

# CAPE COD CORVETTE CLUB, INC.

## BY-LAWS

### ARTICLE I General Provisions

- Section 1. NAME: The name of the corporation shall be the CAPE COD CORVETTE CLUB, INC.
- Section 2. LOCATION: The officers of the Club may, from time to time, designate the location of Club meetings.
- Section 3. FISCAL YEAR: Except as otherwise designated from time to time by the officers of the Club, the fiscal year shall end on December 31<sup>st</sup> of each year.
- Section 4. Discrimination Clause: The Cape Cod Corvette Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

### ARTICLE II Club Mission

The mission of the Club shall be to join together with other interested persons in pursuing the enjoyment of the Chevrolet Corvette automobile, to encourage responsible ownership, operation, and maintenance of Corvettes, to exchange information concerning the purchase, operation, maintenance, display, and restoration of Corvettes, to organize activities, gatherings, functions, and exhibits involving Corvettes for both enjoyment and education, and generally to engage in any and all activities of any kind and nature whatsoever which are designed directly or indirectly to enhance the experience of the ownership and operation of a Corvette.

The Club is formed exclusively for charitable and educational purposes within the meaning of Massachusetts General Laws Chapter 180, Section 4, as amended and any other applicable laws of the Commonwealth of Massachusetts. The Club is designated a 501c3. (Non-Profit)

### ARTICLE III Club Structure

- Section 1. MEMBERS: Membership in the Club shall be open to all persons 21 years of age or older. Application for membership in the Club may be submitted by anyone who either owns a Corvette or has a strong interest in perpetuating the mission of the Club. Any person wishing to join the Club must submit a written application to the Club Membership Committee. Applicants need not be present upon submission of the application, but are requested to attend two business or social meetings prior to being voted into the Club. The Cape Cod Corvette Club reserves the right to reject any application that is not in compliance with the Corvette Club membership guidelines delineated in the Club BY-Laws. (Article 3. Section 5)
- Section 2. Membership Dues: The rate shall be set by the Board of Directors prior to the January meeting of the new calendar year. Membership dues rate shall be approved by the membership at the January monthly meeting of the new calendar year.

- a. Annual dues shall be \$50.00 for each voting member, or such other amount as may be set at the annual business meeting.
- b. Dues are payable in full by January 31 st. of each year.
- c. Dues that are paid after March 1 st. will incur a \$10.00 “late fee”.
- d. Membership will automatically end April 1 st. for non payment of dues.
- e. New member dues shall be prorated to the date of joining. Dues for members joining on or after September 1 st., shall be one half the regular annual dues plus the cost of name badges.
- f. Sitting Presidents shall have their dues paid for that calendar year.
- g. Special Consideration - the membership reserves the right at a monthly meeting, to alter the dues assessment of an individual member to an amount less than the yearly assessed amount.
- h. Members will be held liable to the Club for all bank charges levied against the Club if the members check is returned due to insufficient funds.

Section 3. MEETINGS OF MEMBERS: The annual meeting of the membership shall be held by the fourth Thursday of October in each year at such time and place as the Board of Directors may designate. The Annual Meeting is held once a year for the election of Officers. Any other such business as lawfully may come before this meeting. The regular monthly meeting shall be closed and the new meeting should be opened to start the Annual Meeting. Special meetings of the members may be called at any time by the Board of Directors or shall be called by the Secretary of the Club upon the written request of three or more members. Notice of the annual meeting or any special meeting setting the date, time, and place of the meeting shall be sent to all members not less than fourteen (14) days prior to the date set for the meeting. In the case of any special meeting, such notice shall contain a description of the general nature of the business to be conducted. All votes regarding Club business shall be affirmed, defeated by a simple majority of the quorum.

Section 4. GENERAL ACTION AT MEETINGS: At any meeting of the membership called by the Board of Directors a quorum must be present to vote on club business. A quorum is defined as one third of the total club membership. A lesser number may, without further notice, adjourn the meeting at any time. At any meeting of the membership where a quorum is present, the vote of a majority of those present shall decide any matter, unless an alternate voting method approved by the Board of Directors is specified. At all meetings of the membership, the vote of each member must be cast in person. Meeting management (motions, discussion, etc.) shall be conducted in a manner consistent with the most current edition of Robert's Rules of Order.

Section 5. Membership Behavior: Members are deemed to be in good standing when:

- a. Good moral character is demonstrated - members shall:
  1. Conduct themselves in a manner which promotes a favorable opinion of the Club and its activities;
  2. Conduct themselves in a manner which promotes cooperation among members;
  3. Respect each other’s opinion at meetings and allow each member the opportunity to present his/her view without interruption;
  4. Personal disputes among members shall remain outside of the Club’s activities;
  5. Operate their vehicle in a safe and courteous manner during Club activities.

