

BY-LAWS OF NORTH BAY CORVETTE ASSOCIATION

(Revised 01/10/24)

ARTICLE I

NAME

The name of this organization shall be: NORTH BAY CORVETTE ASSOCIATION (Hereinafter referred to as the Association)

ARTICLE II

PURPOSE

The primary purpose of the Association is:

- A. To encourage interest in the ownership of Corvette automobiles.
- B. To promote favorable relationships with the general public.
- C. To exchange ideas, general information and technical data relative to Corvettes and Corvette owners.
- D. To actively support sanctioned sports car competitions in their various forms.
- E. To cultivate safe driving habits and stimulate the pride of ownership among Corvette owners.
- F. To secure the latest technical information, literature, etc. from the factory and related sources.

ARTICLE III

MEMBERSHIP

A. Membership Requirements:

1. Active Members must:

- a. Be a registered owner of a Corvette automobile and as a member must continue to own a Corvette to maintain membership in the Association, except as noted below in this Article.
- b. Have attained the age of 18 years old.
- c. Be the holder of a valid driver's license.
- d. Have and maintain automobile insurance of sufficient coverage limits to comply with the minimum required by California state law.
- e. Applicant must maintain a history of reasonably safe driving habits.
- f. Make payment of initiation fee and the regular dues for the current year, or the applicable portion thereof (see Article III, Section C below.) upon approval of membership into the Association.
- g. Have attended two Association functions.

2. Limited Members: In the event that a member no longer owns a Corvette, the member must notify the Membership Director in writing as soon as possible. That member then must move from active member to limited member. A limited member can remain in that status until the end of the following dues year from the time that he or she no longer owns a Corvette.

3. Associate Members: Spouses, significant others, or another family member of Active Members may be Associate Members. They can vote and they may participate at all Association functions. There is no additional dues fee required for Associate Members by the Association nor WSCC. There is, however, an annual fee for Associate Members for insurance purposes by the National Council of Corvette Clubs (NCCC).

B. Admittance to Membership:

1. A properly detailed application form must be filed with the Membership Director. This form will contain all the data, investigations and proofs necessary to satisfy the requirements constituting eligibility for membership in the Association as stated in this Article.
2. Candidate's name and relevant information regarding said individual will be given to the Director of Publications by the Membership Director. This information will be published in the Association's monthly newsletter, or sent electronically to all members, with full mention that the said individual has applied for membership.
3. A period of seven days from the date of publication is to be allowed, during which time no action is to be taken on the application.
4. After this seven day period, the Board of Directors will meet to consider the application, or the application will be sent through the mail, or electronically, for their consideration.
5. If members of the Board of Directors agree that the candidate should be granted membership, and if no objections (as set forth in the next paragraph have been received) then the candidate is admitted to full membership in the Association.
6. In the event the President receives objections from three Association members, either in writing or by voice, the Board of Directors cannot admit the candidate.
7. Should a candidate be denied membership, the candidate is to be informed of the fact and also that such denial is without prejudice should candidate care to reapply.
8. In no event shall any person hold more than one membership, regardless of the number of qualifying cars owned.

C. Membership Fees:

1. Each new membership will be subject to an initiation fee and any other fees or dues. The payment of this sum will be requisite to membership and will entitle the initiate(s) to have one each of the following Association properties:
 - a. License Plate Frame
 - b. Name tags for both the member and associate member if applicable.
 - c. Identifying blazer patch.

