

## **BYLAWS OF ALTAMONT CRUISERS**

### **A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

#### **ARTICLE I: NAME AND PURPOSE**

Section 1. **NAME:** The name of the Corporation is ALTAMONT CRUISERS. All reference to the Board refers to the Board of the Altamont Cruisers.

Section 2. **PURPOSE:** The primary purpose is to raise money to benefit youth and local charities. Any grants given by the Corporation shall be to local organizations, or, when authorized by vote of the membership, local chapters of organizations. Grants shall meet qualification as a nonprofit public benefit corporation under any applicable federal, state and/or local laws. The Board shall evaluate all grant proposals and determine the organization meets the Board's funding criteria.

#### **ARTICLE II: OFFICES**

**PRINCIPAL OFFICE:** The principal office for the transaction of the activities, affairs, and business of ALTAMONT CRUISERS (the "Corporation") is hereby fixed in the City of Livermore, County of Alameda, State of California. Each year, the location may be changed by the President upon election to the corporate office.

#### **ARTICLE III: QUALIFICATIONS AND RIGHTS OF MEMBER**

Section 1. **MEMBERSHIP:** Primary members are the original applicant and spouse/partner as designated on the current roster.

Section 2. **VOTING MEMBERS:** Members in good standing are permitted to vote. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Any activity or Club function involving or pertaining to the Corporation must be approved by the Board or by the general membership. Any decision of the club may be rescinded by a two-thirds (2/3) vote of those present at a regular membership meeting,

Section 3. **USE OF CORPORATE NAME BY MEMBERS AND/OR ASSOCIATES:** Use of the Corporation's name by any member and/or Associate Corporation shall be limited to activities and projects sponsored by the Corporation. No member and/or Associate may use or reference the name of the Corporation to promote a personal business or activity, unless such use is first approved by the Board or the members as provided in these Bylaws.

Section 4. **ACTIONS ON BEHALF OF THE CORPORATION:** Members and Associates may act on behalf of the Corporation only after such action has been approved by the Board or the members as provided in these Bylaws. Any decision or ruling made by the Officers may be rescinded by a two-thirds (2/3) majority vote of the members present at a regular membership meeting.

#### **ARTICLE IV: MEMBERSHIP AND ASSOCIATION: DUES, FEES, AND ASSESSMENTS AND GOOD STANDING**

Section 1. **APPLICATION:** Each applicant for membership and for association shall apply on a form as approved by the Board of Directors. The application shall state the name and address of the applicant. Accompanying the application, the applicant shall submit dues payment for the current year. All applications are to be filed with the Secretary.

Section 2. **DUES, FEES AND ASSESSMENTS:** Membership and association dues shall be payable annually by the first day of January of each year. At the discretion of the Board of Directors, the dues' amounts may be set from year to year without further amendment. Dues shall be payable for the first year on the admission to membership or association and annually thereafter by the first day of January. Members joining after October 1 shall pay the dues for the coming year.

Section 3. **GOOD STANDING:** Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws shall be members in good standing.

#### **ARTICLE V: TERMINATION OF MEMBERSHIP/ASSOCIATION**

Section 1. **CAUSES OF TERMINATION:** A membership and/or an association shall terminate on the occurrence of any of the following events:

- (a) Failure of a member to pay dues, fees, or assessments as set by the Board within sixty (60) days after the first day of the fiscal year after they become due and payable, although the Board may grant an additional thirty (30) days of grace.
- (b) Expulsion of the member under Article V, Section 2 of these Bylaws;

Section 2: **EXPULSION FROM MEMBERSHIP/ASSOCIATION:**

- (a) **Standard for Expulsion:** A member may be expelled based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

(b) **Procedure For Expulsion:** If grounds appear to exist for expulsion the procedure below shall be followed:

(c) **Charges:** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Corporation. The charges shall be presented to the Board. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Corporation. If needed the Board will set a date of a hearing by the Board. The Secretary shall promptly send one copy of the charges to the accused member (the "Accused") together with a notice of the hearing and an assurance that the Accused may personally appear in his own defense and bring witnesses, if he/she wishes. The Accused shall be given 15 days prior notice of the proposed expulsion as well as the reasons for the proposed expulsion, participants in the disciplinary proceedings brought pursuant to these Bylaws shall agree to hold the Board harmless with respect to this activity.

(d) **Board hearing:** Should the charges be sustained after a hearing on all of the evidence and testimony presented by complainant and Accused, the Board may vote by a majority vote of the Board. to recommend to the membership , at a General Meeting, that the penalty be expulsion. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision.

