

CORVETTE CLUB OF ARIZONA

BYLAWS

**As approved by the General Membership vote of August 2, 2012
Amended by the General Membership vote of September 1, 2016**

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ARTICLE I
Name, Purpose, Fiscal Year and Logo

Section 1 Name

The name of the organization shall be "Corvette Club of Arizona", hereinafter sometimes referred to as "CCA."

Section 2 Purpose

- A. To encourage interest in the ownership of Corvette automobiles;
- B. To promote favorable relationships with the general public;
- C. To exchange ideas, general information and technical data relative to Corvettes and Corvette owners;
- D. To actively support sports car competitions in their various forms;
- E. To cultivate safe driving habits and stimulate the pride of ownership among Corvette owners;
- F. To promote a friendly, social environment and camaraderie among individuals having a common bond through Corvette ownership;
- G. To secure the latest technical information, literature, etc. from the factory and related sources.

Section 3 Fiscal Year

The Corvette Club of Arizona shall adhere to the calendar year of January 1 through December 31 as its fiscal year and for the term dates of elected officers.

Corvette Club of Arizona Bylaws

Article I - continued

Section 4 Logo

- A. The Corvette Club of Arizona's logo shall be as shown and described below:



- B. Over a white background, a black circular band appears with the words "CORVETTE CLUB" imposed on the top half of the band and the words "OF ARIZONA" imposed on the lower half of the band. All letters within the band are white. Lying within the inner circle of the black band is a representation of the State of Arizona outlined in blue. Within the outline of the state appears an edited representation of the Arizona state flag. The representation displays four rays and a star colored yellow, five rays in red with the lower half of the state in blue. Superimposed over the state appears the Chevrolet Corvette C5 Logo flags and poles. The C5 flags extend beyond the outer edges of the black band and fall just below the top edges of the bottom two red rays with the lower quarter section of the state visible in blue. The lower portion of the checkered flag pole is moved behind the black band and the word Arizona.
1. Logo exception:
Printing or creating the logo over a dark surface or background will require reversing the logo's black circular band and white lettering to a white band with black lettering. The change will also necessitate reversing the black and white color pattern of the checkered flag, flag edges and flag poles.
- C. The official logo cannot be altered in shape, design, color, or overall appearance without written approval of the Board of Directors. The logo shall be used in color whenever practicable. Banners, posters, and assorted print materials which may require less than full color presentation will be considered on a case-by-case basis and will require the approval of the Board of Directors. The expressed intent of this rule is to maintain a standard, consistent appearance and representation made during the display of the logo, regardless of the presentation medium.

Article II Affiliations

Section 1 National Affiliations

The Corvette Club of Arizona supports the National Council of Corvette Clubs (NCCC) as its National Governing body. In addition, CCA is dependent on the support, leadership, rules and insurance provided by NCCC which allows CCA the ability to conduct its business, social activities and competitive events for the benefit of its members and the Corvette community.

Section 2 Local Affiliations – Amended September 1, 2016

The Corvette Club of Arizona operates with the support and sponsorship of Earnhardt Chevrolet, 2121 N. Arizona Avenue, Chandler, Arizona 85225. In appreciation of the support and sponsorship, CCA will in turn seek to operate in support of Earnhardt Chevrolet and the local communities and events supported and sponsored by Earnhardt Chevrolet. In addition, CCA will support other groups and non-profit organizations as recognized and approved by its membership. Support of any program, event or organization is at the Board's discretion based upon prior commitments and financial obligations of CCA.

Article III Membership

Section 1 Requirements

- A. Full Membership status requires an individual member and/or his/her spouse or domestic partner own or lease a General Motors Chevrolet Corvette and be able to verify such ownership to the Board of Directors upon application or renewal.
- B. Full Membership requires concurrent membership in the National Council of Corvette Clubs (NCCC) with the Corvette Club of Arizona listed as the Full Member's primary club affiliation.
- C. Membership status applies to the individual member and his/her spouse or domestic partner if the spouse or domestic partner chooses to complete the application process. Membership for spouse or domestic partner is not required, but strongly encouraged.

