

# BYLAWS OF Tesla Owners Washington



## ARTICLE 1 NAME AND PURPOSE

**Section 1. Name and Nature of Corporation.** TESLA OWNERS WASHINGTON. (hereinafter referred to as The Club) is a nonprofit corporation formed under the State of Washington Statute RCW 24.03.025, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)7 of the Internal Revenue Code and the regulations issued thereunder.

**Section 2. Primary Purposes.** The Club is a social club organized for the purpose of promoting the safe use and enjoyment of Tesla products, fostering information exchange and fellowship between its membership, and providing education regarding electric vehicle and sustainable energy related issues. The corporation is an independent club not affiliated with Tesla, Inc. Membership is open to any person(s) who owns a Tesla product or holds a reservation for a Tesla product. It shall be operated exclusively for social, educational, and technology purposes.

## ARTICLE 2 OFFICES

**Section 1. Registered Office.** The Club shall at all times maintain in the State of Washington a registered agent, whose business office shall be the registered office of the Club.

**Section 2. Other Offices.** The Club may also have such other offices within or without the State of Washington as the Board of Directors may, from time to time, designate, and as the business and affairs of the Club may require.

## ARTICLE 3 MEMBERSHIP AND DUES

**Section 1. Eligibility.** Membership in the Club is open to any person who agrees to comply with the Bylaws and the direction of the Board of Directors, has paid current dues, and has no outstanding financial obligations to the Club. Members must be a person who pays dues. Tesla product ownership or a product reservation is required and there is no minimum age limit.

**Section 2. Membership Classes, Privileges and Obligations.** A membership entitles one member and their immediate family to participate in Club activities. Members are entitled to attend any meetings, functions, and activities of the Club except those designated as specific membership level only meetings, functions, and activities, and Executive Sessions of the Board of Directors. Members are responsible for their conduct and that of their guests at all Club activities.

**Section 3. Dues.** Annual dues shall be established by the Board of Directors on a yearly basis considering the Club's financial status and estimated requirements for the current year. The membership year shall be for a period of twelve months from the date at which the membership is initiated and will not be prorated or refunded if upgraded or downgraded before membership expires.

**Section 4. Censure and Expulsion.** An individual's or a bundle's membership can be revoked for cause by a majority vote of the Board of Directors for any offense deemed sufficient. The member must be notified in advance by the President and afforded an opportunity to refute any charges. Termination of membership does not entitle individuals to a refund of annual dues, but other financial settlements can be made based on cost to the Club and approval of the Board of Directors.

## ARTICLE 4 BOARD OF DIRECTORS

**Section 1. General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of the Club and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

**Section 2. Number, Election, and Term of Office.** New officers and directors are appointed by The Board of Directors. To be eligible to serve as an officer or board member, the club member must be in good standing, have a permanent residence in Washington, own a Tesla product and be over 25 years of age. The Board of Directors shall consist of no fewer than three (3) and no more than seven (7) members. Board member terms are two years with an unlimited number of reappointments being permitted. At the end of the term the President will make recommendations regarding reappointing board members for another term and the board will vote on it based on a simple majority per recommendation. If there is an even number of Board Members in the event of a tie the President will have two votes. Election to the Board of Directors shall occur at the Annual Board of Directors Meeting, except in the case of filling vacancies.

**Section 3. Officers.** The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers, as it may consider appropriate with such duties as it may prescribe.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person and shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of their predecessor in office.

**Section 5. Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the State of Washington, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally, by mail, or other means of electronic transmission to each Director at their address as shown in the records of the Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum and Proxies.** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted. Board members may attend meeting via teleconferencing, video conferencing, or any other electronic means deemed appropriate by the board. Such attendance will count as part of a quorum count.

**Section 9. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Compensation.** Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses and leadership summit expenses on behalf of the club if funds permit. Nothing herein shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefor.

**Section 11. Informal Action.** Any action may be taken without a meeting of the Directors if a consent, in writing, setting forth the action so taken, shall be signed by all of the Directors.

**Section 12. Resignation; Removal.** A Director may resign from the Board of Directors at any time by giving notice of their resignation in writing addressed to the President or Secretary of the Club or by presenting their written resignation at an annual, regular, or special meeting of the Board of Directors. Regardless of term limits, any current board member(s) may request the removal of another, including the President for cause. The Board will review the facts and vote on the proposed removal. The removal would be based on a simple majority vote cast by the board. If there is an even number of board members in the event of a tie the President will have two votes.

