

BYLAWS
OF
CORVETTES OF SOUTHERN CALIFORNIA

Ratified by general membership
as of December 31, 2019

BYLAWS
of
CORVETTES OF SOUTHERN CALIFORNIA
A California non-profit Corporation

ARTICLE I

Section 1. NAME: The name of this corporation shall be Corvettes of Southern California.

Section 2. PURPOSE: The specific and primary purpose for which this corporation is formed is to stimulate and promote, through group social and recreational activities on the part of owners of Chevrolet Corvette motor cars, the interest and pleasure in owning and driving of such motor cars.

As a 501(c)(7) non-profit organization, donations to this corporation are not tax-deductible by non-business individuals. Donations to this corporation from non-Member sources must not exceed 35% of annual gross income. Donations by Members, both Dues and voluntary donations, must comprise at least 65% of the total gross annual income of the corporation. Tax-exempt status can be revoked if the organization is found to discriminate based on race, religion, or other protected categories.

Section 3. PRINCIPAL OFFICE: The principal office for the transaction of business of the corporation is hereby fixed and located at P.O. Box 1512, in the City of Huntington Beach, County of Orange, State of California. The Board is hereby granted full power and authority to change said principal office from one location to another in said state.

ARTICLE II

DIRECTORS

Section 1. POWERS: Subject to limitations of the Articles of Incorporation and of the By-Laws, and of the laws of the State of California, The Board of Directors shall exercise the powers of the corporation, control its property, and conduct its affairs.

Section 2. NUMBER AND QUALIFICATIONS OF DIRECTORS: Directors shall each have been a member of the corporation for at least six (6) months to be eligible for election. The authorized number of Directors of the corporation, including Officers and Chairpersons, shall be at least five (5) but not to exceed twelve (12), until changed by amendment to the Articles of Incorporation or by a By-Law duly adopted by the members amending this Section.

Section 3: ELECTION AND TERM OF OFFICE—The Directors shall be elected annually by the members. Each Director shall hold office until resignation, removal or otherwise disqualified to serve, or until a successor shall be elected and provided membership qualifications are met. The current Board of Directors shall determine the method, electronic or manual, as the means

for voting in the annual election of the next year's CSC Board of Directors and for any proposed bylaw changes. The current Board of Directors shall appoint/select an Administrator for the upcoming election or vote. A committee will then be chosen by volunteer lottery to certify the results.

Section 4. VACANCIES: Vacancies on the Board of Directors shall be filled by a special election at the 1st General Business Meeting after written notice has been served to the membership.

Section 5. MEETINGS: Meetings of the Board of Directors shall be held on a date and place prior to the General Business Meeting as designated by the Board of Directors.

During a Board of Directors meeting, a closed session may be enacted by a motion, seconded and said motion passed by a majority of the Board of Directors voting for the motion and shall include all members of the board in attendance. Closed sessions are conducted for consideration of a specific topic, usually disciplinary action of a member. Non-members can be invited to attend the closed session, such as a member subject to disciplinary action and their attorney. Closed sessions are not limited to disciplinary actions of members and may be conducted for consideration of other topics of a sensitive nature. Minutes taken during a closed session will reflect actions taken, not discussion that occurred. Minutes of the closed session will be kept separate from the other minutes of the Board meeting and will not be disclosed outside the Board except to attorneys for further legal proceedings. Leaking of closed session discussions is a serious offense subject to disciplinary action by the Board.

Section 6: SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or if the President is absent or unable or refuses to act, then by the Vice President or by any two Directors.

Section 7: NOTICE OF SPECIAL MEETINGS: Written notice of the time and place of special meetings shall be delivered personally to each Director, or sent to each Director by mail or by other forms of written communication, charges prepaid, addressed to each at their address as it is shown upon the records of the corporation, or by email to the email address of record with the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least five (5) days prior to the time of the meeting. In case such notice is delivered personally or by email, it shall be so delivered at least seventy-two (72) hours prior to the time of the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to each Director.

Section 8: COMPENSATION: Directors shall receive no compensation for their services.

