

**PONCE INLET CORVETTE CLUB  
BY-LAWS  
EFFECTIVE 2016**

**ARTICLE I**

**Sect. 1 Name**

The name of the Club will be Ponce Inlet Corvette Club Inc., hereinafter referred to as "The Club" or as "The Non-profit Corporation."

**Sect. 2 Designation**

The Club shall be a non-profit corporation incorporated under the laws of the State of Florida with an IRS determination as a 501(c)7, social club.

**Sect. 3 Office of the Corporation**

The registered office of the non-profit corporation shall be at the address of the Ponce Inlet Community Center, 4670 S Peninsula Drive, Ponce Inlet, FL 32127

**Sect. 4 Purpose**

The purpose of The Club shall be to promote safe use and enjoyment of Corvettes and to share fellowship with club members, their families, and the local community. The Club should encourage trips, events, and social activities for its members.

**Sect. 5 Club Charities**

The Club supports organized charities only and does not donate to individuals. The Club may on occasion hold events that benefit and raise funds for these charities. All such events must be proposed to, and have prior approval of the Board of Directors of the Club.

No charity will be eligible to receive more than 50 % of budgeted charitable funds unless agreed upon by the majority of the membership present at the meeting.

Newly nominated charities should, if possible, make a formal presentation to the membership, addressing what their specific charity does and how any donated funds/goods will be used.

**ARTICLE II**

**Sect. 1 Membership**

Membership shall be open to any Corvette owner over 21 years of age and their spouse or significant other. Each membership shall have only one vote.

**Sect. 2 Application for Membership**

Application will be made on The Club Membership Form and given to the membership chairperson. The membership chairperson will forward all membership registration funds

to the treasurer.

### **Sect. 3 Continuing Membership Requirements**

Members who no longer own a Corvette will have six months to obtain ownership in another Corvette or forfeit membership in the Club. There will be no refund of dues to members who forfeit their membership under this section. Any member whose annual dues and fees are current is considered an Active Member.

If a club member resigns from the Club, that member will not be entitled to participate in any Club functions, until that member formally requests a new membership application. At that point, all new membership requirements must be once again satisfied.

### **Sect 4 Membership Expulsion**

Any member may be expelled for any infraction of The Club By-laws, rules, or such other causes as may be determined by the majority of the members present at the meeting as not being in the best interest of The Club.

Before such action is final, the member shall have the opportunity to submit in writing or in person his/her position on any charges stated. There will be no refund of dues when a member is expelled under this section.

### **Sect 5 Special Circumstance Membership**

Any member with at least 3 consecutive years active membership who no longer owns a Corvette may continue membership as a special circumstance member. This voting membership will pay regular dues and be eligible to hold office.

### **Sect. 6 Associate Membership**

On occasion, the Board may approve an Associate Membership for Sponsors, Dignitaries, persons, or other entities that have been, or will be, instrumental in the forwarding of the Clubs goals and objectives. Corvette ownership is not required for an Associate Membership. Associate Membership must be approved by a majority of the Board and may be rescinded at any time by a majority vote of the Board for any or no reason.

Associate Memberships will pay no dues, and will be in addition to the Regular memberships. They will not be considered one of the memberships.

Associate Membership will be for a period of one year and will run concurrently with regular memberships. They will expire December 31st of each year, and must be approved each year by a majority vote of the Board.

Associate Memberships will be afforded all the benefits of regular membership except the ability to vote and hold office. Associate Memberships may be recommended by any club member, but final approval must be by a positive vote of the majority of the Board.

## ARTICLE III

### **Dues**

Dues for membership will be proposed annually by the Club President and will be voted upon and approved by a majority of active members at the Annual Meeting. Annual dues are due and payable by the end of January.

Dues are non-refundable and non-prorated. New members joining after October first (1), or later, of the current calendar year shall pay dues at the time of joining for the new calendar year.

Membership shall lapse if annual dues are not paid in full by the February meeting.

## ARTICLE IV

### **Sect. 1 Meetings**

Monthly membership meetings will be held the third Thursday of each month; Board meetings, the first Tuesday of the month. Special meetings of the officers or members may be called by the President or a majority of the Board of Directors. Board meetings will be open to the membership with the exception of one board meeting per quarter that may be closed to the membership at the discretion of the President. The membership shall have no input at open board meetings unless specifically addressed by the board or the President opens the board meeting up to comments from the membership.

Annual Meetings will be held on the first Tuesday in December. In the event of a change of date, time, or place of the Annual Meeting, the Secretary shall notify each membership at least 15 days prior to the rescheduled date.

The Annual meeting will include, among other items, an election of officers. Sitting board members must declare their intentions to be re-nominated for their existing or a new position at the November meeting. Nominations for all board positions will then be accepted from the floor at the November meeting. Ballots will be prepared by the Club Secretary and voting for new officers will be by secret ballot at the annual meeting in December.

### **Sect.2 Member Quorum and Voting**

A quorum will consist of a majority present at the meeting. Each Active Membership is entitled to one (1) vote, either by "show of hands" or by secret ballot at the discretion of the presiding officer. However, voting for officers shall always be done by secret ballot.

Absentee ballots may be requested and submitted for election of officers. Absentee ballots will be provided by the Club Secretary a minimum of ten (10) days prior to voting. Ballots must be returned to the secretary clearly marked "BALLOT", three days prior to the annual meeting. Absentee ballots will be tabulated with all other ballots at the scheduled meeting applicable to the vote.

If a board member is either voted out of or resigns their position on the board, that person may not be nominated or elected to any board position for a minimum of two (2) years.

## ARTICLE V

### Sect. 1 **Officers**

Every two years at the Annual December meeting, the Active Members shall elect from its members a President, Vice President, Secretary, Treasurer, and Director at Large. Each officer is jointly designated a Director and will take office at the following January meeting.

The board of directors will consist of the officers and the immediate past president. The past president will be a non-voting member of the board.

### Sect. 2 **Term Lengths**

Officers are elected for a two-year term (January - December). There will be no term limitations. Board members may serve until they resign or get defeated by election when their two-year term expires.

### Sect. 3 **Vacancies**

Vacancies in an Officer position shall be filled by appointment by the Board of Directors to finish the remainder of the term.

### Sect. 4 **Removal and Resignation of Officers**

Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all voting memberships. The notice of a meeting of the members to recall a member or members of the Board of Directors shall state the specific Director( s) sought to be removed. Any such proposed removal of a Director at a meeting shall be made by separate vote for each Director sought to be removed. If removal of a Director(s) is effective at a meeting, any vacancies created thereby shall be filled by the members at that same meeting.

Any Director removed from office shall turn over to the Board of Directors within 72 hours any and all records of the Club in his/her possession. A Director may resign any time by delivering a written notice thereof to the Board of Directors or the President.

Such a notice is effective when the notice is delivered unless a later date is specified in the notice. The resigning Director shall within 72 hours of the official resignation date, turn over any and all records of the Club in his/her possession.

### Sect. 5 **Duties of Officers**

**President** -Shall preside at all meetings of the members and Board of Directors; perform all the duties and requirements associated with the office of President and CEO of the Non-profit Corporation; appoint committees as needed; maintain relationships with Sponsors, Community leaders, and other clubs and provide planning and strategies that support The Club's welfare and future success.

The President shall approve all cash distributions. The President shall ensure that all disbursements and deposits are documented and presented to the membership on a monthly basis. The president shall be an authorized signer for the club's checking account.

The President shall have custody of the Club's Records.

**Vice President** - Duties will include but are not limited to, presiding at meetings in the absence of the President and performing tasks to assist the President when requested. The Vice President shall be the liaison for the Club Sponsors and Club Charities.

**Secretary** - Duties will include but are not limited to, attending all meetings of members and directors and recording all minutes and votes. The Secretary shall keep an up to date record of all active members along with a list of members attending meetings.

In absence of the Secretary from meetings, a secretary pro-temp shall be chosen by the presiding Officer.

The Secretary shall issue, document and provide to the board and the membership the number of absentee ballots issued and received for the election of officers, charity selection, emergent charitable donations, club annual dues and proposed charitable Club events and their venues. The secretary shall tally all ballots and provide the results to the membership for each vote that is taken by secret ballot. The Secretary may select a committee to assist and oversee the ballot tabulation.

**Treasurer** - Duties will include but are not limited to, maintaining the club's checking account and all financial records, reporting on said records at each meeting, paying all club financial responsibilities on a timely basis, maintaining possession of the club checkbook.

The Treasurer shall present a general accounting of all club funds annually, at the January board meeting.

The Treasurer is responsible for creating and maintaining an annual budget for the Club.

The treasurer is responsible for filing the Annual Report of Incorporation with the State of Florida before May 1 of each year and for filing Form 990-N for tax-exempt organizations with the IRS before May 15.

The treasurer shall submit a written report no less than monthly of all receipts and disbursements to the board. The report shall be presented to the membership at the monthly general meeting and incorporated into the meeting minutes.

**Director at Large** - Duties will include but not be limited to meeting notification, dinner liaison, sunshine notification, and assisting other Board Officers when requested.

The Director at Large shall maintain an up to date inventory of all club equipment and support materials and their physical locations. The inventory shall be made available to any committee chair, event coordinator and the membership. An up to date inventory shall be presented, in writing, to the board and the membership on a semi-annual basis at the January and July general meetings.

## ARTICLE VI

### **Sect.1 Club Property**

Property and items purchased by The Club will be the sole property of The Club. Ownership of logos, artwork, or photos used in connection with, or to represent The Club, must become property of The Club and their ownership must be signed over to The Club prior to their use.

The Club President will file US Trademark and Copyright applications for all logos used. They will be registered solely in the name of The Club and any use, reproduction, or sale of these items without prior consent of the Board of Directors is strictly prohibited.

If The Club disbands, the property of The Club will be disposed of in accordance with the majority vote of Active Members present at a meeting called for this purpose. Nothing in the above statement will keep The Club property from being disposed of as Florida Law permits and/or dictates for a Non-profit Corporation.

## **ARTICLE VII**

### **Personal Liability**

All persons or corporations extending credit to, contracting with or having any claims against The Club, or the Officers, shall look only to the funds of The Club for payment of any debt, damage judgment or decree or any other money that may otherwise become due and payable to them from The Club or its Officers. Neither the members of The Club, nor the Officers, present nor future, shall be personally liable for any such contract, claims, debt, damage, judgment, or decree.

As protection against unforeseen liability claims arising from The Club's activities, the Officers of The Club are required to maintain, without lapse, reasonable Liability Insurance for the Active Members of The Club and its officers.

## **ARTICLE VIII**

### **Amendments**

Pending Board Approval, these By-Laws may be amended, repealed, or altered in whole or in part by presenting the change to the membership for two (2) consecutive meetings and a 2/3 vote of the general members in good standing in attendance at any regular or specially called meeting of the membership,