

**BYLAWS OF
CORVETTES OF BAKERSFIELD, INC.**

THIS CORPORATION IS A NONPROFIT MUTUAL BENEFIT CORPORATION (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 shall fix a principal address of the Corvettes of Bakersfield, Inc. (the "Club") within the City of Bakersfield, County of Kern, State of California.

Section 2: CHANGE OF ADDRESS

The Board may establish an address, as necessary, within the City of Bakersfield, County of Kern, State of California.

**ARTICLE II
OBJECTIVES AND PURPOSE**

Section 1: GENERAL PURPOSE

To promote private and public interest in Corvettes, arrange social activities and club functions, and promote and assist charitable organizations through and in conjunction with "Corvettes of Bakersfield Charity, Inc.", our affiliated 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

Each regular member shall meet the requirements of Section 2 of this Article, and shall be entitled to all rights and privileges of membership. Discounted membership fees are available to spouses and/or partners of regular members.

Section 2: **GENERAL MEMBERSHIP**

Applicants must own 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 and submit an application for membership and appropriate fee to the Membership Chairperson.

Section 3: **MEMBERSHIP ACCEPTANCE**

Applicant, after complying with Section 2, above, and reviewed by the Board, membership will be granted and announced at the next general membership meeting by the Membership Chairperson.

Section 4: **MEMBERSHIP FEE**

Annual membership fee shall be set by the Board each March for the following fiscal year, shall be due and payable on June 30 and considered delinquent if not paid by July 31 of each year.

Section 5: **GUESTS**

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

Section 6: **MEETINGS OF THE GENERAL MEMBERSHIP**

Regular General Membership meetings shall be held on such days and times as the President and Board 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.

Section 7: **DISMISSAL**

Any member may be dismissed or denied membership on the basis of failure to remit annual membership fee in a timely manner for violation of any rules, requirements or standards established by the general membership or Board of the Club.

Section 8: **ASSOCIATE MEMBER**

Past or current members who no longer own a Corvette and family members of current Club members who do not own a Corvette. Associate members will pay the standard annual membership fee, will not have voting rights or be able to hold Board positions, and must be approved by the Membership committee and the Board.

Section 9: **SPONSOR MEMBER**

Sponsor Members shall consist of current sponsors, donors and advertisers. Sponsor members will not pay annual membership fees, will not have voting rights or be able to hold Board positions and must be approved by the Board.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: DUTIES

To manage and discharge the business of the Club and perform such other duties as may be required by these Bylaws.

Section 2: MEMBERS

The President, Vice President, Secretary, Treasurer, Sergeant at Arms and Chairpersons: Membership, Events, Public Relations/Charity Liaison, Newsletter and Webmaster, elected by the general membership in an annual election constitute the Board.

Section 3: NON LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities or other obligations of the club/corporation. Liability insurance shall be provided for the Board.

Section 4: MEETINGS

The Board holds regular monthly meetings and special meetings as deemed necessary. A notice of meeting time and location will be made available to the general membership. Any member who desires to present to the board must notify the Secretary or the President at least two (2) days prior to the meeting in order to be added to the agenda. Any member may attend board meetings and address the board during Open Forum (no longer than five (5) minutes per each member).

Section 5: QUORUM

A simple majority (51%+) shall constitute a quorum.

Section 6: VOTING

Each board member, except the President who votes only in case of a tie, shall be entitled to cast one vote on any matter presented; provided however, if any person holds more than one board office, they will only be entitled to one vote.

Section 7: RESIGNATION

Any member holding a Board 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 8: REMOVAL OF OFFICERS

Any officer may be removed for cause by the Board at any regular meeting or special meeting by unanimous vote of all other Board members.

Section 9: **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 members.

**ARTICLE V
COMMITTEES**

Section 1: **POWER TO CREATE**

The Board may create committees and/or task forces to serve at the pleasure of the Board. Members of the committee/task force shall be appointed by the President and approved by the board. The Board shall oversee the committees and task forces. All meetings and actions of any committee shall be governed by the provisions of Article IV above, as applicable to meetings, quorum and voting.

Section 2: **SPECIAL COMMITTEES/TASK FORCES**

Special committees or task forces may be appointed by any Board member, confirmed by a majority vote of the Board and shall limit its activities to the accomplishment of a specific task. Upon completion of the task for which appointed, the committee and/or task force shall stand discharged.

Section 3: **STANDING COMMITTEES**

Standing Committees are the Executive Committee, Nominating Committee and any other committee the Board may designate. Each committee shall stand discharged upon the formation of a new committee approved for the same task.

