

BY-LAWS OF THE CORVETTES OF BUFFALO

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Board of Directors**

BY-LAWS OF THE CORVETTES OF BUFFALO

Article One: Organization:

1. The name of the organization shall be: **CORVETTES OF BUFFALO, INC.**
2. The organization may, at its pleasure, by a majority vote of the membership, change its name.
3. Membership in the National Council of Corvette Clubs (NCCC) is required and is incorporated in yearly dues.

Article Two: Purpose:

The purpose for which this organization has been created is to favorably promote and enjoy the Corvette automobile through car related activities.

Article Three: Membership:

1. Membership in the Corvettes of Buffalo, Inc. shall consist of Corvette automobile owners or enthusiasts regardless of race, sex, color or creed.
2. All members must be twenty-one (21) years of age or older.
3. The Club shall vote on all prospective applicants for membership by written ballot.
4. At the fourth (4th) **qualifying event**, following a prospective member's application for membership to either confirm or deny the applicant at the next business meeting. If the is affirmative, the new member must pay a ten dollar (\$10.00) initiation fee. Additionally, a prospective member will be required to pay dues **upon acceptance to club membership**.
5. All fees and dues are non-refundable.

6. a.) A member in good standing is a person who has met all of his/her participatory and monetary obligations to the Club. Should any member of Corvettes of Buffalo fail to pay his/her monetary commitments to the Club for three (3) consecutive months, they will be notified in writing (or email) by an officer (Treasurer) of the Club that their membership is in jeopardy. Should their monetary commitment remain unpaid after the January meeting they will be dropped from the Club roll. Reinstatement during the current year would come only by rejoining the Club with a re-instatement fee of \$ 75.00 and a \$25.00 late fee.

b.) For the purpose of: "Electors", "Charges", or By-Laws changes, a member in "good standing" will have met a participation requirement. To maintain "good standing", a member must attend at least six (6) meetings or activities in lieu of meetings in a given year. For the purpose of calculating member status, the year will commence on November 1st and end on October 31st of the next year.

The Club usually has nine (9) regular business meetings during the year and several "activities in lieu" of business meetings, i.e.: Installation Banquet, COB Annual Picnic, Christmas Brunch, club sponsored car shows and events which can be used "in lieu" of meetings. These might include, but shall not be limited to multi-club functions, parades or public events involving the club. The Board will determine how and in what manner the membership will be advised of this determination.

7. A member (members) may be brought up on charges when his/her conduct has been questioned or deemed to be detrimental to the organization of Corvettes of Buffalo, Inc. The following procedures must be completed in the prescribed order:
 - a.) Any charges brought against a member (members) must be filed in writing with the Board of Directors for investigation.
 - b.) After investigation by the Board of Directors, if it is found that the charges are serious and proven credible, a vote will be taken to recommend a hearing by the membership. A vote of at 2/3rds of the Board of Directors must vote (yes) in favor of the recommendation for it to be further acted upon.
 - c.) Upon the recommendation approval by the Board of Directors, the member (or members) under charges must be immediately notified of the charges filed against them and of the findings by the Board of Directors.
 - d.) Within thirty (30) days after the member (members) have been notified of these charges, a Special Meeting to address the matter will be scheduled by the President of this organization.
 - e.) At the Special Meeting, the President will preside as Chairman and formally present the member (or members) in question with the “charges”. These charges and the investigation findings will be fully discussed. The member (or members) in question will have an opportunity to defend themselves. After both sides have been presented, a vote (secret, written ballot) will be taken by the members in “good standing”. A vote of two-thirds (2/3) of the membership present at the meeting will be required to drop the member (or members) from the membership roster.
 - f.) Members dropped from the roster by Club vote may not attend Club meetings and/or activities.
8. Couple memberships shall receive one (1) Club mailing. However, both parties shall have full voting power and membership privileges.
9. Each member shall be encouraged to help with the structure or duties of a specific Club activity.
10. Annually, each member shall be encouraged to submit an article(s) to the newsletter. Additionally, prospective members must submit an article to the newsletter for publication. The article must be submitted prior to their being voted upon for membership into the Club.