ARTICLE IV Officers and  
Board of Directors

Section 1. OFFICERS: The officers of the Club shall consist of a President, a Vice President, Treasurer Secretary, Webmaster, Member at Large and a Presidential Appointee.

Section 2. BOARD OF DIRECTORS: In addition to the Officers, a Board of Directors shall exist for the purpose of facilitating members’ input and aiding in the resolution of issues as deemed necessary by the President. The Board shall consist of the elected officers of the Club, a past

President or Vice President as selected by the President (Presidential Appointee) and a Member-at-Large who shall be elected by the membership at the time of the annual Club elections.

Section 3. Term of Office: Each membership of the Board shall be for one year to run concurrent with that of the elected officers. Except as otherwise provided by these By-Laws, all Officers shall hold office until the first regular meeting of the membership following the next annual meeting and thereafter until their respective successors are chosen and qualified. In the event that an officer resigns their position or otherwise becomes unable to perform the duties of the office, the President shall appoint a member of the Club to serve out the remainder of the term with no membership vote needed. Should the President be unable to complete his term, the Vice President shall inherit the position of President, including appointing his/her successor with no membership vote needed.

Section 4. ELECTION: The President, Vice President, Treasurer, Secretary, Assistant Secretary, Webmaster and Member-at-Large shall be elected annually by the membership at their first regular meeting following the annual meeting of the membership. The Secretary shall be a resident of The Commonwealth of Massachusetts unless the Club shall appoint a resident agent for the service of process, appointed in the manner prescribed by law. The voting will include one vote for each active member. All Officers shall be elected by a majority vote. Voting will be by paper ballot. All active members attending the Annual Meeting in October shall be allowed to vote.

Members wishing to vote by absentee ballot shall request same from the President or Secretary prior to the election meeting and may submit their sealed ballot to either the President or the Secretary. E-Mail balloting will be acceptable. Annual election tally numbers shall be made public to the members immediately after the election as part of the election results.

Section 5. NOMINATING COMMITTEE: Each year, the Board of Directors will create a Nominating Committee consisting of three Club members in good standing to gather nominations for officer candidates. The Nominating Committee will present the slate of candidates at the annual meeting of the membership or at a special meeting in lieu of the annual meeting and handle the voting process, including the preparation of the ballot sheet, the distribution of the ballots, and the count of the votes.

Section 6. RESIGNATION AND REMOVAL: Any officer may resign by delivering his or her written resignation to the Club at its principal office or to the President, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The membership may remove any officer by a vote of a majority of the membership present after a thirty (30) day notice with said notice containing a statement of the causes assigned for such proposed removal and an opportunity to be heard by the Board of Directors.

#### Article V Duties of Officers

Section 1. PRESIDENT: The President is in charge of the day to day operations of the Club in its entirety. The President shall preside when present at all meetings of the membership and the Board of Directors. The President shall have such other powers and duties as are usually incident to his or her office and as may be vested in such office by these By-laws or by the officers. The President has the power of being the disciplinary power of the Club and shall rule as they arise. The President shall adhere to a protocol of escalating disciplinary action which will consist of:

- a. Verbal warning with notice to the Board of Directors
- b. Written reprimand with written notice to the Board of Directors
- c. Expulsion with written notice to the Board of Directors. Upon expulsion, dues for remaining partial year are forfeited.

- Section 2. VICE PRESIDENT: In the absence, resignation, disability, or other incapacity of the President, the Vice President shall assume the office of President with the powers and duties of that office. The Vice President shall have such other powers and perform such other duties as directed from time to time by the President.
- Section 3. SECRETARY: The Secretary shall give such notices of meetings of the membership and officers as are required by these By-laws and shall keep a record of all meetings of the membership and officers. The Secretary shall maintain Club membership records and annual Hold Harmless Agreement forms. He or she shall have such other duties as are usually incident to such office and as may be vested in that office by these By-laws. In the absence of the Secretary at any meeting of the Board of Directors or the membership, the Assistant Secretary or any person designated by the person presiding over such meeting shall perform the duties of the Secretary.
- Section 4. TREASURER: The Treasurer shall have general charge of the financial affairs of the Club and shall keep full and accurate books of account. He or she shall have custody of all funds, securities and valuable documents of the Club, except as the officers may otherwise provide, and shall render a statement of the financial affairs of the Club at each monthly meeting of the membership and to the officers and President upon request. He or she shall have such other powers and other duties as are usually incident to that office and as may be vested in such office by these By-laws or from time to time as designated by the officers. Unbudgeted expenditures in excess of two hundred and fifty dollars (\$250.00) shall be discussed at a monthly or special meeting. Such expenses require prior approval at a majority by vote of a majority of the membership present at the meeting before disbursement of funds.
- Section 5. MEMBER-AT-LARGE: The Member-at-Large shall serve as a representative of the membership and present ideas and suggestions of Club members to the other officers for consideration and perform such other duties as the membership shall designate.
- Section 6. THE PRESIDENT'S APPOINTEE: The President shall appoint a past President or Vice President who can provide some information about the history of the Club and be an advisor to the President and other members of the Board of Directors.
- Section 7. WEBMASTER: (3)
- a. Develop and maintain the official CCCC website for public access on the internet/World Wide Web.
  - b. Be responsible to the Board of Directors for maintaining up-to-date information on the Clubs social events, sponsored events and business meetings.
  - c. Develop and maintain a user friendly site composed of content that will cast a favorable reflection upon and further the goals of the Club.
  - d. Appoint such assistants as deemed necessary.
  - e. Responsible for all photos, events and social media pages.
  - f. All passwords and codes will be held by the President, Secretary or Webmaster.
  - g. Ensures that the Website, domain names and annual fees for web hosting of the site are kept current.
- Section 8. VACANCIES: In the event of any vacancy or vacancies in the Board of Directors, the remaining Directors may act despite the vacancy and shall be deemed to constitute a full Board for all purposes. Any vacancy in the Board arising at any time and from any cause may be filled for the unexpired term by a majority vote of the remaining members of the Board. A replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy on the Board.

