

**2019**  
**BYLAWS**  
**OF**  
**SCOTTSDALE CORVETTE CLUB**

ARTICLE I

OFFICES AND CORPORATE SEAL

SECTION 1. Arizona Office. Scottsdale Corvette Club, an Arizona nonprofit Corporation (the “Club”), shall maintain an office in Maricopa County Arizona.

SECTION 2. Other Offices. The Club may also maintain offices at such other place or places, either within or outside the State of Arizona, or within or outside the United States of America, as the Board of Directors (the “Board”) may designate from time to time, and the Club may transact its business at such other offices with the same effect as that conducted at the principal office.

SECTION 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Club.

## ARTICLE II

### BOARD OF DIRECTORS

SECTION 1. Powers. Subject to any limitations set forth in the articles of incorporation, these bylaws, or applicable laws, the Board shall manage and control the assets and affairs of the Club.

SECTION 2. Number and Election of Directors. The number of directors shall be determined by the Board from time to time, but shall not be less than five (5) directors. The existing Board of Directors shall seek nominations from the membership at least 30 days prior to the Annual Meeting of the members. Said nominees must be members in good standing and no two members from the same household shall serve on the Board at the same time. The individuals elected as directors shall serve two-year terms until the next annual meeting of the members. Directors shall serve staggered terms so that a minimum of two Board of Directors are elected each year. The members shall elect those directors whose terms have expired at each annual meeting of the members. The number of successive terms which a director may serve is unlimited.

SECTION 3. Voting Rights. All directors shall have equal voting rights on all matters to come before the Board.

SECTION 4. Vacancies. Vacancies may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by a sole remaining director. The directors so chosen shall hold office until the next annual meeting of the members or until their successors are elected.

SECTION 5. Annual Meetings. The Board shall meet at least annually for the purpose of organization, planning and the transaction of other business, and if a quorum of the directors are then present, prior notice of such meeting shall be unnecessary. The directors, by unanimous consent, may change the place and time of such meeting.

SECTION 6. Regular Meetings. The Board shall hold a minimum of four regular Board meetings during a calendar year on the fourth Wednesday of the month or at such other time as the Board shall determine, to discuss the business and plan the activities of the Club.

SECTION 7. Special Meetings. The President or the Secretary may call special meetings of the Board and must do so at the written request of any director.

SECTION 8. Notice of Meetings. Notice of all Board meetings, except as herein otherwise provided, shall be given by telephoning or electronically mailing the same at least two days before the meeting to the usual email address of each of the directors. Regular meetings may be held with notice at such time and place as the Board may determine. Any business may be transacted at any Board meeting. At any meeting that every director attends, even though without any notice or waiver thereof, any business may be transacted.

SECTION 9. Waiver of Notice. A director's attendance at a meeting shall constitute Waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any director may waive notice of any Annual, Regular, or Special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

SECTION 10. Quorum. At all meetings of the Board, fifty-one percent of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by Arizona statute, the articles of incorporation, or these bylaws. If at any meeting, less than a quorum attends, a majority of those present may adjourn the meeting without further notice to any absent director.

SECTION 11. Action without a Meeting. Unless otherwise restricted by the Articles Of Incorporation or these Bylaws, any action required or permitted to be taken at any Meeting of the Board, or of any Committee thereof, may be taken without a meeting, provided all Members of the Board or Committee, as the case may be, consent to the action in writing. The writing or writings are filed with the minutes of proceedings of the Board or Committee.

