Rocky Mountain 356 Club, Inc.
Bylaws
Adopted by the Initial Board of Directors in August 2016

Article 1 – Name

The name of this organization shall be the Rocky Mountain 356 Club, Inc., also referred to as "Club".

Article 2 – Purpose

A. To encourage, promote and enhance the enjoyment of Porsche 356 cars.
B. Help members maintain, enjoy and preserve their Porsche 356 cars.
C. Facilitate contact and interaction among members by planning events that encourage member participation.
D. Support the ideals and charter of the 356 Porsche Registry, Inc.
E. Participate with and support other car clubs and groups with similar objectives.
F. Offer selected Club merchandise for sale to members.
G. Encourage volunteer participation at all levels of Club activities.

Article 3 – Structure

A. This organization is non-profit and no part of earnings shall benefit individual members.
B. Club members shall have the right to govern and control its activities through its duly elected directors.
C. The Club shall be nonsectarian and will not discriminate on the basis of race, sex, color, religion, nationality, handicap, sexual orientation, or any other variable.

Article 4 – Membership

A. Membership shall be open to anyone who has an interest in Porsche 356 cars. Ownership of a Porsche 356 car is not a requirement.
B. Each membership shall have one vote in Club elections. A simple majority of the memberships voting by ballot or in person at any properly called meeting of the members is necessary for all Membership action.
C. A member shall be eligible to run for and hold office in the Club.
D. A member shall be eligible to attend any and all Club events.
E. A member shall be eligible to access general Club electronic communication including the Club's web site.
F. Members shall conduct themselves in a manner that is a credit to the well being of the Club, complying with these Bylaws, and other rules and regulations, as may be prescribed by the Club.

Article 5 – Dues

A. Membership requires an annual dues payment. Those memberships that are current in their dues payments will be considered to be members. If a membership's dues are delinquent, that membership will have no membership rights until the dues are brought current.
B. Dues must be paid by the anniversary date of membership each year.

Article 6 – Directors

A. **(1)** The Board of Directors will consist of an odd number of members, the number to be determined from time to time by the Club's Directors, based in part on the number of nominees each year. The Directors will be elected by the members at

the Club's annual meeting, which shall be the regularly scheduled October meeting of each year. Provided, however, the Club's First Board of Directors will be elected at the Club's regularly scheduled November 2016 meeting.

(2) Promptly following each Directors' election, the Club will actively solicit, from its members, volunteers to serve as Officers and Committee members. All newly elected Directors will begin their term on January 1st of the new year. At the first meeting of the Directors in January of each year, the Directors will elect the Officers and appoint committee chairs and members.

B. Except for the election of the Club's First Board of Directors, Nominations for Directors will be taken from members at least 30 days prior to the annual meeting, and the Club will promptly notify the members of those nominations. All nominations must be accompanied by a short resume. Any additional areas of interest such as potentially becoming an Officer or Committee member should be indicated.

C. For each position, the candidate receiving the greatest number of votes will be elected. In the case of a tie, a runoff vote will be held as soon as reasonably possible.

D. Matters requiring a vote by the members will be conducted, as determined from time to time by the Directors via mail, email, or other balloting system.

E. Directors will serve a term of one year but may be elected again, at any time.

Article 7 – Officers

A. The Officers of this organization and their order of command shall be President, Vice President, Treasurer, and Secretary.

B. The President shall have general authority for the supervision, direction, and control of the business and affairs of the Club. The President shall call and preside at all general membership meetings as well as at meetings of the Board of Directors. The President shall seek the advice and counsel of the other members of the Board of Directors and other members of the Club as deemed necessary.

C. The Vice President shall be available to serve in the absence of the President, and shall otherwise perform the duties delegated by the President.

D. The Treasurer shall maintain accurate records of Club finances, prepare Club financial statements, and take-in and make payments as required for Club functions.

E. The Secretary shall record the Club's monthly meetings, and the actions of the Board of Directors including their annual meeting. The Secretary will also maintain historical records pertaining to the Club as appropriate.

F. The terms for all Officers shall be one year, but Officers may continue to serve thereafter at the pleasure of the Board.

Article 8 – Committees

A. The Board may create committees as necessary to promote the purpose and objectives of the Club, including, but not limited to committees for Membership, Website, Events, and Oversteer.

B. Only members in good standing shall be eligible to serve in appointed positions.

C. The Board will appoint all committee members and chairpersons.

D The President shall be a member ex officio of all committees.

Article 9 – Bylaw Changes

A. Bylaws may be modified with a majority vote of all Directors, or by a majority of the voting memberships.

B. A minimum thirty-day written notification to all current memberships must precede a vote on any proposed bylaw modifications.

Article 10 – Liability

The officers, directors and members of the Club shall have no personal liability to third persons for the actions of the Club's representatives performed on the Club's behalf, and shall be indemnified by the Club to the fullest extent of the law.

Article 11 - Miscellaneous

(1) Matters such as Dissolution, Indemnification, Conflicting Interests, Standards of Conduct, Merger, Expulsion, as well as any matter not expressly described above will be as provided by the Colorado Non Profit Corporation Act, as amended from time to time.

(2) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

END OF BYLAWS