

BY-LAWS of the NORTHWEST ASSOCIATION OF CORVETTE CLUBS

Article I – Meetings

Section 1

- R02 Regular meetings of the Association shall be held beginning in February of each year with subsequent meetings to be held at every hosted event. The initial Rules Change meeting will be held on the weekend of the Year-End Banquet. During periods where there is no hosted event, meetings will be held, at a minimum, every other month.

Section 2

Special meetings of the Association may be called by the President or the Executive Board.

Section 3

- R15 Notification of all meetings must be sent to member clubs and the Member-at-Large Representative at least thirty (30) days prior to the meeting date.

Section 4

- R15 A minimum of 30 percent of the NWACC member clubs which may include the Member-at-Large Representative constitutes a quorum for the transaction of business.

Section 5

- R23 Each member club shall have an opportunity, to host an Association meeting and/or competitive event.

Article II – Board of Directors and Executive Board

Section 1

- R23 The Executive Board is made up of the four (4) NWACC Officers. President, Vice President Secretary and Treasurer
The Board of Directors shall be made up of the Executive Board, and one (1) representative with one (1) alternate representative from each NWACC member club. In addition, there are positions that are appointed by the President with Board approval: The Insurance Committee Chairperson, the Corvette Show Committee Chairperson, the Autocross Committee Chairperson, and the NWACC Members at Large Representative. Appointed positions by the President are available to non-Corvette owners as well.

Section 2

- R02 Club representatives (Board members) must be elected or appointed by NWACC member clubs prior to February 1 of each year.

Section 3

- R00 Newly elected representatives will attend and register at the February meeting, and they will assume responsibilities for the year beginning with that meeting.

Section 4

The affairs, business and property of the Association shall be the responsibility of the Executive Board, except for those duties conferred on the officers by law or the Association Constitution and By-Laws.

Section 5

The Executive Board may employ any other organized syndicate or trust firm or any individual of any group of combination thereof to serve, assist, advise, or inform it; and may confer thereon such powers and authority as it may deem advisable; and contract to make payments, fees and/or other remuneration for services rendered as the Executive Board may deem desirable.

Article III – Voting

Section 1

- R23 Voting rights are limited to one (1) vote per each member of the Board of Directors which includes the NWACC club representatives and the Member-At-Large representative as well as the Insurance Chair, Car Show Chair and Autocross Chair. The NWACC club's representative and Member-At-Large representative or their alternate shall cast the vote.

Section 2

A Majority shall be one (1) over fifty percent of the clubs represented at any scheduled meeting.

Section 3

- R07 Each member club and/or Member-At-Large representative may act as proxy delegate for one (1) other member club. The absent club shall notify the Executive Board in writing of its temporary representation.

Article IV – Officers

Section 1

- R19 Each Officer must be a Corvette owner and a member in good standing of a member Corvette club or a current paid Member-At-Large in good standing. Elected NWACC Officers must relinquish their officer position immediately when their At Large or their member Corvette Club annual membership is deemed delinquent.

Section 2

- R23 Election of officers shall be held at the meeting scheduled immediately prior to the Year-End Banquet or in November of each year if no banquet occurs.

Section 3

- R19 Nominations can take place beginning the 1st of September or earlier if an NWACC business meeting is not scheduled for September. Member clubs may also submit nominations, in writing, to the Secretary no later than October 1. Nominations shall be accepted for representatives of clubs that have paid dues for the next fiscal year.

Section 4

- R15 Term of office for all officers shall commence on January 1 following the Year-End Banquet and run for two years to December 31.

Section 5

A list of officers elected and clubs balloting shall be published.

Section 6

- R19 The office of President, Vice-President, Secretary and Treasurer shall be filled for two (2) year terms. The President and Secretary shall be elected in an "out-of-sequence" year. The election of the President and Secretary shall occur in the year that the offices of Vice-President and Treasurer are not elected.

Section 7

- R02 An officer of the Association may resign by submitting his/her resignation to the Executive Board in writing. The remaining members of the Executive Board shall have the power to appoint a qualified applicant to a vacancy on the Executive Board. Any appointment by the Executive Board shall be ratified by the Board at the next available meeting.

Section 8

An officer of the Association may be impeached from office for just cause and suffer loss of all membership privileges. Impeachment will require a two-thirds (2/3) affirmative vote of all Executive Board members. A thirty (30) day written notice must be given prior to the vote. The accused will have the right to a hearing.

Article V - Duties of Officers

Section 1

- R23 The President shall preside at all meetings and perform duties common to the office of President. After the election of officers, the President shall appoint (subject to the approval of the Executive Board) Chairpersons to serve on committees that he/she deems necessary. The President shall secure a meeting location for all official NWACC meetings.

