



ARCHWAY CORVETTE CLUB

BYLAWS June 11, 2024

PREAMBLE

In order to promote interest in Corvette Automobile ownership and operation and to that end to collect, receive, learn, disseminate and publish information relative thereto and further establish an organized effort to encourage others to participate in the ownership and enjoyment connected with the use of said automobile, and to that end to hold meetings, affairs, rendezvous and other gatherings, public or private in furtherance of said purpose, the Archway Corvette Club, a nonprofit organization, hereby adopts these Bylaws as hereinafter set forth.

ARTICLE I

MEMBERSHIP

SECTION 1. Qualifications. Membership shall be limited to owners of, or principal operators of, or persons with a strong interest in Chevrolet Corvette motor sports vehicles. Applicants must be eighteen years of age or older. Furthermore, applicants must comply with these Bylaws, and the Bylaws of the National Council of Corvette Clubs, Inc. (NCCC).

SECTION 2. Membership Classification: Primary Members are persons fulfilling the requirements of ARTICLE I, SECTION 1, that have been accepted by the club membership as described in ARTICLE I, SECTION 3. Spouses of Primary Members are also eligible to be Primary Members.

SECTION 3. Candidate Acceptance. A candidate submitting application for membership will be voted on by the Primary Members present. Prior to voting on the candidate, the chairperson will ask for discussion on said candidate from the Primary Members. The candidate may become a member if his/her application is accepted by a plurality of Primary Members present.

SECTION 4. Dues. Annual dues shall be set at the general meeting in September by a vote of plurality of Primary Members present. Membership dues are due by November Fifteenth of each year. Membership dues not paid by November Fifteenth shall be considered delinquent and the respective member's name shall be dropped from the membership roster December 31st. Members dropped from the membership roster must reapply as a candidate for new membership. Dues for new

members joining after August 1st of the current year will not be required to pay for the following year's membership to be in compliance with NCCC procedures.

SECTION 5. NCCC Membership. NCCC membership is required. In the event the NCCC minimum membership requirement for ACC is not met, ACC will expend from the general fund sufficient resources to purchase additional NCCC memberships to abide by the NCCC minimum membership requirement.

ARTICLE II

BOARD OF DIRECTORS, OFFICERS, AND COORDINATORS

SECTION 1. Board of Directors, Officers, and Coordinators. The Primary Members shall elect as Officers a President, Vice President, Secretary, Treasurer, Governor and such other Officers of the Organization deemed necessary. These Officers, along with any additional Directors elected shall conduct the affairs of the Organization as a Board of Directors, with any additional Directors appointed by the Board of Directors, which shall not be less than five (5) nor more than fifteen (15) Primary Members. The Board of Directors shall promulgate bylaws for the direction and control of the Organization's activities and affairs. A majority of the Board shall constitute a quorum. The term of office for Officers and Directors shall be (1) year.

SECTION 2. Election and terms of Office. Nominations for Officers and Directors will be taken at the October meeting. The Officers and Directors will be elected annually by ballot by a plurality of Primary Members present at the annual meeting in November. Term of office for all Officers and Directors shall be one year, beginning January First of each year. All Officers and Directors May be elected for two consecutive terms*. Any vacancies in office may be filled at the next meeting by a vote of plurality of Primary Members present, term to end at the end of calendar year. Any Officer or Director thus elected and serving less than a full term may be elected for two subsequent consecutive terms of office.

* Except that the Governor may be elected for more than two consecutive terms.

SECTION 3. Duties of Officers and Directors:

A. President. President shall be chief executive officer having general control of management of business and affairs, subject to the right of Membership, to delegate any specific power, except such as may be by statute exclusively conferred upon the President, to any other Officer or Officers of the Organization. He or she shall preside at all meetings of the general membership. The President shall be responsible for the up-to-date listing of all such property, which shall include the name of any individual member charged with temporary custody thereof.

B. Vice President: In the absence or disability of the president, the Vice President shall perform the duties and exercise the powers of the President until the next regularly scheduled meeting. The Vice

President shall assist the President, and shall also coordinate all Club activities and assist the Governor in such capacity, in the Governor's absence. The Vice President is also responsible for the recording of points, keeping attendance, and organizing membership drives.

C. Treasurer the Treasurer shall keep an account of all monies received and expended for the use of the Organization, shall deposit all sums in accounts approved by the membership, and make a report of such transactions at the regular general meetings. Funds may be drawn upon the combination of two signatures of the President, Vice President, or Treasurer. The Treasurer is responsible for the timely collection and dispersal of mail to proper persons. The funds, books and vouchers in his or her hands shall at all times be under the supervision of the general membership and subject to inspection and control. He or she shall be responsible for the sale and dispersal of patches, window stickers or any miscellaneous merchandise. At the expiration of term of office, he or she shall deliver all monies, books and other properties to his or her successor and all records shall be audited at the end of such term by person or persons designated by the general membership.

D. Secretary The Secretary shall attend all meetings of the general membership and shall record minutes of such proceedings. The Secretary shall perform other duties as prescribed by the President, and shall be able to delegate any of his or her duties, powers, and responsibilities to one or more members unless disapproved by the membership.

