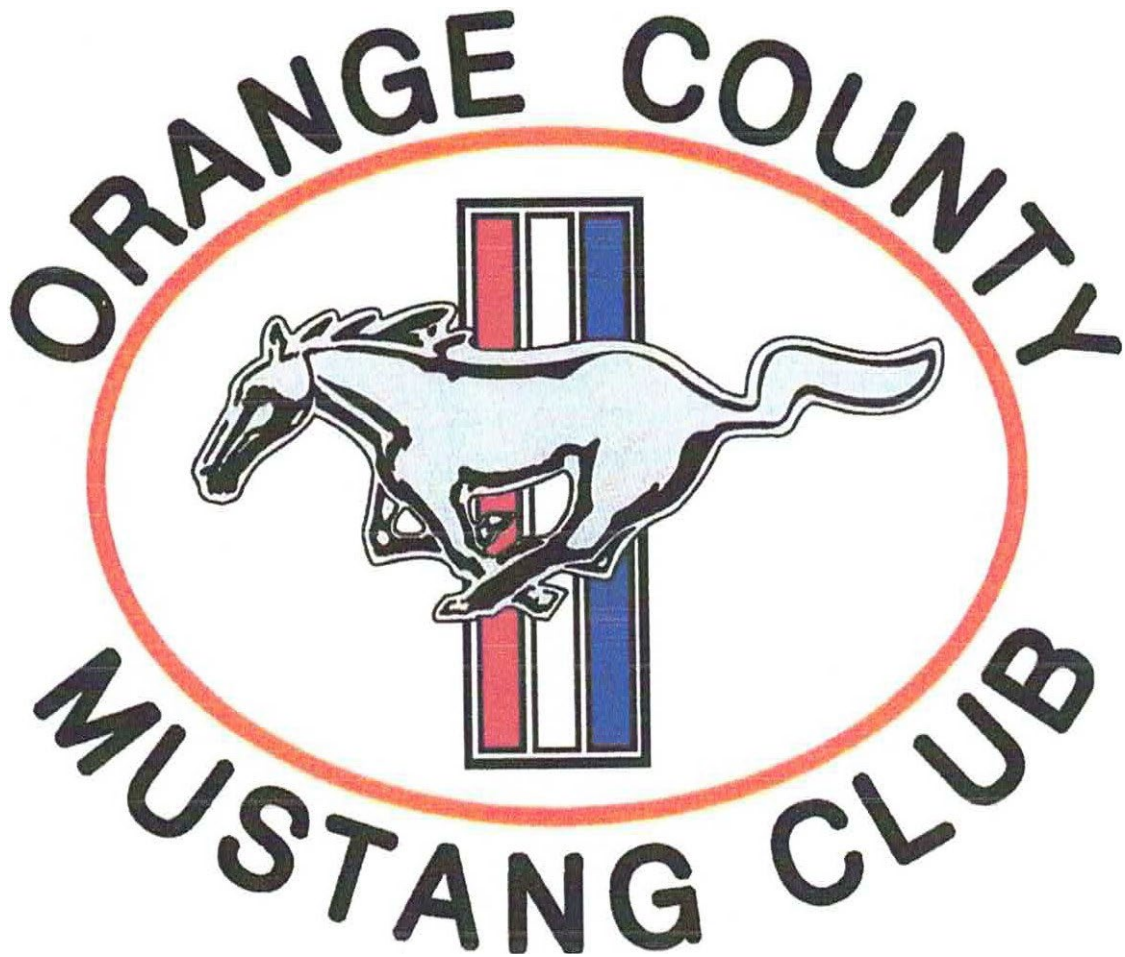


**BYLAWS OF  
ORANGE COUNTY MUSTANG CLUB**



A California Mutual Benefit Corporation

Revised September 13, 2023

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**BYLAWS OF  
ORANGE COUNTY MUSTANG CLUB**  
A California Mutual Benefit Corporation

**ARTICLE I**  
**Purposes, Name, Principal Office, Other Offices and Notice**

**Section 1.1 Purposes**

The purposes of the Orange County Mustang Club ("OCMC") are to: Bring together Mustang owners, and like-minded automotive enthusiasts, that have common interests in preserving the collector car hobby and in socializing through participation at car shows, club events, and cruises, and share a primary interest in contributing financial support to worthwhile charitable organizations. OCMC's primary focus is on members that own and/or share a love for Mustangs, however the owners of all makes and models of vehicles are welcome to be members, in the club's goal of promoting the enjoyment of the collector car hobby in the southern California community.

