

BYLAWS  
OF  
CORVETTES OF SOUTHERN CALIFORNIA

Rev. 1988

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OF  
CORVETTES OF SOUTHERN CALIFORNIA

A California non-profit Corporation

ARTICLE I

Section 1. NAME: The name of this corporation shall be Corvettes of Southern California.

Section 2. PURPOSE: The specific and primary purpose for which this corporation is formed is to stimulate and promote, through group social and recreational activities on the part of owners of Chevrolet Corvette motor cars, the interest and pleasure in owning and driving of such motor cars.

Section 3. PRINCIPAL OFFICE: The principal office for the transaction of business of the corporation is hereby fixed and located at P.O. Box 3603, in the City of Anaheim, County of Orange, State of California. The Board is hereby granted full power and authority to change said principal office from one location to another in said state.

## ARTICLE II

### DIRECTORS

Section 1. POWERS: Subject to limitations of the Articles of Incorporation and of the By-Laws, and of the laws of the State of California, The Board of Directors shall exercise the powers of the corporation, control its property, and conduct its affairs.

Section 2. NUMBER AND QUALIFICATIONS OF DIRECTORS: Directors shall each have been a member of the corporation for at least six (6) months to be eligible for election. The authorized number of Directors of the corporation, including Officers and Chairpersons, shall be at least five (5) but not to exceed twelve (12), until changed by amendment to the Articles of Incorporation or by a By-Law duly adopted by the members amending this Section.

Section 3. ELECTION AND TERM OF OFFICE: The Directors shall be elected annually by the members. Each Director shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected.

A committee, chosen annually by volunteer lottery, shall conduct the election. The committee shall consist of not less than three (3) nor more than five (5) members. Election ballots shall be mailed to all members, including committee members, by the committee.

Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications of membership.

Section 4. VACANCIES: Vacancies on the Board of Directors shall be filled by a special election at the 1<sup>st</sup> General Business Meeting after written notice has been served to the membership.

Section 5. MEETINGS: Meetings of the Board of Directors shall be held on a date and place prior to the General Business Meeting as designated by the Board of Directors.

Section 6: SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or if the President is absent or unable or refuses to act, then by the Vice President or by any two Directors.

Section 7: NOTICE OF SPECIAL MEETINGS: Written notice of the time and place of special meetings shall be delivered personally to each Director, or sent to each Director by mail or by other forms of written communication, charges prepaid, addressed to each at their address as it is shown upon the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least five (5) days prior to the time of the meeting. In case such notice is delivered personally, it shall be so delivered at least seventy-two (72) hours prior to the time of the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to each Director.

Section 8: COMPENSATION: Directors shall receive no compensation for their services.

Section 9: NONLIABILITY OF DIRECTORS: The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 10: INDEMNIFICATION BY CORPORATION OF DIRECTORS: Should any person be sued, either alone or with others, because that person is or was a Director of the corporation, other than for self-dealing, the making of improper distributions or in any proceeding brought by the Attorney General of the State of California, in any proceeding arising out of that persons alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for their expenses including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if (1) whether the person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court; and (2) the court finds that his or her conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

### ARTICLE III

#### OFFICERS

Section 1. OFFICERS: The Officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Sergeant-at-Arms. Said officers shall be elected and hereafter become a part of the Board of Directors.

Section 2. ELECTION: The Officers shall be elected annually by the members. Each Officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected.

Officers will be prohibited from holding more than one office. An Officer may still be a Chairperson along with his office. Officers having more than one (1) position shall still be restricted to only one (1) vote.

Section 3. COMPENSATION: None of the Officers of this corporation shall receive any compensation for their services.

Section 4. REMOVAL AND RESIGNATION: After an appropriate hearing, any Officer may be removed with or without cause, by a majority of the Directors, at any regular or special meeting of the Board of Directors, or, by a two-thirds (2/3) affirmative vote of the ballots returned by the members of the corporation.

