

CORVETTE OWNERS CLUB of SAN DIEGO (COCSD)

# BY-LAWS

A California Non-profit Corporation Incorporated 1959  
CORVETTE OWNERS CLUB of SAN DIEGO  
(COCSD)

BY-LAWS

A California Non-profit Corporation  
Incorporated 1959

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

As Amended: July 9, 2017: General revisions, overall updates, and reformatting

## ARTICLE I – CLUB NAME AND ABBREVIATED NAME

1. The name of the non-profit corporation is Corvette Owners Club of San Diego and 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 initiated event approved by the COCSD Board of Directors.
2. Co-sponsored Event – An event initiated by another Club, which the COCSD Board of Directors elects to jointly participate.

## ARTICLE III - FISCAL YEAR

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

## ARTICLE IV – GOVERNMENT

1. Board of Directors (“Board” ) shall consist of eleven (11) elected officers:
  1. President
  2. Vice-President
  3. Secretary
  4. Treasurer
  5. Historian
  6. Website Content Editor
  7. Activities Chairperson
  8. Public Relations
  9. Membership Chairperson
  10. Two Elected Board Members “at Large”
2. Board Appointments: Members selected by the Board of Directors to assist in the administration of COCSD.

3. Committee(s): The Board may select a Committee Chairperson to carry out specific duties for an activity or event. The Committee Chairperson shall solicit members to participate in the activity.

#### ARTICLE V - MEMBERSHIP

1. 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
    1. One (1) general membership meeting and one (1) COCSD sponsored event or,
    2. Attend two (2) general membership meetings or,
    3. Attend two (2) COCSD sponsored events (Not including any pre-meet or post-meet events)
  5. A new member must be sponsored by two (2) COCSD members in "good standing".
  6. A new member must show "Proof of Insurance" for Corvettes used during COCSD activities.
  7. A new member must submit a completed application accompanied by appropriate fees and/or dues.
  8. A new member must be favorably approved by the Board of Directors.
  9. Honorary Members are exempt from new member requirements.
2. A Member in "good standing" is a Lifetime Member or an Individual or Joint member whose dues are current.
3. Members may change his/her membership classification.
4. Members must keep their Corvette(s)' auto liability insurances current and applicable for driving to or from COCSD events and during COCSD events or co-sponsored events.
5. Upon the annual renewal payment of a member's COCSD membership dues, members should update or register any change of ownership of their Corvettes with the Membership Chairperson.
6. The General Membership consists of all COCSD members. A member will be classified as one of the six following classifications:
  1. Individual Membership – The individual membership is only open to Corvette owners. An individual person desiring to join COCSD, after having met the requirements described herein, will be considered an Individual Member.
  2. Joint Membership – A joint membership is open to Corvette owners only. This classification is available for two individuals desiring to join COCSD; at least one of whom must meet the requirements for Individual Membership, having met the requirements described herein, will be considered to be Joint Members.
  3. Associate Membership – An Associate Membership is available to existing COCSD Individual Members who no longer own a Corvette or persons interested in Corvettes and possible future Corvette owners or past Corvette owners. Associate members have all the privileges of a full member except do not have voting rights in COCSD.
  4. Associate Joint Membership – An Associate Joint Membership is available for two individuals with the basis and interests defined in the Associate Membership defined in (3) above.
  5. Lifetime Membership – A Lifetime Membership is open for all members (other than Honorary Members) who, after 25 years of paying membership dues, are considered Life Members. Lifetime Members shall have all rights and privileges of the individual's membership classification, and will be subject to any and all requirements stated herein.
  6. Honorary Membership: Annually, the Board may confer an Honorary Membership to individuals 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. Honorary Memberships shall be nominated by an existing COCSD Member with justification and provided to the COCSD Board for consideration.
7. Members desiring to add a member to a Joint Membership or to 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. The Board may consider exceptions as deemed appropriate by a vote of the Board.
  10. Members shall not distribute, copy for another person, or disclose the membership roster in any fashion. The COCSD Membership roster is for the exclusive use of current COCSD members.
  11. All Members are encouraged to wear their COCSD name tags at all COCSD functions, in order to promote familiarization of all members and promote COCSD

A Guest is any individual who is not a COCSD member but is welcome at COCSD functions and sponsored events, including meetings. Any person in the household of a COCSD member, who is not a recorded member of COCSD, will also be considered a guest.

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", as described above.

