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OF THE
FLINT CORVETTE CLUB**

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THE CONSTITUTION OF THE FLINT CORVETTE CLUB

PREAMBLE

The Flint Corvette Club was established in 1967 when a small group of Corvette owners decided to form an organization for Social and Competitive Activities into which they could funnel their energies and interest in the Corvette.

By 1972 the Flint Corvette Club, through the diligent efforts of its founding members and those who followed, had grown into an organization of over seventy (70) members. It was felt that due to the large size of the club and the activities in which it was involved that it would be in the best interest of its members if the club were incorporated. In August of 1972, the Flint Corvette Club became a non-profit corporation under laws of the State of Michigan.

The Flint Corvette Club since its inception has operated under a Constitution established for the purpose of bringing some order and continuity of purpose to the organization for the benefit of all its members. As time moved on and the club grew in size, the original Constitution of the club was found to be unable to cope with the myriad problems which large groups of people inevitably create due to the diversity of opinion and their eagerness to digress into uncharted territory.

It is for the above mentioned reasons that the members of the Flint Corvette Club passed a resolution impaneling a committee to revise or if necessary replace the Constitution of the club. What follows are the results of many hours of labor by the members of that committee who respectfully submit this Constitution and the attached By-Laws as the new standards of operation for the Flint Corvette Club, Inc.

ARTICLE I. NAME

The name of this organization shall be the Flint Corvette Club, Inc. hereinafter referred to as the FCC.

ARTICLE II. PURPOSE

The purpose of the FCC is to promote interest in and operation of the Corvette, to that end, the FCC shall collect and publish information and, further, shall promote an organized program to encourage others to participate in the joys of owning and operating the Corvette. The FCC shall hold regular Monthly meetings and shall, from time to time, hold social, competitive, and other types of events in order that its stated purpose might be fulfilled.

ARTICLE III. MEMBERSHIP

Membership categories will be in compliance with National Council By-Laws where applicable: Primary, Spouse/Companion, Youth, Enthusiast, Associate, Honorary. Membership is to be open to all owners of a Corvette who are interested in furthering the purpose of the FCC and who meet the requirements for membership as set forth in the By-Laws of the FCC. Each Member shall have one (1) vote and be known collectively as the General Membership which shall have unlimited veto powers over any action taken by an individual or group of individuals including Officers and Board of Directors except that Officers and Directors shall forfeit their right to vote as Members of the General membership on issues related to any veto action taken relating to acts taken by the Board of Directors or any of its Members. A majority vote of the General membership present and voting at a meeting shall be needed to veto actions taken by any individual, officer, or the Board of Directors.

ARTICLE IV. OFFICERS AND DIRECTORS

SECTION I. OFFICERS: The elected officers of the club in order of succession are: President, Vice-President /Governor, Treasurer, and Secretary. They shall be nominated for and be elected to a one (1) year term of office in the manner prescribed by By-Laws.

SECTION II. DIRECTORS. A Board of Directors shall be established to be made up of the following members who shall be elected to a one (1) year term in the manner prescribed in the By-Laws: President, Vice-President / Governor, Treasurer, Secretary, Competition Director, Membership Director, Public Relations Director, Points Director, Social Director, Editor and one (1) Directors-at-Large. The Board of Directors may conduct all the business and activities of the FCC excepting that which this Constitution or the By-Laws specifically require to be taken to the General Membership for their consideration. In addition to the elected Board of Directors and in accordance with Article IV, Section XI of the FCC By-Laws, the President from the previous year shall have the option of serving on the Board of Directors with the same rights and privileges as the elected Board of Directors. The intent to serve shall be made known to the Board of Directors at the earliest opportunity.

ARTICLE V. MEETINGS

SECTION I. **TYPES OF MEETINGS.** The types of meeting shall be: General Membership, Board of Directors, Committees, and Emergency. All meetings are to be held in accordance with the rules as set forth in this Constitution and the By-Laws of the Club.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The latest revision of ROBERT'S RULES OF ORDER shall govern the conduct of all meetings of the FCC not specifically exempted by this Constitution or the By-Laws of the club. A Parliamentarian appointed by the President, with the approval of the Board of Directors, shall be the final arbiter of any and all questions of procedure which may be raised concerning the proper conduct of a meeting.

The Parliamentarian shall not be considered to be a member of the Board of Directors and shall have no vote as a member of that body. He shall have the same voting privilege as any other member in good standing except that he may not participate in the voting on a question or motions concerning an issue on which he has made a procedural ruling.

