



**CORVETTE OWNERS CLUB of SAN DIEGO**

# ***BY-LAWS***

A California Non-profit Corporation  
Incorporated 1959

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**Adopted: December 2, 1994**

**As Amended: February 13, 2004**

**As Amended: October 8, 2004**

**As Amended: unknown date for membership activities requirement**

**As Amended: February 12, 2010**

**As Amended: June 10, 2011**

**As Amended: October, 2012**

## **ARTICLE I - ABBREVIATED NAME**

1. The name of the corporation may be abbreviated and commonly referred to as COCSD.

## **ARTICLE II – PURPOSE**

- A. To engage in the activities set forth in the Articles of Incorporation and any other lawful activity permitted of non-profit corporations. Social activities among the members may include:
  1. COCSD Sponsored Event – COCSD or member event approved by the Board of Directors.
  2. Cosponsored Event – An event put on by another Club which the Board of Directors of COCSD elects to jointly participate in.

## **ARTICLE III - FISCAL YEAR**

- A. The fiscal year shall be January 1 through December 31.

## **ARTICLE IV – GOVERNMENT**

- A. Board of Directors (“Board” ) shall consist of eleven (11) elected officers:
  1. President
  2. Vice-President
  3. Secretary
  4. Treasurer
  5. Historian
  6. Newsletter Editor
  7. Activities Chairperson
  8. Public Relations
  9. Membership Chairperson
  10. Two Elected Board Members
- B. Board Appointments: Members selected by the Board of Directors to assist in the administration of COCSD.
- C. Committee(s): The Board may select a Committee Chairperson to carry out specific duties for an activity or event.

## **ARTICLE V - MEMBERSHIP**

- A. Person(s) desiring to join COCSD must:
  1. Be at least eighteen (18) years of age.
  2. Provide “Proof of Ownership” of a Corvette. (Long term Leases are considered Ownership.)
  3. Register a Corvette with COCSD. Registration of more than one Corvette owned by a member is permissible.
  4. Attend
    - a. one (1) general membership meeting and one (1) COCSD sponsored event or,
    - b. attend two (2) general membership meetings or,
    - c. attend two (2) COCSD sponsored events (Not including pre-meet or post-meet events)
  5. Be sponsored by two (2) COCSD members in “good standing”.
  6. Show “Proof of Insurance” on Corvettes used in COCSD activities.
  7. Submit completed application with appropriate fees and/or dues.
  8. Be favorably approved by the Board of Directors.
  9. Honorary Members are exempt from these requirements.
- B. A Member in “good standing” is a Lifetime member or an Individual or Joint member with dues current.
- C. Members may change membership classification.
- D. Members must keep auto liability insurance in force while driving in, to or from any COCSD function.
- E. Upon annual renewal of membership dues, Members must register any change of ownership of Corvettes with the Membership Chairperson.

