



**By-Laws**  
**of the**  
**Westchester Corvette Club**

**Adopted September 7, 2016,**

**[Amended March 7, 2017](#)**

**[Amended December 5, 2017](#)**



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of the  
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**ARTICLE I. NAME AND EMBLEM**

**Section 1.01 Name**

- (a) The name of the organization shall be the “Westchester Corvette Club”, hereinafter also referred to as the “Club” or “WCC”.
- (b) The Club name, or any derivative thereof, shall only be used for official Club business and organizational identification.

**Section 1.02 Club Emblem**

- (a) The official Club emblem shall be as shown at the top of this page.
- (b) The official Club emblem may be displayed by Members on clothing, decals, vehicles, or other items with prior approval of the Club President.
  - 1. Members may not market Club approved items, or items derived from the Club approved emblem, for individual profit.
- (c) Any change to the Club emblem requires a majority affirmative vote of the membership at a general club meeting and the subsequent revision to these By-Laws, in accordance with ARTICLE X.

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**ARTICLE II. STRUCTURE, PURPOSE, AND LOCATION**

**Section 2.01 Club Structure**

- (a) This Club shall be operated as a non-profit organization as set forth by, and in accordance with, federal laws and the laws of the state of New York.
- (b) This Club shall be a non-commercial and non-partisan organization.
- (c) This Club shall have no maximum limit as to the number of its members.
- (d) This Club shall be perpetual in duration unless formally dissolved in accordance with ARTICLE XIII.

**Section 2.02 Club Purpose**

- (a) The purpose of this Club is to promote social, charitable and entertaining activities that encourage the Club members to share in their mutual enjoyment of the Chevrolet Corvette motor vehicle.
- (b) Specific purposes for which this Club have been established are to:
  - 1. Support local charities (as outlined in ARTICLE XII.);
  - 2. Provide and regulate events and exhibitions for Corvette owners; and
  - 3. Encourage planned trips, events, and social activities for the Club members.
- (c) The Club may establish mutually beneficial and cooperative relationships with other car clubs (Corvette or otherwise) as may be deemed desirable by the membership.

**Section 2.03 Club Location**

- (a) The Club shall maintain its official office within Westchester County, NY.
- (b) An affirmative vote of two-thirds (2/3) of all Regular Members in good standing will be required to approve a change in the official Club location to a location outside of Westchester County, NY.



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- (c) Upon any change in the mailing address of the official office of the Club to outside of Westchester County, NY, the President and Board of Directors (the "Board") shall take appropriate action to amend or change the Club By-Laws.

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**ARTICLE III. MEMBERSHIP**

**Section 3.01 Qualification**

- (a) Membership in this organization shall be open to all who fulfill each of the following three requirements:
1. Own (or be in the process of owning) or lease (for the duration of the lease) a Chevrolet Corvette of any model year, unless a "Waiver of Corvette Ownership" per Section 3.01(g) is obtained. "Chevrolet Corvette" shall be as defined in Section 15.01(a).
  2. Hold a valid driver's license.
  3. Be 18 years of age.
- (b) Anyone who qualifies per Section 3.01(a) above may become a Regular Member upon performing the following:
1. Submitting a membership application to the Club via mail or through the Club's website;
  2. Payment of the specified annual dues upon application; and
  3. Subscribing to these By-Laws.
- (c) The Club reserves the right to demand tangible proof of Corvette ownership/lease at time of membership application, or at any time thereafter, for the duration of the individual's membership.
1. Club members must continue to be the registered owner or lessee of a Corvette to retain membership. If the Corvette is disposed of, or the lease discontinued during the year, Club membership will continue until the end of the current membership year, unless the member satisfies Section 3.01(a)1. above.
- (d) Membership in this Club will be delegated without regard for race, religion, gender, or nationality.
- (e) Residence in Westchester County, NY shall not be a prerequisite for membership.
- (f) Spouses, friends, and family members of Regular do not automatically qualify to be Regular Members themselves, although they may participate in the various club activities and events as guests of the member.
1. Family membership will be granted to any spouse, significant other, and/or dependent children living in the home of any individual member upon the payment of the designated annual dues.
- (g) Waiver of Corvette Ownership for Membership Qualification
1. Any Club Member who has been in good standing for at least 12 years who no longer owns or otherwise possesses a Corvette may petition the Club for a "Waiver of Ownership" (hereinafter also referred to as a "Waiver") by submitting a petition for such in writing to the Club Secretary.
  2. Once petitioned, the Club membership will be notified of the requested Waiver.
  3. Club membership shall vote on the Waiver via written ballot, as defined in Section 15.01(d).



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4. An affirmative vote of two-thirds (2/3) of all Regular Members in good standing will be required to approve the Waiver.
5. If approved by the membership, the Waiver will remain in effect until revoked by a two-thirds (2/3) vote of the membership via written ballot.

