

CORVETTE CLUB OF WESTERN MASS BY-LAWS

Preamble

Corvette Club of Western MA (CCWM) is a nonprofit, social club for Corvette owners. The club promotes the current and future ownership and enjoyment of Corvettes. CCWM hereby adopts these By-Laws, as set forth as of **August 3, 2016**.

Article I: Name

Section 1: General

This organization shall be officially known and designated as the CORVETTE CLUB OF WESTERN MASS, a Massachusetts Non-Profit Corporation hereafter referred to as the "CCWM."

Article II: Objectives

Section I: General

The objectives of the club are as follows:

- a. To promote the ownership and further the interest of Corvettes.
- b. To encourage planned trips, cruising events and social gatherings for members of the club.
- c. To provide and regulate events and exhibitions for Corvette owners.
- d. To encourage careful, lawful and skillful driving on public highways.
- e. To act as good citizens in the community through the support of charitable causes.

Section 2: Registered Office

- The registered office of the club shall be the address of the President (31 Silver Street, Springfield, MA 01107) or at such place as the Executive Board may determine.

Article III: Membership

Section 1: Eligibility

Membership in the club shall be restricted to owners, principal operators or significant others/spouses or children thereof, of Corvettes.

- Criteria for membership is as follows:
 - a. Members must own a Corvette;
 - b. Submit a completed club application;
 - c. ~~Attend a minimum of four club sanctioned events and/or Business Meetings (with the latter also qualifying as club sanctioned events).~~
 - c. Attend a minimum of six (6) Club sanctioned events every calendar year (Business Meetings, some Shows and Social events will all be considered sanctioned events).

Section 2: Types of memberships

- a. Active Member - An active member shall be a member who owns or is the principal owner of a Corvette and is in good standing with club regulations and is at least 18 years of age or older. **Only Active Members can vote and hold an elective office or chair position.**
- b. Associate Member – Associate member status in the club shall be automatically applied to a significant other/spouse and/or child of an Active Member. Or an active member who no longer owns a Corvette for a term of no more than 180 days, unless or until said member resigns from the club or purchases another Corvette, in which case said member’s status shall automatically revert back to “Active”. Associate members cannot hold an elected office or chair position, and **do not have voting privileges.**
- c. Honorary Member – An honorary member is a member whose acceptance is voted upon by the majority of the Active Members present at a Business Meeting. Honorary members cannot hold an elected office or chair position and **do not have voting privileges.**
- d. Armed Service Member – Members who join the active duty Armed Services, voluntarily or otherwise and are not within participation range of the club, shall be maintained as “membership paid” members through the years of their enlistment.
- e. Life Member – Is a privileged status that recognizes a member’s exceptional service or personal contributions to the Club. It is granted by a majority vote of the Board of Directors. **Life Members can vote and hold an elective office or chair position.** Life Members are not subject to the stipulation of owning a Corvette, nor are they subject to any attendance requirement.

Section 3: Resignation of Members

Resignation from membership or request of a change in status shall be submitted to the Executive Board in writing.

Members who have resigned may regain membership by again completing membership application and requirements.

Section 4: Voting Rights

~~One vote per active membership. All other member classes are not eligible to vote.~~

One vote per **Active** or **Life** member. All other member classes are not eligible to vote.

Article IV: Organization and Government

Section 1: Incorporation

The club's Treasurer shall file or direct to be filed annually the Certificate of Change of Directors or Officers and the Commonwealth of Massachusetts Annual Report with the Commonwealth of Massachusetts shortly after the club elections. Also, the Federal Tax filing before the due date, and any other forms or documents that may be required in the future.

Section 2: Laws

- a. The laws of the club shall consist of these By-Laws, any amendments, revisions, updates, etc., thereto, and the laws of The Commonwealth of Massachusetts.
- b. No proxy votes shall be allowed.
- c. Unless stated otherwise in the By-Laws, decisions on behalf of the club are made via a majority vote of the Executive Board Members when a quorum is present at the respective Business Meeting.