Article Four: Meetings:

1. Regular meetings of this organization shall be held on the second (2nd) Saturday of each month. The President and the Board of Directors together can vote to change the meeting day, date, location and/or time.
2. Business of this organization may be conducted by a simple majority “yes” vote of the membership present at the business meeting.
3. A Quorum will consist of at least thirty percent (30%) of the Club membership. A quorum will be required for:
 - a.) Amendments and/or changes to the by-laws.
 - b.) Financial matters in excess of five-hundred (\$500.00) dollars.

4. The President may call special business meetings of this organization when he/she deems it to be in the best interest of the organization. All members will be notified prior to the scheduled date of such special meeting. The notice shall state the reason that such meeting has been called; the business to be transacted.
5. Meetings are for members and prospective members. Guests may attend accompanied by a member.
6. The Board of Directors may request a Special Meeting. The President shall cause a special meeting to be called, but such a request must be made in writing at least (10) days before the requested date of the meeting. Notice can be made by telephone at least (3) days prior to a special meeting.
7. No other business but that specified in the notice may be transacted at such special meeting without majority consent of all present at such meeting.

Article Five: Voting:

1. Voting may be by:
 - a.) secret, written ballot
 - b.) Roll call vote
 - c.) show of hand (yea or nay)
2. At all meetings involving the election of officers, directors, prospective members or the disposing of “charges”, voting shall be done by secret, written ballot.
3. At any regular or special meeting, if a majority of the Board of Directors so requires, any question may be voted upon in the manner and style prescribed by the Board of Directors.
4. For the election of officers, Directors and on topics so designated by a majority of the Board of Directors, the chairman of such meeting shall immediately, prior to the commencement of balloting, appoint a committee of three (3) who shall act as the “Inspectors of Election” and who shall, at the conclusion of such balloting, certify in writing to the chairman the results of the balloting. This certified copy shall then be physically affixed in the minute book for that meeting.

After they have been counted and officially “certified”, i.e., the results have been verified, reported to the chairman and recorded by the secretary and publicly noted, the ballots will be destroyed by the “Inspectors of Elections”.
5. No inspector of election shall be a candidate for office or shall be personally interested in the question voted on.
6. When voting on prospective members, the membership chairman shall tabulate the results.
7. Only members in “good standing” may vote as per Article Three: paragraph 6a & 6b.

Article Six: Order of Business:

1. Pledge of Allegiance to the flag of The United States of America
2. Minutes will not be read at general business meetings. Minutes from the preceding general business meeting will be available on the COB website. Members will be asked for changes and/or additions and for verbal approval.
3. Roll call of members: Roll Call may take the form of a verbal listing of the membership to record attendance or the use of a sign-in attendance book. Each member will be responsible for signing-in at the beginning of each business/special meeting or activity (if applicable). This sign-in will supplant the need for a verbal roll call.
4. Treasurer's Report
5. Committee Reports.
6. Break (optional)
7. ~~Old and Unfinished Business.~~
8. ~~New Business.~~
9. Good and Welfare
10. Adjournment.

Article Seven: Board of Directors:

1. The business of this organization shall be managed by a board of directors consisting of at least three (3) members together with the officers of this organization. At least one (1) of the directors elected shall be a resident of the State of New York and a citizen of the United States.
2. It is necessary for a member of Corvettes of Buffalo, Inc. to be a member in good standing before he/she will be eligible to hold a position on the Board of Directors.
3. Members of the Board of Directors may not be elected officers in another local Corvette club.
4. The Directors to be chosen for the ensuing year shall be elected at the November meeting of the organization in the same manner and style as the officers of this organization. They shall serve for a term of one (1) year.
5. The Board of Directors shall have the control and management of the affairs and business of the organization. Such Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held regularly prior to the monthly business meeting. The Board will determine the time and day of such meeting.
6. Either the President or a majority of the board members as deemed necessary may call special Board of Directors' meetings. Notification of all special board meetings must be made at least three (3) days prior to the scheduled meeting date.
7. The Board of Directors may, at its discretion, make such rules and regulations covering its meetings as deemed necessary.
8. Vacancies in the said Board of Directors shall be filled for the balance of the year by a vote of the majority of the remaining members of the Board of Directors.
9. The President of this organization shall, by virtue of his/her office, be Chairman of the Board of Directors.
10. When sufficient cause exists, the Board of Directors may entertain charges against any director, and by a majority vote of the Board, said director may be removed from his/her position.
11. The members of the Board of Directors will be responsible for interpreting these by-laws.

12. The Board will do an annual assessment with regards to the need to increase or diminish the size of the Board. This assessment will be based upon Club needs and member enrollment. The Board will consist of a minimum of three (3) members and will increase in increments of two (2) in order to avoid voting “deadlocks”. The ratio of directors to members will be approximately one to fifteen (1:15).
13. Each Board member will be responsible for a specific committee responsibility. Board members will confer and agree among themselves which areas of responsibility each will assume. If a decision cannot be reached, the President will make the assignment.
14. Areas of responsibility and committee responsibilities shall include:
 - a.) Concours d’Elegance (Car Show)
 - b.) Membership/Hospitality
 - c.) Sunshine
 - d.) Activities
 - e.) Phone Committee
 - f.) NCCC/Club liaison
 - g.) Newsletter
 - h.) Website
 - i.) By-laws
15. The Board of Directors has the authority to routinely designate scheduled activities as activities which are considered “activities in lieu” of meetings. The Board will determine how and in what manner the determination will occur and how members will be advised.
16. Appendix A – Procedures for Board of Directors is a procedural guideline for the Board of Directors to fulfill their duties and responsibilities.

Article Eight: Officers:

1. The officers of this organization shall be as follows:
 - a.) President
 - b.) Vice-President
 - c.) Secretary
 - d.) Treasurer
2. An officer of the Club may not be an officer and/or Board Member in another local Corvette club.
3. President:
 - a.) The President shall preside at all Club meetings.
 - b.) He/she shall, by virtue of the office, be Chairman of the Board of Directors.
 - c.) He/she shall appoint all committees, temporary or permanent.
 - d.) He/she shall see that all books; records and certificates required by law are properly kept, maintained and/or filed.
 - e.) In the absence of the Treasurer, he/she shall be one of the officers who may sign the checks or drafts of the Organization.
 - f.) He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
 - g.) He/she shall have the authority to authorize the expenditure of a reasonable sum of money, not to exceed one hundred dollars (\$100.00), without a majority vote of the membership and/or Board members present at a business meeting or event.

4. Vice President:
 - a.) The Vice President shall, in the absence or inability of the president to exercise the duties of his/her office, become Acting President of the organization with all rights, privileges and powers given to the duly elected president.
 - b.) The Vice President will be responsible for auditing the treasury records for the present year, submitting a report to the President prior to the end of December, each year.
5. Secretary:
 - a.) The Secretary shall keep minutes and records of the Organization in appropriate books.
 - b.) It shall be his/her duty to file any certificate required by statute, either federal or state.
 - c.) He/she shall give and serve all notices to members of this organization.
 - d.) He/she shall be the official custodian of the records of this organization.
 - e.) He/she shall present to the membership at any meeting any communication, which shall be addressed to him/her as Secretary of the organization.
 - f.) He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of secretary.
6. Treasurer:
 - a.) The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
 - b.) He/she will be the primary officer who shall sign checks or drafts of the Organization.
 - c.) He/she shall submit a report of the finances of the Organization at each business meeting and such report shall be included in the minutes of the business meeting.
 - d.) He/she will be responsible for maintaining and monitoring a roll book at meetings and/or activities keeping records thereof. The roll book shall serve as a record of attendance.
 - e.) He/she shall assist the Membership Committee chairman by providing records pertaining to membership attendance at meetings.
 - f.) He/she shall exercise all duties incident to the office of Treasurer.
 - g.) Prior to an election and/or stipulated voting event, he/she will have a record of members in "good standing" who are eligible to run for office and/or vote. Ballots will be issued by roll call.
 - h.) He/she shall submit a copy of the Federal Tax Filing Form #990-N as submitted to the Internal Revenue System and a copy to the COB President by April 1st of the current year.
8. Officers shall, by virtue of their office, be members of the Board of Directors.
9. No officer shall, for reason of his/her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the Organization for duties other than as a Director or Officer.
10. It is necessary for a member of Corvettes of Buffalo to be a member in good standing before he/she will be eligible to hold an officer position.

