

BY-LAWS of the PACIFIC COAST CORVETTE CLUB
Coos Bay, Oregon

ARTICLE I - STATEMENT OF PURPOSE

Pacific Coast Corvette Club (hereinafter "Club") is a non-profit educational and social club of Corvette owners formed for the purpose of gaining information, exchanging ideas and enjoying the Corvette automobile and its history through the publication, shows, events and other activities organized and sponsored by our membership for public enjoyment. This is a non-profit corporation organized as a public benefit corporation under ORS 65.044-65.067.

ARTICLE II - MEMBERSHIP

Section I - Requirements

- 1) Must own a Corvette;
- 2) Must be 18 years of age or older;
- 3) Must hold a valid drivers license;
- 4) Must be designated as a household¹ to share membership.

Section II - Member

A member is defined as a Corvette owner 18 years or older with a maximum of two voting members per membership application.

Section III - Types of Membership

- 1) Active Any member who meets the membership requirements and whose dues are paid is considered an active member. Active members are voting members.
- 2) Honorary May be tendered to an individual upon vote of the membership after recommendations by the Board of Directors. This special membership shall generally be available to a person not owning a Corvette automobile who has performed special services to the Club. Honorary members are non-voting members. Honorary members do not pay dues. All Honorary memberships shall be reviewed annually.

Section IV - Conduct

Any member who brings discredit to the Club or causes a disturbance at a Club function will be subject to removal and loss of membership dues at the recommendation of the Board of Directors and vote of the membership.

¹ A household is defined in The American Heritage Dictionary, Fifth Edition as "A domestic unit consisting of the members of a family who live together along with non-relatives such as servants."

Section V - Dues

Club dues are payable January 1st each year with a deadline of March 1st. A loss of membership will result for those with unpaid dues. All dues shall be pro-rated to the calendar year for individuals not previously members.

Section VI - Grace Period

Any member who is between Corvettes at the beginning of the calendar year will have membership privileges for a grace period of one year; dues will remain the same. The grace period may NOT be extended beyond the calendar year immediately following the sale of the last Corvette.

ARTICLE III - MEETINGS

Section I - Annual Meeting

The annual meeting of the Club, for the purpose of installing officers and transacting such other business as may come before it, shall be held the second Wednesday of January.

Section II - General Meeting

Monthly general meetings of the Club, other than the annual meeting prescribed above, shall be held on the second Wednesday of each month at Ken Ware Chevrolet, 1595 Newmark, North Bend, Oregon.

Section III - Quorum

A quorum for transaction of business at all general meetings of the Club shall consist of at least ten (10) active members.

ARTICLE IV - VOTING

Section I

Nominations for all elected positions (officers and Board of Directors) will be held at the November monthly general meeting and voting will be held at the December monthly general meeting. Elections shall be by *secret ballot*. Installation of those elected shall be at the annual meeting in January. All elected individuals shall serve until their successor is installed (or appointed). Elected positions shall be eligible for re-election to the same office or appointed by officers and Board of Directors. Individuals shall be eligible for re-election or appointment, but shall be eligible to serve no more than two (2) consecutive terms in the same "position."

Section II

In all meetings of the Club each member, whose current dues are paid, shall be entitled to one vote. (18 years or older and no more than two members per application - see Article II, Section II, Member). At each meeting the Club membership shall be the sole and exclusive judge of the credentials and qualifications of its members.

Section III

If there are three (3) or more candidates and a majority is not received, the person with the most votes is elected. Members unable to vote at the general meeting may submit votes by absentee ballot. Absentee ballots must be received before the December monthly meeting in order to be counted.

ARTICLE V - OFFICERS

Section I

Officers shall be president, vice president, secretary, and treasurer who shall be elected for terms of one year. Officers shall be eligible to serve no more than two consecutive terms in the same office.

President: The president shall be the chief executive officer of the Club. He/she shall preside at all meetings of the Club. He/she shall also preside over meetings of the Board of Directors. He/she shall see that all orders and resolutions of the annual meeting or other meeting of the Club of the Board of Directors are carried into effect and shall be personally responsible for the functioning of all committees; subject, however, to the right of the Board of Directors to delegate any specific powers except as may be by stature specifically conferred upon the president to any other office, officers or members of the Club. He/she shall, in addition to the foregoing specific powers and duties, have the general powers and duties of supervising management and interpretation of policies usually invested in the office of president of a corporation.

Vice President: In the case of death, resignation, the permanent removal of the president from the state of Oregon, or his/her temporary absence, the vice president shall perform and be vested with all the duties and powers of the president.

Secretary: The secretary shall sign, with the vice president and president, instruments and articles necessary to conduct Club business, attend all meetings of the Club and the Board of Directors, and make a record of all their proceedings, conduct such correspondence of the Club as the Board of Directors or president may designate, and perform such other duties as usually devolve upon such officer. The secretary shall keep a current membership list.

Treasurer: The treasurer shall, subject to such rules and regulations as the Board of Directors may, from time to time, prescribe, receive, keep and disburse all monies of the Club, keep accurate books of account, furnish such bond or other security as the Board of Directors may prescribe (the premium for any such bond to be paid by the Club) and, in general, perform the usual duties such officer.

ARTICLE VI - BOARD OF DIRECTORS

Section I

The Board of Directors shall consist of three (3) members to be elected by the membership, plus the president, vice president, secretary, and treasurer. Except as specified to the contrary herein, the term

of directors shall be two years. The past president shall serve as a non-voting member of the Board of Directors during the year (one year) following his/her time in office. Directors shall be eligible to serve no more than two consecutive terms in the same office.