- F.** The General Membership consists of all members and is divided into six classifications defined as follows:
1. Individual Membership - Open to Corvette owners only. An individual person desiring to join COCSD, after having met the requirements described herein, will be considered an Individual Member.
  2. Joint Membership - Open to Corvette owners only. Open to two individuals desiring to join COCSD, at least one of whom must meet the requirements of Individual Membership, having met the requirements described herein, will be considered to be Joint Members.
  3. Associate Membership - Open to existing Individual Members of COCSD, who no longer own a Corvette.
  4. Associate Joint Membership - Open to existing Joint Members of COCSD, who no longer own a Corvette.
  5. Lifetime Membership – Open to any membership classification, other than Honorary Members, after 25 years of paying membership dues, shall be considered Life Members. Lifetime Membership shall have all rights and privileges of their membership classification, subject to any and all requirements stated herein.
  6. Honorary Membership An annual membership offered to individuals by the Board of Directors to persons who further the goals of COCSD. Honorary Members have no voting rights and cannot hold an elected position. Each year Honorary Memberships shall be considered by the newly elected Board within sixty (60) days of taking office. Honorary memberships shall be limited to a total number not to exceed 5% of the non-Honorary memberships as of the end of the previous fiscal year.
  7. Members desiring to add a member to a Joint Membership or change the status of their Membership, must pay all required additional dues and complete a “Change in Membership Application”.
  8. Membership and/or membership rights are nontransferable.
  9. Membership in COCSD shall terminate for any member who fails to pay their membership renewal dues by February 1.
  10. Members shall not distribute, copy for another person, or disclose the membership roster in any fashion.
  11. Members shall wear name tags at all COCSD functions, with the exception of Board Meetings. A fine may be assessed for members failing to display their name tag (excluding Honorary Members).
  12. A Guest is any individual who is not a COCSD member but is welcome at COCSD functions. Any person in the household of a COCSD member, who is not a record member of COCSD, will be considered a guest.
  13. Each COCSD member shall be furnished a numbered membership card. The membership card shall be in lieu of corporate stock and/or membership certificate. The membership card shall be valid only if the member is in “good standing”.
  14. A Membership shall terminate if a member is an apparent problem for COCSD. The President shall first discuss the Board's concern(s) with said member. If the problems have not been resolved, the Board may terminate the membership and remove said member from COCSD by a 2/3 majority vote of the full Board.

#### **ARTICLE VI - DUES**

- A.** Annual dues and/or fees shall be due and payable on January 1.
- B.** Annual dues and/or fees shall be assessed by COCSD, in an amount proposed by the Board and voted on for approval by the membership.
- C.** Honorary Member -No dues will be assessed.
- D.** Lifetime Member -No dues will be assessed.
- E.** A COCSD member whose membership has terminated may within 12 calendar months of termination, be reinstated by meeting the membership requirements as set forth in Article V and bringing dues current.
- F.** The Board shall retain the right, and the sole discretion, to grant member(s) exceptions for

special circumstances (such as: Military personal on TDY, extended personal illness, etc...) for missed renewal dates and said members(s) shall be exempt from reinstatement requirements as specified in Article VI, section E. This exception shall not exceed 90 days from the normal membership renewal date.

## **ARTICLE VII - DUTIES OF BOARD AND ELECTED OFFICERS**

### **A. THE BOARD SHALL:**

1. Govern over COCSD in accordance with laws of the State of California and these By-Laws.
2. Govern over duties and responsibilities of Elected Officers, Appointments, Committees and Members in accordance with these By-Laws.
3. Be responsible for disbursement of COCSD Funds.
4. Provide overall supervision and direction of COCSD, and its affiliations with other organizations or clubs.
5. Allocate a maximum amount of funds to be made available for the annual inaugural. Appoint a chairperson by November to initiate and form an inaugural committee. Said committee shall define inaugural activities and report findings to the Board before the end of the calendar year.
6. Vote on new member applicants.
7. When deemed necessary, appoint a Chairperson to carry out special events or activities of COCSD and specify the number of members to be on the committee.
8. When newly elected, inform the general membership of the ideas, goals or direction it intends to carry out during the remaining term of office. Such ideas, goals or direction shall be made known by the March general membership meeting either by publishing in the newsletter, or in the form of an announcement during the general membership meeting.
9. Have the Treasurer's books examined by an examining committee or independent examiner in the month of December and whenever the office of Treasurer is vacated, or at the discretion of the Board of Directors.
10. Have the authority to present clarifications and/or expansions of existing Articles in COCSD By-Laws to the general membership by means of an Attachment published in the newsletter. Attachments may be implemented into the body of the By-Laws from time to time, as deemed necessary for clarity. If ONE member objects to a proposed Attachment, the proposal must go through the process set forth in Article XV required for amending the existing By-Laws.
11. Be responsible for sanctioning COCSD events or activities.

