

Z OWNERS of NORTHERN CALIFORNIA, INC

CONSTITUTION

([proposed](#) amended [Constitution effective](#) 1/01/2014)

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Approved and Adopted
by
Z Owners of Northern California, Inc

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Z OWNERS OF NORTHERN CALIFORNIA, INC

CONSTITUTION

ARTICLE I - NAME

The name of this corporation shall be **Z OWNERS OF NORTHERN CALIFORNIA, INC.** (hereinafter referred to as "ZONC") incorporated in 1976, set up under State laws on how to start a non-profit corporation and filed under the laws of the State of California.

ARTICLE II - PURPOSE

The purpose of this corporation is to promote and develop good fellowship, sportsmanship, and safe operation of the DATSUN/NISSAN Z car and [GT-R](#), DATSUN 510 and ROADSTER, [and INFINITI G COUPE](#).

ARTICLE III - AREA

The ZONC territory of active membership shall be considered and defined by the following geographical boundaries: NORTH to the Oregon border, WEST to the Pacific Ocean, EAST to the Nevada border, and SOUTH to Visalia.

Chapters of ZONC may incorporate in any geographical area outside of the above described territory. (See Article V for what constitutes a chapter of ZONC.)

ARTICLE IV - MEMBERSHIP

A. All owners of DATSUN/NISSAN Z cars, NISSAN GT-Rs, DATSUN 510s and ROADSTERS, and INFINITI G series sports coupes shall be eligible for membership. An application may be declined upon a majority vote of the elected officers.

B. Classes of Members:

1. GENERAL MEMBERS – shall be afforded all rights and privileges of ZONC, and shall be entitled to one vote on all matters submitted to the General Membership.

The qualifications for a General Member shall include, but not limited to the following: 1) Be a registered owner of a DATSUN/NISSAN Z car, [NISSAN GT-R](#), DATSUN 510 or ROADSTER, [and INFINITI G COUPE](#) and 2) Pay the prescribed corporation dues.

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2. ASSOCIATE MEMBERS – have all the rights and privileges of a General Member with the exception of receiving the corporation’s publications. An Associate Member must be sponsored by a General Member and meet the same qualifications of a General Member with the exception of being a registered owner of a DATSUN/NISSAN Z car, DATSUN 510 or ROADSTER.
3. OUT-OF-AREA MEMBERS – An out of area resident (see ARTICLE III for normal territory of operation) shall not be eligible to run nor hold an elected office with ZONC, and shall not petition or be awarded a “territory” or position on the EXECUTIVE COMMITTEE.
4. LIFE MEMBERS – may be awarded in recognition for outstanding contributions and accomplishments to the organization by a unanimous vote of the EXECUTIVE COMMITTEE.
5. HONORARY MEMBERS – may be awarded to a person who has contributed special services to the organizational purpose of ZONC. Honorary membership may be conferred by a majority vote of the EXECUTIVE COMMITTEE.

C. Membership

Membership in the corporation is not transferable or refundable, with the exception of a majority vote by the FULL BOARD.

Membership in the corporation can be suspended or terminated by a unanimous vote of the EXECUTIVE COMMITTEE for violation of any ARTICLE of the CONSTITUTION, whether harmful or the potential of harm to ZONC, or any of its Elected Officers.

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ARTICLE V - CHAPTER ORGANIZATIONS

Chapter organizations are any group of people who fulfill the purpose of ZONC, as stated in ARTICLE II, and reside outside of our geographical territory as described in ARTICLE III.

Conditions of Acceptance:

- 1) A chapter will be governed by the Constitution of ZONC.
- 2) Individual membership dues are to be paid to the treasury of ZONC.
- 3) Chapter members may not hold an elected or an appointed office in ZONC.

Guaranteed Rights of Chapter Organizations:

- 1) To create their own organizational identity. (i.e. Organizational Name)
- 2) The right to form its own organizational elected officers.
- 3) All membership privileges, as stated in ARTICLE IV.
- 4) All voting rights, as described in ARTICLE XII, Section A.
- 5) The official publication, “Z News”, will publish news needs.
- 6) Receive monthly issues of the official publication of ZONC, “Z News”, to all chapter members.

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7) Receive the privileges of event liability insurance, under the umbrella of ZONC.

A chapter organization may remove itself from its “Parent Organization” (ZONC) by submitting a written request to the FULL BOARD. Upon approval, by a simple majority of the FULL BOARD, of that request, all guaranteed rights as described above will be terminated and no longer be in force.

