

**BY-LAWS  
OF  
MIDWEST EARLY CORVETTES  
(a Nebraska nonprofit corporation)**

**ARTICLE I  
NAME AND PURPOSE**

**1.1 Name.** The name of the Club will be “**MIDWEST EARLY CORVETTES.**”

**1.2 Purpose.** The purpose of the Club is to aid members with the restoration and preservation of Chevrolet Corvettes 1953 through present. The Club may sponsor any type of event, including automobile shows, road rallies, concourses, cruises and caravans, as well as non-automobile related social activities. Activities are not required to be focused on Corvettes.

**1.3 Nonprofit Organization.** The Club is a nonprofit organization organized under Nebraska law. It is expected that the Club will contribute to worthwhile charitable organizations as determined by the membership of the Club from time to time.

**ARTICLE II  
MEMBERSHIP**

**2.1 Eligibility.** Anyone is eligible to become a member of the Club. Ownership of a Chevrolet Corvette is not a prerequisite to membership.

**2.2 Classes of Membership.** An individual membership allows any individual to exercise the rights of a member. A family membership allows both a husband and wife to exercise the rights of members. Social membership allows for an individual, or a husband and wife to become a member of the Club as long as the individual or at least one of the married couple maintains their NCCC membership with another Corvette Club. A social member cannot be an officer of MECC unless voted for and approved by the membership. As of January 1, 2012 there are no new honorary memberships.

**2.3 Admission to Membership.** Each prospective member shall submit an application in a form designated by the Directors from time to time to the Directors. Admission to membership will be determined in the sole discretion of the Directors and upon payment of the required dues specified in Article III hereof.

**2.4 NCCC Membership.** As long as the Club is affiliated with the National Council of Corvette Clubs, Inc. (“NCCC”), each member of the Club shall become and remain a member of NCCC, except (i) in the case of a family membership only one person needs to be a member of NCCC and (ii) in cases where the NCCC membership is waived by the Directors in their discretion. NCCC membership registered through another NCCC member club will qualify to meet the requirement of this Section 2.4.

**2.5 Rights of Members.**

**2.5.1** Each member (including individuals, both husband and wife joining under a family membership and honorary members) shall be accorded participation in all activities and functions of the Club, including the right to be an officer or Director of the Club and the right to vote on Club matters in accordance with these Bylaws.

**2.5.2** All members who work at a club activity, event or hold a current officer position of the club may receive a monetary discount at club sponsored events. The president or the president's assignee shall keep a record each year of members who may receive the discount. Family membership holders need have only one of the individuals work an event, activity, or be an officer to fulfill the requirement.

**2.6 Expulsion.** Membership will automatically lapse after non-payment of dues or special assessments ninety (90) days past the due date specified in Article III hereof. Any member may be expelled for infraction of Club rules or other causes upon the affirmative vote of two-thirds of the members in attendance at any duly called meeting of the members.

### **ARTICLE III DUES AND ASSESSMENTS**

#### **3.1 Annual Dues.**

**3.1.1** Annual Club dues for individual and family memberships shall be determined by the Board of Directors from time to time. Club dues shall include NCCC membership dues, except for members who maintain their NCCC memberships through another NCCC-member club as allowed under Section 2.4 of these Bylaws. Honorary members shall not be required to pay annual Club dues, but must become members of NCCC and pay NCCC dues unless NCCC membership is waived by the Directors as provided in Section 2.4.

**3.1.2.** Annual dues are due and payable in November of each year. Dues not paid as of the regular meeting in November may be assessed a late fee of \$10.00. Annual dues are also payable upon admission of a new member to the Club, but the amount thereof (other than any portion representing NCCC dues) will be prorated to reflect the number of months remaining until the next annual dues payment date.

**3.2 Special Assessments.** Special assessments of the members may be imposed upon the vote of two-thirds of the members at a duly called meeting of the members for which prior notice has been given that the subject of a special assessment will be voted upon. Special assessments will be due and payable as provided in the resolution adopting such special assessment. If not paid by the specified date, special assessments will be assessed a late fee of \$10.00.

### **ARTICLE IV MEMBERS MEETINGS**

**4.1 Regular Meetings.** Regular meetings of the members will be the second Tuesday of each month, except December, at a time and place established by the Board of Directors. No notice of regular meetings need be provided to members. The October meeting shall serve as the annual meeting of members.

**4.2 Special Meetings.** Special meetings of the members may be called by the Directors. The Directors shall use their best efforts to give adequate notice of any special meeting to the members. Such notice shall specify the time and place of such meeting and the purpose for which the special meeting is being called.

**4.3 Quorum.** No minimum number of members shall be required for there to be a quorum at any regular or duly called special meeting of members.

## **ARTICLE V DIRECTORS AND OFFICERS**

### **5.1 Directors.**

**5.1.1** The affairs of the Club shall be managed by a Board of Directors which shall have the power to act on behalf of the Club as permitted by laws of the State of Nebraska, the Articles of Incorporation of the Club and these Bylaws. The Board of Directors shall consist of the persons holding the offices of President, Vice President, Treasurer and Governor and such other persons as these officers shall appoint from time to time.

