

# Flagler County Corvette Club

## BYLAWS

Revised: November 11, 2013

### ARTICLE I - NAME

Flagler County Corvette Club (FCCC)

### ARTICLE II – PURPOSE

We are a social club of Corvette owners for the purpose of enjoying and sharing of the Corvette lifestyle. Business Meetings shall be held the second Monday of each month at a place and time designated by the President, unless otherwise notified thirty (30) days in advance. In order to conduct business at a Business Meeting, at least one-quarter (25%) of the membership shall be present.

### ARTICLE III - ELECTIONS AND NOMINATIONS

1. Nominations for officers shall take place at the monthly Business Meeting in November.
2. Officers shall be elected at the monthly Business Meeting held in December and the new officers will take over the first regularly scheduled Business Meeting in January.
3. If any officer or director leaves before his or her term expires, the Governing Board will set up a special election and nominations will be accepted to fill the unexpired portion of the term. Nominations will be accepted at the next Business meeting and the special election will be held at the following monthly Business Meeting.
4. If there are no nominees, the Governing Board shall appoint a member in good standing to serve out the balance of the term.
5. Electronic voting (e-mail, web site, etc.) and proxies are not permitted. However, a member who cannot attend the business meeting for the elections may request a written ballot from the FCCC Secretary. The ballot must have the member's name, signature and date and must be received by the FCCC Secretary prior to the monthly Business Meeting when the election is to be held. If a special election is being held because the FCCC Secretary has resigned or if the FCCC Secretary is unavailable for any reason, the Governing Board will appoint an individual to handle distribution and collection of ballots.
6. Write-in candidates and nominations from the floor at the Election Business Meeting are permitted. For any position where there is a single candidate, the chair will ask if there are any other nominations or write-ins. If the response is negative, the sole nominee for that position will be declared the winner by acclamation.
7. Nominations closed after asking for Nominations from the floor at the Election Business Meeting.
8. Written ballots will be used for any position where there are two or more nominees.
  - a. Three volunteers from the membership present will be selected by the chair and will count the ballots to determine the winner.
  - b. If a tie occurs between two or more candidates, one additional ballot vote between the tied candidates with the highest vote tally will be taken. If the second ballot again results in a tie, the election for that position will be carried over to the next business meeting.
  - c. For elected position where more than two candidates are running, the candidate with a plurality of votes shall be declared the winner (majority not required).

### ARTICLE IV - TERM OF OFFICE

All elected offices shall have a two (2) year term. The President and Vice President shall be eligible for two (2) consecutive full terms in the same office. A partial term to fill a vacancy shall not be considered a full term.

## **ARTICLE V - OFFICERS AND THEIR DUTIES**

Elected officers will consist of a President, Vice President, Secretary, Treasurer and three (3) Board of Director members who shall be considered as officers and carry equal voting rights on all matters. The elected officers and Board of Director members shall be identified as the FCCC Governing Board. The Governing Board shall meet at least once every calendar quarter and the scheduled meeting time and place announced to the membership as soon as practical. The President has authority to schedule additional Governing Board meetings as necessary. In order to conduct business at a Board Meeting, at least one-half (50%) of the Governing Board members shall be present.

- 1. President:** Presides over monthly meetings, interprets the club Bylaws and represents the club. The President maintains communication among members and sees that all other officers, Board members, and club appointees discharge their duties satisfactorily. The President oversees operation of all committees.
- 2. Vice President:** Assumes the duties of the President in his or her temporary absence. The VP advises and works with the chairperson of each of the club's committees, enlists Corvette owners for club membership and works closely with the President in keeping club interest and enthusiasm at a high level. Advises the President, Governing Board and membership if proposals, motions, or other deliberations are in compliance with FCCC Bylaws and Governing Board policies.
- 3. Secretary:** Will record and maintain a permanent record of all minutes from each Business Meeting and each Governing Board meeting. Will keep file copies of all correspondence. Will record and maintain a record of club Bylaws as voted on by the membership, and a file of club operating procedures and policies. Will record and publish the results of all votes taken at Business Meetings and Governing Board meetings.
- 4. Treasurer:** Will take responsibility for the collection and disbursement of all the finances and keep a written record of all such transactions. The Treasurer will report to the club each month all of the prior month's transactions, balances and payments. The Treasurer will utilize current financial software to insure accounting procedure continuity. The Treasurer will be responsible for the publication of a monthly balance sheet of revenues and expenditures to be reviewed by the Governing Board and then released to the membership. The Treasurer will notify the President of all business transactions.
- 5. Board of Directors:** Are responsible for broad club policy and direction, making recommendations on Bylaw changes and ensuring the membership at large is kept fully informed of deliberations and decisions through meeting minutes and active communications with members. The Governing Board develops annual FCCC Operating Budget. Board members shall ensure all meetings are open and accessible to all interested members.