- d. One-year subscription to the Association's e-newsletter.
- e. An electronic copy of the Associations Bylaws.
- 2. Annual fees shall be the current membership dues plus Western States Corvette Council (WSCC) dues and National Council of Corvette Clubs (NCCC) dues, both of which the Association is a member.
- 3. Association and NCCC dues paid after September 1 are good for the balance of the current year and automatic renewal for the following year.
- 4. Membership fees shall be used for purposes consistent with the purpose of this organization as stated in the Articles of Incorporation, such as the staging of events, publicity, normal functions related to the proper operation of the organization and miscellaneous expenses normally incurred.
- 5. Membership fees shall be due and payable December 1st, and shall be considered delinquent as of midnight, December 15th.
- 6. Non-payment of dues shall result in the member being dropped from the roster. Any member paying dues after December 15th shall pay a delinquency fee of ten dollars (\$10.00) for readmittance.
- D. SUSPENSION, EXPULSION, and LEAVE of ABSENCE
 - 1. SUSPENSION, EXPULSION:
 - a. The Board of Directors of this organization shall have the power (by a two-thirds (2/3) vote of all of the members of the Board of Directors) to suspend, expel or discipline any member for violation of any rule or regulation adopted by the Board of Directors or voted by the membership for non-payment of dues, for misconduct of any such member, or for any such reason as the Board of Directors may deem proper or in the best interests of this Association.
 - b. A member so disciplined shall be entitled to receive a written copy of the charges against him or her and the reasons proposed for the suspension, expulsion, or discipline. The member shall be entitled to appear before the Board of Directors in person or submit a defense in writing and be heard before the final action is taken.
 - 2. LEAVE OF ABSENCE:
 - a. A Leave of Absence may be granted to a member upon written request by the member to the President.
 - b. The following conditions must be met before Leave of Absence is granted:
 - (1). Members on Leave of Absence must retain membership requirements as set forth in Article III, Paragraphs A-D.
 - (2). Dues must be up to date.
 - c. These conditions shall govern Leave of Absence:
 - (1). No dues shall be required during a Leave of Absence.
 - (2) Dues will resume as of the month of the member's return.
 - d. Any member called to active military duty with the armed forces of the United States will be excluded from any of the requirements of these by-laws until they return home.

ARTICLE IV

BOARD OF DIRECTORS

- A. There shall be a Board of Directors for the Association consisting of the President, Vice-President, Secretary, Treasurer, Membership Director, Public Relations Director, Social Activities Director, Publications Director, and Member at Large. There shall also be appointed one each Sunshine Director, National Corvette Museum Ambassador, and Webmaster as non-voting members of the Board.
- B. Duties of the Members of the Board of Directors shall be:
1. The President:
 - a. Shall preside at all meetings.
 - b. Shall have the power to appoint special committees as dictated by the needs of the organization.
 - c. Shall represent the Association in all extra-curricular events when possible. He or she may appoint another to represent him or her.
 - d. Shall be an ex-officio member of all standing committees.
 - e. Shall have the power to call a meeting of the Board of Directors whenever the President deems necessary.
 - f. Shall annually ensure the Treasurer files required IRS Form 990 series tax returns to the Internal Revenue Service, and required FTB Form 199 or 199N to the California State Franchise Tax Board no later than the fifteenth day of May.
 2. The Vice-President:
 - a. Shall perform the duties of the office of the President when the President is absent.
 - b. Shall serve as the Chairman of the Competition Committee.
 - c. Shall serve as the Association's representative to WSCC.
 3. The Secretary:
 - a. Shall take minutes at every Board of Directors and General Membership meeting and be responsible for the care of the minutes. Send a draft of Board of Directors and General Membership Meeting Minutes electronically to all Board Members within seven days for their input.
 - b. Shall send special notices to members and handle all necessary correspondence at the direction of the President.
 - c. Shall maintain custody of the Articles of Incorporation and the By-laws of the Association.
 4. The Treasurer:
 - a. Shall keep account of and be responsible for the Treasury of the Association during his or her term of office.
 - b. Shall be responsible for the collection of dues.
 - c. Shall have charge, with Board approval, of any and all monetary transactions within two hundred-dollar (\$200.00) limitation. Expenditures in

excess of two hundred dollars (\$200.00) must be approved by resolution of the Board of Directors.

d. Shall sign all checks drawn upon the funds of this organization.

e. Shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

f. Shall make a financial report to the general membership at each regular meeting and prepare an annual report of the finances of this Association showing the receipts and disbursements during the Association year. The annual report shall be used for tax reporting to the Internal Revenue Service and the State of California Franchise Tax Board, and shall be available for membership perusal.

g. Shall annually file required IRS Form 990 series tax returns to the Internal Revenue Service no later than the fifteenth day of May.

h. Shall annually file required FTB Form 199 or 199N to the California State Franchise Tax Board no later than the fifteenth day of May.