**5.1.2** The Board of Directors shall meet in an executive session prior to each regular meeting of the members (but not necessarily on the same day of the members' meeting) and otherwise as they deem necessary.

**5.1.3** The Board of Directors may take action only by the vote of a majority of the Directors in attendance at a duly called meeting of the Board of Directors at which at least a majority of all Directors are in attendance. Any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**5.2 Officers.** Officers of the Club will consist of a President, Vice President, Treasurer, Secretary, Governor, Ombudsman, Newsletter Editor, Webmaster and a minimum of three (3) Activity Directors. Each officer shall be a member in good standing of the Club. Any two or more offices may be held by the same person, except the offices of President and Treasurer. The duties of the officers shall be as follows, along with such additional duties as may be assigned by the Board of Directors from time to time:

**5.2.1 The President.** The President is the principal executive officer of the Club and will be Director. The President shall preside at all meetings of the members and the Board of Directors. The President shall have the authority to sign contracts or other instruments on behalf of the Club and, in general, shall perform all duties incident to the office of President.

**5.2.2 Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President will be a Director.

**5.2.3 Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds of the Club; receive and give receipts for moneys due and payable to the Club from all sources, and deposit all such moneys in the name of the Club in such banks or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of Treasurer. Additional officers may also be granted the authority to perform some or all of the duties of the Treasurer, including the authority to sign checks and drafts on Club bank accounts. The Treasurer will be a Director.

**5.2.4 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and the members in one or more books maintained for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the records of the Club; and in general perform all duties incident to the office of Secretary.

**5.2.5 Governor.** The Governor is the Club's representative to the NCCC and is responsible for active participation in NCCC meetings and for conveying NCCC activities and information to the Club's Directors, officers and general membership. It is also the responsibility of the Governor to correspond with appropriate NCCC authorities regarding club events which are required to be sanctioned by NCCC. The Governor will be a Director.

**5.2.6 Ombudsman.** The Ombudsman is responsible for meeting and introducing all Club visitors and new members. In addition, the Ombudsman is responsible for assisting in the resolution of all disputes involving Club matters.

**5.2.7 Newsletter Editor.** The Newsletter Editor shall be responsible for the preparation and delivery of the monthly Club newsletter.

**5.2.8 Activity Directors.** The Activities Directors shall be responsible for the planning and coordination of Club social events and activities.

**5.2.9 Webmaster.** The Webmaster shall be responsible for the MECC webpage

### **5.3 Elections.**

**5.3.1** Officers will be elected at the annual members meeting in October for one year terms which will begin on the following January 1. Nominations for officers will be made solely by a nominating committee consisting of the two immediate past Presidents of the Club or, if they are unavailable, by such other members as the Directors appoint. Any member may suggest nominations to the nominating committee at any time prior to the annual meeting. Nominees will be limited to (2) two officer's positions per election.

**5.3.2** Each officer will be elected by a plurality vote of the members in attendance at the annual meeting. Written ballots are not required for the election of officers. Absentee ballots may be cast by delivery to the Secretary prior to the annual meeting. The Governor will be elected as provided for in the NCCC bylaws.

**5.4 Removal.** Any Director or officer may be removed, with or without cause, by the vote of a majority of the members in attendance at a duly called regular or special meeting.

**5.5 Vacancies.** The Board of Directors will choose a member to fill any vacancy that might occur in the Board or to replace any officer who has resigned or been removed. Any such replacement shall hold such Board position or office for the remaining term of the Director or officer being replaced.

**5.6 Term Limit.** No officer will hold the same office for more than three (3) consecutive one-year terms.

## **ARTICLE VI FISCAL MATTERS**

**6.1 Payments and Expenditures.** Any expenditure (or related series of expenditures) of up to \$100.00 may be paid by the Treasurer without the approval of any other officer, the Board of Directors or the members. Any expenditure (or related series of expenditures) of \$100.00 or more, but up to \$500.00 may be paid by the Treasurer with the approval of the Board of Directors. Expenditures (or related series of expenditures) of \$500 or more may be paid by the Treasurer only with the approval of a majority of the members attending any regular or special meeting. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by the Treasurer or other officer authorized under these Bylaws. The Treasurer shall deliver a report at each regular members meeting of all expenditures made by the Club since the last regular meeting.

**6.2 Deposits.** All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

**6.3 Records.** The Club shall maintain correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and members. All books and records of the Club may be inspected by any member for any proper purpose at any reasonable time.

**6.4 Audit.** The Board of Directors shall review the financial records of the Club with the Treasurer on an annual basis or at such other times as the Directors deem necessary. The Board of Directors may require the financial records of the Club to be reviewed or audited by an independent auditor at such times as it deems necessary, but is not required to do so.

**6.5 Fiscal Year.** The fiscal year of the Club shall be the calendar year.

## **ARTICLE VII AMENDMENTS**

**7.1 Procedures.** These Bylaws may be amended at any time by the vote of a majority of the members in attendance at any regular or special meeting. Any proposal for an amendment to these Bylaws must be published in the monthly newsletter prior to its adoption.

Adopted this \_\_\_\_ day of \_\_\_\_\_ 2015. These Bylaws replace in their entirety, all previous Bylaws of the Club.