

# PRAIRIE CAPITAL CORVAIR ASSOCIATION BY-LAWS

## ARTICLE I: GENERAL INFORMATION

### SECTION 1: NAME

- Prairie Capital Corvair Association (PCCA), hereafter also referred to as the “Club”.
- The club is affiliated with the Corvair Society of America (CORSA), .

### SECTION 2: PURPOSE

- Maintaining and promoting the Chevrolet Corvair and the close bonds of member friendship through Club sponsored activities.
- The Club shall encourage individual membership in CORSA and participation in CORSA events.

### SECTION 3: MEETINGS

#### General Membership Meetings:

- Meetings shall be held every month at a designated location, date and time as set by the board and published in the Club newsletter.
  - Robert’s Rules Of Order shall apply at all General Membership Meetings.
  - Issues to be decided at the General Membership Meetings, unless otherwise specified in these by-laws, shall be by a simple majority of members in good standing at the meeting.
  - Voting may be done by a show of hands, by request for “yea” or “nay”, or by roll call as determined by the club president.
  - At least five members in good standing (other than officers) must be present to conduct a meeting.
  - The president shall only vote in cases of a tie vote among members.

#### Board Of Director Meetings (BOARD):

- Board Meetings shall be held once each quarter, ideally on the same day as the General Membership Meetings of January, April, July, and October.
- Additional BOARD meetings may be called by the Club President.
- Any situation thought to require a BOARD meeting may be brought to the President’s or a BOARD member’s attention by any Club member in good standing. (see membership)
- Meetings require a quorum of the three (3) at-large BOARD members. (Refer to Article IV.2 regarding BOARD members)

#### Committee Meetings:

- Committees formed within the Club shall meet as often as they deem necessary, at a time and location they select. Committees must notify the president of meetings.

## ARTICLE II: MEMBERSHIP

### SECTION 1: ELIGIBILITY AND PRIVILEGES

- Membership shall be open to Corvair owners, persons interested in Corvair’s, and persons interested in activities of the Club.
- Members in good standing shall be able to attend all Club meetings and events and shall be able to vote in elections and for issues brought up at General Membership Meetings.
- Members may also hold office, display Club identification, and shall receive all Club publications.

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### SECTION 2: TYPES OF MEMBERSHIPS and DUES

The membership year shall begin January 1 and end December 31

Family Membership:

- Shall include both members of a couple who live at the same address. Both members may vote on Club issues and hold Club office. Single Membership:
- May be granted to anyone who is sixteen (16) years or older who has no other family or does not wish to include family in his/her membership. Dues:
- The annual dues amounts for the next membership year shall be set by the BOARD at its January meeting so that expenses are met. A single membership will always be less than a family membership.

### SECTION 3: PAYMENT OF DUES

- Dues are assessed annually, payable by the first scheduled regular Club meeting each January.
- Renewal notices will be published in the Club newsletters of November and December.
- Membership dues for new members shall be paid at joining.
- New members joining January 1 through June 30 shall pay the full amount. New members joining July 1 through December 31 shall pay 50% of the annual amount.
- Dues payments may be made directly to the Club Treasurer or mailed to the Club's mailing address (Prairie Capital Corvaire Assn., Box 954, Springfield, Il., 62705.)
- Members who are renewing their memberships should make an effort to use the renewal form found in the Club newsletter or a reasonable facsimile thereof. This will help ensure accuracy of Club's records.

### SECTION 4: RESIGNATION; TERMINATION OF MEMBERSHIP

- A member may resign at any time by directing a letter of resignation to the club president. Resignations shall be granted by the president providing any indebtedness to the Club has been paid. Outstanding dues must be paid prior to re-entry into the club. If a family membership is at issue, the letter must be specific as to whom the resignation shall apply.
- Failure to pay annual membership dues by the date of the March regular meeting will be considered a resignation.
- Termination of membership for any reason will result in the member(s) name(s) being removed from the Club's membership list. Those name(s) will be noted in the March Club newsletter, which will be the last newsletter received by those whose membership has terminated.
- A member may be expelled from the Club for non-payment of assessments (other than membership dues) or for conduct unbecoming to the Club as determined by the club president and approved by a majority vote of the board at any regular or special board meeting. Any member being considered for expulsion shall be notified in writing that such action is pending and given an opportunity to defend himself/herself at a date, time and location set by the board to review the issue. The discussion for expulsion must appear as an agenda item on the boards published agenda.

