

BY-LAWS OF NORTH BAY CORVETTE ASSOCIATION

(Revised 2-15-2007)

ARTICLE I

NAME

The name of this organization shall be:

NORTH BAY CORVETTE ASSOCIATION

ARTICLE II

PURPOSE

The primary purpose of this organization shall be:

- 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

Section A

MEMBERSHIP REQUIREMENTS

An applicant for membership in this Association must meet the following requirements:

- A. Applicant must be a registered owner of a Corvette automobile and as a member must continue to own a Corvette to maintain membership in NBCA, except as noted below in this article.
- B. Applicant must have attained the age of legal majority which is 18 years old.
- C. Applicant must be the holder of a valid driver's license.
- D. Applicant must have and maintain automobile insurance of sufficient coverage limits to comply with the minimum required by California statutes.
- E. Applicant must have a history of reasonably safe driving habits.
- F. Applicant must make advance payment of initiation fee and the regular dues for the current year, or the applicable portion thereof (see Article IV, Section C.).
- G. Applicant must have attended two Association functions.

- H. Applicant must be sponsored by two NBCA Members. Note: The Membership Director may not act as sponsor for new members.
- I. 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.
- J. 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.

ARTICLE III

Section B

ADMITTANCE TO MEMBERSHIP

- A. 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.
- B. 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 bulletin with full mention that the said individual has applied for membership.
- C. A period of ten days from the date of publication is to be allowed, during which time no action is to be taken on the application.
- D. After this ten day period, the Executive Board will meet to consider the application.
- E. If members of the Executive Board are in accord 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.
- F. In the event the President receives objections from three Association members, either in writing or by voice, the Executive Board cannot admit the candidate.
- G. Should a candidate be denied membership, candidate is to be informed of the fact and also that such denial is without prejudice should candidate care to reapply. In addition, advance payment of dues is to be returned.
- H. In no event shall any person hold more than one membership, irrespective of the number of qualifying cars owned.

ARTICLE IV

FEES

- A. 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:

1. License Plate Frame
 2. Name tag for member and associate member.
 3. Identifying blazer patch.
 4. One year subscription to the NBCA newsletter.
- B. Annual fees shall be the current membership dues plus WSCC dues. There shall be no fees for active Charter Members. The Association shall be responsible for payment of WSCC dues for active Charter Members.
- C. Applications submitted on or after February 1 shall be accompanied by membership fees that have been prorated at the rate of 1/12 of the current dues per month for the months remaining in that Association year, plus WSCC prorated fees.
- D. 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.
- E. Membership fees shall be due and payable December 1st, and shall be considered delinquent as of midnight, December 15th.
- F. 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.

ARTICLE V

Section A

SUSPENSION -EXPULSION

- A. The Board of Directors of this organization shall have the power by a two-thirds (2/3) vote of all the members of this Association 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.
- C. Any member who becomes consistently inactive in the affairs of the Association may be subject to suspension, expulsion, or discipline by action of the Board of Directors.

Section B

LEAVE OF ABSENCE

- 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-E.
 - 2. Dues must be up to date.
- C. These conditions shall govern Leave of Absence:
 - 1. No dues shall be required during Leave of Absence.
 - 2. Dues will resume as of the month of 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 VI

OFFICERS & APPOINTED POSITIONS

- A. There shall be four executive officers: President, Vice-President, Recording Secretary, and Treasurer. There shall be five additional officers: Membership Director, Public Relations Director, Director of Social Activities, Director of Publications, and Board Member at Large.
- B. Duties of the officers 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 NBCA 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.
 - 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 NBCA representative to WSCC.
 - 3. The Recording Secretary:
 - a. Shall take minutes at every meeting and be responsible for the care of the minutes.
 - b. Shall send special notices to members and handle all necessary correspondence at the direction of the President.

- c. Shall maintain custody of the by-laws of the Association.
- 4. The Treasurer:
 - a. Shall keep account of and be responsible for the Treasury of the NBCA 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 a one hundred dollar (\$100.00) limitation. Expenditures in excess of one hundred dollars (\$100.00) must be approved by resolution of the regular membership.
 - 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 State, and shall be available for membership perusal.
- 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 distribute a current roster to all members at least quarterly.
 - 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 sponsors and set up quarterly meetings with our sponsors.
- 7. The Director of Social Activities:
 - a. Shall assist in the transaction of the business of this Association.
 - b. Shall be responsible for the Association's social activities.
- 8. The Director of Publication:
 - 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 flyers or announcements of all upcoming social events in the newsletter and provide information to the Webmaster.
- 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 by furnishing the history of previous Association business.
 - c. Shall be responsible for maintaining the Association's scrap book.
- C. All elective officers shall be responsible to the membership.
- D. Appointed position – Webmaster
- 1. The Webmaster shall plan, manage, control, revise, and update the NBCA website to communicate the activities of NBCA to its members, council clubs, and any other interested parties.
 - 2. Establish links with our sponsors and other sites of mutual interest and promote the benefits of being a member of NBCA.
 - 3. Maintain the NBCA events calendar and other WSCC club's information or upcoming activities.
 - 4. The website must be kept updated and current each month.
 - 5. The Webmaster will work closely with the Director of Publications to insure communications with the membership.

