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I. MEMBERSHIP

A. Eligibility

Membership in the Club shall be open to any Corvair owner or any person interested in Corvairs. It is recommended that all members of the Club also be members of the Corvair Society of America (CORSA).

B. Dues

Dues for the Club shall be set by the Board of Directors (BOD) and may be changed by the BOD. Dues shall be collected annually from each member by the Treasurer.

Annual dues will expire at the end of January. New members joining for a period of less than one year, but more than six months will have dues prorated for the balance of that year. For new members joining for a period of six months or less will have dues prorated for the balance of that year plus the dues for the following year. Any member more than two (2) months delinquent in payment of dues shall automatically be dropped from the membership rolls.

C. Family Memberships

Each membership in the club is a family membership, and spouses and children are invited to all club functions and events unless a specific announcement to the contrary is made in advance of a given function or event. However, only one Newsletter shall be sent to each family.

Membership voting rights are set forth elsewhere in the By-Laws. A dues-paying member shall be entitled to all rights and privileges of membership in the Club.

D. Honorary Memberships

The BOD may award such Honorary Memberships as, from time to time, it deems appropriate. Honorary members shall not be required to pay dues and shall be entitled to all of the rights and privileges of members of the Club, except that an Honorary Member may not vote or hold office in the Club.

E. Non-Member Newsletter Subscribers

Any person may subscribe to the Club's Newsletter at an annual rate of \$15. This rate may be changed by the BOD. Non-member Newsletter subscribers may place free personal, but not commercial, classified ads in the Newsletter, but shall not be entitled to any other rights and privileges of membership in the Club.

F. Guests

Guests are welcome to attend any Club meeting or other event, and members are encouraged to invite guests. However, guests may not purchase any parts obtained by the Club for its members, and no guest may attend more than three (3) meetings without joining the Club.

G. Expulsion of Members

Any member may be expelled from the Club by vote of the BOD if the BOD shall find that all of the following circumstances exist:

- (1) That the member has engaged in activities or conduct detrimental to the integrity and well being of the Club; and
- (2) That the Club or its members have suffered harm as a result of such activities or conduct; and
- (3) That it would be in the best interest of the Club if the member were no longer associated with the Club.

Any member expelled shall be entitled to a prorated refund of his dues.

II. ELECTION OF OFFICERS AND DIRECTORS:

A. Terms of Office

The officers shall be elected for a term of one (1) year. No officer shall serve more than two (2) consecutive terms in the same office. All officer (BoD) positions will be elected annually and service will be from February through January of the next calendar year.

B. Exception to Terms of Office

In the event that no one comes forward to run for Secretary, Treasurer or available Directorships, the current office holder may run for an additional term.

C. Election Date

Election of Officers and Directors shall be held each year at the January meeting of the Club.

D. Eligibility

Any member of the Club in good standing shall be eligible to be elected an Officer or a Director of

the Club. Both the husband and the wife of a Club family are eligible to hold office or be elected a Director.

E. Nominations

Two (2) months prior to the election, the President shall appoint a Nominating committee of at least three (3) members to draw up a proposed slate of officers for the following year. This committee shall include the Vice President/President Elect and two other current members in good standing and shall nominate at least one person for each position to be filled.

Due to the desirability of maintaining continuity of officers, consideration should be given to elevating each officer one step.

The Nominating Committee will attempt to contact all persons nominated to determine whether the nominees are willing to serve in the positions for which they have been nominated and possibly move up one step the following year.

F. Voting Regulations and Procedures

Only members present at the January meeting may vote; no proxy votes will be allowed. Voting shall be by a raise of hands unless a secret ballot vote is requested by a Club member. Each adult member shall have one total vote. Results shall be announced immediately upon tabulation of votes.

G. Election of Officers and Directors

If no person has a majority of the votes for a particular office or directorship, a runoff will be

held immediately between the two nominees that have the highest number of votes.

III. DUTIES OF OFFICERS

A. President

The President is the Chief Executive Officer of the Club. He shall also be the Chairperson of the BOD. He shall preside over all Club meetings and meetings of the BOD. The President may appoint persons for special assistance or projects not requiring the establishment of a Special Committee.

The President shall have joint authority with the Treasurer to sign checks issued on the Club's account.

B. Vice President/President Elect

The Vice President/President Elect is the primary assistant to the President. In the absence of the President, he shall preside at the meetings of the Club or BOD. The Vice President/President Elect shall perform such other duties as may be assigned to him by the BOD. The Vice President/President Elect will automatically become the President the following year unless for some reason he cannot serve.

C. Treasurer

The Treasurer is the custodian of all Club funds, and shall maintain a bank account and appropriate records of the Club's finances and financial condition. The Treasurer shall be jointly authorized with the President to sign checks on the Club's account.

The Treasurer shall be notified in advance on any proposed expenditure of Club funds in excess of \$100.00, and if the Treasurer is of the opinion that the expenditure is not financially advisable, it shall not be made unless approved by the BOD.

D. Secretary

The Secretary is primarily responsible for the keeping of all Club records, other than those financial records which are the responsibility of the Treasurer. The Secretary shall be the initial recipient of all membership applications. The Secretary shall take minutes of the meetings.

IV. BOARD OF DIRECTORS (BOD)

A. Number

The BOD shall consist of seven (7) persons. Four (4) of the Directors shall be the Officers of the Club. The remaining three (3) Directors shall be elected by the membership of the Club at the same time as the election of the Officers.

B. Meetings

(1) Regular

The BOD shall hold one (1) regularly scheduled meeting each month, and shall establish a regular day of the month for such meetings.

