

National Council of Corvette Clubs, Inc.



OFFICAL BYLAWS

AS REVISED NOVEMBER 2017

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ARTICLE I

Name

The name of this organization shall be NATIONAL COUNCIL OF CORVETTE CLUBS, hereinafter known as NCCC.

ARTICLE II

Object

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. NCCC is chartered as a non-profit organization.

ARTICLE III

Members

SECTION 1. Qualifications.

Members shall be limited to owners or operators of Chevrolet Corvette motor sports vehicles who are also members in good standing of a recognized club, except as otherwise provided in these By-Laws. Applicants must be eighteen years of age or older (except a youth member). If an applicant has not attained legal majority age according to the laws of their state of residence, they must submit with their application for membership, a statement of consent, signed by parent or guardian and properly notarized.

SECTION 2. Definition.

A. Individual Members.

A member of the Corporation.

SECTION 3. Official Membership.

A. Applicants Membership Date.

An applicant becomes an official member of the Corporation when one or more of the following conditions are met, except as otherwise provided in these Bylaws.

(1) Completed and signed application, dues received, and applicants information is entered into the membership data base by the club that the applicant is joining. At which time they will be assigned their NCCC number by the data base. A club check or money order for the NCCC member dues and the application shall be received by the Region Membership Director within 30 days from the data entry.

(2) MAL (Member at Large) completed and signed application, dues received, and applicant's information is entered into the membership data base by the Region Membership Director or the VP of NCCC Membership. At which time they will be assigned their NCCC number by the data base.

SECTION 4. Classification.

Members shall be limited to only one NCCC number (with the exception of Honorary members) and be classified as follows:

A. Primary Members.

Upon receipt by the Club, RMD, or VP of Membership and with approval of the application, payment of the required initiation fees and dues, and the information entered into the membership data base the applicant shall become a Primary member. Every member must comply with the requirements set forth in Section 1 to be eligible to continue as a Primary member of this organization.

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B. Spouse / Companion Members.

The spouse or companion of any Primary member and whose mailing address is the same as the Primary, may apply for membership. Upon receipt by the Club, RMD, or VP of Membership and with approval of the application, payment of the required dues, and the information entered into the membership data base, the applicant shall become a Spouse / Companion member. Such member shall be entitled to all privileges of Primary membership. A Primary member may only have one spouse / companion member at a time.

C. Life Members.

To qualify, an applicant must be a current NCCC member. To maintain Primary status, life members must comply with items A or E of this Section.

D. Charter Members.

(1) To be recognized as Charter member, an applicant must present a Charter membership card, which was issued to such applicant, and such applicant must comply with items A. B. C or E of this Section.

(2) The following named Charter members have been recognized for their service to NCCC and they shall enjoy all the privileges of Primary membership, shall not be required to comply with the standards of membership set forth in Section 1 or Section 2.D.(1) of this article and shall not be required to pay dues. No additional or rediscovered Charter members shall be accorded these privileges.

William J. Burda	Don Heber	Herbert G. Popp
Paul Castle	Tom Henry	William Ralston
James M. Evans	Don Hoskins	Dick Rudy
Van Gates	Earle Kroneberger	Robert Ruth
Fred Goss	Gene Lewis	Richard Starts
Donald W. Gresock	Arthur F. Miller	Terry L. Tetzlaff
Eugene Hackett	Matt Murrin	Dick Wise
John Palladino		

E. Members-At-Large.

Any person who is not a member of a recognized club but who otherwise meets the requirements of membership set forth in Section 1 may become a Member-at-Large. Any requests for such status shall be directed to the Regional Membership Director or Vice President of Membership. Upon receipt and approval of application, payment of required dues, and the information entered into the membership database the applicant shall become a member-at-large. Members-at-Large shall not be entitled to vote or hold office in the corporation.

F. Honorary Members.

The Board of Governors, at any duly organized meeting, may elect Honorary members by unanimous vote of the governors present. Honorary members shall be exempt from payment of dues and shall be entitled to all the privileges of Primary members, except the right to vote or hold office. Honorary members need not comply with the requirements of membership set forth in Section 1 of this article.

G. Associate Member.

This membership is available to former NCCC members only. Any requests for such status shall be directed to the Club, Regional Membership Director or Vice President of Membership. Associate members need not comply with the Corvette ownership or recognized club membership requirements set forth in Section 1 of this article. All other provisions of Section 1 of this article shall apply. An Associate member shall be entitled to all of the privileges of Primary members except the right to hold office in NCCC or compete for National or Regional points. Upon approval of the application and payment of the required dues, and the information entered into the membership data base the applicant shall become an Associate member.

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H. Youth Members.

(1) A person that is sponsored by a Primary member and who is between the ages of 16 and 21 years of age, or between the ages of 16 and 25 and also a Full Time Student and whose mailing address will be the same as the Primary, upon approval of the application, payment of required dues, and the information entered into the data base the applicant shall become a Youth member. They shall be entitled to all rights and privileges of Spouse/companion membership, except the right to hold National or Regional office.

(2) The upper age limit for Youth member may be extended for special circumstances. Application for this extension must be made to and approved by the region RMD and the VP of Membership. If approved they shall become a Youth member upon payment of membership dues equal to those of Spouse/companion membership. They shall be entitled to all rights and privileges of Spouse/companion membership, except the right to hold National or Regional office.

I. Enthusiast Member.

This membership is available to anyone who is a Corvette Enthusiast. Any requests for such status shall be directed to the Regional Membership Director or Vice President of Membership. Enthusiast members need not comply with the Corvette ownership or recognized club membership requirements set forth in Section 1 of this article. All other provisions of Section 1 of the article shall apply. An Enthusiast member shall be entitled to all of the privileges of Primary members except the right to hold office in NCCC or compete for National or Regional points. Upon approval of the application, payment of the required dues, and the information entered into the membership data base the applicant shall become an Enthusiast member.