**Section 1.2 Name**

The name of this independent, 501(c) (3) nonprofit California Corporation shall be the Orange County Mustang Club (hereinafter referred to as the "OCMC").

**Section 1.3 Principal Office**

The OCMC's principal office shall be fixed and located at such place as the Board of Directors (hereinafter referred to as the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

**Section 1.4 Other Offices.**

Branch or subordinate offices may be established at any time by the Board at any place or places.

**Section 1.5 Notice**

When notice is required to be given to a member or members, it may be given either in a regular publication of the OCMC or by separate notice, either of which shall be mailed or sent electronically according to the address records of the OCMC.

**ARTICLE II**  
**Nonpartisan Activities**

This corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the mutual and public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication

or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

### **ARTICLE III DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continue to be dedicated to the exempt purposes as specified in Internal Revenue Code section 501(c) of the Code.

### **ARTICLE IV Membership, Dues, and Sponsors**

#### **Section 4.1 Membership**

Membership of the OCMC shall consist of Regular members and Honorary members, as defined in this Article.

#### **Section 4.2 Regular Members**

Regular members shall be persons interested in the preservation of the Mustang automobile. Except as otherwise provided in these Bylaws, only regular members shall have the right to vote for OCMC officers and directors and the right to serve as OCMC officers, directors, and committee chairpersons.

#### **Section 4.3 Honorary Members**

The Board of Directors may elect as honorary members, persons distinguished for their service to the collector car hobby, and for their contributions and involvement in the community. Honorary members shall not pay any dues, shall not have a vote or be eligible to be OCMC officers, directors, or committee chairpersons. Unless the Board of Directors votes otherwise, honorary membership shall be deemed renewed every year.

#### **Section 4.4 Membership Cards**

Each member shall be issued a membership identification card by the Membership Chairperson of the corporation.

#### **Section 4.5 Dues**

- (a) Annual dues, having been paid by an individual (primary regular member), shall be deemed a family membership including a legally recognized spouse (associate regular member) and/or dependent children (junior regular members). Children over the age of eighteen (18) shall be required to have their own individual membership. Families living in the same residence shall be considered to be a family membership, unless each person has paid individual dues.
- (b) Annual dues shall be set by the Board of Directors for each membership and are nonrefundable. Each individual membership, and each family membership, shall be entitled to one vote per paid membership. Annual dues may be adjusted upon the majority vote of the Board of Directors.
- (c) A two-thirds (2/3) vote of current members in good standing shall be required to overturn an action by the Board of Directors to change annual dues. A vote of the membership shall be conducted via electronic or mailed ballots according to the procedures for electing officers.

#### **Section 4.6 Termination/Expulsion of Membership**

The membership of any regular member shall terminate, and the member may be expelled upon occurrence of any of the following events:

- (a) The written resignation of a member.
- (b) The failure of a member to pay annual dues in the amount and within the times set forth by the Board of Directors.
- (c) The Board of Directors may terminate or suspend the membership or expel or suspend a member for failure to satisfy membership qualifications. The Board of Directors shall give the member who is the subject of the proposed action fifteen (15) days' prior notice of the proposed expulsion, suspension, or termination and the reason therefore. The member may submit a written statement to the Board of Directors regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. Prior to the effective date of the proposed expulsion, suspension or termination, the Board of Directors shall review any such statement submitted and shall determine the mitigating effect (if any, of the information contained therein on the proposed expulsion, suspension or termination.) A suspended member shall not be entitled to exercise any of the voting rights set forth in Section 4.S(c) of this Article IV. Members obligated to pay dues shall do so within thirty (30) days of their due date or may be automatically suspended.
- (d) No expelled member shall be entitled to any refund of dues.

### **Section 4.7 Good Standing**

Those members who have paid the required annual dues within the times set forth by the Board of Directors and who are not suspended shall be members in good standing.

### **Section 4.8 Transfer of membership**

No membership in this corporation may be transferred.

### **Section 4.9 Sponsors**

Sponsors are businesses, or individuals, who provide support to the OCMC through payment of a sponsorship fee or through donations-in-kind in amounts as established by the Board of Directors. The fee may be amended by majority approval of the Board of Directors. Sponsors can have their business card published in the Sponsors Area of the OCMC Newsletter (based on space availability) and displayed on the OCMC website. Renewal of sponsorships occur in January of each year. Sponsors who begin their sponsorship at a time other than at the beginning of the year, will have their sponsorship fee prorated. They will be billed for renewal in full in January of the following year.