Corvette Club of Arizona Bylaws

Article III

Section 1 Membership Requirements - continued

- D. All members must be at least 21 years of age and hold a current valid driver's license issued by an appropriate government licensing authority and have appropriate automobile insurance.
- E. All members as well as guests seeking membership in CCA must adhere to and act in fulfillment of the rules and regulations described within these Bylaws.
- F. All members are expected to be active participants in CCA by attending at least two club meetings and participating in at least two CCA sanctioned activities (drivers, social activities, car shows or other events) per year. In addition, members are expected to take an active role in chairing, assisting, supporting or hosting club activities and events.
- G. Individuals considering any form of membership in CCA must notify the Membership Chairperson of their interest and attend a minimum number of CCA sponsored activities (see New Member Application for specific requirements). Once all requirements for membership have been met, the applicant(s) must submit completed applications for both the CCA and NCCC to the Membership Chairperson. The Board of Directors shall review all applications for membership and vote on acceptance of new members by a simple majority vote. If accepted, the applicant becomes a member upon receipt of annual dues by the Treasurer.

Section 2 Classifications

- A. Full Membership
 - 1. Full Membership status applies to any person and includes his/her spouse or domestic partner residing at the same address, who as individuals meet the requirements set forth in Article III, Section 1.
 - 2. Good standing in NCCC (Membership) requirement is suggested but not mandated as per Article III, Section 1.C for a spouse or domestic partner who was a CCA member in good standing prior to the August 2, 2012 revision of the CCA Bylaws.

Corvette Club of Arizona Bylaws

Article III

Section 2 Classifications - continued

B. Associate Membership

1. A Full Member in good standing who no longer meets the Corvette ownership or lease requirements specified in Article III, Section 1.A but wishes to remain an active member can petition the Board of Directors to re-classify him/her as an Associate Member.
2. A member may retain the status of Associate Member for a period of 180 days. Under special circumstances, the Board of Directors may elect to renew an Associate Member's membership in CCA for the remainder of the calendar year and thereafter on an annual basis during the annual membership renewal period.
3. An Associate Member whose membership runs into the next calendar year will pay Full Membership Dues for the coming year less the current annual assessment for NCCC membership.
4. An Associate Member who re-establishes ownership or lease of a Corvette can be reinstated to Full Member status by the Board of Directors upon petition by the Associate Member and payment of NCCC dues.
5. Any Full Member holding an elected or appointed/volunteer position in CCA who has been reclassified as an Associate Member may continue to fulfill his/her elected or appointed/volunteer obligations until the end of his/her term but may not be reelected, as a Member of the Board until he/she is reinstated as a Full Member. Associate Members may, however, serve in an appointed/volunteer position or serve as a committee chair or committee member with voting rights on matters coming before the committee or position they serve.

Corvette Club of Arizona Bylaws

Article III

Section 2 Classifications – continued

C. Reciprocal Membership

1. A Reciprocal Member is a member who fulfills his/her NCCC membership requirement as an NCCC member in another NCCC Corvette Club. In addition to meeting CCA requirements for membership, individuals applying for Reciprocal Membership must be recommended for membership by a CCA member. Individuals applying for Reciprocal Membership must submit a membership application and meet all membership requirements with the exception of Article III, Section 1.C. The number of Reciprocal Memberships available is subject to limitations imposed by the Board.
2. Reciprocal Members may serve in an appointed/volunteer position or serve as a committee chair or committee member with voting rights on matters coming before the committee or position they serve.

D. Honorary Membership

1. Honorary membership may be granted for a period of one (1) year to those persons deemed worthy by CCA. Consideration may include contribution to the community, the promotion of the Corvette marque, and persons who will add dignity and/or prestige to CCA. Any candidate for Honorary Membership must provide his/her consent before being voted upon by Full Members.
2. Honorary members shall not vote, pay dues, hold elected office or appointed/volunteer positions in the organization. Honorary Members who participate in CCA-sanctioned events or activities must pay non-member fees and are limited to a space-available, first-come, first-served basis.
3. The nomination process for Honorary Membership is defined within the CCA Standing Rules & Procedures.