### **B. THE PRESIDENT SHALL:**

1. Preside at all meetings and conduct the meetings in accordance with the By-laws.
2. At all times exercise general supervision over the interest and welfare of COCSD as prescribed herein.
3. Require faithful and efficient performance of duties on the part of all who may be engaged in any manner, form or connection with the business of COCSD.
4. Insist upon a strict and businesslike manner in keeping all accounts, in the transaction of the business of COCSD, paying out of money and conducting correspondence.
5. Subject to control of the Board, have powers of general supervision, direction and control of business and elected officers.
6. Have such other powers and duties as the Board or By-Laws may provide.
7. Be an ex-officio member of all committees and have the general powers and duties of directorship usually vested in the office of President.
8. Appoint a committee to meet with the COCSD Sponsor as necessary and report back to the Board.

### **C. THE VICE-PRESIDENT SHALL:**

1. Perform all the duties of the President in the President's absence.
2. Introduce new and reinstated members at General Membership Meetings and present them with their membership packets.
3. Purchase or make available, awards described in these By-Laws or at the direction of the

Board.

**D. THE SECRETARY SHALL:**

1. Maintain a current filing, approved by the Board, of an Agent for Service of Process for COCSD.
2. Maintain the Corporate Minute Book and Corporate Seal.
3. Verify that all required reports, including annual statement of directors or officers, required by any governmental agency, excluding tax returns and financial reports, is timely filed.
4. Keep an accurate record of all COCSD business records including certification of membership.
5. Take minutes during General Membership and Board meetings.
6. Prepare any and all correspondence as directed by the Board.
7. Maintain a current master of any forms being utilized by each Officer or Appointee.
8. Monitor votes at General and Board meetings.
9. Take attendance at Board meetings
10. Obtain from officers at year-end, necessary business records to be retained by COCSD except those required by the newly elected officers to perform their duties as described herein.

**E. THE TREASURER SHALL:**

1. Receive and hold all funds belonging to COCSD and deposit same in a financial institution approved by the COCSD Board, with the exception of an allocated amount of "Petty Cash", which is to be held by the Treasurer in an amount designated by the Board.
2. Be responsible for accounts receivable and payable as instructed by the Board.
3. Pay all orders or bills in a timely fashion. The Treasurer is entrusted by the membership to pay all invoices, bills or orders drawn as a normal course of business governing such things as jackets, shirts, name tags, raffle prizes, phone bill, meeting room fee or normal allotted event expenses. Expenses outside of the normal course of COCSD activities shall be verbally approved by the Board.
4. Keep a current and accurate account of the money received and paid out and render a detailed monthly financial report to the Board and quarterly to the General Membership.
5. Keep and maintain an accurate accounting of advertisers' accounts receivable. Keep Newsletter Editor apprised of new or expired advertisements.
6. Prepare or have prepared, submit to the Board for approval and filing, any required Federal or State tax returns or required financial reports.
7. Upon vacating office, deliver to their successor in office, all money, books, papers, or other property of COCSD.
8. Prepare a preliminary budget for the fiscal year for approval of the Board.
9. Monitor COCSD finances for compliance with the budget and advise the Board of variance from the budget.
10. Keep the Board apprised of the financial status of COCSD and make recommendations on available monies to perform COCSD activities proposed by the Board.

**F. ACTIVITIES CHAIRPERSON SHALL:**

1. Set up a calendar of events or topics to be discussed at the general meetings and report same to the Newsletter Editor for publishing.
2. Maintain the master calendar of COCSD events and activities which have been presented to the Board; and provide a copy of the calendar to the Newsletter Editor for publication in the monthly newsletter.
3. Whenever possible, discuss with the Board, in advance, proposed COCSD events.

**G. HISTORIAN SHALL:**

1. Receive photos and negatives of same from Photographer.
2. Solicit members for old pictures (or negatives), memorabilia or anything that may assist in completing and maintaining annual scrapbooks; and have previous years' scrapbooks available to the membership at each general membership meeting.
3. By the end of December of each year, make available to the Secretary and to the Newsletter Editor a summary of events which took place during the fiscal year in which the Historian served.

