

**BYLAWS  
OF THE PACKARD CLUB OF SAN DIEGO  
A REGION OF PACKARD AUTOMOBILE CLASSICS**

**ARTICLE I-NAME**

**Section 1. NAME.**

The name of this organization shall be Packard Club of San Diego.

**ARTICLE II -PURPOSE**

**Section 1. PURPOSE.**

The purpose of this Region is to:

- a) promote the development, publication, and interchange of technical, historical and other information for and among members and other persons who own or are interested in Packard automobiles;
- b) promote social interaction and fellowship among the Region's members;
- c) maintain references about and encourage the maintenance and preservation of all Packard automobiles;
- d) further the ideals of the Packard Automobile Classics (PAC) in the San Diego area;
- e) provide Regional activities for PAC members in this area.

**ARTICLE III - MEMBERSHIP**

**Section 1. MEMBERSHIP, GENERALLY.**

Membership shall be open to any person who is a member of PAC in good standing with interests in accordance with the purposes of Packard Automobile Classics.

**Section 2. MEMBERSHIP CLASSES.**

There shall be three (3) classes of membership:

- a) Active Member: An active member is one who is a member of Packard Automobile Classics and pays Region dues.
- b) Associate Member: A spouse/partner of an active member and includes all privileges except voting and publications.
- c) Honorary Life Member: The Board of Directors may, by a majority vote, create an Honorary Life Membership for certain individuals from among the membership of the region who have made substantial contributions to the purpose of this region. Such Honorary Members shall not pay dues, but shall have voting privileges and all other privileges accorded to dues paying members. Honorary Life Members shall be presented with a plaque suitably engraved.

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Section 3. TERMINATION OF MEMBERSHIP.

Membership in the Packard Club of San Diego may be terminated by: a) resignation of the member; b) failure to pay either PAC Membership dues or Packard Club of San Diego region dues as required; or c) by action of the Board at any time for cause, or for conduct of the member which is detrimental to the purpose(s) of the Region. A two-thirds vote of the Board shall be required to terminate or reinstate a membership.

**ARTICLE IV - MEETINGS OF THE MEMBERSHIP**

Section 1. REGULAR MEETINGS.

Regular meetings of the Region shall be held as required. Written notice of the date, time, and place of the upcoming meeting shall be published in the *Predictor*, or in any manner designed to reach members, whether by email, mail, or otherwise, or distributed to the membership as provided elsewhere in these Bylaws.

Frequency of occurrence of regular meetings may be changed from time to time and at any time by a majority of the Board of Directors.

Section 2. ANNUAL MEETING.

The regular Annual meeting shall be scheduled at a date and time determined by the Board.

Section 3. QUORUM.

The membership physically present at any meeting shall constitute a quorum for the transaction of all business of the Region.

**ARTICLE V - FINANCING**

Section 1. RELATIONSHIP TO PACKARD AUTOMOBILE CLASSICS.

This Region shall be self-sustaining and shall receive no funds from PAC for its operations.

Section 2. ANNUAL DUES.

Annual dues of this Region shall be an amount established by the Region Board of Directors. All dues paid to the Region are non-refundable. Annual dues are due and payable by January 1st of each year and are considered late if received after February 1st. Members shall be considered lapsed and their names shall be deleted from the roster if dues are not received by February 28th (29th).

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**ARTICLE VI-OFFICERS**

Section 1. NUMBER OF OFFICERS.

The elected officers of the Region shall be a Regional Director, Assistant Regional Director, Secretary, and Treasurer. The Board may from time to time or at any time add additional officers, such as Recording and/or Corresponding Secretary, or First and Second Assistant Regional Director. The Board may also from time to time or at any time combine offices of Regional Director and Assistant Regional Director, or the offices of Secretary and Treasurer.

Section 2. ELECTION AND TERM OF OFFICE.

Officers shall be elected by the membership at the November meeting from a list of candidates recommended by the Nominating Committee and any individuals nominated from the floor as authorized in these Bylaws. All officers shall serve a two (2) year term commencing January 1<sup>st</sup> and ending December 31<sup>st</sup>. The offices of Regional Director and Treasurer shall be elected in November of odd years, with their terms of office commencing January 1 of even years. The offices of Assistant Regional Director and Secretary shall be elected in November of even years, with their terms of office commencing January 1 of odd years.

Section 3. NOMINATIONS.

In the month of August, the Regional Director shall appoint a nominating committee consisting of three (3) members, no more than one (1) of which may be a current member of the Board. This committee shall select a slate of officers for the upcoming year in accordance with Section 2 and shall present the proposed slate of officers to the Board of Directors in September. The proposed slate shall be listed in the next published issue of the *Predictor* following the report of the nominating committee.

Section 4. VOTING.