SECTION 5. Application.

All requests for membership shall be by written application directed to the Club Governor, Regional Membership Director or Vice President of Membership. The Regional Membership Director or Vice President of Membership shall determine that each applicant complies with the membership requirements.

SECTION 6. Transfer of Membership.

Membership in the Corporation is not transferable or assignable.

SECTION 7. Suspension, Expulsion, Resignation.

A. General Offenses.

Any individual member who shall violate any of the provisions of the By-Laws, rules, regulations, or edicts of the Corporation which have been properly approved or who shall be guilty of unbecoming conduct, or who shall be found to be in violation of sportsmanlike attitudes fostered by the Corporation, shall be guilty of an offense against the Corporation and shall be subject to fine, reprimand, suspension or expulsion.

B. Preferring Charges.

Any individual member may prefer charges against another member specifying the particular acts complained of. All charges must be made in writing and signed and sworn to by the complaining member. The complainant must issue a notice of the intent to prefer charges, along with a detailed copy of the charges with the Secretary at least four weeks prior to the next National Governors' meeting.

C. Summons.

When charges are preferred against an individual member, the member shall be served with written notice by the President or the Secretary directing the member to appear before a hearing board which has been duly established for the purpose of hearing such charges. The Hearing Board provides a framework to resolve formal General Offense's charges. Such notice shall contain the time, date and place of such hearing and shall further contain a written specification of the charges, which have been preferred against the member. Such notice shall be mailed to said member at least two weeks prior to the date of the hearing.

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(1) Creation of the Hearing Board

The President of NCCC will appoint a Hearing Board at the time an individual has notified the NCCC Secretary of their intent to bring charges against another NCCC member and specific charges have been received in writing. Charges must be detailed and identify the harm the defendant has caused NCCC. Should the harm involve NCCC assets or reputation, all subsequent time requirements in this section shall be reduced to the minimum time possible.

The Hearing Board shall be comprised of five members, one RE, one RCD, one RMD and two additional members that may be regional officers or members of the corporation. Any committee member with a prejudicial view of the charges will recuse themselves from the committee. Hearing Board members will be confirmed by a majority of the elected and appointed officers either by written or electronic ballot.

Should an elected or appointed officer be charged, the highest ranking officer not involved in the charge shall appoint the Hearing Board members. Any charged individual shall not have a vote in the confirmation of Hearing Board members.

(2) Arbitration

The Hearing Board will arrange a meeting between the defendant(s) and plaintiff(s) prior to the next regularly scheduled meeting of the corporation. The plaintiff(s) shall identify each specific charge to the defendant(s) with sufficient documentation to describe the violation and the harm to NCCC. The Hearing Board will act as an arbitrator at this meeting with the objective of resolving any charges during this meeting. The plaintiff(s) may drop any charges resolved as a result of this meeting. At the completion of the meeting, any outstanding charges will remain for the Hearing Board to resolve.

(3) Resolution

After unsuccessful arbitration of charges, the Hearing Board will absent themselves from the plaintiff(s) and defendant(s) to determine the merit of any unresolved charges. At the next scheduled meeting of the corporation, the Hearing Board shall identify the plaintiff(s) and defendant(s). The outstanding charge(s), along with the specification of the harm caused to NCCC, shall be read by the Hearing Board chair to the members of the corporation and shall be included in the minutes of such meeting along with the Hearing Board's assessment of the validity of each charge. The Hearing Board's findings are final and not debatable or reviewable. The Hearing Board will identify the penalties for each charge including suspension, expulsion, or any others commensurate with the violation as described in Article III Section 7, items D, E and F.

D. Penalties.

The Board of Governors may not modify the Hearing Board's report or recommended penalties. Should the Board of Governors by a majority vote thereof, determine any member to be guilty of using the Corporation for personal gain, then, in that event, such member may be expelled. The Board of Governors may suspend or revoke its recognition of any recognized club.

E. Suspension.

A member may be suspended for a period or expelled for violation of any By-Law or rule of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be ordered only after complying with those procedures set forth in this Section. Such individual shall have the right to appeal any such determination by the Board of Governors in person or in writing. The Board of Governors may thereafter continue the suspension for a definite term or terminate the suspension, or expel the member and its decision shall be final.

F. Suspension Penalties.

A suspended individual member shall be penalized as follows:

- (1) The member shall be removed from the organization.
- (2) The member shall be denied all organization privileges of the Corporation.
- (3) The member shall not vote, attend meetings, hold office, or have any voice whatsoever in the affairs of the Corporation.
- (4) The member shall not represent the Corporation in any capacity.

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G. Reinstatement after Suspension.

When an individual member is suspended for a definite length of time, the member shall be automatically reinstated when such time has elapsed, provided that the member has paid all bills and back dues owed the Corporation. Further, any such suspended member shall be required to pay a reinstatement fee of \$5.00 to the Treasurer of the Corporation.

G. Expulsion.

Any individual member who has been expelled shall no longer be carried on the official rolls of the Corporation. The individual shall relinquish all financial claims against the organization and shall be prohibited from attending any function, social or otherwise, of the Corporation.

H. Resignation.

Any member may resign by filing a written resignation with the Membership Committee, but such resignation shall not relieve the member of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.

ARTICLE IV Constituent Divisions

SECTION 1. Divisions. The divisions of NCCC shall be:

A. Regions.

Geographical areas of the United States as defined by the Membership Committee.

B. Clubs.

Any local Corvette club with a minimum of twelve (12) members of NCCC. Any existing club formed before 1/1/95, must maintain a minimum of six (6) members of NCCC. A minimum of fifty (50) percent of the NCCC members must be NCCC primary members.

