



CONSTITUTION

Ratified September 7, 2021

ARTICLE I

Section 1. Name

The name of this organization shall be South Winds Corvette Club.

Section 2. Purpose

The purpose of this organization shall be to promote and enjoy the Corvette automobile through the encouragement and sponsorship of trips, social gatherings, tours and motor sports events. To further advance these goals, the Club shall sponsor and encourage the exchange of information relating to Corvettes, as well as safe and skillful driving on public highways.

Section 3. Incorporation

This organization shall be incorporated as a non-profit organization under the laws of the State of Kansas. Should this incorporation be denied for any reason, this constitution shall be null and void and this organization shall cease to exist.

ARTICLE II – Membership

All persons interested in Corvette automobiles shall be eligible for membership. Membership shall be by application and election upon such terms as the club shall provide in its By-Laws.

ARTICLE III - Finances

Section 1. Fiscal. Year

The fiscal year shall be January 1 to December 31, inclusive.

Section 2. Dues

The dues for membership shall be as established in the Club Bylaws.

Section 3. Special Assessments

The Club Treasurer may at any time request the Club to approve a special assessment of all members for any purpose as may be determined by the duly elected Club officers. Such special assessments must have the approval of the majority of the members present and eligible to vote at a general membership meeting.

Section 4. Liability

All persons or corporations extending credit to, contracting with, or having any claim against the Club or its officers shall look only to the funds and property of the Club for payment of any such contract or claim for payment of any debt, damage, judgment, or decree or any other money that may otherwise become payable to them, so that neither the Club nor its officers, present or future, shall be liable personally therefore.

ARTICLE IV - Officers

Section 1. Executive Council

The Club shall be governed by an executive council consisting of the following duly elected Club officers:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

In addition, the Executive Council shall have as members any committee chairmen appointed under Article IV, Section 2, of this Constitution. The term of office of the Executive Council shall be concurrent with that of its members. The council shall have the responsibilities of government; that is, enforcement of any and all Club Bylaws, and operation of Club activities and functions. The Executive Council is held accountable to the general membership in all its decisions.

Section 2. President

The President shall assume the duties of chief executive of the Club, and as such shall preside over all meetings, activities and functions of the Club. He/She is held accountable to both the Executive Council and the general membership in all decisions. The President shall appoint committee chairpersons as required, such as Club Governor.

Section 3. Vice President

The Vice President shall be responsible for the proper maintenance of Club business. In this regard, he/she is to report to the President on any and all Club duties not specifically assigned to others. He/She is held accountable to the President, Executive Council and the general membership.

Section 4. Secretary

The Secretary shall be responsible for the recording of minutes of all Club meetings and functions and for the correspondence with Club members, other clubs and Club business associates. He/She shall be accountable to the President, Executive Council and the general membership.

Section 5. Treasurer

The Treasurer shall be accountable for an accurate reporting of the Club's financial position and business. He/She shall be accountable to the President, Executive Council and the general membership.

Section 6. Succession

The order of succession shall be defined as follows:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

Should the order of succession pass the office of President to the Treasurer, and he/she is unable to act, the general membership shall elect a President Pro Tem. The Vice President shall assume the duties of either the Secretary or Treasurer should either of these officers be unable to discharge the duties of their office. In the event that a vacancy becomes permanent, the above succession will be used until a new officer is elected at the earliest possible date, with the exception of the office of President. The Vice President shall assume permanent possession of the office of President and a new Vice President shall then be elected.

Section 7. Impeachment of Officers

Any officer may be impeached for failure to perform the duties of his/her office. The officer shall be notified in writing by registered mail of the impeachment proceedings. Upon notification of impeachment proceedings the officer will be relieved of his/her duties immediately until results of a hearing are established. A hearing will be held at the third meeting following the notification. At this meeting a majority vote of the members present in favor of the impeachment shall be sufficient to remove the officer from office. (Refer to Article IV, Section 6, for order of succession.)

