

BYLAWS

Vettes of Coastal Maine

Adopted August 21, 2016

ARTICLE I

Section 1: Name

The name of the Club shall be “VETTES OF COASTAL MAINE” and may be referred to as “the Club” or “VOCM.”

Section 2: Purpose

VOCM is a non-profit social Club that is dedicated to the enjoyment of Corvettes by encouraging participation of its members in planned trips, events and social activities.

VOCM shall at all times endeavor to maintain its status as a tax-exempt IRC Section 501(c)(7) social club. Members should be aware that donations to the Club are not deductible as charitable contributions for income tax purposes.

ARTICLE II

Section 1: Members

Membership in the Club shall be open to all Corvette owners and/or enthusiasts.

Section 2: Membership Classification & Application

- A.** The following classifications of membership have been established to provide guidance for Club participation and dues assessment.
 - 1. Active Member** - An applicant for this class of membership who resides in the State of Maine most of the year, has been accepted as an Active Member and whose dues are paid in full.
 - 2. Associate Member** - An applicant for this class of membership who resides outside the State of Maine, has been accepted as an Associate Member and whose dues are paid in full.
 - 3. Special Event Associate Member** – An applicant to a Special Event who is not an Active or Associate Member, whose registration to attend the Special Event has been accepted, and whose dues and registration fees are paid in full. A Special Event is a VOCM social event which requires all attendees to register and pay fees to VOCM in order to participate.
- B.** An individual who intends to become an Active or Associate Member of VOCM shall obtain a Membership Application at the VOCM website, which shall be completed and returned to the Club in accordance with the Membership Application’s instructions.
- C.** An individual who intends to participate in a VOCM Special Event must complete and return to the Club a VOCM Special Event Registration Form in accordance with the form’s instructions to secure a Special Event Membership.

Section 3: Dues

- A.** The amount to be assessed for Active and Associate Member Annual Dues shall be formulated on a per person basis by the Executive Board. Any increase or decrease in the amount as compared to the prior year shall be presented to the membership for a vote of approval. This may be accomplished at any time during the year and shall be announced at least one month in advance by e-mail or other appropriate means. Any dues increase or decrease shall become effective at the beginning of the next fiscal year.
- B.** Active and Associate Member Annual Dues shall be payable after the beginning of the fiscal year (October 1) and shall be considered delinquent if not paid by the beginning of the Annual Meeting. The Secretary shall note in the minutes of the Annual Meeting the names of those Active and Associate Members in good standing. Within 2 weeks following the Annual Meeting, the Secretary shall send by e-mail or other appropriate means a written notice to delinquent Active and Associate Members allowing them 30 days from the date of such notice to submit their Annual Dues or be dropped from the Club membership.
- C.** Dues for membership shall be on a per person basis:
 - 1.** Active Family Membership shall entitle two persons from a household to be eligible to vote on Club business. Annual Dues for an Active Family Membership shall be determined by multiplying the per person Annual Dues formulated by the Executive Board by 2 (two).
 - 2.** Active Single Membership shall entitle one person to be eligible to vote on Club business. Annual Dues for an Active Single Membership shall be equal to the per person Annual Dues formulated by the Executive Board.
 - 3.** Associate Membership dues shall be equal to the per person Annual Dues formulated by the Executive Board, irrespective of whether the Associate Membership is Family or Single.
 - 4.** Special Event Associate Membership Dues shall be equal to the per person Annual Dues formulated by the Executive Board, irrespective of whether the Special Event Associate Membership is Family or Single, and shall be assessed on the VOCM Special Event Registration Form.
 - 5.** Pro-ration: Active and Associate Membership Annual Dues for those joining VOCM during the year shall be pro-rated for the year following initial membership so as to expire concurrently with the rest of the membership at the end of the Fiscal Year.

Section 4: Privileges

- A.** All Active Members shall be afforded the right to participate in all events, to be included on the Club's e-mail circulation list, to utilize Club property and to vote on all issues presented at all meetings.
- B.** All Associate Members shall be afforded the right to participate in all events and to be included on the Club's e-mail circulation list. Associate Membership carries no other privileges.
- C.** All Special Event Associate Members shall be afforded the right to participate in the VOCM Special Event for which they have registered. Special Event Associate Membership carries no other privileges.