5. The Membership Director:

a. Shall assist in the transaction of the business of this Association.

b. Shall be responsible for coordinating the induction of new members.

c. Shall keep a current roster of all members in good standing, and shall send electronically a current roster to the Publications Director for distribution to all members when modified.

d. As new members come into the club, the Membership Director shall post the information in the monthly newsletter.

6. The Public Relations Director:

a. Shall assist in the transaction of the business of this Association.

b. Shall be responsible for the Associations publicity.

c. Shall coordinate and communicate with all club advertisers and sponsors and set up quarterly meetings with our advertisers and sponsors.

7. The Social Activities Director:

a. Shall assist in the transaction of the business of this Association.

b. Shall be responsible for the Association's social activities.

c. Shall send notices of social events electronically to all members.

8. The Publication Director:

a. Shall assist in the transaction of the business of this Association.

b. Shall be responsible for the preparation and distribution of the Association's publications.

c. Shall post Board of Directors' reports, General Membership Meeting Minutes, flyers or announcements of all upcoming social events in the newsletter and provide the newsletter and other information to the members electronically, and to the Webmaster electronically for posting on the Association's website.

9. The Board Member at Large:

a. Shall be the retiring President of the previous term of office, if possible. If this is not possible, the Board Member at Large shall be elected by the general membership at the regular meeting of the Association.

- b. Shall assist the Board of Directors by furnishing the history of previous Association business.
- c. Shall be responsible for maintaining the Association's Archives.
- 10. Duties of the appointed (non-voting) position of Webmaster are as follows:
 - a. The Webmaster shall plan, manage, control, revise, and update the Association's website to communicate the activities of the Association to its members, council clubs, and any other interested parties.
 - b. Establish links with our sponsors and other sites of mutual interest and promote the benefits of being a member of the Association.
 - c. Maintain the Association's online events calendar and other WSCC clubs' information or upcoming activities.
 - d. The website must be kept updated and current each month.
 - e. The Webmaster will work closely with the Director of Publications and Social Activities Director to insure communications with the membership.
- 11. Duties of the appointed (non-voting) position of Sunshine Director are as follows:
 - a. Inform the membership of any members that are in need of comfort.
 - b. Send sympathy, condolence, get well, or other appropriate card to members in need of comfort.
- 12. Duties of the appointed (non-voting) position of National Corvette Museum Ambassador are as follows:
 - a. Inform the membership of any events or activities at the NCM through regular reports in the Association's monthly newsletter and at meetings.
 - b. Send and receive any and all correspondence between the Association and the NCM.
- C. It shall be the duty of each member of the Board of Directors to attend all meetings of the Board of Directors.
- D. The Board of Directors shall have the power to spend up to three-hundred and fifty dollars (\$350.00) without the consent of the regular membership. All other disbursements shall be submitted to the regular membership for approval.
- E. Emergency meetings of the Board of Directors shall be called at the request of the President, or upon the request of two Board members.

ARTICLE V

NOMINATION AND ELECTION OF BOARD OF DIRECTORS

- A. Nomination and election of Board of Directors shall take place during the first business meeting in November. Nominations made will not be accepted without prior consent to elections.
- B. Method of Election:
 - 1. Election shall be by secret ballot with one vote each per member and associate member.
 - 2. A majority vote is required for election.

3. An individual may hold only one elected position. This limit may be suspended by majority vote of the members in special cases.
 4. Half of the officers shall be elected each year. Terms of office shall be two association years commencing January 1st of odd years for President, Treasurer, Publications Director, Public Relations Director and the Social Activities Director, and Member at Large. Terms of office shall be two association years commencing January 1st of even years for Vice President, Secretary, and Membership Director.
 5. Officers shall be limited to two consecutive terms in the same office. This limit may be suspended by majority vote of the members.
 6. Board of Directors shall be limited to one office holder per membership. This limit may be suspended by majority vote of the members.
- C. Retirement from Office: In the event an officer retires from office, a special election shall be held at the meeting in which the resignation is accepted, or as soon as possible thereafter, to fill the vacancy for the balance of the term.