ARTICLE V - Meetings

Section 1. Annual Meeting

The annual meeting shall be the first regularly scheduled meeting of the fiscal year. The new officers will assume their duties at this meeting.

Section 2. General Membership Meetings

The general membership meetings shall be as established in the Club Bylaws.

Section 3. Executive Council Meetings

The Executive Council shall be called to meet as required by the President.

Section 4. Quorums

For the annual meeting, general membership meetings and special meetings, a quorum of one-fourth the members eligible to vote must be present to transact legal business. For Executive Council meetings, a simple majority of the members of the Executive Council must be present to transact legal business.

ARTICLE VI - Elections

Section 1. Nomination of Officers

Three months before the official election of officers is held as established in Section 2 of this Article, the President shall appoint a committee of up to three members not presently holding elected office for the purpose of selecting names for nomination to office. The selection of names must be made from the roll of members. The names should be presented to the membership at the regular November meeting.

An elected officer can only hold the same office two years consecutively unless an extension is approved by a majority of the members present and voting.

Section 2. Date of General Election

The general election for the purpose of selecting officers for the fiscal year shall be held during the regular December meeting. Election of officers shall be as described in the By Laws.

ARTICLE VII - Activities

Section 1. Activities

The activities of the club shall consist of planned trips, social gatherings, tours and events for club members and guests.

Section 2. Fund Raising Events

All fund raising events promoted, sponsored, or held by the Club shall be overseen by an events chairperson that has been appointed by the President. The event chairperson can form a committee of Club members to organize the event. The event chairperson and committee shall be accountable to the Executive Council and the general membership.

A committee member shall be required at a general membership meeting to present to the general membership an accounting of all funds dispersed and shall present for discussion and vote any disbursement of Club funds over \$300.00.

Any funds collected for or at any event shall be maintained in the regular Club treasury. A report shall be given by the treasurer in regards to all funds collected or dispersed.

ARTICLE VIII – Dissolution

Disposition of Assets

Should the Club cease to operate for any reason the assets remaining after payment for all liens and creditors shall be given to any suitable charity or charities as deemed fit by the Executive Council at that time.

ARTICLE IX – By Laws

By Laws

The membership shall, by simple majority of those present and eligible to vote at any legal meeting, enact any bylaws necessary to transact Club business within the convenience of this constitution. Any bylaws thus enacted may be repealed in the same manner.

ARTICLE X - Amendments

Amendments to the Constitution

Any member eligible to vote may propose an amendment to this Constitution. Any amendments must be presented to the Executive Council in writing for discussion and opinion. The Executive Council shall then be required to publish a notice of amendment along with the date of the meeting where the amendment is to be presented to the membership. This date shall be more than one week but no more than five weeks subsequent to the Executive Council meeting where the amendment is discussed. The amendment must be approved by a majority of those present and eligible to vote.

SOUTH WINDS CORVETTE CLUB

BYLAWS

1) Dues

- a) The annual Club dues shall be \$40.00 for regular membership which includes a spouse or an additional individual registered as a member when dues are paid who wish to participate in club activities. Should a spouse of a Lifetime Member wish to participate in club activities, dues shall be \$20.00. Dues for new members shall be prorated throughout the year. From January through March they shall be the full \$40.00 for the first year. From April through June they shall be \$30.00 for the first year. From July through September they shall be \$20.00 for the first year and from October through December they shall be \$10.00 for the first year.
- b) Membership dues for the upcoming year must be paid no later than the regular December meeting in order to be eligible to vote in the annual election of officers.

2) Meetings

- a) The general membership meeting shall be the first Tuesday of each month at 6:30 PM except if that Tuesday falls on a holiday, in which case the meeting will be held the following Tuesday. The meeting start time shall be subject to change for seasonal demands if requested by management of the host site. Should this be necessary, members will be notified by appropriate means.
- b) Special meetings of the general membership and/or the Executive Council shall be called as required by the President. Special Meetings may be called to conduct extraordinary business in a timely manner that cannot wait for a General Membership Meeting.
- c) Any Regular or Lifetime Member may request a Special Meeting. The Member must provide a reason for the request. If the request is approved by the Executive Council, a date and time for the Special Meeting shall be set.

