

# BYLAWS OF THE TESLA OWNERS CLUB OF MARYLAND

A MARYLAND NONPROFIT NON-STOCK CORPORATION



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## **Article I. NAME**

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This Corporation shall be known as the Tesla Owners Club of Maryland, hereinafter called the "Club".

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## **Article II. OFFICES**

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The principal office for the transaction of the business of this Club will be in the County of Montgomery, State of Maryland. This Club may also have an additional office or offices within or outside the State of Maryland as the Board may from time to time establish.

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## **Article III. PURPOSE**

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### **Section III.01 GENERAL**

The purpose and objectives of this Club shall be to engage in any such social, educational, scientific, investigative, literary, historical, and community service pursuits to conform to the provision of Section 501 (c) (7) of the Internal Revenue Code.

### **Section III.02 DIRECTIVES**

This Club shall:

- (a) be operated to promote the safe use and enjoyment of Tesla products in a family oriented atmosphere;
- (b) promote information exchange among its members to develop a better understanding of Tesla vehicles, their safe use, and related topics specific to Maryland;
- (c) provide an opportunity for its membership to gather and socialize with one another through the organization and provision of events, meetings (conventional or virtual), and social media;
- (d) advance Tesla's mission to accelerate the world's transition to sustainable energy;
- (e) work as closely as possible with Maryland public utilities, legislators, and law enforcement to promote the acceptance and use of electric vehicles.
- (f) maintain good standing with the Tesla Owner Club program.

### **Section III.03 ASSETS**

This Club is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private individual. The property, assets, profits, and net income of this

Club are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this Club shall ever inure to the benefit of any Board Member, officer, or member thereof or to the benefit of any private individual. Upon the dissolution, or upon abandonment, the assets of this Club remaining after payment of or provision for all debts and liabilities of the Club, shall be donated to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this Club, as the Board of this Club may designate, subject to the order of a Court as provided by law. None of such assets shall be donated to any organization other than one organized and operated exclusively for purposes as set forth in Section 501 (c) (7) of the Internal Revenue Code.

#### **Section III.04        GOVERNMENT POLITICS**

No substantial part of the Club's activities shall consist of carrying on propaganda, or otherwise attempting to falsely influence legislation, nor shall the Club participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

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### **Article IV. MEMBERSHIP**

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Membership in this Club shall remain open to all interested persons who support the purposes detailed in [Article III](#). An active member shall be defined as an individual who attends at least three or more club events annually or otherwise actively contributes to the club via membership dues, the Website or other Club related activities.

Membership consists of three general classes:

- (a) **Free.** A Free Member is an active member in good standing as defined herein that is not of another membership class.
- (b) **Paid.** A Paid Member is an active member in good standing as defined herein that has paid monetary dues to the Club for the Paid Membership term.
- (c) **Sponsor.** A Sponsor Member is an organization or business that has contributed Sponsor-Level dues to the Club for the Sponsor Membership Period. Dues may be in monetary form, or in any other such form as mutually agreed by both the Sponsor and the Board. If not monetary, the dues shall appraise at fair market value at least equal to or greater than the monetary dues set by the Board for the membership term.

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## Article V. TRANSPARENCY AND PROCEDURES

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### Section V.01 GENERAL

This Club shall operate to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to ensure fairness. In addition to the specific procedures set forth in these Bylaws, the Board shall investigate the development of additional policies and procedures designed to provide information about, and enhance the ability of interested persons to provide input to, the Board. Any such policies and procedures shall be widely publicized by the Board in draft form, on a publicly-accessible Internet World Wide Web site maintained by this Club (the "Web Site"). Any such policies and procedures may be adopted only after a process for receiving and evaluating comments and suggestions has been established by the Board, and after due consideration of any comments or suggestions received by the Board.

### Section V.02 ACCESS TO INFORMATION

The Board shall publish, at least annually, a report describing its activities and an audited financial statement describing any reimbursements made by this Club to the Board or any Member. Minutes shall be approved and published no later than thirty (30) days after the meeting. Minutes shall be made available immediately following approval by the Board; provided, however, those minutes relating to personal or disciplinary matters, that this Club is prohibited by law from disclosing publicly.

For any matters that the Board determines not to disclose, the Board shall describe in generic terms the reason for such nondisclosure.