SECTION 2. Regions.

A. Regional Recognition

For all new regions formed or modified after 1/1/95, one of the following two (2) conditions must be met.

Condition 1. A minimum of ten (10) clubs and 400 NCCC members to establish a new Region.

Condition 2. A minimum of five hundred (500) NCCC Primary and Spouse Members.

B. Regional Organization

Each Region may organize as deemed necessary, but the By-Laws of the organization shall not be in conflict with the Constitution and By-Laws of the NCCC.

SECTION 3. Clubs.

Recognized club. A local Corvette club whose members have also met the individual membership requirements as set forth in Article III and is also in good standing in accordance with their Regional By-Laws. (A recognized club is not a member of the Corporation.)

A. Recognition.

After 1/1/95, any new Corvette club or any Corvette club that rejoins NCCC, may apply for recognition by the Corporation. Any such club must have and maintain a minimum of twelve (12) NCCC members, 50% or greater must be primary members, all of which must be members of the Corporation. Any club with 24 or more members must maintain the greater of 51% of its membership as members of the Corporation. All clubs that are recognized clubs before 1/1/95 and have less than twelve members must maintain six (6) NCCC members of the Corporation. Any club applying for recognition in the Corporation must:

(1) Furnish proof (51% sheet) that the requisite number of individual members are members of the Corporation by having a club representative present the individual applications and payment of dues in person to the Regional Membership Director or Vice President of Membership at a regularly scheduled meeting of the Board of Governors and/or a regularly scheduled Regional meeting.

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B. Eligibility.

A recognized club shall be eligible to sponsor a sanctioned event in which individual members may compete and be eligible to accumulate points toward Corporation awards.

SECTION 4. Withdrawal of Recognition.

Any recognized club or Region not complying with the requirements set forth in paragraph A of Sections 2 and 3 of this article may have its recognition withdrawn. Individual members of the affected club(s) must comply with rules set forth in Article III to maintain membership in the Corporation.

ARTICLE V

Board of Governors

SECTION 1. Selection.

The individual members of each recognized club shall elect/appoint one individual member to serve on the Board of Governors of the Corporation. The governor must be a member of the Corporation through the club they represent. A governor shall serve a term of one year; and their term of office shall commence on the first day of January, following their election. A governor may serve more than one term in office. Each governor shall have one vote at all meetings of the Board of Governors.

SECTION 2. General Powers.

The business and affairs of the Corporation shall be managed by its Board of Governors.

SECTION 3. Duties of Board of Governors.

The Board of Governors may:

- A. Hold meetings at such times and places as it thinks proper;
- B. Suspend or expel members;
- C. Print and circulate documents and public articles;
- D. Contract agents; and
- E. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interest and welfare of the members.

SECTION 4. Removal of Governors.

The Board of Governors by a two-thirds vote, with just cause. May remove one or more governors at any meeting called for that purpose.

ARTICLE VI

Dues and Finance

SECTION 1. Dues.

The Board of Governors may determine the amount of initiation fee, if any, and all dues payable to the Corporation by its members. Motions to change dues shall be read by the President and lay on the table at least one meeting before voting by the Board of Governors.

SECTION 2. Payment of Dues.

Dues shall be payable in advance on or before December 15, for the following year.

SECTION 3. Compensation.

No governor shall receive any compensation from the Corporation for services as a governor, except for reimbursement of out-of-pocket expenses as are approved by a majority of the Board of Governors.

SECTION 4. Reimbursement of Expenses.

A. Regional Officers.

Regional Officers will receive mileage reimbursement based on the miles from the Governors' meeting to their residence for attendance of any regularly scheduled Governors' meeting (with the exception of the annual meeting) or special meetings. Reimbursement shall not exceed the amount which shall be established by the Board of Governors.

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B. Executive Board.

Members of the Executive Board will receive mileage reimbursement based on the miles from the governors' meeting to their residence for attendance of any regularly scheduled meeting (with the exception of the annual meeting) or special meetings. They shall be entitled to reimbursement by the Corporation for out-of-pocket expenses incurred in the execution of the duties of their office or expenses incurred pursuant to the conduct of other corporate affairs and such other sums as may be established and approved by the Board of Governors.

C. Appointed Officers.

Appointed Officers will receive mileage reimbursement based on the miles from the governors' meeting to their residence for attendance of any regularly scheduled meeting with the exception of the annual meeting or special meetings. They shall be entitled to reimbursement by the Corporation for out-of-pocket expenses incurred in the execution of the duties of their office or expenses incurred pursuant to the conduct of other corporate affairs and such other sums as may be established and approved by the Board of Governors. Any additional travel related expenses under \$1000.00 must be approved by the Executive Board and by the Board of Governors if over \$1000.00 per occurrence.

SECTION 5. Corporate Liability.

All persons, corporations, partnerships, groups or associations extending credit to, contracting with, or having any claim against the Corporation or officers thereof, shall look only to the funds and property of the Corporation for the payment of any judgment, contract, claim, payable to them from the Corporation or its officers and, unless specifically otherwise provided by law, the officers shall not in any manner be personally liable therefore.

SECTION 6. Liability for Debts of Recognized Clubs.

The Corporation shall not incur nor be responsible for any debt, damage, judgment, contract, claim or decree or liabilities of any kind or nature, incurred or sustained by any recognized club or other approved local organization, club or association of any persons acting in such capacity, unless said local group has obtained prior approval in writing signed by a majority of the Board of Governors.

SECTION 7. Indemnification of Officers.

