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# *Kalamazoo Corvette Club*

## *BY-LAWS*

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Revised May 2005, May 2011

### **ARTICLE I - NAME, PURPOSE, EMBLEM, CORPORATE SEAL, REGISTERED AGENT AND REGISTERED OFFICE, AND CLUB MASCOT.**

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#### **SECTION I - INCORPORATION AND NAME**

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This organization was established in 1960 and incorporated in 1960, as a 501-c7 non-profit corporation in the State of Michigan and its name shall be "KALAMAZOO CORVETTE CLUB INC.'.

#### **SECTION II - PURPOSE**

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1. To promote the sport and pastime of motoring in all its aspects and in particular, to further the interest of owners and drivers of CORVETTE cars, and of those persons interested in CORVETTE cars.
2. To act as a source of technical information.
3. To promote, sponsor, organize and supervise motorcar outings, meetings, competitions, and other events, whether motoring or otherwise. To offer prizes and awards in respect thereof or make such arrangements and commitments as may be necessary for any such purpose.
4. Generate funds for charitable causes as selected by approval of membership
5. To buy, sell, lease, own, mortgage, encumber and otherwise deal in property, real, personal and mixed for purpose incidental to the foregoing purpose; and to do all things necessary or appropriate in the furtherance of the foregoing purpose.

#### **SECTION III - EMBLEM**

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The club emblem shall be of any satisfactory design which may be changed from time to time, but shall always contain the inscription "KALAMAZOO CORVETTE CLUB", in one form or another.

#### **SECTION IV - CORPORATE SEAL**

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The corporate seal shall be circular in form and shall be inscribed with the name of the club and the word "MICHIGAN".

## SECTION V - REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent for the non-profit organization, State of Michigan and Registered Office of the club shall be the person and place as the Board of Directors, hereinafter to as the Board may from time to time determine.

## SECTION VI - CLUB MASCOT

The club mascot shall be "SNOOPY"



## ARTICLE II - MEMBERSHIP, APPLICATION, DUES, EXPULSION, RESIGNATION

### SECTION I - MEMBERSHIP

1. New primary membership in the club shall be limited to owners of Chevrolet Corvettes. Such persons are to be at least 18 years of age. A current member need not have to continually own a Corvette to retain membership.
2. All primary and associate memberships shall be members of the National Council of Corvette Clubs, Inc., hereinafter referred to as N.C.C.C.

### SECTION II - CLASS OF MEMBERSHIP

1. Primary membership.
2. Spouse/Companion membership
  - Spouse/Companion membership shall be an individual designated by the Primary member.
3. Honorary membership
  - a. Honorary membership shall be proposed by the board and granted by a majority vote of membership present at a regular meeting. With a limit of one year, renewal by a vote of the membership.
  - b. Members of active military service
    - Honorary membership shall be proposed by and granted by a majority vote of membership present at a regular meeting; with a limit of three years. Renewal by a vote of the membership.

### SECTION III - APPLICATION FOR MEMBERSHIP

1. Application for Club membership will be made by completing a club membership application form. The Applicant shall attend 2 meetings or club events to be eligible for membership.
2. Acceptance of the application shall take place after qualifications have been met by applicant.
3. Past members may reapply for membership, and the two-event rule as will be waived. Membership reinstatement would be subject to a majority vote by members present at a regular meeting.

## SECTION IV - DUES

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1. Any changes in the annual dues will be voted on by membership present at a regular meeting with prior notification.
2. After twenty-five (25) years of continuous membership in the Club a member shall pay their dues which will be fifty percent less than the regular membership dues at time of renewal. Eligibility will be reviewed on an annual basis, in October. If a member is not eligible in a given year, they must pay their club dues to remain a club member, and will be reviewed again the following year to determine their eligibility. The review is done by individual member and not by couple, and applies only to their K.C.C. dues and not N.C.C.C. dues.
3. Special assessments shall be approved by a vote of the members present at a regular meeting with prior notification.
4. Dues will be paid to the Treasurer no later than the first club meeting in the month of October. .
5. All new membership paid after September 1st shall automatically carry through as paid dues for the next fiscal year.
6. Membership will terminate for non-payment of dues not as yet paid by December 31st for existing members.
7. New member dues are payable no later than the second meeting after acceptance into the club.
8. Annual dues are to be paid by the meeting prior to N.C.C.C. due date.

## SECTION V - EXPULSION

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1. A member may be suspended after the infraction of a Club rule has been reviewed and the suspension has been voted on by the membership present at a regular meeting, by secret ballot. Upon suspension, the member shall be informed in writing. Any member so expelled shall have the right to appeal to the Board and membership present at a regular meeting. Reinstatement shall require a majority vote of members present at a regular meeting by secret ballot.
2. Expulsion of an officer shall be by two-thirds vote of the membership present at a regular meeting upon petitioning by two Primary members. Vote shall be by secret ballot.

## SECTION VI - Resignation

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Any member may resign by directing a letter of resignation to the Board. There will be no refund of dues.