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignations shall take effect at that date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall not relieve the officer so resigned of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 5. VACANCIES: A vacancy in any office shall be filled by a special election at the 1<sup>st</sup> General Business Meeting after written notice has been served to the membership.

Section 6. PRESIDENT: The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation. The President shall preside at all meetings of the members and the Board of Directors. The President shall be ex-officio a member of all committees, and shall have the general power and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. VICE-PRESIDENT: The Vice-President shall, in the order designated by the Board of Directors, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. SECRETARY: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors meetings, and the proceedings thereof.

The Secretary shall have custody of the non-financial corporate records and make them available to the members upon request.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or bylaw to be given, shall keep the seal of the corporation and affix said seal to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9. TREASURER: The Treasurer shall receive and keep all the funds of the corporation, and pay them out only as authorized by the Board of Directors. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors. The Treasurer shall have custody of the financial records of the corporation and make them available to the members upon request, and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 10. SERGEANT-AT-ARMS: The Sergeant-at-Arms shall maintain order at meetings of the Board of Directors and of the members and at all other functions of the corporation, and shall otherwise assist the chairman of such meetings as requested, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

## ARTICLE IV

### CHAIRPERSONS

Section 1. CHAIRPERSONS: A maximum of seven (7) Chairpersons shall be elected and hereafter become part of the Board of Directors.

Section 2. ELECTION: The Chairpersons shall be elected annually by the members. Each Chairperson shall hold the Chair until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected. Chairpersons will be prohibited from holding more than one Chair.

Section 3. COMPENSATION: None of the Chairpersons of this corporation shall receive any compensation for their services.

Section 4. REMOVAL AND RESIGNATION: After an appropriate hearing, any Chairperson may be removed with or without cause, by a majority of the Directors, at any regular or special meeting of the Board of Directors, or, by a two-thirds (2/3) affirmative vote of the ballots returned by the members of the corporation.

Any Chairperson may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at that date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall not relieve the Chairperson so resigned of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 5. VACANCIES: A vacancy in any Chair shall be filled by a special election at the 1<sup>st</sup> General Business Meeting after written notice has been served to the membership.

## ARTICLE V

### MEMBERS

Section 1. CLASSES OF MEMBERSHIP: This corporation shall have only one class of membership.

Section 2. REQUIREMENTS FOR MEMBERSHIP: Membership shall be restricted to the registered owners of Chevrolet Corvette motor cars. Registration/title/lease is necessary as proof of ownership.

Those persons who are married shall become members with separate votes and rights regardless of which person has title to the car. Those persons residing at the same address, having joint registration/title/lease to a Corvette and having paid such annual dues and fees as required, shall be members with separate votes and rights.

Section 3. APPROVAL: Members shall be approved by a two-thirds (2/3) majority of the Board. Before anyone may be presented to the Board for a vote, they must have completed the current new membership requirements.

Section 4. VOTE OF MEMBERS: Each member shall be entitled to one vote on each matter submitted to the membership for a vote.

Section 5. FEES AND DUES OF MEMBERS: After a member is approved by the Board they shall maintain such dues as prescribed.

Section 6. REMOVAL AND RESIGNATION: After an appropriate hearing, any Membership may be terminated with or without cause, by a majority of the Directors, at any regular or special meeting of the Board of Directors, or by a two-thirds (2/3) affirmative vote of the ballots returned by the members of the corporation.

Any member may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at that date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall not

relieve the member so resigned of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 7. REINSTATEMENT: A former member may file a written request for reinstatement with the Secretary. The Board, by the affirmative vote of two-thirds (2/3) of a quorum at a Board meeting, may reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 8. TRANSFER OF MEMBERSHIP: Membership in the corporation is not transferable or assignable.

## ARTICLE VI

### MEETINGS OF MEMBERS

Section 1. REGULAR MEETINGS: Regular Meetings of the Members shall be held on the fourth Thursday of each month, or on a date as designated by the Board of Directors.