Section II

The Board of Directors shall meet regularly on the first Wednesday of each month. Special meetings of the Board of Directors may be held at the registered office of the Club or any other place within the state of Oregon designated by the Board of Directors. Special meetings may be called by two officers of the Club. Written or printed notice stating the place, date, and hour of any director's meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called and shall be delivered not less than three (3) days nor more than six (6) days before the date of the meeting. Delivery shall be either personally, electronic mail (e-mail), or U.S. mail at the direction of the president, vice president, secretary, or the officer or persons calling the meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his/her address as it appears in the records of the Club. Such notice shall be sent postage prepaid and by registered or certified mail.

Section III

The directors shall have the general management and control of the business and affairs of the Club, and shall exercise all the powers that may be exercised or performed by the Club under jurisdictional law and according to the By-laws of the Club, as well as any actions and resolutions of the Club. The Board of Directors may create one or more committees of the Board of Directors which exercise the authority of the Board of Directors and appoint members of the Board of Directors to serve on those committees or designate the method of selecting committee members. Each committee shall consist of two or more directors who serve at the pleasure of the Board of Directors.

Section IV

A majority of the Board of Directors shall constitute a quorum for the transaction of business. A quorum for transaction of business at all board meetings of the Club shall consist of at least five (5) board members.

Section V

The vote of the majority of the directors present at a meeting of the Board of Directors, at which a quorum is present, shall be the act of the Board of Directors. The president will cast a vote in case of a tie.

Section VI

The Board of Directors may delegate to the president its powers covering any subject, program or policy, and such delegated power shall remain in effect until same shall be revoked by action of the Board of Directors.

Section VII

Any vacancy which occurs on the Board of Directors may be filled by the affirmative vote of the remaining directors, even though such majority is less than a quorum. A director may resign at any time by delivering written notice to the Board of Directors or the president or the secretary.

Section VIII

Directors may be removed only pursuant to the provisions of ORS 65.324 or ORS 65.327 by judicial proceeding.

ARTICLE VII - FINANCES

Section I

All funds of the Club shall be deposited by the treasurer in the name of the Club in such bank or banks as may be designated by the Board of Directors.

Section II

Disbursements shall be only on authorization of the Board of Directors by check signed by such person(s) as the Board of Directors may designate. Any unbudgeted amount must be approved by a simple majority² vote of the general membership no matter the amount.

Section III

An audit of the books and records of the Club shall be made no later than the end of February of each year by a committee of three (3); composed of two (2) members of the Board of Directors (not to include the treasurer) and one (1) general member.

Section IV

A proposed budget for the Club shall be prepared no later than December 31st of each year by a committee of three (3); composed of the current treasurer, one (1) member of the Board of Directors and one (1) general member in accordance with ORS 65.044-65.067.

Section V

All records and books of account of the Club shall be open to inspection at all times.

ARTICLE VIII - RULES OF PROCEDURE

The Rules of Procedure at all meetings of the Club, the Board of Directors and committees shall be by the Roberts Rules of Order, Revised.

² A simple majority is a majority of those voting.

ARTICLE IX - COMMITTEES AND NON-ELECTED VOLUNTEER POSITIONS

Section I - Committees*

- 1) Corvettes on the Bay
- 2) Budget (3 persons) *See Article VII, Section IV.
- 3) Events
- 4) Audit (3 persons, not to include current or immediate past treasurer) *See Article VII, Section III.

Section II - Volunteer/Non-elected Positions (may not necessarily always be filled)

- 1) Events Director
- 2) Historian
- 3) Hospitality/Sunshine
- 4) Newsletter Editor
- 5) Website Coordinator

***Definitions:** 1) Events Director establishes event committees and reports activities of other clubs to the general membership. 2) Historian maintains history of Club activities and adds current activities chronologically to past activities. 3) Hospitality/Sunshine acknowledges special occasions in the lives of the members. 4) Newsletter Editor is responsible for production and dissemination of the Club newsletter. 5) Website Coordinator is responsible for providing up-to-date Club activities and other information to the webmaster and for general maintenance of the website.

ARTICLE X - BY-LAWS

By-laws may be amended or repealed at any lawful Club meeting by a two-thirds vote of all members present as defined in Article III, Section III, page 2, called by written notice via electronic mail (e-mail), or U.S. mail not less than thirty (30) days preceding the holding of such meeting specifying the purpose of the meeting and the nature of the changes proposed.

AMENDMENT A - INDEMNIFICATION AND INSURANCE

The Pacific Coast Corvette Club, heretofore known as the Club, shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was president, officer, member of sponsor, against expenses (including attorney fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suite or proceeding to the fullest extent permissible under the Oregon Revised Non-profit Corporation Act or the indemnification provisions of any successor Act. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such person so indemnified may be entitled, under any agreement, vote of disinterested officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; shall continue as to a person who has ceased to be a president, officer or member, and shall insure to the benefit of the heirs, executors and administrators of such person.

- *****
- Original By-Laws approved by the General Membership February 9, 2005
 - Article VI, Section I - Voting - amended/approved December 15, 2011
 - Articles I; II-Sec. II; III-Sec. II; IV-Secs I & III; V-Sec I; VI-Secs I & IV; VII-Secs II, III & IV; IX -Secs I and II; amended/approved November 12, 2014.