

FOR CORVETTES ONLY, INC.

BYLAWS

**ARTICLE I**

OFFICES

Section 1. *Principal Office.* The principal office of the Corporation shall be P.O. Box 53 in the Town of Mystic, State of Connecticut.

**ARTICLE II**

MEMBERSHIP

Section 1. *Membership.*

A. Regular Membership – Any person fulfilling the requirements of these Bylaws, including the provisions of section 5 hereof, shall be entitled to Regular Membership in the Corporation. Privileges of Regular Members in good standing shall include the following:

1. Participation in Corporation-sponsored events and functions.
2. Participation in benefits offered by the Corporation's sponsor(s).
3. Displaying "For Corvettes Only" (referred to herein as "FCO") emblems and logos in situations in a manner not degrading to its members.
4. Entering sanctioned events and functions as an FCO representative.
5. Receiving FCO literature.
6. Holding elective office after two consecutive years in the club.
7. Receive a Club polo shirt after the first year and be eligible for any apparel/giveaways from the Car Show after actively working in the show.
8. The privilege to vote after one year in the club.

Section 2. *Duties and Privileges of Membership.*

(1) All active members are required to pay annual dues to the Corporation. The dues required shall be proposed by the Executive Board. Upon the institution of dues at the annual meeting, each member is required to pay the annual dues before thirty (30) days have passed from the date of the annual member meeting. Any new member joining after July 1<sup>st</sup> will have the dues pro-rated.

(2) Members in good standing have a duty to: (a) support the Corporation, its goals, its directors, and its events; (b) honor commitments to the Corporation; (c) promote the image of the Corporation among other organizations and the community and (d) fulfill duties as assigned.

(3) Members in good standing are encouraged to fulfill the following requirements: (a) be no more than thirty (30) days in arrears in financial commitments to the Corporation; (b) attend a minimum

of one (1) meeting within the previous three (3) months; and (c) must have participated in a Corporation-sponsored event or function within the last six (6) months.

(4) If any member sells his/her Corvette and wishes to remain as a member of the Club, they have a period of one year from the sell date to purchase a replacement Corvette before having their membership terminated.

Section 3. *Powers and Rights of Regular Members.* Regular Members of the Corporation have the power to: (1) elect the Directors of the Corporation at the annual meeting of members.

Section 4. *Termination of Membership.* Membership in the Corporation, and all rights incident thereto, shall be terminated by any one of the following: (1) written resignation of the member submitted to a Director of the Corporation; (2) nonpayment of dues following sixty (60) days from the due date; and (3) the expulsion of a member for willful violation of, conduct unbecoming the Club or failure to comply with the Bylaws, or the duly promulgated rules and regulations of the corporation respecting membership rights and duties. A member shall be expelled only by a unanimous vote of the Executive Board after receiving prior written notice from the Executive Board. The member will then be placed on a one (1) year probation after notice of violation. Multiple violations within the probation period are grounds for permanent removal from the Club by the Executive Board.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS**

Section 1. *Annual Meeting.* An annual meeting of the members shall be held in December at a date and time determined by the Executive Board for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated herein for any annual meeting, or at an adjournment thereof, the Executive Board shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. *Regular Meetings.* Regular meetings of the members shall be held on the first Tuesday of each month. If the day fixed for the annual meeting is a legal holiday in the State of Connecticut, such meeting shall be rescheduled at the previous month's regular meeting.

Section 3. *Special Meetings.* Special meetings of the members may be called by any Director, the Executive Board, or not less than one quarter (1/4) of the members having voting rights, at a place designated by the President of the Corporation. If no designation is made, and if all of the members shall meet at any time and place, either within or without the State of Connecticut, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. *Workshop Meetings.* The frequency of Workshop Meetings shall be determined by the Executive Board.

Section 5. *Notice of Meetings.* Oral, written, electronic mail or printed notice stating the place, day, and hour of any meeting of members shall be given to each member before the date of such meeting, by or at the direction of the President, or the Secretary, or the Directors, or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be given in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 6. *Formal Action by Members.* Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 7. *Proxies.* At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. *Voting by Mail or email.* Where Directors are to be elected by members such election may be conducted by mail or email in such manner as the Executive Board shall determine.