ARTICLE VI  
Indemnification of Officers

Section 1. INDEMNIFICATION: The Club shall indemnify each officer and other agent and each person who formerly served in such capacity and each person who serves or may have served at the request of the Club as a director, officer, employee or other agent of another organization in which this Club has an interest against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him or her in connection with any action, suit, or proceeding to which he may be made a party, or in which he or she may become involved, by reason of his or her being or having been a director, officer, employee, or other agent of the Club or, at its request, of any such other organization, whether or not he or she is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect to matters as to which he or she shall be finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her actions were in the best interest of the Club, or to be liable for gross negligence or willful malfeasance; provided that, in the event of settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Club is advised by written opinion or independent legal counsel that the directors, officers, employee or other agent to be indemnified did not commit a breach of duty owed to the Club and only if a majority of disinterested directors approves the settlement and indemnification as being in the best interest of the Club. Such indemnification may include payment by the Club of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt by the Club of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled to under agreement or pursuant to any vote of the membership otherwise.

Section 2. ACKNOWLEDGMENT OF RISK AND HOLD HARMLESS AGREEMENT: See Exhibit A attached.

ARTICLE VII  
Miscellaneous Provisions

Section 1. EXECUTION OF INSTRUMENTS: All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the Club in its behalf shall be signed by the Treasurer. Any recordable instrument purporting to affect an interest in real estate or other property, executed in the name of the Club, executed by the President or Vice President and the Treasurer who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding inconsistent provision of the Certificate of Incorporation, By-laws, resolutions or votes of the Club.

Section 2. CLUB RECORDS: The original or attested copies of the By-laws, and records of all meetings of the Club and members shall be kept in Massachusetts at the principal office of the Club or of the Secretary of the Club, but such Club records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the Club.

Section 3. DEFINITIONS: All references in these By-laws shall be deemed to refer, respectively, to the By-laws of the Club as amended and in effect from time to time.

Section 4. PRIVACY: All member information collected by the Club shall be for Club use only and shall not be distributed in whole or in part to any third party without the expressed consent of the Club members. This includes, but is not limited to contact information, mailing lists, or email addresses.

Section 5. DISSOLUTION: In the event the Club is dissolved, all property and monies held by and for the Club shall be dispersed in a manner to be determined by a majority vote of the remaining membership.

Section 6. UNAUTHORIZED EXPENDITURES: Any member who wishes to incur an expenditure on behalf of the Club is required to obtain prior approval from the President and/or Board of Directors. Should the President wish to incur a non-operating expenditure on behalf of the Club, he or she is required to obtain prior approval of the Board of Directors.

#### ARTICLE VIII Amendment of the By-laws

Section 1. AMENDMENT: These By-laws may, at any time, with two months' notice, be amended or repealed, in whole or in part, by vote of a majority of the membership present, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. A majority of the membership present may also amend or repeal these By-laws, except that no amendment or repeal may be made which changes the date of the annual meeting of the membership.

#### Article IX Duties of Committees

Section 1. National Corvette Museum Ambassador: The NCM Ambassador shall be the communication link between the Club and the NCM. The primary duty is to keep the members informed of the museums activities. The NCM Ambassador may appoint assistants as deemed necessary.

Section 2. Social Chairpersons (2):

- a. Organize a social calendar that will include events suggested by the membership that reflect the varied interests of members wanting to explore a variety of activities that will appeal to both men and women.
- b. Appoint committee members as deemed necessary to help with each event.
- c. Schedule monthly meeting and summer cook out venues.
- d. Solicit ideas for theme parties and suggest cruises to see different areas in the region.
- e. Maintain a supply of paper goods, utensils, plasticware, etc.