## ARTICLE III: CLUB OFFICERS, DUTIES and TERMS of OFFICE

### SECTION 1: TITLES

- The titles of elected Club officers are President, Vice President, Secretary, and Treasurer.
- Certain Club offices, when filled, are appointed. Including, but not limited to: Membership and Publicity Chair, Newsletter editor, and Historian and Club Inventory.

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## SECTION 2: OFFICER DUTIES

- PRESIDENT:
  - Provide management leadership required to plan, organize, and lead Club activities.
  - Uphold Club objectives and by-laws. Delegate authority as appropriate to conduct office.
  - Preside at General Membership Meetings, BOARD Meetings, and special functions as appropriate.
  - Represent Club in dealings with CORSA and other organizations for social, technical, or other reasons deemed necessary.
  - In conjunction with BOARD, develop and maintain objectives for the Club and get them implemented through creation of committees as necessary. Abolish committees when no longer needed.
  - Appoint member(s) to serve a Membership and Publicity Chair, Newsletter editor, and Club Historian and Inventory as needed. Appointment of the offices must be by a majority of members in good standing present at the meeting when the President announces his/her choice(s) for the office(s).
  - Call special meetings of the BOARD or General Membership as needed.
  - Direct publishing of the Club newsletter to best meet the needs of the organization.
  - Ensure that the Club logo is used appropriately on documents representing the Club.
  - Direct planning of a program of meetings and activities responsive to the needs of the membership. Do this through the Vice President.
  - Ensure a suitable location for meetings is available.
  - Provide input for each publication of the Club newsletter.
  - With Membership Director, arrange periodic issuance of Club Membership List.
  - Encourage and invite new membership to the Club; welcome new members and visitors at Club meetings.
  - Appoint and elected Club officer to be the second signatory for Club's financial transactions (refer to ARTICLE VII: FINANCIAL MATTERS).
  
- VICE PRESIDENT:
  - Assist the President and conduct meetings in the President's absence.
  - Assist in planning General Membership Meeting activities and in other Club activities as appropriate.
  - Be in touch with general membership to determine interest in various subjects. Help develop continuing interest.
  
  - Develop a general policy regarding program topics that should be covered an the course of a year. Consider family activities in program planning and encourage membership participation in all Club events.
  - Publicize Club events in advance when possible.
  - Monitor regional and national events for input to local activities.
  - Act as Club liaison for assistance to anyone needing such in preparation and presentation of meeting programs.
  
- SECRETARY:
  - Record minutes of Club meetings for permanent record. Provide a copy to the newsletter editor.
  - Record minutes of BOARD meetings for permanent record. Provide a copy to the newsletter editor.

