

CONSTITUTION & BYLAWS

NORTH TEXAS CORVETTE CLUB, INC.

DENTON, TEXAS

1 November 2021

ARTICLE I

SECTION 1.1 REGISTERED AGENT

Tom Prohaska

8901 Grandview Dr

Denton, Texas 76207

Name: North Texas Corvette Club, Inc. (NTCC)

SECTION 1.2 REGISTERED OFFICE

Location: 8901 Grandview Dr., Denton, TX 76207

SECTION 1.3 HUMAN RIGHTS LAW

The NTCC and its members shall at all times observe all federal, state, and local human rights laws, regulations and ordinances applicable to any NTCC activity, procedure, or practice. No person may be refused membership, denied office, or be prevented from participating in any activity because of any fact or circumstances which would identify that person as one of a protected class of individuals under the human rights laws, regulations or ordinances of any governmental jurisdiction where that person resides or in which that NTCC conducts business.

ARTICLE 2

SECTION 2.1 CLUB NAME

The name of the club shall be the North Texas Corvette Club, Inc. (NTCC)

SECTION 2.2 PURPOSE

The general purpose of this club shall be: To operate as a non-profit corporation as set forth in the Texas Business Organizations Code. The purpose of the club is to encourage planned excursions, events, social activities, exhibitions and charity events for Corvette owners.

SECTION 2.3 DURATION

Perpetual

SECTION 2.4 MEMBERSHIP

Membership in this club shall be open to Corvette owners. Classes of memberships are:

2.4.1 Regular member:

A member in good standing who, having paid dues to date, is a whole or part owner of a Corvette and who holds a valid driver's license.

2.4.2 Honorary member:

Any person who has earned the esteem of the club and by majority vote at a regular business meeting is bestowed this honor. Dues for this member are waived and no voting rights are granted.

SECTION 2.5 DUES

The dues for membership will be set forth annually, voted upon and approved by a majority of members at the regular December meeting. Dues are non-refundable and not prorated. New members joining on or after October first shall be considered paid for that year and the following year. Dues are paid on a calendar year basis and shall be due within 60 days of the start of a new calendar year.

SECTION 2.6 REMOVAL OF MEMBERSHIP

2.6.1 Membership will lapse if dues are not paid in full after 60 days from the beginning of the calendar year.

2.6.2 Any member may be removed from club membership for the following offenses: conduct detrimental to the club, acting in a criminal or reckless manner either in the operation of a Corvette during a club activity or willfully exposing the club or other members to legal action.

2.6.3 A request to remove for conduct unbecoming an officer or member will be presented in writing to the board members of the club.

2.6.4 The current president will promptly appoint an Investigative Committee, (made up of 3 people from the general membership) to investigate the allegations. In addition, the past President will appoint 2 members from the general membership to sit with the Board (herein referred to as Membership Decision Board) to hear and vote on the findings and recommendations from the Investigative Committee.

2.6.5 The Investigative Committee will investigate the allegations and report findings and recommendations back to the Membership Decision Board within 30 days.

2.6.6 Removal will only be accomplished by a majority vote of the Membership and decision of the Board members as presided over by the senior past president. This removal will be permanent.

2.6.7 At the conclusion of the Investigative Committee's report, both the Investigative and Membership Decision Board committees will be dissolved.

2.6.8 Members removed under section 2.6 shall be permanently ineligible for reinstatement.

2.6.9 The North Texas Corvette Club takes the confidentiality of individual membership information seriously; therefore, the dissemination of ANY membership information without express approval of the Board of Directors is strictly prohibited. Failure to adhere to this by-law will result in the individual(s) responsible to be dismissed from the North Texas Corvette Club as prescribed by "Removal of Membership – Section 2.6.2" of the North Texas Corvette Club by-laws.

SECTION 2.7 RESIGNATION

Resignation shall be accepted provided that the resigned holds no club property. Letter notice to the secretary is required. The club officers are responsible for legal action, if any, in the case of substantial loss of club property.

SECTION 2.8 VOTING RIGHTS

One vote per member in good standing

2.8.1 ABSENTEE MEMBER VOTING

Absentee Member voting may ONLY occur in the form of a SIGNED/DATED handwritten vote OR from members email address to any member of the Board. Other methods are invalid!

ARTICLE 3

SECTION 3.1 ELECTED OFFICERS

The club shall elect from its membership in good standing, vice-president, secretary and treasurer.