## ARTICLE III - MEETINGS, QUORUM, VOTING, GUEST

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### SECTION I - REGULAR MEETING

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Meetings of the members shall be monthly with prior notification to members.

### SECTION II - SPECIAL MEETINGS

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Special meetings of the members may be called by the Board.

## SECTION III - ORDER OF BUSINESS

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All meetings of the members shall be conducted in accordance with Roberts Rules of Order, unless otherwise specified in these By-Laws.

## SECTION IV - QUORUM

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At all meetings the members present shall constitute a quorum.

## SECTION V - VOTING

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1. Each member, except honorary members, shall have one vote.
2. All actions (except changes to the By-Laws) shall be by majority vote of members present at a regular or special meeting.
3. Change of by-Laws requires a two-thirds vote of members present at a regular or special meeting, 4. All absentee ballots will be accepted and counted by the Secretary and/or an appointed board member.
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## SECTION VI - GUESTS

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1. Guests are welcome to meetings and events.
2. Guests are responsible for their expenses.

## ARTICLE IV - OFFICERS, BOARD OF DIRECTORS, VACANCY

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### SECTION I - ORGANIZATION

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The Club organization shall consist of a Board of Elected Officers, Appointed Officers, and necessary appointed committees, hereinafter stated and defined.

### SECTION II - ELECTED OFFICERS

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1. The elected officers of the club shall be the President, Vice President/Competition Director, Governor, Secretary, Treasurer, and Member at large over 5 years in club and Member at large less than 5 years in club.
2. Officers may hold the same office for an unlimited number of terms, consecutively. Offices may be held by any class of membership, except Governor must be a member of N.C.C.C. Two members of the same family may hold office.

### SECTION III - EDITOR/PUBLICATION DIRECTOR

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The editor/Publications Director shall be appointed by the Board.

### SECTION IV - BOARD OF DIRECTORS

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The above named officers constitute the Board of the Club. Directors shall serve for a one (1) year term or until their successor is named.

## **SECTION V - INABILITY TO SERVE**

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In the event any officer is unable to serve, their resignation shall be accepted by the Board, which will then elect a person to fill the vacancy until the next regular election.

## **ARTICLE V - ELECTION OF OFFICERS**

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### **SECTION I - NOMINEES**

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1. At the October meeting, the President shall appoint a nominating committee of three (3) members to select at least one candidate for each elected office.
2. At the November meeting, nominations from the floor shall be taken to be followed by nominating committee's candidates.

### **SECTION II - ELECTION ORDER**

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The order of election ballots shall be as follow: President, Vice President/Competition Director, Governor, Secretary, Treasurer, and Members-at-Large.

### **SECTION III - BALLOTS**

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Election of officers will be by secret ballot. Ballots shall be in the order as stated above.

### **SECTION IV - ELECTIONS**

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1. Officers shall be elected by members present and returned absentee ballots at the December meeting. Absentee ballots will be available in the November Newsletter or from the club Secretary.
2. Elections shall be the responsibility of the Board.
3. Results of the election shall be announced by the President and recorded by the Secretary.
4. Officers shall be declared elected upon receiving more than 50% of the vote.
5. Officers shall assume office January 1.

## **ARTICLE VI - DUTIES OF THE BOARD OF DIRECTORS**

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### **SECTION I - DUTIES**

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The Board of Directors shall determine matters of Policy and govern the Club subject to referendum of the membership.

## **SECTION II - MEETING AND ORDER OF BUSINESS**

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A meeting of the Board of Directors shall be called by the President Four (4) members present shall constitute a quorum. Any decision of the Board of Directors must be supported by a majority of members present.

## **SECTION III - DECISIONS**

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Decisions of the Board shall be made known to the membership of the Club.

## **SECTION IV - EXPENDITURES**

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The Board, or a majority of members present at a regular meeting, or special meeting, shall control expenditures of the Club.

## **ARTICLE VII – REFERENDUM OF BOARD OF DIRECTOR’S DECISIONS**

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### **SECTION I – REFEREDUM PROCEDURE**

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Referendum of action of the Board may be initiated by any member at the next meeting (regular meeting of the membership) following notification of the action. Upon a motion from the floor, the action in question shall be confirmed or denied by vote of the membership.

## **ARTICLE VIII - DUTIES OF THE OFFICERS**

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### **SECTION I- PRESIDENT**

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The President shall preside at all meetings of the Board of Directors and the membership. The President shall manage the affairs of the Club and carry out the decisions of the Board and the membership.

### **SECTION II - VICE PRESIDENT /COMPETITION DIRECTOR**

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The Vice President shall be responsible for providing a calendar of events to be announced in the Club periodical. The Vice President shall be responsible for enforcing rules for competitive club events subject to approval of the Board. The Vice President shall conduct the Club business meetings in the absence of the President. The Vice President will represent the Club at all Michigan Region competition meetings.

The Vice President shall be responsible for an accurate inventory of all club property. To be completed by June 1st of each year.

The office of Competition Director is reimbursed by the amount recommended by the Board and approved by the membership.

