

**BYLAWS**  
**OF THE**  
**DALLAS - FORT WORTH PANTERA CLUB**  
*May 1, 2024*

**ARTICLE I**  
**Mission**

The Dallas — Fort Worth Pantera Club exists to provide a forum for like-minded individuals to share their enthusiasm about the DeTomaso marque and to encourage the preservation and enjoyment of DeTomaso products.

**ARTICLE II**  
**Principal Office**

The Board of Directors is hereby granted full power and authority to change the DFWPC principal office from one location to another in the State of Texas as they deem reasonably necessary to facilitate the business of the Chapter. The address of said principal office and any such change shall be noted by the Secretary and provided to the Secretary of State of Texas and to the Pantera Owners Club of America (POCA).

**ARTICLE III**  
**Membership and Dues**

Section 1. Classification of Members

There shall be two (2) classes of members of DFWPC, to wit: Regular Members and Associate Members. .

## Section 2. Eligibility for Membership

A Regular Member is one who has an interest in the furtherance of the DeTomaso Marque and DeTomaso automobiles, including, but not limited to: Pantera, Mangusta, Valledunga, Deauville, Longchamp, and Guara. While members of the POCA Chapter may or may not choose to be POCA members, only POCA Members and Associate Members have voting rights.

An Associate Member is one who is the spouse, family member, or significant other of a Regular Member. Each Regular Member has the right to name one Associate Member.

## Section 3. Qualifications and Admission of Members

Regular Members and Associate Members shall be persons of responsibility, integrity, and high standing in the communities in which they reside. Regular POCA members must select DFW Pantera Club on their POCA membership.

## Section 4. Termination of Membership

A membership shall terminate upon the resignation or death of the member. Expulsion for nonpayment of dues shall be automatic when a member is dropped from the POCA roster. All rights of a member in DFWPC or its property shall cease upon termination of the membership.

## Section 5. Dues

Dues of Regular Members shall be paid annually in the amount set by the Pantera Owners Club of America (POCA) and shall be payable to POCA in accordance with the POCA Bylaws.

## Section 6. Interested Parties

“Interested Parties” are individuals who are not POCA or DFWPC members but have interest in the DeTomaso marque. They may participate in DFWPC activities not deemed a “Members Only” event.

## **ARTICLE III**

### **Meetings and Voting**

#### **Section 1. Meetings of Members**

Monthly meetings of the members shall be held at 6:30 p.m. on the second Tuesday of each month or at such other time and day as may be set by the Board of Directors. The Board of Directors may schedule, reschedule or cancel club meetings to meet the needs of the Membership. Special meetings of the Members may be called and held as may be ordered by the Board of Directors or by Members holding not less than one-third of the voting power of Members. Notice of a change of time, date and/or location of a monthly meeting and notice of any special meeting(s) shall be published via email or other electronic means to the membership roster at least two weeks prior to any such meeting so changed or called. This notice shall include the time, date, location of such meeting and include the reason for the change and/or the purpose of the special meeting.

#### **Section 2. Voting**

All Regular Members and Associate Members shall have equal voting and other rights. Each shall be entitled to one vote.

## **ARTICLE IV**

### **Officers and Directors**

#### **Section 1. Officers.**

- a) The officer of DFWPC shall be the President, the Vice President, the Secretary, and the Treasurer.
- b) Collectively these four officers constitute the Board of Directors (Directors) of DFWPC. The Officers may recruit other Members to support club activities. The recruits hold no rights of the Officers regarding chapter business except their voting rights as a member.
- c) The Board of Directors shall meet quarterly and as needed for related business matters.

## Section 2. Election of Officers

- a) Nominations for each office shall be solicited from DFWPC members from November 15 — 30<sup>th</sup>, each year.
- b) The candidates for the various offices shall be selected from those members who at the present time are and continue to be POCA members in good standing in accordance with the POCA Bylaws.
- c) Ballots shall include the option for a write-in vote for each office.
- d) Balloting will occur no later than December 15<sup>th</sup>, each year.
- e) The officers shall be voted into office annually by a simple majority of the ballots cast by Members and Associate Members eligible to vote on the final day ballots are collected.
- f) The President, Vice-President and Secretary shall hold his or her office for a period of one year from January to January or until he/she resigns, is disqualified to serve, is unable to serve due to illness or death, or is removed from office. The Treasurer shall hold office for two years, beginning in January and serving until he/she resigns, is disqualified to serve, is unable to serve due to illness or death, or is removed from office. In the event no replacement officer is elected or appointed, the current officer shall remain in office until a successor is elected.

