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***CAPE FEAR CORVETTES***

***(CFC)***

***By-Laws***

***Wilmington, North Carolina***

***Revision 5, June \_\_, 2018***

***DRAFT***

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# CAPE FEAR CORVETTES (CFC)

## By-Laws

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### *PREAMBLE*

*The purpose of this document is to establish general operating guidelines for the Cape Fear Corvettes Club (CFC). These By-laws are subject to change at any time and as needed to support CFC operations and or the desire of its members.*

### ARTICLE I - NAME

1. The name of the club shall be: "Cape Fear Corvettes" hereafter referred to as CFC.
2. CFC shall be a nonprofit organization.

### ARTICLE II - PURPOSE

1. The purposes of CFC are:
  - a. Charity: Contributing to charitable organizations directly or through fundraising.
  - b. Education: Educating members about their cars and working on or driving them.
  - c. Fostering competition: Car shows, track events, driver's skills, etc.
  - d. *Others as agreed upon by the CFC Board of Officers and Directors and its members.*
2. CFC is formed to develop a sense of camaraderie, enthusiasm and loyalty among Corvette owners through the dissemination of technical and practical information, business meetings, and social activities (whether motoring or otherwise)

### ARTICLE III - LOGO

1. The CFC logo shall always contain the inscription "Cape Fear Corvettes" in one form or another.
2. The changing of the CFC logo shall be decided upon by CFC members and can only be changed with a majority vote of the voting members present at a business meeting.

### ARTICLE IV - CALENDAR YEAR

1. The calendar year for CFC will begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

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ARTICLE V - MEMBERSHIP

1. FULL MEMBERSHIP in CFC shall be restricted to:
    - a. Any persons having a legal ownership interest in a Corvette.
    - b. Persons eighteen (18) years of age or older.
    - c. A full member may attend all meetings and functions.
    - d. A full member may hold an elected office and may vote.
    - e. A full member of CFC who no longer owns a Corvette may retain his/her membership status indefinitely.
    - f. A full member may sponsor a maximum of 2 individuals for associate membership in CFC, at any given time, as outlined in "Associate Membership".
  
  2. ASSOCIATE MEMBERSHIP shall be restricted to:
    - a. A Full member's immediate family members to include spouses, sons, daughters, fathers, & mothers (legal guardian status assures equal status as an immediate family member). The family member must reside in the Full Member's household.
    - b. Persons eighteen (18) years or older.
    - c. An associate member may attend all meetings and functions.
    - d. An associate member may not hold an elected office.
    - e. An associate member will be able to vote.
    - f. An associate member will not be charged any membership dues.
  
  3. HONORARY MEMBERSHIP shall be:
    - a. The awarding of honorary membership shall be extended by majority vote of the CFC members present at a business meeting.
    - b. An honorary member may attend all meetings and functions.
    - c. An honorary member may not hold an elected office.
    - d. An honorary member may not vote.
  
  4. Persons wishing to join CFC as a Full or Associate member must submit a completed application and a signed disclaimer release with the applicable annual dues to any CFC elected officer.
    - a. Membership will not be determined on the basis of race, color, sex, religious preference or national origin.
  
  5. All membership terms are for a period of one calendar year, January 1<sup>ST</sup> through December 31<sup>ST</sup>.
  
  6. A Membership roster will be updated on a periodic basis and shall include each members name, address, phone number, and email address, *as appropriate*.
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- a. This information is to be used for the sole purpose of member information and use, and is not to be shared, published or sold to outside persons for any reason without explicit permission from each member on said list.
7. All members will be provided *access to* a copy of the bylaws upon request after their initial enrollment.