The Board of Governors may indemnify and reimburse from funds of the Corporation, each governor, agent or officer of the Corporation and their heirs, executors, administrators, and assigns for any judgment against them and for expenses necessarily incurred by them in connection with the defense or reasonable settlement of any such action, suit or proceeding to which they are a party by reason of any authorized conduct in such capacity. Further, the Corporation may indemnify any such governor, agent, or officer of the Corporation for any act or acts which the Corporation could lawfully indemnify any such governor, agent or officer under the provisions of the Business Corporation Act of the State of Michigan.

SECTION 8. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year. (Effective January 1st., 1997)

ARTICLE VII

Officers

SECTION 1. Regional Officers.

A. Officers.

The officers of a Region shall be the Regional Executive, the Regional Competition Director and the Regional Membership Director. The Regional Executive shall be the chief executive officer of the Region.

B. Selection.

The governors of each region shall select three individual members from their Region to act as Regional officers. The election shall take place by the last regularly scheduled governors' meeting of the calendar year. Each club shall have one vote and the individual member receiving the greatest number of votes shall serve as the Regional officer upon the approval of the Executive Board. No person shall hold more than one Regional office.

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C. Duties.

The duties of the Regional officers as may be outlined in other NCCC publications shall not be in conflict with this article.

1) Regional Executive.

The Regional Executive duties shall include:

- a. Call and preside at a minimum of one meeting per calendar quarter for the purpose of conducting Regional business.
- b. Cast votes and present motions at any meeting of the National Board of Governors on behalf of any governor from the represented Region who is not present; provided the RE has a NCCC Proxy form, signed by the absent governor with an original or electronic facsimile signatures. The proxy forms shall be presented to the Secretary for validation prior to the opening of the meeting. Upon approval of the Board of Governors, the proxy forms may be forwarded to the Secretary for recording attendance, not to exceed seven days following the meeting, as determined by the date sent.

2) Regional Competition Director.

The Regional Competition Director shall be responsible for the conduct of the sanctioned competition events in that Region. The RCD will maintain all official NCCC results and standings for that Region. Other and more specific duties not in conflict with the duties of the Regional officers as outlined in this section are listed in the Competition Sanction Program rulebook.

2) Regional Membership Director.

The Regional Membership Director shall be responsible for promoting membership in the NCCC for that Region. The RMD shall be responsible for distributing the necessary NCCC membership literature and answer all questions regarding membership to interested persons in that Region.

D. Removal.

Any Regional officer can be removed by the Executive Board upon receipt of a majority of written complaints from governors of that region.

E. Vacancy.

In the absence or disability of the Regional Executive or their proxy, the Regional Competition Director as first alternate or the Regional Membership Director as second alternate shall perform the duties of the Regional Executive during the National Governors Meetings.

SECTION 2. National Officers.

A. Officers.

The officers of this Corporation shall be President, Vice President-Competition, Vice President-Membership, Secretary, Treasurer, Parliamentarian, Business Manager, Director of Public Relations, and Sergeant-at-Arms, each of whom shall be elected by the Board of Governors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Governors. No elected officer shall be eligible to concurrently hold a Regional Executive, Regional Competition Director or Regional Membership Director Office.

B. Selection.

A Nominating Committee shall be appointed by the Executive Board, subject to the approval of the Board of Governors. The Nominating Committee shall present a list of names for the NCCC offices to the Board of Governors as suggested nominees. Any of the suggested nominees may be placed in nomination from the floor of the Board of Governors.

C. Nominations.

Nominations for the election of officers shall be held at the the Third regularly scheduled governors' meeting.

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D. Election and Term of Office.

Officers of the Corporation are to be elected by valid ballot at the last regularly scheduled governors' meeting of the calendar year for a two-year term. The ballot procedure used will be the preferential voting method, as prescribed in the Robert's Rules of Order. The election shall be on a rotating schedule, with the President, Vice President-Membership, Treasurer, Parliamentarian and Director of Public Relations elected in even numbered years, and the Vice President-Competition, Secretary, Business Manager and Sergeant-at-Arms elected in odd numbered years. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Election precedence shall be in the order stated in this paragraph. A club may be represented only twice on the same Executive Board. Without regards to membership classification, a spouse or companion of the same relationship or domicile shall not serve at the same time on the Executive Board. Voting shall be per NCCC ballot procedure. The officers shall take office on January 1 of the following year. Each officer shall hold office until his successor has been duly elected and qualifies or until his death or he resigns or is removed in the manner hereinafter provided.

E. Duties.

The duties of the officers of the Corporation shall be as provided by resolution or other directive of the Board of Governors, and in the absence of contrary provision the duties shall be as follows:

PRESIDENT

The President shall be the chief executive officer of the Corporation, and in the recess of the Board of Governors shall have the general control and management of business and affairs, subject however, to the right of the Board of Governors to delegate any specific power, except as such may be by statute exclusively conferred upon the President, to any other officer or officers of the Corporation. The President shall preside at all meetings of the general membership, unless otherwise determined by the Board of Governors. The President shall be responsible for the care and custody of all corporate property, and shall maintain an upto date record of all corporate property, which shall include the name of any individual member charged with temporary custody thereof. In the absence or disability of the President, the 1st Vice President shall perform the duties and exercise the powers of the President until the next regularly scheduled meeting.

1ST VICE PRESIDENT -COMPETITION

The 1st Vice President-Competition shall have general responsibility for all competition events sanctioned by the Corporation involving the use of motor vehicles. All participants in such events who wish to accumulate championship points must use Chevrolet Corvette motor sports vehicles. The activities of the Vice President - Competition shall be subject to the review and approval of the Board of Governors.

2ND VICE PRESIDENT-MEMBERSHIP

The 2nd Vice President-Membership shall be responsible for the acquisition of new members, to coordinate all membership applications and inform any applicants regarding organizational or administrative activities. The 2nd Vice president – Membership has overall responsibility for insuring availability and integrity of the NCCC Membership Database and coordinating the distribution of membership cards and materials.

