

Electric Auto Association

(A California Nonprofit Public Benefit Corporation With Members)

I. CORPORATION PURPOSES:

A. To act as a source of information for the membership, other organizations and the public, on the current state of electric vehicle technology worldwide.

B. To encourage experimentation in the building of electric vehicles, particularly to improve energy and resource efficiency, reduce emissions and improve vehicle safety.

C. To promote and organize public exhibits of electric vehicles built by members and others for the purpose of informing the public on the progress of electric vehicle technology and conducting public opinion polls.

D. To use all media, such as newsletters, web sites, information packages, and other paper and electronic media designed to inform the public and promote the cause of electric vehicles.

II. OFFICES:

*A. The principal office and any other office(s) shall be located at such place(s) as the Board of Directors shall authorize. [5160]**

III. MEETINGS AND VOTING RIGHTS:

A. REGULAR MEETINGS: The annual meeting of the members of the corporation shall be held each year at a place, date and time arranged by the Board of Directors. Notice of the meeting shall be sent to each member of record, as of the date of notice, by mail not less than 20, nor more than 90 days prior to the meeting date. At each annual meeting directors shall be elected and any other business may be transacted which may properly come before the meeting. [5510 (a), (c)]

B. CHAPTER MEETINGS: For the convenience of participation, groups of members may form chapters in geographic regions. Meetings of chapters shall be held at times and places determined by the chapter officers and its members. [5510(a)].

C. SPECIAL PURPOSE MEETINGS of members may be called by the Board of Directors, the Chairman, the President or by 5% or more of the members. Special purpose meetings shall be held not less than 35 nor more than 90 days after receipt of a valid request. [5510(e), 5512)

D. NOTICE OF SPECIAL PURPOSE MEETINGS of members shall be sent by EAA to all members of record, by mail, not less than 20, nor more than 90 days prior to the meeting date. Meeting notices shall state the business to be transacted and nominees for positions, if an election is to be held, as well as the time and place of the meeting and date by which proxies must be received. Business at special purpose meetings shall be limited to that stated in the meeting notice. A proxy form shall be furnished to each member with the meeting notice with which the member may vote absentia on the business or the candidate. [5511]

E. QUORUM FOR THE TRANSACTION OF BUSINESS: At any meeting of the members those present plus those represented by proxy shall constitute a quorum, if 5% or more of the members are represented. The affirmative vote of a majority of those voting in person and by proxy shall be the act of the members. [5510(d), 5512]

F. ACTION BY WRITTEN BALLOT WITHOUT A MEETING: Any action, including election of directors, which may be taken at a meeting of members maybe taken without a meeting by mailing to each member of record a ballot describing the proposed action with an opportunity for the member to specify approval or disapproval of the proposal(s). A reasonable time limit for the return of the ballots shall be stated. Approval on a majority of the ballots received by the stated time shall be the act of the members if 5% or more of the members voted. If directors are to be elected by mailed ballot, without a meeting, the number to be elected shall be stated and that number of candidates receiving the highest numbers of votes on ballots received by the stated time shall be considered elected. Written ballots are irrevocable. [5513(d)]

G. VOTING: Each member shall be entitled to one vote on proposals and for candidates at general meetings of members in person or by proxy or by mailed ballot if a meeting is not held.. [5610]

H. PROXIES: Each member entitled to vote, may do so by sending a proxy to the Secretary of the corporation, which must be received by the date set in the meeting notice. A proxy shall be valid only for the specific meeting and proposal(s) stated in the meeting notice. Proxies must be delivered in a sealed envelope and are to be opened only by a teller committee appointed by the Board of Directors.[5613]

IV. BOARD OF DIRECTORS:

A. POWERS OF THE BOARD: The activities and affairs of the corporation shall be conducted by or under the direction of the Board of Directors subject to any limitations in the Articles of incorporation or these bylaws. [5210, 5150 (a)]