## **ARTICLE 5 REGULAR COMMITTEES/CHAPTER LEADS**

**Section 1. Purposes.** The Board of Directors may establish such regular committees and appoint Chapter Leads to assist it in the performance of its duties, as it considers appropriate.

**Section 2. Number, Election, and Term of Office.** To be eligible to serve as a Committee member or a Chapter Lead, the club member must be in good standing, have a permanent residence in Washington, own a Tesla product and be over 25 years of age. The Chairpersons as well as the number of members of each regular committee and Chapter Leads shall be selected and determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors. Committee Chairpersons and Chapter Leads shall serve for a two (2) year term or until resignation or removal by the Board of Directors with or without cause. Committee Chairpersons and Chapter Leads may be reappointed after serving their two (2) years.

**Section 3. Committee Officers.** The Board of Directors may designate from among the members of each regular committee a Chairperson and Vice Chairperson of such committee, and such other officers as the Board of Directors may determine. The Chairperson, Vice Chairperson, and any other officers of each such committee shall have such duties as the Board of Directors prescribes.

**Section 4. Chapter Leads.** The Board of Directors may designate from among the members of each designated chapter region a Chapter Lead or Co-Chapter Lead. A Chapter Lead's duties are to include but not limited to suggesting, planning, and hosting regional events in their designated chapter region, to help promote the Club and recruit members in their designated chapter region in accordance with Participation Requirements of the Chapter Lead Agreement.

**Section 5. Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. Committee Chairpersons and Chapter Leads are required to attend no less than four (4) regular meetings determined by the Board of Directors during their designated Term of Office.

**Section 6. Vacancies.** Vacancies in the membership of any committee or Chapter Lead shall be filled by the Board of Directors until a new appointment can be determined.

**Section 7. Resignation; Removal.** A Committee Chairperson or a Chapter Lead may resign from their position at any time by giving notice of their resignation in writing addressed to the President or any Board Member of the Club or by presenting their written resignation at an annual, regular, or special meeting of the Board of Directors. If or when a removal is proposed, the Board will review the facts and vote on the proposed removal. The removal would be based on a simple majority vote cast by the Board of Directors. If there is an even number of board members in the event of a tie, the President will have two votes. The Board of Directors reserves the right to remove a Committee Chairperson or Chapter Lead if the Committee Chairperson or Chapter Lead fails to remain in good standing, does not meet the Participation Requirements as stated in the Chapter Lead Agreement, or moves out of Washington State. If a Committee Chairperson or Chapter Lead fails to renew their membership in the Club, they will be removed from their designated position until they are in good standing with the Club.

**Section 8. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 9. Rules.** Each Committee or Chapter Lead may not adopt rules for its own government without being submitted to the Board of Directors for review and approval by the Board of Directors.

**Section 10. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE 6 OFFICERS**

**Section 1. Officers.** The Officers of the Club shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected and appointed by the Officers of the Club in accordance with the provisions of this Article.

**Section 2. Election and Term of Office.** The Officers of the Club shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of two (2) years and thereafter until their successor shall have been duly elected and qualified. Each term has an unlimited number of reappointments being permitted.

**Section 3. Removal.** Regardless of term limits, any current board members may request the removal of another, including the President, for cause. The board will review the facts and vote on the proposed removal. The removal would be based on a simple majority vote cast by the board. If there is an even number of board members in the event of a tie the President will have two votes.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the chief executive officer of the Club and, in general, shall supervise and control all of the business and affairs of the Club. They may sign, with the Secretary or any other proper Officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and they shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President.** In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by President or the Board of Directors from time to time.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall be responsible for all funds and securities of the Club, receive and give receipts for monies due and payable to the Club and deposit all such monies in the name of the Club in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

## **ARTICLE 7 INDEMNIFICATION**

To the full extent permitted by the Washington Nonprofit Corporation Act of the State of Washington, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that they are or were a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under Washington Nonprofit Corporation

Act of the State of Washington. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

## **ARTICLE 8 CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Club, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Club, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by such Officer or Officers and/or agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts and Contributions.** The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Club. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Washington and any other relevant jurisdiction.

## **ARTICLE 9 BOOKS AND RECORDS**

The Club shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE 10 FISCAL YEAR**

The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 11 WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of the State of Washington or under the provisions of the Articles of Incorporation or the Bylaws of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 12 AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular, or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend, or repeal the Bylaws or to adopt new Bylaws at such meeting. In the event of any disparity, Robert's Rules of Order shall apply.



Theresa Ramsdell – President

2022-06-17

Date