

BYLAWS OF
CORVETTES OF BAKERSFIELD, INC.

THIS CORPORATION IS A NONPROFIT MUTUAL BENEFIT CORPORATION 501(c)(7) (EIN:77-0297679, California Corporation C1682650) established under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which this corporation is allowed by such law and purposes as specified in its Articles of Incorporation ("the Articles").

ARTICLE I OFFICES

Section 1: PRINCIPAL ADDRESS

The Board of Directors shall fix a principal address of the Corvettes of Bakersfield, Inc. (the "Club") within the greater Bakersfield metropolitan area, County of Kern, State of California.

Corvettes of Bakersfield, Inc., P.O. Box 22065, Bakersfield, CA 93390-2065.

Section 2: CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The corporation's Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

_____	Dated:_____
Address	
_____	Dated:_____
Address	
_____	Dated:_____
Address	
_____	Dated:_____
Address	

ARTICLE II OBJECTIVES AND PURPOSE

Section 1: GENERAL PURPOSE

The primary purpose of the Club is for the pleasure and recreation of its members. The Club promotes private and public interest in Corvettes, arranges social activities and Club functions. The Club also promotes and assists charitable organizations in conjunction with "Corvettes of Bakersfield Charity," our affiliated 501(c)(3) corporation.

Section 2: SPECIFIC PURPOSE

To encourage interest in the ownership of the Corvette, to stimulate a sense of pride of ownership by Corvette owners, to organize and promote Corvette related activities with other car Clubs, to promote and enhance the Corvette's public image, to disseminate information regarding the advantages of ownership of Corvettes, and to obtain increased benefits and services for the Corvette owner.

ARTICLE III MEMBERSHIP

Section 1: MEMBERSHIP Membership dues classes are Individual, Couple (spouse, partner, other family member), and Associate. Each regular member shall meet the requirements of this Article and shall be entitled to all rights and privileges of membership. The membership year is July 1st to June 30th of the following year.

- A. **REGULAR MEMBERSHIP:** Applicants must be the registered owner of a Corvette; be over the age of 18; have a valid driver's license; provide proof of current auto insurance coverage for public liability and property damage; must be in good standing with the club, and submit an application for membership with the appropriate fee to the Membership Director. Current members that no longer own a Corvette retain their full membership rights for the rest of the current membership year.
- B. **ASSOCIATE MEMBERSHIP:** Open to current or past members who no longer own a Corvette and to family members of current members who are not Corvette owners, subject to approval by the Board of Directors. Associate members do not have voting rights and may not serve as a Club Officer unless approved by the Board of Directors
- C. **SPONSOR MEMBERSHIP:** Current sponsors, donors and advertisers are considered honorary Club members without any right of participation.

Section 2: MEMBERSHIP ACCEPTANCE

Applicant, after complying with Article III, Section 1A, and after successful review by the Board of Directors, membership will be granted and announced at the next general membership meeting by the Membership Director.

Section 3: MEMBERSHIP DUES

Annual membership dues levels for the following membership year are set by the Board of Directors each May. Membership dues are due and payable by June 30th and are delinquent if not paid by July 31st. Memberships that are renewed after August 1st pay the new member rate.

Section 4: MISCONDUCT OF A MEMBER

Members may be dismissed from membership for good cause as determined by the Board of Directors. Good cause may be based on but need not be limited to: falsification of information furnished on the application for membership, any act detrimental to the welfare of Club members or others, any action that reflects adversely on the image of the Club, any violation of Bylaws or rules regarding Member conduct at Club events or Club meetings.

Members who may be subject to this provision shall be provided a written statement of the charge or charges against them, as well as any related document or documents, and shall be provided an opportunity to request a hearing before the Executive Committee of the Board of Directors. The request for a hearing must be given to the Club President within 15 calendar days of the date on the statement of charges. The Member is entitled to have a representative of their choice present at the hearing. The Member or representative may respond in writing instead of requesting a hearing before the Executive Committee. In the case that no hearing is requested, or no written response is provided, the matter will be reviewed by the Board.