## **ARTICLE V Meetings of Members**

### **Section 5.1 Meetings**

The meetings of the corporation shall be termed "Annual", "Regular" and "Special", and they shall be held within the State of California at a place designated by the Board of Directors.

### **Section 5.2 Annual Meetings and Elections**

An Annual Meeting of the members of the OCMC shall be held on the second Wednesday in December of each year for the purpose of electing officers of the corporation. The election of officers shall, and any other business may, be transacted at such meeting. The election shall be conducted as follows:

#### **(a) Nomination of Officers and Directors**

- 1) The President shall appoint a Nominating Committee, by September 1st, consisting of not less than three (3) nor more than five (5) members of the current Board of Directors. Written notice of the names and contact information of the Nominating Committee Chairperson and members shall be published in the September OCMC newsletter and/or sent electronically, according to the address records of the OCMC Membership Director, to all eligible voting memberships soliciting nominees for board offices.
- 2) Any current regular member in good standing of the OCMC may be nominated and be a member of the Board of Directors.

- 3) The nominating committee shall consider all names submitted to it, as well as other interested members of the OCMC, nominate at least one person for each of the elected offices, and submit these nominations to the President on or before the start of the November General Membership Meeting. The President shall announce the names of the nominees at the November General Meeting. Nominations may also be made from the floor during the November General Membership Meeting. The nominated member must accept the nomination by the close of the November General Meeting
- 4) Following the November General Membership Meeting, the names of all nominees shall be sent electronically, according to the address records of the OCMC, to all eligible voting memberships.

**(b) Election of Officers**

If there is only one nominee for each office, the nominee shall be deemed elected at the December meeting. If there is more than one nominee for an office, voting for that office is to be by secret ballot conducted in the following manner.

- 1) The Membership Director shall prepare ballots containing the names and intended positions of all persons duly nominated. The ballots shall allow for the names of additional nominees to be written in. Within 15 days following the November General Meeting, the ballots shall be sent electronically and/or by mail according to the address records of the OCMC Membership Director, to all eligible voting memberships.
- 2) Each ballot shall be completed by the voting member casting it on behalf of the membership and returned through the electronic voting platform. Or if returned in paper format, the ballot must be sealed inside an inner envelope which has no identification of the member and placed inside an outer envelope bearing the name of the voting member casting the ballot. All ballots must be returned to the Nominating Committee Chairperson, by the 7:00 pm start of the December General Membership Meeting. No late ballots will be counted.
- 3) The Nominating Committee Chairperson and two other members of the Nominating Committee shall count ballots. Ballots shall be verified as being properly cast by eligible voting members and counted under the supervision of the Nominating Committee Chairperson.

The nominee receiving the largest number (even if not a majority) of votes shall be deemed elected to the for which they were nominated.



### **Section 5.3 General Membership Meetings**

General Membership meetings are regular meetings of the membership and shall be held on the second Wednesday of each month at 7:00 p.m. Meetings shall be conducted according to the following general rules:

- (a) Business conducted at meetings shall be governed by the most recent revision of “Robert’s Rules of Order”, providing they do not conflict with these Bylaws.
- (b) No meeting shall be held for the transaction of business without the presence of at least five (5) members of the Board of Directors.
- (c) No notice of meeting shall be required for regular meetings.

### **Section 5.4 Board of Directors Meetings**

Board of Directors meetings of the OCMC are regular meetings of the Board of Directors and shall be held monthly at a time and location determined by the Board. Meetings shall be conducted according to the following general rules:

- (a) Meetings shall be governed by the most recent revision of “Robert’s Rules of Order”, providing they do not conflict with these Bylaws.
- (b) No meeting shall be held for the transaction of business without the presence of a quorum of the elected officers.
- (c) Notice of the meeting shall be announced at the General Membership meetings.

### **Section 5.5 Special Meetings.**

Special meetings of members may be called at any time by the Board of Directors, the President, or not less than ten percent (10%) of the voting members. Upon request in writing to the President, the Vice President, or the Secretary by any person, (other than the Board) entitled to call a special meeting of OCMC members, the officer receiving the request shall immediately cause notice to be given to the members that a meeting will be held at a time and place fixed by the Board of Directors, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors or the President.