**Section 3.02 Member Classes**

All persons qualified as defined in Section 3.01 of this Article shall qualify for one of the below member classes:

- (a) Regular Member - any person duly approved by the Board, and having paid the required annual dues and fees and having subscribed to these By-Laws. Such Regular Members shall be entitled to voting, and office holding privileges.
- (b) Honorary Member - any member who has established themselves in club esteem and who has been elected to Honorary Member status by a simple majority affirmative vote of the members present at a regular business meeting.
  1. Such Honorary members shall not have to pay annual dues and shall have the privilege of the floor at meetings, and the use of facilities in the promotion of matters of mutual interest.
  2. Honorary members shall be without voting or office holding privileges.
  3. Honorary membership will be permanent, unless a future simple majority affirmative of members votes to revoke such status.

**Section 3.03 Member Responsibilities**

In order for a Regular Member to remain in good standing, each member shall have the following responsibilities. Failure to meet the stated requirements will subject the member to suspension from the Club in accordance with Section 3.06 of this Article.

- (a) Submit payment of the specified Club annual membership dues, or any special assessment, in full when due to the Club Treasurer.
- (b) Attend at least three (3) regular monthly membership meetings and/or Club events each calendar year.
  1. The Club Secretary shall be responsible for tracking such participation.
- (c) Maintain a valid driver's license, vehicle registration and insurance card for all vehicles participating in Club driving events on public roads.
  1. The Club reserves the right to examine any of the aforementioned documents before any and all club sanctioned driving events in order to verify document validity and therefore eligibility to participate in a club sanctioned event on public roads.
- (d) Maintain high standards of vehicle exterior and mechanical maintenance for member owned or leased vehicles participating in club sanctioned events.
- (e) Promote a positive public image of the WCC at all times.

**Section 3.04 Member Rights**

Each Regular Member in good standing shall be entitled to the following rights:

- (a) Entitlement to one vote at all official Club meetings.
- (b) Election or appointment to a Club office.
- (c) Participation in Club meetings, functions and activities.
- (d) Display of the approved emblem of the Club.



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**Section 3.05 Member Resignation**

- (a) Any Member may resign from the Club at any time by directing a letter of resignation to the Club President.
- (b) Resignation shall be effective upon receipt of the letter of resignation provided there is no indebtedness to the club.
- (c) The resigning member shall remain liable to the Club for any indebtedness until repaid in full.
- (d) No prorated refund of paid dues shall be made to those resigning.
- (e) Resignation is effective upon confirmation by the Club President.

**Section 3.06 Suspension of Members**

- (a) Members may be suspended for failing to remain in good standing per Section 3.03 of this Article.
- (b) Yearly dues shall be paid in full as stipulated in Section 6.04. Membership to the WCC may be suspended for non-payment of dues if dues are still in arrears as of January 1<sup>st</sup> of each calendar year. A suspended member shall be reinstated after full payment of the delinquent annual dues and any required penalties.
- (c) Suspension results in removal from the Club roster. The suspended member will not have voting privileges nor receive Club mailings. The suspended member also may not participate in Club activities, including meetings, shows, runs, and social events.
  1. If the suspended member is an Officer of the Club, the member is also subject to removal from the elected office, without a membership vote.

**Section 3.07 Termination / Expulsion of Members**

- (a) The display of any action by a Club Member in a manner that is inappropriate and deemed detrimental to the Club or its official business may result in the permanent termination of membership and expulsion from the Club.
  1. As applicable, the offending person may be asked to leave the meeting or event at the time of the incident. Said member will not be allowed to return to that event or meeting. Proper authorities will be called if necessary.
- (b) Egregious infractions, as determined by a majority affirmative vote of the Club's Regular members, shall result in a permanent expulsion and ban from the Club.
- (c) Reasons for membership termination / expulsion shall include, but are not limited to:
  1. The non-payment of annual dues and fees, if any, ninety (90) days after the due date;
  2. Reckless endangerment or DWI during a club function;
  3. Serious infraction of the Club By-Laws;
  4. Other legitimate causes.
- (d) Termination of membership results in removal from office (if applicable), removal of voting privileges and suspension of Club mailings. Terminated members may also not participate in any Club events or activities. Refunds of membership dues already paid will not be made.

**Section 3.08 Procedure for Membership Termination**

- (a) Any member may be expelled for any of the reasons stated in Section 3.07 in accordance with the following procedure.



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1. Notification of expulsion shall consist of a certified letter (return receipt requested) detailing the charges, signed by the Club President and sent to the member's address of record by the Club Secretary.
2. Within a thirty day period, the member shall have the opportunity to submit in writing, or in person, their position and any additional information on the charge(s) on which they were so notified. No action shall be taken by the Board during this period.
3. Based on the member's response, if any, the Board will develop a recommended course of action to be taken.
4. The report of actions and recommended course of action will be presented by the Board to the membership within 60 days of the incident.
5. Termination for infraction of these WCC By-Laws or other such causes as being in the best interest of the WCC shall be determined by a simple majority affirmative vote of members present at a regular club meeting.

**Section 3.09 Reinstatement of Membership**

- (a) A Member terminated from the Club in accordance with Section 3.08, except those permanently banned, may be reinstated with a majority affirmative vote of the members attending a regular Club meeting.
- (b) Permanently banned former members are not eligible for reinstatement.
- (c) The reinstated member shall meet the membership qualifications defined in Section 3.01 and comply with the member responsibilities defined in Section 3.03 of these By-Laws.
- (d) The reinstated member shall be current on the payment of all Club dues prior to reinstatement.