ARTICLE VI - DUES

- A. Dues shall be due and payable as prescribed by the corporate EXECUTIVE COMMITTEE.
- B. Dues shall be payable to ZONC.
- C. Dues will be considered delinquent 30 days after expiration.
- D. The EXECUTIVE COMMITTEE shall have the right to determine the amount of dues as deemed necessary to meet the financial obligations of the corporation.

ARTICLE VII - EXECUTIVE COMMITTEE

The EXECUTIVE COMMITTEE of this corporation shall be the President, Vice President, Vice President / Administration, Secretary and Treasurer, to be elected by the majority of the ballots cast by the voting membership. No EXECUTIVE COMMITTEE member may hold more than one elected office. The President shall be limited to two consecutive terms in office.

All EXECUTIVE COMMITTEE members shall be either a General or Associate Member in good standing and shall live within the geographical boundaries of ZONC, as specified in ARTICLE III.

EXECUTIVE COMMITTEE members shall serve from the time of installation until the subsequent installation of their successors. Installation of the EXECUTIVE COMMITTEE shall normally occur as of the first of the year.

Duties:

- 1) **PRESIDENT:** The President shall normally preside at all corporate meetings, is empowered to appoint/dismiss chairs of all standing and special committees (subject to the approval of the EXECUTIVE COMMITTEE), and shall act as an ex-officio member of all committees, except the Auditing and Tellers Committee, by virtue of office and position.

The President shall endeavor to serve the entire corporation in a strictly impartial manner and become familiarized with the corporation constitution.

The President shall keep the membership informed as to official communications concerning the corporation and keep the FULL BOARD fully informed on all matters concerning the corporation.

- 2) **VICE PRESIDENT:** The Vice President, in the absence of the President, shall discharge the duties of that office. In the event of a vacancy in the office of President, the Vice President shall succeed to that office for the unexpired term.

The Vice President shall work with the Activities Coordinator for the organization and perform any other functions assigned by the President. The Vice President shall report on a regular basis, as deemed necessary by the President, on the status of every Area Representative in the organization. The Vice President shall give notice of meetings as set forth below in Article XI.

The Vice President shall direct and advise the Area Representatives, help plan for organizational events, and report to the FULL BOARD the status of each committee's progress on their assigned projects.

- 3) **VICE PRESIDENT / ADMINISTRATION:** The Vice President / Administration shall be responsible for the corporation's administrative needs. Those needs shall be, but not limited to, the rewriting of the Constitution or amending of, and the insurance needs of the organization, as directed by the FULL BOARD. It shall be the responsibility of the Vice President / Administration to inform and advise on all findings, to facilitate the Board's decision on all administrative matters.

It shall be the responsibility of the Vice President / Administration to organize any committee(s), as necessary, to help with any of his/her tasks as described above.

- 4) **SECRETARY:** The Secretary shall keep a correct record of all proceedings of ZONC business meetings; shall prepare minutes of the business meetings and shall distribute them to each board member prior to the following meeting; shall keep on file and have available at all meetings the official minutes of all proceedings; shall assist the President in the preparation of an agenda for the FULL BOARD meetings and prepare correspondence as directed by the FULL BOARD, [shall transmit EXECUTIVE COMMITTEE postings to the Webmaster for posting on ZONC's website, and shall maintain and update the sponsor list.](#)

- 5) **TREASURER:** The Treasurer shall prepare a corporate budget for all proposed activities for the calendar year; keep an itemized account of all receipts and expenditures; keep an inventory of all items owned by the corporation and the location of said items; and **prepare a monthly financial statement in writing for the FULL BOARD with ZONC's current bank statement attached.** The Treasurer shall disburse funds only as provided or in this Constitution or at the discretion of the FULL BOARD and collect all moneys belonging to the corporation.

The Treasurer and the Database Manager shall keep an accurate record of membership rosters and be able to provide such information upon request by the FULL BOARD.

The Treasurer shall have direct responsibility for dues collection and processing along with the Membership Representative.

The Treasurer shall complete all required governmental returns and keep a copy of said returns.

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5.1 Financial Disbursement: All expenses \$25.00 and over, for non-operational business expenses, shall be presented to the EXECUTIVE COMMITTEE for approval prior to expenditure. (i.e. Area Representative expenses.) Disbursement of funds greater than \$300.00 shall require the approval of three (3) EXECUTIVE COMMITTEE members.

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5.2 Audits: At the end of each fiscal year, the financial records shall be audited by an ad hoc fiscal committee appointed by the President and chaired by the incoming Treasurer, or as deemed necessary. The results of this audit shall be presented to the FULL BOARD by the end of the first quarter.

