

SANTA CLARA CORVETTES BY-LAWS



WWW.SCCORVETTES.ORG

Revised August 6, 2014

ARTICLE I

NAME

The name of this *Club* shall be “Santa Clara Corvettes” (SCC).

ARTICLE II

INCORPORATION

The Club shall be incorporated as a *Not for Profit social and recreational* organization as defined under U.S. Internal Revenue Code section 501(c)(7) and abide by the corporate laws of the State of California.

ARTICLE III

PURPOSE

- A. To encourage interest in the ownership of the Corvette automobile and stimulate pride among the owners.
- B. To promote Club membership and favorable relationships with the general public.
- C. To exchange ideas, general information, technical data; to secure the latest technical information from the factory and other related sources relative to the Corvette and the Corvette owner.
- D. To support automotive competition in all of its various formats.
- E. To cultivate safe driving habits.
- F. To promote and facilitate social functions.

ARTICLE IV

MEMBERSHIP

- A. Membership Classifications
 - 1. Individual Member – Any person who meets the following requirements:
 - a. Shall be a Corvette enthusiast. Ownership of a Corvette is not required.
 - b. Must have submitted a properly completed membership application.
 - c. Must maintain a valid Driver’s License to participate in any Club function as a driver.
 - d. Must maintain Liability Insurance for any vehicle driven or shown at Club functions.
 - e. Must be current with all Club assessed fees and dues.

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- f. Must be a current member of the *Western States Corvette Council* (WSCC) or have submitted an application for WSCC membership coincident with the SCC membership application.
 2. Family Membership – defined as:
 - a. Individual Member’s spouse or significant other, and “Additional Family Members”.
 - b. Additional Family Members are defined as persons who are legal dependents of the Individual Member.
 - c. Additional Family Members use the same WSCC number as the Individual Member.
 3. Honorary Member – A person who has made outstanding contributions to the Club. Honorary membership shall be granted by a majority vote of the Members present at a Business meeting.
 4. Associate Member:
 - a. A current member of the WSCC who has not applied for Individual or Family membership in SCC.
 - b. A member of SCC who does not satisfy all the requirements for membership as set forth in Paragraph A.1, A.2, or A.3 of this Article.
 - c. Current sponsors of SCC.
- B. Admittance to Membership
1. A properly completed application form must be filed with the Membership Director. This form shall contain all the data necessary to satisfy the requirements constituting eligibility for membership in the Club as stated in this Article, Paragraph A.
 2. If after receiving the candidate’s completed application, there have been no objections voiced, the candidate is then admitted to full membership in the Club.
 3. Upon admittance into the Club the qualifying member shall receive the following:
 - a. A Club membership card.
 - b. A copy of the Club By-Laws.
 - c. Access to the SCC member roster through the *Members Only* section of the SCC website.
 - d. Subscription to the *First Class Glass* newsletter.
 - e. All related Club patches or decals as available.
[Note: only one of these might be available.]
 - f. All discounts relative to Club membership.
- C. Membership Renewal
1. Renewing members must submit their annual combined SCC and WSCC dues, and renewal forms are to be received by the SCC Treasurer by December 15th.
 2. If December 15th falls on a weekend, dues and forms are due by the following Monday.

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D. Entitlements

1. Individual Member – Entitled to all rights and privileges of this Club, to include but not be limited to:
 - a. Attend all Business meetings.
 - b. Vote on all Club matters.
 - c. Attend all Club events and activities at the member price.
 - d. Hold elective offices, hold appointive positions, and chair Club committees.
 - e. Serve on all official Club committees.
2. Family Members – Entitled to all the rights and privileges of this Club, equivalent to Individual Members.
3. Honorary Member – Is *not* entitled to *all* rights and privileges of this Club, but is entitled to the following:
 - a. An SCC membership card.
 - b. Attend all Business meetings.
 - c. Attend all Club events and activities at the member price.
 - d. Serve on all official Club committees.
4. Associate Member – Is *not* entitled to *all* rights and privileges of this Club, but is entitled to the following:
 - a. Attend all Business meetings.
 - b. Attend all Club events and activities at the member price.
 - c. Serve on all official Club committees.
5. Club Sponsors may receive a copy of the Club’s monthly newsletter, or may opt to view the newsletter on the Club website.