- a) Election of the proposed slate of officers shall be by ballot, which shall be included in the October issue of the *Predictor*. All ballots must be mailed or emailed to the chairperson of the nominating committee and postmarked to be received no later than November 15<sup>th</sup>.
- b) The person receiving the most votes for any office shall be deemed elected.

Section 5. DUTIES OF ELECTED OFFICERS.

a) Regional Director.

The Regional Director shall preside at all meetings of the membership and of the Region Board, and shall vote only when the vote is by ballot or to break a tie; shall appoint special committees as necessary, with approval of the Board of Directors; shall have general supervision of regional activities; and shall be a member, ex-officio, of all other committees, except the nominating committee.

b) Assistant-Regional Director.

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In the absence of the Regional Director, or in the event of his inability or refusal to act, the Assistant-Regional Director shall perform all the duties of the Regional Director, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Regional Director. The Assistant-Regional Director shall perform all other duties which may be prescribed by the Board of Directors.

c) Secretary.

The Secretary shall keep the Minutes and maintain a record of all meetings of the Board of Directors and of any other proceeding or meetings upon the direction of the Regional Director. The Secretary shall file all documents and essential correspondence and shall conduct correspondence of the Region as required. The Secretary shall have custody of the Bylaws and minutes.

d) Treasurer.

The Treasurer shall be responsible for overseeing the financial records of the Region. The Treasurer shall maintain financial accounts in good order and shall be responsible for the oversight of disbursements. Any payments by check shall be made by the Treasurer under the supervision of the Board of Directors.

The Treasurer shall provide a financial update at each regular meeting of the Board and make available the book and accounts of the corporation which could be audited if so directed by the majority vote of the Board. The treasurer shall also be responsible for managing the preparation and submission of any required tax returns.

Section 5. REMOVAL AND RESIGNATIONS.

Any Officer may be removed by a majority vote of the Board of Directors either with or without cause at any time. Any officers may resign at any time by giving written notice to the Regional Director or Secretary of the Board of Directors of the Region. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES.

A vacancy in any office shall be filled for the unexpired term of office by the Board of Directors, with the exception that a vacancy in the office of Regional Director shall automatically be filled by the Assistant Regional Director and the resulting vacancy in the office of Assistant Regional Director shall be filled by the Board.

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**ARTICLE VII-BOARD OF DIRECTORS**

Section 1. NUMBER.

The Board of Directors shall consist of the Officers, Directors, and a number of At-Large Directors. The exact number of Directors shall be fixed, by a resolution adopted by the Board of Directors, and may be changed from time to time or at any time, by a resolution adopted by the Board of Directors.

Section 2. REGULAR MEETINGS OF THE BOARD.

Regular meetings of the Board of Directors are generally held eleven (11) times per year at a time and place designed by the Directors, unless the Board, by resolution, adopts a different schedule for meetings. All regular meetings of the Board of Directors shall be open to the general membership. Persons addressing the Board of Directors at any regular meeting shall limit their remarks to the subject matter at hand, and the Board will strive to reasonably accommodate new or different Packard-related topics raised by any Member at a meeting.

Section 3. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT.

Any Board of Directors meeting may be held by conference telephone, video screen communication, or other communications equipment. Any Board member not present but communicating electronically has all the rights and privileges as if he or she was present.

Section 4. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called at any time by the Regional Director, the Assistant Regional Director, the Secretary, or any two members of the Board of Directors then in office.

Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Region's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting, the place, and the purpose of the meeting.

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**Section 5. QUORUM.**

A majority of the Board shall constitute a quorum.

**Section 6. MAJORITY ACTION AS A BOARD ACTION.**

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

**Section 7. RULES.**

Any question(s) concerning Parliamentary law or procedure during a meeting of the Region or the Board shall be clarified or determined by reference to a current edition of ROBERT'S RULES OF ORDER.

**SECTION 8. VACANCIES OF THE BOARD.**

A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any Director; or (b) the increase of the authorized number of Directors. A vacancy shall also occur in the event a Director is removed for cause by a majority of the Directors then in office.

The Board of Directors may fill vacancies by a majority vote from the Board. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors.

**ARTICLE VIII - COMMITTEES**

**Section 1. CREATION AND POWERS OF COMMITTEES.**

- (a) The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees to serve at the direction of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office.

**Section 2. STANDING COMMITTEES.**

There shall be six (6) Standing Committees: Publications, Membership, Activities, Projects, Website, and Historical. The Director of each of these committees shall also serve on the Region's Board of Directors as a voting member of the Board. Directors of the Standing Committees shall be appointed by the Board. Each Director shall be responsible for recruiting and maintaining committee Members, Associate Members, or Honorary Life Members to assist the Director with the duties of the committee.