ARTICLE VII. CLUB INSIGNIA AND COLORS

SECTION I. **CLUB INSIGNIA.** The club insignia shall be considered to be the Corporate Seal of the Flint Corvette Club, Inc. It shall be the exclusive property of the FCC and its members. No individual, club, business, or corporate may display the FCC insignia without the expressed written consent of the FCC or unless authorized to do so by this Constitution or By-Laws. Further, no individual, club, business, corporation, nor any member may use or display the FCC insignia in such a manner as to be defamatory or in any other way harmful to the FCC or its members.

SECTION II. **COLORS.** The official colors of the Flint Corvette Club, Inc. shall be red and white.

ARTICLE VIII. AMENDMENTS

Amendments to this Constitution can be made in the following manners: 1. any five (5) Members in good standing may submit a written copy of the proposed amendment to the Club Secretary, 2. the Secretary will then read the proposed amendment at the General Membership meeting, 3. discussion and motions to amend the proposal, with the approval of those who submitted the proposal originally, can be held at this time, 4. will be published in the next Side Drafts, 5. a second reading and a Vote on the Proposal will be held at the next General Membership meeting following its presentation to the Secretary.

The quorum for amending the Constitution at a General Membership meeting requires fifty one percent (51%) of the total membership voting in person or by absentee balloting and requires a two-thirds (2/3) majority vote for approval. Absentee ballots shall be requested in writing from the club Secretary and absentee ballots must be returned to the club Secretary five (5) days before the vote is conducted.

THE BY-LAWS OF THE FLINT CORVETTE CLUB, INC.

ARTICLE I. OFFICERS

The principal office of the Flint Corvette Club, Inc. (Hereinafter referred to as the FCC) shall be in the State of Michigan, County of Genesee.

ARTICLE II. GENERAL MEMBERSHIP

SECTION I. **DEFINITION AND QUALIFICATIONS.** Every member who meets the criteria for member in good standing as set forth in these By-Laws shall have one (1) vote and shall be known collectively as the General membership.

SECTION II. **GENERAL POWERS.** The General Membership shall have the unlimited right to veto any action taken by any individual, or group of individuals, including officers and the Board of Directors, except that the members of the Board of Directors including the Officers, and Directors, shall forfeit their right to vote on any resolutions relating to the veto of actions which may have been taken by the Board of Directors or any of its members. A majority vote of the General Membership present and voting at a General Membership meeting shall be needed to veto any action taken by the Board of Directors, its members, or any other individual and no section of these By-Laws may be interpreted to limit the right of the General Membership to veto except as noted in this paragraph.

SECTION III. **QUORUMS.** Twenty percent (20%) of the members in good standing under the criteria established in these By-Laws shall constitute a quorum for the purpose of transacting business at any General Membership meeting, except as otherwise stated in these By-Laws.

SECTION IV. **PRESUMPTION OF ASSENT.** A member who is present at a meeting of the General Membership at which action on any FCC matter is taken, unless his/her dissent shall be recorded in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the Secretary before the adjournment there of or shall forward such dissent by registered mail to the Secretary immediately after adjournment of the meeting shall be presumed to have assented to all actions taken by the General Membership. Such right to dissent shall not apply to a member who voted in favor of such action.

SECTION V. APPLICATION FOR: PRIMARY MEMBERSHIP. Membership will follow NCCC guidelines. An application for Primary Membership must be submitted on a form supplied by the FCC, accompanied by such fees and dues as prescribed in Article III, Section I, II, and III of these By-Laws and all applicants must meet the following requirements: Must have a valid automobile operator's license, and join the National Council of Corvette Clubs, Inc. (hereinafter referred to as the NCCC.) The application must be submitted to the Membership Director for verification of the information supplied by the Applicant. The application shall be presented to the Membership Director accompanied by the previously mentioned dues and fees. If there is no majority opposition to the applicant by the Board of Directors and all other conditions of the Constitution and By-Laws are met, the Applicant shall be considered to be a Primary Member of the FCC. Each new member shall receive a package consisting of the Constitution, the Points Systems, and membership card.

SECTION VI. SPOUSE/COMPANION MEMBERS. A Spouse/Companion Member must meet the following requirements: Must be a Spouse/Companion as defined by the NCCC and must join the National Council of Corvette Clubs, Inc. Spouse/Companion Members shall have the same rights and privileges as Primary Members. The membership of a Spouse/Companion Member shall be terminated at the same time as that of the Primary Member.