## Section 3. Removal and Resignation

- a) Any officer may be removed from office with cause by a two thirds (2/3) vote of DFWPC members. Every DFWPC member must receive notice of such a vote to be taken.
- b) Vacancies in the Board of Directors caused by resignation, death, or removal of any of its members may be filled through appointment by a majority vote of the remaining Directors. The appointee may only serve until such time that a special election can be held, and a successor is elected.
- c) Vacancies in any of the additional offices appointed by the Board of Directors may be filled through appointment by a majority vote of the Directors.

#### Section 4. President

- a) The President shall be the chief executive officer of DFWPC, and shall have general supervision, direction and control of the affairs of DFWPC.
- b) The President shall preside at all meetings of the members and at all meetings of the Board of Directors.
- c) The President shall attend the bi-monthly teleconference of the POCA Club Presidents. In the absence of the President, any Officer can attend the teleconference when directed by the President.
- d) The President shall plan for the time and location of member meetings and inform the membership. Should the President be unavailable, the Vice-President will schedule the meeting. Any Officer can inform the membership.

#### Section 5. Vice-President

- a) The Vice-President shall, in the absence or disability of the President, perform all duties of the President, and when so acting shall have the powers of and be subject to the restrictions upon the President.
- b) The Vice-President shall also serve as the Public Relations Manager for DFWPC and shall greet and spend time with new members and guests at meetings and events.

#### Section 6. Secretary

- a) The Secretary shall keep a book of the names of those present at the Director's meetings, and at the monthly chapter meetings. In addition, the Secretary may also keep a book of approved minutes of all meetings of the Directors and of the Members; with the time and place of the meeting, how called or authorized, the notice thereof given, and the proceedings thereof.
- b) The Secretary shall prepare and distribute DFWPC's news and updates, as needed. Items may include: a summary of the monthly meetings, events flyers, a calendar of events, articles submitted by DFWPC's members, new members names, and other material of interest to DFWPC and its members. Any news will be published electronically on the club's website and Facebook site, and notification will be sent out to all members when the website is updated.
- c) The Secretary shall keep and maintain all DFWPC records not of a financial nature including all correspondence, Membership Roster, Distribution List and the original, signed copy of the current By-Laws. When directed, The Secretary shall send updated By-Laws to the POCA. The Secretary will take attendance at club meetings.

## **Section 7. Treasurer**

- a) The Treasurer shall be the chief financial officer of DFWPC and shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of funds, and an account of cash and other assets. Such books and records shall, at reasonable times, be open to inspection by any Member, Officer or Director of DFWPC.
- b) The Treasurer shall make available a financial report to the Members at each regularly scheduled membership meeting.
- c) The Treasurer shall keep and maintain all records and correspondence of a financial nature.
- d) The Treasurer shall deposit all moneys of DFWPC with such depositories as are designated by the Board of Directors and shall disburse the funds of DFWPC as may be ordered by the Board of Directors and shall render to the President or the Board of Directors, monthly reports of the financial condition of DFWPC.
- e) The Treasurer shall file all forms to governmental agencies as may be required, which shall include, but not be limited to, The Secretary of State, Franchise Tax Board, IRS, and POCA.

## **ARTICLE V**

### **Miscellaneous**

#### **Section 1. Execution of Documents**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of DFWPC and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no Officer, agent or other person shall have any power or authority to bind DFWPC by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

#### **Section 2. Inspection of Bylaws**

DFWPC shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, signed by the Secretary, which shall be open to inspection upon the request by any DFWPC member within a reasonable timeframe. These Bylaws shall also be available on the official DFWPC website.

### Section 3. Rules of Order

The rules contained in Roberts Rules of Order, revised, shall govern all member's meetings and Director's meetings of DFWPC, except in instances of conflict between said Rules of Order and the articles or Bylaws of DFWPC/POCA or provisions of law.

## ARTICLE VI


### Amendments

#### Section 1. General

New Bylaws may be adopted, amended, or repealed, or these Bylaws may be amended or repealed, by a majority of the members casting votes. All Regular Members and Associate Members shall have equal voting and other rights. Each shall be entitled to one vote. Only those members will be entitled to vote to amend the bylaws.

#### Section 2. Procedure

Proposed amendments or changes to these Bylaws shall be distributed to the DFWPC membership at least two weeks prior to any vote taken. Amendments or changes are to be open for discussion and review. The proposed amendments or changes may themselves also be changed or modified by a majority vote. After changes are made amendments shall be distributed in their final form to the DFWPC membership at least two weeks prior to any vote taken. At the second review/meeting the proposed amendments or changes shall either be accepted or rejected by a majority vote. Special distributions and/or special meetings may be used in place of a newsletter and/or regular meetings; but in all cases, the distributions must be at least two weeks prior to any vote taken. Notice must indicate that action will be taken regarding the enclosed proposed Bylaws amendments or changes, the date and time of the meeting, and the type of action to be taken (either to discuss and review, or to accept or reject).

As duly adopted/amended on 05/1/2024 by:  - DFWPC Officer  
(date) (Signature of Officer)