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

1. Annual dues and/or fees shall be due and payable on January 1.
2. 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.
3. Honorary Member -No dues will be assessed.
4. Lifetime Member -No dues will be assessed.
5. 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. The Board will vote to approve retaining membership continuity when these requirements have all been met.
6. The Board shall retain the right, and the sole discretion, to grant member(s)' exceptions for special circumstances such as: Military personnel on TDY, extended personal illness, etc.; and for missed renewal dates, The Board will take under advisement and vote on specific requests of past members as appropriate, considering the special circumstances. Detailed procedures will provide examples and possible considerations and requirements.

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

1. THE BOARD SHALL FUFILL THE FOLLOWING LIST OF RESPONSIBILITIES:
  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 bylaws..
  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 an annual inaugural or equivalent key yearly event. Appoint a chairperson to initiate and form an event committee for this activity. Said committee shall define the event's activities and timeline and report to the Board.
  6. Vote on new member applicants.
  7. When deemed necessary, the Board will appoint a Chairperson to carry out COCSD special events or activities and specify the number of members to be on the committee.
  8. When newly-elected, the Board will inform the general membership about the ideas, goals or direction the Board intends during their remaining term of office. Such ideas, goals or direction shall be by the March general membership meeting either by publishing on the club website ([www.cocsd.com](http://www.cocsd.com)), or in the form of an announcement during the general membership meeting.
  9. Annually in December, or whenever the office of Treasurer is vacated, or at the Board's spontaneous discretion, the Board shall have the Treasurer's books examined by an examining committee or independent examiner.
  10. Implement the authority to present clarifications and/or expansions of existing Articles in COCSD bylaws to the general membership by means of an Notice of Attachment to the bylaws or general revision of the bylaws on the website. Attachments may be added into the body of the bylaws 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 bylaws..
  11. Be responsible for sanctioning COCSD events or activities, including partnering with other organizations for events or activities.
2. THE PRESIDENT SHALL:
    1. Preside at all meetings and conduct the meetings in accordance with the bylaws.
    2. At all times, the president shall 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 COCSD's business.
    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, generally supervise, direct and control COCSD business and its elected officers.
    6. Have such other powers and duties as the Board or bylaws may provide. Further details may also be provided in Procedures.
    7. Serve as an ex-officio member of all committee having the general powers and duties of directorship usually vested in the office of President.
    8. Appoint a committee to meet with the COCSD Sponsor(s) as necessary and report back to the Board.
    9. Prepare a preliminary fiscal year budget for Board review and approval.
  3. 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 bylaws and any additional awards at the direction of the Board.
  4. THE SECRETARY SHALL:
    1. Maintain the Corporate Minute Book and Corporate Seal.
    2. Verify that all required reports, including annual statement of officers, required by any governmental agency or non-profit reporting needs and excluding tax returns and financial reports, are filed in a timely manner.

3. Keep an accurate record of all COCSD business records including members' certification of membership(s).
  4. Take minutes during general membership meetings and Board meetings.
  5. Prepare any and all correspondence as directed by the Board.
  6. Maintain a current master of any forms being utilized by each Officer or Appointee.
  7. Monitor votes at general meetings and at Board meetings.
  8. Take attendance at Board meetings
  9. Obtain from officers at year-end, necessary business records to be retained by COCSD as described in the Secretaries Procedures.
  10. [Maintain a current filing of the corporate Statement of Information with the Secretary of State, with a Board approved person of service as required by the State of California.](#)
  - 11.
5. THE TREASURER SHALL:
1. Receive, deposit and hold all COCSD funds including Board-approved petty cash amounts belonging to COCSD at a Board-approved financial institution The Treasurer will hold "Petty Cash" 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, website maintenance, meeting room fee or normal allotted event expenses. Paying expenses outside of the normal course of COCSD activities shall be verbally approved by the Board, or selected Board members as approvers.
  4. Keep a current and accurate account of the money received and paid out and render a detailed financial report to the Board and the General membership, as defined in the Treasurer's Procedures.
  5. Keep and maintain an accurate accounting of advertisers' accounts receivable. Keep the Website Content Editor apprised of new or expired advertisements.
  6. Prepare or have prepared any required Federal or State tax returns or required financial reports and submit to the Board for approval and filing. Upon vacating the office of Treasurer, personally deliver all money, books, papers or other COCSD property to his/her successor.
  7. Monitor the fiscal year budget that has been approved by the Board.
  8. Monitor COCSD finances for budget compliance and advise the Board of any budget variance.
  9. Keep the Board apprised of COCSD's financial status and make recommendations regarding COCSD's ability to perform proposed COCSD activities with available monies.
6. ACTIVITIES CHAIRPERSON SHALL:
1. Set up a calendar of events or proposed event topics to be discussed at the general meetings. Communicate the list of official events and/or proposed events to the Website Content Editor for posting and discuss in the general membership meeting.
  2. Maintain the master COCSD events/activities calendar, present the master calendar to the Board and provide a copy of the calendar to the Website Content Editor for posting on the website.
  3. Whenever possible, discuss proposed COCSD events/activities with the Board in advance of officially posting them on the website.
  4. Encourage the Membership to develop and lead events for the COCSD and provide guidance to host an event.
7. HISTORIAN SHALL:
1. Receive videos, photos (and negatives of same as appropriate) including electronic data files from Photographers and contributors.
  2. Solicit members for old pictures (or negatives), photo data files, videos, memorabilia or anything that may assist in completing and maintaining annual scrapbooks or data files; and update the scrapbooks or data files and identify where these can be found.
  3. By the end of December of each year, make available to the Secretary, Board and to the Website Content Editor a summary of materials, photos, videos memorabilia, etc , which