SECTION VII. ASSOCIATE MEMBERS. A Primary or Spouse/Companion Member will convert to an Associate stature one (1) year from when they no longer own or are a principal operator of a Corvette. Full dues will be collected regardless of how many months of Primary status a member is entitled to. A member will be responsible for notifying the Treasurer when he/she no longer owns a Corvette. An Associate member can convert back to a Primary upon reacquiring a Corvette. An Associate Membership is renewable.

SECTION VIII. HONORARY MEMBERS. An Honorary Member is one (1) who having commended themselves to FCC esteem is elected as an Honorary Member by a majority vote of the General Membership for a period of time to be stated in the resolution according his/her status.

SECTION IX. YOUTH MEMBERS. Per NCCC guidelines.

SECTION X. ENTHUSIAST MEMBERS. Per NCCC guidelines.

SECTION XI. RIGHTS AND PRIVILEGES. Members in good standing shall enjoy all the rights and privileges of the FCC. They shall have the right to hold office, to vote, to nominate others to hold office, to accumulate national, regional and FCC points. They shall also have the privilege of wearing and displaying the FCC insignia and colors. They are also entitled to any and all other rights or privileges which may be accorded the Members of the FCC. Honorary, Youth and Enthusiast Members are entitled to all the rights and privileges of a Primary or Spouse/Companion Member except to hold office or vote. Associate and Enthusiast Members cannot compete for National or Regional points.

SECTION XII. **MEMBER IN GOOD STANDING.** A member in good standing is a Primary or a Spouse/Companion Member who meets all the requirements for membership as set forth in the Constitution and By-Laws. Further, he/she must not have had any of his/her rights or privileges suspended by the General Membership, the Board of Directors, or be in violation of any section of the Constitution or these By-Laws.

SECTION XIII. **REMOVAL AS A MEMBER.** An individual may be removed from the membership of the FCC in the following manner: A written statement by the Treasurer that the member has failed to pay his/her NCCC or FCC dues as prescribed in Article III, Section I and II or by written petition for removal for just cause which must be submitted to the Secretary. This petition must be signed by five (5) members in good standing of the General Membership. The Secretary shall read the petition at the next General Membership meeting following its receipt. After the first reading, the subject of the Petition shall be given a chance to answer the charges contained in the Petition either in person or in writing. A second reading at the next General Membership meeting following its receipt must be held and a vote may be taken at this time provided that the member has had an opportunity to answer all charges. The vote may not be delayed by the refusal or failure of the member to answer the charges in the petition.

The quorum for removing a member from the FCC membership at a General Membership meeting requires fifty one percent (51%) of the total membership voting in person or by absentee balloting and requires a two-third (2/3) majority vote for approval. Absentee ballots shall be requested in writing from the club Secretary and absentee ballots must be returned to the club Secretary five (5) days before the vote is conducted.

ARTICLE III. DUES AND FEES

SECTION I. **CLUB DUES.** Club dues for all members will be determined by the General Membership. Membership renewals for the next calendar year must be paid by the November meeting of the current year.

SECTION II. **NCCC DUES.** NCCC dues are to be paid in the amount prescribed by the NCCC, and are to be paid on the same schedule as the FCC dues. In the event that a member is late, for any reason, in remitting their dues to the NCCC, they are responsible to remit said dues plus any penalties to the NCCC governor. Failure to renew their NCCC membership as outlined in Article III. Section I. shall result in that member being dropped from the rolls of the FCC/NCCC without any further notice.

SECTION III. **ADVERTISING.** All advertising proposals and fees shall be submitted to the Board of Directors with approval by the membership.

ARTICLE IV. OFFICERS

SECTION I. **NUMBER.** The officers of the FCC shall be four (4) in number. In order of succession they are President, Vice-President/Governor, Treasurer and Secretary. Each is to be nominated and elected as prescribed in Article IV, Section II and III of the By-Laws.

SECTION II. NOMINATIONS. Nominations for officers shall be held at the September and October General Membership meeting. Primary, Spouse/Companion and Associate members, who are in good standing, may be nominated to hold office or may nominate others to hold office. In the event that a member is nominated for more than one (1) office, they must declare his/her acceptance of nomination to only one (1) office. They may decline acceptance of nomination for all offices. Acceptance or rejection for nomination must be given to the Secretary either in person or by a signed written statement, no later than the November General Membership meeting. Failure of a member to follow this procedure, unless specifically exempted from doing so by the Board of Directors, will result in the member's name being removed from nomination for any office for that particular election.

SECTION III. ELECTION AND TERM OF OFFICE. Election of officers by secret ballot to a one (1) year term shall be held at the December meeting in the manner prescribed in Article VII, Section VIII of the By-Laws. The term of office shall be from January 1 to December 31 inclusive.