If a hearing is requested, it shall commence within 15 calendar days unless a later date is agreed to by the Member or representative and the Executive Committee. The hearing shall be chaired by a member of the Executive Committee who shall be designated as the Hearing Officer. The Member or representative shall be provided an opportunity to offer testimony or evidence to refute, rebut and defend against the charges. The hearing is closed to all non-participants. Following the hearing, the Executive Committee shall provide a report and recommendation to the Board of Directors for its review at a regular or special Board meeting.

If a sanction is recommended, a two-thirds vote of the Board is required in order to refer the matter to the membership for a decision. If the matter is referred to the

membership, it shall be presented to the regular membership at its next regular meeting. Any action taken by the membership requires a two-thirds vote of the members present. A sanctioned member may no longer participate in any Club functions and may not be invited as a guest.

Written communications may be conducted by email. Timelines may be lengthened or shortened by mutual agreement between the Member or representative and the Executive Committee.

Section 5: GENERAL MEMBERSHIP MEETINGS

Regular General Membership meetings shall be held on such days and times as the President and Board of Directors shall designate. A notice of regular meetings will be given to all members. Special meetings may be called by the President or any member of the Board with sufficient notice given to the general membership. Attendance at meetings may be in-person, via telephone conference, video technology, email, other communications equipment, or any combination thereof.

Section 6: GUESTS

Any member may invite a guest to any Club event or meeting. The member will assume responsibility for the guest's conduct.

Section 7: NONDISCRIMINATION POLICY

Corvettes of Bakersfield, Inc., its Officers, and members does not discriminate on any basis prohibited by California or federal law. The Club will comply with Title VI, Title VII and Title IX of the Civil Rights Act of 1964, with the Americans with Disabilities Act, with Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act, and other state or federal laws or regulations that prohibit discrimination.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: DUTIES

The Board of Directors manages, controls, and directs the business of the Club and performs other duties as may be required by these Bylaws.

Section 2: MEMBERS

President, Vice President, Secretary, Treasurer, Sergeant at Arms, Membership, Events, Public Relations/Charity Liaison, Webmaster, and Newsletter are the Club officers that comprise the Board of Directors. Board members serve without

compensation except that they may receive reimbursement for authorized expenses made on behalf of the Club.

Section 3: MEETINGS OF THE BOARD

The Board of Directors schedules regular monthly meetings and special meetings as deemed necessary. Notices of the meeting times and locations will be made available to the general membership. Meetings may be held in-person, via telephone conference, video technology, email, other communications equipment, or any combination thereof. Members who wish to address the Board should notify the Secretary or the President at least two days prior to the meeting if they wish to be added to the meeting agenda. Otherwise, members may address the Board during the Open Forum (limit five minutes per member).

Section 4: QUORUM FOR BOARD MEETINGS

A simple majority of Board members in attendance constitutes a quorum. Attendance is determined by the number of Board members physically in attendance plus the number of Board members present through electronic means.

Section 5: VOTING

Each Board member in attendance, except the President, may cast one vote on any matter presented. Any Board member who temporarily holds more than one office is entitled to only one vote. The President votes only in case of a tie.

ARTICLE V OFFICERS

Section 1: OFFICERS

The officers of the Club are President, Vice President, Secretary, Treasurer, Sergeant at Arms, Membership, Events, Public Relations/Charity Liaison, Webmaster, and Newsletter.

- A. **President:** The President shall preside at all meetings of the Board of Directors and the General Membership. The President shall have the powers and duties usually vested in the office of President of the Club and shall have other duties and/or powers as may be prescribed by the Board or by these Bylaws.
- B. **Vice President:** The Vice President shall assume the duties of the President in the absence of President; preside over the Nominating Committee; may be a signatory on Club accounts as needed in the absence of the President or Treasurer and shall have other duties and/or

powers as may be prescribed by the Board of Directors or by these Bylaws.