SECTION 12. Place of Meetings. The board may hold meetings, Annual, Regular, and Special, either within or outside the State of Arizona. It may hold such meetings in person or by means of telephone conference or similar communications as long as all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 13. Committees of the Board. The Board, by resolution adopted by a majority of the full Board, may designate from among the members of the Board one or more committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the Board, except that no such committee may exercise the Board's authority to (1) fill vacancies on the Board or any

committee thereof; (2) adopt, amend, or repeal the bylaws; or (3) fix the compensation of director. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

### ARTICLE III

#### MEMBERS

SECTION 1. Qualification for Membership. Qualification for membership shall be the ownership of a Corvette automobile at some point during any of the twelve month periods of membership; submission of an application for membership in the NCCC (“NCCC”), and the payment of the required dues. New members must own a Corvette automobile or have been a NCCC member during the prior twelve months. And if new member does not own a Corvette at time of application, but has been a NCCC member, said new member must commit to acquire a Corvette during the following twelve months. The Board of Directors reserves the right to reject any applicant for membership. The Board of Directors also reserves the right to expel a member from the Club at any time with “cause.” Cause can be, but is not limited to: bad behavior, unsafe behavior, offensive behavior, or an unreasonable number of complaints from other members. An “expelled” member may appeal such expulsion from the Club to the Board; however the Board’s decision is the final authority.

#### SECTION 2. Associate Membership.

This membership is available to existing or former members of the Club who have been a member of the Club in good standing for at least 3 years. Any requests for such status shall

be directed to the Membership Director, or any other Director of the Club. Associate members need not comply with the Corvette ownership requirement in Section 1, but will need to submit an application for membership in the NCCC. Associate members will not have the right to vote or hold office in the Scottsdale Corvette Club, nor will be able to participate in Club Activities such as day trips, overnight Activities, or any other Activity that requires Corvette ownership. Associate members may attend monthly meetings, house parties, Vixen's or Poker events and the Annual Holiday Party as well as the Toy Run. Associate membership is renewable annually upon payment of the required dues.

SECTION 3. Membership Dues. Membership dues shall be paid by each member of the Club in an amount to be determined by the Board of Directors. The amount of such Membership dues shall include the dues for membership in the NCCC. Membership dues Shall be payable annually to the Treasurer of the Club.

SECTION 4. Annual Meeting. The members shall meet annually on the second Wednesday in November for the purpose of the election of directors and the transaction of other business. The Board shall provide an opportunity for non-present members to vote electronically at least five days prior to the meeting and said votes will be collected and counted by the Secretary or their designee.

SECTION 5. Regular Meetings. A monthly Regular Membership Meeting may be held on the second Wednesday of each month, or at such other time as may be determined, to discuss the business or other activities of the Club.

SECTION 6. Special Meetings. The president or secretary may call special meetings of the members and must do so on the written request of any member or a Director.

SECTION 7. Notice of Meetings. Notice of the Annual members' meeting, Regular meetings, or a Special meeting, shall be given by electronically mailing the same at least two days before the meeting to the email address of each member. Any business may be transacted at any membership meeting. It is the member's responsibility to maintain their current email address with the Club.

SECTION 8. Waiver of Notice. A member's attendance at a meeting shall constitute waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any member may waive notice of any annual, regular, or special meeting of the members by executing a written waiver of notice either before or after the time of the meeting.

SECTION 9. Quorum. At all meetings of the members, twenty-five percent of the Members, either in person or who have cast a vote, shall be necessary and sufficient to constitute a quorum for the transaction of business. The majority of the members present at any meeting, or who have cast a vote, at which there is a quorum, shall be the act of the membership, except as may be otherwise specifically provided by Arizona statute, the articles of incorporation, or these bylaws. If at any meeting, less than a quorum attends; a majority of those present may adjourn the meeting without further notice to any absent member.

#### ARTICLE IV

#### OFFICERS

SECTION 1. Designation of Titles. The officers of the Club shall be President, Vice President, Treasurer, Secretary, Activities Director, Membership Director, NCCC Governor and, if the Board so determines, one or more members-at-large. Unless the Articles

of Incorporation or these Bylaws otherwise provide, the same person may hold any number of offices. The Board may require any such officer, agent, or employee to give security for the faithful performance of his or her duties.

SECTION 2. Appointment, Term of Office, Qualification. The Board shall appoint the officers of the Club annually. Each officer shall hold office for one year or until his or her successor shall have been duly chosen, until his or her death, or until he or she resigns or is removed in the manner hereinafter provided. The number of successive terms which a director may serve is unlimited, with the exception of the President. The President, however, shall serve a maximum of two consecutive terms, but may continue to serve on the Board to fulfill his/her term, or be re-elected.