SECTION IV. REMOVAL FROM OFFICE. Removal from office for just cause, must be handled in the following manner: A written petition for removal from office stating any and all charges must be submitted to the Secretary: the petition must be signed either by three (3) members in good standing who are on the Board of Directors or by five (5) members in good standing of the general membership. The petition must be submitted to the Board of Directors. The officer who receives said petition shall read the petition at the next General Membership meeting following its receipt. After the first reading the subject of the petition shall be given a chance to answer the charges contained in the petition either in person or in writing. A second reading at the next General Membership meeting following its receipt must be held and a vote may be taken at this time provided that the officer has had an opportunity to answer all charges. The vote may not be delayed by the refusal or failure of the officer to answer the charges in the petition.

The quorum for removing an officer from office at a General Membership meeting requires fifty one percent (51%) of the total membership voting in person or by absentee balloting and requires a two-third (2/3) majority vote for approval. Absentee ballots shall be requested in writing from the club Secretary and absentee ballots must be returned to the club Secretary five (5) days before the vote is conducted.

SECTION V. VACANCY OR RESIGNATION. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The appointment of an officer to fill an unexpired term of office must be made by a two-third (2/3) majority vote of the entire Board of Directors.

SECTION VI. **PRESIDENT.** The President shall be a director of the FCC. The President shall be the Principal Executive Officer of the FCC and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the FCC. The President shall, when present, preside at all meetings of the General Membership and the Board of Directors. The President shall be included as a member of all committees except the election committee. The President may sign with the Treasurer or any other proper officer of the FCC thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Constitution or these By-Laws to some other officer or agent of the FCC or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Directors.

SECTION VII. **VICE-PRESIDENT/GOVERNOR.** The Vice-President/Governor shall be an officer of the FCC. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President/Governor shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President/Governor shall perform the duties of Governor to the NCCC. The Vice-President/Governor shall attend all Governor's meetings as scheduled by the NCCC. This officer shall serve as the communication link of the NCCC to the FCC. This officer shall have FCC applications to enroll new members and enter new and renewing members into the NCCC membership data base. The Vice-President/Governor may vote at the Governor's meetings of the NCCC in any manner which he/she feels best represents the interests of the FCC, except that if a majority vote of the Board of Directors or the General Membership direct him/her to vote in a specified manner on an issue he/she must do so. In addition this officer must submit a written report of each Governor's meeting to the membership for publication in the Side Drafts. In the event this officer cannot attend a NCCC Governor's meeting, the Board of Directors may appoint a Proxy Governor to represent the FCC at that meeting. Such appointed-Proxy Governor shall have all of the rights and duties of the Vice-President/Governor and is subject to all the restrictions of that office. He/she shall perform all the duties incident to the office of Vice-President

/Governor and other such duties which the President or the Board of Directors may prescribe from time to time.

SECTION VIII. **SECRETARY.** The Secretary shall (A) keep the minutes of the General Membership and Board of Directors meetings in one (1) or more books provided for that purpose; (B) see that all notices are given in accordance with the provisions of these By-Laws or as required by law; (C) be custodian of all FCC records and that all records be kept for a minimum of seven (7) years; (D) keep a register of all contact information of each member; (E) see that the minutes of the General Membership and Board of Directors meetings are given to the Side Drafts Editor for publication as soon as is practical after said meetings are held; (F) compile all motions made at General Membership and Board of Directors meetings and submit them every three (3) months for publication in the Side Drafts; (G) In general, perform all duties incident to the office of Secretary and other such duties as may be prescribed by the President or the Board of Directors.

SECTION IX. **TREASURER.** The Treasurer shall: (A) have charge and custody of and be responsible for all funds, securities, and property of the FCC; (B) receive and give receipts for monies due and payable to the FCC from any source whatsoever, and deposit all such monies in the name of the Flint Corvette Club, Inc. in such banks, trust companies, or other depositories as shall be selected in accordance with Article VI, Sections I, II, III, IV, and V of these By-Laws; (C) give a report of the financial status of the FCC at all General Membership and Board of Directors meetings and at any other time or place as may be directed by the Board of Directors from time to time; (D) An annual financial report must be submitted to the Board of Directors. (E) in general perform all of the duties incident to the office of Treasurer and other such duties as may be prescribed by the President or the Board of Directors from time to time. An annual financial review will be done by appointed members.

SECTION X. **ACTING OFFICERS.** The Board of Directors shall have the power to appoint, by a majority vote of entire board, a member in good standing to perform the duties of an officer whenever for any reason an officer may be unable to perform the duties of his/her office, except in the case of death, resignation or removal from office (refer to Article IV, Section V). Such acting officer so appointed shall have the power of and be subject to all restrictions upon the officer to whose office he/she has been appointed except as the Board of Directors may otherwise determine by resolution.