B. NUMBER OF DIRECTORS: The authorized number of directors of the corporation shall be an odd number not less than three(s) nor more than eleven (11). The exact number of directors shall be set within these limits from time to time by affirmative vote of a majority of the directors or by affirmative vote of a majority of members voting at a duty held meeting and by proxy or by mail received by the time limit stated in the notice. The maximum and/or minimum number of directors may be only changed by approval of the members. [5151]

C. DIRECTORS NOMINATION, ELECTION AND TERM: Nominations of candidates for director may be made to the Board of Directors by any member at any time to fill vacancies or to replace members whose term has expired. Nominations shall close 60 days prior to the date of the meeting at which the election is to occur or the date by which written ballots must be received. The Board shall provide nominee a reasonable opportunity to accept or reject nomination, communicate to members their qualifications and reasons for candidacy and to solicit votes. Directors shall be elected at each annual meeting of members and shall hold office until the expiration of the term for which elected and until their respective successors are elected and qualified or until death, resignation, or removal. Directors shall be elected for terms not exceeding three (3) years. Terms shall be arranged so that no more than one half will expire in a single year any bylaw amendment increasing the terms of directors

or extending any director's term, must be approved by the members. [5220]

D. RESIGNATIONS: Any director may resign effective upon giving written notice to the Chairman of the Board or to the Secretary of the Board. However, no director may resign if such resignation would leave the corporation without a duly elected director in charge of its affairs. [5224, 5226]

E. REMOVAL: The Board of Directors may declare vacant the office of a director, elected subsequent to the adoption of this bylaw, who fails to attend or otherwise actively participate in three consecutive board meetings. If not in attendance, active participation may be by written input to the upcoming meeting. The entire Board of Directors, or any individual member of the board, may be removed from office by affirmative vote of the majority of members voting by written ballot or in person and by proxy at a duly held meeting for which such removal was stated in the meeting notice as a proposal to be decided at the meeting. If the members act to remove the entire board they must immediately elect a replacement board. [5221, 5222]

F. VACANCIES: A vacancy(s) on the Board of Directors shall be deemed to exist whenever there are fewer directors than the authorized number. Such vacancies may be filled by a majority of the remaining directors or by a sole remaining director. The members may elect a director at any time to fill any vacancy not filled by the Board of Directors. [5075, 5224(b)]

G. REGULAR MEETINGS: The board shall meet at least quarterly. One board meeting shall be held immediately after each regular meeting of members for the purpose of organization, appointment of officers and transaction of other business. [5211]

H. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS may be called by the Chairman or the President or any Vice President or the Secretary of the corporation or by any two (2) directors or by five (5) percent or more of the members. [5211(a)(1)]

I. NOTICE OF MEETINGS: Notice of the time, date and place of all meetings of the Board of Directors shall be delivered to all directors at least one week in advance by first class mail or 48 hours notice, before a special urgent meeting, by personal delivery or telephone, including a voice messaging system or other system or technology

designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. [5211(a)(2)]

J. ACTION WITHOUT A MEETING: Any action which may be taken by the Board of Directors, may be taken without a meeting if all directors consent in writing to such action. Such consent shall be filed with the minutes of proceedings of the Board of Directors. [5211(b)]

K. QUORUM AND TRANSACTION OF BUSINESS: A majority of the authorized number of directors present in person or participating by phone shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- 1. Each member participating in the meeting can communicate concurrently with all other members.**
- 2. Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.**
- 3. The board has adopted and implemented a means of verifying both of the following:**
 - a) A person participating in the meeting is a director of other person entitled to participate in the board meeting.**
 - b) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors. [5211(a)(6)(7),(8)]**

L. MEETINGS: The Chairman of the Board shall preside at every meeting of the board, if present. If no chairman is present a chairman chosen by a majority of directors present shall act as chairman. The Secretary of the corporation or in the absence of the Secretary, any person appointed by the Chairman shall act as secretary of the meeting.