Section 5: Rules of Conduct

- A.** All members are expected to conduct themselves in such a manner as to reflect a positive image of VOCM. All members, and any of their guests, shall refrain from conduct which might bring discredit to VOCM.
- B.** Members are discouraged from using the Club's membership list for purposes inconsistent with Article

I, Section 2. Distribution of the Club's membership list to a non-member is prohibited.

- C. No part of the Club's net earnings or assets may inure to the benefit of, or provide a private benefit to, any member.
- D. All members are expected to observe safe and responsible driving practices at all times on all public and private roadways and are expected to comply with all laws of the applicable jurisdiction.
- E. All VOCCM meetings shall be designated as non-smoking events and smoking at any Club event shall be discouraged.
- F. Violations of these Rules of Conduct may result in a verbal or written warning, or termination of membership, as determined by the Executive Board. Members who are terminated by action of the Executive Board may apply for reinstatement in writing to the Executive Board, setting forth their reasons for reinstatement.

ARTICLE III

An Official Meeting is any scheduled meeting to which all Active Members have been invited and at which a sufficient Quorum exists. There shall be only three types of Official Meetings at which issues affecting the Club are voted on.

Section 1: Annual Meeting

The Annual Meeting of VOCCM shall be held in the month of November. The nomination and election of Officers shall take place at this meeting. Any other business which is appropriate shall also be conducted. This meeting shall be open to all Active and Associate Members in good standing.

Section 2: Regular Meetings

Whenever practical, Regular Meetings should be planned to coincide with other planned events such as car shows, picnics, road trips, etc. Regular Meetings may be held at any time. The specific date, time and location shall be determined by the Executive Board, in consultation with those in attendance at any previous meeting, and shall be announced by e-mail or any other practical means. As a courtesy, members who are able to attend meetings should contact the designated person to inform them of their planned attendance.

Section 3: Special Meetings

Special Meetings may be called at any time by the President with the concurrence of at least one other member of the Executive Board. If notification by e-mail is not possible, the Executive Board shall initiate a telephone contact of all Active Members to inform them of the nature of the situation and the agenda for the meeting.

Section 4: Participation & Attendance

The Secretary will insure that a complete attendance list is prepared, and that the attendance is made a part of the formal record of any meeting.

Section 5: Minutes of the Meeting

The Secretary or other designated person shall record the minutes of the meeting for inclusion in the formal record of VOCCM. These minutes shall be reviewed at the next meeting for modification, if necessary, and acceptance by the membership present.

Section 6: Voting

- A. Only Active Members shall be eligible to vote on issues or for the election of Officers.

- B.** Voting at meetings shall be conducted by either a show of hands, by voice vote or by secret written ballot. The specific method for voting, if not provided elsewhere in these Bylaws, will be proposed by the Officer presiding at the meeting.
- C.** Secret written ballots may be conducted on a separate ballot form for each issue to be decided or on a single ballot containing multiple issues to be decided, as determined by the Officer presiding at the meeting. The ballots shall be counted by the Secretary or other designated person in the presence of at least one other Executive Board member who does not represent a conflict of interest. The results shall then be tallied and presented to the presiding Officer. The actual count of all ballots shall then be announced by the presiding Officer and made a matter of formal record.
- D.** A majority of the eligible Active Members voting shall rule.
- E.** The President shall not vote except to break a tie.
- F.** All ballots submitted for count shall be retained by VOCM for at least six months. These ballots may be inspected by any member if so requested.
- G.** A Quorum for a meeting shall be at least 3 members of the Executive Board.
- H.** Proxy Votes may be used by Active Members to designate another Active Member to vote on their behalf and shall be permitted in any vote. The Proxy Vote must be in the form of a written letter, note, or e-mail specifying the designated Active Member under the proxy and the particular date or time frame involved. The individual executing the vote of another by proxy will have their own personal vote counted in addition to the Proxy Vote.