Removal from Office:

Any EXECUTIVE COMMITTEE member can be removed from office by a majority vote of the FULL BOARD for any violation of the Constitution, lack of dedication to their elected office, or acts that are found to hurt the corporation in promoting ARTICLE II of the Constitution.

An EXECUTIVE COMMITTEE member can also be barred from future office or appointments and/or have their membership in the corporation suspended or terminated by a majority vote of the EXECUTIVE COMMITTEE. Their decision will be final.

Special Duties / Responsibilities:

- 1) A vacancy occurring in the EXECUTIVE COMMITTEE, except the office of President, shall be filled for the unexpired term by appointment of the EXECUTIVE COMMITTEE, subject to approval by a majority of the FULL BOARD.
- 2) Each retiring EXECUTIVE COMMITTEE member or EXECUTIVE COMMITTEE member removed from their position, shall transfer all records to their office successor or as prescribed by the FULL BOARD.
- 3) An EXECUTIVE COMMITTEE member cannot delegate his/her responsibilities, without approval of the FULL BOARD.
- 4) In an emergency situation, as defined as an unforeseen combination of circumstances that calls for immediate action, the EXECUTIVE COMMITTEE shall have the authority to vote and proceed as necessary.

ARTICLE VIII - FULL BOARD

The FULL BOARD shall be comprised of the five (5) EXECUTIVE COMMITTEE members, as stated in ARTICLE VII, all chairpersons of the APPOINTED COMMITTEE, as stated in ARTICLE IX, and the Officer at Large, as described below.

OFFICER AT LARGE: The Officer at Large of this corporation shall be the outgoing President. This position shall provide continuity to the newly elected officers and shall serve from the time of installation of the new officers, not to exceed two (2) years.

All FULL BOARD members, as described above, shall be entitled to one (1) vote on all corporate matters, as prescribed in the Constitution. The President shall vote only in case of a tie.

ARTICLE IX - APPOINTED COMMITTEE

The APPOINTED COMMITTEE shall be made up of APPOINTED COMMITTEE chairs, and those chairs are to be appointed by the President, subject to the approval of the EXECUTIVE COMMITTEE. The Appointed Chair "Select" shall live within the geographical territory, as specified in ARTICLE III.

Term of Appointment:

The term of appointment shall follow the normal term served as an EXECUTIVE COMMITTEE member, as specified in ARTICLE VII.

The chair's term of appointment may be renewed or declined by any newly elected administration, with a simple majority vote of the EXECUTIVE COMMITTEE. This shall occur early within the first quarter of the new administration's term.

Committee Chairs / Duties:

- 1) AREA REPRESENTATIVES: An Area Representative's duties shall include, but not be limited to: representing the corporation on a local basis; coordinating regular local area meetings; reporting to the FULL BOARD the disposition of his/her assigned area; serve as a representative of the local membership to the FULL BOARD, and perform all other assignments as directed by the President.
- 2) Z NEWS EDITOR: The Z News Editor's duties shall include, but not be limited to, publishing and distributing the monthly newsletter.
- 3) CLUB STORE MANAGER: The Club Store Manager's duties shall include, but not be limited to: managing the Club Store.
- 4) TECHNICAL REPRESENTATIVE: The Technical Representative's duties shall include, but not be limited to: providing technical advice to members and writing technical articles for the newsletter.
- 5) DATABASE MANAGER: The Database Manager's duties shall include, but not be limited to: maintaining the databases of the club, provide monthly rosters to the Area Representatives or other FULL BOARD members as needed.