- C. **Secretary:** The Secretary shall keep a book of minutes of Club Board of Directors and General Membership meetings along with meeting attendance records. The Secretary will also submit minutes for publication on the website each month. If the Secretary is absent or unable to act, any Club officer may record the minutes of meetings. The secretary shall have other duties and/or powers as may be prescribed by the Board or by these Bylaws.
- D. **Treasurer:** The Treasurer shall keep and maintain adequate and correct books and records of accounts of the Club including its assets, liabilities, receipts, and disbursements. The books shall be open to inspection by the Board of Directors or any member of the Club at all times. The Treasurer shall deposit all funds in the name of the Club in the bank account as designated by the Board and disburse funds as may be ordered by the Board. The Treasurer shall render to the Board, whenever they request, an accounting of all transactions made and documentation of the financial condition of the Club. The Treasurer shall also be responsible for the filing of all government mandated forms and reports, along with the payment of any fees required thereby, and to keep a permanent record thereof. Additionally, the Treasurer shall have other duties and/or powers as may be prescribed by the Board or by these Bylaws.
- E. **Membership Director:** The Membership Director shall be responsible for membership activities which include renewing of annual memberships, sending out renewal notices to all members, collecting membership fees and delivering fees to the Treasurer, providing a copy of these Bylaws and name badges to all new members, retaining membership applications, maintaining the Club roster, and recruiting new members. The Membership Director shall serve as the Club's insurance representative. The Board of Directors may designate another Officer as the Club's insurance representative. The Membership Director shall have other duties and/or powers as may be prescribed by the Board or by these Bylaws.
- F. **Events Director:** The Events Director shall oversee Club events and activities and notify Webmaster of all events and activities for posting to the Club's website. The Event Director shall be responsible for collecting any required insurance forms and forward them to the Club's insurance representative. The Events Director shall see that all Club property and materials are returned from each event and properly stored in Club

storage. The Events Director shall have other duties and/or powers as may be prescribed by the Board of Directors or by these Bylaws.

- G. **Public Relations Director/Charity Liaison:** The Public Relations Director/Charity Liaison shall work toward promoting the image of the Corvettes of Bakersfield to the public to align with the Objectives and Purpose of the Club. Additionally, the Public Relation Director/Charity Liaison shall have other duties and/or powers as may be prescribed by the Board of Directors or by these Bylaws.
- H. **Webmaster:** The Webmaster shall maintain Corvettes of Bakersfield website by updating information as necessary, posting Club events, activities, information provided by the Board of Directors, and any other information deemed necessary to promote the objectives and purpose of the Club within the guidelines of the board. The Webmaster shall have other duties and/or powers as may be prescribed by the Board or by these Bylaws. Social Media will be managed by club members as designated by the Board.
- I. **Newsletter Director:** The Newsletter Director shall gather and publish news and events which will promote the objectives and purpose of the Club. The Newsletter Director shall provide a copy of the newsletter to the Webmaster for publication and deliver copies, electronically or by mail, to all members and shall have other duties and/or powers as may be prescribed by the Board of Directors or by these Bylaws.
- J. **Sergeant at Arms:** The Sergeant at Arms shall maintain order at all Club meetings and other Club functions. The Sergeant at Arms shall oversee the distribution and collection of annual election ballots at the June meeting. The Sergeant at Arms shall see to the enforcement of all provisions set forth in these Bylaws and shall have other duties and/or powers as may be prescribed by the Board of Directors or by these Bylaws.

Neither the Secretary nor Treasurer shall serve as President concurrently.

Section 2: EXECUTIVE COMMITTEE

The Executive Committee consists of the President, Vice President, Secretary, and Treasurer. The Committee has the power to transact all regular Club business during the period between regular meetings of the Board of Directors, subject to any limitation set by the Board. In addition, the Executive Committee shall serve as a hearing panel for member misconduct cases.

