

The Bylaws, that follow, were authorized by the Bylaws Committee of the Northern California Oldsmobile Club, Inc. Chapter of the Oldsmobile Club of America, Inc. on August 29, 2010

|              |                 |
|--------------|-----------------|
| Chairperson: | Dan Haggerty    |
| Members:     | Elaine Haggerty |
|              | Jeanie Marsden  |
|              | Alan Marsden    |
|              | Diane Kauffman  |

Final approval voted on August 29, 2010 at General Membership Meeting.

BYLAWS OF THE NORTHERN CALIFORNIA OLDSMOBILE CLUB, INC. CHAPTER -  
OLDSMOBILE CLUB OF AMERICA, INC.

ARTICLE I - NAME

The name of the organization shall be the Northern California Oldsmobile Club, Inc. Chapter of the Oldsmobile Club of America, Inc. Operating under the charter of the parent organization.

ARTICLE II - PURPOSE

This club shall be educational, to serve as a medium of exchange of ideas, information, and parts for members and admirers of vehicles built by Olds Motor Works/Oldsmobile Division of General Motors Corporation. To aid the members in their efforts to restore and preserve the vehicles in their original likeness, and to encourage the preservation and study of printed technical and historical material published.

ARTICLE III - ASSETS OF THE CHAPTER

All Chapter assets including public income will be used for the sole purpose of the membership. The assets shall be used and powers of the organization shall be exercised exclusively for educational purposes within the meaning of Section 501 of the Internal Revenue Code. The organization shall be non-commercial, non-sectarian, non-partisan, non-discriminatory, and non-profit. The members shall not be entitled to any individual or collective interest, participation, share, right and/or property rights in and to assets or net income of the organization. Such net assets shall be the indivisible property of the organization, on dividends earnings or payment of the like manner shall be made or incur to any member of the organization for their volunteer services.

ARTICLE IV - OFFICERS

SECTION I - The officers shall be President, as first officer, Vice-President, as second officer, Treasurer, as third officer, Secretary, as fourth officer, Chapter Representatives and Membership Manager.

SECTION II - The officers shall be elected by simple ballot with votes cast by the chapter membership for a two year term. The offices of President and Vice-President shall not serve more than two consecutive terms in the same office. The Advisory Board will be responsible for overseeing the election process. Elections will be held every two years in December - ballots will be included in the chapter newsletter prior to the December function. No voting will take place at the function, and all ballots, to be counted, must be received prior to the December function. Announcement of new officers will be made at the December function.

SECTION III - Any member in good standing can run for any office. Member(s) must be nominated and accept nomination to appear on the ballot. Any member can nominate him/herself or other member(s) as long as nominations are received within the

nominating timeframe – between the General Meeting in August and through the September Car Show. Nominations can be made at the August General Meeting or by mail. Mailed nominations must be directed to the person(s) heading the election. A place for “write-in” votes will be provided on the annual ballot, for the annual election.

#### ARTICLE V – ADVISORY BOARD

SECTION I – An Advisory Board shall exist and be made up of all past Presidents (who are current members in good standing). The chairman of this board will always be the current chapter President. The Board shall meet prior to all general meetings where they will discuss club matters and make suggestions, which can be entered under new business at the following general meeting. The Board shall appoint one of its members to take and keep the minutes of their meetings.

SECTION II – The Advisory Board shall be responsible for the overseeing of club elections and as a group must submit one nominee per office every two years during the nomination period.

#### ARTICLE VI – DUTIES AND RESPONSIBILITIES OF OFFICERS

SECTION I – The duties and responsibilities of the officers shall always be in the best interest and good will of all club members.

SECTION II – President – The President shall be the principal executive officer of the chapter and shall in general supervise and control all of the business and affairs of the chapter. He/she shall be responsible for the chapter assets and documents. If the President finds it necessary to make an executive decision, and one where urgency precludes waiting for input by the general membership, he/she is empowered to do so, provided this decision is not contrary to these bylaws or previous expressed opinions of the general membership.

SECTION III – Vice-President – In absence of the President, the Vice-President shall have all powers of the President and perform the President’s duties. He/she shall oversee club activities so designated by the President (tours, shows, swap meet, etc.) for his/her two-year term.

SECTION IV – Treasurer – The Treasurer shall have charge and custody of and be responsible for all funds and securities of the chapter, receive and give receipts for money due and payable to the chapter, and deposit all such monies in the name of the chapter in such banks or depositories as shall be selected by the club officers. He/she will be audited once a year by the current Vice-President. He/she shall be bondable. He/she shall exercise such other duties as from time to time pertaining to the office of Treasurer, example pay the annual National Club chapter fee.

SECTION V – Secretary – The Secretary shall keep minutes of all general meetings and keep those minutes for further reference.