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- 6) **WEBMASTER:** The Webmaster's duties shall include maintaining and updating ZONC's website, and coordinating with the Database Manager the membership's electronic access to exclusive membership information on the website.
- 7) **ACTIVITIES REPRESENTATIVE:** The Activities Representative's duties shall include, but not be limited to: being in charge of the activities for the corporation; reporting on a regular basis to the FULL BOARD; maintaining the Activities Calendar; and providing updated information to the Z News Editor and Webmaster.
- 8) **RALLYE REPRESENTATIVE:** The Rallye Representative's duties shall include, but not be limited to: representing ZONC at SCCA meetings, coordinating rallies and reporting on a regular basis to the FULL BOARD.
- 9) **COMPETITION REPRESENTATIVE:** The Competition Representative's duties shall include, but not be limited to: representing ZONC, at NCSCC and/or SCCA meetings, coordinating autocross events, listing any competition event schedules or information in the Z News and reporting on a regular basis to the FULL BOARD.
- 10) **ROADSTER REPRESENTATIVE:** The Roadster Representative's duties shall include, but not be limited to coordinating ZONC events involving DATSUN ROADSTERS, representing ZONC at other events involving DATSUN ROADSTERS, and reporting on a regular basis to the FULL BOARD.
- 11) **510 REPRESENTATIVE:** The 510 Representative's duties shall include, but not be limited to coordinating ZONC events involving DATSUN 510's, representing ZONC at other events involving DATSUN 510'S, and reporting on a regular basis to the FULL BOARD.
- 12) **CLUB HISTORIAN:** The Club Historian's duties shall include, but not be limited to: maintaining a central repository for club memorabilia and Z News newsletters and provide publications for the newsletter.
- 13) **MEMBERSHIP REPRESENTATIVE:** The Membership Representative shall report to the EXECUTIVE COMMITTEE. The Membership Representative's duties shall include, but not be limited to: receiving and keeping records of membership applications, renewal applications and dues payments received by ZONC. The Membership Representative shall forward membership applications to the Database Manager and dues payments to the Treasurer. The Membership Representative shall mail Welcome letters, automobile stickers, and membership cards as appropriate to new members and renewing members.

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Removal from appointment:

Any APPOINTED COMMITTEE chair can be removed from their position by a majority vote of the EXECUTIVE COMMITTEE for any violation of the Constitution, lack of dedication to their appointed position, or acts that are found to harm the corporation in promoting ARTICLE II of the Constitution.

Special Duties / Responsibilities:

Each retiring Committee Chairperson shall, within two (2) weeks after non-renewal or removal from appointment, transfer all records to their appointment successor or act as prescribed by the EXECUTIVE COMMITTEE.

An appointed chair cannot delegate his/her responsibilities, without approval by the FULL BOARD.

ARTICLE X - CONFLICT OF INTEREST

Any club EXECUTIVE COMMITTEE member or Committee Chairperson officially associated with a Club Sponsor, Advertiser or Supporter in any manner whatsoever (e.g. employee) will automatically abstain from any and all decisions affecting decisions affecting such Club Sponsor, Advertiser or Supporter and abstain from any and all decisions impacting others in a similar endeavor or field of work. No EXECUTIVE COMMITTEE member or Committee Chairperson shall engage in any activity on behalf of the corporation solely for his/her own benefit.

Any elected or appointed position is a fully voluntary position and any expenses other than miscellaneous office supplies and postage needed for ZONC's operation shall be the sole responsibility of the EXECUTIVE COMMITTEE (e.g. travel, lodging, food, etc.).

ARTICLE XI - MEETINGS

- A. EXECUTIVE COMMITTEE meetings shall be held, at a minimum on a monthly basis, subject to discretion of the EXECUTIVE COMMITTEE. [EXECUTIVE COMMITTEE meetings may be hosted electronically.](#) Any EXECUTIVE COMMITTEE member who is absent from three (3) consecutive meetings may be removed from office at the discretion of the FULL BOARD as set forth in Article VII above.
- B. FULL BOARD and GENERAL MEMBERSHIP meetings shall be held at a minimum on a quarterly basis.
- C. Any of the above meetings may be held concurrently, [with the exception of electronically hosted meetings.](#)
- D. The Vice President shall give [no less than 7 days'](#) notice of meetings of the EXECUTIVE COMMITTEE and of the FULL BOARD, and the notices shall be published in Z News and on the website. Any EXECUTIVE COMMITTEE member may request a meeting by making a request to the President or Vice President. Any Committee Chair may request a meeting by making a request to an EXECUTIVE COMMITTEE member.
- E. In the event of an emergency, the Vice President may give notice of an emergency meeting on less than 30 days notice by notifying the EXECUTIVE COMMITTEE and/or the FULL BOARD by telephone or by e-mail of the date, time and place of the emergency meeting.

Deleted: IX - FULL BOARD¶

¶ The FULL BOARD shall be comprised of the five (5) Executive Committee members, as stated in ARTICLE VII, all chairpersons of the Appointed Committee, as stated in ARTICLE VIII, and the Officer at Large, as described below.¶

¶ **OFFICER AT LARGE:** The Officer at Large of this corporation shall be the outgoing President. This position shall provide continuity to the newly elected officers and shall serve from the time of installation of the new officers, not to exceed one (1) year.¶

¶ All FULL BOARD members, as described above, shall be entitled to one (1) vote on all corporate matters, as prescribed in the Constitution. The President shall vote only in case of a tie.¶

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F. FULL BOARD members should attend a majority of the above meetings.