**H. NEWSLETTER EDITOR SHALL:**

1. Publish the newsletter on a monthly basis. Each fiscal year, the Newsletter Editor's duties shall begin with the publication of the February Newsletter and shall end with the publication of the January newsletter.
2. Newsletters shall contain, but are not limited to, the following: The names and phone numbers of the current officers; scheduled events; President's article; member's birthdays and club anniversaries; the name of guests who have attended the prior general membership meeting and paid advertisements.
3. Publish the names of the members of the nominating committee in the October newsletter and the names of the persons nominated to run for elected offices in the November and/or December newsletter.
4. All requirements to publish contained within these by-laws are met when information is placed in the newsletter or upon the official club website. The newsletter is considered published when placed upon the official club website. All members, advertisers, and sponsors may request a printed copy of published material be mailed to them.

**I. PUBLIC RELATIONS SHALL:**

1. Solicit advertisements to be published in the COCSD newsletter.
2. Maintain and project a high level of professionalism.
3. Procure fund raisers and outside contributions for raffles or otherwise.
4. From time to time, invite guest speakers to the General Membership Meeting

**J. MEMBERSHIP CHAIRPERSON SHALL:**

1. Maintain membership records and update computer data base.
2. Be responsible for publishing the dues renewal billing notice, 30 to 45 days before January 1<sup>st</sup>.
3. Be responsible for the collection of all applications, initiation fees, dues or other fees.
4. Maintain deletion list of past honorary members to be removed from the roster.
5. Verify membership with voting privileges.
6. Verify members in "good standing" and issue membership cards.
7. In October of each year, publish a Roster containing among other things, the name, address and phone numbers of members in "good standing". This Roster shall be available to the members at the October and November General Membership Meetings. New member and changes in membership information will be available at the General Membership Meetings upon request.
8. Introduce visitors and guests attending the general meeting.
9. Order name tags for new members and prepare membership packet for new members to be distributed by the Vice President at the General Membership Meeting.
10. Coordinate the best use of the host and hostesses at the general membership meetings.
11. Carry out such other duties as may be assigned by the Board.

- K. ELECTED BOARD MEMBERS** -There shall be two (2) Elected Board Members who shall assist with the business of COCSD when requested to do so. Elected Board members shall take it upon themselves to assist on special appointed committees as necessary.

**ARTICLE VIII - BOARD APPOINTMENTS AND DUTIES**

Board Appointments are at the sole discretion of the Board for that fiscal year. Board Appointed Members and Committee Members shall be responsible for the individual duties pertaining to that particular function as provided in the By-laws or as directed by the Board. Board Appointments shall not obligate or commit COCSD in any manner without prior Board approval. Typical Board Appointments are:

**A. Car Council Representative and Museum Representative:**

1. Attend all outside necessary meetings to properly keep COCSD apprised of outside organizational business that may be of interest or importance to COCSD membership.
2. In the event this appointee cannot attend said meeting(s), the representative shall attempt to have a substitute attend in their absence.
3. These positions shall keep the General Membership apprised of these matters through the

Newsletter and/or addressing the membership at General Membership meetings.

**B. Host/Hostess:**

1. Meet and greet all members and guests at the General Membership Meeting.
2. Introduce guests to a member in "good standing".
3. Ensure that members and guests sign the attendance form.
4. Give the guest list and membership attendance list to the Membership Chairperson.
5. Ensure that elected officers present at the meetings are signed in on the attendance form.

**C. Merchandise Representative** -Under the direction of the Board, shall purchase COCSD hats, patches, shirts, etc. and make them available for sale to members at General Membership meetings. Shall make and keep current a list of all vendors currently used by COCSD and the location of any and all sources of original logos, camera ready layouts, original art work, etc. to be available to the board of directors.

