

BYLAWS
OF
OVER THE HILL GANG SAN DIEGO
A California Mutual Benefit Corporation

ARTICLE 1.

NAME

1.1. The name of this corporation shall be **OVER THE HILL GANG SAN DIEGO**, and referred to in these Bylaws as the "Club" or "Corporation".

ARTICLE 2.

PRINCIPAL OFFICE

2.1. The principal office for the transaction of business of the corporation is located in the County of San Diego, State of California.

2.2. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of San Diego, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 3.

MEMBERS

3.1. The Corporation shall have the following classes of members as follows:

3.1.1 Active Member. To be an Active Member, a person must own a vehicle that most resembles a pre-49 qualifying automobile or truck by body style, finished or under construction, be a person of good moral standing and abide by the Club By-laws. All Active Members are required to have on file with the Club Secretary and Club Historian a current 4x6 color picture of their Club car for the record and historical purposes. This member carries one (1) vote. Active Club Members are expected to attend all regularly scheduled Club meetings and Club functions. (Revised 10-7-09)

3.1.2.. Inactive Member. Delete this category of membership. (Revised 10-7-09)

3.1.3. Charter Member. This is an original founding Club member. Same requirements as an Active Member except a Charter Member does not pay dues.

3.1.4. Honorary Member. Is an honor bestowed on a person outside of the Club for their outstanding contribution and support to street rodding. This honor does not exceed a one year time frame. This individual is approved by majority vote by the eligible voting Members present at a regularly scheduled Club meeting. An Honorary Member does not pay dues, has no vote or voice in Club activities.

3.1.5. Life Member. Is an honor bestowed on an Active Member who has been active in the club for 25 years or longer. Must be approved by majority vote of the Active membership present at a regularly scheduled Club meeting, does not pay dues, and has the voting rights of an active member. An Active Member will receive special recognition upon being designated a Life Member. (Revised 10-7-09)

3.1.6. Definition of "Qualifying Car". The term "Qualifying Car" as used in these Bylaws is: An automobile or truck which most resembles a pre-49 vehicle by body style, finished or under construction and has undergone some type of modernization, to include any of the following: engine, transmission, interior refinements, and any other modifications the builder desires. A qualifying vehicle, if running, is to be driven to events under its own power and is to be used as a safe, non-racing vehicle for total family enjoyment. In addition, a qualifying vehicle is a means of self expression for the creator. The builder of a qualifying vehicle is not confined to guidelines set down by someone else, and can be of his own design, as long as the vehicle meets the definition of a qualifying car. (Revised 10-7-09)

3.2. Eligibility for Membership. Any person, as defined in Section 5065 of the Corporations Code, is eligible to be a member of the Corporation so long as he or she is over the age of eighteen (18) years and owns a club qualifying car.

3.3. Admission to Membership. Any person, as defined in Section 5065 of the Corporations Code, qualified for membership under Section 3.1 of these Bylaws and eligible for membership under Section 3.2 of these Bylaws, such person in such form and in such manner as shall be prescribed by the Board of Directors and the first annual dues as specified in Section 3.4 of these Bylaws and after meeting the following qualifications the person must be sponsored by an Active Member, own a "qualifying car", attend three (3) meetings, one run, one club function and agree to abide by the Club by-laws. New members are required to submit a picture of their Club car within 30 days after entering the Club to the Club Secretary and Club Historian. Requirements for new active members are strictly adhered to without exceptions. (Revised 10-7-09)

3.3. Dues. The annual dues payable to the Corporation by Active and Inactive Members shall be in such amounts as shall be determined by resolution of the Board of Directors and the Club. Dues shall be payable for the first year on admission to membership and annually thereafter at the January meeting each year. Members who dues are not paid by the March meeting will be dropped from the club. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

3.5. Number of Members. There shall be no limit on the number of members the Corporation may admit.

3.6. Membership Records. The Corporation shall keep in written form or in any form capable of being converted into written form, a membership record containing the name, address, and class of each member. The record shall also contain the fact of termination and the date on which such membership ceased. Such records shall be kept by the Secretary and shall be subject to the rights of inspection. (Revised 10-7-09)

3.7. Inspection Rights of Members.

3.7.1. Demand. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative, any member may do either or both of the following:

3.7.1.1. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

3.7.1.2. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

3.8. Membership Cards. The Corporation shall issue membership cards rather than certificates of membership.

3.9. Nonliability of Members. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

3.10. Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

3.11. Termination of Membership.

3.11.1. Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

3.11.1.2. Where a membership is issued for a period of time, the expiration of such period of time;

3.11.1.3. The death of a member;

3.11.1.4. A member's failure to abide by a written warning, including recommendations issued by the Board of Directors. The Board of Directors may issue a formal written warning either on its own action or after receiving a written grievance from another member setting forth facts supporting an allegation that the member has violated the Bylaws or rules of the Club or has engaged in conduct unbecoming a member of the Club.