Corvette Club of Arizona Bylaws

Article III

Section 2 Classifications – continued

E. Guest

1. A Guest

(a) Is a non-Corvette owner considering the purchase or lease of a Chevrolet Corvette; or

(b) Any person including spouse or domestic partner who currently owns or leases a Corvette and is considering Full or Reciprocal membership in CCA and/or is in the process of fulfilling CCA membership requirements as specified in Article III, Section 1.

2. A Guest is not considered a member of CCA but is invited as a guest to attend CCA-related meetings, activities and events. Guest status is limited to a period of one (1) year from first CCA event, activity or meeting attended.

3. Guests shall not vote, pay dues, hold elected office or appointed/volunteer positions in the organization. Guests who participate in CCA-sanctioned events or activities must pay non-member fees and are limited to a space-available, first-come, first-served basis.

Section 3 Membership Renewal Period & Annual Dues

A. Membership Renewal Period

Full, Associate and Reciprocal members must renew their CCA membership on an annual basis. The membership renewal period for the coming year runs from September 1 thru October 15. Members seeking membership renewals for the coming year must be in good standing with the CCA and submit full payment of CCA Annual Dues to the CCA Treasurer plus any outstanding debt or financial obligation due CCA by the member.

Corvette Club of Arizona Bylaws

Article III

Section 3 Membership Renewal Period & Annual Dues – continued

B. Annual Dues

No later than July 30 of each year, the Board of Directors will recommend an annual dues fee schedule for all classes of membership based on CCA's current finances and anticipated expenses for the upcoming year. During the first General Meeting following the Board's recommendation, a majority of Full Members present must approve the Board's recommendation. If the Board's recommendation is not accepted, then a general discussion will immediately follow the vote to establish new recommendations acceptable to the Board and the membership. The annual dues fee schedule for the various Membership Classifications will be published in the CCA Standing Rules & Procedures.

Section 4 Membership Lapse/Late Fees & Penalties

Membership dues received by the Treasurer after October 15 are subject to the CCA and NCCC late fees and penalties specified in the CCA Standing Rules & Procedures, up to and including CCA membership lapse for dues not received by December 1st.

Section 5 Obligations

- A. Members are obligated to safeguard the Membership Roster, mailing lists or any other written or electronic source identifying CCA members or guests. All information identifying CCA membership is to be treated in a confidential manner and used strictly for CCA related purposes. Members shall NOT use any form of media including, but not limited to, the Internet (any form), direct mail, etc. to solicit or promote a business entity or its products or services to members for any reason. CCA may maintain and make available a business card directory for members to inform others of their business.
- B. No member shall purport to represent CCA to a third party or undertake any financial obligation on behalf of CCA without the prior approval of the Board of Directors.

Section 6 Privileges

- A. Full Members shall be entitled to all privileges of membership including voting, holding elected or appointed/volunteer positions and all other rights and privileges of club membership.

Corvette Club of Arizona Bylaws

Article III

Section 6 Privileges - continued

- B. Associate members shall similarly be entitled to all privileges of membership except that they may not hold elected office and may not vote at any time on any matter brought before the CCA for action of the members with exception as addressed in Article III, Section 2.B.5.
- C. Reciprocal members shall similarly be entitled to all privileges of membership except that they may not hold elected office and may not vote at any time on any matter brought before the CCA for action of the members with exception as addressed in Article III, Section 2.C.

Section 7 Resignation from Membership

Any member may resign at any time from the CCA by directing a letter of resignation to any Board member. The member's resignation shall become effective upon receipt of the letter of resignation if the effective date is not specified. The letter of resignation may be electronic. The member has the obligation to return all CCA properties (real, personal, or intellectual) at the time of resignation to a Board Member and to fulfill all outstanding financial obligations. The CCA is not obligated to refund any balance of CCA or NCCC dues.