The Newsletter Editor and CORSA Director, if from the Club, shall attend all regular meetings, but shall not have a vote in any business that is brought before the BOD,

but shall act in informational and advisory capacity only.

(2) Special

A special meeting of the BOD may be called by the President or by any three (3) members of the BOD. Reasonable notice of such special meeting shall be given to each member of the BOD, and each member of the BOD shall be notified in advance as to the purpose of any special meeting so called. A special meeting may be conducted without actual notice to all of the members of the BOD if:

- (a) A quorum is present at the special meeting.
- (b) The Board members present at the special meeting find that reasonable efforts were expended to attempt to notify in advance all members of the BOD of the meeting.
- (c) The BOD members present at the special meeting find that it would be in the best interest of the Club to proceed with the special meeting in the absence of the BOD members not notified of the special meeting.

C. Quorum

A quorum shall be established at any regular or special meeting of the BOD if any five (5) Directors are present. Any business of the BOD may be conducted by a quorum of Directors.

No business requiring a vote of the BOD shall be voted upon unless a quorum is present.

D. Voting

Unless specifically provided otherwise in these By-Laws, any business requiring a vote of the BOD shall be decided by majority vote of the Directors. Upon the request of any member of the BOD, a vote shall be by secret ballot.

E. Removal of Directors

Any Director may be removed by vote of the BOD for any of the following reasons:

- (1) Termination of the Director's membership in the Club for any reason.
- (2) Failure to attend any three (3) consecutive regular monthly meetings of the BOD.
- (3) Failure to attend three (3) regular monthly meetings of the BOD during any five (5) month period.

F. Replacement of Directors

Upon the resignation, death or removal of any Director, the BOD may elect a new Director to serve during the remaining term of office of that Director.

V. COMMITTEES:

A. Establishment

(1) Regular Committees

At the beginning of each term, the BOD may establish committees as it deems appropriate.

The committees shall remain active throughout the term. The committees may include, but not necessarily be limited to, the following:

- (a) Membership Committee
- (b) Technical Committee
- (c) Hospitality Committee
- (d) Historian Committee
- (e) Special Events Committee
- (f) Merchandise Committee
- (g) Heart of Texas Committee

(2) Special Committees

At any time, the BOD may establish such special committees as it deems appropriate, to serve for such period of time and purpose as the BOD may deem appropriate.

B. Committee Chairperson

(1) Appointment

Committee Chairpersons, for both regular and special committees, shall be nominated by any member of the BOD and then confirmed by a majority of the BOD.

(2) Duties

Committee Chairpersons shall be primarily responsible for conducting the business of their committees. The action of any committee shall be subject to approval of the BOD. The size of any committee and the selection of the persons who shall serve on any committee shall be decided by its Chairperson. The Chairperson of a committee shall determine how the business of the committee shall be conducted, subject only

to such specific instructions and guidance that the BOD may give.

No committee shall spend more than \$25.00 of the Club's funds without prior approval of the BOD.

(3) Removal

Any Committee Chairperson may be removed at any time by a majority vote of the BOD.

(4) Return of Documents and Materials

All written documents and materials of any nature whatsoever directly or indirectly relating to the work of a Committee are the property of the Club, and shall be promptly delivered to the Secretary upon the completion of the term of a Committee Chairperson or upon the resignation, removal or termination for any reason.

VI. NEWSLETTER

A. Distribution

The Newsletter shall be sent to all current members of the Club, and to such other persons or organizations as the BOD shall approve. A mailing list of approved non-members and organizations shall be maintained.

B. Content

The Newsletter Editor shall be responsible for the subject matter and the content of the Newsletters, subject, however, to the approval of the BOD. The BOD may, from time to time, give specific instructions and guidance as to the content of the Newsletter. Any questionable

nature should be referred to the BOD for approval.

C. Expenditures

The Newsletter Editor shall establish a budget for the Newsletter and submit the budget to the BOD for approval. Any expenditure substantially in excess of the budget must be approved in advance, by the BOD if time permits or by the Treasurer and President, if not. Each month the Newsletter Editor shall submit to the Treasurer an itemization of all expenditures made in connection with the Newsletter.

D. Newsletter Editor

(1) Appointment

The Newsletter Editor shall be appointed and confirmed by the BOD for a term of one year. On the approval of the BOD the Editor may serve more than one term.

(2) Duties

The Newsletter Editor shall be primarily responsible for compiling, assembling, publishing and distributing the Newsletter. The Newsletter Editor may select as many persons as he deems appropriate to assist him in his duties. The Newsletter Editor shall conduct the business of the Newsletter in any manner he deems appropriate as authorized by these By-Laws; subject, however, to instruction and guidance from the BOD. No editorials shall be published in the Newsletter without prior review and approval of the BOD.

(3) Removal

The Newsletter Editor may be removed at any time by vote of the BOD.

(4) Newsletter Documents

All written documents and materials of any nature whatsoever directly or indirectly relating to the Newsletter in any manner which are received by the Newsletter Editor are the property of the Club, and shall be promptly delivered to the Secretary upon the completion of the term of the Newsletter Editor or upon his resignation, removal or termination for any reason.

VII. AMEMDMENTS TO BY-LAWS

Amendments to the By-Laws may be submitted by any member, in good standing, to the BOD for consideration.

If the BOD deems the proposed change in the By-Laws has merit, it will then be presented to the membership for approval.

VIII. MATTERS NOT COVERED IN BY-LAWS

Any needed action or activity not specifically provided for in these By-Laws may be undertaken by the BOD or pursuant to its direction.