Section 2

- R23 The Vice President shall assume the duties of the President in his/her absence and/or when called upon to do so by the President or the Executive Board. He/She will be in charge of attendance at meetings and new member procurement. He/She will also chair the competition committee and preside at the committee meetings and act as spokesperson for the committee. The Vice President shall be responsible for conducting the Audit of the organizations financial matters.
- R15 The Vice President shall convene a committee of no less than three individual representatives from three distinct member clubs for the purpose of reviewing the Financial Records. The review of the financial records needs to be completed at or before the first (1st) business meeting (normally February) of the new fiscal year. If a new treasurer was elected at the previous November year end business meeting, then both the new and previous treasurer need to be involved at the review and address any issues that arise.

Section 3

- R23 The Secretary shall keep accurate written records of all proceedings and be responsible for all correspondence except monetary matters. The Secretary shall be responsible for distributing the minutes from all official NWACC meeting and shall notify all member of the board and any other appropriate parties of all meeting, 30 days in advance; noting date, location and time of the meeting.

Section 4

- R13 The Treasurer shall collect all dues and other monies due to the association, pay bills which are authorized by the Executive Board, maintain bookkeeping records, give a statement of finances as often as required to all member clubs using electronic reporting (e-mail, facsimile, or similar method) prior to each meeting. A printed copy will be provided only upon request. A complete financial report shall be presented at the end of the fiscal year. The Treasurer shall maintain a bank account in the name of NWACC from which checks may be written which bear the signatures of at least two (2) NWACC officers for checks in excess of \$500.00. For checks less than \$500.00, only one (1) signature is required. The two (2) signature requirement does not apply to any check written in payment of insurance premiums and payable to a current insuring organization with an in-force insurance policy. As an alternative to paper checks, the Treasurer, with approval by the Board, may utilize an electronic payment process for payment of bills incurred by NWACC. The same Board member(s) authorized to sign a paper check shall have the ability to pay bills electronically should the treasurer not be available. The Treasurer shall provide to the Board at the next meeting, copies of all receipts/bills paid whether with a single or dual-signature check, or by electronic means.
- R23 The Treasurer shall account for and maintain control on all bank issued debit/credit cards issued in the name of NWACC.

The position of Director shall be held only by the outgoing President of the immediately preceding term who shall serve for not more than two (2) years. If the current President is serving a consecutive term, the position of Director shall remain vacant. If the outgoing President is elected to another office, the position of Director shall remain vacant. The position of Director shall not carry any special voting privileges but shall serve in an advisory function only.

Section 5

- R02 At the end of the fiscal year, or upon his/her removal or resignation from office, each officer shall surrender all papers, books, vouchers and all other Association property to the successor.

Section 6

- R19 The NWACC Treasurer will ensure that all dues and fees paid to NWACC are paid in U.S. Dollars. Annual membership dues in NWACC are set by the Board per club and Set by the Board per member for At-Large members. Member-At-Large dues include the insurance premium.

All member clubs must remit, per the invoice from the NWACC Insurance Committee, an insurance fee for each member within the individual club. The amount of that insurance fee is determined each year, by the Board of Directors and is based on the per member cost as quoted by the insurance carrier.

Along with the insurance fee, the club shall remit a copy of the current club membership list, regardless of the membership year of the individual club.

- R23 Member-At-Large dues and individual club insurance premium fees are payable in US Dollars by November 01, of each year for the following NWACC year. This due date may be modified by the Board of Directors, from time to time. MAL dues shall be invoiced by the MAL Representative to the Board. Invoice shall be completed using US Mail, E-mail or other electronic means using the last known contact information provided by each individual MAL.

Section 7

- R23 For At-Large Members as with all NWACC Club Members, the insurance cost is based on each member individually. If a specific member, whether Club Member or At-Large Member, is a member of more than one NWACC Club, each club shall remit the full appropriate insurance fee. There shall be no splitting of the insurance fee for members with dual club memberships. A list of all the Member-at-Large members shall be maintained by the MAL Chairperson. The list will be posted on the NWACC Web Site as names only.

Article VI – Amendment

Section 1

- R23 The NWACC By-Laws may be amended at any meeting by a two-thirds (2/3) affirmative vote of the clubs present. Within thirty (30) days after approval, written notice of amendment(s) shall be mailed or emailed or delivered by other appropriate means to member clubs and members-at-large by the Secretary.

Article VII - Parliamentary Authority

- R16 The rules contained in the current edition of "Roberts Rules of Order" shall govern NWACC in all parliamentary situations that are not otherwise provided for in the Constitution or By-Laws