Article Nine: Salaries:

The Board of Directors shall hire and fix the compensation of any and all employees/independent contractors which they, in their discretion, may determine to be necessary in the conduct of the business of the Organization.

Article Ten: Committees:

1. The president shall appoint all committees of this organization. The term of office shall be for a period of one (1) year or less. Committees may be terminated by the action of the president.
2. Committee chairpersons will, at the end of each event sponsored by their committee, be required to submit a written narrative/financial report.
3. The standing committees of the Club may include but shall not be limited to the following:
 - a.) Concors d'Elegance (Car Show)
 - b.) Membership/Hospitality
 - c.) Phone Committee
 - d.) Activities Committee
 - e.) "Sunshine" Committee
 - f.) NCCC
 - g.) Newsletter
 - h.) Website
 - i.) By-laws (Parliamentarian)
 - j.) Ad Hoc Committees

Article Eleven: Dues:

1. Membership dues are determined annually by the Board of Directors and will be published no later than the September newsletter.
2. Dues are due at the September business meeting.

Article Twelve: Guidelines:

1. These by-laws may be altered, amended, repealed or added to by an affirmative vote. A quorum of the membership must be present to take such action(s).
2. Any change, modification and/or addition to the present by-laws shall be in written form and submitted to the Board of Directors for their review and action. They shall be submitted and published in the Members Only Section of the COB Website and voted on by the membership at least thirty (30) days after being published on the website.

Article Thirteen: Elections:

1. The attendance record for the year's meeting/activities in lieu of meetings will be recorded in the September newsletter for all members eligible to be nominated for any officer or Board position.
2. Election procedures will be published in the August newsletter for member review.
3. The election process for officers and board members is as follows:

a.) **September Business Meeting** - Nominations for office. Those members named will have the opportunity to either accept or decline each position to which they have been nominated.

b.) **October Business Meeting** - Nominations may be reopened by a majority vote of the members in attendance as long as the person(s) to be nominated is (are) present at this meeting. Those members named will have the opportunity to either accept or decline each position to which they have been nominated, after which nominations are closed. Individuals nominated in September and not able to appear at the October business meeting must arrange to submit their decision, in writing, to the President. If this notification is not received prior to the October meeting, the member's name will be removed from the ballot. Those "accepting" are to submit an article, to be published in the November newsletter, outlining their qualifications, accomplishments, goals, etc. for the particular office, which they desire to hold.

c.) **November Business Meeting** - Elections by written, secret ballot. Names of members running for, but not elected to the office of president will automatically be placed on the ballot for vice president, if he/she desires. Additionally, the names of members running for vice-president, but not elected to the office of Vice-President will automatically be placed on the ballot for Board of Directors, if he/she desires.

d.) **Proxy vote** - a vote by proxy must be submitted to an officer or Board of Director member in order to be recognized. The vote must be received in a sealed envelope.

