

April 2006

*Revised
December 2013*

BY-LAWS

Corvette Club of Western Pennsylvania



**Bylaws
Of
The Corvette Club of Western Pennsylvania (CCWP)**

Revision: December 9, 2013

ARTICLE I:

Section 1.1 Name: The name of this Corporation is the Corvette Club of Western Pennsylvania, incorporated on the 9th day of February, 1960 in compliance with the Pennsylvania Non-Profit Corporation Law of 1933.

Section 2.2 Office: The principle mailing address of the Corporation shall be: P. O. Box 46311, Monroeville, PA 15146 until otherwise established by the Board of Directors. The address and conducting of corporation business shall be located in the vicinity of Pittsburgh, Pennsylvania.

Section 2.3 Fiscal Year: The fiscal year of the corporation shall commence on January 1 and end on December 31 of each calendar year.

ARTICLE II:

Section 2.1: Purpose: The Corporation (hereinafter referred to as CCWP) was formed for the purpose of furthering the enjoyment in the ownership, operation, and maintenance of Corvette automobiles; to promote improved relationships among Corvette owners, dealers, and the factory; and to provide for the dissemination among Corvette owners of relevant technical data. CCWP also hopes to promote and improve fellowship among Corvette owners and enthusiasts.

ARTICLE III: MEMBERSHIP

Section 3.1 Membership in CCWP shall be limited to persons owning Corvettes or persons who are enthusiasts of Corvettes over 18 years of age. Membership will be designated without regard for race, religion, gender, or nationality.

Section 3.2 A candidate for membership, shall submit a written application to the Board of Directors on such membership application form as is designated by the Board of Directors. All membership applications shall be accompanied by payment of the annual dues as set by the Board of Directors. No refunds will be given to applicants for membership after a vote of acceptance.

Section 3.3 New membership applications shall be presented to and acted upon for acceptance at the monthly meeting of the Board of Directors and/or General Membership meeting following the date of application.

Section 3.4 The full amount of the dues is applicable from January 1 to December 31 of the calendar year. Membership for those applicants joining after November 1 will begin immediately upon receipt of their dues and acceptance at the Board and/or General Membership Meeting and continue through the following year. Membership of new applicants joining at the Fall Corvette Show will begin immediately upon receipt of their dues and acceptance at the Board and/or General Membership Meeting and continue through the following year.

Section 3.5 Members are considered in good standing when all dues are paid and current.

Section 3.6 CCWP Membership shall terminate for non-payment of dues which are considered in arrears forty-five (45) days after commencement of the membership year for which the member is liable. Former members seeking membership shall file a new membership application.

Section 3.7 Spouses or domestic partners of members in good standing shall be eligible to become members upon application, payment of dues in the amount of Five dollars (\$5.00) annually, and approval. These persons will have all the privileges of members but shall not receive separate mailings.

Section 3.8 All members in good standing shall receive the CCWP newsletter, the *Flying Fiberglass*; be voting members of CCWP; be entitled to receive CCWP sales discounts; and participate in CCWP activities as are available at charges set by the Board of Directors.

Section 3.9 One Lifetime Membership may be granted by the Board of Directors each year. Entitlement shall be based upon outstanding dedication and involvement in CCWP. Lifetime members shall not pay dues but shall be entitled to all privileges of membership.

Section 3.10 Honorary memberships may be granted by the Board of Directors. Honorary members shall not pay dues or have voting privilege, but shall receive the *Flying Fiberglass*. Honorary membership is for such period as the board shall determine.

ARTICLE IV: MEETINGS

Section 4.1 General Membership Meetings

Meetings of the Membership of CCWP are held monthly usually on the second Monday. Date, time, and location of meetings are published in the *Flying Fiberglass* newsletter. Any change in schedule shall be published one month in advance. Guests expressing an interest in membership in CCWP are welcome to attend to observe.

Section 4.2 Board of Directors Meetings

The Board of Directors meet monthly usually on the first Monday. Any change in schedule shall be published one month in advance. Any member is welcome to attend the Board meeting to observe. If a member wishes to attend to voice a concern, the President should be informed one month in advance of the meeting.