Section 3: Elections

Eligibility and Duration

- a. Eligibility to hold an Executive Board office in the club is restricted to Active Members in good standing, or Life Members.
- b. The Executive Board shall consist of the following offices: President, Vice President, Secretary, Treasurer, and Membership Director, or any others determined necessary by the Executive Board.
- c. Executive Board Members shall elect a President, Vice President, Secretary, Treasurer, and Membership Director as needed.
- d. The terms of office shall be for two (2) years.
- e. In the case of death, removal or resignation, the successor(s) shall be appointed by the Executive Board to fill the unexpired term(s).

Election Process

- a. A meeting of the Active and Life Members shall be held in December of each year for the election of Executive Board Members for the following term. Said officers to take office on January 1st.
- b. The election shall be by open ballot.
- c. Nominations of candidates for election will be accepted in writing to the Club address of record, with a deadline of no later than 30 days prior to the election date. No nominations from the floor will be accepted. The nominees who receive a majority number of votes cast shall be declared the winners.
- d. All corporate records and ledgers shall be turned over to the incoming officers at the January Executive Board meeting.
- e. The exact time and place of the meeting shall be determined by the Board.

Ballots will be opened at the election meeting and contents kept in strictest confidence until after all the ballots have been counted. Ballots will be counted by member volunteers who are not running for elected positions (or their immediate families) at the meeting.

Section 4: Club Officials

The Executive Board (Board of Directors: or Board) of the club shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Membership Director
- f. Executive Board Members

Executive Board Responsibilities

- a. The Executive Board shall act for the club in all matters (1) not requiring the vote of the Active Members and (2) not otherwise provided in the By-Laws of CCWM.
- b. The Executive Board of the CCWM may, by majority vote, designate a member to have the temporary authority to execute any documents pertaining to a specific club event on behalf of the club.

The Officers of the club shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Membership Director

No Executive Board member may hold more than one elected post of the Executive Board.

Duties of Officers:

- a. President – The President shall be the chief executive of the club; he/she shall preside at all meetings of the general membership (i.e., Active Members) at which he/she is present; he/she shall have the general and active management of the business of the club and shall see that all orders and resolutions of the Executive Board are carried into effect; he/she shall have the general powers of supervision and management usually vested in the office of President of an organization. He/She shall be an exofficio member of all committees. He/She is responsible to designate the person or persons to collect the mail at the club mail office box. He/She shall have such further powers and duties as may be prescribed in the By-Laws of the club.

- b. Vice President – The Vice President shall in the absence or disability of the President perform his/her duties and exercise his/her powers. He/She shall preside over all meetings other than the general Business Meetings. In the event of a vacancy in the office of President, he/she shall assume the office until an election is held to fill the vacancy. He/She shall have such further powers and duties as may be prescribed in the By-Laws of the club.
- c. Secretary – The Secretary shall attend meetings and shall record all proceedings and attendance in a book to be kept for this purpose. He/She shall perform such duties as may be prescribed by the President and Executive Board. He/She shall be responsible to keep membership current of all club activities. He/She may delegate any of his/her duties, powers and authority to one or more Assistant Secretaries unless such delegation is disapproved by the Board. He/She shall have such further powers and duties as prescribed in the By-Laws of the club.
- d. Treasurer – The Treasurer shall have custody of the club funds and securities and will transact the sale of club articles having a monetary effect on the club. He/ She will keep full and accurate accounts of receipts and disbursements in books belonging to the club and shall deposit all monies and other valuable effects in the name of the club and shall deposit to the credit of the club in such depositories as may be designated by the Executive Board. He/She shall render to the President and Executive Board whenever they request it, an account of his/her transactions as Treasurer and of the financial condition of the club. The club's Treasurer shall file annually, if required, (1) the Certificate of Change of Directors or Officers and the Commonwealth of Massachusetts Annual Report with the Commonwealth of Massachusetts shortly after the club elections, (3) the Federal Tax filing (form 990-N; to be filed electronically) before July 1st, and (4) any other forms or documents that may be required in the future. He/She shall have further powers and duties as may be prescribed in the By-Laws of the club.
- e. Membership Director – Is responsible to answer all prospective membership inquiries. Will introduce new members at general membership and business meetings. Maintain applications and correspondence with interested parties. Will maintain a current membership roster showing CCWM active, associate, honorary, and armed services members. Will maintain the latest copy of the club by-laws in electronic format, so as to provide each new member with a membership packet that includes these by-laws.
- f. Further, it is the duty and responsibility of all Executive Board members to insure that there is sufficient insurance in place to cover the CCWM in all liability situations, and also to protect its Board members from any personal