E. Denial of Membership

1. In the event the Membership Director or any other Board Member receives objections to the candidate from three Club members, either in writing or by voice, the Board of Directors must submit the applicant’s name before the membership to be voted upon before admission.
2. An applicant denied membership is to be informed of the fact, and also that such denial is without prejudice should the applicant like to reapply. In addition, the advance payment of initiation fees and dues are to be returned in full.

F. Dismissal of a Member may occur for any of the following:

1. Falsification of information on application for membership.
2. Failure to pay Club dues as set forth in Article V, Paragraph B.
3. Conduct detrimental to the best interests of the Club.

G. Procedure for Dismissal

1. Club members may submit a written request for dismissal to the Board of Directors. The designated member shall be informed by the Board of the contemplated action. The member then has the right to appear before the Board to answer the complaint. If the Board finds reasonable grounds for action, the request shall be brought before the membership. A majority vote of the total membership present at the general meeting is required for dismissal.
2. The Board of Directors shall have the authority to dismiss a member with a majority vote of the Board. This dismissal shall be announced at the following Business meeting. Club members shall have one month to voice their objections to this dismissal. A vote for dismissal shall be held at the next scheduled Business meeting. (This type of dismissal shall only apply in cases classified as “emergency” or “critical” situations.)

H. Procedure for Reapplying after Dismissal – Any member who has been dismissed from SCC shall be eligible to reapply as a new member after a period of one (1) year from the date of dismissal.

ARTICLE V

FEES

A. Initiation Fees

1. SCC initiation fees per the current fee schedule.
2. WSCC initiation fee per the current fee schedule.

B. Annual Dues

1. These fees are due per Article IV, Paragraph C.
2. Dues are to be stated on a fee schedule readily available to members and prospective members. It shall include the following classifications:
 - a. Individual Membership.
 - b. Family Membership.
 - c. Honorary Membership – An honorary member shall be charged no dues.
 - d. Associate Membership – An associate member shall be charged no dues.
 - e. Annual membership dues shall be subject to review and approval of the voting membership. Changes proposed at one scheduled general meeting shall not be voted upon earlier than the next scheduled general meeting. Voting authority for passage shall be 51% or greater of the membership in attendance. Dues increases shall become effective January 1st of the following year, with payment due per Article IV, Paragraph C.

C. Late Payments by Existing Members

1. Any members who have allowed their dues to become delinquent may reinstate their membership immediately after submission of membership forms and the payment of the annual SCC and WSCC dues (no *pro rata*) along with the current SCC and WSCC penalty fees.

- D. Special Fees – shall be assessed only when approved by a majority of the Regular membership in attendance at a Business meeting.

ARTICLE VI OFFICERS

A. Roster of Elective Officers

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Membership Director
6. Publications Director
7. Social Activities Director
8. Motorsports Director
9. Car Show Director

B. Roster of Appointive Officers

1. WSCC Representative
2. Webmaster
3. Historian
4. Points Chair
5. Hospitality Chair
6. Club Wear Chair
7. Others as the President deems necessary.

C. Duties of Officers

1. President shall:
 - a. Preside at all monthly Business and Board of Directors meetings.
 - b. Officially represent the Club.
 - c. Have the power to fill appointive offices.
 - d. Serve as Chairman of the Board of Directors.

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- e. Have the power to form special committees.
 - f. Be ex-officio member in all standing committees.
 - g. Ensure that the spirit and the letter of the By-Laws are preserved.
 - h. Secure a meeting place for all monthly scheduled meetings.
 - i. Issue participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.
2. Vice-President shall:
- a. Preside at Club meetings when the President is unable to attend.
 - b. Perform all duties as delegated by the President.
 - c. Coordinate all special committees as appointed by the President.
 - d. Maintain Club relationships and act as a liaison for all Club sponsors, including the recruitment of new sponsors.
 - e. Issue participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.
3. Secretary shall:
- a. Keep an accurate record of all proceedings of the Business meetings and Board of Directors meetings.
 - b. Ensure that the Business meeting minutes are published to the *Members Only* section of the Club website.
 - c. Ensure that the Board of Directors meeting minutes are published to the *Board of Directors Only* section of the Club website.
 - d. Assist any Board Member with correspondence.
 - e. Maintain custody of the By-Laws for the Club.
 - f. Update and reprint any changes to the Club By-Laws as necessary.
 - g. Maintain a repository of original Club documents and templates.
 - h. Submit an annual budget for secretary expenses at the January Board of Directors meeting.
4. Treasurer shall:
- a. Maintain the Club's accounting books, records, and bank accounts.
 - b. Be responsible for collecting, depositing, and disbursing Club funds.
 - c. Be responsible for the collection of all fees and dues.
 - d. Record in the accounting books all monetary transactions (cash inflows and outflows) that have been budgeted and approved by the Club membership.
 - e. Ensure that expenditures that have not been budgeted and approved have prior approval by the Board of Directors.