ARTICLE VI

MEETINGS

- A. The club meetings consist of one formal meeting and one social activity per month. The formal meeting will be on the second Wednesday of the month.
- B. Special meetings may be called as deemed necessary by the President and/or the Board of Directors.
- C. Board of Directors meetings will normally be held on the fourth Wednesday of each month.
- D. The Board of Directors may meet electronically.

ARTICLE VII

QUORUM

- A. Board of Directors meetings:
 1. Two-thirds (2/3), six Directors, of the total number of the Board of Directors shall constitute a quorum for the transaction of business of the Association.
 2. Any action taken by the Board of Directors shall be upon the affirmative vote of the majority of the Directors present except as otherwise herein provided.
- B. Regular Membership meetings:
 1. Fifteen percent (15%) of the total voting members of the Association shall constitute a quorum of the members for the transaction of business of the Association.
 2. Any action taken by the members shall be upon affirmative vote of a majority of said quorum.
 3. For the purpose of these By-Laws, qualified voting members shall be:

- a. The member and the associate member of the membership car who have been accepted into the Association in accordance with Article III of these By-Laws, who is presently in good standing and who has paid annual dues for the current Association year.
 - b. For the purpose of these by-laws, a Limited member cannot vote or hold office. A Limited member is one who no longer owns a Corvette as defined in Article III, Paragraph A 2.
- C. Proxy Vote: Members of the Board of Directors of the Association shall be entitled to act or vote by proxy.

ARTICLE VIII

ORDER OF BUSINESS

The order of business for all general membership meetings and meetings of the Board of Directors shall be:

- A. Introduction of guests
- B. Introduction of members (optional)
- C. Committee reports
- D. Old business
- E. New business
- F. Announcements
- G. Miscellaneous
- H. Adjournment

ARTICLE IX

COMMITTEE FUNCTIONS AND DUTIES

- A. COMPETITION COMMITTEE
 - 1. The Competition Committee shall plan and execute the Association's sponsored car shows, gymkhanas, autocrosses, hill-climbs, open rallies, and other related events.
 - 2. The Committee shall submit plans for such events to the Officers and Directors for approval before executing these events.
 - 3. In the conduct of such events, the authority of the Chairman of the Competition Committee will be subordinate only to the Board of Directors.
- B. NOMINATING COMMITTEE
 - 1. Purpose: The selection and nomination of suitable candidates to fill the elected positions in the Association for the ensuing year.
 - 2. Formation: The Committee will be formed by the majority floor vote of the attending Association members at the first scheduled General Membership

meeting in the month of September. The duties of the Nominating Committee will expire at the termination of the following November election meeting.

3. Composition: It will be composed of three members. Of these three members no more than one may be present officers of the Association. The three members will then choose a chairman by majority vote.

4. Duties: The Nominating Committee will:

a. Meet, in its entirety, at least once between September 15th and October 31st in a closed meeting and at a time and place designated by its Chairman.

b. Determine, by majority vote, a suitable nominee for each elected position.

c. Make these selections prior to October 31st.

d. Publish these selections in the NBCA newsletter as soon as possible, and prior to the November membership meeting.

e. Nominate these selections at the November election meeting.

5. Interpretation: No passage in this section will be construed to mean or intend any abridgment of any Association member's right of nomination.

ARTICLE X

INCORPORATION

A. In the interest of the self-protection of the Association and its members, said Association has incorporated as a non-profit organization and does abide by the corporate laws of the State of California.

B. The Association shall protect its Directors and Officers with appropriate Directors and Officers (D&O) insurance.

ARTICLE XI

RATIFICATION AND AMENDMENTS

A. These By-Laws shall become effective when ratified by a two-thirds (2/3) majority vote of the voting membership.

B. Amendments to these By-Laws must be presented in writing to the membership at a scheduled General Membership meeting. A two-thirds (2/3) majority vote of the voting members is mandatory for ratification of an amendment. Electronic, mail-in, and proxy votes are allowed.