

CAPITAL CITY



C  **ORVETTE**
CLUB

Established in 1958

By-Laws
2008

CHARTER MEMBER OF THE
NATIONAL COUNCIL OF CORVETTE CLUBS

Adopted November 7, 2007

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CAPITAL CITY CORVETTE CLUB INCORPORATED BY-LAWS 2008

ARTICLE I – Name and Purpose

Section A

Name - The name of the Club shall be the Capital City Corvette Club, Incorporated.

Section B

Purpose - The purpose or purposes of this corporation are recited in part as follows:

1. To promote the sport and pastime of safe motoring in all its aspects; and
2. To promote the ownership of and to further the interest in Chevrolet Corvette sport vehicles; and
3. To promote, sponsor, organize, and supervise motor car outings, meetings, competitions, and other events, whether motoring or otherwise; and
4. To offer prizes, awards or make such arrangements and commitments as may be necessary for any such purpose; and
5. To help foster good will within our community through charitable contributions, donations, and fundraising to help promote the image of our Club and assist those in need; and
6. To acquire by purchase, lease or otherwise, any property real or personal or mixed; and to own, hold, improve, develop, manage, and sell, lease, exchange, mortgage, or otherwise dispose of any property so acquired; and in general to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Michigan.

Section C

1. With the exception of events established for the financial betterment of the Club, it's sponsors or charities, there shall be no restrictions on the number of events scheduled for a given time period as long as the event chairperson can show sufficient interest and probable participation.
2. The primary directive of this Club and its Membership shall be to celebrate the friendship and camaraderie of the Club, and to further the reputation and appreciation of the Chevrolet Corvette.

ARTICLE II – Membership and Dues

Section A

Membership - All Primary and Spouse/Companion members of the Club must be NCCC members.

1. Primary - Membership in the Club shall be restricted to owners of Chevrolet Corvettes who have reached the age of 18. An application for a Primary Member shall be forwarded to the Membership Director for processing. Any person having paid such annual dues and fees as required shall be designated as a Primary Member. Members who no longer own a Chevrolet Corvette may retain membership by non-lapsed payment of dues. The Primary membership allows renewal of only one Spouse/Companion membership per year. The Club communications shall be sent to the Primary Member.
2. Spouse/Companion Member (Restricted to Husband, Wife, or Significant Other of Primary Member) - Membership in the Club as a Spouse/Companion Member shall have all the Club privileges of a Primary Member. National Council of Corvette Club dues are required in order to be chairperson of any NCCC sanctioned event and to accumulate NCCC and Region points. If a Spouse/Companion Member becomes single during the year, they may provide non-lapsed payment of dues, thus renewing as a primary member without owning a Corvette.
3. Honorary - Membership in the Club as an Honorary Member shall be restricted to those persons selected at the discretion of a quorum of the Board of Directors, and shall be for a period no longer than one year. The Honorary Member shall not hold office, vote, or pay dues.

Section B

Dues

1. Primary - Annual Club dues currently are \$65.00 new and \$55.00 renewal. Annual dues shall include NCCC dues with the following exceptions: Lifetime memberships and Members holding NCCC memberships with another club. Dues for a Primary Member with a lifetime membership or NCCC member of another club currently are \$30.00 annually. Both Annual NCCC and CCCC Dues are subject to change at the discretion of the National Council of Corvette Clubs.
2. Spouse/Companion - Annual Club dues currently are \$20.00 and shall include NCCC dues with the following exception: Spouse/Companion Members holding NCCC membership with another club. Dues for an Spouse/Companion Member who is an NCCC member of another club currently are \$10.00 annually.
3. Annual Membership dues and their structure will be reviewed annually by the Board of Directors as part of the annual budget process.
4. Honorary - No dues.

5. Membership dues collected after July 31 shall be withheld from NCCC until after September 1 of each year, for the next year.
6. CCCC membership year shall be consistent with NCCC's (January 1 thru December 31).
7. In an effort to encourage participation in Club events, the Board of Directors, at its discretion may permit Members to earn credits during the year that may reduce their membership dues the following year.

