

Z OWNERS
of
NORTHERN CALIFORNIA, INC

CONSTITUTION
PROPOSED ZONC CONSTITUTION 2005



To be Approved and Adopted
by the
Z Owners of Northern California, Inc

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CONSTITUTION Z OWNERS OF NORTHERN CALIFORNIA, INC

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 DATSUN 510 and ROADSTER.

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 and DATSUN 510 and ROADSTERS 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, DATSUN 510 or ROADSTER, and 2) Pay the prescribed corporation dues.

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 Elected Officers and 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 Elected Officers and 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 Elected Officers and the Executive Committee for violation of any ARTICLE of the CONSTITUTION, whether harmful or the potential of harm to the ZONC, or any of its Elected Officers.

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 set aside up to one (1) full page for that chapter’s news needs.

- 6) Receive monthly issues of the official publication of ZONC, "Z News", to all chapter members.
- 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 Elected Officers.
- B. Dues shall be payable to ZONC.
- C. Dues will be considered delinquent 30 days after expiration.
- D. The Executive Committee and Elected Officers shall have the right to determine the amount of dues as deemed necessary to meet the financial obligations of the corporation.

ARTICLE VII ELECTED OFFICERS

The Elected Officers 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 Elected Officer may hold more than one Elected Office. Elected Officers shall be limited to two consecutive terms in that office.

All Elected Officers 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.

Officers shall serve from the time of installation until the subsequent installation of their successors. Installation of the elected officers 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 Elected Officers), 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 (Elected Officers and Executive Committee) 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 Coordinator 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 Coordinators, 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.
- 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 Elected Officers with ZONC's current bank statement attached. A quarterly financial statement will be submitted to the Z News Editor for the official publication,** and upon request, to the FULL BOARD. 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 the direct responsibility for dues collection and processing, along with the Database Manager.

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

5.1 Financial Disbursement: All expenses \$25.00 and over, for non-operational business expenses, shall be presented to the Elected Officers for approval prior to expenditure. (i.e. any area coordinator expenses.) Disbursement of funds greater than \$300.00 shall require the approval of three (3) elected officials.

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 Elected Officer 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 Elected Officer 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 Elected Officers and the Executive Committee. Their decision will be final.

Special Duties / Responsibilities:

- 1) A vacancy occurring in any Elected Office, except the office of President, shall be filled for the unexpired term by appointment of the Elected Officers, subject to approval by a majority of the FULL BOARD.
- 2) Each retiring Elected Officer or Elected Officer removed from their position, shall transfer all records to their office successor or as prescribed by the FULL BOARD.
- 3) An Elected Officer 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, all Elected Officers shall have the authority to vote and proceed as necessary. Any decisions not agreed on by a majority of the Elected Officers will be brought before the Executive Committee and their vote will rule.

ARTICLE VIII EXECUTIVE COMMITTEE

The Executive 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 Elected Officers. 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 Elected Officer, as specified in ARTICLE III.

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

Committee Chairs / Duties:

- 1) AREA COORDINATORS: An Area Coordinator'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: ensuring that the Club Store is at a majority of the club events and all General Membership Meetings; maintaining the club store inventory at an appropriate level; providing a monthly financial statement; and providing accurate information to the Treasurer by January 15th of each year for completion of the Sales Tax Return.
- 4) TECHNICAL COORDINATOR: The Technical Coordinator's duties shall include, but not be limited to: providing technical advise to members and write technical articles for the newsletter on a monthly basis.
- 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 Coordinators or other Full Board members as needed.
- 6) WEBMASTER: The Webmaster's duties shall include maintaining and updating ZONC's website; coordinating with the Database Manager the membership's electronic access to exclusive membership information on the website; and maintaining and updating the Sponsor/Discounter List.

- 7) ACTIVITIES COORDINATOR: The Activities Coordinator'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 COORDINATOR: The Rallye Coordinator's duties shall include, but not be limited to: representing ZONC, at NCSCC and/or SCCA meetings, coordinating rallies and report on a regular basis to the FULL BOARD.
- 9) COMPETITION COORDINATOR: The Competition Coordinator'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 report on a regular basis to the FULL BOARD.
- 10) ROADSTER COORDINATOR: The Roadster Coordinator'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 COORDINATOR: The 510 Coordinator'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.

Removal from appointment:

Any appointed committee chair can be removed from their position by a majority vote of the Elected Officers 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 Elected Officers.

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

ARTICLE IX FULL BOARD

The FULL BOARD shall be comprised of the five (5) Elected Officers, as stated in ARTICLE VII, all chairpersons of the Executive 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.

ARTICLE X CONFLICT OF INTEREST

Any club Elected Officer 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 Elected Officer 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 Elected Officer or Committee Chair (e.g. travel, lodging, food, etc.).

ARTICLE XI MEETINGS

- A. ELECTED OFFICERS' meetings shall be held, at a minimum on a monthly basis, subject to discretion of the Elected Officers. Any Elected Officer who is absent from three (3) consecutive meetings may be removed from office as set forth in Article VIII 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.
- D. The Vice President shall give notice of meetings of the ELECTED OFFICERS and of the FULL BOARD, and, if time permits, the notices shall be published in Z News and on the website. Any Elected Officer 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 Elected Officer.

E. FULL BOARD members shall be required to attend a majority of the above meetings.

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

ARTICLE XII ELECTION PROCESS

Revised 3/14/2004

A. VOTING RIGHTS:

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, Potty Seat Award, Bent Z Award, or any other additional awards/recognition voted upon by the FULL BOARD.

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 Elected Officers 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 Elected Officers. 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 FULL BOARD 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.

At the September Board meeting, the FULL BOARD 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 Full Board and tallied by the President.

The Outstanding Area Coordinator shall be determined by the President.

The new Club Officers 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 Elected Officer 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 ballot.

Amendment by the FULL BOARD

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.

ARTICLE XVIII DISSOLUTION

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