

Rocket City Corvettes INC.
BYLAWS

ARTICLE ONE
DEFINITIONS

1.1. These Bylaws shall have the following definitions.

1.2. "Board" shall mean the Board of Directors as defined by these Bylaws.

1.3. "Board of Directors" means the group of people vested with the management of the affairs of the corporation.

1.4. "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation.

1.5. "Club" shall mean Rocket City Corvettes Inc.

1.6. "Corporation not for profit" means a corporation organized pursuant to the Florida Statutes Chapter 617.

1.7. "Electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process.

1.8. "Member" means one having membership rights in the club in accordance with the provisions of these bylaws.

1.9. "Organization" shall mean Rocket City Corvettes Inc.

1.10 "NCCC" shall mean National Council of Corvette Clubs.

ARTICLE TWO DESCRIPTION

2.1. The official name of this organization shall be Rocket City Corvettes Inc.

2.2. Rocket City Corvettes Inc. is a corporation not for profit and is not organized for the private gain of any person. It is organized under Florida Statutes Chapter 617.

2.3. Rocket City Corvettes Inc.'s official insignia and/or logo will be as depicted in ARTICLE SEVENTEEN at the end of these Bylaws.

2.4. The insignia and/or logo, as well as any other associated logos, newsletter etc., may be modified by a majority vote of the Board of Directors.

2.5. Rocket City Corvettes Inc's fiscal year is January 1st to December 31st of each year.

ARTICLE THREE
PURPOSE

3.1. To provide its membership an opportunity to participate in Corvette automotive and non-automotive related events.

3.2. To promote greater enjoyment of members' Corvettes.

3.3. To promote and participate in community activities in order to develop a greater understanding and spirit of cooperation between the community and Corvette automotive enthusiasts.

ARTICLE FOUR
MEMBERSHIP

4.1. Membership is per individual but we do offer membership for your spouse at a reduced rate which also includes a spouse membership in the NCCC.

4.2. Requests for membership may be made online on the club website, mailed in to the club address or in person at any club attended event.

4.3. Once a person becomes a member, they may renew their membership annually.

4.4. A member in good standing consists of any person meeting all the following requirements:

A. Be current on all applicable dues and requirements as outlined in these Bylaws.

b. Abides by these Bylaws.

c. Not jeopardize the club and/or its membership reputation, credibility, and integrity.

4.5. Members in good standing will have the following privileges:

a. Voting (one vote per family membership).

b. Run for elected office.

c. Retain an elected or appointed position.

d. Receive newsletters, any literature, or email concerning club functions if such exist.

4.6. Any member may be expelled from the club for conduct or attitude detrimental to the club by a majority vote from the Board of Directors.

4.9. Prior to Expulsion any member in question may request a meeting with the entire Board of Directors to appeal their decision and provide any explanation for said conduct or attitude.

4.10. The Board of Directors, by majority vote, may suspend any member from acting on the club's behalf.

ARTICLE FIVE DUES

5.1. Annual renewal of club dues shall be determined by the Board of Directors each year, be consistent with club policy and be payable no later than the November member meeting. The amount of annual dues shall be determined by the Board of Directors.

5.2. Dues not paid by the November meeting by an existing member will incur a late fee of \$20.00.

5.3. Dues not paid by an existing member by the end of the calendar year shall cause such existing membership to terminate.

5.4. Dues for new members shall be consistent with club policy and are not refundable.

ARTICLE SIX OFFICERS

6.1. The elected officers of this club shall be:

- a. President.
- b. Vice-President.
- c. Secretary.
- d. Treasurer.
- e. NCCC Governor

6.2. The elected officers listed in 6.1 above shall comprise the Board of Directors, which will be the governing body of the club.

6.3. At the first meeting of the New Year, the President with the approval of the board will appoint Chairpersons for any advisory committees needed/required:

6.4. Term of Office. Each officer shall serve a term of 4 years. Any officer may resign at any time by providing written notice to the Board of Directors. Any officer may be removed, with or without cause, by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation would be served thereby.

ARTICLE SEVEN DUTIES OF OFFICERS

7.1. The President shall preside over all regular and special meetings of the membership and Board of Directors. The President will represent the club at all official functions unless that duty is specifically designated to another officer by the President. The President shall have a vote at any meeting and may cast the tie-breaker vote if needed.

7.2. The Vice-President shall greet guests at meetings and activities, shall be in charge of the membership process, and assume any and all of the duties of the President in his or her absence.

7.3. The Secretary will keep the minutes of all meetings, maintain all club correspondence, and keep any other club records directed by the Board of Directors. The secretary shall ensure the minutes of the previous meeting are placed in an email to the club members, for their review and appropriate comment/corrections at the next scheduled

meeting. If there are not any identified corrections, the secretary can request that they be accepted. If a member requests, the minutes will be read prior to approval by the membership.

7.4. The Treasurer will collect all monies due to the club, maintain all financial records, and disperse funds as directed by the Board of Directors. By January 31st of the new year, the treasurer will inform both the Board of Directors and the Membership the amount of treasury dollars passed over to the new Board of Directors each year.

7.5. The NCCC Governor is the liaison with the national organization and ensures compliance with all applicable NCCC rules and regulations concerning events.