Section C

Expulsion

1. Non-payment of dues - Membership shall terminate the last day of the Membership year for which dues were paid. See Article II Section B, Paragraph 6.
2. Infraction of Rules - Any Member may be expelled for infraction of Club Rules, or such other causes as may be determined by the majority of the Board of Directors as being in the best interest of the Club. However, before expulsion, the Member shall have an opportunity to appeal, in writing or in person. Should the Member be expelled, balance of dues for that year shall be forfeited.

Section D

Resignation

1. Resignation - Any Member may resign by directing a letter of resignation to the Secretary. The resignation shall be effective upon receipt, provided all indebtedness to the Club is paid, and all real Club property tangible and/or intangible, has been returned. In the event of resignation by a Member, no rebate of dues previously paid to the Club shall be made.

ARTICLE III – Meetings

Section A

1. General Membership Meetings - Meetings shall be held at a place and time to be specified by the Board of Directors. Reports shall be presented by Officers and Committees as required by the President.
2. Special Meetings - In addition, special meetings of the Members may be called by the President, by a quorum of the Board of Directors, or by petition of ten Primary or Spouse/Companion Members.
3. Board Meetings - These are meetings in addition to the General Membership Meeting, which the Board of Directors shall attend, at a place and time specified by the President. The Board Meeting is open to the General Membership for observation, not participation.

Section B

1. Notice of Meetings - At least 7 days advance notice stating the place, day, and hour of any meeting of Members, including special meetings, shall be sent to each Primary Member, appearing upon the records of the Club.

Section C

1. A Quorum shall be defined as the Members present at any General Membership, Special, or Board Meeting where notice has been previously given as herein provided.

Section D

1. Each Board Member shall have only one vote regardless of the number of offices held.
2. Proxy - Voting by proxy or absentee ballot in any meeting of the Members or the Board of Directors shall be allowed. In the Election of Officers, properly identified absentee ballots shall be allowed.

ARTICLE IV – Officers

Section A

1. Officers - Must be Members in good standing and hold NCCC number with CCCC.

Section B

1. The Elected Officers of the Club shall be:
 - a.) President - Must have held a prior office in the Club
 - b.) Competition Director
 - c.) Governor - Serves as Vice President
 - d.) Secretary
 - e.) Treasurer
 - f.) Membership Director
 - g.) Social Director
 - h.) Editor
 - i.) Public Relations Director
 - j.) Points Director
2. The Appointed Officers of the Club may be:
 - a.) Hearts and Flowers Coordinator
 - b.) Historian

- c.) National Corvette Museum Ambassador
- d.) Webmaster
- e.) Sergeant at Arms
- f.) Quartermaster
- g.) Photographer
- h.) Immediate Past President

Section C

1. Vacancies - Any vacancies of Officers or Members of the Board of Directors before July 1 shall be filled by nomination and election by Membership. After July 1, such a vacancy shall be filled by appointment by the President and subject to approval by the majority of the Board of Directors. In the event of the President's office being vacated after July 1, the Governor shall assume the duties of the President for the remainder of the term of office.

Section D

1. Compensation - No Officer shall be compensated by the Club for service in carrying out the duties of office.
2. Reimbursement - Officers or Members may be reimbursed for reasonable automobile operating or allied expenses incurred in planning an event or in performing Club business, as approved by the Board of Directors. Reasonable shall be considered the NCCC negotiated room rates and/or IRS current recognized per diem and mileage rates. In addition, receipts for purchases of supplies for normal Club operations, stationery, postage, and the like, when made with the express consent of the President and/or the Treasurer, may be presented for payment. Any individual purchase outside of the approved Club budget in excess of \$100.00 shall be brought before the Members for approval.
3. The Governor of CCCC shall be reimbursed for reasonable expenses (gas, lodging and meals), as identified within the current approved Club budget, when attending each NCCC Governor's Meeting. Receipts shall be presented when possible.