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G. Meetings will not be adjourned without a majority vote of those in attendance.

ARTICLE XII - ELECTION PROCESS

A. VOTING RIGHTS:

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General, Associate, and Life Members shall be entitled to one (1) vote.

Members who are delinquent in dues are ineligible to vote or hold office. Should the right of a member to vote be questioned, the records of the corporation shall be conclusive evidence.

B. ELECTION PROCESS:

Nominations of candidates for elected office must be submitted in a statement not to exceed 150 words by **June 10th** to the Z News for inclusion in the July Z News. Incumbents must also be nominated in writing.

The candidates for elected office must submit their acceptance or declination of nomination in a statement not to exceed 150 words by **July 10th** to the Secretary and to the Z News Editor for the inclusion in the August Z News.

The Secretary shall provide the official ballot listing the candidates of record to the Z News Editor by **July 15th** for the inclusion in the August Z News.

The ballot shall contain the following:

1. Voting for Officers
2. Voting for Best Event
3. Nominations for Outstanding Member
4. Any other additional awards/recognition voted upon by the EXECUTIVE COMMITTEE

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The date of closure for voting shall be **August 20th**. Ballots may be submitted by mail or e-mail. It is incumbent upon the voting member to allow sufficient mail time for his/her ballot to arrive on time.

The EXECUTIVE COMMITTEE shall appoint a minimum of two (2) corporation members to the (Tellers) committee whose duties shall be to tally the votes cast for election of officers. The members selected shall not be found on the candidates of record for the current election. The Tellers Committee shall not accept any ballot after the **August 20th, 12 Midnight deadline**. Within ten (10) days, the Tellers Committee shall open and tally the ballots and then send the results to the EXECUTIVE COMMITTEE. The ballots themselves shall be forwarded to the Secretary. The Secretary shall produce ballots for awards / recognitions to be voted on by the FULL BOARD at the September meeting.

The EXECUTIVE COMMITTEE shall be notified of all voting results in a September Board meeting to be held no later than the **15th of September**. In the case of a tie vote for a particular office, the officers elect shall cause a secret written ballot for the deciding result.

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At the September Board meeting, the EXECUTIVE COMMITTEE shall vote by secret ballot for the recipients of the nominations, except the Outstanding Member. A separate ballot shall be produced for the Outstanding Member, to be voted on by the EXECUTIVE COMMITTEE and tallied by the President.

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The Outstanding Area Representative shall be determined by the President.

The new EXECUTIVE COMMITTEE will assume their responsibilities on the first of the year.

ARTICLE XIII - OFFICIAL PUBLICATION

The official publication of this corporation shall be called Z News and will be distributed to the membership on a monthly basis. The intent of the publication is to promote the purpose of the club, as specified in ARTICLE II. The Editor has the authority to deny publication of any article, or portion thereof that does not promote the intent of ARTICLE II. If there is any question in the Editor's mind about an article, he/she, may confer with any EXECUTIVE COMMITTEE member of the corporation.

ARTICLE XIV - RELEASE OF LIABILITY

All participants in a ZONC event are required to read and sign a form releasing the corporation of any liability. All ZONC members and other individuals acting on behalf of ZONC members are required to be licensed drivers with current liability insurance in order to participate in ZONC events and other events in which ZONC participates.

ARTICLE XV - FISCAL YEAR

The fiscal year of this corporation shall be from January 1 through December 31.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

In all cases not specifically provided for in this Constitution, Robert's Rules of Order Revised shall govern the proceedings of this corporation.

ARTICLE XVII - AMENDMENTS TO CONSTITUTION

The Constitution, in part or total, of the corporation may be amended, repealed or added to, or a new Constitution may be adopted by:

1. The vote of a majority of the members present and eligible to vote at a meeting called for that purpose, or
2. The majority vote of members responding by mail [or electronic](#) ballot.

ARTICLE XVIII - DISSOLUTION

Dissolution of the corporation shall be accomplished in accordance with the Articles of Incorporation.

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Amendment by the FULL BOARD¶

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Subject to the limitations of the Articles of Incorporation, the Constitution and the General Nonprofit Corporation Law of the State of California concerning corporate action which must be authorized or approved by members of the corporation, the Constitution of this corporation may be amended, added to or a new Constitution may be adopted, by resolution of the FULL BOARD.¶

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