they received during the fiscal year in which the Historian served. The Website Content Editor can provide this summary on the website and where it can be accessed.

8. WEBSITE CONTENT EDITOR SHALL:

1. Update the website promptly, at a minimum interval of once a month.
2. The website shall contain, but is not limited to containing the following: The names-and email addresses of the current officers; scheduled events; President's article; the name of guests who have attended the prior general membership and paid advertisements up to date on the Sponsors page. The Website shall also contain the COCSD planned activities, and summaries of past events.
3. To prepare for elections of COCSD officers, publish the names of the members of the nominating committee on the website in October and the names of the persons nominated to run for elected offices in November and/or December.
4. All requirements to publish contained within these bylaws are met when information is placed upon the official club website.

9. PUBLIC RELATIONS SHALL:

1. Solicit advertisements to be published on the COCSD website.
2. Maintain and project a high level of professionalism when representing COCSD to outside entities..
3. Solicit fundraisers and outside contributions for raffles or otherwise. Suggest organizations for members or the Board to solicit for fund raising.
4. From time to time, invite guest speakers to make presentations at the General Membership Meeting
5. Author and receive Board approval for COCSD press releases aimed for general San Diego media or national Corvette trade press.

10. MEMBERSHIP CHAIRPERSON SHALL:

1. Maintain membership records and update computer data base.
2. Annually publish the dues renewal billing notices at 30 to 45 days before January 1.
3. Collect all membership applications, initiation fees, dues or other fees, and forward to the Treasurer.
4. Maintain deletion list of past honorary members to be removed from the roster.
5. Verify memberships with voting privileges.
6. Verify members in "good standing" and issue membership cards.
7. Annually in October,, compile a Roster containing among other things, the name, address and phone numbers and email address of members in "good standing". This Roster shall be available on the website and will require a password for access. The password shall be provided to any member in "good standing".
8. Introduce general meeting visitors and guests.
9. Order new members' name tags and prepare membership packets for new members so they may 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.

11. ELECTED BOARD MEMBERS "at Large" -There shall be two (2) Elected Board Members who shall assist with the business of COCSD when requested to do so. Elected Board members "at large" shall take it upon themselves to assist on special appointed committees as necessary. They should also follow up on new members or prospective members to encourage membership in COCSD. They shall also oversee the new member welcoming team and ensure sponsors follow up and continue to provide engagement with the prospective and new members.

#### ARTICLE VIII - BOARD APPOINTMENTS AND DUTIES

Board Appointments are made 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 bylaws or as directed by the Board, or as defined in the specific Procedures. Board Appointment persons shall not obligate or commit COCSD in any manner without prior Board approval. Typical Board Appointment positions 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. Also to keep those outside organizations aware of COCSD events and activities.
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 club website and/or addressing the membership at general membership meetings.