Section 3. Charity Committee (3):

- a. Toolships at local vocational high schools. (Scholarships to be voted on at annual meeting)
- b. Donation to local Needy Fund (Amount to be discussed)
- c. Organize and oversee the Club's 50/50 and table raffles at the monthly membership meetings. Record and transfer the Club's raffle proceeds to the Club Treasurer.
- d. Help organize Club's fundraisers.
- e. Collect all charitable donations. All donations must include a completed application form and must be specifically for a nonprofit 501 c3 designated charity on Cape Cod. All donation requests shall be approved by a membership vote at the October business meeting. Applications must be submitted by September 1st.

Section 4. By-Law Committee: (4)

The Chairperson shall be responsible for scheduling meetings and recommending changes to the Board of Directors. If approved, by the BOD, there will be a copy sent to each member to review. After 60 days, it will be brought to the membership to vote upon. Two thirds majority vote of the members present at the meeting will be necessary to implement the changes. The Chairperson may appoint assistants as deemed necessary.

The By-Law Committee shall meet a minimum of once a year. Some of the duties of the committee shall be to propose and recommend changes based on:

- a. Eliminating outdated references and language that is open to interpretation in order to be more in line with the Club's present position.
- b. Assuming that any necessary legal requirements if needed are included.
- c. Adding any other inclusions that would serve in the best interest of the Club and its members.
- d. Members may present proposed changes to the Chairperson at any time of the year.

Section 5. Membership Committee (3):

The Membership Committee is a standing committee that promotes and facilitates the recruitment, engagement and retention of members.

- a. The committee shall consist of three (3) members in good standing with the Club.
- b. The committee will work with the Board of Directors to interview each Club applicant.
- c. Responsible for supporting the mission, vision, purpose and well being of the Club.

Article X

Club Logo, Web Site and Social Media

The Club's property including but not limited to the Logo, Web Site, Social Media and Domain Name (past, present and future) shall remain the property of the Cape Cod Corvette Club and shall not be used without the expressed written consent from the Board of Directors or President. Any person violating this policy shall be removed from the membership by the President and/or majority vote of the Board of Directors.



I hereby acknowledge that I have voluntarily chosen to participate in the activities of the Cape Cod Corvette Club. I recognize that 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 activities involves activities and risks incidental thereto, including but not limited to, travel to and from meetings, Club events, Club cruises, Club classes, Club 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 the Cape Cod Corvette Club, 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 the Cape Cod Corvette Club, 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 the Cape Cod Corvette Club 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; and 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 Massachusetts 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 the Cape Cod Corvette Club.

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**Exhibit B**

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**Cape Cod Corvette Club Inc F**

**ID# 04-3520119**

**SHEET IV A- OTHER LAWFUL PROVISIONS**

- A. Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, or literary purposes, as said terms have been and shall be defined pursuant to sections 170 (c) and 501 (c) (3) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable, or literary purposes as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- B. The corporation may do business, carry on its operations, and have offices and exercise powers granted by Massachusetts General Laws, specifically but not limited to, Chapter 180, as now in force or as hereafter amended, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

- C. The corporation may make no contribution for other than religious, charitable, scientific, literary or educational purposes.
- D. Meetings of members may be held anywhere within the Commonwealth of Massachusetts.
- E. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers or individuals, except as reasonable compensation for services actually rendered in effecting the corporate purposes set forth in Article II of these Articles of Organization. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501 (h) of the Internal Revenue code), and the corporation shall not participate in or intervene in (Including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- F. Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the directors of the corporation then in office, provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation, (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under section 501 (c) (3) of the Internal Revenue Service Code, as a majority of the total number of the directors of the corporation may vote designate and in such proportions and in such manner as may be determined in such vote; provided, further that the corporation's property may be applied to charitable or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.
- G. The corporation may not issue stock or distribute dividends to its members.
- H. In the event that the corporation is a private foundation as that term is used in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of these Articles of Organization or the by-laws of the corporation, the following provisions shall apply:
  - (i.) The corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by any provision of the Internal Revenue Code.
  - (ii.) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any investments in such manners to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code. I. The corporation may have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth or Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law).
- J. No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

- K. The Board of Directors may make, amend or repeal the by-laws of the corporation in whole or in part, except with respect to any provision thereof which by law or by the by-laws requires action by the members, and subject to the power of the members to amend or repeal any by-law adopted by the Board of Directors.
- L. It shall be the policy of the members of the corporation to maintain a non-discriminatory policy with respect to sex, race, color, national or ethnic origin, creed or religion in the furtherance of the purposes for which the corporation is formed.