

**Chester County Corvette Club By-Laws**

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## **ARTICLE I - CORPORATION NAME**

1. The name of the Corporation shall be the Chester County Corvette Club.

## **ARTICLE II - PURPOSE**

1. The Corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful activity for which non-profit corporations may be incorporated under the Act of November 15, 1972 PL 1063 as amended under the provisions of which the Corporation is incorporated.
2. The Corporation shall undertake such acts as it deems necessary to promote the ownership and enjoyment of the Corvette automobile. The Corporation shall promote camaraderie among members through automotive and social activities involving the Corvette automobile.
3. The Corporation may become affiliated with other organizations, such as the National Council of Corvette Clubs (NCCC), as the Board of Directors deems appropriate.

## **ARTICLE III - OFFICES**

1. The principal office of the Corporation shall be located in Lionville, Pennsylvania.

## **ARTICLE IV - SEALS**

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

## **ARTICLE V - MEMBERS**

1. The Club shall have no limit to the number of members.
2. Persons may be eligible to join the Club subject to approval by the Board of Directors after attendance of 2 (two) general membership meetings, reading and acceptance of the Club By-Laws and Operating Policies, a membership application is completed and with payment of the required initial application fee as noted in the Operating Policies and Guidelines.
3. One (1) of the two listed registered club members must be the registered owner or lessee of a Corvette. A valid registration or title to a Corvette must be shown as proof of ownership for a new membership and may be required for renewals of membership.
4. Club members must continue to be the registered owner or lessee of a Corvette to retain membership. If the Corvette is disposed of or the lease discontinued during the year, the membership will continue until the end of the current membership year. However, if a long-standing member of 10 (ten) or more consecutive years is unable to drive or own a Corvette, that said member would be grandfathered in the Club with full membership privileges.
5. A membership includes up to two (2) persons. All member's names must appear on the current membership list. All members in good standing shall have the right to vote in club elections and shall have all other rights granted by these By-Laws.

6. A member in good standing is a member meeting application requirement and with current dues fully paid.
7. Any new membership application may be rejected/disapproved by the Board of Directors, whenever in its judgement, is in the best interest of the Corporation.
8. Any existing General Member or Board of Director may be removed from the Club, whenever in its judgment, is in the best interest of the Corporation.
9. The Board of Directors shall set membership dues annually. The membership dues for the next year shall be announced at the September general meeting. The membership dues are to be paid by December 31 for the upcoming year. If dues are not paid by December 31 for the upcoming year, the member will be dropped from the membership roll and may rejoin as a new member anytime hereafter.

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

1. The business and affairs of the Corporation shall be managed by its Board of Directors. There shall be seven (7) members of the Board elected by the general membership annually. The Board shall consist of executive officers being a: president, vice president, secretary, treasurer, and non-executive officers being a: membership director, activities director, and properties director. The minimum qualifications to serve on the Board shall be a current member in good standing with a minimum of one (1) year membership.
2. In addition to the powers and authorities by these By-Laws expressly conferred upon the Board of Directors, the Board shall have the maximum power and authority now or hereafter provided or permitted under the laws of the Commonwealth of Pennsylvania to Directors of Pennsylvania Non-profit Corporations acting as a board unless superseded by the general membership or these By-Laws.
3. The transitional meeting with the outgoing and incoming Board of Directors shall be held annually. The meeting shall occur at a practical time in December as the Board of Directors shall designate preferably no later than the first meeting of the newly elected Board of Directors' term.
4. Regular meetings of the Board of Directors shall occur at least quarterly at such time and place as the Board shall designate.
5. Special meetings of the Board of Directors shall be called by the President at such times as the President shall deem necessary.
6. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least five (5) days prior to the day named for the meeting.
7. A quorum for the transaction of business shall consist of a simple majority. The acts of a majority of the Directors present and eligible to vote at a board meeting shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting by the use of written consent of the majority of the Board. The consent or consents must be in writing setting forth the action so taken and shall be signed by at least a majority of all directors in office and shall be filed with the Secretary of the Corporation within 30 days.
8. Except where inconsistent with law or these By-Laws, corporate proceedings shall be covered by the latest revision of Robert's Rules of Order.