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- Inform the CORSA Executive Secretary, in conjunction with the Membership Chair, as required the Club chapter requirements in the international organization.
- Retain originals of all Club official documents. Examples of such documents would be the Club's By-laws and minutes of Club meetings for one year. Documents that have outlived their active usefulness may be turned over to the Club Historian for archiving, or may be destroyed, as decided by the BOARD.
- TREASURER:
  - Collect all monies for membership dues and Club functions as required. Provide receipts when appropriate.
  - Inform Membership Chair of all dues renewals and new memberships.
  - Pay Club obligations promptly to any early payment discounts and to maintain integrity with creditors.
  - Provide an accurate account of Club finances at each General Membership Meeting, and to the Club Newsletter Editor for publication.
  - Balance records as required to maintain accurate bookkeeping, and provide any records necessary to meet legal requirements and support an annual audit.
  - In the event a new Treasurer is assuming office and/or that a new Club Secondary Signatory has been named (refer to President's duties), the outgoing Treasurer, new Treasurer, and new Second Signatory shall go to the bank where Club accounts are maintained and ensure that the correct names are registered with the bank so that the Club's business can be continued without interruption. [refer to Article VII: Financial Matters]
- MEMBERSHIP and PUBLICITY CHAIR:
  - Promote membership in the Club and Club sponsored events. Use local media as appropriate.
  - Contact all new members for Club record information, and establish a friendly contact to determine interests and desires. Use this opportunity to make the new member(s) feel welcome, wanted, and comfortable.
  - Maintain a membership file from initial applications and continuing contact with all Club members. This file should include all information desired for Club purposes. Confidentiality must be assured. This file is for Club use only.
  - Provide to the Newsletter editor appropriate information regarding new members, membership statistics, renewal dates, membership drives, etc.
  - Communicate with other clubs, vendors, businesses, and organizations regarding matters related to club functions, or as directed by the President or the BOARD, using official Club letterhead as appropriate.
  - Prepare a membership list for distribution to Club general membership at least annually.
  - .(suggest moving this one to publications)
- HISTORIAN and CLUB INVENTORY:
  - Maintain an archive of Club documents that have been declared inactive, but should not be destroyed. This could include past membership lists, inactive Club meeting notes, etc.
  - Maintain in safekeeping any books, technical bulletins, and other printed material that has been purchased or donated to the Club. A list of materials so retained should be available to Club members, who may check out these materials as needed and return them after a proper time.
  - Store any parts, tools, or other hard items that belong to the Club. Make these items available to Club

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members as needed, with a return date agreed to.

- COMMON DUTY OF ALL OFFICERS:

- In the event a Club member or spouse should die, the Club will make a \$25 donation to the organization or fund designated by the bereaved member or his/her family. Absent any organization or fund being named, the donation may be made directly to the bereaved member. Any Club member who becomes aware of such a death should see that the Club Treasurer is notified so that appropriate action may be taken on the Club's behalf.
- Any Club member who becomes aware of such a death should see that the Club Treasurer is notified so that appropriate action may be taken on the Club's behalf.
- For this purpose, immediate family shall consist of Spouse, Child (including step-child), Parent (including step-parent), and Siblings (including step-sibling).

## SECTION 3: TERMS of OFFICE

- Club officers will be elected each year to one-year terms by the procedures set forth in Article VI
- No officer shall serve more than two consecutive terms.

## **ARTICLE IV: BOARD OF DIRECTORS (BOARD)**

### SECTION 1: DESCRIPTION and DUTIES

The BOARD shall function as the governing body of PCCA and shall furnish direction and guidance to Club officers and members. The BOARD shall also serve as liaison between Club officers and Club members. Where practical, the BOARD shall define and/or approve methods to be used in carrying out duties of the Club officers and any Club activities or business not otherwise covered in these by-laws.

- The BOARD shall approve all Club programs and scheduling of events.
- The BOARD shall ensure that correct and complete records of account are kept by the Club and that such records are available for inspection for any proper purpose at any reasonable time.
- An annual audit of the Club's financial records shall be arranged by the BOARD. Each year the BOARD must ensure an orderly and complete turnover of records and procedures to be followed to the incoming BOARD and Club officers.

### SECTION 2: BOARD MEMBERS

The BOARD shall consist of five members, one of whom is the Club President, and four of whom are elected at large.

- Other than the Club President, board members may not be concurrently elected as Club officers.
- The Club President shall preside at BOARD meetings, but will vote on BOARD matters only to break an otherwise tie vote.

### SECTION 3: TERMS OF OFFICE and NOMINATION

The term of office for the four BOARD members are as follows.