Section 3: NON-LIABILITY OF CLUB OFFICERS

Officers shall not be personally liable for the debts, liabilities, or other obligations of the Club/Corporation. The Club provides liability insurance.

Section 4: REMOVAL OF OFFICERS

The provisions and procedures set forth in Article III, Section 4, of these Bylaws apply to the removal of an Officer.

Section 5: RESIGNATION

Any member holding a Board of Directors position may resign at any time by giving written notice to the President. The acceptance of the resignation will not be necessary but must be documented in the Board minutes.

Section 6: VACANCIES

A vacancy in the office of President will be filled by the Vice President. Any other vacancies will be filled for the remainder of the term by the Nominating Committee and approved by a majority vote of the remaining Board of Directors members.

Section 7: END OF TERM

Officers whose term of office is completed are responsible for returning all Club property, records, and documents related to their position or positions. Past Officers may no longer use any confidential Board information including, but not limited to, Member's personal information, such as home addresses, phone numbers, email addresses, etc.

ARTICLE VI ELECTION OF OFFICERS

Section 1: TIME OF ELECTIONS

Officers shall be elected at the Club's general membership meeting held in June of each year. The Board of Directors shall determine the exact date and time of the election meeting and announce the information to the general membership at least three (3) months prior to the election meeting.

Section 2: NOMINATIONS

The Vice President and Nominating Committee shall meet prior to the April general meeting and nominate candidates for all elected offices. Nominations shall be announced at the May regular Club meeting. A member may only run for one office.

Section 3: BALLOTS

The names of each nominee shall appear in alphabetical order on the ballot, by Office. Ballots are distributed at the June Club meeting.

Section 4: VOTING

Each regular member may cast one vote for each office. No proxy votes are allowed. Ballot distribution and collection is overseen by the Sergeant at Arms. Ballots are collected immediately after the vote and counted by the Nominating Committee members. Each committee member counts all ballots independently then compares results to determine the winners. The Secretary will collect election documents and record the election results in the minutes. Voting shall be made in-person, by US Mail, electronic vote, or any combination thereof.

Section 5: DETERMINING OUTCOME OF ELECTION

The candidates for each office receiving a majority of votes cast shall be declared elected to that office. In the event no candidate receives a majority vote, the candidate receiving the least number of votes shall be removed from the ballot, unless there is a tie, and an immediate re-vote taken. The process shall be repeated until one candidate receives a majority vote.

Section 6: INSTALLATION

The officers shall be automatically installed into their respective offices and assume duties as of July 1 of the fiscal year.

ARTICLE VII COMMITTEES

Section 1: POWER TO CREATE

The Board of Directors may create committees to serve at the pleasure of the Board. Members of the committee shall be appointed by the President and approved by the Board. The Board shall oversee the committees. All meetings and actions of any committee shall be consistent by the provisions of Article IV, Sections 3, 4, 5, as applicable to meetings, quorum, and voting.

Section 2: SPECIAL COMMITTEES

A Club Officer may appoint a Special committee to accomplish a specific task or tasks, subject to ratification by the Board of Directors. Upon completion of the specific task or tasks, the committee stands discharged.

Section 3: STANDING COMMITTEES

Standing Committees are the Nominating Committee, Events Committee and any other committee so designated by the Board of Directors.

- A. **Nominating Committee** consists of the Vice-President and two additional Club members designated by the Vice-President and approved by the Board of Directors. The Committee nominates candidates for Board positions prior to the annual election based on written recommendations from the general membership. A verbal commitment to run and serve, if nominated, should be obtained from each nominee by the committee prior to being designated a formal candidate. The Committee fills Board vacancies that occur during the year subject to approval of the Board.
- B. **Events Committee** consists of the Events Director and two additional Club members designated by the Events Director and approved by the Board of Directors. The Committee reviews all proposed Club events and presents them to the Board for approval. If Club monies are to be used, the event will require a budget to be approved by the board.
- C. Standing committees lapse at the end of the membership year.