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- f. Present a verbal financial report to the general Club membership at each Club Business meeting, to include but not be limited to the cash balance in all bank accounts.
 - g. Present verbal and written financial reports to the Board of Directors at each Board of Directors meeting, to include but not be limited to the monthly bank reconciliations, monthly statements of cash flows, and comparison of actual versus budgeted amounts for the month and year to date.
 - h. Have available for inspection by Club members at each Business meeting and Board of Directors meeting the Club's financial reports to include but not be limited to monthly bank reconciliations and monthly statements.
 - i. At the January Board of Directors meeting, present an annual report of the prior calendar year's financial transactions.
 - j. Prepare and present an annual operating budget by February of each year.
 - k. Ensure the timely filing of all pertinent federal, state, and local tax forms as prescribed by law.
 - l. Maintain historical financial records and provide them to the Board of Directors upon request.
 - m. Pick-up and distribute all Club mail to appropriate Board Members.
 - n. Ensure that authorized signatories of checks drawn on Club funds shall be only the President, Vice-President, and/or the Treasurer. Electronic funds dispersals shall require the same number of authorized officer approvals as checks would require signatures.
 - 1. Checks drawn on Club funds for less than \$500.00 shall require one (1) authorized signature. This includes checks to member-owned DBA businesses.
 - 2. Checks drawn on Club funds for \$500.00 or more shall require two (2) authorized signatures.
 - 3. Checks drawn on Club funds for \$100.00 or more payable to an individual Club member shall require two (2) authorized signatures.
 - 4. Checks issued to any of the signatories above may not be signed by that signatory.
5. Membership Director shall:
- a. Promote membership through fliers, advertisements, social gatherings, or other selected methods.
 - b. Introduce any new members or prospective members present at any meetings or functions and answer any of their membership questions.
 - c. Meet with guests after their first attended business meeting to answer questions and encourage sign-ups.
 - d. Maintain a file of all applications as well as current membership rosters and prospective members.
 - e. Receive and verify all membership applications.

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- f. Maintain and distribute the “membership kit” upon acceptance.
 - g. Transfer membership fees to the Treasurer after candidate approval.
 - h. Submit a list of all new members to the Publications Director.
 - i. Send out Annual Renewal Reminders to all members.
 - j. Maintain and provide a record of members’ attendance points to the Points Chair.
 - k. Issue participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.
 - l. Submit an annual membership budget to the Treasurer at the January Board of Directors meeting.
6. Publications Director shall:
- a. Publish a monthly Club Newsletter and ensure distribution to the membership.
 - b. Maintain a file of any incoming hardcopy Club Newsletters that are *not* generally available for electronic download.
 - c. Ensure that all Club sponsors and the Club Historian receive a Club Newsletter each month.
 - d. Issue participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.
 - e. Submit an annual publications budget to the Treasurer at the January Board of Directors meeting.
7. Social Activities Director shall:
- a. Present social activities to the Board for approval; then upon approval, plan and coordinate functions.
 - b. Submit a tentative calendar of events monthly to the Publications Director for the newsletter.
 - c. Publicize social events by word of mouth, flyers, posters, or other means at the Business meeting, on the Club website, and through other suitable venues.
 - d. Submit an annual social budget to the Treasurer at the January Board of Directors meeting.
 - e. Issue participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.
8. Motorsports Director shall:
- a. Schedule and coordinate Club sponsored motorsports competition events.
 - b. Submit an annual motorsports budget to the Treasurer at the January Board of Directors meeting...
 - c. Compile Club-hosted motorsports results and submit them to WSCC per the WSCC Competition Code. Provide the results to the SCC Webmaster for posting on the Club website.