ARTICLE VI - ANNUAL DUES

1. Dues will be assessed and determined by CFC elected officers.
2. Annual dues are:
  - a. \$30 for Full membership for new members.
  - b. \$15 if joining with less than 6 months left in calendar year.
  - c. \$25 annual renewal if paid between January 1<sup>ST</sup> and March 1<sup>ST</sup>.
  - d. \$30 annual renewal if paid after March 1<sup>ST</sup>.
3. The amount of the dues *can be* changed with a majority vote of the voting members present at a business meeting.
4. The annual dues can only be changed on a yearly basis.
5. All membership dues are considered delinquent after March 1<sup>st</sup> of each subsequent year.
6. All membership dues will be collected at the time of membership application or renewal.
7. Annual dues are nonrefundable.
8. Membership and member privileges commence when dues are paid.
9. A delinquent member will lose the right to vote and any other specific duty or privilege including holding office.
10. *Additional* fees may be charged for events *and activities* for the purpose of *facility rental costs*, defraying expenses of awards, insurance, food, etc.

ARTICLE VII - VOTING

1. *Motions are generally used to establish consensus for changes to CFC operations or activities.* In order for a motion to be carried it must be approved by a majority vote of the members present *at a business meeting/event.*
2. A majority vote will be defined as any vote greater than fifty percent (50%) of the members present.

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3. The President will not vote unless there are equal votes and is reserved to be able to cast a vote to break a tie.
4. Every full member and associate member is entitled to one vote each.
5. Voting can be done by secret ballot or other means. The type of voting method used shall be determined by CFC elected officers.
6. Unless otherwise stated in these bylaws, a majority vote of those voting members present at a business meeting will carry a vote.

### ARTICLE VIII - MEETINGS

1. CFC will *typically conduct* one event or *business* meeting a month.
2. The *events*/meetings will be held at a location, date and time to be agreed upon by a consensus of the officers. The *event/meeting* locations will be determined in advance and *communicated* to *CFC* members allowing an ample amount of prior notice.
3. *Officers' or other special* meetings *may also* be held, *as needed*, at a time and place to be determined by the President *or other CFC Officer or Director*.
4. The President will *generally* preside at all meetings. In the absence of the President, the Vice President or other designated officer *or director* will preside.
5. The minutes of the prior business meeting will be published on the CFC website, e-mailed to members and/or read at the next business meeting.
6. The published minutes will stand as published unless changes are submitted in writing, to the President, prior to the next business meeting.
7. The minutes of the prior business meeting will be approved by a majority vote of the voting members present at a business meeting.
8. All members present at each business meeting will need to sign into the membership attendance log.

### ARTICLE IX - BOARD OF OFFICERS AND DIRECTORS AND ELECTIONS

1. The *CFC* Board of Officers and Directors (*the Board*) will consist of four elected officers and *three* directors:
  - a. Elected officers:
    - President
    - Vice President

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- Secretary
  - Treasurer
- b. Directors:
- *Membership*
  - Communications/Webmaster
  - National Corvette Museum (NCM) Ambassador
2. The term of office for officers will *generally* not be more than two full, consecutive terms.
- a. One term is considered one calendar year, as stated above.
  - b. After two consecutive terms, an elected officer may be nominated *for a different position than the previously held position* and serve a second set of terms.
  - c. If a replacement candidate for an office is not available, the term of the current office holder can be extended by a vote of the membership present at the December meeting. *Further, the number and length of terms of office may vary as needed to support CFC operations and or the desire of its members.*
3. Directors will be appointed by the officers and confirmed *by a majority vote of the members present at a business meeting/event*. Directors will be reconfirmed annually and serve without term limits until a successor is appointed.
4. Officers will *generally* be nominated in November, voted on in December, installed in office in January, and will serve for one calendar year.
5. Nominations for office will *generally* be made from the floor by the membership at *a* business meeting, or in writing to an officer prior to *a* business meeting.
6. Each officer will be elected by a majority vote of the voting members *present at the respective business meeting/event*. *The vote will be conducted* by secret ballot *or other appropriate method*.
7. If the office of the President becomes vacant for any reason during the calendar year, the Vice President *or other CFC Officer(s) may* assume the office/*duties* of President. *Alternately, the vacancy may be filled by an election for the remaining term*.
8. If the office of any of the other officers becomes vacant during their elected term, that vacancy *may* be filled by an election for the remaining term *or that vacancy's duties assumed by another officer(s)*.