### **Section 5.6 Notice of Special Meetings.**

All notices of special meetings of members shall be sent or otherwise be given in accordance with this Article V, not less than ten (10) days before the date of the meeting or as may be otherwise

ordered by the Board of Directors. Notice shall be deemed to have been given at the time when it has been delivered personally or deposited in the mail or sent electronically according to the address records of the OCMC. The notice shall specify the place, date, and hour of the meeting and the general nature of the business to be transacted. No other business may be transacted.

### **Section 5.6 Limited Purposes of Special Meetings**

Special meetings, may be called for the following purposes only:

- (a) Removing an elected director/officer or appointed director from office with or without cause.
- (b) Filling vacancies on the Board of Directors by the members.
- (c) Amending the Articles of Incorporation.
- (d) Financial emergencies.

### **Section 5.7 Meeting Quorum**

10% of the current OCMC membership in good standing, represented in person (including virtually), shall constitute a quorum at any meeting of members, for the purpose of transacting club business.

### **Section 5.8 Conduct of Meeting**

The President shall preside as chairperson at all meetings of the members. In the President's absence, the Vice President shall preside as chairperson at all meetings of the members. In the absence of both, then another Director of the Board shall preside. The chairperson shall conduct each such meeting in a businesslike and fair manner according to the most recent edition of Roberts Rules of Order. The chairperson's ruling on procedural matters shall be conclusive and binding on all members, except as provided for under parliamentary procedures as contained in the most recent edition of Roberts Rules of Order. Without limiting the generality of the foregoing, the chairperson shall have all of the powers usually vested in the chairperson of a meeting of members.

### **Section 5.9 Miscellaneous Meeting Rules**

- (a) A meeting, at which a quorum is initially present, may continue to transact business operating as a "Committee of the Whole." Any business that is transacted must be ratified at the next meeting at which a quorum is present. No business transacted at a meeting lacking a quorum shall be valid until it has been subsequently ratified.
- (b) Members of the Board of Directors and members may participate in a meeting through use of conference telephone, or similar communications equipment, so long as all members participating in such meeting can hear one another.

- (c) Any action required, or permitted to be taken, by the Board of Directors may be taken without convening a meeting, if all members of the Board of Directors individually, or collectively, consent in writing to such action. Such consent, or consents, shall have the same effect as a unanimous vote of the Board of Directors, and shall be filed with the minutes of the proceedings of the Board of Directors.
- (d) No proxy votes are permitted.

## **ARTICLE VI Officers and Directors**

### **Section 6.1 Number and Title**

There shall be a minimum of five (5) directors and a maximum defined by the Executive Committee. The elected directors/officers who are elected by a vote of all members in current good standing, also comprise the Executive Committee:

- (a) The President
- (b) The Vice President
- (c) The Secretary
- (d) The Treasurer
- (e) Membership Director

Additional directors defined and appointed by the executive committee shall be directors at large.

### **Section 6.2 Powers and Authorities of the Board of Directors**

The Board of Directors shall have the following powers:

- (a) **General Corporate Powers:** Subject to the provisions of the California Nonprofit Corporation Law, any limitations in the Articles of Incorporation, and these Bylaws relating to actions requiring approval by the membership, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.
- (b) **Specific Powers:** Without prejudice to the General Corporate Powers, and subject to the same limitations. the Board of Directors shall have the power to:
  - 1) Select and remove all officers, agents, and employees of the corporation, and/or proscribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.
  - 2) Change the principal office in the State of California from one location to another; conduct business within the State of California; and designate any place within the State of California for the holding of any members meeting, including the Annual Meeting.

- 3) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, deeds of trust, mortgages, pledges, and other evidence of debt and securities. Provided, however, any action taken hereunder is adopted by a two-thirds (2/3) vote of all current members in good standing.
- (c) The authorized number of directors shall be defined by the Board of Directors.
  - (d) Any action required, or permitted to be taken, by the Board of Directors may be taken by written consent if a two-thirds (2/3) majority of the elected officers collectively or individually, consent to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.
  - (e) No member of the Board of Directors may serve on the Board of Directors of another car club other than The Mustang Club of America (MCA).
  - (f) **Advisory Board:** In addition to the elected Board of Directors, the OCMC may have an Advisory Board comprised of up to four (4) members that are appointed by the elected Board of Directors. Advisory Board Members shall serve at the pleasure of the elected Board of Directors and may serve for up to two years, or until the next election of officers. The powers and duties of the Advisory Board shall be to consult and advise, as determined by the elected Board of Directors.