SECTION 3. Subordinate Officers. The Board may appoint such subordinate officers, agents, or employees as the Board may deem necessary or advisable, including one or more additional vice presidents, one or more assistant treasurers, and one or more assistant secretaries, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the Board may from time-to-time determine. The Board may delegate to any officer or to any committee the power to appoint any such additional officers, agents, or employees. Notwithstanding the foregoing, no assistant treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

SECTION 4. Removal. The Board may remove any officer or agent whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Appointment of an officer or agent shall not of itself create any contract rights.



SECTION 5. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, may be filled for the unexpired portion of the term in the manner prescribed in Sections 2 and 3 of this Article IV for appointment to such office.

SECTION 6. President. The president shall be the principal executive officer of the Club and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Club. In particular, he or she shall preside at all meetings of the Board, represent the Club at official functions, initiate contact with other Corvette organizations, as appropriate, coordinate and delegate responsibility for events and competitions, and delegate and coordinate duties to individual Board members and officers, as necessary. He or she may sign, with the treasurer or any other proper officer of the Club authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the Board or these bylaws shall expressly delegate the signing and execution thereof to some other officer or agent of the Club or where the law requires such deeds, mortgages, bonds, contracts, or other instruments to be otherwise signed or executed. Finally, the president shall in general perform all duties incident to the office of president and such other duties, not inconsistent with these bylaws, as the Board may from time to time prescribe.

SECTION 7. Vice President. The vice president shall have such powers and perform such duties, not inconsistent with these bylaws, as the Board or the president may from time-to-time prescribe. At the request of the president, or in case of his or her absence or inability to act, the vice president shall perform the duties of the president and when so acting shall have all powers of, and be subject to all the restrictions upon, the president.

SECTION 8. Treasurer. The treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Club, the collection of membership dues and for all monies collected from events, competitions and other miscellaneous activities. The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club, and shall deposit all monies and other valuable effects in the name of and to the credit of the Club, in such banks and other depositories as may be designated by the Board. The treasurer shall render to the president and to the Directors at regular meetings of the Board or whenever the Directors may require it, statements of the entire Club's transactions and accounts of the financial condition of the Club. And in general, he or she shall perform all the duties incident to the office of Treasurer and such other duties, not inconsistent with these bylaws, as the Board may from time to time assign to him or her.

SECTION 9. The Activities Director. The Activities Director shall organize and schedule tours, road trips, rallies, car shows, social events and other activities for participation by the members.

SECTION 10. The NCCC Governor. The NCCC governor shall serve as the Club representative at meetings of the NCCC. He or she shall inform the members of all pertinent issues being decided upon and any changes that are being made to the rules. The NCCC governor shall keep members advised of the events being held within the Roadrunner Region and encourage members to attend other clubs' events, as well as sponsor events for the Club.

SECTION 11. The Secretary. The secretary shall act as secretary of the Board and shall keep the minutes of all meetings of the Board. He or she shall keep an accurate list of Board members and their attendance, give notice of all Board meetings, and distribute

minutes to all Board members. He or she shall be the custodian of the corporate seal and shall affix the seal, or cause it to be affixed, to all proper instruments when deemed advisable by him or her. He or she shall have charge of the books, records, and papers of the Club relating to its organization as a corporation, shall maintain all historical records of the Club's activities, and shall see that the reports, statements and other documents required by law are properly kept or filed. And he or she shall in general perform all the duties incident to the office of secretary and such other duties, not inconsistent with these bylaws, as the Board may from time-to-time prescribe.

SECTION 12. Membership Director. The membership director shall represent the Club to prospective new members providing an overview of the Club, corresponding with potential new members, and scheduling their attendance for their initial Club meeting. Additional responsibilities include providing membership applications and collecting initial Dues, as well as maintaining and distributing the membership roster to all members.

SECTION 13. Member-at-Large. The member-at-large, if one or more is appointed, shall serve as a representative to the Board and as a liaison between the officers and the members. Additionally, he or she shall in general perform such other duties as the Board may from time-to-time prescribe.