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**ARTICLE IV. CLUB GOVERNANCE**

**Section 4.01 Officers**

- (a) The Officers of the Club shall consist of the following four (4) elected positions:
  1. President
  2. Vice-President
  3. Treasurer
  4. Secretary
- (b) The elected positions specified in Section 4.01(a) above shall constitute the Club's "Board of Directors", hereinafter also referred to as the "Board".
- (c) Only Regular Club members in good standing for at least 6 months shall be eligible to become an Officer in this Club.
- (d) The Officers of the Club shall be elected in accordance with Article V. of these By-Laws and shall serve without compensation. The President shall have the power to appoint additional officers when required, as specified herein.
- (e) No single person shall hold more than one Officer position, except in temporary circumstances, such as in the case of a resignation.
- (f) Officers shall serve for a term of one year. Officers who are not re-elected shall continue to serve on the Board for the balance of their one year terms in order to aid the new Officers for orderly transition purposes.



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- (g) Officers may succeed themselves if duly re-elected in accordance with the By-Laws of this organization. Term limits do not apply.
- (h) The Club President shall have the power to fill Officer vacancies as stipulated in Section 4.08 until such time as new elections in accordance with these By-Laws are due to be held.
- (i) Any or all of the Officers may be removed with good cause by a majority vote of the members as stipulated in Section 4.07.
- (j) An Officer may resign from elected office at any time by giving a written notice to the Club President.

**Section 4.02 Duties & Responsibilities of the President**

- (a) The President shall be the Chief Executive of the Club with the following duties and responsibilities:
  - 1. The President is the Chief Officer in charge of conducting official Club business at all regular and special meetings.
  - 2. The President shall ensure the Club is operated at all times in a manner consistent with these By-Laws.
  - 3. The President shall organize a special election if necessary to fill vacated offices.
  - 4. The President shall sign contracts and other instruments, such as federal and state filings, that have been authorized by the membership.
  - 5. The President shall preside and maintain order at all regular and special business meetings.
  - 6. The President shall report the general condition of the club and other necessary information at the regular monthly business meetings.
  - 7. The President shall be expected to attend all Finance Committee meetings.
  - 8. The President shall ensure the Club maintains adequate liability and causally insurance in effect at all times.
  - 9. As stipulated in ARTICLE VIII, the Club President may from time to time at his discretion appoint such temporary and standing committees as he/she may deem necessary to properly carry on the work of the Club.
- (b) The President may designate another Board Member to carry out the duties specified in Section 4.02(a) above for a temporary amount of time if the Vice-President is also unavailable during the same time.
- (c) The President shall attend all regular monthly business meetings.

**Section 4.03 Duties & Responsibilities of the Vice-President**

- (a) The Club Vice-President shall have the following duties and responsibilities:
  - 1. Attend all regular monthly business meetings.
  - 2. Perform the duties of the President when the President is absent or unable to perform his or her elected and/or assigned duties.
  - 3. Serve as Membership Chairman, enlisting current members as necessary to invite prospects to join the WCC.
  - 4. Provide information regarding the Club to prospective members and provide information packets to new members.





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5. Be in charge of proceedings concerning the election of all officers including the tie-breaking procedures as outlined in these By-Laws.
6. Attend all Finance Committee meetings.
7. Act as the Public Information Officer.
8. Report activities and events sponsored by other Clubs.
9. Promote WCC sanctioned events.

**Section 4.04 Duties & Responsibilities of the Treasurer**

(a) The Treasurer shall have the following duties and responsibilities:

1. Attend all regular monthly business meetings.
2. Maintain custody of all monies, saleable items, debts and obligations which belong to the club accounts.
3. Receive all monies of the club and deposit same in the club accounts.
4. Make all payments of club debts upon approval of the Finance committee.
5. Pay all Club debts with checks drawn from the Club account. All contracts, checks, drafts and notes or other orders for payment of money shall be signed in the name of the club in accordance with Sections 6.03 and 6.05.
6. Provide a report on the financial status of the club at all regular monthly business meetings.
7. Maintain bank account or accounts in an FDIC institution in the name of the WCC.
8. Receive and deposit money from dues or any other sources into the Club bank account(s).
9. Give a report of the Club finances at the regular monthly club meetings.
10. Prepare the end of the year financial report for the Club.
11. Participate in the budget process for the Club.
12. Attend all Finance Committee meetings.

**Section 4.05 Duties & Responsibilities of the Secretary**

(a) The Secretary shall have the following duties and responsibilities:

1. Maintain the official Club Membership Roster which shall include the current class and standing of each member.
2. Attend all regular monthly business meetings.
3. Record all minutes and votes from Club meetings.
4. Report all minutes and votes of the preceding month at the following regular business meeting. Approval of the minutes shall be obtained.
5. Maintain custody of the club's records.
6. Serve as the property manager and maintain an itemized listing of all club-owned equipment and assets, e.g., tables, chairs, tents, etc. and maintain a written inventory of the locations and conditions.
7. Open and distribute the mail to the Club Officers as appropriate.
8. Maintain log books of all Club Meeting Minutes and the Club's "Standing Rules".
9. Provide and tabulate written ballots.