Article Fourteen: Conflict of Interest Statement

The Corvettes of Buffalo is an incorporated not for profit car social club dedicated to the promotion and propagation of the Chevrolet Corvette. The club has four officers (President, Vice President, Treasurer and Secretary) and a number of Board members. The club has no real estate holdings, no employees and owns no equipment. Officers and Board Members who own property or equipment that may be of use to the club are not permitted to rent or lease said equipment to the club.

Article Fifteen: Dissolution of the Club

Should the membership of the Corvettes of Buffalo decide to discontinue operation, all outstanding debts will be paid, and a financial audit will be performed. After finalization of the Audit, the remaining balance in the treasury will be distributed to one or more charities until the balance is zero.

Adopted: April 1981

Amended:

April, 1985

October, 1987

June, 1991

September, 1995

May, 1998

March 2005

November 2007 Printed errors Corrected

April 2010

June 2019

Appendix A

PROCEDURES - BOARD OF DIRECTORS

In conducting the business of the Club, the Board of Directors must comply with certain items that are referenced in the By-Laws. The following procedures are designed to complement the COB By-Laws by establishing procedural guidelines for the Board of Directors to follow in fulfilling their duties and responsibilities.

Procedural Guideline for the Board of Directors:

1. **Board of Directors “Self Review”:** Prior the annual nominations for Club Officers, the Board of Directors will do a review of club needs, membership, etc. The Board will review and determine the need to modify the number of Board members needed for the year. The Board will report the results of the review to the membership by no later than the September (Nominations Meeting) Business Meeting of the Club.

2. **Board of Directors “Club Review”:** The Board will do an on-going review or assessment of the general day-to-day procedures concerning Club business. The membership may and should bring items of concern pertaining to the business of the Club for review by the Board. The Board will make appropriate determinations.

3. **Club Charity:** As soon as possible after being installed into office (within the first three (3) months), the Board shall accept and review suggestions from the membership for charitable giving. The Board will designate which charity/charities the Club will support during the year. The Board will accept suggestions, in writing, from club members at any time during the year. The Board may alter or amend its decisions at any time during the year. The Board has the authority to accept and/or reject any suggestions of charities made by club members. Input from the membership will be sought throughout the process. This is an on-going process for the Board.

4. **Activities Chairperson/Coordinators:** Annually and/or at various times during the year, the Board will seek individuals who are interested in chairing/coordinating certain activities. These activities shall include but shall not be limited to: Annual Installation Dinner, Club Anniversary; Car Show; Annual Club Picnic; Christmas Holiday Brunch.

Individuals will be asked to volunteer as Chairperson/Coordinator/Co-Coordinator, and a list will be established. Club members are encouraged to volunteer at any time. The Board will review those interested in each activity and make a selection. Selection may be simple lottery or other procedure the Board deems appropriate.

Normally, individuals may chair or coordinate **only one (major) annual event during the year.** Exceptions may occur with Board approval. Individuals may succeed themselves.

5. **Parliamentarian:** Annually, the Board will seek volunteers to fill the position of Parliamentarian. The Board will review the lists of volunteer candidates and recommend an individual to the President for appointment. The Board will determine its own procedure for making the selection. Individuals may volunteer (in writing) at any time during the year for the following year or to fill a current/existing/impending vacancy. Individuals may succeed themselves.

6. **Swearing in of Officers and Board of Directors:** New officers and Board of Directors are sworn in at the January meeting. The person who swears in these officers can be a former officer, former Board of Director or a club member. The following procedure will be followed when installing new officers / Board of Directors:

“Officers for the (year) please come forward.

Raise your right hand and repeat after me”

I (your name here) due sincerely pledge my honor in the presence of C.O.B. That I will, to the best of my ability, faithfully and impartially perform the duties of the office to which I have been elected. I will conform to the by-laws and regulations set down

By the club and at all time work for the betterment of Corvettes of Buffalo.

“Congratulations! You are now duly installed officers for (year). Thank You.”

Updated into By-Laws:

April 2010