B. Host/Hostess:

1. Meet and greet all general membership meetings' members and guests.
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:

1. Under the direction of the Board, shall purchase COCSD hats, patches, shirts, jackets, etc. and make them available for sale to members at general membership meetings.
2. 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

D. Photographer:

Whenever possible, or if in attendance, conduct a spontaneous or official photoshoot during COCSD sponsored or co-sponsored events/activities. Submit such photos to the website content editor or designated others (social media editors) in a timely fashion. In the absence of the Historian, acquire memorabilia appropriate for Historical records.

E. Property Chairperson:

1. Maintain an accurate accounting and location of all COCSD property.
2. Keep an accurate accounting of inventory used and retained during and after COCSD activities.
3. Present a quarterly accounting of property and the properties' locations to the Board.

F. Webmaster:

-Maintain and update the COCSD website including uploading content from the Website Content Editor and maintaining list of website advertisers.

G. Restoration and Technical Representative:

- Provide COCSD members with resources for any part or accessories needed to restore or maintain their Corvette. Write articles for the website.

- Arrange "tech" sessions for interested COCSD members throughout the year.

H. Sunshine Chairperson –

1. Receive members and Board notifications regarding members' health or family news.
2. Send cards or flowers to COCSD members and their immediate family in the event of an illness or death. .

I. National Corvette Museum Representative:

1. -Keep the general membership apprised of activities, events, fund raisers, etc. that may be of interest or importance.
- ~~2.~~ Provide membership information and applications to any interested COCSD member. -

J 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)

1. 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.
2. Eligibility to Serve on the Board (These requirements can be relieved with consideration and vote of 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 four (4) years; or (b) previously served a full term as President, Vice-President, or Treasurer AND attended at least seven (7) 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 five (5) 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 seven (7) general membership meetings within the twelve (12) months ending with and including the December election meeting AND attended at least eight (8) Board meetings within the twelve (12) months preceding the December election meeting. The Board may grant a waiver to certain candidates for some of these detailed periods with a favorable 2/3's vote of the Board.
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 choose a chairperson, and an alternate, neither of whom will be eligible to run for a contested Board position. The list of members on the Nominating Committee must be published no later than November, with the Chairperson and Alternate named on the website.



2. Names of persons nominated for office shall be announced at the November general membership meeting and be published on the website in November.
3. In addition to those persons nominated by the committee, Board nominations shall be accepted from the floor at the November general membership meeting.
4. Immediately following the close of nominations at the November general membership meeting, all candidates for elected office will be formally introduced to the membership.

#### D. Election Procedures

1. The Website Content Editor shall contact each candidate for a contested office and offer those candidates the opportunity to publish a brief statement on the club website at least two weeks prior to the December meeting.
  2. Board election 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 membership at the meeting for a period not to exceed five (5) minutes.
  3. The Nominating Committee chairperson will oversee the December General Meeting through the completion of the candidates' speeches and will then turn the meeting over to the club President. . Should the Chairperson not be in attendance, the Alternate Chairperson shall oversee the chairperson's meeting responsibilities.
  4. Board election 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.
5. Vacancies

A Board vacancy shall be deemed to exist when the following circumstances apply:

1. In the event of the death of a Board member
2. When a Board member resigns
3. When the membership fails to elect a full board
4. When the membership seeks to add officers to the board but does not elect new officers.

,A vacancy on the Board, except for the position of club president, may be filled by a qualified and Board-approved member. 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 Board vacancy.

If the Board accepts an officer's resignation 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.

5. Newly elected officers shall meet with the outgoing officers and receive the duties of office. New officers officially assume their duties during the January Board meeting.

#### ARTICLE X - IMPEACHMENT

1. 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 Board and membership. 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.

2. 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 considered for replacement.

#### ARTICLE XI - VOTING

1. The COCSD secretary and one non-board member shall conduct the voting process and then tabulate the ballots at general membership meetings.
2. General Membership Voting
  1. The right to vote for Elected Officers, bylaw 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 bylaws 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 regarding any COCSD matters.
  4. Members may only vote by absentee ballot for elected officers or awards. However, the absentee ballot must be completed and signed by the member and delivered directly to the COCSD Secretary at or before the meeting when the vote is to be counted.
3. 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.
6. Exceptions to qualifications for officers and Board members
7. On certain issues or bylaw matters that the officers and Board deem appropriate.
4. Elected officers and Board appointments in attendance are the only members that have voting privileges during a Board meeting.
5. Due to the sensitivity when changing a 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 club 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. The Board may also consider additional sponsors as appropriate and do so as to avoid any conflicts among sponsors.
6. 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

