



## **BY-LAWS of the KETTLE MORaine CORVETTE CLUB Ltd.**

A corporation organized without stock and is a not for profit under Chapter 181 of the Wisconsin state statutes.

### **BY-LAWS**

#### **Article 1.**

*Section 1 Office:* The principal office of this corporation shall remain in the county of Sheboygan, state of Wisconsin, but the address may be changed from time to time by the Board of Directors.

*Section 2 Purpose:* The purpose of this corporation is as follows;

- A. To encourage careful and skilful driving on all public highways.
- B. To promote the ownership of and to further the interest of the Chevrolet Corvette automobile.
- C. To interest, promote, sponsor, organize, and supervise motor car meetings, competitions, reliability trials, outings and other events whether involving motoring or otherwise.

#### **Article 2. Meetings**

*Section 1. Annual Meeting:* The annual meeting of this corporation shall be held at a place and on a date to be selected by the Board of Directors in November of each year. The time and place of this meeting shall be announced by the mailings of such notice to the membership by the Board of Directors.

*Section 2. Monthly Meetings:* Monthly meetings will be held on the first Wednesday of each month.

*Section 3. Special Meetings:* Special meetings may be called by the president or by a majority of the officers at their own discretion. All members shall be given ten (10) days notice of the time, place and subject of any special meetings by the mailing of such notice to the members by the Board of Directors.

*Section 4. Quorum:* At all meetings of the membership, 1/3 of the membership shall constitute a quorum for transactions of business. Robert's Rules of Order shall govern the proceeds including the order of business.

*Section 5. Fifteen Minute Rule:* Any discussion to exceed 15 minutes must be voted on by the members.

### **Article 3. Membership**

#### *Section 1. Limitation:*

- A. Active membership in this corporation shall be restricted to persons owning or being the primary operator of a Chevrolet Corvette automobile.
- B. Application for membership shall be accomplished through a membership application which will be standardized for all persons. The applicant must attend one introductory meeting.
- C. The applicant upon joining K.M.C.C. will be required to also join the National Council of Corvette Clubs (N.C.C.C.).
- D. At the end of the fiscal year any active members having sold their Corvettes will be eligible for associate membership.

#### *Section 2. Class of Membership:*

- A. **Charter** All active members in good standing who were present at the club's first meeting for the election of officers on December 16, 1969.
- B. **Active** Any person duly approved as provided in Article 3, Section 1, having paid such annual dues and fees as required.
- C. **Associate** Any active member not owning a Corvette at the end of the fiscal year wishing to remain in the club, having paid such annual dues and fees as required.
- D. **Honorary** Any Person who has commended themselves to club esteem to such a degree as to be elected to membership by a majority vote of the members present at any given meeting.

*Section 3. Membership rights:* All active associate members in good standing are entitled to all club privileges. Honorary members are also entitled to all club privileges except that they shall not be allowed to vote or hold office.

*Section 4. Termination of Membership:* Membership will be automatically terminated for non-payment of dues at the end of sixty (60) days after being billed for the current year. Any member can be expelled for an infraction of the corporation rules or any other cause or causes as may be thought in the best interest of the corporation by a majority of the officers. However, before such action can be taken, the member must have an opportunity to submit in writing or in person their position on any allegations or accusations made against them. Their resignation will be effective upon receipt, providing all indebtedness to the corporation is paid in full.

### **Article 4. Membership Dues:**

All members shall pay dues from the date of initiation to November 10 of the following year with the exception of Honorary members who will not be required to pay any dues.

**Article 5. Board of Directors:**

Section 1. Members: The Board of Directors shall consist of all present fiscal year officers and the previous fiscal year's officers.

Section 2. General Powers: The business and affairs of this corporation shall be managed by it's Board of Directors.

Section 3. Number of Directors: These directors shall hold office until the next annual meeting of the membership and until their successors he been elected and qualified. The number of directors shall never be less than three (3) and by a vote of  $\frac{3}{4}$  of the directors present at any meeting of the Board of Directors, the number of may be reduced or enlarged.