## ARTICLE V

### COMPENSATION AND RESIGNATIONS

SECTION 1. Fees and Compensation. No director, officer, or committee member shall receive any compensation for his or her services in that capacity, except for compensation in a reasonable amount for services rendered as determined by the Board

and reimbursement for necessary and reasonable out-of-pocket expenses.

SECTION 2. Loans. The Club shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until repaid.

SECTION 3. Resignations. Any director or officer may resign his or her office at any time by giving notice of his or her resignation to the president or the secretary of the Club. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof and the acceptance thereof shall not be necessary to make it effective.

## ARTICLE VI

### FISCAL YEAR

The fiscal year of the Club shall be as determined by the Board.

## ARTICLE VII

### CONTRACTS, LOANS CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

SECTION 3. Checks and Drafts. All checks, drafts, or other orders for the payment

of money, or notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents, of the Club and in such manner as the Board shall, by resolution, from time to time determine.

SECTION 4. Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositaries as the Board may select.

## ARTICLE VIII

### VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the president shall have full power and authority on behalf of the Club to vote either in person or by proxy at any meeting of shareholders of any corporation in which the Club may hold shares, and at any such meeting, he or she may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, the Club might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## ARTICLE IX

### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer, employee, member of a committee of or person connected with the Club, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Club, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Club in effecting any of its purposes or reimbursement for necessary and reasonable out-of-pocket expenses as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the Club's assets upon the dissolution of the Club. Upon such dissolution or winding up of the affairs of the Club, the Board shall, after paying or making provision for the payment of all the liabilities of the Club, either dispose of all of the assets of the Club exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"), or distribute the

assets to one or more organizations that shall then qualify as exempt organizations under section 501(c)(3) of the Code. Any such assets not so disposed of or distributed shall be disposed of through a court of competent jurisdiction of the county in which the principal office of the Club is then located, exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Code or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

## ARTICLE X

### EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of the Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or carried on by an organization described in section 501(c)(3) of the Code or an organization contributions to which are deductible under section 170(c)(2) of the Code. In no event shall the Club, as any substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except as is otherwise provided in section 501(h) of the Code. Nor shall the Club participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE XI

### CONFLICTS OF INTEREST

SECTION 1. Conflict of Interest Transactions. No contract or other transactions between the Club and its directors or officers or between the Club and any other corporation, firm association, or entity in which its directors or officers are members,

directors, or officers or are financially interested shall be either void or voidable because of the relationship or interest or because the director or officer is present at the meeting of the Board or of the committee of the Board that authorizes, approves, or ratifies such contact or transaction or because his or their votes are counted for such purpose, if either of the following apply:

(a) The fact of such relationship or interest is disclosed or known to the Board or to the committee thereof which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested directors.

(b) The contract or transaction is fair and reasonable to the Club at the time the contract or transaction is authorized, approved, or ratified in the light of circumstances known to those entitled to vote on the matter at the time.

SECTION 2. Quorum. Common or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes, approves, or ratifies the contract or transaction.

## ARTICLE XII

### INDEMNIFICATION

SECTION 1. Indemnification. The Club shall indemnify its directors, officers, employees, and agents against expenses incurred in actions by third parties to the full extent permitted by and as provided in section 10-2305C of the Arizona Revised Statutes.



SECTION 2. Insurance. The Club may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Club or is or was serving at the request of the Club as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her, status as such, whether or not the Club would have the power to indemnify him or her against such liability under this Article XII of these bylaws.

### ARTICLE XIII

#### REPEAL, ALTERATION OR AMENDMENT

The Board, by a majority vote of the full Board, may recommend the repeal, alteration, or amendment of these Bylaws or recommend the adoption of substitute bylaws at any time, however any such recommended change to these Bylaws will require the approval of the membership through a vote of the members where a majority approve said change.

These Bylaws have been duly approved by the membership of the Scottsdale Corvette Club on June 30<sup>th</sup>, 2019

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Steven M. Rabin, Secretary