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**Section 4.06 Officer Conduct**

- (a) All Officers of the Westchester Corvette Club shall act and operate the Club in a manner which displays and promotes a legal, moral and ethical intent at all times.
- (b) The actions of all Officers shall be subject to review by the membership at large on a continuing basis.
- (c) Failure to perform the position duties as herein specified shall be cause for removal from office of any Officer.
- (d) Officers shall act in the service of the members of the Club and shall not use their positions as such to further any commercial interests of their own.

**Section 4.07 Removal of Officers**

- (a) Any Officer may be removed from elected office for the causes specified in Section 4.06 or any other legitimate causes, by a simple majority affirmative vote of the members at any Special meeting of the members held expressly for that purpose. The Officer will be allowed to defend their position.

**Section 4.08 Vacancy or Failure of an Officer to Complete Term**

- (a) In the event that any Officer shall resign or become unable to continue to hold elected office before the end of their term, the President shall appoint a Regular member in good standing to fill the vacancy until the next scheduled annual election.

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**ARTICLE V. ELECTIONS**

**Section 5.01 General**

- (a) The WCC shall elect from its membership a President, Vice-President, Treasurer, and Secretary per Section 4.01(a).
- (b) The term of each elected Officer shall be one year and span from December 1st to November 30th.
- (c) Elections shall be held by closed (secret) ballot during the November general meeting.
- (d) A majority vote of members in good standing is required for the election of each Officer.
- (e) Newly elected Officers assume their positions as of December 1st.

**Section 5.02 Officer Nominations**

- (a) At the October general meeting, the President shall ask for nominations from the floor for each of the four Officer positions.
- (b) Any member may place in nomination the name, or names, of Regular members in good standing, provided the name or names are properly seconded.
- (c) Members may be nominated for more than one position, but may not be elected to more than one position.
- (d) In the event that no nominations are made for a given office, the deadline for nomination will be extended until someone accepts the nomination, or until the November general meeting.



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1. If no nomination is made by November, the current President may appoint an Officer with the approval of a simple majority affirmative vote of the membership attending the December meeting.
- (e) Between the nominating meeting and elections, the upcoming election and the names of the nominees shall be included in the Club meeting minutes by the Secretary, as well as on the Club's website by the Web Committee.
  1. Proxies from eligible members not able to attend the election meeting shall be solicited at that time.
  2. Only those proxies received by Secretary on or before the balloting of the meeting shall be counted.
- (f) Newly elected officers shall be installed at the annual Christmas party or at the January general membership meeting. Prior to that time and subsequent to the election, the previous Board members shall attend Board meetings as ex-officer members to facilitate the transition. The President shall assist newly elected Board members in any manner he deems fit.

**Section 5.03 Protesting Elections**

- (a) Election protests shall be provided in writing to the Club Secretary and must provide a detailed explanation of the reason for the protest.
- (b) The protest must be presented to the current Board at the first general meeting following the protested election, otherwise protests will not be heard.
- (c) The current Board shall review the facts of the protest and render a decision at the next scheduled general meeting. It will be the Board's duty to inform the membership of any protests and give proper notice in the event a protest is upheld and a new election must be conducted.

**Section 5.04 Election Tie-Breaker Procedures**

- (a) If a tie (two or more candidates receiving the same number of votes) occurs at an election for an Officer, another vote will be taken at the same meeting. If the re-vote produces another tie, then a drawing will take place to determine the winner. The drawing will consist of the name of each of the candidates who are involved in the tie being written on a slip of paper and placed in a container. One slip of paper will be drawn from the container to determine the winner.

**Section 5.05 Proxy Voting**

- (a) Voting by signed proxy will be allowed only for the election of Officers and/or amendment of these By-Laws. Written proxies shall be delivered to the Vice-President (or a person designated by the Vice-President should he or she temporarily not be available to perform this duty), either in person or by mail.
- (b) Proxy votes must be delivered in a sealed envelope with the name of the office/offices or By-Law amendment being voted on printed on the outside. The name of the individual sending the proxy shall also be printed on the outside of the envelope. There shall be only one member's proxy delivered in any one envelope.



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1. The envelope containing the proxy must be received by the Vice-President (or designee) before the start of the Business meeting in which the vote will be held. The envelope will remain sealed until the election is held.
- (c) The Proxy shall be valid for the event which is stated on the outside of the envelope including a re-election or tie-breaker, should one be necessary.

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**ARTICLE VI. FINANCES, DUES, AND EXPENDITURES**

**Section 6.01 Fiscal Year & Budget**

- (a) The fiscal year for the WCC shall be November 1st through October 31st.
- (b) A fiscal year budget shall be developed by the Finance Committee. Such budget shall ensure a sufficient cushion or reserve to operating funds is provided.
  1. The outgoing Officers will present the incoming Officers with a summary of the year's income and expenses. Books will be reconciled and turned over to the new Treasurer by no later than December 31st of the outgoing year.
  2. The new Officers will develop and present to the Club a projected budget for the upcoming year no later than the 2nd regular meeting of the calendar year.