ARTICLE V – Duties of Officers

Section A

1. Duties of the President - The President shall perform such duties as shall be designated by the Board of Directors. The President shall preside at all meetings of the Members and the Board of Directors. The President may call special meetings of the Members of the Board of Directors, and may exercise special authority as noted elsewhere in these by-laws. The President shall be the Chief Executive Officer of the Club.
2. Duties of the Competition Director - The Competition Director shall perform such

duties as shall be designated by the Board of Directors. The responsibility of all competition events sponsored by this Club and/or coordinated with any other organization pertaining directly to competition is appointed to the Competition Director. The Competition Director shall attend at least 75% of all the Michigan Region Meetings and report back to the General Membership. It is the responsibility of the Competition Director to perform the expected duties governed by the Michigan Region. Sanctioned events, times, dates, and locations must be made readily available in the newsletter and at the General Membership meeting to all Club Members within a proper time prior to that said event. The Competition Director is ultimately responsible for the competition points program. The Competition Director and Points Director are responsible to select and purchase the year-end awards and/or patches.

3. Duties of the Governor/Vice President - The Governor shall perform such duties as shall be designated by the Board of Directors and consistent with the NCCC Guidelines to Governors document. The Governor is responsible to ensure the Club remains in Good Standing with NCCC by at minimum ensuring voting proxies are in the hands of the Regional Executive prior to every National Governor's meeting not personally attended. As directed by the Board of Directors the Governor is encouraged to attend at least two of the scheduled meetings established by the National Council of Corvette Clubs and shall attend at least 75% of all the Michigan Region Meetings. The Governor shall present all activities or communications regarding items for publication, competition, membership, and social functions to each respective Officer for their information. The Governor shall present a written report detailing information discussed at the NCCC Governors Meetings in the Club newsletter annually. The Governor shall also serve as the Club's Vice President and shall accept the duties of the President during his/her absence.
4. Duties of the Secretary - The Secretary shall perform such duties as shall be designated by the Board of Directors. The Secretary shall attend all meetings of the Members and Officers and shall record decisions, actions to be undertaken and votes in a book kept for that purpose. In the absence of the Secretary, another Member shall be chosen by the President to perform said duties pro tempore. It shall be the responsibility of the Secretary to handle Club correspondence and make it available to the Membership.
5. Duties of the Treasurer - The Treasurer shall perform such duties as shall be designated by the Board of Directors. The Treasurer shall have custody of all monies, debts, and obligations belonging to the Club and shall make all payments of the Club debts upon the approval of the President and/or the Board of Directors. All checks, drafts, and other orders for payment of money shall be signed in the name of the Club by the Treasurer and one of the three other Board Members specified by the President and approved by the Board of Directors. A report of the financial status of the Club monies shall be given at each regular meeting and whenever requested by the President. The Treasurer shall at minimum maintain the Clubs records in accordance with Generally Accepted Accounting Principles. The records should be in a format auditable by the IRS and subject to annual review by a Club Audit Committee composed of members that may include the past Treasurer, or any member that has bookkeeping or accounting experience. The Club financial records

must include at minimum an annual operating budget and year to date variances from budget, an annual income statement with separate schedules for overall operations, and for each fundraising event with sufficient detail to permit the annual budgeting process.