Section 9: NON-LIABILITY OF DIRECTORS: The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 10: INDEMNIFICATION BY CORPORATION OF DIRECTORS: Should any person be sued, either alone or with others, because that person is or was a Director of the corporation, other than for self-dealing, the making of improper distributions or in any proceeding brought by

the Attorney General of the State of California, in any proceeding arising out of that persons alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for their expenses including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if (1) whether the person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court; and (2) the court finds that his or her conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

ARTICLE III

OFFICERS

Section 1. OFFICERS: The Officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Sergeant-at-Arms. Said officers shall be elected and hereafter become a part of the Board of Directors.

Section 2: ELECTION: The Officers shall be elected annually by the members. Each Officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected. Members are not allowed to vote by proxy.

Officers will be prohibited from holding more than one office. An Officer may still be a Chairperson along with his office. Officers having more than one (1) position shall still be restricted to only one (1) vote.

Section 3. COMPENSATION: None of the Officers of this corporation shall receive any compensation for their services.

Section 4. REMOVAL AND RESIGNATION: After an appropriate closed session hearing, any Officer may be removed with or without cause, by a majority of the Directors in closed session, or, by a two-thirds (2/3) affirmative vote of the ballots returned by the members of the corporation.

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignations shall take effect at that date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall not relieve the officer so resigned of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 5. VACANCIES: A vacancy in any office shall be filled by a special election at the 1st General Business Meeting after written notice has been served to the membership.

Section 6. PRESIDENT: The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation. The President shall preside at all meetings

of the members and the Board of Directors. The President shall be ex-officio a member of all committees, and shall have the general power and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. VICE-PRESIDENT: The Vice-President shall, in the order designated by the Board of Directors, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. SECRETARY: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors meetings, and the proceedings thereof.

The Secretary shall have custody of the non-financial corporate records and make them available to the members upon written request. The minutes of meetings will not be disclosed to the membership until said minutes have been corrected/amended and approved by the Board of Directors.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or bylaw to be given, shall keep the seal of the corporation and affix said seal to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

The Secretary will be responsible for the annual election of Officers and Chairpersons.

The Secretary will file the Statement of Information form (SI 100) with the State of California, Secretary of State, Business Section, in November of each odd numbered year. Such filing may be done electronically or by hard copy via U.S. mail.

Section 9. TREASURER: The Treasurer shall receive and keep all the funds of the corporation, and pay them out only as authorized by the Board of Directors. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors. The Treasurer shall have custody of the financial records of the corporation and make them available to the members upon written request, and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

The Treasurer will file the appropriate forms regarding this tax status with the Federal and State tax entities. Such filings must be done by May 15th of each year.

Section 10. SERGEANT-AT-ARMS: The Sergeant-at-Arms shall maintain order at meetings of the Board of Directors and of the members and at all other functions of the corporation, and shall otherwise assist the chairman of such meetings as requested, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE IV
CHAIRPERSONS

Section 1. CHAIRPERSONS: A maximum of seven (7) Chairpersons shall be elected and hereafter become part of the Board of Directors.

Section 2. : The Chairpersons shall be elected annually by the members. Each Chairperson shall hold the Chair until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected. Chairpersons will be prohibited from holding more than one Chair.

Section 3. COMPENSATION: None of the Chairpersons of this corporation shall receive any compensation for their services.

Section 4. REMOVAL AND RESIGNATION: After an appropriate closed session hearing, any Chairperson may be removed with or without cause, by a majority of the Directors in closed session, or, by a two-thirds (2/3) affirmative vote of the ballots returned by the members of the corporation.

Any Chairperson may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at that date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall not relieve the Chairperson so resigned of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 5. VACANCIES: A vacancy in any Chair shall be filled by a special election at the 1st General Business Meeting after written notice has been served to the membership.

ARTICLE V
MEMBERS

Section 1. CLASSES OF MEMBERSHIP: This corporation shall have only one class of membership. Those persons who are not members may participate in club activities. Such persons are not covered by the club liability insurance and do not have any voting rights.

Section 2. REQUIREMENTS FOR MEMBERSHIP: Membership shall be restricted to the registered owners of Chevrolet Corvette motor cars. Registration/title/lease is necessary as proof of ownership.

~~Those persons who are married shall become members with separate votes and rights regardless of which person has title to the car.~~ Those persons residing at the same address, having joint registration/title/lease to a Corvette and having paid such annual dues and fees as required, shall be members with separate votes and rights.