**Section 6.02 Club Finances**

- (a) The Treasurer is the manager of the Club funds and is hereby directed to maintain all Club monetary funds in a bank checking account or accounts dedicated solely for Club use, at a registered financial institution.
  1. The Treasurer shall keep said bank checking account(s) maintained reconciled at all times.
  2. The Treasurer should make every attempt to place these funds in interest bearing account(s).
  3. The Club's checking account(s) shall contain the club's operating funds. Such operating funds will include, but not be limited to: membership dues, advertising revenue, member contributions, show event registrations, etc.
- (b) The Board shall ensure that a financial records audit is conducted at least every two years but within 60 days of the date a new Treasurer takes office. The results of the financial records audit shall be provided to the membership on a timely basis.
- (c) The title or ownership of all property of the Club, both real and personal, shall be vested in the name of the Club.
- (d) No part of the Club's excess revenues may benefit an individual, private foundation, a for-profit entity, or individual having a personal or private interest in the activities of the Club.

**Section 6.03 Expenditures**

- (a) The Club will provide necessary funds for general day-to-day operational expenses such as office supplies, website maintenance, insurance, etc. The general operational expenses shall be approved no later than the 2nd regular meeting of the fiscal year.
  1. Normal expenditures shall include, but not be limited to: printing, postage, post office box rental, taxes, floral arrangements, website expenses, and convention expenses.



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2. Club Show expenses which will normally also be paid from this account include, but are not limited to: lot expenses, food and drink, trophies, T-shirts, etc.
- (b) A receipt must accompany authorized reimbursable expenditures paid by members. The ledger for the checking account must verify each repayment.
- (c) No Club member will incur an obligation, debt or other liability in the name of the WCC without prior approval of the President or a majority of the members present at a regular or special meeting.

**Section 6.04 Club Dues**

- (a) Each member, including elected Officers, shall pay the specified annual dues to the Club Treasurer.
- (b) The specific amount of annual dues to be paid by each individual member shall be determined for the coming calendar year by the Board of Directors. The dues amount shall be the same for all members and shall not be increased or decreased for any member for any reason (age, length of membership, hardship, etc.).
- (c) Annual membership dues shall cover the entire calendar year (i.e., January 1st through December 31st), not the fiscal year.
- (d) Dues are required to be paid in full for the coming calendar year no later than January 1st.
  1. All dues not rendered by January 1st will be considered in arrears and membership will be suspended and recorded as such by the Treasurer as stipulated in Section 3.06.
  2. Any additional late renewal fee or penalty, as set forth by the Board of Directors, shall be paid by the members involved.
- (e) Honorary members shall not be liable for any dues.
- (f) New Members (including previous members who have let their memberships expire) that join or rejoin the club prior to September 1st will be charged the full WCC annual dues for the current calendar year.
- (g) New Members (including previous members who have let their memberships expire) that join the Club after September 1st shall, upon payment of the annual dues, receive membership for the balance of that year (up to 4 months) and the following full calendar year (12 months).
- (h) Dues, once paid, are fully non-refundable and not pro-ratable.

**Section 6.05 Officers Spending Authority**

- (a) The Officers are authorized by the Club to transact the official business affairs of the Club. This authority includes the power to approve contracts and the payment of club operating expenses.
- (b) The Officers of the Club have signature authority for accounts payable.
  1. All payables above \$500.00 require the signatures of two Club Officers, one of which shall be the Club President.
  2. All accounts payables above \$500.00 must be accompanied with an invoice or receipt and a voted approval from the Club.
  3. If a transaction is performed in cash, the ledger transaction must show signatures of two Club Officers.



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**Section 6.06 Special Assessments**

- (a) In order to help meet Club operating expenses, special assessments may be levied upon the membership when deemed necessary by the Board of Directors.
1. Assessment amounts shall apply equally to all Regular members, including Officers.
  2. A special assessment must be approved by two-thirds (2/3) of the members in attendance at the meeting at which it is voted upon.
  3. Any special assessment duly approved by the Club must be paid by each member to the Treasurer within thirty (30) days. Failure to pay the full assessment by the due date shall be cause for membership suspension in accordance with Section 3.06.
  4. Honorary Members shall not be subject to special assessments.
- (b) It is the expectation that special assessments be wholly infrequent and limited to unique and unforeseen circumstances only.



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**ARTICLE VII. CLUB MEETINGS**

**Section 7.01 Regular Club Meetings**

- (a) Monthly general business meetings shall be held on a regular basis on dates as agreed to by the Club membership, except in the case of inclement weather or other unforeseen circumstances.
  - 1. In the event a general monthly business meeting is canceled or postponed due to inclement weather or other circumstance, the President will reschedule the meeting as soon as possible.
  - 2. In such case, the Club Secretary shall ensure each member is notified via phone, email, and/or the Club website of the cancellation and the rescheduled date.
- (b) Club meetings may be held at any appropriate venue. All meetings should be held in Westchester County, NY to the maximum extent practical.
- (c) All members shall be notified by email, web, text messages and/or phone of any regular or special meeting.
- (d) All items pertaining to the business of the club shall be presented at this meeting.