Section 2. SPECIAL MEETINGS: Special Meetings of the Members may be called by the President, the Board of Directors, or not less than twenty percent (20%) of the members.

Section 3. PLACE OF MEETINGS: Meetings of the Members shall be held at a place as designated by the Board of Directors.

Section 4. NOTICE OF MEETINGS: Notice shall be given of regular meetings. Notice of any special meeting shall be written and shall state the subject or subjects of business to be undertaken at such meeting. Such notice shall be sufficient if deposited in the United States mail, postage prepaid, at least six (6) days and not more than thirty (30) days before the time set for the meeting, addressed to the member concerned at his or her address appearing on the books of the corporation.

Section 5. QUORUM: Business at both regular and special Board of Director meetings may be conducted by a quorum defined as a simple majority of the combined Officers and Chairpersons.

Business at Meetings of the Members may be conducted by a quorum defined as twenty percent (20%) of eligible voters. That business which affects "rules and guidelines" shall be discussed but not voted upon until such time as the entire membership has been notified by mail with ballots enclosed, and sufficient time allowed for return mail of the ballots. Having been notified and provided the opportunity to vote, members not returning their ballots in the prescribed amount of time shall be treated as an "abstain". An affirmative vote of a simple majority of the ballots returned shall be necessary to approve a change.

## ARTICLE VII

### PENALTIES

Section 1. RACING AND OTHER VIOLATIONS OF LAW: It is recognized that racing or other serious violations of the Vehicle Code of the State of California will reflect adversely upon the membership of this corporation. Accordingly, any person convicted of such violations or found to be guilty thereof by the Board of Directors of this corporation upon evidence satisfactory to the Board of Directors shall be penalized according to the judgment of that Board.

## ARTICLE VIII

### BYLAW AMENDMENTS

Section 1. AMENDMENTS: That business which affects “bylaws” shall be discussed at a meeting, but not voted upon until such time as the entire membership has been notified by mail with ballots enclosed, and sufficient time allowed for return mail of the ballots. Having been notified and provided the opportunity to vote, members not returning their ballots in the prescribed amount of time shall be treated as an “abstain”. An affirmative vote of two-thirds (2/3) of the ballots returned shall be necessary to approve an amendment.

These Amendments supersede or clarify existing Articles in your CSC Bylaws book.

*BYLAW REVISION* – AMENDMENT #1 approved by majority vote of the members of Corvettes of Southern California in May of 1998.

ARTICLE V, SECTION 2

REQUIREMENTS FOR MEMBERSHIP: Membership shall be restricted to the registered owners of Chevrolet Corvette motor cars. Registration/title/lease is necessary as proof of ownership. Should a current member in good standing sell, lose, or by any other means be without a Corvette, a 180 day grace period shall be established, effective the first day of the loss. The Board of Directors, on a case by case basis, by majority vote of the Directors, have the authority to grant or deny an extension to this grace period.

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*BYLAW REVISION* – AMENDMENT #2 approved by a majority vote of the members of Corvettes of Southern California in June, 2007.

ARTICLE 1, SECTION 3

PRINCIPLE OFFICE: The principal office for the transaction of business of the corporation is hereby amended, fixed and located at P.O. Box 1512, in the City of Huntington Beach, County of Orange, State of California. The Board is hereby granted full power and authority to change said principal office from one location to another in said State.

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*BYLAW REVISION* – AMENDMENT #3 approved by a majority vote of the members of Corvettes of Southern California in June, 2007.

Use of Email in the Conducting of Corvettes of Southern California Official Business:

General Clarification

Wherever in the Bylaws there is reference to “notice”, “written notice”, “delivered to” or any type of “mail” or “mailing”, to members or board members, electronic mail (Email) or U.S. Mail will be acceptable and interchangeable as meaning the same thing.

There are two (2) exceptions to this clarification: 1. The Annual Election of Board of Directors (Article II, Sec. 3), and, 2. any Bylaw Amendments (Article VIII, Sec. 1) will still require written ballots be sent by U.S. Mail to all members.

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