SECTION XI. **FILLING MORE THAN ONE OFFICE.** No individual may be elected to fill more than one (1) office. However, an individual may be appointed by a two-thirds (2/3) majority vote of serving Board of Directors to fill no more than two (2) offices for the current term. If serving in more than one (1) office, no Director shall have more than one (1) vote on the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

SECTION I. **GENERAL POWERS.** The business and activities of the FCC shall be managed by the Board of Directors subject to the approval of the General Membership.

SECTION II. **NUMBER, TENURE AND QUALIFICATIONS.** The number of directors of the FCC may be twelve as outlined in Article IV, Section II, of the Constitution. All Directors must be Primary or Spouse/Companion members who by secret ballot shall be elected to serve a one (1) year term from January 1 to December 31 as authorized in Article VII, Section VIII in the By-Laws, inclusive except that the Board of Directors may appoint an officer to fill a vacancy as described in Article IV, Section V, of these By-Laws or they may fill a vacant directors office as described in Article V, Section XII, of these By-Laws.

SECTION III. **REGULAR MEETINGS.** Regular meetings of the Board of Directors may be held no less than eleven (11) days nor more than fifteen (15) days prior to the date on which the General Membership meeting is held at a place and time to be decided by resolution of the Board of Directors. No other notice other than this By-Law and the resolution of the Board of Directors shall be necessary to hold such regular meetings.

SECTION IV. **EMERGENCY MEETINGS.** Emergency meetings may be called by any member of the Board of Directors at any time, date, and place he may designate. Any three (3) directors, who are members in good standing shall constitute a legal emergency meeting. Any action taken at such a meeting shall be binding upon the FCC and its members only until either a special or regular meeting, whichever can be convened earliest, can be held in accordance with the Constitution and By-Laws. Any action taken at the emergency meeting must then be either accepted or rejected by the Board of Directors.

SECTION V. **NOTICE.** Notice of an emergency meeting is considered to have been made when the individual calling such a meeting has contacted at least, but not limited to, two (2) members of the Board of Directors by any means of communication available to him. A written record of the emergency meeting must be made and the Director convening such a meeting must insure that the written record, containing the signatures of all Directors involved in said meeting, be given to the Secretary at the next special or regular meeting following the emergency meeting. A statement of waiver of notice must be made by any Director who attends an emergency meeting unless his reason for attendance is to protest the notice procedure or the legality of the action because the meeting was not lawfully convened.

SECTION VI. **QUORUM.** A majority of the number of Directors serving as outlined in Article V, Section II, of these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors except emergency meetings or at any meeting at which the action considered required a two-thirds (2/3) vote of the entire Board of Directors in accordance with the Constitution and By-Laws. If less than such a majority be present, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION VII. **MANNER OF ACTING.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed severally or collectively by all the Directors entitled to vote with respect to the subject matter thereof.

SECTION VIII. **VACANCIES OR RESIGNATION.** A vacancy in any Directors office because of death, resignation, removal, or otherwise may be filled by appointment by the Board of Directors for the unexpired portion of the term. A two-thirds (2/3) majority vote of the entire Board of Directors shall be required to approve appointees as Directors.

SECTION IX. **TRAVEL REIMBURSEMENT.** No Director shall receive any reimbursement for expenses nor shall they receive any salary except that the Vice-President/Governor shall receive reimbursement for approved transportation and one (1) night lodging expense incurred in attendance of NCCC Governor's meetings. These expenses are to be verified by receipts and will be reimbursed. The Director of Competition shall be reimbursed up to the current IRS travel allowance for expenses incurred in attendance of a Michigan Region Competition meeting. Receipts for these expenses must be submitted to the Treasurer and approved by the Board of Directors before any payment may be made. This excludes the convention and Michigan Region Party.

SECTION X. PRESUMPTION OF ASSENT. A Director of the FCC who is present at a meeting of the Board of Directors at which action on any FCC matter is taken unless his/her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary immediately after adjournment of the meeting or shall forward such dissent by registered mail to the Secretary immediately after adjournment of the meetings shall be presumed to have assented to all actions taken by the Board of Directors. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION XI. REMOVAL FROM OFFICE. A Director may be removed from his/her office in the following manner: A written petition for removal from office must be submitted to the Secretary; the petition must be signed either by three (3) members in good standing who are on the Board of Directors or by five (5) members in good standing of the General Membership. A copy of the petition will be submitted to the Board of Directors. The Secretary shall read the petition at the next General Membership meeting following its receipt. Following the first reading, the subject of the petition shall be given a chance to answer the charges contained in the petition either in person or in writing; a second reading at the next General Membership meeting following its receipt must be held and a vote may be taken at this time provided that the Director has had an opportunity to answer all charges; the vote may not be delayed by the refusal or failure of the Director to answer the charge in the petition.