ARTICLE VII

BOARD OF DIRECTORS

- A. There shall be a Board of Directors consisting of the President, Vice-President, Recording Secretary, Treasurer, Membership Director, Public Relations Director, Director of Social Activities, Director of Publication, and the Board Member at Large.
- B. It shall be the duty of each member of the Board of Directors to attend all meetings of the Board. Absence of a Director from two consecutive Board meetings without a valid reason will be considered a voluntary resignation from the Board. The absentee Director shall be so notified in writing by the Secretary at the direction of the Board. The vacancy of any office of the Board of Directors shall be filled by majority votes of the regular membership at the next regular meeting.
- C. The Board shall have the power to spend up to One Hundred Dollars (\$100.00) without the consent of the regular membership. All other disbursements shall be submitted to the regular membership for approval.
- D. Emergency meetings of the Board shall be called at the request of the President, or upon the request of two Board members.
- E. Election of the Board of Directors shall be as set forth in Article VIII.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS

- A. Nomination and election of officers and directors shall take place during the first business meeting in November.
 - 1. Nominations made will not be accepted without consent prior 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 but one elective position.
 - 4. Terms of office shall be one association year commencing January 1st.
 - 5. Officers shall be limited to two consecutive terms in the same office.
 - This limit may be suspended by majority vote of the members in special cases.
 - 6. Board of Directors shall be limited to one office holder per membership.
 - This limit may be suspended by majority vote of the members in special cases.
- C. Retirement from Office:
 - 1. In the event of an officer's retirement from office, a special election shall be held at the meeting in which the resignation is accepted, to fill the vacancy for the balance of the term.

ARTICLE IX

ORDER OF BUSINESS

- A. The order of business shall be:
 - 1. Introduction of guests
 - 2. Introduction of members (optional)
 - 3. Committee reports
 - 4. Old business
 - 5. New business
 - 6. Announcements
 - 7. Miscellaneous
 - 8. Adjournment
 - 9. Entertainment

ARTICLE X

COMMITTEE FUNCTIONS AND DUTIES

Section A.

COMPETITION COMMITTEE

- A. The Competition Committee shall plan and execute NBCA sponsored gymkhanas, auto-crosses, hill-climbs, open rallies, and other related events.
- B. The Committee shall submit plans for such events to the Officers and Directors for approval before executing these events.
- C. In the conduct of such events, the authority of the Chairman of the Competition Committee will be subordinate only to the Board of Directors.

Section B

NOMINATION COMMITTEE

- A. Purpose: The selection and nomination of nine suitable candidates to fill the nine elective posts in the Association for the ensuing year.
- B. Formation: The Committee will be formed by the majority floor vote of the attending Association members at the first scheduled business meeting in the month of September. The various powers and duties of the Nominating Committee will expire at the termination of the following November election meeting.
- C. Composition: It will be composed of five members. Of these five members no more than two may be present officers of the Association. The five members will then choose a chairman by majority vote.
- D. Duties: The Nomination Committee will:
 - 1. 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.
 - 2. Determine, by majority vote, a suitable nominee for each elective post.
 - 3. Make these selections prior to October 31st.
 - 4. Publish these selections in the NBCA newsletter as soon as possible, and prior to the November membership meeting.
 - 5. Nominate these selections at the November election meeting.
- E. Interpretation: No passage in this section will be construed to mean or intend any abridgment of any Association member's right of nomination.

ARTICLE XI

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. Executive Board meetings will normally be held on the fourth Wednesday of each month.

ARTICLE XII

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.

ARTICLE XIII

RATIFICATION AND AMENDMENTS

- A. These By-Laws shall become effective when ratified by a two-thirds (2/3) majority vote of the attending membership.
- B. Amendments to these By-Laws must be presented in writing to the membership at a scheduled meeting. A two-thirds (2/3) majority vote of the attending membership is mandatory for ratification of an amendment.

ARTICLE XIV

QUORUM

- A. Board of Directors:
 - 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:
 - 1. Twenty-five percent (25%) 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 the member and the associate member of the membership car who have been accepted into the Association in conformance with Article III of these By-Laws, who is presently in good standing and who has paid annual dues for the current Association year.
- C. Limited Membership:
 - 1. 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, Section A, Paragraphs I & J.
- D. Proxy Vote:
 - 1. No member of the Board of Directors or any member of the Association shall be entitled to act or vote by proxy.