The NCCC Membership Database will assign and maintain all club and membership numbers.

SECRETARY

The Secretary shall attend all meetings of the Executive Board of Governors, and the general membership and shall record the minutes of such proceedings. The Secretary shall perform such other duties as may be prescribed from time to time by the President of the Board of Governors. The Secretary may delegate duties, powers and responsibilities to one or more assistant secretaries unless such delegation shall be disapproved by the Board of Governors.

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TREASURER

The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, shall deposit all sums received in a bank, or banks, or trust companies approved by the Executive Board, and make a report at the Annual Meeting or when called upon by the President or the Board of Governors. Funds may be drawn only upon the signature of the Treasurer or President. The financial records of the corporation shall be maintained, using general accepted accounting principles, and all reports shall be presented in that manner. The funds, books, and vouchers controlled by the Treasurer shall at all times be under the supervision of the Executive Board and subject to its inspection and control. At the expiration of the term of office, the Treasurer shall deliver over to a successor all books, monies and other properties, or in the absence of a Treasurer-Elect, to the President. In the event of absence or disability of the Treasurer, the Executive Board may appoint a Treasurer pro tem.

IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve on the Executive Board in an advisory position and shall also serve on the Regional Executive committee. The Immediate Past President shall perform other duties as designated by the President and/or the Board of Governors for a term of one year.

PARLIAMENTARIAN

The Parliamentarian shall act in an advisory capacity to the President regarding the proper conduct of any meeting, shall serve on the Regional Executive committee, and shall be chairperson of the By-Laws committee. The Parliamentarian shall have such written powers and duties as may be prescribed in the Constitution and By-Laws of the organization.

BUSINESS MANAGER

The Business Manager shall have the general responsibility for the Corporation competition insurance program and shall perform such other business duties as the Executive Board may direct from time to time. Shall serve as the Chairperson to the Convention a Committee; act as the liaison between the host organizations and the Executive Board; shall represent the Corporation in matters concerning convention contractual agreements; provide the accountable link between the Convention Steering Committee and the Executive Board; coordinate the maintenance of the Convention Policy and Procedure manual; coordinate and delegate the duties of the Convention Steering Committee; and perform other such duties as outlined in the Convention Policy and Procedure manual.

DIRECTOR OP PUBLIC RELATIONS

The Director of Public Relations shall be responsible for promoting, furthering the image, and disseminating information relative to the Corporation, as the President and Executive Board may direct from time to time.

SERGEANT-AT-ARMS

The Sergeant-at-Arms shall assist in preserving order at all meetings and social affairs of the Corporation and shall perform such other duties as the President may direct from time to time.

F. Removal.

Any officer or agent elected or appointed by the Board of Governors may be removed by the Board of Governors by a two-thirds vote with just cause whenever in its judgment the best interest of the Corporation would be served. The board's decision in this regard shall be final.

G. Vacancies.

All vacancies in any elected office other than President may be filled by appointment made by the Executive Board, subject to the approval of the Board of Governors at the next regularly scheduled meeting.

If appointment is not made or appointee is not approved, at that same regularly scheduled meeting the position will be filled by the Board of Governors for the unexpired portion of the term. Nominations from the floor will be made and written ballot using preferential voting method will be used to fill the position. Only a governor in attendance, a representative from the governors club, or the holder of a written proxy,

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affixed with the club governor's signature, shall be eligible to vote

H. Consecutive Terms of Office.

No elected officer shall be eligible to serve more than two consecutive terms in the same office and no more than five consecutive years on the Executive Board or as an elected officer of the Corporation.

SECTION 3. Appointed Officers.

A. Officers.

The following positions may be appointed by the President with recommendations of the Executive Board and the approval of the Board of Governors with no restrictions on the length of term. An elected officer may not hold an appointed position, and an appointed officer may hold only one appointed position concurrently. These appointments will be reaffirmed at the first meeting of each calendar year.

- | | |
|------------------------------|--------------------------------|
| (1) Director of Publications | (6) Director of IT |
| (2) Directors of Convention | (7) FCOA Director |
| (3) Convention Treasurer | (8) Distribution Manager |
| (4) Director of Charity | (9) Co-Directors of Convention |
| (5) Director of Sponsorship | |

B. Duties.

The duties and powers of the appointed positions of the Corporation shall be provided from time to time by resolution or other directive of the Board of Governors and in the absence of contrary provision, the duties shall be as follows:

Director of Publications

The Director of Publications shall be the editor and publisher of Blue Bars, shall maintain a courtesy mailing list for Blue Bars, and shall maintain back issue files of Blue Bars and such other duties pertinent to the contents of Blue Bars.

Directors of Convention

The term 'Directors of Convention' is to be qualified as follows: a current Director of Convention and a future Director of Convention will respectfully apply to the two separate conventions being simultaneously planned; each convention requiring a director charged with the same duties and responsibilities.

The future Director of Convention will be appointed after the annual convention bid site selection is completed at the last regularly scheduled governors meeting of the year. This position will progress to current Director of Convention, when the current appointment terminates at the regularly scheduled governors meeting following the current Director's convention. It shall be the responsibility of the Directors of Convention to attend the Convention Steering committee meetings; serve as the representative for the host organization; submit to the Convention Steering Committee for review of all proposed contracts, budget, general convention program outline and host organization meeting minutes; Inform the Business Manager at the first opportunity of any significant change(s) {i.e. to the budget, convention program, etc.} that develop between the Convention Steering Committee meetings; and perform other such duties as outlined in the Convention Policy and Procedure manual.