Section 4. Regular Meeting: The Board of Directors shall meet from time to time at such places and at such hour as they deem to be in the best interest of the corporation. Meetings shall be called by the president or secretary or any two (2) directors and notice may be given by telephone, postcard, or the official club newsletter that such notice is given 48 hours prior to the time chosen for such meeting.

Section 5. Quorum: One-third of the duly elected directors shall constitute a quorum for the transaction of any business called.

Section 6. Removal: Any director may be removed from their office by the affirmative vote of a majority of the qualified directors.

Section 7. Vacancies: The Board of Directors shall fill any vacancies occurring by majority vote of those present at any meeting called for the purpose.

Section 8. Committees: The president may, at his or her discretion, appoint such committees as he or she believes will assist in furthering the growth and purpose of this organization. The president may also disband such committees without notice upon approval of the Board of Directors.

**Article 6. Officers**

Section 1. Number: The principal officers of the corporation shall be president, vice president, secretary, treasurer and an N.C.C.C. governor. There shall be other officers as the Board of Directors deems prudent.

Section 2. Election and Term of Office: The officers of the corporation shall be elected by the membership at the November meeting. If the election of officers is not held at such meeting, they shall continue in office until a proper meeting is held. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death or until he or she resigns or shall be removed from office as hereinafter provided.

Section 3. Removal: Any officer or agent elected by the membership or approved or appointed by the Board of Directors may be removed by the Board whenever, in it's judgment, the best interests of the corporation would be served thereby.

Section 4. Vacancies: Vacancy in any principal offices for any reason whatsoever shall be filled by the Board of Directors for the remainder of the term.

Section 5. President: The president shall preside at all meetings of the corporation. He or she shall perform all duties ordinarily incident to the office and shall recommend such action to the membership and Board as deemed proper. He or she may sign with the secretary or any other appointed officer deeds, mortgages, bonds, contracts other instruments specifically authorized to do so.

Section 6. Vice President: In the absence of the president, the vice president shall assume the president's duties as stated in Article 6, Section 5.

Section 7. Secretary: The secretary shall;

- A. Keep the minutes of the corporation
- B. See that all notices are properly given.
- C. Be custodian of the corporate records of the corporation.
- D. Keep a list of the post office addresses of the various members.
- E. Sign with the president those items authorized to be signed by the president.
- F. Perform other such duties as are incident to the office of secretary.

Section 8. Treasurer: The treasurer shall;

- A. Have charge and custody of all funds of the corporation, receive and give receipts for monies dues and payable to the corporation.
- B. In general perform all duties incident to the office of treasurer and if required by the Board of Directors furnish a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board may require.

Section 9. N.C.C.C. Governor: The N.C.C.C. governor shall represent the club and convey the club's majority opinion at any and all N.C.C.C. Governors meetings. He or she shall also report to the club at the monthly meeting on N.C.C.C. business.

Section 10. Assistant Officers: The Board of Directors may appoint assistant officers whose duties shall coincide with the principal office to which they are attached.

## **Article 7. Fiscal Year**

The fiscal year of this corporation shall commence on the 1<sup>st</sup> day of December and end on the 30<sup>th</sup> day of November the next year.

**Article 8. Non-Profit Status**

The Board of Directors and officers of this organization shall operate this corporation in such fashion that no members receive any payment which would disqualify the corporation from receiving or maintaining a certificate or exemption from the Department of Internal Revenue. No dividends shall be declared and all monies collected or raised shall be used for the purposes for which this corporation is organized exclusively. Upon dissolution, all monies remaining of not useable for the stated purposes, shall be distributed at the discretion of the Board of Directors to an educational, religious or charitable corporation which it is exempt from taxation under I.R.S regulations.

**Article 9. Amendments**

The Board of Directors may from time to time by a majority vote of those attending a meeting, adopt, amend or repeal any or all of the By-Laws of this corporation, but any such amendment, adoptions or attempts at repeal shall be reported back to the membership at the next annual meeting. The membership may, by a majority vote of those present, alter, adopt, amend or repeal any or all of the by-laws of this corporation. It being the intent of these by-laws that the ultimate power of the corporation rest in the hands of the members.