Section 4.3 Annual Meeting

The Annual Meeting of the members of CCWP shall be the General Meeting held the second Monday of January of the calendar year.

Section 4.4 Special meetings.

Special meetings of the members of CCWP may be called at any time by the President of the Board of Directors. Written notice of a special meeting including the date, time, location and general nature of the business to be transacted shall be given by the Secretary to each member of CCWP at least five (5) days prior to the day named for the meeting.

Section 4.6 Quorum at Meetings

At all general or special meetings of members of CCWP, a minimum of 10% of total membership shall constitute a quorum for the transaction of business.

At all meetings of the Board of Directors, more than half of Board members must be present to constitute a quorum. No Board Member may vote by proxy.

If a meeting cannot be organized due to lack of quorum, members present may adjourn the meeting to such time and place as they may determine.

ARTICLE V: VOTING

Section 5.1 Only the General Election of Directors shall be completed by mail-in ballots. All other matters determined by the Board to require a vote of the Membership shall be completed at a General Membership meeting by a show of hands of members in attendance. A simple majority vote of the members* votes cast shall constitute affirmative authorization of any corporate action.

Section 5.2 All members in "good standing" shall have voting privileges on all matters presented at general membership meetings.

Section 5.3 No member may vote by proxy.

Section 5.4 Each member shall be entitled to one (1) vote.

ARTICLE VI: NOMINATION AND ELECTION OF DIRECTORS

Section 6.1 On or before October 1 of each year, the President shall appoint an Election Committee comprised of no less than three (3) nor more than five (5) members in good standing who shall file a slate of candidates to run for vacancies on the Board.

Section 6.2 Members of the Election Committee shall not be eligible to run for the Board.

Section 6.3 The slate of candidates shall consist of at least one more candidate than there are positions available.

Section 6.4 Any member in good standing may run for a position on the Board. A member may nominate him/herself by written notification to any member of the Election Committee sent fifteen (15) days prior to ballots being mailed.

Section 6.5 Any individual member may nominate any other member in good standing who consents to run by written notice sent to any member of the Election Committee fifteen (15) days prior to ballots being mailed.

Section 6.6 The Election Committee will prepare special ballots printed on, but not limited to, water marked, specialty embossed, or stamped paper to prevent duplication. Ballots along with a return envelope addressed to CCWP will be mailed to CCWP members by October 31 of the current year via the United States Postal Service. The Election Committee will collect and validate the returned ballots. Only ballots returned through the United Postal Service, postmarked no later than ten (10) days before the December General Membership meeting will be accepted. Ballots will be

counted and tabulated at the December General Membership meeting; results of the Election are declared; and new Board of Directors are established and introduced. Members of the Board of Directors assume their duties on January 1 of each fiscal year including presiding over the January General Membership meeting (names as the CCWP Annual Meeting).

Section 6.7 All ballots shall be kept by the Secretary as part of CCWP records for a period of one year from the election date.

ARTICLE VII: BOARD OF DIRECTORS

Section 7.1 The governance of this organization shall be vested in the Board of Directors. The Board shall have complete and direct responsibility for CCWP management.

Section 7.2 A Board member must be a CCWP member in good standing who has attained the age of twenty-one (21) years.

Section 7.3 The Board of Directors shall consist of ten (10) elected members, five (5) of whom shall be elected by the membership in even numbered years, and five (5) elected by the membership in odd numbered years.

The Board of Directors shall consist of the following positions:

- President
- Vice President
- Secretary
- Treasurer
- Membership Director
- Events Director
- Newsletter Director
- Social Director
- Awards and Recognition Director
- Public Relations Director

Section 7.4 Board members shall be elected for a two (2) year term and may serve consecutive terms if elected by the membership.

Section 7.5 At its initial meeting after the membership election, the Board of Directors shall elect by a simple majority vote a President and a Vice President to serve a one (1) year term effective from the beginning of the upcoming fiscal year (January 1). To be considered for the position of President, the person must have served on the Board of Directors for the full fiscal year immediately prior to the election.

Section 7.6 All Board positions are non-salaried. Directors may, however, be reimbursed for receipted expenditures incurred in performance of the duties of the position.

Section 7.7 In the event the President cannot fill his/her term of office, the Vice President shall assume the position of President.