3) Member Categories

- a) **Regular Membership:** Application for regular membership in the South Winds Corvette Club may be made by any person upon fulfilling the following requirements:
- a. Registered ownership of a Corvette.
 - b. Presentation to the Club or its duly elected officers of sufficient funds to cover the period of membership desired, as established in Article III, Section 2.
 - c. Possession of a valid driver's license.

Regular membership shall entitle the member to one vote and their spouse or an additional individual registered as a member when dues are paid one vote on each matter of Club business. In addition, the member and/or their spouse/or an additional individual registered as a member when dues are paid shall be entitled to hold office (either elected or appointed) and participate in all Club activities. The regular membership shall be considered valid for the duration of time covered by the amount of dues paid as established herein.

- b) **Associate Membership:** An Associate Member must have a genuine interest in Corvette ownership or have owned a Corvette and is pursuing the purchase of another Corvette. The membership fee for an Associate Member shall be the same as for a Regular Member (fees are for activities, club insurance, web hosting, etc.) An Associate Member shall have all privileges of membership except those of holding office or voting.
- c) **Lifetime Membership:** SWCC membership dues are waived for those receiving Lifetime Membership status. Lifetime Membership shall entitle the member to one vote on each matter of Club business. In addition, the member shall be a registered owner of a Corvette, entitled to hold office (either elected or appointed) and participate in all Club activities. Nominations for Lifetime Membership will be presented by a current member to the Executive Council and approved by a majority of the voting members present at the next general membership meeting.
- d) **Honorary Membership:** An honorary membership may be presented to an individual or company who has demonstrated an interest in the Club by donation of services or products for the promotion of Corvettes. Nominations for honorary membership will be presented to the Executive Council and approved by a majority of the voting members present at the next general membership meeting. An honorary member shall have all the privileges of Regular Membership except those of holding office or voting.

4) **Resignation or Expulsion:** Any member may present a written resignation to any of its duly elected officers. This resignation is effective upon receipt providing all indebtedness to the Club is resolved. The Executive Council may call for a vote by the general membership for the expulsion of any member deemed to have performed one of the following

- a. Infraction of Club rules and/or bylaws.
- b. Actions determined to be against the best interests of the South Winds Corvette Club.
- c. Substantial indebtedness to the Club.

A member is automatically expelled if the dues established in the Bylaws are unpaid thirty calendar days subsequent to billing by the South Winds Corvette Club. An expelled member shall forfeit any monies paid to cover periods of time or events subsequent to expulsion. Any member subject to expulsion shall have the opportunity to present a statement to the general membership. The general membership shall then, by a majority of those present and eligible to vote, approve or disapprove the expulsion. This vote shall be binding.

5) **Election of Officers**

- a) **Balloting:** Under normal circumstances, a secret ballot is preferred for the election of officers. However, under special circumstances, other means of election are acceptable as approved by a majority of members present and voting (i.e. show of hands or electronic voting in a virtual meeting.) When a secret ballot is to be conducted, the Secretary shall provide ballots at the regular December meeting with the names of the candidates and space for a write-in candidate for each office. For offices where there are multiple candidates, the candidate with a plurality of votes shall be elected. In cases where there is only one candidate for an office the voting will be for the approval of that candidate. An unopposed candidate must be approved by a majority of those voting.
- b) **Recount and Protest:** Any person nominated for an office may demand and thus shall receive a public recount of the votes cast for that office. Any member eligible to vote may protest the election. In the event of such protest, he/she shall present his/her case to the outgoing Executive Council, who shall then present the case and their recommendation to the general membership for approval by simple majority. The election results shall be suspended pending the results of such approval.
- c) **Breaking a Tie:** In the process of counting votes for any elected office, if two or more candidates receive an equal amount of votes the winner of the office shall be decided by a coin flip between the two members with the longest continuous membership. This process shall be conducted by a member of the nominating committee and witnessed by no less than two other members not including the candidates for office.