(Club President terms are outlined in Article III of these by-laws)

- Two at-large BOARD members will be elected for two-year terms.
- The other two at-large members will be elected for one-year terms. Only one of the two-year BOARD members will be elected each year; one-year BOARD members will be elected each year. Therefore, each year three BOARD members will be nominated for election:
  - one for a two-year term

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- two for a one-year term
- The election of BOARD members will be concurrent with the annual election of Club officers; beginning and completion of terms will coincide with Club Officers' terms.
- BOARD members may serve two consecutive elected terms in office. Upon expiration of his/her second term that person may not serve on the BOARD again until one year has passed.
- Nominating and voting procedures for BOARD members is the same as for Club Officers and are outlined in Article VI of these by-laws.

### SECTION 4: BOARD MEETINGS

Frequency of BOARD meetings is specified in Article I.3 of these by-laws. The Club Secretary should attend BOARD meetings as recorder. Minutes from BOARD meetings will be presented at the next Club meeting and reported in the next official Club newsletter.

- Board meetings, while for the benefit of the BOARD to conduct the Clubs business and activities, are open to the public.
- Club members are permitted to attend BOARD meetings.
- Club members may be invited to speak on various issues by the Club President.
- Only BOARD members vote on motions before the BOARD.
- In the event that urgent BOARD business must be conducted between meetings , the Club President may conduct such business by phone or electronic communication. Written records shall be kept of such meetings and submitted to the Club Secretary for inclusion in recorded Club business in the same manner as a Secretary's report for normal BOARD meetings.

### SECTION 5: BOARD VACANCIES

Should a vacancy occur on the BOARD mid-term, the President , guided by any suggestions from the general membership, will bring an appointment before the BOARD.

- Approval will be by simple majority vote by the BOARD.
- Approval the new BOARD member will be announced at the next scheduled Club meeting.
- Appointed BOARD members will serve the un-expired term of office and may be elected to serve that office again at the next Club election.
- All pertinent details of such temporary BOARD appointment shall appear in the next official Club newsletter.

## ARTICLE V: COMMITTEES

### SECTION 1: PURPOSES and REPORTING

Special ad-hoc committees may be formed by the Club President from Club members to plan and carry out special activities needed . Committee meeting guidelines are found in Article I.3 of these by-laws.

- Inclusion in a committee shall be voluntary with the exception that the President may appoint one Club officer to the committee.
- Committees shall report at General Membership Meetings and the Club newsletter shall carry a brief summary of committee activity.
- When a committee's purpose has been served, the President shall abolish it as provided on Article III.2 of these by-laws.

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## ARTICLE VI: NOMINATIONS and ELECTIONS

### SECTION 1: NOMINATIONS

Each year the President shall establish a Nominating Committee, prior to the October regular meeting, who will prepare a slate of nominees for the officer and board member positions. It is important to note that being nominated and holding any Club office or BOARD position is voluntary. The slate of nominees shall be presented at the October General Membership Meeting. The slate shall be finalized as follows:

- Additional nominations may be made by Club members in good standing who are present at the October meeting.
- If there are not sufficient nominations to create a full slate, the Club President may suggest names or actively solicit members to stand for nomination. If the President's efforts fail, he/she shall call a special BOARD meeting in an attempt to resolve the situation.

### SECTION 2: ELECTION NOTICE AND BALLOT DISTRIBUTION

A list of nominations will be printed in the first Club newsletter published following the above described nomination meeting. This *should* be the November newsletter. Regardless of the date, every attempt will be made to publish this information quickly after the slate confirmation meeting.

- Mail-in ballot(s) will be in the newsletter for each Club member eligible to vote in that election.
- Each eligible member is entitled to one vote for each officer and BOARD position.

### SECTION 3: ELECTION PROCEDURE

- The Club membership may vote using one of the following methods:
  - Complete their ballots and send them via regular mail in time to arrive by the date of the election meeting.
  - Hand their ballots to the Club secretary at the afore mentioned meeting.
  - Email their ballot to the Club secretary one day prior to the election meeting.
- Following the election meeting, the Club secretary shall tabulate the ballots returned and provide the board President with the results.
- The new officers and BOARD members will be announced by the President at the next General Membership meeting.
- New Club officers and BOARD members will take office in January. A joint meeting of past and new officials shall be held just prior to the January General Membership Meeting.