3.11.1.5. Failure to own a club car. Delete this article.
(Revised 10-7-09)

3.11.1.6. Nonpayment of Dues. The membership of any member who fails to pay his or her dues by the March meeting.

3.11.2. Resignation by Giving Notice. The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States [first-class] mail, postage prepaid.

3.11.3. Notice of Termination and Appeal. A member's membership may be terminated as set forth in these Bylaws provided such member was given both a fifteen (15) days' prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first-class [or registered] mail to the last address of such member as shown on the records of the Corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at next regularly scheduled meeting of the Club by the Board of Directors. The hearing shall be presided over by the President of the Corporation, who shall perform the following duties:

3.11.3.1. Read the charges against the subject member;

3.11.3.2. Require that the charges be verified by the testimony of the person or persons making them;

3.11.3.3. Hear any other witnesses against the subject member;

3.11.3.4. Allow the subject member to cross-examine each witness following the testimony of that witness;

3.11.3.5. Allow the subject member to make a statement in his or her own behalf;

3.11.3.6. Allow the subject member to call witnesses in his or her own behalf; and

3.11.3.7. Allow the members of the Board conducting the hearing to question the witnesses after they have been questioned by the subject member.

The Board shall conduct the hearing in good faith and in a fair and reasonable manner. The Board shall have the exclusive power and authority to decide that the proposed termination not take place.

3.11.4. Effect of Termination. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE 4.

MEETINGS OF MEMBERS

4.1. Place. Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by the Board of Directors.

4.2. Annual Meetings. The members shall meet annually every first Wednesday in December at a time specified by the Board of Directors, for the purpose of transacting such proper business as may come before the meeting, including the election of Directors.

4.3. Regularly Scheduled Meetings. The meetings are the first Wednesday of the month at 7:00 P.M. at location designated by the Club.

4.4. Special Meetings. Special meetings of members shall be called by the Board of Directors, or the President of the Corporation, and held at such place as such times and places within the State of California as may be ordered by resolution of the Board of Directors or by five (5) percent of the members of the Corporation. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

4.4.1. Notice of Other Than Regularly Scheduled Meetings. Written notice of every meeting of members shall be either personally delivered, e-mailed or mailed by first-class United States mail, postage prepaid, not less than fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation, for the purpose herein mentioned, shall execute an affidavit of the giving to the notice of the meeting of members.

No meeting of member's may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record dated is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting. (Revised 10-7-09)

4.5 Contents of Notice. The notice shall state the place, date and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

4.6. Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though held at a meeting, if a quorum is present in person.

4.7. Quorum. A quorum at any meeting of members shall consist of thirty-five (35) percent of the voting power, represented in person. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

4.8. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

4.9. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. No other business may be transacted.

4.10. Voting Membership.

4.10.1. Entitlement. Active Members, Charter Members and Life Members are entitled to one vote, be present on each matter submitted to a vote of the members. Honorary Members shall not be entitled to vote on any matters submitted to a vote of the members.

4.10.2. Record Date of Membership. The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days before the date of the meeting. The Board shall also fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than 60 days prior to such other action.

4.11. Conduct of Meetings.

4.11.1. The President shall preside over the meetings of the members.

4.11.2. Secretary of Meetings. The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the President shall appoint another person to act as secretary of the meetings.

4.11.3. Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law, or rules governing agenda, motions, and related matters.

4.12. Inspectors of Election.

4.12.1. Appointment. In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, no less than (4) inspectors of election to act at the meeting.

4.12.2. Duties. The inspectors of election shall perform the following duties:

4.12.2.1. Determine the number of voting members and the voting power of each.

4.12.2.2. Hear and determine all challenges and questions in any way arising in connection with the right to vote;

4.12.2.3. Count and tabulate all votes and consents;

4.12.2.4. Determine when the polls shall close;

4.12.2.5. Determine the result; and

4.12.2.6. Do such acts as may be proper to conduct the election or vote with fairness to all members. The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

4.12.2.7. The inspectors shall turn over all ballots to the Secretary. The ballots shall be kept by the Secretary for a period of six (6) months in case of a challenge.

