

Flagler County Corvette Club

BYLAWS

Revised: November 13, 2017

ARTICLE I - NAME

Flagler County Corvette Club (FCCC)

ARTICLE II – PURPOSE

1. We are a social club of Corvette owners for the purpose of enjoying and sharing of the Corvette lifestyle.
2. Business Meetings shall be held the second Monday of each month at a place and time designated by the President, unless otherwise notified thirty days in advance.
3. In order to conduct business at a Business Meeting, at least twenty-five percent of the membership shall be present.

ARTICLE III – 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 seventy-two hours after submission to the membership. Whether the vote is affirmative or negative, as determined by the majority of the vote returned, the Membership Chairperson will so inform the applicant and notify the Secretary of acceptance and give the applicant's check to the Treasurer. If an applicant is not accepted into the FCCC, all funds collected by the Membership Chairperson shall be returned to the applicant.
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 the Bylaws, threatening or harassing fellow Club members, disturbances at a FCCC sponsored or attended event or while wearing club identifiable attire, 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. Removal from membership is the only sanction permitted. 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.
 - a. Any accusation or charge against a member for removal from the Club in item 4. above must first be brought to the FCCC Governing Board for review.
 - b. The Governing Board shall determine if referral to the membership for removal of the member from the Club is warranted based on the evidence and severity of the charge.
 - c. For this action, the Governing Board must have four of the seven members voting in the affirmative to bring the issue before the membership, regardless of the number of Governing Board members present at the meeting to constitute a quorum.
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 the following year to remain in the Club while they obtain another Corvette. However, the member has a maximum of one year from the date of disposition of their previous Corvette to acquire another Corvette or they will be removed from the membership.
 - a. No partial refund of a renewed membership as a result of this subsection will be returned to the member.
 - b. If a question arises over the date of sale and the FCCC Governing Board determines the concern is valid, the President may require the member to provide written proof of the date of sale.
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. A Member is defined as an individual/household who has paid their yearly dues.
 - b. A Member in Good Standing is defined as a Member who has also sufficiently participated in club meetings and qualifying FCCC Car Show events. Members in Good Standing are eligible for a refund or other compensation at events where Club funds are expended on behalf of attending members. Members who are not Members in Good Standing may attend such events, but must pay the full amount for the event.
 - c. To be a Member in Good Standing an individual or one individual in the household, must during the year period from November 30 to November 29, attend two of the following: A Business Meeting or a FCCC Car Show event. Members who do not qualify as Members in Good Standing will be identified within seven days after the end of the above period by the Governing Board.
 - i. To be given credit for a Business Meeting, a member or spouse/companion member must personally sign in on the sheet provided by the Membership Chairperson.
 - ii. No member may sign in for another member or members at a Business Meeting.
 - iii. FCCC Car Show events include the annual FCCC Car Show and the Sponsoring Dealership Car Show, if held, within the period specified in subsection 9. c. above. One member of the household must work a position at such events to be credited towards being a Member in Good Standing. Simply attending the event does not qualify for credit. The Show Chairpersons for these two events will be the sole authority in verifying qualifying credit for these events.
 - iv. The FCCC Governing Board may review a member's application for exemption from the two Business Meeting or Car Show requirement above and declare the member as a Member in Good Standing as long as all the conditions below are met:
 - The member must apply in writing for the exemption before November 29 of the year in question.
 - Either member of the paying entity (household) must have attended and participated in at least four FCCC sponsored activities in the year period. Such activities may include one of the two described above and others such as a dinner, long range car show, parade, etc.
 - At least two members of the Governing Board must attest that the member attended and participated at each of the four events claimed.
 - The member household is only permitted one special exemption while members of the FCCC.
 - v. The Governing Board is not bound to honor the special exemption based solely on the conditions listed in Article III 9. c. iv. above. The Board may consider multiple factors in granting or denying the request.
 - d. New members admitted into the FCCC are automatically Members in Good Standing and cannot lose such status until they have been in the Club long enough for the full November 30 to November 29 period described above to have occurred.
10. Founding Members lifetime membership.
 - a. A member who is a Founding Member of the Flagler County Corvette Club (FCCC) is eligible for membership in the club for life and is permanently designated a Member in Good Standing.
 - b. Founding Members shall be subject to the following restrictions and conditions.
 - i. Founding members are not required to continuously own a Corvette or required to replace a Corvette as outlined in Article III, paragraph 6.
 - ii. Founding members must pay annual dues, have voting rights and retain all the privileges of a Member in Good Standing.
 - iii. Founding members are subject to Bylaws Article III, paragraphs 4,5,7 and 8.
 - iv. Founding members shall not hold any elected office in the FCCC, be the chairperson of any committee of the FCCC or serve as the chairperson of any Car Show in which the FCCC has any administrative function.
 - c. This provision, Article III, paragraph 10, shall only apply to Founding Members of the FCCC who are current dues paying members of the FCCC as of this Bylaws change date, November 13, 2017.
 - d. The exemptions and modifications to FCCC Bylaws outlined this provision shall not apply to Charter Members of the FCCC or any other Club member except Founding Members as so defined herein.

ARTICLE IV – DUES

1. Members are responsible to keep their dues current.
2. Annual dues are for the primary member and a spouse/companion member.
3. 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 for approval.
4. 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.
5. If after the February 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.
6. New members joining after the start of the fiscal year (January 1) will pay dues at the pro-rated amount of one-twelfth per month of the annual amount.

ARTICLE V – 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.
2. A majority vote of eligible Board members present shall be required to adopt any Governing Board policy, to appoint a member to a Board position in a Special Election where there are no nominees, and direct the President in the discharge of his/her duties.
3. Voting eligibility applies to both the primary member and a spouse/companion member.