SECTION 3.2 EXECUTIVE Committee

The Executive Committee will be comprised of the three past presidents and the current NTCC president. The current NTCC vice president, and the current NTCC Treasurer shall be non-voting members of the Executive Committee. Each retiring president shall accede to a three year Executive Committee term. The senior past president shall act as the chairman of this board and have signature authority for signatures of binding contracts for the club.

SECTION 3.3 OFFICER NOMINATIONS

Nominations shall be submitted by members to any officer on the Executive Committee at any time within 2 months of the scheduled nomination and announced during the February meeting.

SECTION 3.4 ELECTIONS

Election shall take place at the March regular meeting through paper or electronic ballot. The ballots shall be collected by the vice-president, counted by the president and one member-at-large (who is appointed by the president), witnessed by the Executive Committee, and recorded by the secretary. Only paid-up members (as certified by the Membership chairperson) are permitted to vote. Voting may be either by paper ballot or by a club designated electronic ballot but not both. The ballot type decision will be made by the Executive Committee.

SECTION 3.5 FAILURE TO COMPLETE TERM

Office vacated for any reason will be filled by the Executive Committee by appointing a member in good standing for the remainder of that year.

SECTION 3.6 ELECTION TERMS

All elected officers will serve a one-year term, with the exception of the Treasurer who will serve a two year term, or until their successors have been elected and may not exceed three years. The vice-president may not run for re-election. No active member shall hold more than one elected officer position.

SECTION 3.7 ELECTED FAMILY MEMBERS

Only one member per family may serve in an ELECTED capacity during any term.

ARTICLE 4

SECTION 4.1 DISCHARGE OF DUTIES

Duties of the officers will include, but not be limited to:

The North Texas Corvette Club provides a variety of ways members can contribute to the leadership and governance of the Club. Members filling these positions must be in good standing.

These include:

- **Elected Positions** – positions nominated, voted and elected by NTCC members
- **Appointed Positions** – volunteer positions not required to be filled through an election
- **Executive Committee** – governance oversight of the NTCC (at least 3 members)

The specific responsibilities and duties of the above officer roles are maintained in a separate document entitled “**NTCC Leadership Roles and Responsibilities**”.

ARTICLE 5

Section 5.1 Meeting Definition, Time and Content

5.1.1 Club business meetings shall be the first Friday of each month.

5.1.2 The business meeting shall be separate from the activities meeting

5.1.3 Meetings will be held at James Wood AutoPark so long as facility and sponsorship remains significant. Executive Committee approval must be obtained for business meetings to be held elsewhere. Permanent change requires a majority vote of the membership.

ARTICLE 6

Section 6.1 Expenditure of Club Funds

6.1.1 All reimbursable expenses and normal operating club expenses shall be submitted to the Treasurer for payment with appropriate receipts and documentation.

6.1.2 Expenditures greater than \$500.00 for a single line item will require two signatures by members of Executive Committee independent of the expenditure.

ARTICLE 7

SECTION 7.1 CHARITABLE ASSOCIATIONS

7.1.1 The Executive Committee shall be responsible for identifying which charitable organizations will receive donations for benevolence for a three year term

7.1.2 Organizations identified by the Executive Committee for donations shall be approved by two-thirds vote of members in good standing at a monthly business meeting.

7.1.3 The National Corvette Museum shall be a permanent recipient of NTCC Charitable Donations

7.1.4 Every three years, prior to the Executive Committee review, the general membership shall have an open forum to recommend charitable organizations for benevolence

ARTICLE 8

SECTION 8.1 INDEMNITY

The club as incorporated shall indemnify all elected officers and directors against expenses, which arise from any legal action, civil or criminal, for his or her good faith actions on behalf of the club.

ARTICLE 9

SECTION 9.1 CLUB PROPERTY

All property shall be disposed of in accordance with Section 22.304 of the Texas Business Organizations Code. In no case should any individual benefit from the dissolution. Assets are to be donated to the club charity of choice, assuming compliance of the aforementioned act.

ARTICLE 10

SECTION 10.1 AMENDMENTS TO BY-LAWS

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

ARTICLE 11

11.1 Members are not to market items through the club other than club sponsored items

ARTICLE 12

Club Treasurer is to provide a yearly (Jan 1st-Dec 31st) financial summary to be made available to club officers and members by February 1st. Club Treasurer is to submit IRS tax information as prescribed by 501(c)7 requirements by April 1st of each year.

REVISION HISTORY

REVISED MAY 2007

REVISED MARCH 2012

UPDATED JANUARY 2016

UPDATED APRIL 2017

UPDATED JANUARY 2019

UPDATED FEBRUARY 2020 – Approved March 2020

UPDATED AUGUST 2020

UPDATED NOVEMBER 2021- Approved January 2022