ARTICLE 5.

DIRECTORS

5.1. Powers.

5.1.1. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation, 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.

5.1.2. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

5.1.2.1. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws, and fix their compensation, if any.

5.1.2.2. Adopt, make, and use a corporate seal; and alter the form of the seal.

5.1.3. Each director shall exercise such powers and otherwise perform such duties in good faith; in the manner such director believes to be in the best interests of the Corporation, and with care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

5.2. Qualifications and Number. The Corporation shall have not less than five (5) or more than seven (7) Directors. The initial number of Directors shall be five (5) and this number shall be fixed from time to time within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the Board of Directors, as that term is defined in Section 5032 of the Corporations code.

5.3. Election and Term of Office of Directors. Directors shall be elected at each annual meeting of the members of the corporation to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

5.4. Vacancies.

5.4.1. Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty under the California Nonprofit Corporation Law, (iii) a Director has been convicted of a felony; (iv) a Director fails to attend three (3) meetings of the Board; (v) the vote of other Directors to remove a Director; or (vi) the increase of the authorized number of directors.

5.4.2. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

5.4.3. Vacancies Filled by Directors. Except for a vacancy created by the Removal of a Director pursuant to Section 5.4.1 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors.

5.4.4. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have any effect of removing any director before that director's term of office expires.

5.5. Board of Directors Meetings;. Meetings of the board of directors may be held at any place within the State of California that has been designated from time-to-time by resolution of the board.

5.6. Annual Meeting. At the annual meeting of members for the purpose of organization, election of officers, and the transaction of other business.

5.7. Other Regular Meetings. Other regular meetings of the board of directors shall be held without call at such time as shall from time-to-time be fixed by the board of directors. Such regular meetings may be held without notice.

5.8. Special Meetings.

5.8.1. Authority to Call. Special meetings of the Club for any purpose may be called at any time by any member of the Board of Directors.

5.8.2. Notice.

5.8.2.1. Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) e-mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. (Revised 10-7-09)

5.8.2.2. Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notice given by personal delivery, telephone, or telegraph shall be delivered, telephoned, e-mailed or given to the telegraph company at least 48 hours before the time set for the meeting.

5.8.2.3. Notice Contents. The notice shall state the time and place for the meeting.

5.9. Quorum and Action. A majority of the authorized number of directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided such majority shall constitute at least either one-third (1/3) of the authorized number of directors or at least two (2) directors, whichever is larger, or unless the authorized number of directors is only one. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment. Except as the Articles of Incorporation, these By-Laws, and the General Corporation Law may otherwise provide, the act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors 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 and participation by such use shall be deemed to constitute presence in person at any such meeting.

5.9.1. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided that any action which may be taken is approved by at least a majority of the required quorum for such meeting.

5.10. Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and noticed, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, and consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waiver, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

5.11. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

5.12. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

5.13. Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing 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.

ARTICLE 6.

COMMITTEES

6.1. Committees of Directors. The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

6.1.1. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval;

6.1.2. Fill vacancies on the board of directors or in any committee;

6.1.3. Amend or repeal bylaws or adopt new bylaws;

6.1.4. Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repeal able;

6.1.5. Appoint any other committees of the board of directors or the members of these committees;

6.2. Club Revenue Generating Event Committee. Notwithstanding the provisions of Section 6.1, nominations for any Event Committee Chairperson position shall be conducted at a regularly scheduled Club meeting. These committees shall be overseen by the Board. The Vice President of the Board will be a member of all such committees, and the Board Treasurer will handle all monies. All contracts required for the event will be signed by the Club President and the Club Treasurer. The Event Committee Chairperson shall keep all Club members informed of the committee's progress at each regularly scheduled Club meeting following by a final report at the events conclusion. The Board Treasurer will handle all monies, but will not actively participate in the revenue generating activities of the event. The Board Treasurer will disburse funds to, and collect funds from, the Event Treasurer. The Event Treasurer will requisition funds, as needed, and will maintain records of all monies received and spent by the Event Committee. The Treasurer and Event Treasurer shall issue and receive receipts for all monies transferred to and from the Corporation Treasury at the time of transfer. The Event Treasurer shall issue monthly and final event financial statements to be included in the Corporation's Treasury Report, and shall return all profits of the event to the Corporation Treasurer for later distribution and retention. The event treasurer will work closely with the Corporation treasurer in order to stay informed regarding the financial transactions of the club. (Revised 10-7-09)

6.2. Meetings and Action of Committees. Meetings and action of committees shall be governed by, held and taken in accordance with these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE 7.