In case of a resignation of one or more of the four elected officer positions, successorship shall be as follows until a special election can be held for the unfilled vacancy(ies) under Article III, Section 3.

- a. If the President resigns, then the Vice President assumes the President's duties.
- b. If the President and Vice President resign, then the Secretary assumes the President's duties.
- c. If the President, Vice President and Secretary resign, then the Treasurer assumes the President's duties.
- d. If four or more officers and/or directors resign, a general election for all seven positions will be held. A remaining Board member, if still available, will preside at that election.

## **ARTICLE VI – VOTING REQUIREMENTS**

1. Except where specifically contradicted elsewhere in the Bylaws or forbidden by generally accepted meeting rules of order, a majority vote of the eligible membership present at a regular Business Meeting shall be required to elect any person to office, pass any motion, or decide matters directed by the Bylaws. A majority vote of eligible Board members present shall be required to adopt any Governing Board policy or to direct the President in the discharge of his/her duties.
2. Voting eligibility is the primary member and a spouse/companion member, as long as they are members in good standing as defined in Article VII, Section 9.

## **ARTICLE VII – MEMBERSHIP**

1. Ownership of a Corvette.
2. Potential members must attend one social event and two monthly meetings to become eligible for membership. The prospective member must submit a completed application, the initiation fee and the first year dues to membership chairperson. Membership will then submit prospective members for a vote by email and

telephone calls to the members who do not have email. Voting will be closed thirty-six hours after submission to the membership. Whether the vote is affirmative or negative, as determined by the majority of the vote returned, Membership will so inform the applicant and notify the Secretary of acceptance and give the applicant's check to the Treasurer.

3. Members are eligible to hold office after six months as a member, and may vote as a member the month following acceptance as a member.
4. Any member may be removed from the membership for infractions of club rules or Bylaws, disturbances, bringing discredit to the club, or any other causes as may be determined by the members as not being in the best interest of the club. Before such action is final, the member shall have the opportunity of submitting in writing or in person his or her position on any charge as stated.
5. Any member who commits to, and fails to attend, any function where a cost is incurred by the club will be responsible for his or her portion of any financial commitment for the event.
6. If a club member no longer owns a Corvette during the year, that member may renew membership for a maximum of one (1) year to allow time to acquire another Corvette.
7. Each member is responsible to keep his or her contact information current with the Membership Chairperson.
8. No member of the Club may use the FCCC web site or e-mail list for personal solicitations. All electronic mass distributed information, requests, etc. must be communicated through the Web Master who, using guidance given by the Governing Board, will decide if the request is official Club business.
9. Members in Good Standing. A Member is defined as an individual/household who has paid their yearly dues. A Member in Good Standing is defined as a Member who has also sufficiently participated in club meetings, activities and events to be eligible for voting privileges under Article VI and events where Club funds are expended on behalf of attending members. To be a Member in Good Standing an individual or one individual in the household, must during a calendar year from January to December, attend two meetings by personally signing in with the Membership Director and two club activities. Club activities include any car show, local or long distance; dining events excluding dinner before or after the monthly Business Meeting; parades; outings to sports/social activities; community service; and charity events where the Club has either sanctioned or sponsored the event for all members.

## **ARTICLE VIII – DUES**

Members are responsible to keep their dues current.

1. The Governing Board will periodically review the amount of annual dues and the initiation fee and any recommended changes will be brought to the membership to make a change.
2. Membership dues are to be paid each year by the date of the January Business Meeting. A grace period begins the day after the January Business Meeting and continues until the date of the February Business Meeting. During this grace period, if a member has not paid his/her dues, the Treasurer will send a reminder e-mail to the member retaining a copy of both the e-mail and any notice of receipt. To those without e-mail capability, registered letters will be sent and/or telephone calls will be made by the Treasurer and documented as to time and date.

If there is no response after the reminder e-mail/phone call has been issued, and the grace period has ended without dues being paid, the member is then temporarily dropped from the roster, but will have until the date of the April Business Meeting to pay his/her dues and remain a club member. There will be a \$25 re-registration fee assessed for any member rejoining once the date of the February Business Meeting has passed, until the date of the April Business Meeting. The re-registration fee will be paid in addition to the annual dues.