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- d. Issue competition and participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.

9. Car Show Director shall:

- a. Schedule and coordinate Club sponsored Car Show competition events.
- b. Submit an annual car show budget to the Treasurer at the January Board of Directors meeting.
- c. Compile Club-hosted car show results and submit them to WSCC per the WSCC Competition Code. Provide the results to the SCC Webmaster for posting on the Club website.
- d. Issue competition and participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.

D. Duties of Appointees

1. WSCC Representative shall:

- a. Attend all WSCC meetings or send an assigned representative.
- b. Report results of WSCC meetings at the next Club Business meeting and maintain a file of the minutes.
- c. Report the Club vote on WSCC issues either in person or by proxy at the appropriate WSCC council meeting.
- d. Provide the Club with the latest WSCC rules and regulations for the various forms of competition.
- e. Issue participation points in accordance with the Santa Clara Corvettes Year-End Point Structure document.

2. Webmaster shall:

- a. Plan, manage, control, revise, and update the SCC Web Site to communicate the mission and information of Santa Clara Corvettes to the WSCC clubs and other interested parties.
- b. Post the monthly Business meeting minutes to the *Members Only* section of the Club Website.
- c. Post the monthly Board of Directors meeting minutes to the *Board of Directors Only* section of the Club website.
- d. Establish links to other sites of mutual interest and promote sponsor advertising.
- e. Assist the Board of Directors in developing cost data for advertising on the site and advise of any needed changes to the site.
- f. Submit an annual budget to the Treasurer at the January Board of Directors meeting.

3. Historian shall:

- a. Make available all relevant information from the Club's earliest beginnings to modern day events, for the enjoyment of all Members, past and present.

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- b. Prepare a written history of the club and post it on the website.
 - c. Where possible, display club memorabilia at Corvette dealerships, Corvette related businesses, and the National Corvette Museum.
 - d. Manage the Club storage facility.
 - e. Submit an annual history activities budget to the Treasurer at the January Board of Directors meeting.
4. Points Chair shall:
- a. Collect points information from appropriate club officers in accordance with the Santa Clara Corvettes Year-End Point Structure document.
 - b. Maintain a cumulative data base or spreadsheet of member points.
 - c. Present updated results for member review at each business meeting.
 - d. Present accumulated results for year-end awards.
5. Hospitality Chair
- a. Shall make arrangements for refreshments at Business meetings.
 - b. Set up the Business meeting room.
6. Club Wear Chair – shall be responsible for all Club paraphernalia involving the Club logo including sportswear and other items.

ARTICLE VII
BOARD OF DIRECTORS

- A. There shall be a Board of Directors consisting of:
1. President
 2. Vice-President
 3. Secretary
 4. Treasurer
 5. Membership Director
 6. Social Activities Director
 7. Publication Director
 8. Motorsports Director
 9. Car Show Director
 10. Member at Large
 - a. Shall be the retiring President of the previous term of office. In the event the retiring President cannot fill this office, the office shall remain vacant.
 - b. Shall not be a voting member of the board.

- B. It shall be the duty of members of the Board of Directors to attend all meetings of the Board. Absence of a Director from two consecutive Board meetings, without a valid reason as determined by the majority of the Board, shall be considered a voluntary resignation from the Board. The vacancy of any office of the Board shall be filled by a special election per Article IX, Paragraph B.6.
- C. It is the responsibility of each Board Member to keep the President informed about all progress of their respective positions.
- D. For dismissal of a Board Member, refer to Article IV, Paragraph G, however, the Board member facing dismissal shall not be entitled to vote in self-review.
- E. No SCC Board Member may simultaneously serve on the board of any other Corvette Club, except for the WSCC.
- F. Upon agreement by the Board of Directors, it shall be possible to divide Board positions between a maximum of two members in order to ease the workload. Both members sharing a Board position shall have equal rights.