OFFICERS

7.1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and a fifth board member that must be a past board member and must be elected by the membership. The person nominated shall be an Active Member of "OVER THE HILL GANG of SAN DIEGO". The Corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed in accordance with the provisions of Subsection 7.3 of this Article. One person may hold two or more offices.
(Revised 10-7-09)

7.3. Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Subsection 7.3 or Subsection 7.5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

7.4. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

7.5. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

7.5.1. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. 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 it effective.

7.6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

7.7. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the By-Laws.

7.8. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision and control of the business and officers of the Corporation. He shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board. He shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

7.9. Vice-President. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws. The Vice President will be a member of all Club Revenue Generating Event Committees.

7.9. Secretary. The Secretary shall keep, or cause to be kept all records except financial records, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof, and maintains and records all standing rules. The Secretary shall also generate and answer Club correspondence in coordination with the President and the Board of Directors. The Secretary is also responsible for picking up the club mail from the Club post office box. (Revised 10-7-09)

7.9.1. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the By-Laws or by law to be given, and he shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

7.9.2. Membership Records. The secretary shall keep, or cause to be kept, record of the club members, showing the names, address, phone number, car, e-mail, type of membership and date admitted to the club. The Secretary handles all new member applications, collects all dues which will then be given to the treasurer along with a list of names including the amount of the dues collected from the member. The secretary is responsible to have a current updated roster printed semi-annually.
(Revised 10-7-09)

7.10. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and earnings (or surplus). The books of account shall at all reasonable times be open to inspection by any director.

7.10.1. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all his/her transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

7.10.2. The Treasurer shall publish a complete financial report to include all money received by source and a detailed list of all expenditures at each meeting for the prior month. The Treasurer shall publish a quarterly financial statement which includes all money spent during the past quarter. The Treasurer has the authority to sign checks up to five hundred dollars (\$500.00). The Treasurer and President's signatures are required on all checks in excess of five hundred dollars (\$500.00). In the event the President is not available to sign, the Chief Financial Officer shall have the Vice President's sign the check prior to issuance of the check. The Treasurer will allow audits of the Clubs financial records upon request of any Active Member. The Treasurer, the requesting Active Member and at least one other Board of Director will conduct such audits. The Treasurer will give any Active Member, upon request, a copy of the latest financial statement to include all money received by source, and a detailed list of all expenditures. All contracts will be signed by the President or Vice President when the President is not available and the Treasurer. .

7.11. Web-master. Maintains Over the Hill Gang of San Diego web page.

7.12. Car Club Council Representative. Appointed by the Club President. Represents the OTHG Club, attends all Car Club

Council (CCC) meetings and relays to the Club matters discussed at the CCC.

7.13. Club Historian. Appointed by the Club President. The Club Historian shall maintain the Club scrap books, pictures of Club outings and events, pictures of Club member cars and maintain the Club trailer. All historical information is Club property and shall be turned over to a succeeding Club Historian.

ARTICLE 8.

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

8.1. Definitions. For the purpose of this Article,

8.1.1. "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.

8.1.2. "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

8.1.3. "expenses" includes, without limitation, all attorneys' 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 attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

8.2. Successful Defense by Agent. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, 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 8.3 through 8.5 shall determine whether the agent is entitled to indemnification.

8.3. Actions Brought by Persons Other Than the Corporation. Subject to the required findings 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 by the Attorney General on the ground that the defendant directors was or is engaging in self-dealing within the meaning of California

Corporations Code, or by the Attorney General or a person granted 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

8.4. Action Brought by or on Behalf of the Corporation.

8.4.1. 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.

8.4.2. 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:

8.4.2.1. The determination of good faith conduct required by Section 8.5, below, must be made in the manner provided for in that section; and

8.4.2.2. 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 indemnify 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.

8.5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 8.3 and 8.4 above is conditioned on the following:

8.5.1. 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 plea of no contender or its equivalent shall not, of 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. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

8.5.2. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph 8.5.1. above shall be made by:

8.5.2.1. The board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;

8.5.2.2. The affirmative vote in accordance with 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).

8.5.2.3. 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.