9. The Board of Directors may appoint members to the following standing committees: membership committee, activities committee, properties committee and By-Laws committee. The Board of Directors may, by resolution adopted by a majority of the Directors of the Corporation, direct the committee(s) to report back to the Board on the matter(s) within the committee's jurisdiction. A quorum, for the purpose of holding and acting at a meeting of a committee, shall be a simple majority of the members thereof.

10. All Board members shall be nominated and elected to serve on the Board by the general membership annually. The Board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

11. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish an advisory committee to advise and assist the Board in carrying out its responsibilities. The Advisory Committee shall consist of members in good standing.

12. One or more board members may participate in a meeting of the Board or a committee of the Board by means of the conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

13. Any director, officer or club member of the Corporation is authorized to receive reasonable reimbursement from the Corporation for the actual expenses incurred with an itemized receipt when authorized by the Board of Directors. No director or officer of the Corporation shall receive compensation merely for acting as a director or officer.

14. Officers and directors shall be nominated for office at the general meeting in September. Seconded nominations and declining of nominations to set the slate shall be at the general meeting in October. Election of the officers and directors shall be held every year at the November general meeting based on the slate of nominees. Elected officers and directors shall take office at the general meeting in January and serve a one (1) year term.

## **ARTICLE VII - OFFICERS**

1. The Executive Officers of the Corporation shall be persons of full age, shall be chosen by the general membership, and shall be the President, Vice President, Secretary and Treasurer. They shall hold their offices for a term of one (1) year and shall have authority to and shall perform such duties as provided by the By-Laws and as prescribed by the Board. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise. No officer shall serve more than two (2) consecutive terms in the same office. There shall be no limit on the total number of non-consecutive terms an officer can serve.

2. The President shall be the Chief Executive Officer of the Corporation. He or she shall preside at all meetings of the members and the Board of Directors. He or she shall have general and active management of the affairs of the Corporation.

He or she shall see that all decisions and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate specific powers, except as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation.

He or she shall execute all documents requiring the seal of the Corporation. He or she shall be EXOFFICIO member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President.

3. The Vice President shall act in all cases as and for the President in the latter's absence or incapacity and shall perform other such duties as he or she may be required to do from time to time.

4. The Secretary shall attend all sessions of the Board and all meetings of the members, act as clerk thereof, and record all the votes of the Corporation and the minutes of all its meetings in a book to be kept for that purpose. He or she shall perform like duties of all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

5. The Treasurer shall have custody of the corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements on books belonging to the Corporation and shall keep the money of the Corporation in a separate account to the credit of the Corporation. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Directors, at the regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. In order to assure the timely receipt of the Club quarterly sponsorship fund, the Treasurer shall submit an invoice 30 days prior to the beginning of the next quarter.

## **ARTICLE VIII - VACANCIES**

1. If the office of any Non-Executive officer, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors who shall hold office for the unexpired term or until the next general election.

2. Vacancies of an Executive Officer in the Board of Directors shall be filled in the same manner as provided for the designation of directors in Article VI - Board of Directors, paragraph 15 by special election if necessary.

## **ARTICLE IX - BOOKS AND RECORDS**

1. The Corporation shall keep an original or duplicate record of the proceeding of the Directors, the original or a copy of the By-Laws including all amendments thereto to date, certified by the Secretary for the Corporation, and the original or duplicate board register, giving the names of the Directors, and showing their respective address. The Corporation shall also keep appropriate, complete and accurate books or records of account which shall be audited on an annual basis.

2. Any documents, photographs, writings or other similar materials presented to the Club by members for purposes of facilitating the operation of the Club become the property of the Club for use as they deem appropriate.