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9. All major decisions shall be made *via motion (as described in Article VII - 1 above)* by the Officers and sent to the floor at the next *business* meeting/*event* to be voted on by the membership.
10. Daily operations of CFC will be carried out by the Officers, *Directors or other CFC members as required.*
11. *Urgent* decisions may be made by a majority of the Officers as long as the scope of the decision is *consistent with the CFC By-Laws*, must be made prior to the next meeting and is in the best interest of CFC.
12. *Contracts, agreements, partnerships, sponsorships and/or other similar arrangements that constitute a liability or commitment for CFC shall not be made* without the full agreement of the Board.

## ARTICLE X - OFFICER *AND DIRECTOR* JOB DESCRIPTIONS

*The job descriptions listed below represent typical duties and responsibilities commensurate with the office/position. These duties/responsibilities may be changed, shared or otherwise modified, at the pleasure of the Officers/Directors, to support CFC operations and the desire of its members.*

1. The duties of the President will include, but not be limited to:
  - a. Preside over all business and officer's meetings.
  - b. Appoint committees, as necessary, to meet the needs of the CFC.
  - c. Maintain and develop relationships with: Sponsors, General Motors, National Corvette Museum and Other Clubs.
  - d. Provide planning and strategies that support CFC's welfare and future success.
  - e. *Designate persons authorized to access CFC financial accounts.*
2. The duties of the Vice President will include, but not be limited to:
  - a. Preside at the officer and business meetings in the absence of the President.
  - b. Arrange & schedule monthly business and officer meetings.
  - c. Assist the President, when required.
  - d. Maintain physical asset inventory and control.
  - e. Coordinate charitable activities.
3. The duties Secretary will include, but not be limited to:
  - a. Keep the minutes of the business and officer's meetings and will submit same to the officers.
  - b. Maintain all written communications for CFC.
  - c. Maintain all officers' job descriptions.

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- d. Assume responsibilities of Communications/Webmaster in his/her absence.
  - e. Maintain CFC bylaws.
4. The duties of the Treasurer will include, but not be limited to:
- a. *Establish, maintain and reconcile the CFC financial account(s).*
  - b. Maintain an accurate accounting of all financial transactions.
  - c. Provide monthly financial statements.
  - d. Establish procedures for documenting and recording all transactions.
  - e. Develop an annual budget.
  - f. Responsible for all payments and deposits of funds, *except where authorization to conduct such transactions is granted to others.*
  - g. Keep said funds on deposit in a financial institution, with access to said account(s) by *other authorized persons.*
  - h. *Receive and deposit proceeds from the sale of merchandise and raffles.*
5. *The duties of the Membership Director will include, but not be limited to:*
- a. *Process and maintain all applications for membership.*
  - b. *Keep an updated membership list with all member information and provide same to all members as needed. This information will be used for CFC business only.*
6. The duties of Communications/Webmaster will include, but not be limited to:
- a. Maintain the CFC Web Site.
  - b. *Enter into agreements for a domain name, privacy protection and web hosting as appropriate/needed.*
7. The duties of the NCM Ambassador will include, but not be limited to:
- a. Maintain membership in and communication with the National Corvette Museum.
  - b. Inform CFC members of NCM activities, events, products, promotions, etc.
  - c. Promote participation, attendance and membership in NCM.
8. SPECIAL COMMITTEES may be *established* to help the elected officers accomplish any of the duties listed above, or helping with any special needs that CFC may require.