liability through the use of a Director's and Officer's policy either as an amendment to the liability policy or as a separate policy.

Section 5: Other Positions (Board Appointed)

The following shall be appointed positions at the Boards discretion:

- a. Social Chairperson
- b. Newsletter/Publications Chairperson
- c. Cruise Director
- d. On-Line Director

Section 6: Duties of Other Positions

Social Chairperson

- a. The duties of this office are:
 1. Maintain social calendar.
 2. Actively solicit event chairpersons.
 3. Provide a monthly updated list of social events and a synopsis of the planned presentation in a timely manner to the Publications Chairperson for inclusion in the club's newsletter and such other duties as may be prescribed by the President and Executive Board.

Publications Chairperson

- a. The duties of this office are:
 1. Edit, publish and distribute the club newsletter on a monthly basis maintaining the highest quality and standards possible.
 2. Maintain newsletter mailing list of club members, area clubs and officers, and such other persons deemed necessary for the benefit of the club.
 3. Various other printing and mailing efforts necessary for the efficient operation of the club.
 4. The Publications Chairperson will be responsible for such other duties as may be prescribed by the President or the Executive Board.
 5. The Publications Chairperson may appoint an editor or assistant.

Cruise Director

- a. Duties of this office to include:
 1. Serves as liaison with media
 2. Is the Club contact person for parades, events, and charities to obtain information.
 3. Maintains a "Club Calendar" of events for members
 4. Coordinates with the on-line director to see events published on-line.

On-Line Director

- a. Duties of this office to include:
 1. Will facilitate posting of calendar events and all CCWM information to web sites, Facebook and other sites.
 2. Any other issues as directed by the Executive Board

Article V: Finances

Section 1: Fiscal Year

The fiscal year of the club shall be January 1 through the last day of December.

Section 2: Approved Signature

All checks, drafts or demands for money and notes of the club shall be signed by both the Treasurer and President. Club funds shall be retained in a checking account, except as otherwise approved by the Executive Board.

Section 3: Expenditures

The Executive Board shall have the power to spend, approve, authorize or delegate the spending of club capital between scheduled Business Meetings. Such expenditures will not require approval of the membership, but will be noted at the next Business Meeting (e.g., President's or Treasurer's reports) and covered in the Executive Board meeting minutes. Examples include, but are not limited to expenditures for trophies, newsletter expenses, gifts, bereavement related items for members (including former members) and their families, reimbursements and expenses for the Club store, donations and any and all other expenditures as deemed appropriate, in their respective sole discretion, by a majority of the Executive Board.

Committee Chairperson

- a. The club shall reimburse committee chairpersons for out of pocket expenses incurred in setting up events, under (\$50.00) with approval by the Executive Board or President, when presented with valid receipts by written request.

Section 4: Property

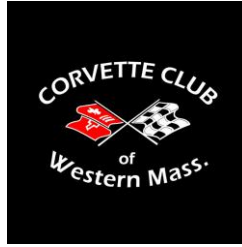
All property of the club shall be held in the club's name.

Section 5: Audits

Any member shall have the right to inspect and view any financial data relating to the CCWM by making a request of and an appointment with the Board.

Article VI: Emblem

The official emblem of the club shall be and be shown as follows:



The emblem of the club shall always contain thereon the inscription:

“CORVETTE CLUB of WESTERN MASS”

Article VII: Meetings

Section 1: Special Meetings

Special Meetings of the Executive Board may be called at any time at the request of an Executive Board Member (a/k/a Board Meetings).