Section 3. APPROVAL: Members shall be approved by a two-thirds (2/3) majority of the Board. Before anyone may be presented to the Board for a vote, they must have completed the current new membership requirements.

Section 4. VOTE OF MEMBERS: Each member shall be entitled to one vote on each matter submitted to the membership for a vote.

Section 5. FEES AND DUES OF MEMBERS: After a member is approved by the Board they shall maintain such dues as prescribed.

Section 6. MEMBER GRACE PERIOD: Should a current member in good standing sell, lose, or by any other means be without a Corvette, a 180-day grace period shall be established, effective the first day of the loss. The Board of Directors has the authority to grant or deny an extension to this grace period.

Section 7. REMOVAL AND RESIGNATION: After an appropriate closed session hearing, any Membership may be terminated with or without cause, by a majority of the Directors in closed session, at any regular or special meeting of the Board of Directors, or by a two-thirds (2/3) affirmative vote of the ballots returned by the members of the corporation.

Any member may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at that date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall not relieve the member so resigned of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 8. REINSTATEMENT: A former member may file a written request for reinstatement with the Secretary. The Board, by the affirmative vote of two-thirds (2/3) of a quorum at a Board meeting, may reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 9. TRANSFER OF MEMBERSHIP: Membership in the corporation is not transferable or assignable.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. REGULAR MEETINGS: Regular Meetings of the Members shall be held on the fourth Thursday of each month, or on a date as designated by the Board of Directors.

Section 2. SPECIAL MEETINGS: Special Meetings of the Members may be called by the President, the Board of Directors, or not less than twenty percent (20%) of the members.

Section 3. PLACE OF MEETINGS: Meetings of the Members shall be held at a place as designated by the Board of Directors.

Section 4. NOTICE OF MEETINGS: Notice shall be given of regular meetings. Notice of any special meeting shall be written and shall state the subject or subjects of business to be undertaken at such meeting. Such notice shall be sufficient if deposited in the United States mail, postage prepaid, at least six (6) days and not more than thirty (30) days before the time set

for the meeting, addressed to the member concerned at his or her address appearing on the books of the corporation, or by email to the email address of record with the corporation.

Section 5. QUORUM: Business at both regular and special Board of Director meetings may be conducted by a quorum defined as a simple majority of the combined Officers and Chairpersons.

Business at Meetings of the Members may be conducted by a quorum defined as twenty percent (20%) of eligible voters. That business which affects “rules and guidelines” shall be discussed but not voted upon until such time as the entire membership has been notified by mail with ballots enclosed, and sufficient time allowed for return mail of the ballots, or by email/electronic voting. Having been notified and provided the opportunity to vote, members not returning their ballots in the prescribed amount of time shall be treated as an “abstain”. An affirmative vote of a simple majority of the ballots returned shall be necessary to approve a change.

ARTICLE VII

PENALTIES

Section 1. Any club member who regularly commits unsafe driving acts or whose personal conduct is otherwise detrimental to the purposes and reputation of the club may be suspended or expelled from membership in the club. Suspension or expulsion will be accomplished by a majority vote of the Board members at a closed session of a Board meeting. Prior to any suspension or expulsion hearing by the Board, the person in question shall be notified by letter of the date, time, and items to be considered at the intended hearing.

ARTICLE VIII

BYLAW AMENDMENTS

Section 1. AMENDMENTS: That business which affects Bylaws shall be discussed at a Board Meeting and upon two-thirds (2/3) affirmative vote, changes presented to the general membership. After the entire membership has been notified by mail or email a minimum of 72 hours before discussion of Bylaw amendments at a general meeting, after said general meeting ballots shall be mailed/emailed and 30 days allowed for return of ballots. Having been notified and provided the opportunity to vote, members not returning their ballots in the prescribed amount of time shall be treated as an “abstain”. An affirmative vote of two-thirds (2/3) of the ballots returned shall be necessary to approve an amendment

Clarification:

USE OF EMAIL IN CONDUCTING BUSINESS

Wherever in the Bylaws there is reference to “notice”, a written notice” “delivered to” or any type of “mail” or “mailing”, to members or Board members, electronic mail (Email) or U.S. mail will be acceptable and interchangeable as meaning the same thing.