### SECTION III - GOVERNOR

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The Governor will attend Board of Governor meetings at the location designated by N.C.C.C. Governors. Meetings are held five times a year for locations chosen by the Board of Governors, the fifth meeting at the annual Corvette Convention. The Governor will be the liaison between the Club and N.C.C.C; Taking back to the Board of Governors the wishes of the Club.

The Board of Governors take care of the business and affairs of N.C.C.C. Duties of the Board of Governors are: Hold meetings, suspend or expel members, print and circulate documents and public articles, employ agents, devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interest and welfare of the members.

The office of Governor is reimbursed by the amount recommended by the Board and approved by the membership.

### SECTION IV - SECRETARY

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The Secretary shall attend all meetings of the members and of the Board and shall record all minutes and votes in a book kept for this purpose. The Secretary shall give all notices of meetings of the members required by the By-Laws, shall perform all duties incidental to seal the Clubs records. In the absence of the Secretary from any meeting, a Secretary pro tem shall be chosen by the presiding officer. The Secretary shall receive and record absentee ballots.

### SECTION V - TREASURER

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The Treasurer shall receive money for the Club and make payments of Club debts, subject to such conditions and restrictions as may be made by the Board. The Treasurer shall give a report on the financial status of the Club treasury at each meeting and if so requested at any other meeting. No obligation of debts or other liability shall be incurred by the Treasurer without the specific prior approval of the Board. The Treasurer shall reimburse only upon receipt of expenses, any expenses without receipts will go before the Board for approval before reimbursement can be made.

### SECTION VI - MEMBER-AT-LARGE

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Will consist of two (2) members. One with less than five (5) years and one with more than five (5) years membership in the club. If there are no candidates available to fill one of the categories, then the restriction will be waived and two candidates will be elected regardless of their years of membership. They will be liaisons between the membership and the Board.

### SECTION VII - EDITOR/PUBLICATIONS DIRECTOR

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The Editor/Publication Director shall oversee the Club's publications. The Editor/Publications Director shall also be responsible for stories of events and activities submitted to outside publication as may be advisable and desirable.

## **ARTICLE IX – CORPORATE ACCOUNTS**

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### **SECTION I – BOOKS AND RECORDS**

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1. The Corporation shall keep correct and complete books and records of accounts. The Corporation shall keep minutes of the proceedings of its members. The Board of Directors and committees having authority of the Board. The Corporation shall also keep a record showing the names and addresses of the members entitled to vote.
2. The President shall appoint at the close of the fiscal year an audit committee of two (2) active members for the purpose of an annual audit of the books and records.
  - a. The audit will be completed within 30 days of receiving the books and records.
  - b. The audit shall show balanced books prior to passing duties on to the new Treasure, and duties with change of officers.

## **ARTICLE X – APPOINTMENT OF COMMITTEE**

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### **SECTION I – APPOINTMENT OF COMMITTEES**

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The officers shall individually appoint such committees as they deem necessary to assist in carrying out the normal duties of their office. Special committees may be appointed by the President.

## **ARTICLE XI – EXECUTION OF INSTRUMENTS**

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### **SECTION I – CHECKS, CONTRACTS, ETC.**

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All checks, drafts and orders for payment of money and all contracts conveyances and other written instruments shall be signed in the name of the Corporation by such officers or agents as the Board shall from time to time designate for that purpose.

1. Officers or agents shall be named and transfer of authority shall be completed within 30 days of transfer of office of Treasurer.

## **ARTICLE XII - FISCAL YEAR**

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### **SECTION I - FISCAL YEAR**

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The fiscal year of the Club shall be January 1st to December 31st.

## **ARTICLE XIII – PERSONAL LIABILITY**

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### **SECTION I – PERSONAL LIABILITY**

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All persons or corporation extending credit to, contracting with, or having any claim against the Club or the officers shall look only to judgment or decree of any other money that otherwise becomes due or payable to them from the Club, or the officers, so that neither the members of the Club nor its officers present or future, shall be personally liable therefore.

## **ARTICLE XIV - AMENDMENT OF ARTICLES OF ASSOCIATION AND BY-LAWS**

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### **SECTION I - AMENDMENT**

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The Board or any member may submit to the Board an amendment to the By-Laws. Upon such proposal being made, a copy thereof shall be published in the Club periodical prior to the next meeting of the members. A majority of two-thirds (2/3) of the active members voting shall approve and adopt the amendments.

## **ARTICLE XV - DISSOLUTION**

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### **SECTION I - ASSETS**

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If, for any reason, the Kalamazoo Corvette Club, Inc. is disbanded or dissolved, any property held in the names of Kalamazoo Corvette Club, Inc. shall be liquidated and turned into cash in accordance with the decisions made by the current members. After all liabilities have been paid, the remaining cash shall be donated to any non-profit charitable organization chosen by the current members of the Kalamazoo Corvette Club, Inc.

### **SECTION II - DISSOLUTION**

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Dissolution of the KALAMAZOO CORVETEE CLUB, INC. shall be made in accordance with all applicable Federal and State of Michigan Laws, or any amendments thereto.