

Headwaters Corvette Club, Inc.

By-Laws

Article I – Name

Section 1. Name

The name of this corporation is “Headwaters Corvette Club, Inc.”

Article II – Address

Section 2. Address

The mailing address of the principal office is:

P.O. Box 6

Rhineland, WI 54501

The mailing address can only be changed by a majority vote of the Board of Directors due to extenuating circumstances such as, but not limited to, closure or consolidation of U.S. postal offices, provided all filing and notification requirements are satisfied with the appropriate state and federal institutions.

Article III – Office and Agent

Section 1. Office and Agent

The Corporation shall continuously maintain in the State of Wisconsin a registered office and agent. A change of registered office or registered agent may be accomplished by the following guideline provided in Citation 181 of the Wisconsin Statutes pertaining to non-stock corporations.

The registered agent may resign by filing a Statement of Resignation including all required information with the Wisconsin Department of Financial Institutions.

If the Corporation is unable to find an individual within its membership to act as registered agent, it may elect to appoint outside counsel.

Article IV – Purpose

Section 1. Purpose

- The purpose of the Club is:
- To create an opportunity for meeting fellow Corvette owners;
- To help share the full enjoyment out of owning and driving the Corvette sports car through over the road motor caravans and attending automotive related events;
- To provide and regulate events and exhibitions for Corvette and other auto enthusiasts;
- To encourage careful and skillful driving on public highways;
- To provide opportunities for dialogue and intermingling of people with common interests;
- To encourage understanding and cooperation among the members of the club; and
- To work together in meaningful and relevant events.

Article V – Membership

Section 1. Eligibility

Any person over the age of 21 who is an owner of any year or model of Corvette, shall be eligible for membership.

Section 2. Non-ownership Eligibility

Interested people over the age of 21 not owning, but having access to driving a Corvette are eligible to join only if approved by a majority vote of the board of directors.

Section 3. Types of Membership

There are two types of memberships: individual and joint. Individual members are defined as one person at one address. Joint membership includes two people with the same mailing address. Joint members will only receive a single correspondence such as newsletters and announcements when they are mailed.

Section 4. Annual Dues

Annual Club dues are:

Individual membership \$25.00

Joint membership \$40.00

Membership year is from January 1st through December 31st.

Annual dues are payable before the first of April. Members who are not current in paying their dues will not be considered “in good standing” and forfeit all privileges. Members will be considered not current if dues are not received by the Treasurer, on or before the first June. Dues, or any portion thereof, are nonrefundable for any reason.

Additional assessments to cover the costs of parties, events and unusual expenses will be made as deemed necessary by majority vote of the Board of Directors.

A change in dues may be proposed by the Board of Directors, provided any change is accompanied by supporting documentation for cause and includes evidence of nondiscrimination against any type of membership. Notice of such change shall be published in at least one monthly newsletter prior to the annual meeting. If approved by a simple majority of members voting, and compliant with applicable state and federal guidelines, the dues shall become effective the following fiscal year.

Section 5. Active Member

An active member is any individual or joint member who has no indebtedness to the Club in the form of any money or property.

Section 6. Membership Application

Application for membership, along with payment of dues shall be made to the Treasurer. The Treasurer will submit any application which requires membership approval to the President for discussion and voting by the Board of Directors at the next regular board meeting.

Section 7. Membership Roster

A roster will be made available to all Club members and may include information such as name, address, telephone number, color, year(s) and types of Corvette owned. The intent of the roster is to provide interaction and awareness among fellow members as well as assist those who coordinate Club related trips and activities.

Any individual who does not respect the privacy of fellow members and uses the contact information for personal or business gain, including providing the list to individuals or entities unaffiliated with the Club can be expelled.

Section 8. Privileges

Active paid members are entitled to all club privileges, including, but not limited to the right to vote at any membership meeting, receipt of the monthly newsletter, Club discounts on parts and accessories as offered by various businesses, and the right to participate in all club social and driving events. Individual members will have the right to be accompanied by a guest to all Club activities. All expenses of said guest are the responsibility of the inviting member.

Section 9. Expulsion

Membership will automatically lapse for non-payment of dues if not received by Club Treasurer by the first of June.

Any member may be expelled for infraction of the Club bylaws or any such other causes as may be determined to be in the best interest of the Club. However, before such action is taken, the member shall be notified in writing. The member facing potential expulsion shall be given a 30-day period to respond to the Club with a response to any infractions or causes which maybe subject to expulsion. At the next membership meeting following the 30-day period, whether or not the accused member has submitted his/her position, the membership will take action to retain or expel the member by a simple majority vote of those active members present at the meeting.

Section 10. Resignation

Any member may resign by submitting a letter of resignation to the Secretary. The resignation shall be effective upon receipt, provided all indebtedness to the Club is paid.