Section 2: Business Meetings (a/k/a Membership Meetings)

Open Business Meeting will be held at a place and time designated by the Executive Board.

Section 3: Conduct of Meetings

All meetings, regular or special, of the club, will be conducted in accordance with Robert’s Rules of Order as a guideline.

Article VIII: Discipline of the Membership

Section 1: Termination or Suspension

The Executive Board shall have the right to terminate or suspend the membership of any member after a private hearing in a meeting with only the Executive Board. Such person may appeal such termination or suspension to the membership at a Business Meeting. The membership shall then have the right to terminate or suspend the membership of any member with the approval of the majority of the Active Members present at the designated meeting.

Section 2: Recall or Removal of Officers

Any officer may be removed from office by a majority vote of the other elected officers, subject to appeal by the aggrieved officer to the Active Members at a Business Meeting. In the event of an appeal, the Active Members shall make final disposition regarding removal from office which requires a majority vote of the Active Members present at the Business Meeting.

Any officer may be recalled from office by the Active Members. Reason for removal from office shall be at the discretion of a majority vote of the Active Members in attendance at the Business meeting.

Section 3: Penalties

Penalties for the violation of the laws of the club by a member shall be reprimand, suspension or expulsion, as deemed appropriate by the Executive Board with the approval of a majority vote of the Active Members at a Business meeting.

Any member found guilty of using the club for personal gain shall be subject to action by the Board.

Section 4: General Offenses

Any member of the club who shall purposely violate any provisions of the By- laws, rules, regulations, laws or edicts of the club which have properly been approved or who shall be guilty of conduct unbecoming a member, un-sportsman like conduct, or traffic violations (namely constant recklessness or careless driving habits, driving as to endanger life, limb or property, or a ticketed violation during a club event) shall be guilty of an offense against the club and shall be subject to reprimand, suspension or expulsion.

Article IX: Appointed Posts and Committees

Section 1: General

The Executive Board may appoint positions as needed. Additionally, the Executive Board may establish committees as deemed appropriate.

Article X: Liability

Section 1: Non- Obligation

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

Article XI: Indemnification

Section 1: General

The Executive Board shall indemnify and reimburse from the funds of the club, to the extent of the balance in the club checking account at the time, each officer of the club and his/her heirs, executors or administrators for any judgment against him/her for expenses necessarily incurred by him/her in connection with the defense or reasonable settlement of any action, suit or processing to which he/she has been made a party by reason of his/her being an officer of the club or by reason of his/her conduct as such. A D & O policy meeting established business requirements shall be in place at all times.

Article XII: Dissolution

Section 1: Funds

If for any reason this club is disbanded, all property held in the club's name shall be liquidated and turned into cash in accordance with the decisions made by a majority vote of the Active Members present at Business Meeting when the voting takes place addressing the dissolution. After all club liabilities have been paid, the remaining cash shall be donated to a non-profit, charitable organization chosen by a majority vote of those Active Members in the club at the time, and present at the Business Meeting when the vote is held.

Dissolution of the CORVETTE CLUB OF WESTERN MASSACHUSETTS, shall be in accordance with all applicable Federal laws and Commonwealth of Massachusetts laws.

Article XIII: Amendments to the By-Laws

Section 1: Procedure

All motions to amend these By-Laws shall be read by the President or his/her designee at a Business Meeting, and be posted to the member's e-mails. A second reading shall be made at the following Business Meeting at which time members may vote on it. A majority of the Active Members present at the time the vote is taken shall be necessary to pass the motion of the amendment.

Section 2: Notification

The Executive Board shall be advised of all proposed amendments not less than ten (10) days in advance of the Executive Board Special Meeting preceding the Business Meeting at which the amendment will be presented.

Article XIV: Conflicts

Section 1: General

All existing By-Laws or parts thereof in conflict with these By-Laws are hereby annulled and repealed.

History:

1. Final revision and ratification vote 8/3/2016 (unanimous).
2. Amended February 2019 (unanimous)
3. Amended March 2020 (unanimous)