- A. **Executive Committee** consists of the President, Vice-President, Secretary and Treasurer, and has the power to transact all regular business during the period between regular Board meetings subject to limitations set by the board.
- B. **Nominating Committee** consists of the Vice-President and two additional Club members designated by the Vice-President and approved by the board. 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.

**ARTICLE VI
OFFICERS**

Section 1: **OFFICERS**

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

- A. **President:** The President shall preside at all meetings of the Board 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 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 or by these bylaws.
- C. **Secretary:** The Secretary shall keep a book of minutes of Club Board and General Membership meetings. The Secretary will also submit minutes for publication on the website and in the newsletter each month. If the Secretary is absent or unable to act, any Club officer may record the minutes of meeting. 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 or any member of the club at all times. The Treasurer shall deposit all funds in the name of and to the credit of the Club with such depository as may be 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 Chairperson:** The Membership Chairperson 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, maintaining Club attendance records, and recruiting new members, The Membership Chairperson shall have other duties and/or powers as may be prescribed by the Board or by these bylaws.
- F. **Events Chairperson:** The Events Chairperson shall oversee Club events and activities and notify Webmaster of all events and activities for posting to Club website. The chairperson shall be responsible for and see that all club property and material is returned from each event and properly stored in Club storage and shall have other duties and/or powers as may be prescribed by the Board or by these bylaws.
- G. **Public Relations Chairperson/Charity Liaison:** The Public Relations Chairperson/Charity Liaison shall work toward promoting the image of the Corvettes of Bakersfield to the public, club events and in any other manner which would promote the

Objectives and Purpose of the Club. Additionally, the Public Relation Chairperson/Charity Liaison shall have other duties and/or powers as may be prescribed by the Board 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, 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.
- I. **Newsletter Chairperson:** The Newsletter Chairperson shall gather and publish news and events which will promote the objectives and purpose of the Club. The Newsletter Chairperson 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 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 will 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 or by these bylaws.

The club may also designate officers with duties as determined by the Board as necessary. Any number of offices may be held by the same person; provided neither the Secretary or Treasurer shall serve as President, but may cast only one vote regardless of the number of offices they hold.

ARTICLE VII ELECTION OF OFFICERS

Section 1: TIME OF ELECTIONS

Club officers shall be elected at the regular general meeting held during the month of June. The Board 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 said meeting.

Section 2: NOMINATIONS

The Vice President and Nominating Committee (as set forth in Article V Section 3B of these bylaws) 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. Any member may run for as many offices as they see fit.

Section 3: BALLOTS

The names of all formal candidates duly nominated shall be placed on a ballot in alphabetical order by office. Printed ballots shall be distributed at the election meeting to all members present.

Section 4: VOTING

Each active member present at the June meeting shall be entitled to one vote for each office to be filled. No proxy votes or absentee ballots 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. Secretary will collect election documents and record the election results in the minutes.

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 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. 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 proceedings and general membership meetings shall be kept at such place as designated by the Board. The minutes shall be kept in written form, maintained by the Secretary and the 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. All Board members will surrender complete and organized records at the end of their term. Annual 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, 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, 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 public benefit nonprofit corporations, these bylaws may be altered, amended or repealed and new bylaws adopted by a quorum of the board and a majority vote of the general membership.

Section 6: CORPORATE DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment of all debts and liabilities, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for mutual benefit purposes and which has established its tax-exempt status under Section 501(c)(7) of the Internal Revenue Code.

Section 7: APPLICATION OF GOVERNMENT REGULATIONS

If any occasion arises that require action by the Board or the Membership that is not specifically covered by these bylaws, the provisions of any and all government regulations pertaining to a 501(c)(7) Nonprofit Corporation 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.

**ARTICLE X
NONDISCRIMINATION POLICY**

The Corvettes of Bakersfield, Inc., its governing board and all members will not discriminate on any basis prohibited by law. The Club will comply with Title VI, Title VII and Title IX of the Civil Rights Act of 1964, the Americans with Disabilities Act, Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act, and other Federal and State laws that prohibit discrimination.

Written Consent of Corvettes of Bakersfield Board to Revise Bylaws

We, the undersigned, are the Executive Governing Board of the Corvettes of Bakersfield, a California nonprofit corporation, and hereby approve these bylaws by our written consent and 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 _____

President

Vice President

Treasurer

Secretary

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 said corporation on the date set forth below.

Dated: March 13, 2021

Secretary

First Revision March 10, 2014;
Second Revision November 4, 2020 (COB Board),
Date November 14, 2021 - COB General Membership