**D. Photographer** -Take pictures at COCSD activities and events and periodically display them at General Membership Meetings. In the absence of the Historian, acquire memorabilia appropriate for Historical records.

**E. Property Chairperson:**

- A.** Maintain an accurate accounting and location of all COCSD property.
- B.** Keep an accurate accounting of inventory used and retained from COCSD activities.
- C.** Present a quarterly accounting of property and it's location to the Board.

**F. Webmaster** -Maintain and update COCSD website including uploading newsletter and maintaining list of website advertisers.

**G. Restoration Representative** -Provide COCSD members with resources for any part or accessories needed to restore or maintain their corvette. Write articles for the newsletter.

**H. Sunshine Chairperson** -Send cards or flowers to COCSD members and their immediate family in the event of an illness or death.

**I. Technical Representative** -Arrange "tech" sessions for interested COCSD members throughout the year.

**J. NCCC Governor** -Attend NCCC meetings and keep COCSD apprised of any business that may be of interest. Process and mail all NCCC memberships.

**K. National Corvette Museum Representative** -Keep the general membership apprised of activities, events, fund raisers, etc. that may be of interest or importance. Provide membership information and applications to any interested COCSD member.

**L. Newsletter Staff** -Assist Newsletter Editor in sorting and mailing newsletters each month.

**M. Sponsor Relations Advisory Committee** -Meet with representative of Sponsor at least once per year or as necessary to resolve any problems.

**ARTICLE IX - ELECTION OF OFFICERS (ELIGIBILITY, NOMINATION, PROCEDURES AND VACANCY)**

**A.** Elections shall be held at the December General Membership Meeting. Each member of the Board shall be elected to a specific office for a term of one (1) fiscal year by vote of the members present in person or by absentee ballot, at the December General Membership Meeting by secret ballot. The successful nominee(s) shall be the one(s) receiving the most votes.

**B. Eligibility to Serve on the Board**

1. Only Individual, Joint or Lifetime members in "good standing" are eligible to serve on the Board
2. Nominees for President, Vice-President and Treasurer must either: (a) have served on the Board for a full term within the previous three (3) years; or (b) previously served a full term as President, Vice-President, or Treasurer AND attended at least eight (8) General Membership Meetings within the twelve (12) months ending with and including the December election meeting AND attended at least three (3) Board meetings within the four (4) months preceding the December election meeting; or (c) hold a Board Appointment position at the time of nomination AND while holding a Board Appointment position, have attended at least eight (8) General Membership Meetings within the twelve (12) months ending with and including the December election meeting AND attended at least nine (9) Board meetings within the twelve (12) months preceding the December election meeting.

3. Nominees for other elected Board positions must have been a member of COCSD for 6 months. Members with a minimum of three (3) month's membership may apply for and be granted a waiver by a favorable 2/3's vote of the Board.

**C. Nominations**

1. The Board shall select a Nominating Committee to be comprised of three Board members and two non-Board members. The committee shall chose a chairperson, and an alternate, neither of whom will be eligible to run for a contested Board position. The Nominating Committee must be published no later than November, with the Chairperson and Alternate named in the newsletter.
2. Names of persons nominated for office shall be announced at the November General Membership Meeting and be published in the November newsletter.
3. In addition to those persons nominated by the committee, nominations shall be accepted from the floor at the November General Membership Meeting.
4. Immediately following the close of nominations at the November General Meeting, all candidates for elected office will be formally introduced to the membership.

