

**CAPITAL CITY CORVETTE CLUB INCORPORATED
CONSTITUTION AND BY-LAWS
2005**

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.

ARTICLE I - Name and Purpose (continued)

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 by a reasonable number of Members, to be defined as ten or more.
2. The primary directive of this Club and its Membership shall be to celebrate the friendship and camaraderie of the Club, to participate in and contribute to community and charitable activities and to further the reputation and appreciation of the Chevrolet Corvette.

ARTICLE II - Membership and Dues

Section A

Membership

1. Master - Membership in the Club shall be restricted to owners of Chevrolet Corvettes who have reached the age of 18. An application for a Master 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 Master Member. Members who no longer own a Chevrolet Corvette may retain membership by non-lapsed payment of dues. The Master membership allows renewal of only one Associate membership per year. The Club mailings shall be sent to the Master Member.
2. Associate Member - (Restricted to Husband, Wife, or Significant Other of Master Member) Membership in the Club as an Associate Member shall have all the Club privileges of a Master 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.
3. Honorary - Membership in the Club as an Honorary Member shall be restricted to those persons selected at the discretion

ARTICLE II - Membership and Dues (continued)

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. Master - Annual Club dues shall be \$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 Master Member with a lifetime membership or NCCC member of another club shall be \$30.00 annually. Annual NCCC Dues are subject to change at the discretion of the National Council of Corvette Clubs.
2. Associate - Annual Club dues shall be \$20.00 and shall include NCCC dues with the following exception: Associate Members holding NCCC membership with another club. Dues for an Associate Member who is an NCCC member of another club shall be \$10.00 annually.
3. Honorary – No dues.
4. Membership dues collected after July 31 shall be withheld from NCCC until after September 1 of each year, for the next year.
5. CCCC membership year shall be consistent with NCCC's (January 1 thru December 31).

Section C

Expulsion

1. Non-payment of dues - Membership shall automatically lapse to all Club privileges effective with the last day of the Membership year for which dues were paid.
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 a quorum of the Board of

ARTICLE II - Membership and Dues (continued)

Directors as being in the best interest of the Club. However, before such action is taken, the Member shall have an opportunity to submit, in writing or in person, their position on any charge of which they shall be notified in writing.

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. Monthly 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 Master or Associate Members.
3. Board Meetings - These are meetings in addition to the General Membership Meeting, which a quorum of the Board of Directors shall attend, at a place and time specified by a quorum of the Board of Directors. The Board Meeting is open to the General Membership for observation, not participation.

Section B

1. Notice of Meetings - A written or printed notice stating the place, day, and hour of any meeting of Members, including special meetings, shall be given to the Editor not less than

ARTICLE III – Meetings (continued)

10 days before the last day of the preceding month for which the event shall take place. The notice shall be printed by the last day of the preceding month for which the publication is for. All contents are the responsibility of the Editor and/or the Board of Directors and shall be mailed to each Master Member, postpaid, to the address appearing upon the records of the Club.

Section C

1. Quorum shall be the Members present at any General Membership, Special, or Board Meeting where notice has been previously given as herein provided. At a Board of Directors Meeting a Quorum shall be the majority of the Board Members.

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 not be allowed. In the Election of Officers, absentee ballots shall be allowed only if properly identified.

ARTICLE IV - Officers

Section A

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

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 - Serves as Vice President
 - c) Governor
 - d) Secretary
 - e) Treasurer

ARTICLE IV – Officers (continued)

- f) Membership Director
- g) Social Director
- h) Editor
- i) Public Relations Director
- j) Points Director

2. The Appointed Officers of the Club shall be:

- a) Hearts and Flowers Coordinator
- b) Historian
- c) National Corvette Museum Ambassador
- d) Webmaster

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 Competition Director shall assume the duties of the President for the remainder of the term of office.

Section D

1. Compensation and Reimbursement - No Officer shall be compensated by the Club for service in carrying out the duties of office. No Officer or Members shall be reimbursed for automobile operating or allied expenses incurred in planning an event or in performing Club business, except as designated by the Board of Directors. Receipt 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 to the latter for payment. Any other purchase in excess of \$35.00 shall be brought before the Members for approval.
2. The Governor of CCCC shall be reimbursed for gas, one night's lodging and meals, up to \$250, 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 Officers, and shall perform the duties usually pertaining to this office. The President may call special meetings of the Members of the Board of Directors, and may exercise special authority as noted elsewhere in this constitution. 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 in writing. 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. The Competition Director shall also serve as the Club's Vice President and shall accept the duties of the President during his/her absence.
3. Duties of the Governor - The Governor shall perform such duties as shall be designated 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 four

ARTICLE V – Duties of Officers (continued)

times annually.

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 all minutes 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 read or make 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.
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

ARTICLE V – Duties of Officers (continued)

social events.

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 printing 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 taken to the Post Office and mailed to every Master Member in the Club. Extra newsletters shall 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 Membership at the July and November General Membership meetings. The Points Director and Competition Director are responsible to select and purchase the year-end awards and/or patches.

Section B

1. The following positions shall 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. The appointed Officers shall have no vote, but may provide

ARTICLE V – Duties of Officers (continued)

input to the Board on matters before it.

- a) 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 on the occasion of such events as birthdays, anniversaries, illness, etc. 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 and all expenditures shall be approved by the Board.
- b) 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 Club artifacts in chronological order and present to the Board and Members a written record of the artifacts collected in any given year.
- c) 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.
- d) 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

ARTICLE V – Duties of Officers (continued)

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.

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.

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 be first 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.

ARTICLE VIII – Elections (continued)

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 election of Officers or be voted 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 December 1 thru November 30.

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

ARTICLE X - Liability (continued)

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 Constitution and By-Laws

Section A

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

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CAPITAL CITY



CORVETTE

CLUB

By-Laws
2005

Established in 1958

CHARTER MEMBER OF THE NATIONAL
COUNCIL OF CORVETTE CLUBS



Adopted June 1, 2005