E. Governor The Governor is responsible for advising the membership at regular monthly meetings of all upcoming events, local, regional, or national and of all NCCC actions. He or she is responsible for submitting to and negotiating with NCCC all sanction dates of upcoming year, also the mailing of event fliers to other clubs and regional officers, and the mailing of all event results to NCCC officers and event participants within the required time limits. He or she will also keep and distribute all available event forms and be responsible for submitting to NCCC all membership dues and names. It is also his or her duty to attend all required NCCC meetings or to send a proxy in his or her place. The final decision on all event discrepancies and protests shall be that of the Governor.

F. Director A Director is responsible to attend Board of Directors meetings and participate in the governance responsibilities of the Board of Directors as set out in these Bylaws.

G. Removal Any Officer or Director may be removed by a three-fourths (3/4) vote of all Primary Members at any membership meeting, provided that the notice of such meeting states that removal of such Officer or Director shall be considered at such meeting.

H. Compensation No Officer, Director, or Coordinator shall receive any salary or compensation for his or her services as Officer, Director, or Coordinator except for reimbursement of actual and reasonable cost for attendance at meetings or for work, as authorized by the membership.

ARTICLE III

MEETINGS

A. General Meetings. General meetings will occur on the second Tuesday of every month at 7:00 o'clock p.m., or as changed or canceled as provided for in Bylaws. A general membership meeting may be moved or canceled at the direction of the President. The announcement may be made by special mailing or via the ACC newsletter or ACC e-mail mailed to the membership.

B. Special Meetings. Special meetings may be called by the President, or in his or her absence, by the Vice President, or any three (3) Directors by requesting the Secretary to call such a meeting

C. Annual Meeting. The November meeting shall be the annual meeting.

D. Quorum. A quorum for General, Special and Annual Meetings shall consist of twenty-five (25) percent of the Primary Members.

E. Order of business. The order of business of this Organization for each and every meeting shall be as follows or as modified by President:

1. Call to order.
2. Report of the last meeting, including a reading of the minutes unless disposed of on motion.
3. Reports of: officers and standing or special committees.
4. Old Business.
5. New Business.
6. Adjournment.

F. Voting. Each Primary Member present shall be entitled to one (1) vote. Voting by proxy shall not be permitted. The act of a majority of Primary Members present and voting at a meeting at which a quorum is present shall be the act of the membership, unless a greater vote is required by these Bylaws.

ARTICLE IV

CLUB EVENTS

SECTION 1. Only Corvette owners that are members of this Organization and are driving Corvettes shall qualify for ACC Activity Points with the exception that driving a Corvette to a ACC Social Event or to a ACC General Membership Meeting is not required.

SECTION 2. All driver's licenses and insurance cards shall be valid and legal; the driver's license of all participants will be examined before any and all events. If a driver's license has been suspended or is not in effect in the state in which the event is taking place, the driver cannot participate; however, the spouse of the driver may enter the event, assuming his or her driver's license is current and in effect.

SECTION 3. This Organization shall accept and abide by the National Council of Corvette Club rules, regulations and directive as to all events, classifications of cars and schedules.

ARTICLE V

CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest should be disclosed to other members as appropriate. Any Primary Member having duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and he or she should not be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the disclosure was made, the abstention from voting, and the quorum situation. The foregoing requirement should not be construed as preventing the member from briefly stating his or her position in the matter, nor from answering pertinent questions of other members, since his or her knowledge may be of great assistance.

ARTICLE VI

MISCELLANEOUS

SECTION 1. Fiscal Year. The fiscal year of the Organization shall begin on January 1 and end on December 31 of each year.

SECTION 2. Property. The title or ownership of all property of the Organization, both real and personal, shall be vested in the Organization.

SECTION 3. Contributions. All contributions of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board, such may be used for the general purposes of the Organization. Contributions of any nature for specific purposes shall be used only for the purposes and in a manner for which the contributions are made.

SECTION 4. Board of Director's Authority to Expend Funds. The Board of Directors is authorized to expend an aggregate amount of \$250 annually without prior approval of the membership.

SECTION 5. Contracts. The Board of Directors, with appropriate approval of Primary Members, may authorize any Officer, Director, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to a specific instance, and unless so authorized by the Primary Members, no Officer or Director or agent shall have any power or authority to bind the Organization by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

SECTION 6. Memorializing club members. When a member in good standing passes away, the club will donate a memorial in their honor of \$75 to the charity of the family's choice. An officer of the club will contact the family to see if they would like a club presence or action taken at the memorial service.

ARTICLE VII

PARLIAMENTARY AUTHORITY

Meeting to be called to order and conducted in an orderly fashion, with the latest edition of *Roberts Rules of Order* to be used as a guide.

ARTICLE VIII

AMENDING BYLAWS

At any time as deemed necessary, these Bylaws may be amended, appealed or altered, in whole or part, by three-quarters of the voting membership present. The Bylaws shall be read and ordered by the President to lie on the table for at least one month. A second reading will be ordered before the membership shall be eligible to vote. Membership shall be notified of any wish for changes, and discussion ordered prior to the meeting at which such vote will take place.