The quorum for removing a Director from office at a General Membership meeting requires 51% of the total membership voting in person or by absentee balloting and requires a 2/3 majority vote for approval. Absentee ballots shall be requested in writing from the club Secretary and absentee ballots must be returned to the club Secretary five (5) days before the vote is conducted.

SECTION XII. FILLING MORE THAN ONE OFFICE. No individual may be elected to fill more than one (1) office. However, an individual may be appointed by a two-thirds (2/3) majority vote of serving Board of Directors to fill no more than two (2) offices for the current term. If serving in more than one (1) office, no Director shall have more than one (1) vote on the Board of Directors.

SECTION XIII. COMPETITION DIRECTOR. The Competition Director shall:
(A) serve as the FCC representative to the Michigan Region Competition Committee and attend all scheduled meetings of the committee; (B) give an oral report of the MRCC meeting at the next General Membership meeting and further shall submit a written report to the Side Drafts Editor as soon as is practical after the MRCC meeting; (C) review the calendar of events and review the events since the last General Membership meeting; (D) appoint the members and be the chairperson of the FCC Competition Committee; (E) call a Competition meeting within a reasonable period of time prior to the date on which event flyers are to be sent in order to assure that the event is proceeding on schedule; (F) call a second Competition meeting not sooner than fifteen (15) days or later than ten (10) days prior to a competition event to insure that all pertinent rules are being followed and that all necessary arrangements have been made to insure a safe, smooth running event; (G) sanction request shall be submitted per NCCC rules; (H) and in general shall perform all of the duties incident to the office of Competition Director and other such duties as may be prescribed by the President or the Board of Directors from time to time.

SECTION XIV. **MEMBERSHIP DIRECTOR.** The Membership Director shall: (A) introduce new members and applicants for membership, if any, at each General Membership meeting; (B) insure that all information on forms submitted by applicants for membership are accurate; (C) have membership applications available at each General Membership meeting; (D) assure a copy of the FCC Constitution and By-Laws is available on the FCC website; (E) familiarize each applicant with the rules of NCCC; (F) update the membership list quarterly containing contact information of each member to be given to the Editor but not to be published; (G) keep applications of all active members on file; (H) and in general perform all of the duties incident to the office of Membership Director and other such duties as may be prescribed by the President or the Board of Directors from time to time.

SECTION XV. **PUBLIC RELATIONS DIRECTOR.** The Public Relations Director shall; (A) be solely responsible for contracting FCC sponsors for the purpose of obtaining their financial assistance and any other considerations they may wish to extend to the FCC and its membership; (B) contact sponsors from the previous year to inquire as to their continued sponsorship monies by the last day of February; (C) publicize any event which the Board of Directors or the General Membership may deem necessary or desirable; (D) be authorized to spend an amount of monies not to exceed fifty dollars (\$50.00) without prior authorization of the Board of Directors in matters related to obtaining sponsors; (E) and in general perform all of the duties incident to the office of Public Relations Director and other such duties as may be prescribed by the President or the Board of Directors from time to time.

SECTION XVI. **POINTS DIRECTOR.** The Points Director shall: (A) keep a written record of the total points received by each member from all the sources listed and in the amount shown in the FCC Points System, Article VIII of these By-Laws; (B) have points reported in Side Drafts at least four (4) times a year with the points total of each member for that period; (C) may appoint four (4) members of the Points Committee, one (1) of whom shall be the President; (D) audit points annually prior to the awards banquet; (E) and in general perform all of the duties incident to the Office of Points Director and other such duties as may be prescribed by the President or the Board of Directors from time to time.

SECTION XVII. **SOCIAL DIRECTOR.** The Social Director shall; (A) plan, organize, and coordinate all recognized social activities of the FCC; (B) keep on hand any equipment of the FCC used at Social Functions such as coffee pots, dishes, silverware, etc.; (C) provide, at FCC expense, refreshments at General Membership meetings if directed by the membership; (D) provide movies, slides, or other material, at FCC expense, for use at meetings or other events as may be decided by the Board of Directors or the General Membership from time to time (E) report at each General Membership meeting the Upcoming Social Events of the FCC; (F) and in general perform all of the duties of the Social Director and other such duties as may be prescribed by the President or the Board of Directors from time to time.