1. Board and general membership meetings shall be conducted according to Standard Rules of Parliamentary Procedures, consistent with these bylaws and in accordance with the laws of the State of California governing Non-Profit Corporations.
2. The President shall preside at each Board and general membership meeting. In the President's absence, the Vice-President shall preside.
3. 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 an email blast and on the club website. Such publication shall constitute notice to the general membership. All members in "good standing" are welcome to attend Board meetings. Non-COCSD persons must be invited by the Board of Directors.
4. General membership meetings shall be held on a day of the month determined by the Board.
5. Time and location of meetings shall be designated by the Board
6. 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.
7. Quorum:

(1) A quorum consisting of one-third (1/3) of the members qualified to vote must be present to conduct business affecting the bylaws or Attachment to bylaws.

(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

1. Awards are the responsibility of the COCSD Board of Directors. The Board may appoint an awards Chairperson.
2. Four main awards should be considered each year. Additional Awards will be considered as appropriate and by agreement of the Board. 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.
3. 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 on the website prior to the December meeting. 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 event designated to honor the Award nominees.
4. 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. Another Award example could include best activity or event.

#### ARTICLE XIV - PROPERTY

1. 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.
2. 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

1. Motions affecting the bylaws shall be introduced at the general membership meeting immediately preceding the general membership meeting at which the Amendment is to be voted upon.
2. The Secretary shall publish on the website notification to members of the proposed motion to amend the bylaws prior to the meeting at which it is voted upon.
3. Amendments to the bylaws shall be made after 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 bylaws.
4. Emergency motions affecting the bylaws 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. These attachments may also clarify existing articles of the bylaws or provide additional details implementing these bylaws.

B. Attachments must follow the same guidelines and rules governing amendments to the bylaws. At the Board's discretion, Attachments may be discarded when they have served their useful life. Changes to Attachments are accomplished with a majority vote of the members in attendance at a general membership meeting. The membership will be notified of any proposed change to an attachment just prior to the meeting where the members will vote on the change.

#### ARTICLE XVII - LAW & PROTECTION

1. The Board shall attempt to stay abreast of laws governing or applicable to COCSD and seek avenues to protect COCSD members and its Officers.
2. COCSD shall maintain an incorporated tax-exempt status.
3. COCSD shall at all times maintain insurance coverage governing COCSD liability.
4. The Board shall comply with all laws and formalities governing non-profit corporations so that it may preserve COCSD's 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 bylaws 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

As Amended 06/01/2017: COCSD check signature requirements clarified. Official member and lifetime member nametag details by Board design

Dues

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

Individual / Associate Membership:

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

Joint / Associate Joint Membership:

Postmarked/paid by January 1st: \$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.. Checks for less than \$500 only require one signature. Checks for over \$500 require two signatures OR one signature when written consent from another authorized officer is obtained via paper or email.

Name Tags

A. The Official COCSD Member nametag shall be ~~Silver in color with COCSD logo on left side of tag~~ designed by the Board.

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~~ designed by the board.

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

2. If a 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 Member's 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's 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.

As Amended July 9, 2017 with general revisions, updates, changes to Board authority and flexibility to implement bylaws and reformatting of bylaws:

Some of the major changes summarized as follows:

1. Converted to "Website Content Editor" and "newsletter" everywhere in bylaws
2. Allow Board to make exceptions to membership designations, terms, renewal dues and term reinstatement
3. Eliminate "fine" for not wearing badge at meetings and events.
4. Inaugural event flexibility provided and change to "key yearly event"
5. Clarify duties of club officers
6. Vote of Board to relieve eligibility requirements for service on Board and Officer positions. Change "Eligibility Requirements" for Officers and Board positions.
7. Provide flexibility to Board for operation of club to vote on "certain issues or bylaw matters that the Officers and Board deem appropriate" for efficient operation of the club.
8. Identify "Club Procedures" or "Attachments" to bylaws that provides details for implementing bylaws.
9. Check signatures requirements expanded. Email or electronic authorization by certain officers allowed.
10. Flexibility on name tags provided.
11. Numerous formatting fixes, clarifications, updating to current club operations, general updating and other items too numerous to identify details without reading bylaws.

12. Revised Associate member eligibility requirements to include past corvette owners, future Corvette owners and persons interested in Corvettes.
13. Combine Restoration and Technical Representative duties.
14. Eliminate NCCC Governor since COCSD does not participate or belong to NCCC.