Section 8 Member Sanctions

- A. Any member may be subject to sanctions for violation(s) of any Bylaw or rule of CCA or in the judgment of the Board of Directors, for conduct inconsistent and/or prejudicial to the best interest, objectives and purpose of CCA.
- B. Any individual member may prefer charges against another member specifying the particular act(s) in question. All charges must be in writing. All charges must be filed with a member of the Board of Directors.
- C. If a member of the Board of Directors or his/her spouse or domestic partner is the object or initiator of the complaint, said Board Member must remove him/herself as a Board Member for all actions under Article III, Section 8 relating to the specified complaint(s).

Article III

Section 8 Member Sanctions – continued

- D. Within 15 days after receipt of the complaint, the Board of Directors will call a special meeting to consider the complaint. The special meeting will be a closed session of the Board of Directors. If a majority of the Board considers there is sufficient cause to continue the process, it will notify the affected member and complainant to appear before the full Board at a closed meeting established solely for the purpose of considering the complaint. The notice shall contain the time, date, and place of such hearing and shall further contain a written specification of the charge that has been preferred against the member. Such notice shall be sent via regular mail to said member at least 10 days prior to the date of the hearing.
- E. Sanctions shall be ordered by a 2/3 vote of the Board of Directors for any member it deems to be culpable of such violation or conduct. The Board of Directors, in its judgment, may impose penalties, private or public reprimands, suspension or expulsion upon the member based upon the facts and circumstances presented.

Section 9 Appeals

Any sanction imposed on a member by the Board of Directors may be appealed to a member of the Board of Directors through a written request submitted by the sanctioned member. The Board shall call a special meeting of the general membership within 15 days of receipt of the appeal request. The Board of Directors' written or electronic mail notice of the special meeting to the general membership shall contain the purpose, time, date and place of such special meeting and include an agenda for the appeal process meeting. Both the Board of Directors and the affected member shall have an equal amount of time to present their case to the general membership. The imposed sanction can be overturned or amended by a 2/3 vote of the Full Members present at this special meeting.

**Article IV
Board of Directors**

Section 1 Board of Directors

- A. The Board of Directors shall be responsible for the overall control and management of the CCA and, in particular, shall have all of the powers and duties conferred or imposed by the Articles of Incorporation and these Bylaws.

Corvette Club of Arizona Bylaws

Article IV

Section 1 Board of Directors - continued

- B. The Board of Directors is composed of all elected CCA officers including President, Vice President, Secretary, Treasurer, Activities Chair, Membership Chair, NCCC Governor and two Officers-at-Large.

Article V Officers and Their Duties

Section 1 Officers

Elected officers of CCA shall include: President, Vice President, Secretary, Treasurer, Membership Chair, Activities Chair, NCCC Governor and two Officers-at-Large.

Section 2 General Powers and Duties of All Officers

All officers of CCA are obligated to encourage member participation in all club activities and encourage use of their Corvettes at those activities by setting a personal example. At the conclusion of an officer's term of office, said officer shall forward all files, supplies, and equipment of said office to the newly elected officer of the same position. The elected officers shall have the following powers and duties, in addition to all others prescribed by these Bylaws and as may be determined from time to time by the Board of Directors, and are established in the following hierarchy:

A. President

The duties of the President shall be:

1. To preside at meetings and to act as the official officer for all CCA meetings.
2. To act as the Chief Executive of CCA and to see that all directives of the Board are carried into effect.
3. To call special meetings of the membership under the provisions of Article VI, Section 2.
4. To establish committees, appoint chairpersons and name Full, Associate and Reciprocal Members to appointed/volunteer positions.

Corvette Club of Arizona Bylaws

Article V

Section 2 General Powers and Duties of All Officers - continued

B. Vice President

The duties of the Vice President shall be:

1. To serve in the capacity of the President in the President's absence.
2. To maintain and be responsible for all CCA properties.
3. To serve as ex-officio member of all committees.

C. Secretary

The duties of the Secretary shall be:

1. To attend all general or business meetings and Board meetings with exception of Committee meetings unless the Secretary is a member of the committee. In the absence of the Secretary from said meetings, a Secretary Pro tempore shall be arranged by the Secretary with notification provided to the presiding officer.
2. To keep a record of all minutes and votes in a book provided for this purpose.
3. To hold custody of CCA records and maintain or cause to be maintained an official roll of all members.