Convention Treasurer

It shall be the responsibility of the Convention Treasurer to attend the Convention Steering Committee meetings; receive and account for all convention income; pay all expenses for convention activities as approved by the Director of Convention; prepare and present to the Board of Governors a final statement of convention, income and expenses; coordinate financial reporting with the NCCC Treasurer; notify the Convention Steering Committee of expense request(s) not covered in the budget; maintain and provide financial and registration information for the Director of Convention and the Business Manager; perform other such duties as outlined in the Convention Policy and Procedure manual. The Convention Treasurer shall be appointed no later than the last regularly scheduled

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governors meeting of the year before the affected convention. The Convention Treasurer shall serve until the final financial statement is presented to the Board of Governors, no later than the last regularly scheduled governors meeting of the year of the affected convention.

Director of Charity

The Director of Charity shall co-ordinate all activities for the NCCC Charity Program and Grants and Scholarships, and Chair the Scholarship and Charity Committee as defined in the Charity Bylaws. Using the NCCC Budget process the Director of Charity will present the Executive Committee with a detailed Budget for discussion and approval. Detailed financial charity, grants and scholarship reports will be prepared for each quarterly National Governors Meeting and at the request of the NCCC President. The Director of charity will insure all raffle tickets and related funds are accounted for and reconciled. Additional duties as assigned by the NCCC President.

Director of Sponsorship

The Director of Sponsorship shall work directly with the President, Director of Public Relations, Business Manager an Convention Steering Committee Advisor to promote NCCC and secure sponsorship funds to defray expenses of the national organization.

The Director of Information Technology (Director of IT)

A position that requires expertise in many areas of the Information Technology field. The Director of IT is responsible for all aspects of new and existing Information Technology used within the NCCC including Social Media, Websites and NCCC Email. Using the NCCC Budget Process a consolidated budget of all IT activities to support NCCC and its functions will be presented by the Director of IT for approval. New projects and expenditures will be presented to the Executive Board for discussion and approval. The Director of IT will use the National Governors meetings or other appropriate electronic data to gather information on needed updates and new IT projects that are needed throughout the NCCC organization. At the National Governors meetings the Director of IT may have representatives that will attend the various committee meetings to assist in gathering requirements. The Director of IT is expected to administer any personnel, delegated to work on the individual IT projects, and approve all decisions related to those projects. Director of IT may schedule a meeting in St Louis with the sub-functions that the position oversees, not to conflict with other committee meetings. The Director of IT is expected to provide status report for all projects and areas that he/she is responsible for at National Meetings or at the request of the President.

FCOA Director

FCOA Director shall be responsible for all matters related to FCOA.

Distribution Manager

Distribution Manager shall be assigned by the executive board.

Co-Director of Convention

This position will be appointed if requested and defined in the Convention proposal as approved by the Board of Governors. The duties of the position if appointed are synonymous with the duties of Directors of Convention defined in Article VII (Officers) Section 3. (Appointed Officers) B. (Duties). A Director of Convention's Spouse / Companion appointed as a Co-Director will not qualify for reimbursement as an Appointed Officer. Only one Co-Director of Convention may be appointed per Convention.

ARTICLE VIII

Meetings

SECTION 1. Notice of Meetings.

A notice of each regular and special meeting of the Board of Governors stating the time, place, date and purpose thereof shall be sent by the Secretary of the Corporation to each governor. Notices shall be sent at least twenty-one (21) days prior to the date of such meeting.

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SECTION 2. Meetings of the Board.

Regular meetings of the Board of Governors shall be held on dates and at such a location as is determined by the Board of Governors at its second regularly scheduled meeting of the calendar year from proposal(s) submitted to the Board of Governors by the Membership committee at the first regularly scheduled meeting of the calendar year. Voting shall be per NCCC Ballot procedure. The approved meeting location shall be effective at the beginning of the calendar year, approximately eighteen months after approval.

SECTION 3. Annual Meeting.

An annual meeting of the general membership shall be held at the third meeting of the Board of Governors, unless otherwise specified, for the purpose of conducting any business that may be necessary.

SECTION 4. Special Meetings

A. General Membership.

Special meetings of the general membership may be called at any time by the Board of Governors, and must be called by the Board of Governors upon receipt of a written petition signed by twenty percent (20%) or more of the individual members, provided such petition shall state the purpose for which the meeting is to be called.

B. Board of Governors.

Special meetings of the Board of Governors may be called by the President upon written request of twenty five percent (25%) of the Board of Governors.

SECTION 5. Attendance

A. General.

Each club will be represented at no less than three regularly scheduled meetings of the Board.

B. Proxy Governor.

A Governor may authorize another NCCC member of his/her club to act for him/her during a Governors' weekend. The Proxy Governor must be a member of the Corporation through the club he/she is representing. Attendance will be recorded based on the completion of the sign-in form.

C. Proxy Officer.

Excluding the President and the Past President, proxy Regional and National (elected and appointed) officers, as selected by the absent officer, are permissible for the Governors' weekend. The proxy Regional officer must be a member of the Corporation in the Region he/she is representing. All rights and privileges are transferable. Board of Governors approval is required.

SECTION 6. Quorum.

One-third of the then duly elected governors constitutes a quorum for the transaction of business. If a majority of the governors consent in writing to any action taken at a meeting without a quorum present, or without a meeting being called, such action shall be a valid corporation action as though it had been duly authorized at a meeting of the Board of Governors.

ARTICLE IX Convention

SECTION 1. Annual Convention.

The annual convention of the Corporation shall be held between April 1st and November 1st at a site selected and approved by the Board of Governors. Any deviation from this time period must be reviewed by the Convention Steering Committee and approved by the Board of Governors.

SECTION 2. Convention Bids.