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ARTICLE XI - REMOVAL FROM OFFICE OR MEMBERSHIP

1. A request to remove *an individual* for conduct unbecoming an officer or member will be presented in writing to the officers of CFC.
2. The officers will appoint a committee, within 15 days of receipt *of the removal request*, to investigate the allegations.
3. Copies of the *removal* request and charges must be presented to the accused within 15 days of receipt.
4. The committee will investigate and report to the officers of CFC within 30 days *following its appointment*.
5. The findings and recommendations of the investigating committee must be reported at the first business meeting/*event* following *submittal of* the report to the officers.
6. Removal will only be accomplished by a majority vote of the voting members present at the *respective* business meeting.
7. At the conclusion of the investigating committee's report, the committee will be dissolved.
8. Any member that has been expelled (*removed*) shall remove themselves from the organization, be denied all organizational privileges, not vote, not attend meetings, not hold office or have any voice whatsoever in the affairs of CFC.
  - a. He/she will have no rights to represent the organization in any capacity.
9. Any member that has been expelled may be reinstated by majority vote of the Board of Directors. All *expelled* members must reapply for membership in accordance with the CFC bylaws. There will be no waivers, and all requirements must be met.

ARTICLE XII - PROPERTY AND FINANCE

1. The fiscal year is defined as January 1<sup>st</sup> through December 31<sup>st</sup>.
2. Property and items purchased by CFC will be the sole property of the CFC.
3. If CFC disbands, the property and financial assets of CFC will be disposed of in accordance with the majority vote of the voting members present at *the respective* business meeting/*event*.

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ARTICLE XIII - EXPENDITURE OF FUNDS

1. The President and Treasurer together have authority to approve expenditures up to \$250 without other Officer's approval.
2. The Officers together have authority to approve expenditures up to \$500 without CFC membership approval.
3. Expenditures more than \$500 require approval of the majority of voting members present at the CFC *business* meeting/*event* when the expenditure is proposed.
4. No part of the net earnings of CFC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that CFC shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the bylaws.
5. CFC members may be compensated under certain circumstances for services rendered or *reimbursed for* expenses incurred, but will not receive regular compensation (ex. a salary).

ARTICLE XIV - LIABILITY

1. All persons or corporations extending credit to, contracting with or having any claim against CFC, or its Board of Directors, shall look only to the funds and property of CFC for payment of such contract or claim or for payment of any debt, damage, judgment or decree, or any other money that may otherwise become due or payable to them from CFC.
2. Members of the CFC, the Board of Directors, present or future shall not be held liable personally.
3. All members and prospective members will sign the "Disclaimer release" General Release and Indemnification Form. General Release and Indemnification signature is mandatory to maintain good standing in CFC.
4. Annually, the President will review and implement changes to the "Disclaimer release" indemnification form(s) as needed.

ARTICLE XV - AMENDMENTS TO THE BYLAWS

1. Amendments to the bylaws will be by a 2/3 vote of the voting members present at a business meeting.
2. Amendments to the bylaws will not be voted on until the meeting following publication of the proposed amendments.

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### ARTICLE XVI - CONDUCT

1. Participants should remember that the CFC events *and activities* are to be conducted in a sporting spirit; that all events *and activities* are organized and managed by amateurs who cheerfully give their time to do their best.
2. Those participating in CFC events *and activities* are expected to conduct themselves in a professional manner and abide by all local and state laws.
3. No illegal substances shall be consumed during any CFC event *or activity*, or while an active member is representing CFC, as CFC encourages family participation in all events.
4. When traveling in a convoy, participants are expected to abide by all local and state laws.
5. Failure to comply with Articles of Conduct may result in disciplinary action, up to and including *removal (ref. Article XI above)* from CFC.

### ARTICLE XVII - AFFILIATIONS

1. CFC will not be solely sponsored by any one vendor, private, public or corporate organization.
2. Liaisons will be created with organizations to promote CFC membership and CFC activities as directed by the Board.

### ARTICLE XVIII - PARLIAMENTARY AUTHORITY

1. The current edition of Robert's Rules of Order shall *generally* govern CFC in cases to which *these rules* are applicable and in which they are not inconsistent with these bylaws and any special rules of order CFC may adopt.