**Section 7.02 Conduct of Meetings & Agenda**

- (a) Meetings shall be conducted in an orderly manner at the time and place designated.
- (b) Parliamentary procedure shall govern the conduct of said meetings. Absent any formal policy, rule, regulation or law to the contrary regarding the operations of the meetings and other business of the Board, for purposes of conducting the business of the Board at a regular, Special, Annual, or emergency meeting, the Board shall follow Robert's Rules of Order at any such meeting.
- (c) Any agenda item to be discussed must be cleared with the President and put on the agenda prior to the start of the meeting.
- (d) The order of business at a regular Club meeting shall be:
  - 1. Call to order by President
  - 2. Purpose of meeting
  - 3. Introduction of new members and/or guests
  - 4. Corrections, if any, and review and approval of the minutes of the previous meeting by the Secretary
  - 5. Treasurer's report
  - 6. Reports of Committees. Each Committee shall report all actions at the regular monthly business meeting.
  - 7. Old business
  - 8. New business
  - 9. Announcements
  - 10. Adjournment
- (e) All members in good standing are awarded one (1) vote on all matters brought before the membership at a regular business meeting/special meeting.
- (f) Non-member and family guests of members in good standing will be permitted to attend Club meetings only upon receiving prior approval of the Board. Requests to invite



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guests to Club meetings should be directed to the President of the Club no less than ten business days in advance of the meeting.

**Section 7.03 Special Club Meetings**

- (a) Special meetings shall be called by President whenever deemed necessary or upon written request of a quorum of the members as defined in Section 15.01(b).
- (b) Notice of a special meeting is to be sent to the general membership by the Club Secretary at least fifteen (15) days prior to the date of such a meeting.
- (c) A majority of the members present at the special meeting shall constitute a quorum for the transaction of business at that meeting.

**Section 7.04 Annual Club Meeting**

- (a) An Annual Meeting of the members shall be held during the month of November at such place and time as the Board may determine and direct for the specific purpose of the election of officers for the following calendar year.
- (b) The Annual Club Meeting may coincide with the November general meeting.

**Section 7.05 Club Meetings Held at Club Sponsor Facilities**

- (a) In consideration of maintaining a good relationship with the Club's sponsor(s), meetings conducted at the facilities of a Club Sponsor shall be conducted in accordance with the following specific rules and considerations:
  - 1. No drinking of alcoholic beverages is permitted on the premises of the Sponsor.
  - 2. No smoking is allowed within any part of the Sponsor building.
  - 3. Members should be respectful that the Sponsor is conducting business during the Club meeting and shall minimize disruption to the Sponsor's business to the maximum extent practicable.
  - 4. All efforts possible should be directed toward keeping the Sponsor premises cleaner than when the Club arrived.
  - 5. All furniture is to be returned to the original location at the end of each business meeting.
  - 6. No trash or other debris is to be left in the meeting area.
  - 7. All members should leave the Sponsor building and parking lot as soon as possible after adjournment of the business meeting in order to allow Sponsor personnel to close and lock the facility.

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**ARTICLE VIII. COMMITTEES & OUTSIDE COUNSEL**

**Section 8.01 Committees - General**

- (a) The Club President may from time to time at his discretion appoint such committees as he/she may deem necessary to properly carry on the work of the Club.
- (b) Standing Committees needed for long-term and on-going issues shall be considered to continue indefinitely until such Committee is no longer required.
- (c) The Board shall have the power to authorize the payment of specific expenses of any committee.
- (d) The Club President shall designate the Committee Chairperson.





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- (e) Term limits for Chairpersons do not apply; however, Chairpersons may resign their position, or be removed from their position for due cause(s), as determined by the Board.
- (f) Each Committee shall consist of a minimum of three (3) Regular Club members, including the Chairperson.
- (g) An authorized committee may request the formation of a sub-committee for complicated or detailed issues. Sub-committees need not be authorized by the Board.
- (h) Committee decisions shall be presented to the membership and shall require a majority affirmative vote in order to be implemented.
- (i) All committees should meet on a regular basis and are required to report progress updates at each monthly general business meeting.

**Section 8.02 Standing Committees**

The Westchester Corvette Club shall be organized into the following on-going committees ("Standing Committees") with the following stated purposes:

- (a) Finance Committee - Manages the finances of the Club including all donations.
- (b) Show Committee - Organizes & runs the Club's Spring & Fall Car Shows.
- (c) Event / Cruise Committee - Organizes Club group events, club participation in a car show, and cruises to interesting places.
- (d) Web Committee - Manages the Club's website and social media communications.
- (e) By-Laws Committee - Updates and maintains the Club's By-Laws.

**Section 8.03 Outside Counsel**

- (a) As the need may arise, as determined by the Board, outside accountants and counsel may be retained at the expense of the Club to perform the specific tasks that necessitate their retention.
- (b) Outside counsel shall be considered to be a person or persons other than a club Regular or Honorary member.
- (c) Club members shall only be permitted to provide counsel in their particular matter(s) of expertise on a pro bono basis without any remuneration by the Club.



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**ARTICLE IX. INDEMNITY, LIABILITY, AND INSURANCE**

**Section 9.01 Indemnity**

- (a) The Club shall indemnify each Club Officer against expenses actually or reasonably incurred in connection with any legal action, suit, or proceeding, whether civil or criminal, to which he or she may be made a party based on his or her actions in good faith as an Officer of the Club. Such indemnity shall not apply in cases of criminality, negligence, or malfeasance.