D. Treasurer

The duties of the Treasurer shall be:

1. To have custody of all moneys, debts and obligations belonging to CCA.
2. To keep full and accurate accounts of receipts and disbursements in books belonging to CCA and to deposit all moneys and other valuable effects in the name of CCA.
3. To make all payments of CCA debts upon approval of the officers.

Corvette Club of Arizona Bylaws

Article V

Section 2, D Treasurer - continued

4. To maintain a true accounting of the financial records and status of CCA and report on such during Board and General Membership meetings. In the absence of the Treasurer from said meetings, the Treasurer shall provide the President or the presiding officer a copy or summary of the financial update.
5. To render a true accounting of the financial records or status of CCA, within seven (7) days of request of such information by the President, Board Member or Full Member.
6. To provide notification to CCA members of the membership renewal period and a schedule of annual dues fees for all classifications of membership. Notification to members will be sent electronically as a primary source of notification unless otherwise requested by an individual member.

E. Activities Chair

The duties of the Activities Chair shall be:

1. To encompass the guidance and fostering of members to participate, propose, organize and conduct CCA-related social activities and events throughout the year.
2. To provide updates to a calendar of CCA-related events and assist and advise specific event chairs and members in the requirements and procedures necessary to conduct an event.
3. To ensure updates of club activities are made available to the membership via electronic notification directly from the Activities Chair with appropriate copies sent to the Webmaster for posting to the CCA website.

F. Membership Chair

The duties of the Membership Chair shall be:

1. To ensure that visitors are introduced and made to feel welcome at CCA meetings and functions;
2. To serve as the primary liaison between the CCA Board of Directors and "Guests" as defined by Article III, Section 2.E.

Corvette Club of Arizona Bylaws

Article V

Section 2, F Membership Chair - continued

3. To help publicize CCA, to attract new members, and to work with the Officers-at-Large assigned to support the Membership Chair in recruitment and other related activities as necessary;
4. To ensure new member applications, fees and other related information are complete and submitted in a timely fashion for the Board's review.
5. To maintain current and accurate CCA Membership Roster and Member Profiles Pages. Make roster available to Board members, Webmaster and Crosstalk Editor and Membership Profiles to Webmaster.

G. National Council of Corvette Club Governor

The NCCC Governor shall be the representative of the CCA to NCCC and have all the responsibilities and obligations as prescribed by NCCC. The Governor's highest priority shall be the best interest of the CCA and the will of the CCA's membership.

The duties of the NCCC Governor shall be:

1. To ensure all membership applications and changes are submitted to the Regional Membership Director in a timely manner;
2. To ensure results of all CCA hosted NCCC-sanctioned events are accurate and forwarded to the Regional Competition Director in a timely manner;
3. To represent the consensus of the CCA membership at all NCCC Roadrunner Region Governor's meetings;
4. To represent the consensus of the CCA membership at all NCCC National Governor's meetings in person, or by proxy through the Regional Executive;
5. To announce and promote attendance at national and regional NCCC-sanctioned events, maintaining of event flyers for said events, and providing event flyers and contact information to the membership upon request;

Corvette Club of Arizona Bylaws

Article V

Section 2, G NCCC Governor - continued

6. To obtain NCCC regional approval for CCA sanctioned events and flyers;

H. Officers-at-Large

1. There will be two Officers-at-Large (OL1 and OL2) elected to the Board of Directors;

2. Officers-at-Large will lend assistance to other board and club members as specified by CCA Standing Rules and Procedures.

Section 3 Appointed/Volunteer Positions and Immediate Past President

A. Webmaster

The Webmaster is an Appointed/Volunteer position. Responsibilities of the Webmaster are as specified by CCA Standing Rules & Procedures.

B. Crosstalk Editor

The Crosstalk Editor is an Appointed/Volunteer position. Responsibilities of the Crosstalk Editor are as specified by CCA Standing Rules & Procedures.

C. Immediate Past President

The duties of the Immediate Past President shall be to act in an advisory capacity to the Board for a period of one year immediately following his/her term as President. The Immediate Past President is not a member of the Board unless elected as one of the designated Officers on the current Board.