ARTICLE VIII

MEETINGS

- A. There shall be one Business meeting per month, falling on the first Wednesday of the month. All business requiring membership voting shall occur at this time.
 - 1. In the event that a meeting would coincide with a traditional holiday or a prescheduled Club event, the Board of Directors shall select an alternate day and notify the Club membership with at least a month's advance notice, if possible.
 - 2. In the event that the meeting facilities become unavailable on short notice, the Board of Directors shall arrange an alternate location and/or meeting date and notify the Club membership with as much advance notice as possible.
- B. Agenda of Business Meetings
 - 1. Introduction of guests
 - 2. Introduction of new members
 - 3. Reports
 - 4. Old business
 - 5. New business
 - 6. Announcements
 - 7. Adjournment
- C. There shall be a two-hour limit placed on all business meetings. An extension of the meeting must be agreed upon by a majority vote of the Regular members in attendance.
- D. The President may call Special meetings if deemed necessary.

- E. There shall be one mandatory Board of Directors meeting each month. By majority vote, the Board shall choose the day, time, and place of the Board meetings. Non-Board members may attend Board meetings by invitation only.

ARTICLE IX

ELECTION OF OFFICERS

- A. Nominations of Officers shall take place during the Business meetings held in October and November. The close of nominations shall take place during the Old Business of the November Business meeting. The incoming officers' terms shall commence with the January Business meeting.
- B. Method of Elections
 - 1. Election shall be by secret ballot, held at the December Business meeting, however, members are entitled to vote alternatively by *Absentee Ballot* according to Paragraph C of this Article.
 - 2. After the close of nominations, the President shall appoint non-candidate Board or Regular members to the Election Committee, who shall receive ballots and tally the votes for the December Business Meeting. Family members of candidates shall be barred from serving on the Election Committee.
 - 3. Election shall require a majority vote by the voting members in attendance, along with any properly submitted absentee ballots. If there are three or more candidates and a majority is not received, a runoff shall be held between the two candidates who had received the most votes.
 - 4. An individual may hold only one elective position at a time.
 - 5. Terms of office shall be one calendar year.
 - 6. A special election shall be called to fill any elective office vacated through resignation, incapacity, or dismissal, or through failure of the officer to fulfill the duties of the office. The person elected shall serve for the remainder of the term.
- C. Voting by Absentee Ballot
 - 1. Members who desire to vote for Officers by Absentee Ballot must request the Absentee Ballot from the Election Committee.
 - 2. An Absentee Ballot must be signed in writing and submitted to the Election Committee by postal mail (sent to P.O. Box 2634, Santa Clara, CA 95055) or by electronic mail (sent to Treasurer@sccorvettes.org). It must be received within the period from the close of the November Business Meeting to the day before the December Business Meeting.
 - 3. An individual vote on an Absentee Ballot is ignored if it is for a candidate who is not running on the December Business meeting Ballot, or if a reasonable person would find the vote to be illegible or indecipherable. Otherwise, the vote is counted as though the member were present at the meeting.

4. A member voting by Absentee Ballot may not vote in person for candidates on the Ballot.
5. A member voting by Absentee Ballot is not entitled to vote in a runoff election at the December meeting unless physically present.

ARTICLE X

MAJORITY

A. Board of Directors

1. Fifty-one percent (51%) or more of the members of the Board of Directors shall constitute a majority for the transaction of business brought before the Board.
2. Any action taken by the Board of Directors shall be upon the affirmative vote of the majority of the Directors present.

B. Regular Membership

1. Fifty-one percent (51%) or more of the voting members present at the Business meeting shall constitute a majority.
2. Any action taken by the members at a Business meeting shall be upon affirmative vote of those in attendance.

C. Substantial Change to Organization, Assets or Membership.

Any proposed action that would *substantially* change the Organization, Assets or Membership of the club must first be brought before the Board of Directors for review and recommendation. A notification of the proposed action must be posted to the SCC website for members' consideration at least 31 days prior to the next Business Meeting and a vote taken at that meeting requiring a 2/3 majority of the members present to pass.

ARTICLE XI

RATIFICATION AND AMENDMENTS

- A. The laws set down in these By-Laws shall become effective when ratified as per Article XI, Paragraphs B and C.
- B. A two-thirds (2/3) majority vote of the eligible membership present at a Business meeting is necessary for ratification of an amendment to the By-Laws.
- C. Proposed amendments shall be published in the newsletter and/or on the SCC web site and presented at the subsequent Business meeting for discussion. The vote on amendments shall be held at the following Business meeting after discussion.
- D. After acceptance, all amendments to these By-Laws take effect immediately.