**Section 9.02 Personal Liability**

- (a) No Officer or Member shall be liable to the Westchester Corvette Club for any claims or damages resulting from any lawful acts taken by said Officers or Member acting on behalf of the WCC and within the scope of its organizational activities.
- (b) The WCC shall not be liable to any member for any claims or damages resulting from any lawful activity taken by said WCC as long as said activities are within the scope of these By-Laws and comply with the laws of the State of New York.



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**Section 9.03 Club Insurance**

- (a) At all times during the Club's existence, the organization shall maintain the following types of insurance policies in full force:
  - a. General Liability Insurance – covering Club events and runs
  - b. Director & Officer (D&O) Liability Insurance – covering the Club's Board
- (b) The WCC is authorized to purchase such liability and casualty insurance in such amounts as its Board of Directors deems reasonable and necessary.
- (c) The requirement for on-going liability insurance shall be in effect until such time as the Club is dissolved in accordance with Article XIII.
- (d) Any Officer or Member who has a claim covered by such insurance shall be limited in their total damages to the actual amount of insurance benefit and cannot seek a deficiency from the Club or its Officers and members.
- (e) The Club President shall ensure the Club maintains adequate liability and casualty insurance in effect at all times.

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**ARTICLE X. AMENDMENTS TO THE BY-LAWS**

**Section 10.01 General**

- (a) These By-Laws may be amended, altered, suspended, or repealed in whole, or in part, at a General or Special meeting of the members of the WCC by an affirmative vote of two-thirds (2/3) of the members present. Votes may be cast by proxy per Section 5.05.
- (b) Changes to these By-Laws shall be controlled by subsequent uniquely numbered revisions.
- (c) These By-Laws shall be reviewed on a minimum frequency of once every three (3) years to ensure relevance. These By-Laws shall be updated as needed based on this triennial review.
- (d) The By-Laws Committee shall be responsible for the maintenance of these By-Laws.

**Section 10.02 By-Law Amendments**

- (a) All proposed amendments to these By-Laws shall be made by submitting written notice of such amendments to the Secretary and the President, on or before the first of the month. The amendment must be in proper form and be reviewed, edited and/or corrected as necessary with concurrence of the sponsor of the amendment by the Board and By-Laws Committee.
- (b) Any Regular Member may also propose an amendment to these By-Laws at a General or Special meeting. The proposed amendment must be seconded. It must be then read and voted on at a following Special Meeting.
  - 1. If the amendment is not acted upon by the Board and By-Laws Committee within two (2) months, it shall proceed to the general membership at the next regular monthly meeting. The Secretary shall post the proposed amendment for membership review.
  - 2. The Secretary shall read the proposed amendment at the meeting and the membership may discuss the proposed amendment. Upon motion by the membership, the proposed amendment can be sent back to the By-Laws Committee for further review and revision. Once revision is completed, the



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proposed amendment shall be presented to the Membership for further discussion and vote.

3. The membership will vote at the next scheduled General or Special meeting after the reading of such proposed change.
- (c) All amendments, properly voted on and passed, shall be effective the date of the vote ("Effective Date of Amendment").

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**ARTICLE XI. STANDING RULES**

**Section 11.01 General**

- (a) A Standing Rule is a procedural item which requires a simple majority affirmative vote of the Club membership for adoption. Such item must be voted on at a regular business meeting. They do not need previous notice to the Club President to be added on the meeting agenda.
- (b) Standing Rules cannot involve an amendment or suspension of any part of these By-Laws.
- (c) Use of Standing Rules shall not be used to circumvent these By-Laws. Items of sufficient significance shall be addressed via the By-Laws change process (Article X.).
- (d) Standing Rules remain in effect until the Club rescinds them by a simple majority affirmative vote.
- (e) When the Club adopts such motions, whether or not they are meant to remain in effect for a lasting duration, the Club Secretary shall add them to a log entitled "Standing Rules", as follows:
  1. Each motion should be recorded in its final version as adopted and the date it took effect.
  2. If the rule is later rescinded, the Secretary should strike it out and make a notation when it was rescinded.

**Section 11.02 Suspending Standing Rules**

- (a) Standing Rules can be suspended or rescinded without previous notice, by a two-thirds vote, and a simple majority affirmative vote with previous notice.
- (b) The Club Secretary shall update the "Standing Rules" log book to reflect the action and date taken.

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**ARTICLE XII. ASSOCIATION WITH CHARITIES**

**Section 12.01 Charity Associations**

- (a) The Westchester Corvette Club is committed to supporting selected charities and non-profit organizations and entities.
- (b) Any Club member in good standing may present a charity / non-profit organization to be considered for support to the Board.
- (c) The decision on which charities the WCC chooses to support in any particular year and the amount to be donated shall be voted upon by the membership in a monthly general business meeting. A simple majority affirmative vote of the Club membership is needed for adoption.
- (d) The funds raised at a car show, event, or fundraiser shall be donated to the selected charity / non-profit organization in a timely manner.