**Section 3. PUBLICATIONS.**

The Director of the Publications committee shall act as editor of the Region's monthly newsletter, known as the *Predictor*. To that end, the committee shall:



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- a) receive and publish all news of interest to members, advertisements for the sale of automobiles and parts, dates of meetings, and names and addresses of new members;
- b) maintain a permanent file of all previously published material;
- c) publish the *Predictor* on a monthly basis on the Region's website, and distribute it to each member of record either by U.S. mail or via electronic format.

**Section 4. MEMBERSHIP.**

The Membership Director shall work with his or her committee to retain and promote membership in PAC and the Packard Club of San Diego region. To that end, the committee shall:

- a) receive and process all membership applications;
- b) maintain the chapter roster;
- c) distribute the roster to all members annually, usually during the month of March;
- d) recruit new members;
- e) provide new member information packets to all new members and provide updated information, as necessary, to existing members;
- f) work with the Board to identify, consider, nominate, and recognize Honorary Life Members.

**Section 5. ACTIVITIES.**

The Activities Director shall work with his committee to promote interesting and educational experiences for membership. To that end, the committee shall:

- a) arrange for suitable tours and activities for membership;
- b) plan and execute programs of interest to the members;
- c) work with other clubs and PAC to create, promote, or assist in combined, shared, or joint tours or activities.

**Section 6. PROJECTS.**

The Projects Director has oversight for all fundraising for the Region. To that end, the Projects committee shall:

- a) be responsible for the sale of parts and accessories;
- b) maintain records of all purchases and sales for the Region;
- c) submit reports of all sales and purchases to the Board of Directors at each regular meeting of the Board;
- d) receive all suggestions for any projects and make recommendations to the Board of Directors.

**Section 7. WEBSITE**

The Website Director has oversight of the Region's World Wide Web presence through the club website known as [www.packardsandiego.com](http://www.packardsandiego.com), and/or such other sites as are created for the Club in the future.

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To that end, the Website Director, working with other members of the Board, shall:

- a) be responsible for the content of the Region's website;
- b) provide a calendar of events of the Region and other events of interest, and update that calendar as necessary;
- c) maintain a current list of Officers and Members of the Board with contact information;
- d) maintain a list of project parts available for sale by the Region; and
- e) provide interesting and current information about the region through writings and pictures of members and their automobiles.

**Section 8. HISTORICAL.**

The Historian retains custody of all records of the Region not specifically held by the Secretary. To that end, the Historical committee shall:

- a) retain the archived records pertaining to the Packard Club of San Diego and its predecessor organizations;
- b) organize those records in a logical manner, including but not limited to identifying event dates and individuals in attendance;
- c) develop and implement a strategy to preserve the records and photographs for posterity;
- d) receive and organize the records pertaining to recent or current Region events;
- e) periodically prepare selected historical records for viewing at various club events; on the website; in the *Predictor*, or as otherwise directed by the Board.
- f) make recommendations to the Board of Directors for improvement of archival files.

**ARTICLE IX – FISCAL YEAR**

**Section 1. FISCAL YEAR.**

The fiscal year of the Region shall begin on the first day of January and end on the last day of December in each year unless otherwise determined by resolution of the Board of Directors.

**ARTICLE X – DISTRIBUTION OF ASSETS**

**Section 1. DISTRIBUTION OF ASSETS.**

Contributions to the Region and its net earnings shall be used exclusively for the purpose defined by these Bylaws as determined by the Board of Directors.



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**ARTICLE XI - ORDER OF BUSINESS**

**Section 1**

At a meeting of the Region, the order of business would normally include:

Roll Call  
Minutes of the Last Meeting  
Report of the Board  
Report of the Regional Director  
Report of the Secretary  
Report of the Treasurer  
Report of Committees  
Unfinished Business  
New Business  
Adjournment

**Section 2**

At meetings of the Board, the order of business, would ordinarily include the following:

Approval of Minutes of the Last Meeting  
Report of the Membership Chair  
Report of the Treasurer  
Report of the Projects Chair  
Report of Website Chair  
Unfinished Business  
New Business  
Adjournment

**ARTICLE XII - INSURANCE COVERAGE**

Section 1. The Club shall maintain liability insurance either through PAC or otherwise. It should provide reasonable insurance coverage for Club events and Board Members including Officers and Directors.

**ARTICLE XIII - CONSTRUCTION AND DEFINITIONS**

**Section 1. CONSTRUCTION AND DEFINITIONS.**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the

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feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE XIV - AMENDMENT OF BYLAWS**

Section 1. AMENDMENT.

These Bylaws, or any of them, may be altered, amended, or replaced and new Bylaws adopted by action of the Board of Directors. Amendment(s) shall become effective upon adoption unless the motion specifies a different date.

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On this date, December 8, 2017 the majority of the Board of Directors ratifies the above Bylaws.

  
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Brian Wagner, Board Secretary