7.6 The President may assign other duties to elected officers, as needed.

7.7. If, for any reason, an officer resigns, or leaves office, the Board of Directors will seek candidates from the membership pool to fill the vacancy and present to the general membership at the next regular meeting for final approval from membership. He or She will serve out the remainder of the original term.

ARTICLE EIGHT (For Future Use)

ARTICLE NINE

BOARD OF DIRECTORS

9.1. The Board of Directors shall consist of the duly elected officers.

9.2. The Board of Director's shall manage the organization. All corporate powers must be exercised by or under the authority of Board of Directors and the affairs of the organization shall be managed under the direction of the Board of Directors,

9.3. A Board of Directors meeting will be held when deemed necessary by the board, with the time of day and place to be designated by the President. This meeting will be open to all membership. The membership will be notified at least 7 days before a meeting.

9.4. Special Board of Directors' meetings may be called by the President with a minimum of three (3) days of providing written or oral notice to all Board of Directors members,

9.5. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting whether before or after the meeting, or who attends the meeting without. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

9.6. Decisions on club business may be approved by simple majority vote.

9.7. A quorum of a simple majority of the Board of Directors members must be present and actions requiring a vote will be by simple majority of those Board of Directors members attending the meeting.

9.8. Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board of Directors.

9.9. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of proceedings of the Board of Directors.

9.10. The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute any instrument in the name of and on behalf of the club. This authority may be general or confined to specific instances. Unless authorized by the Board of Directors, and except as provided in this Section, officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

9.11. Each year, the Directors shall decide if an Audit is needed. If so an auditor, whether it would be a lawyer or certified public accountant to perform an annual audit for the prior fiscal year.

9.12. Directors shall not receive compensation for their services as Directors. Directors may receive reimbursement for expenses as such expenses relate to official club duties when approved by the board.

9.13. A Director may be removed from office by a majority of the remaining members of the Board of Directors if any of the following has been found to have occurred:

a. The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board of Directors.

b. A conflict of interest is found to exist between the Director and the corporation.

c. The Director is found to have engaged in activities that are directly contrary to the interests of the corporation..

d. The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.

9.14. Any vacancy occurring on the Board of Directors will be filled by seeking candidates from the membership pool and presenting the potential replacement at the next general meeting for approval. In the event there is no candidate available the board can fill the vacancy with a majority vote from the board on a candidate of their choice.

9.15. General Consent Rules of Order* will govern the conduct of Board of Director's meetings.

*General Consent: A method to save time by passing motions without formal voting when there are no objections

ARTICLE TEN MEETINGS OF MEMBERS

10.1. General membership meetings will be held on the second Sunday of each month. The Board of Directors will determine the time of day and place. The Board of Directors may change the date of a regular meeting to accommodate holidays, etc. provided proper notice is given to all members.

10.2. General Consent Rules of Order* will govern the conduct of all meetings of the membership.

*General Consent: A method to save time by passing motions

without formal voting when
there are no objections

10.3. The established order of events at general membership meetings will be:

- a Call to order by the President
- b. Introduction of visitors by the Vice President.
- c. introduction of new members (as required) by Vice-President.
- d. Secretary's report (minutes of last meeting).
- e. Treasurer's report.
- f. Governor's Report.
- g. Reports by committee Chairpersons (as required)
- h. Old Business
- i. New Business
- l. Adjourn meeting.

10.4. A quorum for general membership meetings shall consist of a simple majority of members in good standing who are present at the meeting,

ARTICLE ELEVEN ELECTIONS

11.1. The Board of Directors, at the Board of Directors meeting immediately preceding the September general meeting will accept all nominations for any office that is available. Nominations will be at the October meeting. The official list of candidates will be provided to the members before the November general membership meeting.

11.2. Elections will be conducted at the November general membership meeting by a show of hand voting unless ballot voting is requested by a majority of the members.

11.3. All newly elected officers will be installed at an annual Holiday Party to be held in December of each year and will serve a term as described above.

ARTICLE TWELVE EVENTS

12.1. All competition events sponsored by the club will be governed as specified by the Board of Directors of the club.

12.2. No member of the club shall commit the club or its equipment to any event, location, date, or time without prior approval from the

Board of Directors. This approval may be given at any general or special Board of Directors meeting.

12.3 Any scheduled club event previously established shall not be changed as to location, date, or time without the prior approval of the Board of Directors.

ARTICLE THIRTEEN BEST EFFORTS

13.1 All officers, directors and committee chairperson shall use their best efforts to complete the tasks related to their positions.

ARTICLE FOURTEEN AMENDMENTS

14.1. These Bylaws may be amended by a majority vote of all board members in good standing.

14.2. The proposed amendment and the recommendation of the Board must be furnished to all members in good standing in writing a minimum

of two weeks prior to the meeting at which the amendment is voted on by the board so that the board may receive comments from the general membership.

ARTICLE FIFTEEN DISSOLUTION

15.1. On dissolution of this corporation, the Board of Directors shall cause the assets herein to be distributed as per the current Articles of Incorporation.

15.2. These BYLAWS when adopted replaces any and all previous versions of the Rocket City Corvettes Bylaws.

These Bylaws Adopted ____/____/____

SEVENTEEN OFFICIAL INSIGNIA OF ROCKET CITY CORVETTES INC.

17.1 The official insignia of Rocket City Corvettes Inc. is as follows:

