

Lakeshore Corvette Club

By-Laws and Code of Conduct

Revised _____

Lakeshore Corvette Club

By-Laws and Code of Conduct

LAKESHORE CORVETTE CLUB, INC. BY-LAWS and CODE OF CONDUCT as last amended and approved on

ARTICLE I – NAME AND ORGANIZATION

Section 1. The name of the Club shall be Lakeshore Corvette Club, Inc. (hereinafter the “Club”) a non-profit corporation.

Section 2. The Club shall consist of a Board of Directors (hereinafter the “Board”), elected Officers and appointed Committees as hereinafter defined.

ARTICLE II – OFFICE

Section 1. The mailing address of the Club shall be: Lakeshore Corvette Club, Inc., P.O. Box 8362, Holland, MI 49422-8362

Section 2. The street address of the Club shall be the mailing address of the current Treasurer.

ARTICLE III – MISSION and OBJECTIVES

Section 1. Mission Statement

To promote interest and ownership in the Chevrolet Corvette via collecting, receiving, learning, disseminating, and publishing information related to the Corvette Lifestyle. To support the establishment of an organization that will encourage others to participate in the ownership and education via Social and Philanthropy endeavors of the Club.

The objective of this non-profit Corporation is recited in part as follows: to promote through the ownership of the Corvette, the sport of and past time of safe touring in all its forms.

Section 2. Objectives

In order to fulfill the above objectives the following actions will be pursued: promote, sponsor, organize, and supervise Corvette outing and gatherings, meetings and other events whether touring or otherwise to offer prizes and awards in the respect thereof or make such arrangements and commitments as may be necessary for any such purpose and in the general carrying on of any business in connection therewith and inclusive thereof not forbidden by the State of Michigan (or any State that we elect to visit as a Club).

Section 3. Incorporation

The organization is incorporated under the laws of the State of Michigan and shall be known as the Lakeshore Corvette Club Inc., a non-profit 501(c)(7) Corporation.

501(c)(7) organizations are social or recreational clubs that must adhere to specific **IRS regulations** to maintain their tax-exempt status.

501(c)(7) organizations are primarily organized for pleasure, recreation, and other nonprofitable purposes and are typically funded through membership dues, fees, and similar charges paid by their members. Unlike donations to 501(c)(3) charitable organizations, contributions to a 501(c)(7) organization are **not tax deductible** for donors.

ARTICLE IV – MEMBERSHIP

Section 1. Membership in the Club requires ownership of at least one Corvette, except for Section 3.

Section 2. Membership Application

- a. All applications forms will be on the Club's website.
- b. Applicants must select the type of membership they are seeking: Section 3.
- c. The Membership Director will provide the following materials to applicants:
 1. Invitation Letter from the President.
 2. Overview of the Application Process.
 3. Application Form(s).
 4. A copy of the By-Laws and Code of Conduct, to be reviewed and signed by the applicant as a condition of membership as described in Subsection (d).
- d. Applicants must submit completed e-forms to the Membership Director. The By-Laws and Code of Conduct shall bear the applicant's signature and date signed which shall constitute evidence of the applicant's agreement to be bound by the By-Laws and Code of Conduct.
- e. The Membership Director will review the application to ensure completion prior to forwarding it to the Board for its review.
- f. The Board shall review each application received from the Membership Director to determine acceptance or denial. Acceptance requires an affirmative

vote of the Board members elected and serving equal to or exceeding that required for a quorum.

g. One copy of the application shall be returned to the applicant, and the original shall be retained by the Membership Director. If the application is approved as provided in Art. IV, Sec. 2(e), the applicant will be given a link to pay the required dues to become a member. The applicant will have 30 days to make payment, and if not paid within that period, the application will expire.

h. Following Board acceptance, each new member shall receive a new Club Member Packet, name tag, and National Council of Corvette Clubs, Inc. (hereinafter "NCCC") packet.

i. If an applicant joins the Club after September 1, in a given year, membership will be valid through December of the following year.

j. The application process described herein applies to Primary, Dual, and Dependent Memberships.

Section 3. Club Membership:

a. **Primary Membership** ... Any single person or couple having paid their annual Club dues as required will have met the requirements of membership. All will have the right to vote and hold an office. Includes NCCC membership.

b. **Dual Membership** ... This membership is available to non-Club members who are members in good standing of another Corvette Club that holds their membership in the NCCC. The Club application shall be submitted through the website, as identified in Section 2.

c. **Senior/In-Active Membership** ... Club members at some point may find it too challenging to get in and out of their Corvettes or may have sold their cars because of lack of use. The Board will acknowledge these members as Senior/In-Active Members for as long as they are able to attend and enjoy our fellowship.

d. **Honorary Member** ... Any person who has esteemed himself or herself to the Club, and who is approved by the Board to Honorary Membership status. Club members may nominate Honorary Member candidates to the Board for review and approval. Honorary Members are entitled to all Club membership privileges, except the right to vote or to hold office.

e. **Dependent Member** ... The child of any Primary Member or Dual Member who is between the ages of 16 and 21 years of age.

f. **Membership Dues** ... the Board will review and set Club dues for the next fiscal year by the August Club meeting, and dues must be paid by the end of the

October Club meeting to renew an annual membership for the next year. See Attachment A.

Section 4. Disciplinary Action Involving Members and Officers ... The Board shall have the right to suspend the membership of any member or suspend any Officer for any infraction or violation of the Club's By-Laws and Code of Conduct.

- a. Any member or Officer may be subject to disciplinary action, up to and including expulsion and/or removal from office. Infractions or violations of the By-Laws and Code of Conduct may result in a reprimand, a defined suspension for a specified period of time, loss of membership or removal from office, or other sanction(s) approved by the Board.
- b. A member or officer who violates any provision of the duly approved By Laws and Code of Conduct, conducts themselves in a manner unbecoming to the Club, or acts in a manner inconsistent with sportsmanlike behavior shall be deemed to have committed an offense against the Club and shall be subject to a reprimand, defined suspension, or loss of membership.
- c. Any member may file charges against another member or Officer, specifying the particular act(s) in the complaint. All charges must be made in writing and signed by the member(s) making the complaint. No anonymous complaints shall be considered or acted upon.
- d. Complaints shall be filed with the Membership Director. Upon receipt of a complaint meeting the requirements of this Section, the Membership Director shall:
 1. First, provide a copy of the complaint to the Board.
 2. Second, provide verbal notice by telephone or in person to the member or Officer against whom the complaint has been filed.
 3. Third, provide written notice via email or other means to the member or Officer against whom the complaint has been filed, as a follow-up to the verbal notification.
- e. A complaint meeting the requirements of this Section shall be presented at a meeting of the Board. The member or Officer against whom charges are filed may file a written/email response to the complaint, personally appear before the Board to answer the complaint, or both. The Membership Director shall ensure that the complainant and member or Officer receives written/email notice of the date, time, and location of the Board meeting. The complainant and member or Officer against whom charges are filed shall attend the meeting, and the Board may require any of them to testify.
- f. An affirmative vote of the Board members elected and serving equal to or exceeding that required for a quorum is required to determine whether the

infraction or violation is sufficient to recommend disciplinary action, up to and including expulsion and/or removal from office.

g. If the Board recommends disciplinary action, it shall convene a separate disciplinary review meeting to consider the complaint, response, and any other evidence it deems appropriate. The Board may impose any form of discipline it deems appropriate and proportionate to the alleged offense. An affirmative vote of the Board members elected and serving equal to or exceeding that required for a quorum is required to impose disciplinary action. The Board's decision shall be final.

h. After the conclusion of the disciplinary review meeting, the Membership Director shall communicate the Board's decision as follows:

1. First, provide verbal notice of the Board's final decision to the member or Officer against whom the complaint has been filed, in person or by telephone.
2. Second, provide written notice via email or other means to the member or Officer against whom the complaint has been filed, as a follow-up to the verbal notification.
3. Third, provide verbal and written notice of the Board's final decision to the complainant.

i. A member who is expelled and his or her spouse will lose all membership privileges immediately upon expulsion from the Club. An Officer who is removed from office shall forfeit all officer privileges and shall return all Club records and property immediately upon removal. The Board may, in its sole discretion, determine if re-application or reinstatement is appropriate at a future date. No prorated membership dues will be returned.

j. The Membership Director shall retain copies of the complaint, written response, if any, and all written notices provided in accordance with this Section.

Section 5. Nonpayment of Dues ... Membership shall automatically lapse for nonpayment of dues at the end of the calendar year that an individual was a member.

Section 6. Member Resignation. A member may resign by submitting an email notice of resignation to the Membership Director. Upon acknowledgement by the Membership Director, all membership privileges shall cease immediately.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The Officers of the Corporation, as identified in Art. VI, along with the immediate past President, shall constitute the Board of the Club.

Section 2. Board Meetings...

- a. The Board shall hold a minimum of 4 meetings a year. The President may call a special meeting at his or her discretion and may modify the sequence or schedule of Board meetings as deemed appropriate.
- b. Written notice of any Board meeting shall be issued by the President, who may designate the Secretary or other Officer to provide such notice. Notice shall be sent via e-mail to all Board members at least 7 days prior to the meeting, except in the case of a special meeting, which requires 3 days' notice.
- c. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.
- d. Unless otherwise specified in the By-Laws and Code of Conduct, official action of the Board requires a majority vote of Board members.

Section 3. A vacancy in any office within the Board during the fiscal year because of death, resignation, removal, disqualification or otherwise may be filled by appointment of the President for the balance of the unexpired term.

Section 4. Terms of Office and Leadership Continuity ...

- 1. The offices of President, Vice-President, Treasurer, Governor, and Publications/Webmaster Director shall serve staggered two-year terms.
- 2. The terms of office of the President, Treasurer, and Publications/Webmaster shall expire on December 31 in odd-numbered years, meaning 2027, 2029, and so on.
- 3. The terms of office of the Vice-President and Governor shall expire on December 31 in even-numbered years, meaning 2026, 2028, and so on.
- 4. All other officers shall serve one-year terms expiring on December 31.
- 5. There shall be no limit to the number of terms an officer may serve.

Section 5. Except in the event of a vacancy, officers shall be elected at the October meeting immediately preceding the expiration of their terms. Nominations shall be made in accordance with Article VI.

ARTICLE VI: OFFICERS

Section 1. The Officers of the Club shall consist of the following:

- a. President.
- b. Vice-President.
- c. Treasurer.
- d. Governor.
- e. Publications/Webmaster Director.

- f. Secretary.
 - g. Competition Director.
 - h. Membership Director.
 - i. Relationship & Community Coordinator.
- J. Any additional Officers deemed appropriate to carry out the business of the Club.

Section 2. The nomination and election process and duties of the Officers shall be as set forth in the By-Laws and Code of Conduct.

Section 3. Nominations ...

- a. Candidates for an office shall be nominated during the months of August and September immediately preceding the expiration of the applicable term of office.
- b. No nominations shall be accepted in October unless expressly authorized by the Board.
- c. The Board shall verify that each nominee is willing to serve. If an insufficient number of candidates is available to constitute a complete slate, the Board shall recruit additional candidates.

Section 4. Elections ... Officers shall be elected at the October meeting by the general membership. Each officer shall be elected by a majority vote of the members present and voting. All votes shall be cast by secret ballot. Voting by proxy or absentee ballot is prohibited.

Section 5. Job Description and Responsibilities of the Officers ... The duties of all officers are as provided herein.

- a. **President.** The President shall be the chief executive of the Club and shall have the following duties and responsibilities:
 1. Arrange and preside over all business at all general membership meetings and Board meetings at which he/she is present.
 2. Exercise general and active management of the business of the Club and ensure that all orders and resolutions of the Board and general membership are duly carried out.
 3. Exercise general powers of supervision and management customarily vested in the office of president of a corporation.
 4. Possess power of attorney for Club business, which may be delegated to any officer.
 5. Appoint committees as necessary to meet the needs of the Club.
 6. Maintain and develop relationships with appropriate sponsors, other car clubs and the community.

7. Provide planning and strategies that support and further the Club's welfare and future success.

8. Arrange for points winner prizes and present or have them presented by the appointed Officer at the February meeting.

9. Meet and greet visitors at meetings and events.

10. Work with the Governor to determine if NCCC insurance is needed.

11. Determine and arrange winter meeting locations.

12. Act as the third backup for waivers in the event the first or second is not available.

13. The President, along with the Board, shall serve as custodians of the Club's By-Laws and Code of Conduct, and shall review them on an annual basis to determine if there are any amendments necessary to reflect current operating practices. Each review date shall be documented on the cover page of the By-Laws and Code of Conduct to demonstrate that the President and Board are actively maintaining the By-Laws and Code of Conduct as a living document into the future.

14. Any further powers and duties as may be prescribed herein.

b. **Vice-President.** In the absence of the President, the Vice-President shall perform his/her Presidential duties and exercise his/her Presidential powers. The Vice-President shall also have the following duties and responsibilities:

1. Competition events involving the use of vehicles shall be under the direction of the Vice-President, as designated by and subject to the approval of the Club.

2. Supervision over the Chairperson(s).

3. Authority to serve as the secondary check signatory.

4. Preside at the Board and membership meetings in the absence of the President.

5. Assist all Board members as necessary, particularly but without limitation, the Event Chairperson.

6. Coordinate charitable activities.

7. Arrange a monthly activity during cruising season.

8. Act as the secondary backup for waivers in the event first is not available.

9. Meet and greet visitors at meetings and events.

10. Any further powers and duties as may be prescribed herein.

c. **Treasurer.** The Treasurer shall have the following duties and responsibilities:

1. Maintain custody of the corporate funds and securities, along with the philanthropic funds.
2. Maintain complete and accurate accounts for receipts and disbursements in the Club's Operational and Philanthropy ledgers as necessary, which shall be maintained as two separate accounts.
3. Deposit all money and other valuable effects in the name of the Club and record in the appropriate Club Ledger in such depositories as may be designated.
4. Render to the President, whenever requested, a full account of transactions as Treasurer and of the financial condition of the Club.
5. Obtain approval from the Board or its designated representative prior to the disbursement of any funds. All disbursements shall be supported by E-mail or e-form.
6. Annually prepare and file all required reports and forms, including but not limited to the State of Michigan Annual Report and Federal Form 990-N.
7. Exercise responsibility for all payments and the deposit of all funds.
8. Pay the Club's dues to NCCC and Michigan Region of Corvette Clubs (hereinafter "MRCC") as directed by the President or Vice President.
9. Maintain Club funds on deposit in a financial institution and maintain an Operational and a Philanthropy treasury record.
10. Provide monthly updates of the Club's finances at general membership meetings and through the Club newsletter.
11. Maintain a written record of all individuals authorized to sign on behalf of the Club and of all Club credit and debit cards, if any, and promptly report any changes to the President.
12. Collect all funds, including but not limited to rallies, car shows, and similar events.
13. Collect Club dues and forward ~~with~~ proper documentation to the President, Membership Director, Web Master and Governor.
14. Coordinate with the Event Chairperson regarding all event-related expenses.
15. Meet and greet visitors at meetings and events.
16. Any further powers and duties as may be prescribed herein.

- d. **Governor.** The Governor shall have the following duties and responsibilities:
1. Attend and represent the Club at all NCCC and MRCC meetings, or make such arrangements as are necessary to ensure Club representation at such meetings if unable to attend.
 2. Attend a minimum of three regional meetings in person or by proxy. The Governor shall receive a mileage allowance, calculated at the current IRS rate per mile, for mileage incurred in the performance of his or her duties.
 3. Represent the Club at the state level, MRCC, and NCCC, ensuring the Club remains in good standing with each organization.
 4. Prepare and present a written report summarizing the matters discussed at the NCCC Governors' meeting for inclusion in the Club's monthly newsletter.
 5. Maintain the Club's portion of the NCCC website including all required forms, membership records, insurance, sanctions, and related materials.
 6. Maintain and develop relationships with appropriate sponsors, other car clubs and the community.
 7. Collect all required event-related waiver signatures and maintain all executed waivers.
 8. Ensure that Club-sanctioned events, including their dates, times, and locations, are published in the Club's newsletter and announced or otherwise publicized at the membership meetings.
 9. Ensure that events sanctioned by other Michigan Region clubs are forwarded to the Publication Director/Webmaster for posting on the Club's website.
 10. Report to the NCCC, in a timely manner, the results of the Club's sanctioned competition events, including the participation and placement of any NCCC member.
 11. Arrange for NCCC insurance coverage as required for all events, and timely address all Club-related insurance inquiries.
 12. Order the Club's collector lapel pins in January of each year.
 13. Coordinate with the Membership Director to resolve any issues involving email addresses for Blue Bars Magazine.
 14. Meet and greet visitors at meetings and events.
 15. Any further powers and duties as may be prescribed herein.

e. **Publication Director/Webmaster.** The Publication Director/Webmaster shall have the following duties and responsibilities, which are adapted in part from NCCC By-Laws and Standing Rules:

1. Exercise responsibility for all aspects of the Club's information technology systems, both new and existing, including but not limited to the website, social media platforms, and email.
2. Maintain the Club's website, including but not limited to posting photos, Club-related events, and other events.
3. Coordinate with the Treasurer regarding all payments related to the Club's domain registration and website hosting.
4. Maintain all Club photos.
5. Maintain the Club's software.
6. Report to the President any misuse of the Club's website.
7. Meet and greet visitors at meetings and events.
8. Update and maintain the website regularly to ensure accuracy and timeliness.
9. Any further powers and duties as may be prescribed herein.

f. **Secretary.** The Secretary shall have the following duties and responsibilities:

1. Attend all meetings of the Club, including general membership and Board meetings, and record all proceedings.
2. Create, distribute, and maintain copies of all meeting minutes.
3. Exercise responsibility for all matters pertaining to creating, preparing, editing, and distributing the Club's newsletter.
4. Coordinate with the Governor to ensure that all Club-sanctioned events, times, dates and locations are included in the Club's newsletter.
5. Maintain a master copy of the Club's By-Laws and Code of Conduct for annual review by the President and Board.
6. Share relevant information with the Publication Director/Webmaster as necessary.
7. Meet and greet visitors at meetings and events.
8. Perform such duties as may be assigned by the President.
9. Any further powers and duties as may be prescribed herein.

g. Competition/Event Director. The Competition/Event Director shall have the following duties and responsibilities, which are adapted in part from NCCC By-Laws and Standing Rules:

1. Exercise responsibility for the conduct of all competition events, including Club-sponsored events and other sanctioned events.
2. Maintain all official results and standings.
3. Purchase awards using budgeted funds only after obtaining written approval from the President or Treasurer.
4. Perform all duties as required by the MRCC and NCCC.
5. Enforce all provisions of the NCCC Competition Manual under which all events are to be conducted.
6. Coordinate with the Event Chairperson as needed.
7. Inform members of all upcoming NCCC and MRCC events.
8. Record and maintain a complete record of all Club property, including but not limited to a description of each item and its location.
9. Provide assistance to the Governor as necessary.
10. Attend MRCC meetings as requested.
11. Meet and greet visitors at meetings and events.
12. Any further powers and duties as may be prescribed herein.

h. Membership Director. The Membership Director shall have the following duties and responsibilities, which are adapted in part from NCCC By-Laws and Standing Rules:

1. Maintain a database of Club members and maintain a membership roster.
2. Provide new members with the Club Member Packet, name tag, NCCC packet, and a copy of the By-Laws and Code of Conduct.
3. Forward all required documents to the Board in accordance with the By-Laws and Code of Conduct, including but not limited to new membership applications and complaints.
4. Promote membership in the Club.
5. Respond to membership-related inquiries submitted by prospective members.

6. Order and distribute name tags, and distribute any pins, patches, decals, or similar items to Club members.
7. Calculate and maintain a record of all activity points.
8. Issue reminders to Club members in January of each year that the NCCC membership will be coming in the mail.
9. Provide the cruise leader with a roster before each cruise event.
10. Meet and greet visitors at meetings and events.
11. Any further powers and duties as may be prescribed herein.

Relationship and Community Coordinator. The Relationship and Community Coordinator shall have the following duties and responsibilities: Such duties and responsibilities as

1. Aligns LCC functions with our mission, vision, and values.
2. Build a culture of achievement and respect with members and the community.
3. Helps set the tone for communication across the club.
4. Cultivates an emotional connection among the club as a whole.
5. Research and implement new culture initiatives to further develop the club culture.
6. Foster strong relationships with members.
7. Build relationships with community organizations and other Corvette Clubs to form strong relationships/partnerships.
8. Proactively addresses any issues within club relationships that ensure culture grows forward in alignment with our values.
9. Is in charge of sending birthday, and life event greetings.

Section 6. The Board may appoint such Agents as it deems necessary to facilitate the transition of Club business.

ARTICLE VII – MEMBERSHIP MEETINGS ...

Section 1. The Annual Meeting of the membership shall be held at the October meeting for the election of officers whose terms shall expire on December 31; reports of officers & committees and other such businesses as lawfully may come before the meeting.

Section 2. Monthly Meetings – regular monthly meetings shall be held on the second Tuesday of each month.

Section 3. Special Meetings – In addition to any provisions of the law, the President may call a Special Meeting of the members at any time deemed necessary. An attempt must be made to notify each member by phone or email at least 48 hours before the requested meeting.

Section 4. Notice of Meetings – notice of meetings shall be published in the Club’s monthly newsletter- the Lakeshore Waves. The email notice shall state the time, place, and date of each regular meeting.

Section 5. At all meetings of the members, the members present shall constitute a quorum.

Section 6. All actions, except proposed amendments to these By-Laws and Code of Conduct, shall be by a majority of the members present and voting. Voting by proxy or absentee ballot is prohibited.

ARTICLE VIII – COMMITTEES

Section 1. The President may, at any time, appoint one or more Committees on any Club related subjects.

Section 2. Two-thirds of the members of any Committee shall constitute a quorum for the transaction of business.

Section 3. Membership on any Committee shall be determined annually.

ARTICLE IX - FINANCIAL PROCEDURES OVERVIEW

Section 1. The Club Treasurer will conduct all financial activities with the club’s financial institution. Financial activities with the club’s financial institution usage will consist of (2) two checking accounts:

#1 Account will contain all Board approved financial transactions for Operational Expenses of receipts and disbursement of funds and recorded in Ledger #1-

#2 Account will contain all Board approved financial transactions of receipt and disbursement of Philanthropic funds and recorded in Ledger #2.

STEP BY STEP FINANCIAL PROCEDURES

- a. Receipts of all monies.
- b. Determine whether Operational or Philanthropic.

- c. If Operational, deposit monies and record in Ledger #1.
- d. If Philanthropic deposit monies and record in Ledger #2.
- e. In both Operational or Philanthropic, record in appropriate Ledger
- f. **Section 2.** Funds recorded in Ledger #1 (Operational) shall be used to exclusively for Board- approved Operational Expenses for the Club, including but not limited to:
 - a. Membership Dues;
 - b. Office Supplies;
 - c. Reimbursement of authorized travel expenses;
 - d. Rental of building, chairs and tables for events;
 - e. And other authorized Operational Expenses.

Section 3. E-Forms documenting the disbursement of operational funds shall include the following:

- a. Date of funds requested:
- b. Name and/or position of requester:
- c. Amount of funds requested:
- d. When funds are needed:
- e. Purpose of requested funds:
- f. Signature of Funds request approved by and date:
- g. Date of funding:
- h. Check number of funds disbursed:
- i. Signature of Treasurer: _____

Section 4. Funds recorded in Ledger #2 (Philanthropic) shall be used exclusively for Board-approved Philanthropic donations or commitments, including but not limited to the Board's annual charitable selection(s). On an annual basis, the Board shall review and approve the charitable organizations that will benefit from funds raised during that year. An example of such selections may include the following, along with targeted fundraising goals for each organization:

- a. Tech Scholarship
- b. Women in Transition
- c. Cars Against Cancer (funds raised for this org. are a 100% pass through)

All monies donated to the Club or raised through the Club's fundraising activities and events shall be deposited in the #2 Account and recorded in Ledger #2. The Treasurer

shall disburse designated funds solely for Board-approved philanthropic purposes, and all such disbursements shall be clearly identified as philanthropic in nature.

Section 5. E-Forms documenting the disbursement of philanthropic funds shall include the following:

- a. Date of funds requested:
- b. Name and/or position of requester:
- c. Amount of funds requested:
- d. When funds are needed:
- e. Purpose of requested funds:
- f. Signature of funds requested by and date:
- g. Date of funded:
- h. Check number of funds disbursed:
- i. Signature of Treasurer: _____
- j. Signature of Pres./V-P _____

All monies received and designated as philanthropic donations shall be used exclusively for Philanthropic purposes and shall not be applied to operational expenses. In the event of any uncertainty regarding the appropriate checking account or ledger in which such funds should be recorded, the Treasurer shall obtain direction and approval from the Board-designated Officer.

Section 6. Primary Member dues include NCCC membership with card and Club dues for the year.

Section 7. The fiscal year of the Club shall be from January 1 through December 31.

Section 8. The corporate books shall be audited annually by qualified Member(s) appointed by the Board.

ARTICLE X – PERSONAL LIABILITY (INDEMNIFICATION)

Section 1. All individuals or corporations extending credit to, contracting with, or asserting any claim against the Club shall look only to the funds and property of the Club for the payment of any debt, damage, judgement, decree, or any money that may otherwise become due or payable from the Club. In no event shall the officers or members of the Club, whether present or future, be personally liable for such obligations.

ARTICLE XI - AMENDMENTS

Section 1. Amendments of the By-Laws and Code of Conduct shall be governed by the following procedure:

- a. Members of the Club who are in good standing may propose amendments to the By-Laws and Code of Conduct by submitting a written proposal to the President and Secretary. Each proposed amendment shall identify and include the applicable Article, Section and proposed change(s). Upon receipt, the Secretary shall transmit a copy of the proposed amendment to the Board, and a copy of the proposal shall be included in the notice sent to the membership prior to the next meeting.
- b. The proposed amendment(s) shall be discussed at the next regularly scheduled meeting and voted on by members personally in attendance. Ballot voting shall be in accordance with the procedures set forth in Art. VI, Sec. 4 governing the election of Officers. Voting by proxy or absentee ballot is prohibited. If two-thirds (2/3) of the members qualified to vote cast their ballot in favor of the proposed amendment(s), the amendment(s) shall be approved and adopted.

Section 2. A general revision of the By-Laws and Code of Conduct shall be governed by the following procedure:

- a. Any proposed general revision of the By-Laws and Code of Conduct shall be presented to the Board for its review. The Board may approve, amend, reject, or table the proposed general revision.
- b. If the Board approves the proposed general revision, the Secretary shall distribute a copy of the proposed revision to the general membership at least 14 days prior to the next regularly scheduled meeting.
- c. The proposed revision shall be discussed at that meeting, which shall include an opportunity for members to pose questions regarding the proposed general revision. The proposed revision shall be voted on by members personally in attendance. Ballot voting shall be in accordance with the procedures set forth in Art. VI, Sec. 4 governing the election of Officers. Voting by proxy or absentee ballot is prohibited. If two-thirds (2/3) of the members qualified to vote cast their ballot in favor of the proposed revision, the revision shall be approved and adopted.
- d. Following the adoption of a general revision of the By-Laws and Code of Conduct, the Membership Director shall ensure that all members in good standing receive a copy of the revised By-Laws and Code of Conduct within 7 days following its adoption. Each member shall review and sign the revised By-Laws and Code of Conduct as confirmation of the member's agreement to be bound by it. The Membership Director shall collect and maintain copies of members' signed By-Laws and Code of Conduct.

ARTICLE XII - DISSOLUTION

Section 1. If for any reason the Club is disbanded, all property held in the Corporation's name shall be liquidated and converted to cash in accordance with the decisions made by the active members at the time of dissolution. After all Club liabilities have been paid, the

remaining cash shall be donated to a charitable non-profit organization chosen by those active members in the organization at the time of dissolution.

Section 2. Dissolution of the Club shall be in accordance with all applicable State of Michigan and Federal laws.

DEFINITION OF BY-LAWS AND CODE OF CONDUCT

By-Laws (definition) = Regulations, Ordinances, Rules or laws adopted by an Association or Corporation or the like for its government. Blacks Laws Dictionary - Fourth Edition.

Amendment (definition) = opens only specific sections to be changed for which has been given. Robert's Rules.

Revisions (definition) = opens the entire document to review and change. It involves rewriting the existing document and substituting a newly written document. Robert's Rules.

Signature **Date**