Article VI Meetings

Section 1 Meetings

A. All meetings and deliberations of the CCA shall be open to all members unless closed as prescribed elsewhere in these Bylaws.

Corvette Club of Arizona Bylaws

Article VI

Section 1 Meetings - continued

- B. Action can only be taken on CCA policy, procedure, event, property and/or budget matters at an officially scheduled Board, general membership or committee meeting, unless otherwise specified in these Bylaws.
- C. A quorum shall be defined as the Full Members present at a meeting provided they total not fewer than 15% of CCA's Full membership. Unless otherwise specified in these Bylaws, a simple majority (51%) of those Full Members present shall be sufficient to transact business of CCA.
- D. Notice of the time, date, and place of regularly scheduled meetings shall be posted on the CCA website and published in a periodic calendar.
- E. Notice of Annual, deferred Annual, or Special meetings shall be sent electronically or by regular post to all CCA members stating the time, place, and purpose of the meeting. Such notice shall be communicated a minimum of fourteen days in advance of said meeting.
- F. Minutes of open meetings shall be kept, including a record of any votes taken, and shall be open to inspection of all CCA members. The CCA Secretary shall be responsible for keeping these minutes and records. Committees shall file their minutes with the CCA Secretary in a timely manner.
- G. All records of the CCA shall be open to all CCA members unless closed as prescribed elsewhere in these Bylaws.
- H. General Membership meetings will be held monthly unless specified otherwise by the Board of Directors with no fewer than two General Membership meetings per quarter.
- I. Board Meetings will be held monthly unless specified otherwise by the Board of Directors with no fewer than two Board meetings per quarter. If access is available, Board Meetings may be conducted using electronic media such as teleconference, internet or other medium as long as all Board Members are able to access and participate in the electronic meeting. Board Meetings conducted electronically shall be held no more frequently than once per quarter.
- J. An Annual Business Meeting will be held each November, and run concurrently with the General Membership meeting.

Article VI

Section 2 Special Meetings

- A. If the necessity arises, special meetings of the members may be called by the President or by a majority of the officers. Notice to all members must be given 14 days prior to said meeting. The notice must include the date, time and place of the meeting and the expected items(s) to be addressed or voted upon during the meeting.
- B. A special meeting may also be called by members submitting a petition to the Board stating the expected item(s) to be addressed or voted upon during the meeting. The petition must be signed by at least 25% of the then current Full Members of the CCA. The Board must hold the special meeting within 30 days of receipt of the petition.
- C. The Quorum required at a Special Meeting shall be 25% of Full Members.

Article VII

Election, Resignation, Vacancy and Removal of Officers

Section 1 Election of Officers

- A. Election of officers for the upcoming year shall take place at the Annual Business Meeting held in November. Qualified voters shall vote by secret ballot. An absentee ballot shall be made available to any qualified member who can show good cause as to why he/she is unable to attend the meeting at which the voting shall take place.
- B. Qualified Voters - A qualified voter is a member with Full Membership status for the upcoming year's term of office and whose dues are fully paid for the upcoming year prior to the date of voting.
- C. Nomination of Officers shall take place at the October General Membership meeting or sooner if an October meeting is not held. Nominations may be verbal or submitted to the Secretary in advance of the nominating period. The nomination must be acceptable to the member being nominated.
- D. Qualified Candidates - A qualified candidate is a member with Full Membership status for the upcoming year's term of office and whose dues are fully paid prior to the date of voting.
- E. Each officer shall serve for the period of one year beginning January 1 and running through December 31 of the coming year.

Corvette Club of Arizona Bylaws

Article VII

Section 2 Resignation of Officers or Appointed/Volunteer Positions

A. Resignation Procedures

Any elected or appointed officer of the Board of Directors or chairperson of a CCA committee or appointed/volunteer position may resign from office or their position at any time by giving written notice thereof to the Board of Directors. Such resignation shall be effective upon receipt by the Board of Directors if the date of resignation is not stipulated in the notice. The letter of resignation may be electronic. The resigning party has the obligation to return all CCA properties (real, personal, or intellectual) to a Board member at the time of resignation and to fulfill all outstanding financial obligations.