ARTICLE IV

Section 1: Officers & Executive Board

- A.** At its Annual Meeting, the Active Membership shall elect the following Officers: President, Vice President, Secretary, Treasurer, Activities Director, Historian.
- B.** The Executive Board shall consist of the Officers plus one non-Officer Active Member (Executive Board Active Member). The Executive Board Active Member shall be appointed by the President and be subject to a confirmation vote by the other Officers. The Executive Board Active Member can be removed as a member of the Executive Board by a majority vote of the Officers. The resignation of the Executive Board Active Member requires the President to appoint and submit for confirmation another non-Officer Active Member. The immediate Past President shall be automatically appointed as the Executive Board Active Member for one year, subject to a confirmation vote by the other Officers, except no automatic appointment is effective if the immediate Past President is serving as an Officer or is no longer an Active Member.
- C.** Only Active Members in good standing shall be eligible for elective office.
- D.** The term of office for all members of the Executive Board shall be for one year, commencing at the close of the Annual Meeting, unless the Executive Board Member resigns or is removed from office.

Section 2: Resignation of Officers

Any Officer may resign at any time during their term. In the event of a voluntary resignation, the following succession shall take place:

- A.** In the event that the President resigns or becomes unable to perform the prescribed duties of the

office prior to the expiration of the term, the Vice President shall assume the office of President.

- B.** In the event that any other Officer resigns or becomes unable to perform the prescribed duties of office prior to the expiration of their term, a succeeding Officer shall be elected at the next regular meeting.

Section 3: Removal of an Officer

- A.** Any Officer may be removed from office by the Executive Board without a majority vote of the Active Membership for failure to pay dues.
- B.** Any Officer may be removed from office by a majority vote of Active Membership present at an Official Meeting. Grounds for removal may include, but are not limited to:
 - 1.** Failure to perform required duties of the office
 - 2.** Conduct unbecoming a Club Officer.

ARTICLE V

Section 1: Duties of Officers

- A. President** – The President shall preside at all meetings of the members and shall perform all duties pertaining to this office, such as being the primary contact with other Clubs, organizations and contractors; however, the President may delegate this duty to another Active Member. The President shall be the Chief Executive of VOCCM.
- B. Vice President** – The Vice President shall act on behalf of the President in the absence of the President. In the event that the President resigns or is removed from office, the Vice President shall be appointed to the office of President. The Vice President will then be awarded the title of President and shall assume all duties of that office.
- C. Treasurer** – The Treasurer shall, subject to such conditions and restrictions as may be imposed by the Club membership, have custody of all monies, debts and obligations belonging to VOCCM. The Treasurer shall receive all monies of VOCCM and deposit same in a checking account maintained in the name of the Club at a local financial institution. The Club shall maintain all funds in a single checking account.

All contracts, checks, drafts, notes or other orders for payment of money shall be signed in the name of VOCCM by the Treasurer or other Officer designated by the Executive Board.

The Treasurer shall provide a report of the financial status of VOCCM at the Annual Meeting, Regular meetings and at any other time as directed by the Executive Board.

No obligation, debt, or other liability shall be incurred by the Treasurer without the specific approval of the Executive Board.

The Treasurer shall be responsible for collection of monies, due or past due, from the membership. The Treasurer shall report delinquent dues or monies to the Executive Board.

- D. Secretary** – The Secretary shall attend all meetings of the members and shall record all minutes; take and record member attendance at meetings; maintain an up-to-date list of all members and their status; and record the content and results of any votes taken by the membership.

The Secretary shall prepare a final copy of all minutes of meetings for presentation at the next meeting, and upon acceptance, include in the formal Club records.

The Secretary shall be the custodian of the Club records and shall maintain the records in such a manner as to provide for smooth transition to the succeeding Secretary.

In the absence of the Secretary, the Executive Board shall appoint a Secretary Pro-Tempore to conduct the business of the Secretary.

