That report shall contain the following information in appropriate detail:

- (1) A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flow for the fiscal year;
- (2) A statement of the place where the names and addresses of current Voting Members are located.

If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

## **ARTICLE VIII MISCELLANEOUS**

**Section 8.1 Fiscal Year.** The fiscal year of the corporation shall be the twelve (12) month period ending on April 30 of each year, or such other period as may be fixed by the board of directors.

**Section 8.2 Checks, Notes and Contracts.** The board of directors shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 8.3 Use of Club Name, Brand and Logos.** Any use of the Club's name, brands, logos, trademarks or service marks by any member, whether a Voting Member or a non-voting member must be approved in advance by the board of directors.

**Section 8.4 Rules and/or Regulations, (Policies);** The board of directors may adopt such rules or regulations to govern the rights of the Club's members and the conduct of such members as are not inconsistent with the articles of incorporation, these bylaws or the Law. Such rules or regulations shall be made available to the members by such reasonable means as determined by the board of directors.

**Section 8.4 Amendment of Articles of Incorporation.** The articles of incorporation of the corporation may be adopted, amended or repealed in whole or in part upon the approval of the board of directors and the Voting Members.

**Section 8.5 Amendment of Bylaws. Board Amendment of Bylaws.** Subject to the Voting Members' rights under this Sections 8.5, the board of directors may adopt, amend, or repeal bylaws by vote of sixty percent (60%) of the board of directors.

**CERTIFICATE OF SECRETARY**

**OF**

**MILITARY VEHICLE COLLECTORS OF CALIFORNIA**

The undersigned hereby certifies as follows:

1. I am the duly elected, qualified and acting Secretary of Military Vehicle Collectors of California, a California nonprofit mutual benefit corporation (the "Corporation"); and,
2. The foregoing bylaws consisting of sixteen (16) pages were adopted as the bylaws of the Corporation by the Voting Members of the Corporation by written ballot pursuant to which a majority of the Voting Members voted in favor of such adoption effective as of \_\_\_\_\_, 2014.
3. Amended by the Voting Members of the Corporation by written ballot pursuant to which a majority of the Voting Members voted in favor of such adoption effective as of \_\_\_\_\_, 2019.

Dated: 9-1-2019

*Johnny Verissimo*

Johnny Verissimo, Secretary

Dated: 9-1-2019

*Dave Ball*

David Ball, President