If after the date of the April Business Meeting, a member still has not paid his/her dues, he/she will officially be dropped from the club roster. If the member decides to rejoin after that time, he/she will then have to follow the procedure as if he/she were a new member as outlined in the FCCC Bylaws, paying all fees and following all rules and requirements, including being voted into the club.

Should the Club institute a membership cap, once that cap is reached, this procedure outlined in this paragraph will be null and void as long as the membership remains at or above the cap, being enforced only when membership is below the cap. Once the cap is reached or exceeded, the dues will still be due at the January Business Meeting with a grace period until the February Business Meeting. Failure to pay yearly dues during that time frame will result in expulsion from the Club. The Governing Board, whose decision is final, will evaluate excuses.

3. New members joining after the start of the fiscal year will pay a pro-rated dues amount at 1/12<sup>th</sup> per month of the annual amount.
4. Annual dues are for the primary member and a spouse/companion member.

### **ARTICLE IX - CLUB FUNDS**

The Governing Board will set the operating budget for the upcoming year, and maintain funds in the bank required to run the business of the club for the year. The President has the authority to operate the business of the club within the approved budget guidelines for the year. The Governing Board may authorize budget adjustments during the year. If funds permit, the Governing Board may approve additional expenditures up to 20% to any line item in the budget. Additional expenditures exceeding the 20% line item limit are subject to a vote of the club membership at the next monthly Business Meeting.

No club member may obligate the club for expenditures without prior approval from the Governing Board.

### **ARTICLE X - CHARITABLE CONTRIBUTIONS**

There is no obligation for FCCC to plan for and/or initiate any contributions during the fiscal year. In the course of normal business, the Governing Board will determine the amount of funds available for donations at year-end as soon as possible. Any member proposing a contribution must submit a request in writing to the Governing Board no later than the end of the October Business Meeting with the following information:

1. The name, location and purpose of the organization and the amount of the proposed contribution.
2. Why FCCC should sponsor the proposed contribution.
3. Club member's affiliation, if any, with the proposed organization.

The Governing Board will review and qualify in accordance with the following guidelines. A qualified recipient under this Article should be, but is not limited to be:

- a. a public service entity or public institution within or benefiting Flagler County, or
- b. an Internal Revenue Service 501 (c) (7) charitable organization within or benefiting Flagler County, or
- c. a community service or civic organization with chapters within or benefiting Flagler County

and whose work and services further the purposes of the Club or the community's resources that are enjoyed in the furtherance of the Club's purposes.

After thorough investigation of all relevant information, and allowing for sufficient funds to be carried forward to the next fiscal year, the Governing Board must agree by vote to select the organizations receiving FCCC donations and the amount to be donated. The names of the organizations selected and the amount of money donated should, if possible, be announced at the December Business Meeting.

### **ARTICLE XI – DISSOLUTION**

Upon dissolution of the club, the officers thereof, after paying or making provision for the payment of all of the liabilities of the club shall dispose of all of the assets of the club exclusively for the purposes of a philatelic or other organization organized and operated exclusively for charitable, educational, or scientific purposes which shall at the time qualify as an exempt organization under Section 501(c) (7) of the I.R.C. [Internal Revenue Code] or corresponding section of any future federal tax code.

### **ARTICLE XII - AMENDMENTS TO BYLAWS**

Any member may submit proposed Bylaw amendments in writing to the Governing Board prior to a monthly Business Meeting. The proposed amendment shall be presented by the Governing Board at the next Business Meeting, and voted upon at the following monthly Business Meeting. A vote of at least two-thirds (2/3) of the membership present shall be required to pass an amendment. Any amendment to the Bylaws shall be attached hereto and made a part hereof for all purposes. An amendment to these Bylaws shall be effective immediately upon adoption.

### **ARTICLE XIII – MISCELLANEOUS**

Non-profit status for tax purposes is commonly referred to as “501 (c) (7)” status after the Internal Revenue Code section of the same name. 501(c) (7) status allows a club to receive donations for which donors can receive a tax write off. A 501 (c) (7) status allows for maintaining budgeted operating expenses in the bank for the up-coming year. Depending on local law, 501(c) (7) status can also allow a club to receive benefits and breaks that ease a charitable mission, such as being eligible for reduced government fees, or exempt it from certain laws, such as those against running a raffle. For more information on 501(c) (7) review the IRS rules and regulations of the same name and number.