All tentative convention bids should be first submitted to the Convention Steering Committee for review and All tentative convention bids should be first submitted to the Convention Steering Committee for review and recommendations at the first regularly scheduled Governors' meeting of the year. All completed convention bids must be submitted to the Convention Steering committee at the second regularly scheduled Governors' meeting, in accordance with the Convention Policy and Procedures Manual. Completed bids for the annual convention, must be presented to the Executive Board during the Third regularly scheduled Governors' meeting of the year. The bid will be presented to the Board of Governors at the Third regularly scheduled Governors' meeting, at least

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Seventeen (17) months prior to convention, and voted on at the last regularly scheduled Governors' meeting of the calendar year. Voting shall be per NCCC ballot procedure.

SECTION 3. Attendance.

Attendance at the NCCC Convention shall be limited to: NCCC members, spouses and their children; guests as approved by the Executive Board and/or the Board of Governors; members, spouses and their children of NCCC recognized Corvette Councils, i.e., Western States Council of Corvette Clubs, Inc., Canadian Council of Corvette Clubs, Inc.

SECTION 4, Convention Schedule.

The convention schedule shall be determined by the host organization, subject to the approval of the Board of Governors.

SECTION 5. Convention Proceeds.

The corporation and the host organization shall share equally in the annual convention proceeds. The Corporation shall reimburse the host organization for losses incurred; however should the loss result from the host organization's non-compliance of the Convention Steering Committee recommendation(s), the host organization shall be responsible for that expenditure. A loss will be reviewed by the Convention Steering Committee for a determination of responsibility; the decision of the Convention Steering Committee may be appealed to the Board of Governors for final deposition.

ARTICLE X Executive Board

SECTION 1. Members. The Executive Board of the Corporation shall be:

President Vice President-Competition Vice President-Membership Secretary Treasurer Immediate Past President
Parliamentarian Business Manager Director of Public Relations Sergeant at Arms

SECTION 2. Duties.

The Executive Board shall appoint such individuals as may be necessary to conduct the business of the Corporation; it may act on behalf of the Corporation in any manner when the Board of Governors is not in session; it shall report to the Board of Governors for Board ratification of its action. Five members shall constitute a quorum for the transaction of business. Meetings may be called by the chairperson or by any four members.

SECTION 3. Removal.

Any officer may be removed from office by a majority vote of the Executive Board, subject to appeal by the aggrieved officer to the Board of Governors. In the event of an appeal, the Board of Governors shall make the final disposition regarding removal from office.

ARTICLE XI Committees

SECTION 1. Standing Committees.

The Corporation shall maintain the following standing committees:

- | | |
|---------------------------------|----------------------------------|
| A. Regional Executive Committee | B. Competition Committee |
| C. Membership Committee | D. Convention Steering Committee |
| E. Nominating Committee | F. Charity Committee |
| G. By-Laws Committee | H. Finance Committee |
| I. Teller Committee | |

SECTION 2. Term of Committee Membership.

Membership on any committee shall be determined annually.

SECTION 3. Duties. Regional Executive Committee

The Regional Executive committee shall be comprised of the elected/appointed Regional Executive from each Region. The immediate Past President and Parliamentarian shall be non-voting members. This committee shall be chaired by the immediate Past President or an individual elected from the ranks of the Regional Executive committee. Any proposed revision, amendment, or repeal to the corporate By-Laws shall first be referred to this

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committee, to review and make recommendation(s) based on technical application, if necessary correct Article, Section, etc., resolve any conflict with other articles, suggest language changes. After due investigation and review, unless rejected by a unanimous vote of the Regional Executive Committee, the resolution and the findings of the committee shall be presented to the Board of Governors at the third regularly scheduled business meeting or a special meeting called for such purpose. The committee shall retain a permanent record of all resolutions passed during the year by the Board of Governors. The committee shall also review financial matters presented by the Finance committee and other duties as assigned by the Executive Board.

Competition Committee

The Competition committee shall be comprised of the elected/appointed Regional Competition Director from each Region and the Vice President-Competition shall chair this committee. The Competition committee shall review the competition manual and submit their recommendations to the Board of Governors for approval at the Third regularly scheduled business meeting. Any recommendation for changes to the competition rulebook must be submitted to the Competition committee through the Regional Competition Director. Any changes approved by the Board of Governors shall become effective on the first day of the year following approval. The Competition committee shall hear and review all grievances by members which relate to the Competition Program sponsored by the Corporation.

Membership Committee

The Membership committee shall be comprised of the elected/appointed Regional Membership Director from each Region and the Vice President -Membership shall chair this committee. The Membership committee shall have general responsibility over all matters relating to corporate membership. They shall provide information and answer all correspondence from members and non-members relating to corporate membership. The Membership committee, subject to the approval of the Board of Governor s, may divide the country into regions and may modify such regions, either adding or consolidating them. Such division or modification shall be promulgated only by the Membership committee. The effective date of any such division or modification shall be the first day of the year following the approval of the Board of Governors. The Membership committee shall present to the Board of Governors the received list of fully -completed meeting site proposals that satisfy the minimum meeting site criteria and the review of the Business Manager and Finance Committee. Complete proposal(s) for meeting location changes shall be submitted to the Membership committee no later than the last regularly scheduled business meeting of the calendar year prior to the year the mee ting location will be voted on. The Membership committee shall make available proposal forms and information based on the meeting location procedures in the Regional Membership Directors' Manual.

Charity Committee

The members appointed to and comprising this committee shall be approved by the Board of Governors annually and shall work under the guidance of the Director of Charity to promote the goodwill of NCCC through fund raising for such charity projects as directed by the Board of Governors.