Section 9. *Majority Action.* Unless otherwise specified in the or the Bylaws, a majority vote of the voting members constituting a quorum shall be required to decide any issues.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. *Number.* The Board of Directors, referred to herein as the Executive Board, shall consist of those members holding current elective office of the Corporation, and the most immediate elected Past President of the Corporation, for a period of one year, in good standing as a member, if any. There shall be a minimum of three (3) Directors acting hereunder.

Section 2. *Meetings.* The Executive Board shall meet at least quarter-annually. Special meetings of the Executive Board may be called at any time by the President, Vice-President, or one-third (1/3) of the Directors.

Section 3. *Duties of Directors.* The affairs of the Corporation shall be managed by its Executive Board. Except as herein provided, the Executive Board may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper and as shall not be inconsistent with these Bylaws and the laws of the State of Connecticut.

Section 4. *Quorum.* Three (3) of the Directors shall constitute a quorum for the transaction of business; but if fewer than three (3) of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time.

Section 5. *Removal.* Any Director may be removed at any time from his position as Director by a majority vote of the entire Executive Board; such removal shall be voted, however, only at a special meeting of the Executive Board called for the purpose. Such removal must be with cause. Such removal shall be final unless overturned by a two-thirds (2/3) vote of the eligible membership present at the next business meeting.

Section 6. *Name and Number.* Directors of the Corporation shall consist of at least the following: President, Vice-President, Secretary and Treasurer. The Executive Board, from time to time, may create such other offices as, in its discretion, it may deem necessary and proper for the carrying on of the business of the corporation.

Section 7. *Powers and Duties.*

- (a) President. The President shall preside at all meetings of the Executive Board. At each annual meeting of the membership, the President shall present a report on the state and condition of the affairs of the corporation. He or she shall sign contracts and agreements in the name of the Corporation he or she shall see that the books, reports, statements and certificates required by statute are properly kept, made and filed according to law. The President shall enforce these Bylaws and perform all the duties incident to his or her office and such other duties, as from time to time, may be required of him or her by the Executive Board. The President shall be an ex-officio member of all Committees. The President shall be the representative to other Corvette and community organizations. The President may appoint nominees for vacant elective positions.
- (b) Vice President. The Vice President shall act as Chairman in the absence of the President and perform such other duties as, from time to time, shall be required of him or her by the Executive Board. The Vice-President shall also perform the duties as delineated elsewhere in these Bylaws.
- (c) Secretary. The Secretary shall keep the minutes of the membership meetings and the meetings of the Executive Board in an appropriate minute publication. The Secretary shall give and serve all notices of meetings pursuant to these Bylaws and shall maintain all Corporation correspondence. He or she shall be the custodian of the records and the seal of the Corporation. The Secretary shall affix the seal to Corporate papers when required to do so by the Executive Board. The Secretary shall present to the Executive Board, at each meeting, all communications addressed to him or her by anyone for the Corporation since the previous meeting of the Board. He or she shall perform all the duties incident to the office of the Secretary and such other duties as may, from time to time, be required of the Secretary by the Executive Board. The Secretary shall be the principal membership coordinator and as such, shall maintain a record of attendance for the membership meetings, sanction events and functions; maintain a record of members in good standing; and maintain a record of all categories of membership. The Secretary shall maintain membership welcome packages containing a President's letter, the current roster and a copy of the Bylaws.
- (d) Treasurer. The Treasurer shall have the credit card and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank of bank's trust company or trust companies, as the Executive Board

may designate. The Treasurer shall issue notices of dues payable and be responsible for their collection. The Treasurer shall exhibit at all reasonable times, his or her books of account to any of the Directors of the Corporation upon application at the office of the Corporation during business hours. The Treasurer shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Executive Board and at such other times as shall be required of him or her. He or she shall keep at the office of the Corporation correct books of account of all the transactions and other books of account as the Executive Board may require. The Treasurer shall do and perform all duties appertaining to the office of Treasurer, and such other duties as may, from time to time, be required of him or her by the Executive Board.

Section 8. *Qualification and Election.* All of the Directors shall be elected by majority vote of the membership of the Corporation having the right to vote. Each Director shall be elected at the annual meeting of the membership and shall serve for the term of one year, or until his or her successor may be elected and qualified.

Section 9. *Vacancies.* In the event of resignation, retirement, disqualification, death, disability or removal from office, for any cause whatsoever, of an Director of the Corporation, the vacancy so created shall be first be filled by the following order of succession: Vice President, Secretary, Treasurer. Where an otherwise succeeding Director declines to accept the higher office, the Executive Board shall call a special election of the membership to fill such vacancy in office. Until such special election takes place, the Executive Board may appoint any eligible member to service in such vacant office on a temporary basis, if the Board deems it necessary or desirable.