ARTICLE VIII RECORDS AND REPORTS

Section 1: MAINTENANCE AND INSPECTION OF BYLAWS

The Club shall keep the original copy of these Bylaws and any amendments or revisions to date at such place as designated by the Board of Directors. The Bylaws shall be open for inspection by Directors and/or members at all reasonable times.

Section 2: MAINTENANCE AND INSPECTION OF CLUB RECORDS

The accounting books and records, minutes of Board of Directors proceedings and general membership meetings shall be kept at such place as designated by the Board. The minutes shall be kept in written form and maintained by the Secretary. The Club's accounting books and records shall be kept in written form or in any other form capable of being converted into written form, maintained by the Treasurer. Any Board member shall have the absolute right to inspect all books, records, and documents, as well as to inspect the physical properties of the Club. The right of inspection includes the right to make copies of documents. Annual Club records will be maintained for a minimum of five years.

ARTICLE IX GENERAL CORPORATE MATTER

Section 1: EXECUTION OF INSTRUMENTS

Unless specifically authorized by the Board of Directors, no member shall have any power or authorization to bind the Club by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: EXECUTION OF CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as required by law, checks, drafts, notes, and other evidence of indebtedness shall be signed by the Treasurer, President, or other authorized Board member. No check shall be signed by the individual receiving such payment. Electronic disbursements (E-Checks), which do not require signatures, can be made by the President or Treasurer per requirements of the financial institution designated by the Club.

Section 3: BUDGET YEAR

The budget year (Fiscal Year) shall begin on July 1st and end on June 30th of each year.

Section 4: CONDUCT OF MEETINGS

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or conflict with these Bylaws, the Club's Articles of Incorporation, or provisions of law.

Section 5: AMENDMENT OF BYLAWS

Subject to any provision of law under Section 5150 of the Corporations Code applicable to the amendment of Bylaws of nonprofit mutual benefit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board of Directors which is ratified by the general membership, by voting in-person, voting by US Mail, electronic vote, or any combination thereof.

Section 6: CORPORATE DISSOLUTION

Upon the dissolution of the corporation, its assets remaining after payment of all debts and liabilities, shall be distributed equally to the current members of the Club.

Section 7: APPLICATION OF GOVERNMENT REGULATIONS

If any occasion arises that requires action by the Board of Directors or the Membership that is not specifically covered by these Bylaws, Federal and State regulations pertaining to a 501(c)(7) entity will apply.


Section 8: EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member shall take any action or carry on any activity by or on behalf of this Club not permitted under section 501(c)(7) of the Internal Revenue Code of 1986 or State regulations.


Written Consent of Corvettes of Bakersfield Board of Directors to Revise Bylaws

We, the undersigned, are the Executive Governing Board of Directors of the Corvettes of Bakersfield, Inc., a California nonprofit corporation, hereby approve these Bylaws by our written consent, with the majority vote of the membership and COB Board, to adopt the forgoing Bylaws, as Bylaws of this corporation. These Bylaws supersede any previous Club Bylaws.


Dated April 11, 2023



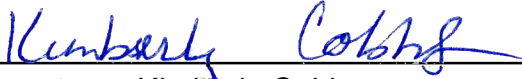
President - Diane Wallace



Vice President - Carl Lange III



Treasurer - Kim Miller

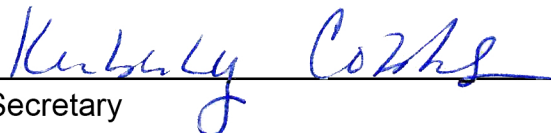


Secretary - Kimberly Cobbs

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such *Bylaws* were duly adopted by the CORPORATION governing Board of Directors of said corporation on the date set forth below.

Dated: April 11, 2023



Secretary

First Revision; October 4, 2022

Second Revision April 4, 2023 (COB Board of Directors),

Date April 11, 2023 COB General Membership