Convention Steering Committee

The Convention Steering Committee shall be chaired by the Business Manager, and comprised of the following members: Business Manager, Director of Sponsorship (consulting member(s)), Directors of Convention, and Convention Treasurer are automatically appointed. A minimum of three other NCCC members in good standing to be appointed by the President with recommendations of the Executive Board and approval of the Board of Governors. It is recommended that the prior year's Director of Convention be one of these three. The purpose of this committee is to: aid the host organization in formalizing plans and activities for the annual convention: act as a liaison between the host organization and the Executive Board; review all proposed contracts, budget, convention schedule, and monitor any recommendations. The Convention Policy and Procedure Manual shall be annually reviewed and updated by the Convention Steering Committee. The manual needs to be read and reviewed by an organization interested in submitting a bid to host the annual convention.

Nominating Committee

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The Nominating Committee shall be appointed by the Executive Board, subject to the approval of the Board of Governors. The Nominating Committee shall present a list of names for the NCCC offices to the Board of Governors as suggested nominees. Any of the suggested nominees may be placed in nomination from the floor of the Board of Governors.

By-Laws Committee

The By-Laws committee shall be chaired by the Parliamentarian and will be comprised of selected members of the Regional Executive committee.

Finance Committee

The Finance committee shall be comprised of a minimum of one Regional Executive (elected by the Regional Executives from their number), one Regional Membership Director (elected by the Regional Membership committee from their number), the current NCCC Business Manager, the immediate past NCCC Treasurer (to serve one year immediately after term as NCCC Treasurer has expired), the Distribution Center Manager, the Director of Sponsorship, the Charity Committee Treasurer, the Convention Treasurer, one individual who will be selected by the Treasurer, and the current NCCC Treasurer, who shall chair the committee. The Finance committee shall be charged with reviewing all budget and finance related matters affecting NCCC. Any budget or finance related matter initiated by this group, the Executive Board or the membership of NCCC shall (1) be shared concurrently with the Regional Executives (2) be evaluated by the Finance committee and (3) result in a written recommendation for action which is fully documented and that has been shared with the Regional Executives prior to submission to the Board of Governors for approval.

Teller Committee

A or B as detailed below

A. For Electronic Ballots:

A Teller Committee shall consist of the 1 RE and 1 RMD appointed by their committees and 1 Governor appointed by the Executive Board, all subject to the approval of the Board of Governors at the meeting prior to the elections. No candidate for office may be a member of this committee. The committee shall witness the Sergeant-at-Arms download and print the Election Results, sign the report (to confirm the validity) and report the results to the board of Governors.

B. For Written Ballots:

A Teller Committee shall consist of 4 RE's, and 4 RMD's, from members appointed by their committees, and 4 additional NCCC members appointed by the Executive Board, all subject to the approval of the Board of Governors at the meeting prior to the elections. No candidate for office may be a member of this committee. The committee shall count all ballots cast for office, for convention bids, and for proposals to amend these bylaws. The NCCC Secretary shall collect the unopened ballots, verify their validity, and tally the club participation as indicated on the outer envelopes. The committee shall remove the ballots from the sealed envelopes, delivered by the NCCC Secretary, tally the votes cast and report the results to the board of Governors.

SECTION 4, Special Committees.

The Executive Board may, at any time, appoint other committees on other subjects for which there are no standing committees.

SECTION 5. Committee Quorum.

Two-thirds of the members of any committee shall constitute a quorum for the transaction of business.

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ARTICLE XII Dissolution

SECTION 1. Property.

If, for any reason, this Corporation is disbanded or dissolved, any property held in the corporate name, shall be liquidated and turned into cash in accordance with the decisions made by the then Primary members. After all Corporation liabilities have been paid, the remaining cash shall be donated to a nonprofit charitable organization chosen by the Primary members of the organization.

SECTION 2, Dissolution.

Dissolution of the Corporation shall be made in accordance with all applicable Federal and State of Michigan laws, (IRS Section 501 (c) (3) or any amendments thereto).

ARTICLE XIII

Official Emblem

SECTION 1. Official Emblem.

The official emblem of the organization shall be:



SECTION 2, Logo.

The emblem of the Corporation shall always contain thereon the inscription "National Council of Corvette Clubs, Inc." or "NCCC".

ARTICLE XIV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of NCCC in all cases not provided for in these By -Laws.

ARTICLE XV

Amendments

SECTION 1. Amendments:

These By-Laws may be amended, repealed, or altered in whole, or in part, by the Board of Governors. All motions to amend these By-Laws shall first be submitted to the By-Laws committee 2 weeks prior to the first meeting of the year, and shall be read and ordered by the President to lie on the table for at least one month. The Board of Governors shall vote thereon at the last regularly scheduled meeting of the calendar year. Voting shall be per NCCC ballot procedure. A two-thirds vote of valid ballots received shall be necessary to pass any such motion of amendment.

SECTION 2. Advance Notice:

Each member of the Board of Governors shall be advised of the proposed amendment not less than twenty-one days in advance of the meeting at which such vote will take place.

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SECTION 3. NCCC Ballot Procedure:

A or B as detailed below:

A. An electronic ballot,

submitted by the Club Governor received by the date specified by the NCCC E-Board shall be valid.

B. Only a sealed absentee ballot,

contained in an envelope affixed with the Club's seal or club Governor's signature, postmarked by the date as specified by the NCCC Secretary, shall be valid on matters requiring written ballots.

SECTION 4. Tie Breaking Procedure:

Only a governor in attendance, a representative from the governors club, or the holder of a written proxy, affixed with the club governor's signature, shall be eligible to vote to break a tie resulting from the balloted election of an officer, meeting site selection, or convention bid selection.

ARTICLE XVI

Waiver of Notice

Whenever any notice is required to be given to any member or governor of the Corporation under the provisions of these By-Laws or under any provision of the Articles of Incorporation or under any other provision of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.