6. Duties of the Membership Director - The Membership Director shall perform such duties as shall be designated by the Board of Directors and assume the responsibilities and encourage the recruitment of New Members, collection of membership dues, submitting to the Club Governor the NCCC and Club renewals, and keeping Membership records up-to-date. The Membership Director shall also handle the promotional perks given out by NCCC/CCCC to New Members. The Membership Director is responsible to have published in the newsletter, twice a year, a membership list with addresses, email addresses, and phone numbers.
7. Duties of the Social Director - The Social Director shall perform such duties as designated by the Board of Directors and shall assume the responsibilities of the coordination of all Club Social functions. The Social Director shall make readily available in the newsletter, Web site and General Membership meetings, times, dates, and locations of all social events At club meeting he/she shall congratulate members on the occasion of such events as birthdays and anniversaries.
8. Duties of the Editor - The Editor shall perform such duties as shall be designated by the Board of Directors. It is the Editor's job to assume the responsibility of gathering, organizing, and providing all pertinent data and information in a monthly newsletter. The newsletter shall contain reports from each Officer with minutes from General Membership, Board, or Special meetings and any other information of interest to the Membership as a whole. It shall be published within the last day of the preceding month for the month of intended publication. The newsletter shall be sent or made available to every Primary Member in the Club. Extra newsletters may be printed for promotional use by the Membership and Public Relations Director and any Club Member.
9. Duties of the Public Relations Director - The Public Relations Director shall perform such duties as shall be designated by the Board of Directors to promote Club participation in Civic Activities and to enhance the image of the Club and its events. The Public Relations Director is responsible for putting up promotional displays at all Club functions involving the public. This position is also responsible for coordinating solicitation of advertisers for the newsletter.
10. Duties of the Points Director - The Points Director shall perform such duties as shall be designated by the Board of Directors. It is the duty of the Points Director to provide a list of possible points to be earned and to compile such points. Monthly up-to-date points are required to be made available to the General Membership. A breakdown of Points shall be made available to the General Membership at all General Membership meetings. The Points Director and Competition Director are responsible to select and purchase the year-end awards as budgeted.

Section B

The following positions may be appointed annually by the President with the approval of the Board of Directors and shall serve at the discretion of the President and the Board of Directors. The appointed Officers shall have no vote, but may provide input to the Board on matters before it.

1. Duties of the Hearts and Flowers Coordinator - The Hearts and Flowers Coordinator shall perform such duties as shall be designated by the Board of Directors. This Member shall be responsible for providing messages of joy or consolation from the Club to individual Members. This individual shall inform the Treasurer of any death or other occurrence that would require sending a donation to the NCCC National Charity on behalf of the Member. This position shall operate within a budget specified by the Board of Directors and all expenditures shall be approved by the Board of Directors.
2. Duties of the Historian - The Historian shall perform such duties as shall be designated by the Board of Directors. This Member shall be responsible for the safekeeping and cataloging of the Capital City Corvette Club artifacts in chronological order and present to the Board and Members a written record of the artifacts collected in any given year.
3. Duties of the National Corvette Museum Ambassador - The NCM Ambassador shall perform such duties as shall be designated by the Board of Directors. This Member shall be responsible for complying with any and all requirements set forth by the NCM with regards to the Ambassador position and shall be responsible for maintaining communication between the Club and the NCM, reporting such information to Members quarterly in the Club newsletter. This Member shall represent the Club at certain NCM functions, foster participation by Club Members in NCM activities, and assist Club Members with any questions they have on NCM matters.
4. Duties of the Webmaster - The Webmaster shall perform such duties as shall be designated by the Board of Directors. This Member shall be responsible for maintaining and updating the Club Web site on at least a bi-weekly basis. They shall make every effort to maintain the Web site in compliance with any applicable rules and to safeguard the security of the site and the information contained therein. Members considered for this position must be able to demonstrate the knowledge and technical skills necessary to effectively maintain the Web site.
5. Sergeant at Arms - The Sergeant at Arms or designee, shall perform such duties as shall be designated by the Board of Directors. The Sergeant at Arms is responsible for order at all meetings and social affairs of the CCCC.
6. Quartermaster - The Quartermaster shall perform such duties as shall be designated by the Board of Directors. The Quartermaster may be appointed by the Board to procure, inventory and dispose of Club property as requested by the Board.
7. Photographer - The Photographer or designee shall perform such duties as shall be designated by the Board of Directors. The Photographer is responsible for taking photographs at all club events and providing them to the Webmaster and/or Editor.

8. Past President - The Past President shall perform such duties as shall be designated by the Board of Directors. The Past President is responsible for providing the Club continuity of governance.

