

# **CONSTITUTION & BYLAWS**

## **NORTH TEXAS CORVETTE CLUB, INC.**

**DENTON, TEXAS**

### **ARTICLE I**

#### **SECTION 1.1 REGISTERED AGENT**

Kermit Dye

2205 Stonegate

Denton, Texas 76205

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

#### **SECTION 1.2 REGISTERED OFFICE**

Location: 2205 Stonegate, Denton, TX 76205

#### **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**

This general purpose of this club shall be: To operate as a non-profit corporation as set forth in the Texas Non-Profit Corporation Act. The purpose of the club is to encourage planned

excursions, events, social activities, exhibitions and charity events for Corvette owners. Definition of membership shall be as described in Article 4.

### **SECTION 2.3 DURATION**

Perpetual

### **SECTION 2.4 MEMBERSHIP**

Membership in this club shall be open to Texas 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.

2.4.3 Charter member: Any member who has paid dues within 30 days of the formation of the club and has no break in membership.

### **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.

### **SECTION 2.6 REMOVAL OF MEMBERSHIP**

2.6.1 Membership will lapse if dues are not paid in full after 30 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, substantially failing to support the club through volunteer efforts as measured against the general effort of others, 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 Decision Board members as presided over by the 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 resignee 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 and having paid dues to date.

### **Section 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, members in good standing, vice-president, secretary and treasurer.

### **SECTION 3.2 EXECUTIVE COMMITTEE**

The Executive Committee will be comprised of the Director Emeritus, three past presidents, the current president, the vice president and the current Treasurer (on a non-voting basis).

the vice president. Each retiring president shall accede to a three year Executive Committee term. The senior past president shall act as the chairman of this committee. The executive committee will file annually required papers for renewing 501-C guidelines

### **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 private 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.

## **SECTION 3.5 FAILURE TO COMPLETE TERM**

Office vacated for any reason will be filled by the executive committee appointing a past president 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. 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.

### **SECTION 3.7.1 DIRECTOR EMERITUS**

Creation of position Director Emeritus.

Establish the Position of Director Emeritus to be filled by Kermit Dye – NTCC Founder. This will be a lifetime voting position to participate in all club Executive decisions.

## **ARTICLE 4**

### **SECTION 4.1 DISCHARGE OF DUTIES**

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

#### **4.1.1 Elected Positions**

##### **4.1.1.1 President**

Preside over all business and board meetings

Appoint committees, as necessary, to meet the needs of the club

Maintain and develop relationships with appropriate sponsors,  
other car clubs and the community

Provide planning and strategies that support and further the  
club's welfare and future success.

#### 4.1.1.2 Vice-President

Preside at the board and business meetings in the absence of the President

Send flowers to members who are ill or loss of an immediate family member not to exceed \$125.00 including delivery charge.

Arrange and schedule monthly business and board meetings

Act as Chairman of the Christmas Party Planning Committee to include; setting a budget, reporting to Executive Committee for final approval and periodic status reports to the Executive Committee.

Assist the president when required

Assist the Membership Chairman

#### 4.1.1.3 Secretary

Shall record all minutes and votes of the general business meeting. Minutes shall be approved by majority vote present.

Keep the minutes of the business and board meetings and will submit same to the officers.

Maintain all officers' job descriptions

Maintain the club by-laws

#### 4.1.1.4 Treasurer

Responsible for all payments and deposits of funds

Keep said funds on deposit in a financial institution

Maintain treasury records in a club owned electronic (software) accounting system

Insure club liability Insurance coverage is accurate and up to date

Provide a monthly summary update of the club's finances at the monthly general meeting

Make available for review to the club's membership the financial status

Maintain all financial records within the treasurer's possession at all times

For accounting purposes, after the end of the calendar year all funds remaining in the Christmas Funds account (50/50), after all Christmas party expenses have been paid, shall revert to the General Club Fund.

Shall maintain AND REPORT:

- 1) General/Fund/Expenditures
- 2) 50/50 Fund
- 3) Christmas Funds

Above shall be reported separately and the GENERAL SUM

Total shall NOT include items 2) or 3) anytime.

Expenditures over \$500 shall be reported in DEPTH per line expenditure at next monthly meeting.

#### 4.1.2 Appointed Positions

##### 4.1.2.1 **Activities Director**

Chair the Activities Committee

Coordinate the following events: excursions, auto expositions or shows, dinner cruises and all other sanctioned activities for official club events

Select and decide restaurants to attend following monthly business meetings

##### 4.1.2.2 **Hospitality Director**

Secure restaurant selection and reservations for after monthly meetings

**4.1.2.3 Membership Chairperson**

**4.1.2.4 Webmaster**

Responsible for maintaining the club's website

**4.1.2.5 NCM Ambassador**

**4.1.2.6 Merchandise Chairperson**

**4.1.2.3 Executive Committee (minimum of 3 members)**

The Executive Committee shall oversee the overall direction of the club regarding the status, financial condition, bylaws amendments, and other such items for the well being of the club.

Shall review the physical financial status annually prior to the transfer of Club accounting among individuals or each election period.

**ARTICLE 5**

**Section 5.1 Meeting Definition, Time and Content**

5.1.1 Club 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 Over \$500**

6.1.1 All expenditures of \$500 (with receipt) or less shall be by the authority of the President. Treasurer shall have the authority for reimbursement up to \$500 with verbal approval of President.

6.1.2 Expenditures greater than \$500.00 will require two signatures by members of executive committee.

## **ARTICLE 7**

### **SECTION 7.1 CHARITABLE ASSOCIATIONS**

The Executive Committee shall be responsible for identifying which charitable organizations will receive donations 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 Article 6.02(3) of the Texas Non-Profit Corporation Act. 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 THE 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

REVISED MAY 2007

UPDATED March 2018

REVISED MARCH 2012

UPDATED JANUARY 2016

UPDATED APRIL 2017