## **ARTICLE V**

### **COMMITTEES**

Section 1. *Power to Appoint.* The Executive Board may, by resolution, appoint such committees as it may, from time to time, deem advisable, each of which committees shall have the powers and responsibilities assigned to it by each resolution. The President shall appoint the chairperson of each such committee. Committee members shall be appointed by the Committee chairperson. Members of committees shall be members of the Corporation.

Section 2. *Records.* Each committee shall keep a written record of its proceedings, which record shall be available at all times for examination by any member of the Executive Board. Minutes of each committee meeting shall be provided to all members of the Executive Board.

Section 3. *Vacancies.* Vacancies on any committee may be filled by the Executive Board at any regular or special meeting.

Section 4. *Quorum.* A majority of any committee shall constitute a quorum. Less than a majority, however, shall have the power to adjourn.

Section 5. *Removal.* The Executive Board shall have the power to remove any person appointed to any committee and to terminate the power of any committee the Executive Board has appointed.

## **ARTICLE VI**

### EVENTS AND FUNCTIONS

Section 1. *Liability.* Neither the Corporation nor any of its members shall be liable for any injuries, damages or losses incurred during any event or function.

## **ARTICLE VII**

### NEWSLETTER

The newsletter is the official publication of the Corporation and shall contain notification of upcoming issues or events. The Executive Board shall appoint an Editor, who shall publish and distribute the newsletter at a frequency determined by the Executive Board.

## **ARTICLE VIII**

### PROSPECTIVE MEMBERSHIP

Section 1. *Application for membership.* Any person, in ownership of a Corvette, may apply for Prospective Membership. The application may be for single membership or for a member and a spouse or significant other. The application shall be submitted to the Secretary for presentation to the Executive Board. The Executive Board shall review and approve the application and the Secretary shall notify the prospective member of their decision prior to the next scheduled membership meeting.

Upon approval of the application, the prospective member shall receive a current copy of the Bylaws. New members must be in the club for a period of one (1) year to be eligible for any Club apparel/giveaways.

## **ARTICLE IX**

### CONTRACTS, CHECKS, DEPOSITS, FUNDS AND DISTRIBUTIONS

Section 1. *Contracts.* The Board of Directors may authorize any Director or Directors, agent or agents of the Corporation, in addition to the Directors so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instance.

Section 2. *Checks, Drafts, Etc.* All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or the President.

Section 3. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board may elect.

Section 4. *Gifts.* The Executive Board may accept on behalf of the Corporation any contributions, gift, bequest or devise for the general purposes or for any special or restricted use or purpose of the Corporation.

## **ARTICLE X**

### FISCAL YEAR

The Corporation shall be on a calendar year unless otherwise determined by the Executive Board.

## **ARTICLE XI**

### BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Executive Board, Committees having and exercising any of the authority of the Executive Board and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE XII**

### GRIEVANCE AND APPEALS

Any member or former member may submit a written grievance or appeal to the Executive Board on any issue involving the corporation. The Executive Board shall determine the merit of the grievance or appeal and take appropriate action.

## **ARTICLE XIII**

### BYLAWS REVIEW PERIOD

Section 1. *Bylaw Review.* These Bylaws shall be amended and/or reviewed as required by the Executive Board.

## Bylaw Change Tracking

Date	Action	Approved by:
10/2020	Annual Review <ul style="list-style-type: none"> <li>• Standardized Capitalization/Punctuation:               <ul style="list-style-type: none"> <li>○ C/corporation</li> <li>○ B/bylaws/by-laws</li> <li>○ D/directors</li> <li>○ Vice-President/Vice President</li> <li>○ pro-rated/prorated</li> </ul> </li> <li>• Standardized numbers               <ul style="list-style-type: none"> <li>○ two-thirds/two thirds</li> <li>○ numeral (digits): five (5)</li> </ul> </li> </ul>	Approval not required
02/22/2023	Deletions and additions to the current Bylaws	Sent to Committee for approval
03/08/2023	Additional deletions and additions to the Bylaws	Sent to Committee for approval
03/24/2023	Board review comments	Sent to Committee for approval
04/04/2023	Presented to members	Bylaws accepted by members