**D. Election Procedures**

1. The Newsletter Editor shall contact each candidate for a contested office and offer those candidates the opportunity to publish a brief statement in the December newsletter. The December newsletter shall be published no later than November 30.
2. Ballots will be distributed to eligible voting members at the beginning of the December General Meeting. With the exception of absentee ballots, marked ballots will not be accepted until each candidate for each contested office has been formally introduced and has been given the opportunity to address the members at the meeting for a period not to exceed 5 minutes.
3. The Chairperson of the Nominating Committee will oversee the December General Meeting through the completion of the speeches and then turn the meeting over to the President for the remainder of Club business. Should the Chairperson not be in attendance, the Alternate Chairperson shall oversee the meeting.
4. Ballots shall be counted by the Secretary, one Board Member and one Non-Board Member.
5. Following the tallying of ballots, the Secretary shall announce the members elected to the Board.

**E. Vacancies**

1. A vacancy shall be deemed to exist in the event of the death, resignation or removal of any Officer, if the members increase the number of officers but fail to elect the additional officers, or if the members fail at any time to elect the full number of authorized Elected Officers. A vacancy on the Board shall be filled by a qualified member upon the Board's approval, with the exception of President. If the office of President becomes vacant during the fiscal year, the Vice-President shall become President. If the Vice-President declines to serve as President, the office of President may be filled in the same manner as any other vacancy.
2. If the Board accepts the resignation of an Officer tendered to take effect at a future time, the Board shall have the power to elect a successor to take office at the time such resignation becomes effective.
3. Newly elected officers shall meet with the outgoing officers and receive the duties of office and shall assume the office to which elected at the January Board meeting.

**ARTICLE X - IMPEACHMENT**

- A. A COCSD member's motion to impeach any COCSD officer shall be presented in writing to the President. If the officer concerned is the President, the motion shall be presented to the Vice-President. The President (or Vice-President) shall appoint a committee to investigate the motion and make recommendations to the members. Dismissal of a COCSD officer may be accomplished only by a positive majority vote of a quorum of the membership, after hearing the recommendations of the impeachment committee.
- B. Any Officer who misses three (3) consecutive Board meetings or misses a total of five general meetings and board meetings (collectively) during their term of office, shall be replaced.



## **ARTICLE XI - VOTING**

- A.** Voting at General and Board meetings shall be conducted and monitored by the Secretary and one non-board member shall tabulate ballots at General Membership Meetings.
- B. General Membership Voting**
  - 1. The right to vote for Elected Officers, By-Law amendments and awards under Article XIII shall be extended to all members qualified to vote. Each member of record, including each member of a joint membership, shall be entitled to exercise one vote.
  - 2. Members desiring to vote for Elected Officers, on issues affecting the By-Laws or for awards must have personally attended at least three (3) General Membership Meetings within the last 12 months.
  - 3. Honorary members do not have voting privileges on any COCSD matters.
  - 4. Members may vote by absentee ballot if they so desire, for Elected Officers or Awards only, but the ballot must be completed and signed by the member and delivered directly to the COCSD Secretary at or before the meeting at which the vote is to be counted.
- C. Board of Director Voting.**

The Board shall have the right to vote on matters including the following:

  - 1. Board Appointments as provided for in Article VIII.
  - 2. New membership applications.
  - 3. Matters pertaining to COCSD events or activities.
  - 4. Committee Chairperson(s).
  - 5. Impeachment of COCSD Officers.
- D.** Elected Officers and Board Appointments in attendance are the only members that have voting privileges during a Board meeting.
- E.** Due to the sensitivity of change of COCSD Sponsor, the Board shall appoint a three party investigative committee to consider the pros and cons of any possible change. The committee shall report their findings to the Board and the Board shall vote upon the change in Sponsorship. Upon the Board's approval, a motion to change Sponsorship shall be presented to the general membership at the next General Membership Meeting. No prior notification shall be deemed necessary. The members in attendance shall vote upon the motion presented. The change in Sponsorship is generally a "time is of essence" issue. If there is time and manpower available, the Board shall attempt to notify the general membership prior to the motion being presented, but is not bound to do so.
- F.** Ballots shall be marked in any reasonable manner to reflect a member's vote, but shall not otherwise be marked. Write-in candidates are not permitted. Ballots shall not be defaced, marked, modified or written upon except to reflect a member's vote. Any ballot which does not comply with this Article and Paragraph is void and will not be counted for any purpose.