### **Section 6.3 Composition, Powers and Authority of Executive Committee**

The executive committee is comprised of the elected board officers as identified in Section 6.1 who are appointed to act on behalf of, and within the powers granted to them, by the board of directors.

The executive committee is a standing committee that can act as a steering committee for the full board. Functioning as a steering committee, the executive committee can prioritize issues for the full board to address. They can get together, often with little notice, to address pressing issues that affect the organization substantially, such as an emerging crisis. Although the executive committee comprises senior-level board members, the committee members report to the full board.

### **Section 6.4 Term of Office**

Officers and Directors, as elected, shall take office and assume the duties, responsibilities, powers, and authorities attendant thereto on January 1st of the following calendar year. The terms of the officers and directors shall be two (2) years or until their successors take office or such officer or director earlier resigns, dies, or is removed from office, whichever shall first occur.

### **Section 6.5 Fees and Compensation**

No elected or appointed director shall be compensated for his or her services as a director, and no member shall receive any compensation on account of his or her membership, or any act or thing done as a member. However, directors and members may receive reimbursement for expenses incurred in the performance of their duties as members of the Board of Directors.

### **Section 6.6 Removal and Resignation**

Any elected or appointed director may be removed, either with or without cause, at a duly held General Membership Meeting, at which a quorum is present, by the vote or written consent of two-thirds (2/3rds) of the voting members present in person at the meeting.

Any other director appointed by the Board may be removed, either with or without cause, by the Board at any time.

Any elected or appointed director may resign at any time by giving written notice to the President, but without prejudice to the rights, if any, of the OCMC under any contract to which the member is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

### **Section 6.7 Vacancies**

A vacancy in any elected office because of death, resignation, removal, disqualification or by any other cause shall be filled in the following manner:

The Board of Directors shall, at the next regular or special meeting of the Board, nominate a candidate for replacement if the remaining Board has fewer than five (5) members. The membership shall be notified, electronically, the name of the candidate appointed by the Board of Directors to fill the vacancy.

## **ARTICLE VII Officers - Duties**

The position descriptions and duties of the elected officers are as follows:

### **Section 7.1 President**

The President is the general manager and chief executive officer of the OCMC and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the OCMC.

The President shall be chairperson of, and preside at all meetings of, the Board of Directors and the Executive Committee. Unless otherwise provided for in these Bylaws, the President shall appoint committee chairpersons. The President shall be an ex-officio member of all committees,

with the right to vote at all committee meetings. The President shall initiate and coordinate the programs of the OCMC and shall have such other powers and perform such other duties not inconsistent with the OCMC's Articles of Incorporation and these Bylaws. The President shall be the official spokesperson for the OCMC and may delegate this authority in specific instances.

### **Section 7.2 Vice President**

The Vice President shall, in the absence or inability of the President, perform the duties of the office of the President.

The Vice President shall be responsible for liaison between the President and committees of the membership as the President may assign. In addition, the Vice President shall prepare and arrange for programs for meetings of the OCMC. The Vice President shall also have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

If the Vice President succeeds to the office of President due to a vacated presidency, the Vice President shall serve as President for the balance of the vacated term.

### **Section 7.3 Secretary**

The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of members, the Board of Directors, and its committees, including the time and place of the meeting.

The Secretary shall keep, or cause to be kept the original, or a copy of the Association's Articles of Incorporation and By-Laws, as revised or amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board and any committees thereof required by these By-Laws and shall have such powers and perform such other duties as may be prescribed by the President or Board of Directors.

The Secretary shall provide any member a copy of the current Bylaws upon request.

### **Section 7.4 Treasurer**

The Treasurer shall receive all funds of the corporation and shall deposit all funds of the corporation in the designated corporate bank account, pay all bills upon the direction of the Board of Directors, keep an accurate account of all financial transactions and give a report of current month financial activity at each Board meeting and month end financial activity at each regular meeting. The Treasurer shall present a printed copy of the month end financial activity report to each elected officer as stated in Article X, Section 10.4. All checks issued by the corporation shall be signed by two (2) elected officers.

## **Section 7.5 Membership Director**

The Membership Director shall keep an accurate account of all the members, issue membership cards upon payment of dues. The Membership Director shall send dues renewal notices 30 days prior to expiration.