## **ARTICLE X - FISCAL YEAR AND ANNUAL REPORT**

1. The fiscal year of the Corporation shall commence on January 1st and end on the following December 31st.
2. The Board of Directors shall prepare a budget on the activities of the Corporation to be prepared annually and present the budget to the membership at the March general meeting.

## **ARTICLE XI - AMENDMENTS**

1. The Board of Directors may recommend to the general membership that they alter, amend, suspend or repeal these By-Laws or any portion thereof at any regular or special meeting called for that purpose, except as restricted by the Pennsylvania Non-Profit Law of 1972, as amended. The general membership shall vote on the amendments at the next regular or special meeting called for that purpose.

## **ARTICLE XII - LIMITED LIABILITY OF DIRECTORS**

1. Each director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under Section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the non-payment of taxes pursuant to Local, State or Federal Law. The Corporation shall maintain adequate levels of General Liability and Director and Officers insurance.

## **ARTICLE XIII - MEMBERSHIP MEETINGS**

1. Regular meetings for the general membership shall occur at least quarterly at such time and place as the Officers shall designate from time to time. A quorum for a general membership meeting shall be no less than 20% of the total current membership of the Club.
2. The Officers shall call special meetings of the general membership at such times as the Officers shall deem necessary.
3. Personal notice of every special meeting shall be given to each member at least five (5) days prior to the day named for the meeting via email.
4. The general meeting notice will be posted on the website and via email.

## **ARTICLE XIV - EXPENDITURE OF CORPORATION FUNDS**

1. All expenditures of corporate funds must have prior approval of a majority of the Board of Directors. All reimbursements must have receipts before money will be paid. The Treasurer must sign all corporate checks and all checks over \$500.00 must be signed by the Treasurer and one other officer.
2. To avoid any conflict of interest, no expenditures of corporate funds in the form of donations to charities will be considered by the Club. Any fund raising for worthy or charitable causes will be kept independent of club funds.

## **ARTICLE XV - COMMITTEES**

1. The general purpose of each committee is to assist the Board of Directors with the operation of the Corporation and make recommendations to the Board of Directors.
2. The President shall be the Chairperson of the By-Laws Committee. The By-Laws Committee shall be responsible for reviewing all requests or make recommendations for amendments to the Corporation By-Laws. The By-Laws Committee shall recommend any modifications to the Board of Directors for their consideration on any amendments to the By-Laws.
3. The Vice President shall be the Chairperson of the Nominations Committee. The Nominations Committee shall be responsible for preparing and recommending a slate of candidates for the upcoming election of offices for the forthcoming year. The Nominations Committee shall prepare ballots for voting and shall provide a mechanism for an independent counting of votes at the election in November.
4. The Treasurer shall be the Chairperson of the Finance Committee. The Finance Committee shall be responsible for developing ways and means of raising revenue for the Club to meet its financial obligations.
5. The Activities Director shall be the Chairperson of the Activities Committee. The Activities Committee shall be responsible for scheduling and coordinating all the Club functions.
6. The Membership Director shall be the Chairperson of the Membership Committee. The Membership Committee shall be responsible for recruiting new members and maintaining written records of current members. The Membership Committee shall prepare a written description of the types of membership and requirements for each membership, if applicable. The Membership Committee shall resolve all questions on membership status.
7. The Properties Director shall be the Chairperson of the Properties Committee. The Properties Committee shall be responsible for the ordering and sale of the Club jackets, shirts, hats and other items with the Club logo.

## **ARTICLE XVI - OMISSIONS**

1. Any areas not covered by these Corporation By-Laws shall follow the most current *Robert's Rules of Order*, Revised.

## **ARTICLE XVII - DUES**

1. Any and all new membership dues received on or after the beginning of the fourth quarter, October 1st during any year, shall be paid in full through the following year.

## **ARTICLE XVIII - DISPOSITION OF CLUB ASSETS**

1. In the event that Chester County Corvette Club should disband, all accrued monies and liquidated properties shall be donated to The Ronald McDonald House.