## **ARTICLE XII - MEETINGS AND QUORUMS**

- A.** Board and General Business Meetings shall be conducted according to Standard Rules of Parliamentary Procedures, consistent with these By-Laws and in accordance with the laws of the State of California governing Non-Profit Corporations.
- B.** The President shall preside at each Board and General Membership Meeting. In the President's absence, the Vice-President shall preside.
- C.** Board meetings shall be held each month in advance of the General Membership Meeting. The time and location of the meeting shall be announced at least thirty (30) days in advance, in the Newsletter and on the Club Website. Such publication shall constitute notice the Membership. All members in "good standing" are welcome at Board meetings. Non-COCSD persons must be invited by the Board of Directors.
- D.** General Membership Meetings shall be on the second Friday of each month.
- E.** Time and location of meetings shall be designated by the Board
- F.** A special Board meeting to discuss and vote on all matters of importance may be called by the President or by any three (3) Board members if the President refuses.
- G.** Quorum: (1) A quorum consisting of one-third (1/3) of the members in qualified to vote must be present to conduct business affecting the By-Laws or Attachment to By-Laws. (2) A quorum

consisting of six (6) Board members is required to hold a board meeting, one of whom shall be the President, Vice President or Treasurer.

### **ARTICLE XIII - AWARDS**

- A.** Awards are the responsibility of COCSD Board of Directors. The Board may appoint an awards Chairperson.
- B.** Four awards should be considered each year. The awards shall not be given if the Board does not feel strongly that an individual or couple earned the honor. Only Individual, Joint, Associate, Associate Joint and Lifetime members in "good standing" are eligible for these awards. The four awards to be considered are:
  - 1.** Perpetual Award: The highest honor given to the eligible member or couple who is (are) the most active in leadership, chairing events and participating in events.
  - 2.** Ray Taylor Founder's Award: Award given to the eligible member or couple who perpetuates the ideals the club was founded upon as set forth in the Articles of Incorporation, including inviting and fostering new members, attending meetings and events, and sharing the past history as they may remember it.
  - 3.** Lynn Woolley Award: Award given to the eligible member or couple who behind the scenes promote COCSD, and help put on events and supports activities.
  - 4.** John Waters Outstanding New Member Award: Award given to a member or couple who has been a member less than two years and who is/are most active in club support and leadership.
- C.** All awards will be nominated by the Board by secret ballot at a meeting at which a quorum is present. Each member nominated for any award must be approved by a 51% vote of the Board then and there voting. The votes will be counted by two members of the Board, one of which will be the Vice President. Successful nominees will be presented to the general membership at the December General Membership Meeting and published in the December newsletter. Members may vote by absentee ballot as provided in Article XI (B) (4). The award will be given to the member or couple who receives the greatest number of votes cast. Votes will be counted by the Vice President and one other Board member. The results will be kept secret from the membership until they are awarded at the Inaugural event.
- D.** Other awards, including an award for the current President, may be awarded at the discretion of the Board by majority vote of the Board of Directors.

### **ARTICLE XIV - PROPERTY**

- A.** All property of COCSD shall be in COCSD name, under direct control of the Board, and shall be made available for prudent use to any COCSD member under reasonable conditions.
- B.** If COCSD disbands, the property of COCSD shall be disposed of in accordance with the wishes of the members in "good standing".

### **ARTICLE XV - AMENDMENTS TO THE BY-LAWS**

- A.** Motions affecting the By-Laws shall be introduced at the General Membership Meeting immediately preceding the General Membership Meeting at which the Amendment is to be voted upon.
- B.** The Secretary shall publish notification to members of the proposed motion to amend the by-laws prior to the meeting at which it is voted upon.
- C.** Amendments to the By-laws shall be by the affirmative vote of 2/3's of the members present provided there is a quorum as described in Article XII, Paragraph (G)(1) of these by-laws.
- D.** Emergency motions affecting the By-Laws may be placed into effect by the President upon an affirmative majority vote of members present. Such motions shall be in effect only until the following general membership meeting.