### Section V.03 NOTICE AND COMMENT PROVISIONS

The Board shall post on the Web Site:

- (a) periodically a calendar of scheduled meetings for the upcoming year, and
- (b) in advance of each Board meeting, a notice of the fact and time that such meeting will be held and, to the extent known, an agenda for the meeting. If reasonably practicable the Board shall post notices of special meetings of the Board at least fourteen (14) days prior to the meetings.
- (c) Prior to adoption of any policies that substantially affect the operation of this Club the Board will:
  - (i) provide public notice on the Web Site explaining what policies are being considered for adoption and why;
  - (ii) provide a reasonable opportunity for parties to comment on the adoption of the proposed policies, to see the comments of others, and to reply to those comments; and

- (iii) after a reasonable comment period, take action on the proposed policies, establishing an effective date, and publishing the reasons for the action taken.

### **Section V.04 RECONSIDERATION**

The Board shall adopt policies and procedures through which a party affected by an action of this Club, either directly or indirectly, can seek reconsideration of that action. A court of competent jurisdiction shall have the power to review claims of violation of these Bylaws and to order relief therefrom.

These policies and procedures may include threshold standards or other requirements to protect against frivolous or non-substantive use of the reconsideration process. The Board may, in its sole discretion, provide for an independent review process by a neutral third party.

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## **Article VI. VOTING**

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All active Paid members shall have equal voting rights, with no more than one (1) vote per member.

Proxy voting shall not be allowed for appointments to the Board. Proxies may be submitted by Officers voting on Club business. Club business shall ordinarily be conducted at the regular meetings. At the President's discretion, Board business that requires a vote may be conducted for issues that require immediate action, provided that a reasonable attempt is made to notify all Board members of the vote.

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## **Article VII. MEETINGS**

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Business Meetings will be held quarterly at a minimum (four times per year), or more often if required. At these meetings all of the regular business of this Club will be conducted. The Board will be the decision making body for this business but all members are invited to attend and provide input and/or become more active in the conduct of Club business. All meetings will be conducted in accordance with Robert's Rules of Order, latest edition in publication prior to the elected Members taking office. Business may also be conducted by telephone or other electronic means.

A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

General Membership Meetings will be held as often as designated by the Board. The purpose of the General Membership Meetings shall be to discuss and approve current initiatives, solicit involvement and provide a forum for the exchange of information among members.

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## **Article VIII. POWERS**

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Except as otherwise provided in the Articles of Incorporation or these Bylaws the powers of this Club will be exercised, its property controlled and its business and affairs conducted by or under the direction of the Board. Unless otherwise provided herein or by law, the Board may act by a majority vote of members present at the meeting. Any references herein to a vote of the Board shall consider only those Officers present at the meeting unless otherwise provided herein by reference to "all of the members of the Board." This Club shall not apply its standards, policies, procedures or practices inequitably or single out any particular member for disparate treatment unless justified by substantial and reasonable cause. This Club has no power to violate the fundamental human rights, including freedom of expression, of any person or organization, or to abridge the rights of any person or organization without due process.

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## **Article IX. STRUCTURE OF THE BOARD**

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### **Section IX.01 GENERAL**

The board shall consist of the Officers as defined in [Article X](#).

### **Section IX.02 APPOINTMENT**

Any active Paid Member may be appointed to the Board by a simple majority vote of all members of the Board; provided, however, that a vacancy or vacancies in the Board shall be deemed to exist pursuant to [Section 5](#) of this Article. The appointment shall continue until their resignation or removal pursuant to [Section 3](#) or [Section 4](#) respectively of this Article. There is no limit to the number of appointments a member may receive, excepting they can only occupy a single office at any time.

### **Section IX.03 RESIGNATION**

Any Board member may resign at any time, either by oral tender of resignation at any meeting of the Board (followed by prompt written notice to the Secretary of the Club) or by giving written notice thereof to the President or the Secretary of the Club. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be appointed pursuant to [Section 5](#) of this Article.

### **Section IX.04 REMOVAL**

Any Board member or Board members may be removed for cause following notice and a three-fourths (3/4) majority vote of all members of the Board; provided, however, that the member or members who are the subject of the removal action shall not be entitled to vote on such an action or be counted as a member of the Board when calculating the required three-fourths (3/4) vote; and provided further, however, that in no event shall a



member be removed unless such removal is approved by not less than a majority of all members of the Board.

### **Section IX.05 VACANCIES**

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any member, if the authorized number of members is increased, or if a member has been declared of unsound mind by a final order of court or convicted of a felony or incarcerated for more than 90 days as a result of a criminal conviction or has been found by final order or judgment of any court to have breached a fiduciary duty. Any vacancy occurring on the Board may be filled at any meeting of the Board occurring after such vacancy.