Article VI – Board of Directors

Section 1. Board of Directors

The Board of Directors shall consist of 7 members; the President, Vice-President, Secretary, and Treasurer, the immediate past President of the Club, and two members elected from the membership-at-large. If the past President is already a member of the Board of Directors due to his or her position as a current officer of the Club, or is no longer an active member of the Club, then the third director's position will be filled by election of the members of the Club at the annual meeting.

Section 2. Qualifications

No person shall serve as a director unless he or she is 21 years of age, a paid member and has participated in at least one Club activity during the past year.

Any member serving as director with two or more absences from regularly scheduled Board meetings shall not be eligible for consideration of election the following year.

Section 3. Term

Directors elected from the membership at large shall serve for a one year term. They may run for a second term, after which, they will become ineligible for a period of one year, in order to encourage active participation in the operation of the club by a diverse group of members.

Section 4. Vacancies

Any vacancy occurring in the Board of Directors by reason of the resignation, death or disqualification of a director may be filled by appointment by the President with the approval of the majority of the Board of Directors for the completion of the unexpired term. Two absences from board meetings by any member without a valid reason as determined by the Board shall be deemed reason for resignation.

Section 5. Duties and Powers

The Board of Directors is responsible for the management and control of the affairs, funds and property of the Club. It shall plan and direct such activities as it deems desirable and proper to carry out the purpose, and shall regularly evaluate Club activities to ensure relevance. The Board may create such special committees as it requires.

The Board is responsible for preparing an annual budget for the upcoming fiscal year which is to be presented at the October meeting for discussion and approval by the membership. The Board does not have the authority to allocate or disperse funds without the approval of the general membership.

Section 6. Meetings

There shall be at least quarterly meetings of the Board of Directors. There will be an annual membership meeting held in month of October to present, review and approve the budget and hold the election of officers and board of directors for the upcoming fiscal year.

Notification of the date, time and place of a board and/or the annual meeting shall be posted in the monthly newsletter and published not less than 10 days prior to said meeting.

Special meetings may be called by the President or at the request of any two directors by notice e-mailed, mailed or telephoned to each member of the Board not less than forty-eight hours before such meeting. Notice may be waived, as provided by law, in the event of a situation of circumstances requiring immediate attention.

Board meetings are always open to all members for observance. Limited time will be given prior to the start of each meeting for comments from the general membership who are in attendance.

A summary of each Board meeting will be communicated to all members at the next regular monthly meeting.

Section 7. Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

Section 8. Conflict of Interest

Any member of the Board of Directors who has a financial, personal or official interest in, or a conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents, or may prevent, that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse himself/herself and will vacate the seat and refrain from discussion and voting on said item

Article VII – Officers

Section 1. Compensation and Election of Officers

The officers of the “Headwaters Corvette Club, Inc.” shall be a President, Vice President, Secretary, and Treasurer. At the annual meeting of the general membership (October) voting members will elect those officers who shall serve for a term of one year.

Officers will serve on a voluntary basis, with no compensation for time.

Section 2. The President

The President shall be a director of the Corporation and will preside at all meetings of the Board and all monthly membership meetings. The President shall be ex-officio, a member of all committees and shall perform other duties incidental to the office, or as designated by the Board. The President shall sign all membership applications. The President shall be limited to two successive terms.

Section 3. The Vice President

The Vice President shall be a director of the Corporation and will preside at monthly membership meetings in the absence of or request of the President. In the event of the disability or death of the President, the Vice President shall possess all the powers and perform all the duties of that office for the remainder of the elected term. If both the President and Vice President are absent or disabled, the Directors may appoint a President Pro Tempore. The Vice President shall perform such duties as the President and Board may designate. The Vice President shall automatically succeed the President.

Section 4. The Secretary

The Secretary shall be a director of the Corporation and keep minutes of all meetings of the Board of Directors. The Secretary shall attend all meetings of the membership, maintain a current roster of members, shall keep a minute book, and record in it the minutes of the meetings and other transactions of the members and Board of Directors, shall keep documents and other records which it is necessary or advisable to preserve, shall hold all property in his or her custody available for inspection by the Board.

When he or she leaves office, he or she shall turn over same to his or her successor or to the President, and shall perform other duties as may be required by the President or the Board of Directors.

The Secretary shall provide all notices required by law or these bylaws and shall perform all duties incidental to this office, required by law or by the majority of the Board. In the absence of the Secretary from any of said meetings, a Secretary pro tempore shall be chosen by the presiding officer.

Section 5. The Treasurer

The Treasurer shall, subject to such conditions and restrictions as may be made by the Office or Board of Directors, have custody of all monies, debts, and obligations belonging to the Club. The Treasurer shall receive all monies of the Club and deposit same in the Club account. The Treasurer shall make all payment of the Club debts upon approval of the President or the Board. All contracts, checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Club by the Treasurer or President.