### **ARTICLE XVI - ATTACHMENTS**

- A.** An attachment may be included in COCSD By-Laws. These attachments shall be for the purpose of frequently changed COCSD policies such as annual dues, fees, or adding Appointments.

- B.** Attachments must follow the same guidelines and rules governing amendments to the By-Laws. Attachments may be discarded when they have served their useful life, at the discretion of the Board. Changes in Attachments are accomplished with a majority vote of the members in attendance at a general membership meeting. Notification shall be published to the membership of any proposed change must be given prior to the meeting at which it is to be voted upon.

**ARTICLE XVII - LAW & PROTECTION**

- A.** The Board shall attempt to stay abreast of laws governing or applicable to COCSD and seek avenues to protect COCSD members and its Officers in any practical fashion possible.
- B.** COCSD shall maintain an incorporated tax-exempt status.
- C.** COCSD shall at all times maintain insurance coverage governing COCSD liability.
- D.** The Board shall comply with all laws and formalities governing Non-Profit Corporations to preserve COCSD corporate "good standing" and valid corporate status.

**ARTICLE XVIII - INDEMNIFICATION**

- A.** To the fullest extent permitted by law, the members of COCSD shall indemnify and hold harmless the Board, Appointees and other persons described in Section 7237 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, including an action by or in the right of the corporation, by reason of the fact that person is or was a person described in that section. "Expenses" as used in these By-Laws shall have the same meaning as in Section 7237 (a) of the California Corporations Code.

## **ATTACHMENT TO BY-LAWS**

Dated: April 1991

Amended: March 12, 2004

As amended 6/12/2009 Dues Increase by member vote

As amended 6/20/09 penalty fees struck by board vote

As amended 8/14/09 advertising rates struck by board vote

### **Dues**

**A.** Until otherwise voted upon and approved by COCSD, annual dues shall be:

#### **Individual / Associate Membership:**

Postmarked/paid by January 1<sup>st</sup>: \$59.00 Prorated @ \$4.92 per Month

#### **Joint / Associate Joint Membership:**

Postmarked/paid by January 1<sup>st</sup>: \$82.00 Prorated @ \$6.84 per Month

**Lifetime and Honorary Membership** - No dues assessed.

### **Fees**

**A.** Initiation fee shall be Twenty-Five Dollars (\$25.00) for an individual and Thirty-Five Dollars (\$35.00) for a joint membership.

### **Check Signatures**

**A.** Only the following officers are authorized to sign checks on behalf of COCSD: President, Vice President, Secretary and Treasurer. All checks must be signed by any two of these officers.

### **Name Tags**

**A.** The Official COCSD Member nametag shall be Silver in color with COCSD logo on left side of tag.

1. New members shall be provided an "Official" nametag with New Member packet, at no cost to the Member.

**B.** The Official COCSD Lifetime Member nametag shall be Gold in color with COCSD logo on left side of tag.

1. Lifetime Member nametag will include the Member Name, "Lifetime Member" and at member option, the month/year Lifetime status was achieved or month/year member joined COCSD.

2. If Lifetime Member is a Past President, at member's option, the words "Past President" can be added in place of month/year.

3. A Lifetime Members nametag will be provided at no cost to the Member.

**C.** The outgoing President shall be provided at no cost, an "Official" nametag including the Member Name and "Past President". At member's option, the fiscal year(s) of term can also be included.

**D.** Incoming Officers and Appointees shall be provided at no cost, an "Official" nametag including Member Name, Position and fiscal year of term.

**E.** Replacement nametags will be charged to the member at the prevailing rate.