SECTION XVIII. **EDITOR.** The Editor shall: (A) publish the FCC newsletter, Side Drafts, each month; (B) insure, in cooperation with the Secretary, that the minutes of each General Membership and Board of Directors meetings are published each month and, in cooperation with the Competition and Social Directors, publish a calendar of events for the sixty

(60) days following publication; (C) purchase without any order authorization other than this By-Laws, all of the material and supplies including postage, necessary for the publication of the Side Drafts provided that receipts for such purchases be given to the Treasurer at which time payment and or reimbursement will be made; (D) in general, perform all the duties incident to the office of the Editor and other such duties as may be prescribed by the President or the Board of Directors from time to time. In the absence of an Editor the Webmaster shall perform the duties of the Editor.

SECTION XIX. **MEMBERS AT LARGE.** Maximum of two (2) Members at Large shall have the duty of representing to the best of their ability, without regard to their personal feelings, the best interests of the General Membership and further shall make incumbent upon themselves the task of seeking out the questions and grievances of the General Membership so that their voices may be heard by the Board of Directors.

SECTION XX. **REPORTS.** A written report must be submitted at a designated General Membership meeting and also to the Editor for publication in Side Drafts by any individual who is assigned a specific task not covered by the duties of his/her office or otherwise required by these By-Laws. Said report shall contain all pertinent information necessary for the authority requesting said report to arrive at a satisfactory conclusion based on facts contained in the report.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION I. **CONTRACTS.** The Board of Directors may authorize any officer or officers, member or members, to enter into any written contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of or on behalf of the FCC. When the board of Directors authorizes the execution of a contract or of any other instrument in the name of or on behalf of the FCC, without specifying the Executing Officer, the President or Vice-President/Governor and the Secretary may execute the same.

SECTION II. **FINANCIAL LOANS.** No loans shall be contracted on behalf of the FCC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an Officer, Director, or member of the FCC other than in the ordinary and usual course of the business of the FCC, and on the ordinary and usual terms of payment and security shall be approved by a vote of two-thirds (2/3) of the members of the Board of Directors excluding any Director involved in such transaction. A full and detailed statement of all such transactions and any payments shall be submitted at the next monthly General Membership meeting and the aggregate amount of such transactions less any repayments shall be stated in the next monthly Treasurer's report to the Membership.

SECTION III. **EQUIPMENT LOANS.** All requests for loan of equipment must be submitted to the Board of Directors. If FCC equipment is loaned out and is broken or damaged, it must be replaced by the club or person that borrowed it.

SECTION IV. **CHECKS, DRAFTS, ETC.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the FCC shall be signed by the Treasurer, or President, or officer designated by the Board of Directors.

SECTION V. **DEPOSITS.** All funds of the FCC not otherwise employed shall be deposited from time to time to the credit of the FCC in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII. COMMITTEES

SECTION I. **FORMATION.** Only the Board of Directors may by resolution passed by a majority of the whole Board designate any number of individuals to constitute a committee for the purpose of conducting specific types of business for the FCC. The Director of Competition may appoint a Competition Committee of no more than ten (10) members, one (1) of whom must be the President. The Points Director may appoint an Awards Committee of no more than ten (10) members, one (1) of whom must be the President. The Director of Competition and the Points Director shall be the chairperson of their respective committees. The chairperson of all other committees shall be designated by resolution of the Board of Directors at the time the committee is authorized.

SECTION II. **DELEGATION OF POWER.** The Board of Directors may delegate as much power to a committee as it feels may be necessary for said committee to accomplish its stated purpose at the time of its authorization. No other powers, other than those stated or implied at the time of its authorization shall be exercised by a committee. In no event shall committee power be considered to be greater than that of a majority of the Board of Directors or a majority of the General Membership. No committee may be authorized or empowered to make any decisions or take any action which shall be in conflict with the FCC Constitution or these By-Laws.

SECTION III. **PLACE OF MEETING.** The chairperson of any committee may designate the time and place of any meeting of the committee provided that the time and place be acceptable to a two-thirds (2/3) majority of its members.

SECTION IV. **NOTICE OF MEETING.** Written, printed, or telephone notice stating the place, date and hour of the meeting shall be made by or at the direction of the chairperson not less than three (3) nor more than thirty (30) days before the meeting is to take place. The minutes of the meeting will reflect the committee members present. In the event of a protest of the notice of meeting, such protest shall be made in writing to the FCC Secretary no later than the date of the General Membership meeting following the date of the committee meeting.