The Membership Director shall prepare, and mail, written election ballots containing the names and intended positions of all persons duly nominated for positions on the Board of Directors. Such ballots shall be prepared and mailed to qualified voting members within 15 days following the November General Membership Meeting.

## **ARTICLE VIII Revision or Amendment of Bylaws**

These By-Laws may be revised, amended or repealed by the current memberships in good standing at any regular or annual meeting, or at any special meeting, if called for that purpose, by the vote or written consent of two-thirds (2/3rds) of the voting membership present in person (including virtually) at the meeting at which a quorum is present; provided, however, that notice in writing on any proposed amendments shall be given at least ten (10) days prior to actions thereon.

## **ARTICLE IX Indemnification of Officers, Directors, Employees and Other Agents**

### **Section 9.1 Definitions**

For the purpose of this Article,

- (a) "Agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of this corporation as a director, officer or employee.
- (b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, and
- (c) "Expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### **Section 9.2 Successful Defense by Agent**

To the extent that an agent of this corporation has been successful in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter herein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the

claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

### **Section 9.3 Actions Brought by Persons Other Than the Corporation**

Subject to the required findings to be made pursuant to this Article, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or the Attorney General on the ground that the defendant director was or is engaging in self-dealing within related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

### **Section 9.4 Limitations**

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 3 above, in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

### **Section 9.5 Advance of expenses**

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding, on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

### **Section 9.6 Action Brought by or on Behalf of the Corporation**

- (a) Claims Settled Out of Court If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- (b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened , pending or



completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- 1) The determination of good faith conduct required in Section 7, below, must be made in the manner provided for in that section; and
- 2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.
- 3) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

### **Section 9.7 Determination of Agents Good Faith Conduct**

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- (a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a pica of nolo contendere or its equivalent shall not, or itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful.
- (b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph(a) above shall be made by:
  - 1) The Board of Directors by a majority vote of the quorum consisting of directors who are not parties to the proceeding
  - 2) The affirmative vote (or written ballot in accordance with Article VI. Section 2) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).

## **Section 9.8 Contractual Rights of Nondirectors and Nonofficers**

Nothing in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contractor otherwise.

## **Section 9.9 Insurance**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

# **ARTICLE X Other Provisions**

## **Section 10.1 Committees and Sections**

The Association may have such committees and sections as the President or Board determines to establish.

## **Section 10.2 Inspection Rights**

Any member of the corporation may:

- (a) Request current status on the members' names (officers will maintain the privacy of members addresses, phone numbers, and any digital communication accounts including, but not limited to e-mail, Facebook, Twitter, etc.) during usual business hours on five (5) days prior written demand on the corporation, stating the purpose for which the inspection is requested, and
- (b) Utilize records of members' names for the sole purpose of obtaining information pertinent to the goals and objectives of the corporation and in accordance with such proprietary restrictions as set forth in this Section.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

## **Section 10.3 Inspection by Directors**

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

## **Section 10.4 Annual Report**

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However, the corporation shall provide to the directors, and to those members who request it in writing, within one hundred twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year.

## **Section 10.5 Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## **Section 10.6 Financial Responsibility**

All members shall comply with the financial responsibility laws for the operation of a motor vehicle as provided by the laws of the State of California.

## **Section 10.7 Maintenance and Inspection of Articles and Bylaws**

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this State, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

**Section 10.8 Maintenance and Inspection of Other Corporate Records**

The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

**Section 10.9 Corporate Assets**

No officer or member shall have the right to any of the corporate assets, and upon dissolution of the corporation, all assets and monies of the corporation, after payment of debts. shall be donated to a recognized charity or charities as designated by the elected Board of Directors.

**CERTIFICATE OF OFFICERS**

We, the undersigned, certify that we are the presently elected and acting Officers of the ORANGE COUNTY MUSTANG CLUB, INC., a California Mutual Benefit corporation, and the above Bylaws, consisting of twenty (20) pages, are the Bylaws of this corporation as amended and adopted at a General Membership Meeting held on Wednesday, September 13, 2023 in the City of Orange, State of California.

EXECUTED BY ELECTED BOARD MEMBERS:

\_\_\_\_\_ Dated: \_\_\_\_\_  
Teri Sulser, President

\_\_\_\_\_ Dated: \_\_\_\_\_  
Diana Tuseth, Secretary

\_\_\_\_\_ Dated: \_\_\_\_\_  
Michele Gammerino, Treasurer