SECTION VI - Chapter Representative - The Chapter Representative shall serve as liaison between our Chapter and the National Club representative, Zone Coordinator. He/she shall assist the Zone Coordinator in appointing members to various committees, assist the Zone Coordinator in any matters involving the Zone, and help plan chapter and zone meets.

SECTION VII - Membership Manager - The Membership Manager shall keep an up to date record of all members as well as being in charge of new members, and the renewal of current chapter members, plus roster revisions and bi-annual roster.

SECTION VIII - Vacancies - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the unexpired portion of the term.

## ARTICLE VII - MEMBERSHIP

You must be a member in good standing with the (OCA) National Club. You need not own an Oldsmobile product to join. Membership verification of the National Club may be required at any time. Membership in the Northern California Chapter is not transferable or assignable to anyone. When membership information is properly filled in on an application form, National Club member status is verified, and dues paid (one year in advance) the member is certified and issued a club member number. Then the member is entitled to any and all benefits and services provided by the Northern California Chapter. Dues are to be paid annually, January 1<sup>st</sup>. If not paid by February 28, the member will be terminated.

## ARTICLE VIII - TERMINATION OF MEMBERSHIP

SECTION I - When any member shall be in default in payment of dues for a period of 60 days, their membership shall automatically be terminated.

SECTION II - Any member may resign by filing a written resignation with the Secretary, who shall make a record of the resignation and notify the Membership Manager. Such resignation shall not relieve the member resigning of the obligation to pay assessments or other charges there to fore accrued and unpaid. A member who resigns is not entitled to a refund of dues.

SECTION III - The Advisory Board, by a 2/3-majority vote of those voting, may suspend or expel any member whose conduct is, in their judgment, in conflict with the purpose of the club or may adversely affect the reputation or interest of the club. Such action shall be taken only after the member has been informed of the charges and been given an appropriate hearing. Any member whose membership is under suspension or has been expelled from the club may not renew membership or rejoin the club without permission of the Board. Any suspended or expelled member is not entitled to a refund of dues. Upon the Secretary's receipt of the written request of a suspended or expelled member, the Board may by a majority vote of those voting, reinstate such member provided terms as the Board deems appropriate are met.

## ARTICLE IX - EDITOR

An editor shall exist and be responsible for all Northern California Oldsmobile Club, Inc. Chapter publications.

## ARTICLE X - MEETINGS

SECTION I - All meetings shall be planned, set-up, and run by the President. General business meetings, so deemed in these bylaws as general meetings, shall have an agenda and follow an order of business as follows: 1. Reading of the minutes; 2. Treasurer's report; 3. Editor's report; 4. Committee reports; 5. Zone Coordinator/Director's report; 6. Old business; 7. New business; 8. Announcements; and 9. Adjournment.

SECTION II - Chapter calendar of events for the fore-coming year shall be established by the officers and approved by the general membership by the second Saturday in January of each year.

## ARTICLE XI - DUES

Dues shall be set by vote of the membership. Dues cover from date January 1st of each year through twelve months. A membership card is given as a receipt for payment of dues.

## ARTICLE XII - BOOKS AND RECORDS

The chapter shall keep correct and complete books and records on a calendar basis of account and shall also keep minutes of the proceedings of its members and meetings. The chapter secretary shall be in charge of the keeping of the books and records (past and present). All books and records of the chapter may be inspected by the National Club's Board of Directors or by any member for any proper purpose at any reasonable time.

## ARTICLE XIII - AMENDMENTS

Any member may propose an amendment to the bylaws by submitting a petition with at least five current and good standing members signatures to the Advisory Board. The Advisory Board must then submit the proposed amendment to the membership for vote within 60 days. The voting will take place through the chapter publication, and if the proposed amendment receives a majority of votes cast, it shall be incorporated in the bylaws.

## ARTICLE XIV - RULES

SECTION I - Letters on club stationery - any correspondence on club stationery or in reference to the Northern California Oldsmobile Club, Inc. Chapter of the Oldsmobile

Club of America, Inc. shall not be of inflammatory, derogatory, or of a chastising nature nor its context one of negative prejudice without the approval of the club membership.

SECTION II - The chapter agrees to conform to the provisions of the bylaws of our parent organization. The Oldsmobile Club of America, Inc., which takes precedence in the event of any conflict, and the chapter will abide by the decisions of the OCA Board. The parent organization is not responsible for any debts or other obligations incurred by the chapter.

SECTION III - The chapter will use generally accepted parliamentary procedures and refer to Roberts Rules of Order as a guide as questions arise.

SECTION IV - Northern California Oldsmobile Club, Inc. car show events requires the owner of a car to be judged, to be a current member of OCA.

#### ARTICLE XV - DISSOLUTION

In the event this chapter is dissolved all properties, chattels or money in the chapter treasury shall be immediately turned over to our parent organization, the Oldsmobile Club of America, Inc.