- E. Activities Director** – The Activities Director shall be responsible for scheduling, coordinating and publicizing to applicable members all Club social activities.
- F. Historian** – The Club Historian shall prepare and maintain the Club scrapbook, the Club written history and any other materials, including photos and videos, which represent the history of VOCM.
- G. Checking Account Internal Control** – The Executive Board shall designate an Executive Board Member, other than the Treasurer, to review (at least annually) the activity in the Club’s checking account and shall report their findings to the Executive Board. The designated Executive Board Member shall not be a member of the Treasurer’s family. To comply with this duty, such designated Executive Board Member shall either receive a duplicate paper copy of the monthly checking account statement directly from the financial institution, or be granted on-line access to view the checking account activity.

ARTICLE VI

Section 1: Appointment of Committees

- A.** The President shall appoint such committees as necessary from time to time and shall outline the duties and responsibilities of such committees. All reports or action taken by any committee must be voted by a majority of the entire committee.
- B.** Committees shall not be considered to be permanent unless so specified at the time of creation. All committees shall be considered dissolved at the direction of the President or upon completion of their assigned tasks.

Section 2: Activities

The activities of VOCM shall consist of planned trips, social gatherings and events. These activities shall be open to members, applicants and guests as appropriate. Such events may be planned by the Activities Director, Executive Board, appointed committees or members and shall be announced by e-mail, word of mouth, or other appropriate means.

ARTICLE VII

Section 1: Fiscal Year

The Fiscal Year shall commence on October 1 and end on September 30.

ARTICLE VIII

Section 1: Charitable Donations

At the Annual Meeting, the Club shall determine a Charitable Donation Amount and shall allocate the Charitable Donation Amount to Qualified Charities, as provided in this Article.

- A.** Determination of Annual Charitable Donation Amount:

1. At the Annual Meeting, the Club shall consider disbursements of charitable donations to

qualified IRC Section 501(c)(3) tax-exempt organizations (“Qualified Charities”), which the Club shall disburse no later than December 31.

2. The Charitable Donation Amount for a particular year shall be based upon the Club’s Checking Account Balance as of the most recent Fiscal Year end (September 30). The Checking Account Balance means the balance as properly computed in the Club’s checkbook.
3. The Charitable Donation Amount for a particular year shall be the sum of the Mandatory Contribution and the Voluntary Contribution. The Mandatory Contribution is the amount by which the Checking Account Balance exceeds \$7,500. The Voluntary Contribution shall not exceed 10% of the Checking Account Balance, up to a maximum Voluntary Contribution of \$750.
4. The Treasurer shall determine the calculated maximum Voluntary Contribution and a vote at the Annual Meeting shall be conducted to determine the amount of the Voluntary Contribution for that particular year. Any Mandatory Contribution for that particular year shall be added to the approved Voluntary Contribution to determine the Charitable Donation Amount for that particular year.

B. Allocation of Charitable Donation Amount:

The process for allocating the Charitable Donation Amount for a particular year among Qualified Charities at the Annual Meeting shall be established by the Executive Board in advance of the Annual Meeting, and the process must provide for the use of a written secret ballot.

Section 2: Fund Raising Activities

- A. VOCM’s primary purpose is to be a non-profit social club. The Club is not intended to engage in active fund raising for Qualified Charities.
- B. Should the Club undertake any active fund raising endeavor for the benefit of one or more Qualified Charities, no funds intended to benefit the Qualified Charities shall be made payable to VOCM, no such funds shall be under the control of VOCM, and no such funds shall be deposited into VOCM’s checking account. All funds raised must be made directly payable to the ultimate Qualified Charities.

ARTICLE IX

Section 1: Personal Liability

All persons or corporations contracting with or having any claim against VOCM or the members of the Executive Board (by reason of his or her service on the Executive Board), shall look only to the funds, property and any applicable insurance coverage of VOCM for payment of any such contract or claim or for payment of any debt, damage, judgment, or decree, or any other money that may otherwise become due or payable to them from VOCM or the members of the Executive Board (by reason of his or her service on the Executive Board), so that neither members of VOCM nor the Executive Board members, present or future, shall be liable personally, to the fullest extent permitted by the laws of the State of Maine.