ARTICLE VI – Duties of the Board of Directors

Section A

1. The Board of Directors shall be comprised of the Elected Officers of the Club. The primary function of the Board is to handle the administrative functions of the Club as spelled out in the job descriptions of the Elected Officers as defined in Article V, Section A. In addition, the Board is responsible for encouraging new Membership and supporting the existing Membership in all activities and operations of the Club. The Board shall make recommendations to the Membership as to new programs or proposals offered to the Club for consideration. They shall also support involvement in all social activities sponsored by or arranged through the Club.
2. Annual Budget - The Board of Directors shall create and propose a Club annual Operating Budget to the General Membership. This budget shall include all proposed revenue (from membership dues, sponsorship, advertising, fund raising, etc.) and expenditures (for operating expenses, purchase of equipment and club property, donations, etc.). The Board shall present a balanced or surplus budget to the General Membership for Membership approval no later than the second General Membership meeting of the calendar year. If approved by the General Membership, the Board has full authority to spend the funds within the approved budget. Should the General Membership not approve the proposed budget, the Board must propose revised budgets until one is approved by the General Membership. In the absence of an approved Budget all individual expenditures must be presented to the General Membership for approval.

ARTICLE VII – Committees

Section A

1. Appointment of Committees - The President, with the concurrence of the Board of Directors, shall appoint such committees as desirable, from time to time, and shall outline the duties and responsibilities of such committees. All reports or actions taken by a committee shall first be approved by the Board of Directors.

ARTICLE VIII – Elections

Section A

1. Nominations from the floor shall be accepted at the General Membership Meetings in September and October. Nominations from the floor must be seconded and formally accepted by the nominee. Nominations shall be formally closed at the adjournment of the General Membership Meeting in October.

2. A list of all candidates shall be published in the November Newsletter, and the formal elections shall be conducted at the General Membership Meeting in November.
3. Only Members who have renewed their dues for the following year may vote in the election of Officers or be voted for as an Officer.
4. Absentee Ballots shall be placed in an unmarked sealed envelope then placed into another envelope with the Voter's name on the outside. The sealed envelope shall then be hand delivered or mailed to the designated person.
5. In the event of a tie in the election of any office, and after a recount of the ballots cast, a coin toss shall be performed by the chairperson of the election committee to determine the outcome of the election.
6. Term of Office shall be from January 1 thru December 31.

ARTICLE IX – Fiscal Year

Section A

1. The Fiscal Year of the Club shall run from January 1 thru December 31.

ARTICLE X – Liability

Section A

1. All persons (corporations, partnerships, groups, or associations) extending credit to, contracting with, or having any claim against the Club or the Officers thereof shall look only to the funds and property of the Club for payment of any such judgment, contract, claim, debt, damage, or decree or any other monies that otherwise become due or payable to them from the Club or its Officers, so that neither the Members of the Club nor the Officers, present or future, shall in any manner be personally liable thereof.

Section B

1. Under no circumstances shall the Club, its property, Board of Directors, or Members be responsible for any debts, damages, or liabilities of any kind or nature, incurred or sustained by any individual Member, or any person acting in its name, unless said individual has obtained prior approval in writing from the Board of Directors.

ARTICLE XI – Indemnification

Section A

1. The Board of Directors shall indemnify and reimburse from the funds of the Club each Director or Officer of the Club, and their heirs, executors, or administrators, for

any judgment against them and for expense necessarily incurred by them in connection with the defense or reasonable settlement of any action, suit, or proceeding to which they are made a party by reason of their being a Director or Officer of the Club or by reason of their conduct as such.

ARTICLE XII – Amendment of By-Laws

Section A

1. Procedure - The Board of Directors of the Club or ten Members in good standing, by a written petition submitted to the Secretary, may propose an amendment to these By-Laws. Upon such proposal being made, a copy thereof shall be sent to each Member no less than 7 days prior to the next General Membership meeting, and shall be voted upon at said meeting.