## ARTICLE VII: FINANCIAL MATTERS

### SECTION 1: TREASURER'S RESPONSIBILITY

- The Treasurer shall be responsible for the control of Club finances. He/she shall keep receipts or cancelled checks for each expenditure.

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## SECTION 2: BONDING

- Bonding the Club Treasurer is optional, at the discretion of the BOARD. This is a matter of good practice rather than evidence of distrust. The BOARD alone may make this determination.

## SECTION 3: FINANCIAL AUDITS

- The fiscal year for the Club shall be January 1 to December 31
- An annual audit of all financial transactions occurring during the last twelve months shall be conducted following the last calendar day of December and should be completed prior to the January General Membership Meeting or as soon as practically possible thereafter.
- The audit shall be conducted by an independent party selected by the BOARD, exclusive of Club officers and BOARD members, prior to the treasury being turned over to the newly elected Treasurer.
- Results of the audit shall be reported to the BOARD and made available to the general membership during the next regular meeting following the audit.

## SECTION 4: CLUB FINANCIAL SIGNATURES

- The elected Club Treasurer shall be identified to the Club's financial institution as having the primary signatures for all financial matters.
- The President shall name, and Club members shall accept by majority vote at the meeting where the name is announced, another elected officer of the Club as having a second official signature.
- This officer will also be identified to the financial institution.
- The secondary signer may not be the spouse of the Treasurer, nor may reside at a common address with the Treasurer.

This was moved to section 4.

## **ARTICLE VIII: PERSONAL RESPONSIBILITY**

### SECTION 1: STATEMENT

The Prairie Capital Corvair Association, having been duly formed under the proper corporation laws of the State of Illinois, shall have no individual or organization having business with the Club hold liable any past, present, or future member or officer of the Club personally responsible for Club contracts. Assets of the Club only shall be held responsible.

## **ARTICLE IX: CHANGES TO BY-LAWS**

### SECTION 1: BI-ANNUAL REVIEW

In even numbered years a committee will be formed by the President to review these by-laws to determine whether changes may be needed. Any suggested changes shall be brought before a General Membership Meeting after notice of same is prominently noted in the Club Newsletter.

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## SECTION 2: AS-NEEDED CHANGES

Alterations or amendments that cannot or should not wait for the bi-annual review must be presented to the Club President in writing. As-needed changes approved shall be noted as an amendment to the by-laws, to be incorporated into the document during the next bi-annual review

The following procedures apply;

- The President will bring the suggestion before the BOARD at a regular BOARD meeting, unless a special meeting is deemed necessary by the Club President.
- In order to pass, three at-large BOARD members must approve the suggested change(s). . The Club President may only vote in order to break a tie.
- If approved the suggested change(s) proceeds to the General Membership as described in Section 3 of this article.

## SECTION 3: MEMBERSHIP ADOPTION / REJECTION PROCEDURE

All proposed changes to the Club by-laws, whether a result of the bi-annual review or an as-needed proposal, will first go before the BOARD for approval. Following BOARD approval, the revision(s) will be delivered in written form to the membership. The method of delivery will include through the Club website with notification so noted in the newsletter and via email. Those members not able to access the club website may request printed copies from the Secretary.

At the next meeting of the general membership following notification;

- The Club President will conduct a general discussion on the merits of the proposed change(s), and may allow at his/her discretion minor wording additions/deletions generally agreed to by those present.
- A two-thirds (2/3) majority of members present will be required for the above proposed change(s), , to be approved.
- If a voice vote is split, the Club President may call for a show of hands or roll-call vote at his/her discretion.
- The Club President may only vote in case of a vote tie.
- By-laws not affected or altered by review and approval remain in effect.