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## **Article X. OFFICERS**

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### **Section X.01 PRESIDENT**

The President will be the Chief Executive Officer (CEO) of this Club in charge of all of its activities and business. All other officers and staff shall report to the President or his or her delegate. The President shall be entitled to attend any meeting of any committee. The President shall report annually to the Paid Membership on the current state of this Club and plans for the future. The President shall submit to the Paid Membership the annual budget and annual business plan of this Club for the next fiscal year at least 30 days prior to the commencement of the fiscal year. The President will be empowered to call special meetings of the Board as set forth herein, and shall discharge all other duties as may be required by these Bylaws and from time to time may be assigned by the Board.

### **Section X.02 VICE-PRESIDENT**

The Vice-President shall perform the duties of the President in the absence of the President and make arrangements for scheduling meeting dates and locations. The Vice-President will also supervise all Committees.

### **Section X.03 SECRETARY**

The Secretary shall keep or cause to be kept the minutes of the Board in one or more locations provided for that purpose, will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and in general perform all duties as from time to time may be prescribed by the President or the Board.

### **Section X.04 TREASURER**

The Treasurer shall have charge and custody of all the funds of this Club and shall keep or cause to be kept, in books belonging to this Club, full and accurate amounts of all receipts and disbursements, and shall deposit all money and other valuable effects in the

name of this Club in such depositories as may be designated for that purpose by the Board. The Treasurer shall disburse the funds of this Club as may be ordered by the Board or the President and, whenever requested by them, shall deliver to the Board and the President an account of all his or her transactions as Treasurer and of the financial condition of this Club. The Treasurer shall be responsible for this Club's financial planning and forecasting and shall assist the President in the preparation of this Club's annual budget. The Treasurer shall coordinate and oversee this Club's funding, including any audits or other reviews of this Club. The Treasurer shall be responsible for all other matters relating to the financial operation of this Club.

### **Section X.05 MEDIA DIRECTOR**

The Media Director shall endeavor to present the advantages of being a member of the Club in association with Tesla utilizing all media and/or means at their disposal.

They may also coordinate activities for events and be the official welcoming individual on the Web Site. This entails trying to keep an active participation of the website by encouraging members to post articles and forum remarks in the various threads. Work with other organizations to increase the awareness of the Club and work with outside organizations who may acquire an interest in the Club or Tesla.

They shall also inquire of the membership for potential participation in media interviews and assist the other officers in awards and ceremonies.

The Public Relations Officer or their designated representative(s) must be available to spend a great majority of events at the registration table as well as help the other officers in any presentations or themes for events.

### **Section X.06 PROGRAM DIRECTOR**

Oversees the development and coordination of club events; Delegates responsibilities for event management to club members; Oversees committees that are created for a program; Communicates to board on program status during planning and post-event stages; Arranges for deposits and event payments in a timely manner.

### **Section X.07 PUBLICATIONS DIRECTOR**

Writes/edits communications including newsletters, invitations, and broadcast emails; May also serve as the website coordinator or oversee web coordinator.

### **Section X.08 EVENT MANAGER**

Collaborates with other members of the executive committee and board of directors to create and execute exciting, interesting events for the club constituency; Ensures the fiscal viability of all events; Maintains a list of events and statistics throughout the year in the online club annual report form; Submits attendance list to the Communities Team for any event featuring a speaker; Works closely with club secretary, communications chair

and webmaster to promote upcoming events; Alerts Media and Publications Directors of upcoming events with details so the event may be placed on the Club's calendar.

### **Section X.09 CLUB ASSISTANT**

Regularly attends Club meetings and events; supports the smooth running of Club business and events.

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## **Article XI. COMMITTEES**

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### **Section XI.01 COMMITTEES GENERALLY**

The Board may establish one or more committees. Committees are of two kinds: those having legal authority to act for this Club, known as Committees of the Board, and those that do not have that authority, known as Advisory Committees. Except where otherwise stated in these Bylaws, committee members shall be appointed by the Board.

Committee members may be removed from a committee at any time by a two-thirds (2/3) majority vote of all members of the Board; provided, however, that if a Board Member or Board Members are the subject of the removal action, such Board Member or Board Members shall not be entitled to vote on such an action or be counted as a member of the Board when calculating the required two-thirds (2/3) vote; and, provided further, however, that in no event shall a Board Member be removed from a committee unless such removal is approved by not less than a majority of all members of the Board. The Board may delegate to Committees of the Board all legal authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or on any committee;
- (b) The amendment or repeal of Bylaws or the Articles of Incorporation or the adoption of new Bylaws or Articles of Incorporation; The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (c) The appointment of committees of the Board or the members thereof

The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

Unless these Bylaws, the Board, or such committee shall otherwise provide, the regular and special meetings shall be governed by the provisions of [Article VIII](#) applicable to meetings and actions of the Board. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board may require.