The Treasurer shall be bonded, at Club expense, if required by the Board. The Treasurer shall give a report on the financial status of the Club, including details of expenditures and sources of income at the annual meeting, as well as monthly meetings, and if so required, at other meetings of the Board. No obligation, debt or other liability shall be incurred by the Treasurer for an activity or event which has not been approved by the members, with the exception of an allowable expenditure of up to \$200.00 for items necessary for the operation of the Club. The Treasurer shall also maintain a current roster of Members.

Article VIII – Personal Liability

Section 1. Personal Liability

All persons or corporations extending credit, contracting with, or having any claim against the Club or the officers, shall look only to the funds and property of the Club 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 the corporation or the officers; so that neither the members of the Club, the officers, present or future, shall be liable personally therefore.

Article IX – Meetings, Nominations and Elections

Section 1 Annual Meeting

There shall be an annual meeting of the membership each year to be held in October for election of officers, reports of officers and committees and such other business as lawfully may come before the meeting. Notice of such meeting shall be sent to all members in good standing at least ten calendar days prior to the meeting. Ten percent of the membership shall be deemed a quorum. The meeting shall be held at a site and time determined by the Board of Directors and communicated to the membership. The President, Treasurer and Secretary shall report on the activities of the Club during the prior year.

Section 2. Monthly Meetings

Regular monthly meetings shall be held on either Tuesday or Wednesday during the second full week of the month at the discretion of the person or persons selecting the site. The President shall provide an agenda for the meeting. Any financial proposal not on the agenda will be deferred to the following month.

Section 3. Special Meetings

In addition to any provisions of the law, special meetings of the members may be called by the President or by a majority of the Board.

Section 4. Nominating Committee

The nominating committee shall consist of the President, a member of the Board of Directors appointed by the President, and a member at large appointed by the President at the August monthly meeting. Suggestions for nominations may be sent to any member of this committee by any member of the Club. All nominations will be closed as of the September monthly meeting.

Section 5. Report of the Nominating Committee

The nominating committee shall make a determined effort to ensure the election of the Board of Directors is well balanced, and as widely representative of the Club as is practical. It shall report its nominations for directors to the Board at least ten calendar days before the annual membership meeting.

Section 6. Election

The Officers and Board of Directors shall be elected from the Club's active members at the annual meeting. The Board will be comprised of the outgoing President, newly elected President, Vice President, Secretary, Treasurer and two other active members, except as provided for in Article VI, Section 1.

Section 7. Voting

Each member present shall have one vote and shall be entitled to vote on all matters brought before the Club. Any member may submit an absentee ballot, either in writing or by email, that must be received by the President prior to the annual meeting. A majority vote of the members present and voting absentee shall constitute an election.

Article XI – Appointment of Committees and Activities

Section 1. Appointment of Committees

The President shall appoint such committees as he finds desirable from time to time and shall outline the duties and responsibilities of such committees. All reports or action taken by a committee must be voted by a majority of the Board.

Section 2. Activities

The activities of the Club shall consist of planned trips, social gatherings, and events for Corvette owners.

Article XII – Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Club shall be from January 1st to December 31st.

Article XIII – Parliamentary Authority

Section 1. Parliamentary Authority

The rules contained in the current edition Robert’s Rules of Order Newly Revised shall be the parliamentary authority for all matters not specifically covered by these bylaws.

Article XIV – Corporate Records

Section 1. Corporate Records

The Secretary of the Corporation shall be responsible for maintenance of corporate records including:

- A. Minutes of all monthly meetings
- B. Minutes of all Board meetings
- C. A copy of the Corporations Articles of Incorporation and Bylaws
- D. Records of the Corporate basic account
- E. Membership roster
- F. Inventory of corporate assets and location

Article XV – Corporate Assets

Section 1. Property Funds

An inventory of all corporate assets shall be maintained by the Secretary, including physical location and acknowledgement of such assets by custodian.

Article XVI – Newsletter

The club shall provide a regular newsletter that will be the official publication of the Headwaters Corvette Club, Inc.

Article XVII – Insurance

The board of directors shall be authorized to procure any necessary insurance coverages it deems appropriate for the club.

Article XVIII – Charitable and Memorial Contributions:

Charitable Contributions

All requests for charitable contributions must be presented in writing to the president for consideration by the board.

Memorial Contributions:

A memorial contribution not to exceed \$50 can be made upon the death of a member in good standing, his or her spouse, son or daughter.

Article XVIV – Amendment of Bylaws

Any change to the by-laws must be presented to the Board in writing no later than 60 calendar days prior to the annual meeting. Notification to the members will be consistent with Article IX, Section 1

Article XX – Sponsors

Article XXI – Advertising

Article XXII – Construction and Terms

Section 1. Construction and Terms

If there is any conflict between these Bylaws and the Articles of Incorporation, the provisions of the Article of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws shall be unaffected by such holding.

Article XXIII – Dissolution

Section 1. Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.