Section 2: Member Acknowledgment of Risk and Hold Harmless Agreement

The VOCM Membership Application form and any Special Event Registration form shall state that submission of the form or payment of dues constitutes acknowledgment and acceptance of the Acknowledgment of Risk and Hold Harmless Agreement at Exhibit A of the Bylaws, such acknowledgment and acceptance to continue for as long as membership and/or participation in Club activities continues.

ARTICLE X

Section 1: Club Property

- A.** Any property purchased with Club funds, or acquired by the Club by any other means, shall become the property of VOCM. Such property shall be kept in the possession of the duly appointed custodian and shall be rendered upon demand of an Officer or authorized member.

- B.** Disposal of Club Property Upon Liquidation: In the event Vettes of Coastal Maine should dissolve and cease to exist, all Club property shall be sold to the highest bidder. Active Club members shall have a right of first refusal. All remaining VOCM assets shall be disbursed to one or more Qualified Charities. The process for allocating the remaining assets among Qualified Charities shall be established by the Executive Board in advance of the dissolution and must provide for the use of a Special Meeting and a secret written ballot to determine which Qualified Charities will receive the remaining assets.

ARTICLE XI

Section 1: Amendment to the Bylaws

The Executive Board of VOCM or any five (5) Active Members in good standing, by written proposals submitted to the Secretary, may propose an amendment to the Bylaws. Upon such proposal being made, all Active Members shall be notified, and a copy thereof shall be presented to the Active Members for discussion only at an Official Meeting. A vote on the proposal may only occur at an Official Meeting held 14 days or more after the Official Meeting at which the proposal is first presented to the Active Members. If a majority of the Active Members present (including any Proxy Votes) vote in favor of the proposal at the subsequent Official Meeting, the proposed amendment shall thereby be approved and adopted.

EXHIBIT A

ACKNOWLEDGMENT OF RISK AND HOLD HARMLESS AGREEMENT

I hereby acknowledge that I have voluntarily chosen to participate in the activities of Vettes of Coastal Maine ("the Club"). I recognize the activities involve risk of injury, and I agree to accept any and all risks associated with them, including, but not limited to: property damage or loss, minor bodily injury, severe bodily injury, and death; furthermore, I recognize that participation in the Club's activities involves activities and risks incidental thereto, including, but not limited to: travel to and from meetings, events, cruises, car shows, and the possible reckless conduct of other participants. I am voluntarily participating in the activities with the knowledge of the risks involved and hereby agree to accept any and all inherent risks of property damage, bodily injury, or death.

In consideration of my participation in the activities and to the fullest extent permitted by law, I agree to indemnify, defend and hold Vettes of Coastal Maine, its officers, directors, employees, agents, volunteers and assigns from and against all claims arising out of or resulting from my participation in the activities. "Claim," as used in this agreement, means any financial loss, claim, suit, action, damage, or expense, including, but not limited to: attorney's fees attributable to bodily injury, sickness, disease or death, or injury to or destruction of tangible property including loss of use resulting therefrom.

In addition, I hereby voluntarily hold harmless Vettes of Coastal Maine, its officers, directors, employees, agents, volunteers and assigns from any and all claims, both present and future, that may be made by me, my family, estate, heirs or assigns. I also understand that Vettes of Coastal Maine does not provide any medical or dental insurance or life insurance to cover bodily injury, illness or death, nor insurance for personal property damage or loss, nor insurance for liability arising out of my negligent acts or omissions; I acknowledge that I am completely responsible for my own insurance to cover these expenses.

I further understand that this acknowledgment of risk and hold harmless is intended to be as broad and inclusive as permitted by the laws of the State of Maine, and that if any portion hereof is held invalid, I agree that the balance shall, notwithstanding, continue in full legal force and effect.

I agree that this acknowledgment of risk and hold harmless is effective for as long as I am a member of Vettes of Coastal Maine and / or a participant in the activities of the Club.