B. Resignation in Absentia

Any elected or appointed officer of the Board of Directors who has missed three consecutive regularly scheduled Board meetings or any club member with a position of, but not limited to, event chairperson, special committee chairperson or appointed/volunteer position who has missed three consecutive and reasonably scheduled meetings of the committee or position may be deemed to have resigned in absentia by the Board of Directors at its discretion. Affected board members may not vote on the resignation. The Board will formally notify the affected officer, chairperson, committee member or appointee/volunteer. The notification may be electronic. The officer or person has the obligation to return all CCA properties (real, personal, or intellectual) to a Board member at the time of resignation and to fulfill all outstanding financial obligations.

Section 3 Removal from Office or Appointed/Volunteer Position

Individual elected members of the Board or members serving in an appointed/volunteer position may be removed from office or position by implementing the impeachment process as defined by CCA Standing Rules and Procedures. An impeachment vote at a Special or General Meeting must be passed by a 2/3 vote of the quorum. Any member of the Board or appointed/volunteer position voted removed from office or position will immediately cease performing assigned duties of the position. The person has the obligation to return all CCA properties (real, personal, or intellectual) to a Board member. Any vacancy as a result of the removal process shall be filled as stipulated for in these Bylaws.

Article VII

Section 4 Vacancies

In the event of the resignation, death, impeachment, or incapacity of the President, the Vice President shall succeed the Presidency. The membership shall elect a new Vice President at the next meeting of the general membership. In the event of the vacancy of any other office, the Board of Directors may appoint a member to fill the vacancy for the duration of the year. In the event of the vacancy of any appointed/volunteer position, the President may appoint a member to fill the vacancy for the duration of the year.

**Article VIII
Amendments to Bylaws**

Section 1 Amendment to Bylaws

These Bylaws may be amended, supplemented, repealed, temporarily or permanently suspended, in whole or in part, or new Bylaws may be adopted, by a proposal approved by a majority vote of the Board of Directors then in office at a regular Board of Directors meeting and then by a subsequent majority vote of the Qualified Voters at a General Membership meeting or special meeting called for this purpose. The General Membership must receive fourteen (14) day advance notification of any meeting in which amendments to the Bylaws will be voted upon by the General Membership.

Section 2 Amendment Proposals & Bylaw Changes

Amendments or Bylaw changes may be proposed by:

- A. A majority of the Board of Directors;
- B. A written proposal for such a change signed by twenty percent of the Full Membership submitted to the Board of Directors; or
- C. A proposal submitted by a convened Bylaws Committee to the Board of Directors.

**Article IX
Standing Rules & Procedures**

Section 1 Standing Rules & Procedures (SRP)

- A. Corvette Club of Arizona shall create and maintain written guidelines entitled "Standing Rules & Procedures." SRPs are to include, but are not limited to, general policy statements and procedures for the day-to-day operation of CCA not specifically covered or detailed by the Bylaws. SRPs cannot be in conflict with the Bylaws which take precedence over the Standing Rules & Procedures. Unlike Bylaws, Standing Rules & Procedures, unless otherwise stated, can be created or amended during a Board Meeting by a simple majority of Board members present.
- B. An official written record of the Standing Rules & Procedures will be maintained by the Secretary and a copy posted on the CCA website. Any and all changes or additions to the SRPs must include the date of approval for individual additions or changes to existing Rules and Procedures.

**Article X
Personal Liability**

Section 1 Hold Harmless & Indemnification Clause

The Corvette Club of Arizona, as a Corporation, shall hold harmless and indemnify the Board of Directors, Officers, committee chairmen and appointed/volunteer position members for any actions, malfeasance, or nonfeasance as long as the action or inaction is not willful.

**Article XI
Dissolution**

Section 1 Dissolution of the Corvette Club of Arizona

If for any reason this organization is disbanded and all debts have been satisfied, all remaining moneys held in the corporate name shall be donated to another non-profit club or organization so designated by the majority vote of the remaining members possessing Full Membership status.

End of Bylaws