SECTION V. **QUORUM.** A Quorum at a committee meeting of more than three (3) members shall be a two-thirds (2/3) majority of the members of that committee. In the case of a two (2) member committee, both members must be present to take any action. A majority vote of those members of a committee present and voting shall be necessary to transact any business of the committee.

SECTION VI. CONDUCT OF THE MEETING. All business of a committee meeting shall be conducted under the latest revision of Robert's Rules of Order. Any member of the FCC shall be allowed to attend any committee meeting conducted for the FCC except Awards Committee meetings at which final tallies are being made and Election Committee meetings at which ballots are being counted or any other meeting which the chairperson, on approval of the Board of Directors, may feel should be closed. It shall be left to the discretion of the chairperson but in no event shall non-committee members be allowed to vote on any actions taken by the committee. A Secretary shall be appointed at all committee meetings and this person shall record the minutes of the meeting, any protests, the names of members present, any actions taken, and record the results of votes cast on any issue. A copy of these minutes must be given to the FCC Secretary and Editor unless otherwise directed by the Board of Directors. These shall be submitted as soon as it is practical after the committee has met but in no case later than thirty (30) days after said meeting unless otherwise exempted by the Board of Directors.

SECTION VII. COMPETITION COMMITTEE. A Competition Committee as authorized in Article VII, Section I, shall be authorized to conduct all of the business of the FCC in regard to NCCC sanctioned events sponsored by the FCC. They shall insure that: (A) events are chaired; (B) safety rules are being followed; (C) NCCC rules are adhered to; (D) sanction requests and event flyers are distributed as directed by the NCCC; (E) in general insure that all FCC competition events are as safe and well run as possible.

SECTION VIII. ELECTION COMMITTEE. An Election Committee to be comprised of a maximum of five (5) members is hereby authorized for the purpose of conducting all elections of officers and directors. The Board of Directors must appoint the Election Committee by the date of the October General Membership meeting. No Officer, Director, or any person nominated for office may serve on the Election Committee. The Election Committee must insure the secrecy of the balloting and may not reveal the results of balloting until directed to do so by the General Membership at a time set by the President. Absentee ballots shall be made available to members in good standing by the Chairperson of the Election Committee after the November meeting. Absentee ballots must be received by the chairperson of the Election Committee no later than at the December meeting. The Election Committee shall insure that ballots are cast only by those eligible to vote as defined in the Constitution and these By-Laws and that all those nominated for an office be eligible to run for that office.

SECTION IX. POINTS COMMITTEE. A Points Committee appointed by the Points Director to be no more than five (5) members to include the Points Director and FCC President is hereby authorized. It shall be the duty of the Points Committee to comply with the FCC points system for the purpose of awards. All questions concerning the awarding of points shall be presented to the Points Committee for a determination before they can be brought before the Board of Directors or the General Membership. The Points Committee shall not be empowered to alter or amend any section of these By-Laws by rendering a decision but may only recommend to the Board of Directors or the General Membership that clarification or changes are needed.

ARTICLE VIII. POINTS SYSTEM

SECTION I. **PURPOSE.** The purpose of the FCC Points System is to establish a system whereby the individual members of the FCC may be recognized for their achievements in the various areas of competitive and non-competitive activities of the FCC.

SECTION II. **TYPE OF AWARDS.** Awards will be given in recognition of individual achievement based on the number of points awards during the previous year. See FCC current points system.

SECTION III. **POINTS REPORTING AND RECORDING.** It shall be the responsibility of each member to insure that his/her points are submitted to the Points Director for inclusion in the master points file. A member must submit his/her points record to the Points Director no later than ninety (90) days after the event or social activity occurred in order to receive credit for participation and/or working. All points must be received by December 31 irrespective of the ninety (90) day rule.

ARTICLE IX. AMENDMENTS

SECTION I. **AMENDMENTS.** Amendments to these By-Laws can be made in the following manner: (1) any five (5) Members in good standing may submit a written copy of the proposed amendment to the club Secretary; (2) the Secretary will then read the proposed amendment at the General Membership meeting; (3) discussion and motions to amend the proposal can be held at this time; (4) the proposal will be published in the next Side Drafts; (5) a second reading and a vote on the proposal will be held at the next General Membership meeting following its presentation to the Secretary.

The quorum for amending the By-Laws at a General Membership meeting requires fifty one (51%) of the total membership voting in person or by absentee balloting and requires a two-thirds (2/3) majority vote for approval. Absentee ballots shall be requested in writing from the club Secretary and absentee ballots must be returned to the club Secretary five (5) days before the vote is conducted