M. COMPENSATION: *Directors and members of any committees shall serve without compensation except for reimbursement of expense incurred on behalf of the corporation and subject to prior approval by the Board of Directors. [5235]*

N. COMMITTEES: *The Board of Directors may create one or more committees each consisting of two or more directors and may include other members of the association. The board shall define the responsibilities and authority of each committee. [5212]*

V. ORGANIZATION

A. OFFICERS: *The corporation shall have a Chairman of the Board, or a President or both, a Secretary, a Treasurer and such other officers with such titles and duties as the Board of Directors shall determine. All officers shall be chosen and appointed by the Board of Directors and serve at the pleasure of the Board. [5212, 5213]*

B. THE CHAIRMAN OF THE BOARD shall exercise such powers and perform such duties as may be assigned by the Board of Directors. The Chairman may sign and execute, in the name of the corporation, any instrument authorized by the Board of Directors. The Chairman shall have all the general powers and duties of management usually vested in the President or Chief executive Officer of a corporation.

C. THE SECRETARY shall keep, or cause to be kept, in a place and form readily available to any director:

1. *Minutes of all meetings of the corporation members, Board of Directors and committees of the Board of Directors.*
2. *Names and addresses of all members.*
3. *The original or copy of the Articles of Incorporation.*
4. *These bylaws including any revisions.*

D. THE TREASURER shall be responsible for maintaining accurate and correct books and records of moneys of the corporation received and disbursed and for depositing same in the name to the credit of the corporation and shall provide a statement of financial

condition of the corporation to the Board of Directors when called upon to do so.

E. CHAPTERS: Members may form Chapters. Each Chapter has its own meetings, procedures and activities, Chapters must establish and maintain a relationship as affiliates of the EAA and agree to abide by the bylaws and Code of Ethics of the Electric Auto Association.

VI. CONTRACTS AND LOANS :

A. CONTRACTS: The Board of Directors may authorize any director, committee of directors or officer of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Without such expressed and recorded authorization no director, committee, officer or other person shall have the power or authority to bind the corporation or to render it liable for any purpose or in any amount. [5141,5210]

B. LOANS: No loans shall be contracted on behalf of the corporation unless authorized by the Board of Directors.

VII. MEMBERSHIPS:

A. ADMISSION OF MEMBERS: The corporation, shall admit as a member anyone who pays the annual membership fee and shall consider each such person a member for one year following receipt by the corporation of each membership fee. Certain institutions, organizations and individuals may be granted complimentary memberships at the discretion of the Board of Directors. Any member may resign at any time by written notice to the Board of Directors. [5310]

B. CLASS OF MEMBERS: The corporation, shall have one class of members and each member shall have one vote on matters to be voted on by the members. [5330]

C. DUES: The Board of Directors may levy upon members such dues, assessments and fees as it may deem appropriate. [5351]

VIII. INSPECTION OF CORPORATE RECORDS:

A. Every director shall have the right to inspect and copy all books, records and documents of the corporation and to inspect the physical properties of the corporation at any reasonable time. Each member shall have the same right of inspection for purposes reasonably related to the business of the association and in the interests of the membership, upon written request stating the purpose, to the Board of Directors. No director or member shall use any record, such as members' names and addresses, for any purpose not in the best interests of the corporation or any member.

IX. MISCELLANEOUS:

A. FISCAL YEAR: The fiscal year of the corporation shall end on the last day of December of each calendar year.

B. ANNUAL REPORT: The Board of Directors shall cause an annual report to be prepared and sent to members, within 120 days after the close of each fiscal year. The report shall include, in appropriate detail: summaries of the corporation, chapter and member activities and corporation income and expenses.

C. BYLAWS: It is the intent of these bylaws to comply with mandatory requirements of the California Nonprofit Corporation Law. The Board of Directors will correct any noncompliance brought to its attention. These bylaws may be adopted, amended, revised or repealed by the Board of Directors or by the members unless the action would materially and adversely affect the rights of the members. [5150]

D. CODE OF ETHICS: The Association will adopt and abide by a Code of Ethics published to the membership as a separate document.

E. AWARDS: The association may grant awards for meritorious service, technical achievement, or other purposes as determined by the Board of Directors.

* Numbers in brackets refer to California Nonprofit Corporation Law. If this law should change, the intent of these sections in this document is to follow the law as modified.