ARTICLE VI - OFFICERS AND THEIR DUTIES

1. The elected officers and Board of Director members shall be identified as the FCCC Governing Board.
2. 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.
3. The President has authority to schedule additional Governing Board meetings as necessary.
4. In order to conduct business at a Board Meeting, at least fifty percent of the Governing Board members shall be present.
5. Elected officers will consist of a President, Vice President, Secretary, Treasurer and three Board of Director members who shall be considered as elected officers and carry equal voting rights on all matters. Officer duties are:
 - a. 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.
 - b. 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 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.
 - c. 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 maintain 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. Will distribute, collect and tabulate absentee ballots.
 - d. 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. The Treasurer shall notify members with delinquent dues in accordance with the Bylaws.

e. 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 an annual FCCC Operating Budget. Board members shall ensure all meetings are open and accessible to all interested members.

6. In case of a resignation of one or more of the seven elected officer/director positions, successorship shall be as follows until a special election can be held for the unfilled vacancy(ies) under Article VIII, 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 VII - TERM OF OFFICE

1. The term for elected offices (Officers and Directors) is two years.

2. No office is term limited with regard to the number of terms a member may serve.

3. The President and Vice President can only serve two consecutive full terms in the same office. A member may not be elected to an additional full or partial term in the same office of President or Vice President unless they have not served in that office for at least two years.

4. A partial term to fill a vacancy shall not be considered a full term.

ARTICLE VIII - 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 office at 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. Nominations do not officially close until the chair asks for nominations from the floor at the Election or Special Election Business Meeting. For any position where there is a single candidate, the chair will ask if there are any other nominations. If the response is negative, the sole nominee for that position will be declared the winner by acclamation.

7. Write-in candidates are only permitted if there are already at least two nominees for the designated office after the chair has asked for nominations from the floor at the Election or Special Election Business Meeting.

8. Election procedures:

a. Three volunteers from the membership shall be selected by the chair and will count the ballots to determine the winner.

b. 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).

c. If a tie occurs between two or more candidates with the highest vote tally, 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.

ARTICLE IX - CLUB FUNDS

1. 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.
2. The President has the authority to operate the business of the club within the approved budget guidelines for the year.
3. The Governing Board may authorize budget adjustments during the year.
4. If funds permit, the Governing Board may approve additional expenditures up to twenty percent to any line item in the budget. Additional expenditures exceeding the twenty percent line item limit are subject to a vote of the club membership at the next monthly Business Meeting.
5. No club member may obligate the club for expenditures without prior approval from the Governing Board.
6. The Governing Board shall schedule a bi-annual financial review of the Treasurer's records. The Financial Review Committee shall be composed of at least two Members in Good Standing. The Governing Board shall have full authority to select the most qualified Club members to conduct the Bi-Annual Financial Review.

ARTICLE X - CHARITABLE CONTRIBUTIONS

1. There is no obligation for FCCC to plan for and/or initiate any contributions during the fiscal year.
2. 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.
3. 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:
 - a. The name, location and purpose of the organization and the amount of the proposed contribution.
 - b. The reason the FCCC should sponsor the proposed contribution.
 - c. Club member's affiliation, if any, with the proposed organization.
4. 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) 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.
5. 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 - AMENDMENTS TO BYLAWS

1. A review of the FCCC Bylaws will be accomplished in a three-year cycle. A vote of two-thirds of the entire membership, not just those present at a Business Meeting, is required to change this three-year cycle. Mail-in ballots, as detailed in Article XIII, Section 5, are permitted for a vote to change the Bylaws review cycle.
2. The Governing Board shall retain the emergency authority to propose a revision to the Bylaws outside the three-year cycle as a result of external forces or unforeseen circumstances that would put the operation of the Club or its finances in jeopardy, if not resolved immediately.
3. The Governing Board shall establish a three-person Bylaws Review Committee consisting of one Board member and two Members in Good Standing. The Governing Board, if necessary, shall give direction to the Review Committee on any issue in the Bylaws either submitted by the membership or determined by the Governing Board to potentially require revision.
4. Any member may submit proposed Bylaw amendments in writing to the Governing Board in the exact language to be inserted in the Bylaws. Any deletion or rewording of other subsections of the Bylaws impacted by the proposed revision must also contain exact actions and wording. Generalized thoughts, ideas, and concepts will not be accepted by the Governing Board. The proposed amendment shall be held by the Governing Board until the next review cycle.
5. A vote of at least two-thirds of the membership present at the Bylaws Revision Business Meeting shall be required to approve an amendment to any Article of the Bylaws. Each amendment to an Article or section of an Article shall be

voted upon separately. If an amendment fails to be adopted, a substitute may be offered for consideration at that time. If the substitute resolution also fails to be adopted, the Article or section of an Article shall remain unchanged.

6. Any amendment to the Bylaws shall be attached hereto and made a part hereof for all purposes and shall be effective immediately upon adoption.

ARTICLE XII – DISSOLUTION

1. Upon dissolution of the club, the Governing Board 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 as follows:

- a. The Governing Board shall determine Members in Good Standing for the period of one year (three hundred and sixty-five days) prior to the dissolution date.
- b. Those identified members will be linked to the Total Number of Paying Entities (Households) on the Membership Chairperson's list.
- c. After satisfying the Club liabilities, the Governing Board shall distribute remaining funds evenly amongst the Paying Entities (Households) of Members in Good Standing.
- d. Any Paying Entity (Household) who wishes to donate their funds to a charity must do so after they take the distribution described above. The Club shall not be required to make any donation as a result of dissolution.

2. The Governing Board shall take any appropriate legal action to notify the Internal Revenue Service under Section 501(c) (7) of the I.R.C. and any state agency, as warranted.

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. 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.