8.6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 8.2 or 8.5.2.3, in any circumstance when it appears:

8.6.1. 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

8.6.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8.7. 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.

8.8. Contractual Rights of Non-directors and Non-officers. Nothing contained 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 contract or otherwise.

8.9. 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 9.

RECORDS AND REPORTS

9.1. Maintenance and Inspection of Articles and Bylaws. The secretary of the corporation shall keep the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection at all reasonable times.
(Revised 10-7-09)

9.10. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of 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 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.

9.11. 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. This inspection by a director may be made in person and the right of inspection includes the right to copy and make extracts of documents.

9.12. 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 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

9.12.1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

9.12.2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

9.12.3. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.

9.12.4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE 10.

CONSTRUCTION AND DEFINITIONS

10.1. 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.

ARTICLE 11.

AMENDMENTS

11.1. Amendment by Directors. These may be adopted, amended, or repealed by the board of directors.

ARTICLE 12.

OBJECTIVES AND PURPOSES

12.1. The objectives of this corporation shall be:

12.1.1. To promote street rodding/hot rodding.

12.1.2. To provide a means for members to show their street rods/hot rods.

12.1.3. To provide members with opportunities to discuss street rods/hot rods and to exchange ideas.

12.1.4. To promote camaraderie amongst the members of the Corporation

ARTICLE 13.

CLUB COLORS AND EMBLEM AND CLOTHING:

13.1. The Club colors are yellow, brown and black.

13.1.2. The Trademark emblem ("logo") Consists of a blue roadster (with flames) pickup with a white top on the left and a red coupe on the right, facing each other." OVER THE HILL", printed above the cars in an arc, with "GANG" below the arc, and "SAN DIEGO" printed below "GANG".

13.1.3. Club shirts are yellow, brown or black with the club Trademarked emblem, printed on the back and on the front left breast area. On yellow shirts the words "Over the Hill Gang", and the words "San Diego", shall be brown. On brown or black shirts, the wording shall be yellow. Either the traditional or anniversary style lettering may be used. All shirts are subject to Club approval.

13.1.4. Club letterman style jackets made with yellow-gold leather sleeves and chocolate brown wool body. Club emblem embroidered on the front left breast area and back upper center. Club members name embroidered on the front right breast area. Club Members may add their car year/car type embroidered below the Club emblem on the front. All jackets are subject to Club approval.

13.1.5. Club windbreaker style jacket are light weight nylon yellow, brown or black. Club emblems, member name and car information in same location as the Club letterman style jacket. All jackets are subject to Club approval.

13.1.6. Any use of the Club trademark emblem is subject to Club approval.

STANDING RULES

14.1. STANDING RULES: A Standing rule is a proposed change of the By-Laws. A majority vote by secret ballot by the Active membership present at a regularly scheduled meeting is required to pass a Standing Rule. The rule will be effective for twelve (12) months. At the end of twelve (12) months to remain in effect, it must be voted on for a final time. A majority vote by secret ballot by the Active membership present at a regularly scheduled meeting is required for a Standing Rule to

become permanent and new Resolution number assigned and passed.

CLUB FUNCTIONS

15.1. CLUB FUNCTIONS: Club functions are determined by the Board of Directors. The Club President shall announce the Club functions at a regularly scheduled Club meeting prior to the function for Club approval. All Active Members are expected to wear their OTHG attire and drive their Club car to the function.

CLUB PLAQUES AND DECALS

16.1. CLUB PLAQUES AND DECALS: Active Members may display a Club plaque mounted and visible at the front or rear of the Club car or authorized Club decal visible on the right & left side or rear, roadsters on windshield of the Club car depicting the "Over The Hill Gang of San Diego".

ALCOHOL

17.1. The Over The Hill Gang shall not host or sponsor any event where alcohol is provided.

CERTIFICATE OF ADOPTION OF BY-LAWS

ADOPTION BY INCORPORATOR:

The undersigned person, appointed in the Articles of Incorporation to act as the Incorporator of **OVER THE HILL GANG SAN DIEGO**, hereby adopts the above and foregoing By-Laws as the By-Laws of said Corporation.

EXECUTED this _____ day of _____, 2009.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of **OVER THE HILL GANG SAN DIEGO**; that the foregoing By-Laws were adopted as the By-Laws of said Corporation on the date set forth above by the person appointed in the Articles of Incorporation to act as the Incorporator of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this _____ day of _____, 2009.

Secretary