Section 7.8 In the event that a Board Member cannot serve his/her full term, the President of the Board shall, with advice of the Board, appoint a successor.

Section 7.9 Should a board member not be willing to take the available Board position, or perform their described duties, they shall resign their Director position, or by a two-thirds vote of the entire Board of Directors be removed from the Board.

Section 7.10 Funds of the Corporation shall be maintained in such financial institutions as is designated by the Board. Expenditure of funds shall be made with Board approval. Checks are authorized by signature of two of three authorized names on the account.

ARTICLE VIII: DIRECTOR RESPONSIBILITIES

Section 8.1 President: The President shall: coordinate all activities of the Board of Directors; assure that management upholds CCWP's purpose and adheres to CCWP Bylaws as its guideline of operation; preside at all meetings of the Board of Directors and of the General Membership; appoint Directors other than the Vice President subject to individual Board member acceptance and simple majority vote approval by remaining Board members; assign ad hoc responsibilities to Directors as necessary; and commission ad hoc and advisory committees.

Section 8.2 Vice-President: The Vice President shall: act in the absence of the President at any CCWP function; assist the President as requested; and oversee the operation and functioning of the CCWP website. The Vice-President will also be responsible to maintain insurance for CCWP. He shall: research and obtain liability policy for CCWP as a non-profit social organization; obtain quotes from various companies prior to the renewal date of the policy in force to assure that rates are competitive as the market indicates; furnish certificates of insurance when requested by host locations and or organizations; address and research any pertinent insurance questions brought forward by the Board of Directors for special events during the year; and advise the Board of any event which may not be covered by the current policy.

Section 8.3 Secretary: The Secretary shall: accurately record the proceedings of each Board meeting and General Membership meeting providing a brief summary of reports, actions, motions, and resolutions without inclusion of his/her personal opinion; distribute copies of the previous Board meeting minutes at the next Board meeting for corrections and approval by a majority vote of the Board; submit a copy of the minutes of the most recent General Membership meeting to the Newsletter Director for publication in the CCWP newsletter, the "Flying Fiberglass"; distribute copies of the previous General Membership meeting minutes at the next General Membership meeting for corrections and approval by a majority vote of the membership present; assure that the minutes from the Board of Directors and General Membership meetings are signed by the Secretary and President signifying correctness and approval; keep a copy of the minutes in an official record book, the property of CCWP; bring minutes for the past and current year to all meetings; assure that minutes prior to the past year become a part of the Archives; issue all notices required; keep the Corporate Seal and non-Archival records of CCWP; and attest by signature all official papers.

Section 8.4 Treasurer: The Treasurer shall: accurately record and provide at the monthly business meeting a monthly financial statement showing all major receipts and disbursements made by CCWP; be custodian for all monies received and be responsible for all money expended; prepare a yearly budget and financial report to include fixed and anticipated expenses based upon data submitted by the Board members' anticipated operating budgets for the fiscal year; prepare and file

any necessary yearly documents related to CCWP non-profit status (i.e. 990 form); and be prepared for an annual audit.

Section 8.5 Membership Director: The Membership Director shall: distribute and receive all membership applications and renewals; send a reminder postcard to members whose dues are 10 days in arrears; keep an accurate and up-to-date membership list; have an up-to-date membership list available for every meeting; submit to the Newsletter Director new members' names for publication in the "Flying Fiberglass", CCWP newsletter; investigate all possible activities for acquiring new members and present to the Board any ideas for increasing membership; submit to the Secretary and Newsletter Director names of members that have birthdays each month; and submit a year-end membership list to the Secretary and Newsletter Director to be included in CCWP records.

Section 8.6 Events Director: The Events Director shall, in conjunction with the Social Director: prepare and submit to the Board of Directors a yearly calendar of varied events for Board approval; procure locations for events; acquire volunteer chairpersons for events; aid any voluntary chairperson in planning the event; advise annual event Chairpersons of reserved event calendar dates and Board authorization to affect a calendar change; oversee registration for events; insure that all event information and fliers are given to the Newsletter Director and to the website for publication in a timely manner; assure that all names of recipients* of awards or recognitions are given to the Awards Director and Newsletter Director; submit estimated budgets for events; and prepare an after-event cost summary for submission to the Board. [NOTE: Annual reserved calendar date events are: After Christmas Party - Second Saturday in January; Spring Day Show - Sunday after Mother's Day; USS Show - First Thursday after the first Sunday in June; Lap of PA Road Trip - Start is last Wednesday of July; Picnic/Meeting - Sunday before Second Monday in August; Fall Day Show - Sunday after Labor Day in September.]