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**ARTICLE XIII. DISSOLUTION OF CLUB**

**Section 13.01 Club Dissolution**

- (a) While its members' intent is for the WCC to continue in perpetuity, nothing contained herein shall prevent the future dissolution of this Club.
1. Club dissolution shall first require a unanimous vote by the Board of Directors to approve a written resolution to that effect.
  2. A copy of such written resolution, with the reason(s) for dissolution, shall be provided to each member of the WCC.
  3. A Special Meeting to vote on Club Dissolution shall then be scheduled. The membership at this Special Meeting will be required to ratify the dissolution resolution by a two-thirds (2/3) affirmative vote.
- (b) Upon final approval of dissolution by the membership, the WCC President and Secretary shall cause to be filed in the appropriate government offices notice of such consent by the membership.
- (c) Upon dissolution of the WCC, and after paying or making provision for the payment of all liabilities of the Club, the WCC shall dispose of all its assets exclusively for the purpose of the association in accordance with all applicable federal, state and local laws.
1. Assets may be dispersed by vote of the membership, or donated to a charity to be determined by the members, or dispersed in some other appropriate manner.
- (d) Following dissolution, proper notification shall be made to the Club sponsors, and all insurance contracts cancelled.

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**ARTICLE XIV. CONFLICTS**

**Section 14.01 Conflicts**

- (a) Any and all existing Constitutions and/or By-Laws, or parts thereof, of predecessor organizations of this Club are hereby annulled, repealed, and replaced.

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**ARTICLE XV. DEFINITIONS**

**Section 15.01 Definitions Used in These By-Laws**

The following terms used in these By-Laws are defined as follows:

- (a) Chevrolet Corvette - A passenger automobile manufactured by the Chevrolet Motors Division of General Motors Corporation since 1953. This includes any concept car presented as a Corvette or Corvette replacement. For club purposes, the automobile can be an original model, reproduction, restomod, or restoration (fully or partially restored, including multiyear restorations). It may consist of any level of modifications. The automobile must have a power train and be of actual scale.
- (b) Quorum - the minimum number of Club members that must be "physically present" at a Club meeting to make the proceedings of that meeting valid.
1. A Club Quorum consists of all of the following in attendance:



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- iii. Club Treasurer
- iv. A minimum of ten (10) Regular members in good standing.
2. "Physically present" is considered to be in person at the meeting location, or in live contact with the meeting location via phone or internet.
3. Every act taken or done at a meeting held with due notice at which a quorum is present shall be regarded as an act of the entire membership.
- (c) Simple Majority – more than half of the total number of Regular members physically present at a Club meeting.
- (d) Written Ballot - A written ballot election may be used in lieu of taking a verbal vote at a membership meeting. A written ballot election only should be used when membership action is not going to be taken at a meeting of assembled members, for example, as in the case of approving or disapproving a request for Waiver of Corvette Ownership. Unlike a written proxy, a written ballot may not be revoked once cast and the deadline may not be extended. A written ballot election is not considered a secret ballot election. The following procedure for written ballot elections shall be followed:
  1. The Club Secretary must provide a written ballot to every member entitled to vote on the matter. Only members in good standing are eligible to vote.
  2. The written ballot must set forth each proposed action and allow the member to vote for or against the action.
  3. The written ballot must indicate the time by which a written ballot must be received by the Club Secretary in order to be counted.
  4. The number of votes cast by written ballot must equal or exceed the quorum requirement for an actual meeting authorizing the action.
  5. The number of member approvals must equal or exceed the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.

**RATIFICATION**

**Revision: Draft #5**

**Whereas a favorable vote by two-thirds (2/3) of the membership present and voting at a meeting duly held has been obtained, these By-Laws are officially approved:**

**Ratified by the Club Membership on:** Sept 7, 2016 (Date)

**WCC Secretary:** [Signature] (Sign)

**The Secretary of the Club shall ensure a printed copy of these signed By-Laws is furnished to each Regular member of the Club.**



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**Amended March 7, 2017**

**Resolutions: Amendment of By-Law**

**New Logo**

**Old Logo**



Article X. Amendment to By-Laws:

**Section 10.02 By-Law Amendments**

(b) 2 At the March 7, 2017 meeting the secretary shall read the proposed amendment, "A motion to change the current logo to the new logo as presented." The Membership may discuss the proposed amendment or send it to the By-Law committee for review and revision. Afterwards, the amendment shall be presented to the Membership for discussion and vote.

**The membership voted unanimously in favor of this amendment.**

**The Secretary of the Club shall ensure a printed copy of these signed By-Laws is furnished to each Regular member of the Club.**

Vincent A. Quartararo

Secretary, March 7, 2017

# PLEASE FILE THE NEXT PAGE WITH YOUR BY-LAWS

## REVISED ARTICLE V. ELECTIONS SECTION 5.01 GENERAL SECTION 5.01B

### Amendment to By-Laws:

**At the last meeting Tim M. made a proper motion to amend Article V.  
Elections  
Section 5.01 General b) from**

Article V. Elections:

Section 5.01 General

- a) The WCC shall elect from its membership a President, Vice-President, Treasurer, and Secretary per Section 4.01 (a).
- b) The Term of each elected Officer shall be TWO years and span from December 1<sup>st</sup> to November 30<sup>th</sup>.**
- c) Elections shall be held by closed (secret) ballot during the **November general meeting**. November general meeting. Election ballots will be emailed. Send completed ballots to the exec. Committee.
- d) A majority vote of members in good standing is required for the election of each Officer.
- e) Newly elected Officers assume their positions as of December 1<sup>st</sup>.