(e) **Expulsion:** At the General Meeting the President shall read the charges and the Board's finding and recommendation and shall invite the Accused, to speak in his own behalf, if he wishes. The members present shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) majority vote of those present shall be necessary for expulsion.

## ARTICLE VI: MEETINGS OF MEMBERS

Section 1. **PLACE OF MEETING:** Meetings of the members shall be held at any place within the greater Livermore, California area.

Section 2. **MONTHLY MEETING:** A monthly members' meeting shall be held. every month at such hour and place as may be designated by the Board, unless the Board fixes another time and so notifies members At this meeting proper business may be transacted-

- (a) Attendance taken
- (b) Report of Officers
- (c) Report of Committees;
- (d) Unfinished business, New business
- (e) Adjournment.

**Section 3. NOTICE REQUIREMENTS FOR MEETINGS:**

(a) **General Notice Requirements:** The date of the meeting will be communicated to the membership.

(b) **Notice of Special Agenda Items:** Information regarding special agenda items will be communicated to the membership prior to the meetings such as: Amending the Articles of Incorporation, Bylaws or changing the corporate status.

**Section 4. QUORUM:** Shall be the number of members attending the general meeting.

**Section 5. BOARD MEETINGS:** A Board business meeting shall be held at the discretion of the Board and all club members are welcome to attend.

**Section 6. VOTING:**

(a) **Eligibility to Vote.** Members entitled to vote at any meeting of members shall be members in good standing as of the record date

(b) **Manner of Casting Votes.** Voting may be by voice or ballot.

(c) **Voting.** Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

(d) **Approval by Majority Vote.** The affirmative vote of the quorum, greater than 50% entitled to vote and voting on any matter, shall be the act of the members, unless otherwise stated in these bylaws.

**ARTICLE VII: ACTION WITHOUT A MEETING**

A meeting is required for all action requiring a vote of the membership.

**ARTICLE VIII: PROXIES**

Proxy voting shall not be permitted at any Corporate meeting or election.

**ARTICLE IX: ELECTION OF DIRECTORS**

Directors are the Officers of the Board.

**ARTICLE X: DIRECTORS**

**POWERS:** General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and Bylaws regarding actions

that require the approval of the members, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

#### **ARTICLE XI: BOARD MEETINGS**

Regular meetings of the Board shall be held approximately six (6) times a year within the greater Livermore, California area at such a hour, date, and place designated by the Board. Notice of each meeting shall be communicated to the membership at least five (5) days prior to the date of the meeting. Special meetings of the Board for any purpose may be called at any time by any board member. A majority of the authorized number of Board members shall constitute a quorum for the transaction of business.

At a regular meeting of the Board of the Corporation, the order of business, shall include

- (a) Approval of the minutes of the last meeting
- (b) Report of Officers
- (c) Report of Committees as needed
- (d) Guest Presentations
- (e) Adjournment.

#### **ARTICLE XII: ACTION WITHOUT A MEETING**

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent to that action. All such consents shall be filed with the minutes of the proceedings of the Board.

#### **ARTICLE XIII: COMMITTEES**

The Board or membership may appoint committees or sub committees as needed to provide recommendations.

#### **ARTICLE XIV: OFFICERS**

Section 1. **OFFICERS OF THE CORPORATION:** The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. **ELIGIBILITY FOR ELECTION AS OFFICER:** All persons nominated shall have been a member for at least six months and attended a minimum of at least one-third (1/3) of all Corporation meetings held in the previous year.

Section 3. **NOMINATIONS FROM THE FLOOR:** Nominations may be made at the October and November meetings by any member in attendance provided that the person so nominated does not decline when his/her name is proposed

Section 4. **ELECTION TO OFFICE:** The election of officers shall be held at the November meeting. If more than one candidate for office, officers shall be elected by secret ballot from those nominated. They shall take office the following January 1. Each retiring officer shall turn over to his successor in office all properties and records relating to that office before January 1.

Section 5. **REMOVAL OF OFFICERS:** Removal of an officer shall be based upon conduct which is prejudicial to the best interests of the Corporation and supported by a two thirds (2/3) majority vote of the members present.

Section 6. **RESIGNATION OF OFFICERS:** Any officer may resign at any time by giving written notice to the Corporation.

Section 7. **VACANCIES IN OFFICE:** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by majority vote of the members present at the next regular membership meeting. The elected Officer shall serve the remainder of the unexpired term.

#### **ARTICLE XV: DUTIES AND RESPONSIBILITIES OF OFFICERS**

Section 1. **PRESIDENT:** The President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall preside at all members' meetings and at all Board meetings. The President shall recruit Committees. The President shall report to the members at every meeting on matters pertaining to the Corporation. The President shall have the deciding vote on all questions of equal division. The outgoing President has the option of being a member of the Board for the following year.

Section 2. **VICE PRESIDENT:** In the absence or disability of the President, the Vice President, shall perform all duties of the President. The Vice President shall coordinate and/or oversee mini gatherings including cruises to other cities and events. Duties for Altamont Cruiser events, including cruise-in's, involve but are not limited to securing the location, set up, activities and coordinating volunteers.

Section 3. **SECRETARY:**

(a) **Official Records:** The Secretary shall have custody and keep an updated copy of the Bylaws, Articles of Incorporation, Corporate Seal and all official papers.

(b) **Book of Minutes:** The Secretary shall keep a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings shall include the names of those present at Board and at members' meetings.

(c) **Membership Records:** The Secretary shall keep a roster of the Corporation's members including the member's name and address.

(d) **Communications:** The secretary coordinates the newsletter with the Newsletter Editor, reviewing and distributing the newsletter to the membership. The secretary coordinates retrieving and processing telephone messages from the Altamont Cruisers phone line, ensuring that the appropriate club member is given the information to follow up with the call.

(e) **Correspondence:** Any officer shall give notice of membership or board meetings. The Secretary shall report to the members at every meeting on any matters pertaining to corporate correspondence.

#### Section 4. **TREASURER:**

(a) **Books of Account:** The Treasurer shall keep and maintain adequate and correct books and accounts of the Corporation's properties and transactions. The books of account shall be open to inspection by any member at reasonable times. The Treasurer shall report to the members and Board at every meeting on the condition of the Corporation's finances.

(b) **Deposit and Disbursement of Money and Valuables:** The Treasurer shall deposit, or cause to be deposited, all money to the Corporations bank account. Shall disburse the Corporation's funds as the membership or Board may order.

(c) **Expenditures:**

Any expenditure of \$150 or less must have prior approval by the Treasurer.

Any expenditure of \$151-\$500 must have prior approval of the Board.

Any expenditure above \$500 must have prior approval by the membership

### **ARTICLE XVI: INDEMNIFICATION**

Section 1. **RIGHT OF INDEMNITY and APPROVAL OF INDEMNIFICATION:** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a

quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 2. **ADVANCEMENT OF EXPENSES:** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article XVI, Section 1 of these Bylaws in defending any proceeding covered by that Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

## **ARTICLE XVII: INSURANCE**

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers and members against any liability asserted against or incurred by any officer, member or agent or arising out of the officer's members or agent's status as such.

## **ARTICLE XVIII: RECORDS AND REPORTS**

Section 1. **MAINTENANCE OF CORPORATE RECORDS:** The Corporation shall keep-records as noted under the secretary and treasurer sections.

Section 2. **MEMBERS' INSPECTIONS RIGHTS:** Membership Records. Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code any member may inspect records. Records are available from the secretary or treasurer.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS:** The Corporation shall keep the original or a copy of the articles of incorporation and Bylaws, as amended to date. The original or a copy of the articles of incorporation and Bylaws, as amended to date, shall be open to inspection by the members.

Section 4. **ANNUAL REPORT:** An annual report shall be prepared within one hundred and twenty (120) days after the end of the Corporation's fiscal year, December 31<sup>st</sup>. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year



(b) Availability of a current roster.

#### **ARTICLE XIX: AMENDMENTS**

Bylaws may be open for review at the annual meeting. Notice of changes must be given to the membership and require a 2/3 vote at a member meeting. Proposals for changes or additions to Bylaws subsequent to the annual meeting may be recognized by a 1/3 approval of the members present at that meeting for a formal acceptance vote at a subsequent meeting.

#### **ARTICLE XX: DISSOLUTION**

The Corporation may be dissolved at any time by the written consent of not less than two thirds (2/3) of the voting members in good standing. In the event of the dissolution of the Corporation other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property or assets of the Corporation, nor any proceeds thereof, shall be distributed to any members of the Corporation. After payment of the debts of the Corporation, its property and assets, and/or any proceeds thereof, shall be given to a charitable organization for the benefit of youth or local charities selected by the Board of Directors.

#### **ARTICLE XXI: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Corporation in all cases to which they are applicable to the extent that they are not inconsistent with these Bylaws and/or any other special rules of order which the Corporation may adopt.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the Altamont Cruisers, a California nonprofit public benefit Corporation, that the above Bylaws, consisting of nine pages, are the Bylaws of this Corporation as adopted by the Board of Directors on November 2, 2021 , and approved by the membership on January 11, 2022, and that they have not been amended or modified since that date.

Executed on Tuesday Jan 11th 2022, at Livermore, California

Abbie Reichmuth, Secretary  
Abbie Reichmuth, Secretary

Witness: Kelly Blair