Section 8.7 Social Director: The Social Director shall, in conjunction with the Events Director: form a yearly calendar of social activities; submit proposed events to the Board for approval; procure location and food for June, July and August outdoor CCWP membership meetings; procure locations for social events; submit preliminary budget requirements to the Board for approval; prepare an after-social cost summary to the Board; insure that a schedule of events and their information are given to the Newsletter Director and the website for publication in a timely manner.

Section 8.8 Newsletter Director: The Newsletter Director shall: determine a regular schedule for publishing of the CCWP newsletter - the "Flying Fiberglass"; establish a publication staff, if necessary; aid in securing commercial advertising; report all costs for publishing the "Flying Fiberglass" to the Board; insure that all material printed is non-slanderous, and that no statements are libelous; (Any material regarded as such should be brought to the Board's attention.) insure that the "Flying Fiberglass" is not used as a forum for debate or political advertising; mail invoices for advertising; and insure that the following appear in the "Flying Fiberglass": *Minutes from previous month*s General Membership meeting; *Members* birthdays; *Commercial Business ads; *Member business ads; *Schedule of upcoming events; *Names for awards, trophies or special recognition; *Articles of general interest; *Want ads; *Photographs or articles submitted by members; *Technical/maintenance articles; and *Fliers of upcoming events.

Section 8.9 Awards and Recognition Director: The Awards and Recognition Director shall: be responsible for procuring all trophies and awards; adhere to estimated budget requirements set by the Board; and submit all names of persons receiving awards or special recognition to the Newsletter Director for publication.

Section 8.10 Public Relations Director: The Public Relations Director shall: be responsible for external media coverage for events; submit to the Newsletter Director any information of non-CCWP sponsored events for membership knowledge; promote a positive image of CCWP; and assist the Newsletter Director in procuring advertisement for publication in the “Flying Fiberglass”.

ARTICLE IX: COMMITTEES

Section 9.1 Ad Hoc Committees: Such Committees and their chairpersons may be appointed by the President with the advice and consent of a majority of the Board. The Committee will be given a clear directive by the Board and will report its progress and conclusions to the Board on a monthly basis. The Committees shall serve a term required to complete their directive up to a maximum of one year which can be renewed for consecutive terms by a majority vote of the Board.

Section 9.2 Advisory Committee: The President, at his discretion, can appoint an advisory committee consisting of past presidents for members of the Board to use as consultants on past practices. The term served will be agreed upon between committee members and members of the Board, not to exceed the term of the requesting President.

Section 9.3 Historical Committee: This Committee will preserve and care for CCWP’s historical documents and artifacts in an organized Archive at a location approved by the Board of Directors. The original documents or artifacts must remain in the Archives; only copies approved by the Board are available to CCWP members. Transfer of the Archives requires the approval of the majority of the full Board, and the signatures of the current Historical Committee chairperson and two witnesses representing the Board, one being the President or Vice President. The Archives will be made available and audited within fifteen (15) days notice by the Board. The Archives will be audited annually.

ARTICLE X: AMENDMENTS

Section 10.1 A proposed amendment to the Bylaws from a member must be sent to the Board of Directors. Each amendment must be a single proposition. The proposed amendment will be discussed by the Board and a vote to support or not support the amendment shall be taken, recorded in the Board’s meeting minutes, and the member notified of results. A supported amendment along with the decision of the Board will be submitted to the Newsletter Director for publication in the “Flying Fiberglass” at least thirty (30) days prior to a vote at a General Membership Meeting.

Section 10.2 The Bylaws may be amended by a majority of a quorum of members at the General Membership Meeting following the thirty (30) day notification in the “Flying Fiberglass”. If passed, the amendment shall take effect immediately.