## **Section XI.02 COMMITTEES OF THE BOARD**

Only Active Paid Members may be appointed to a Committee of the Board. If a person appointed to a Committee of the Board ceases to be an Active Paid Member, such person shall also cease to be a member of any Committee of the Board. Each Committee of the Board shall consist of two or more Active Paid Members. The Board may designate one or more Active Paid Members as alternate members of any such committee, who may replace any absent member at any meeting of the committee. The Board may terminate any Committee of the Board.

## **Section XI.03 ADVISORY COMMITTEES**

The Board may appoint one or more Advisory Committees. Advisory Committee membership may consist of any member of this Club. Advisory Committees shall have no legal authority to act for this Club, but shall report their findings and recommendations to the Board.

## **Section XI.04 TERM OF OFFICE**

The chairperson and each member of a committee shall serve until his or her successor is appointed, or until such committee is sooner terminated, or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee.

## **Section XI.05 QUORUM; MEETINGS**

A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

## **Section XI.06 VACANCIES**

Vacancies on any committee shall be filled in the same manner as provided in the case of original appointments.

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## **Article XII. GENERAL PROVISIONS**

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### **Section XII.01 CONTRACTS**

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of this Club, and such authority may be general or confined to specific instances. In the absence of a contrary Board authorization, contracts and instruments may only be executed by the following Officers: President, Vice President, or the Treasurer. Unless authorized or ratified by the Board, no other Officer or agent shall have any power or authority to bind this Club or to render it liable for any debts or obligations.

## **Section XII.02 DEPOSITS**

All funds of this Club not otherwise employed will be deposited from time to time to the credit of this Club in such banks, trust companies or other depositories as the Board may select.

## **Section XII.03 CHECKS**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of this Club will be signed by such Officer or Officers, agent or agents, of this Club and in such a manner as shall from time to time be determined by resolution of the Board.

## **Section XII.04 LOANS**

No loans will be made by or to this Corporation and no evidences of indebtedness will be issued in its name.

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## **Article XIII. ACCOUNTING YEAR AND TAX AUDIT**

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### **Section XIII.01 ACCOUNTING**

The fiscal year end of this Club shall be determined by the Board.

### **Section XIII.02 AUDIT**

At the end of the fiscal year, the books of this Club will be closed and audited by no less than three Active Paid Members of this Club. The appointment of the fiscal auditors will be the responsibility of the Board. Officers shall not participate in the audit; however, the Treasurer must be present for explanation(s), should the need arise.

### **Section XIII.03 ANNUAL REPORT AND ANNUAL STATEMENT**

The Treasurer shall cause the annual report to be prepared and sent to each member of the Board and to such other persons as the Board may designate, no later than thirty (30) days after the close of this Club's fiscal year. The annual report will also be made publicly available, on the Web Site.

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## **Article XIV. AMENDMENTS**

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The Board of this Club will be solely responsible for the bylaws of this Club. The Board may adopt, amend, or repeal the bylaws only at any Business Meeting after a minimum of 72 hours of advanced written notice providing the specific contents of the proposed action given to each Board member. The Board may then approve any proposed bylaw change with a two-thirds (2/3) vote of approval. Once the Board has approved the change it will be presented to the general membership for review pursuant to Article(s) [V](#) and [VI](#). If the proposed change receives a majority in favor of the change it will be adopted into the Club bylaws.

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## **Article XV. NON-DISCRIMINATION**

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This Club shall not discriminate against individuals on the basis of race, color, sex, religion, national origin, age, disability, sexual orientation, or any legally protected status or characteristic.

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## **Article XVI. TERMINATION**

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Dissolution of this Club may occur by a two-thirds (2/3) vote of the Board or Paid Membership. In the event of dissolution, all remaining assets, if any, shall be transferred to the nearest Non-Profit organization approved by the Board.

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## **Article XVII. CERTIFICATE OF SECRETARY**

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I, the undersigned, certify that I am the presently elected and acting Secretary of The Tesla Owners Club of Maryland, Inc., a Maryland Nonprofit Non-Stock Corporation, and the above Bylaws, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on March 23 2021 by vote of the membership during a regular members meeting held via video conference.



Steven D. Corfman  
Secretary