



BY-LAWS

ACADIA REGION CORVETTE CLUB

Updated March 22, 2022

ARTICLE I — THE CLUB

Section 1. Name

The name of the entity shall be “ACADIA REGION CORVETTE CLUB” and may be referred to as “the club” or “ARCC.”

Section 2. Purpose

ARCC is a non-profit, social club organized as a domestic corporation under Title 13-B of the Maine Nonprofit Corporation Act. The club is oriented around the enjoyment of Corvette-related activities such as cruises, cars shows, information sharing, and social gatherings. Members are encouraged to participate in cruises and parades with their Corvettes whenever feasible.

ARTICLE II — MEMBERS

Section 1. Membership

Membership in the club shall be open to all Corvette owners and/or enthusiasts. An active member shall be any person whose dues are current. All active members shall be able to vote, hold office, participate in club events, receive the club newsletter, and use club property.

Section 2. Membership Procedure

To become a member, a Corvette enthusiast submits a completed New Member Information Sheet plus the appropriate dues amount and administrative fee to the address on the information sheet or to a club officer.

Section 3. Dues/Fees

The Executive Board (defined in Article III Section 1) shall recommend the amount for annual dues and any fees to the membership for approval. This may be accomplished at any time during the year and shall be announced at least one month in advance of the start of the next fiscal year in the club newsletter, post card, or e-mail. Any dues increase or decrease shall become effective at the beginning of the next fiscal year. Dues shall be due and paid by the first Regular Meeting in March. If not paid, the person will cease to be an active member of ARCC until such dues are paid. The dues for new members joining on September 1st or after will be half the prevailing dues for that year. In addition, each new membership will be charged a one-time administrative fee for establishing the new member’s account on the records of ARCC. The administrative fee will not be halved.

ARTICLE III — OFFICERS

Section 1. Elected Officers

Elected officers' terms are two years and run from Annual Meeting to Annual Meeting. New officers' terms begin immediately following conclusion of the annual meeting during which they are elected.

At ARCC's Annual Meeting, the membership shall elect any of the following officers whose two-year terms are expiring: President, Vice President, Secretary, Treasurer, Activities Director, and Historian. Nominations for officers may be made from a nominating committee, if appointed, or from the floor. Collectively, these officers will be known as the Executive Board.

Only active members in good standing are eligible to run for office. If the President is unable or unwilling to complete his/her term, the Vice President shall continue and complete the President's term. If another officer is unable or unwilling to complete his/her term, the Nominating Committee will recommend a replacement officer(s) to the active membership at the next regular or special meeting. Those active members attending the meeting will vote on the approval of the new officer(s), who will serve for the remainder of that respective officer's term. Any officer will automatically be removed from office if he/she fails to renew his/her membership. Additionally, any officer may be removed from office by a majority vote of the active membership present at a Special Meeting called for that purpose. Grounds for removal may include, but are not limited to:

1. Failure to perform the required duties of his/her office,
2. Conduct unbecoming an officer.

Section 2. Duties of Officers

PRESIDENT: The President shall preside at all meetings of the membership and shall perform all duties pertaining to this office, such as being the primary contact with other clubs, organizations, and contractors. The President may designate these duties to other active members. The President shall make arrangements for the places and times for Regular and Special meetings. The President may call Special Meetings in accordance with Article IV, Section 3. The President will appoint a nominating committee whose duty shall be to recommend the slate of officers to the active membership every other year or to recommend a replacement officer to fill an uncompleted term. The President shall appoint other committees as deemed necessary. The President or his/her designee shall review the records of the Treasurer no less than annually and shall report findings to the membership.

VICE PRESIDENT: The Vice President shall act in the absence of the President and shall assume the office of President in the event the President is unable or unwilling to complete his/her term.

TREASURER: The Treasurer shall maintain the financial records of ARCC and shall be responsible for the club bank account, receive club funds and pay all club debts. Financial reports shall be given at each Regular and Annual meeting and

shall include, at a minimum, bank balances and a list of receipts and payments since the last report.

No liability beyond customary operating expenses shall be incurred by the Treasurer without the approval of the Executive Board. The Treasurer will maintain the club mailing list and membership roster. The Treasurer will file the club's Annual Report to the State of Maine, Form 990-N with the Internal Revenue Service; and will renew the club's liability insurance annually, if approved by the membership.

SECRETARY: The Secretary shall record minutes of meetings, present minutes of the previous meeting at Regular or Annual Meetings and retain such minutes in the records of the club. In the absence of the Secretary at a meeting, the President will appoint a Secretary Pro Tempore.

ACTIVITIES DIRECTOR: The Activities Director will be the approving, coordinating, and scheduling authority for club events. Members are encouraged to offer to "chair" events and/or the Activities Director may ask members to "chair" events. The Activities Director will maintain the club events calendar, will approve the plans for events members are "chairing," and will keep the Executive Board apprised of event progress and details. The Activities Director will reserve the facility for the club's Annual Meeting and Christmas Party, if applicable.

HISTORIAN: The club Historian shall maintain a club scrapbook, a chronological list of club events, and records of other significant events as appropriate. The Historian will also keep photos and videos that show the history of the club and its members. The Historian shall also be the custodian of club property.

ARTICLE IV — MEETINGS

Section 1. Regular Meetings

The Executive Board will present a suggested meeting schedule for the upcoming year to the membership at the Annual Meeting. After discussion and possible modification, the membership will approve the meeting schedule for the year. The approved meeting schedule will be included in the "officially sanctioned" club events calendar. The membership may at any Regular or Special meeting change the meeting schedule for the year. In addition, the President shall have the authority to change meeting dates/times with a minimum two weeks' notice to the membership. E-mail notification shall constitute notice unless member has no e-mail, in which case telephone or US mail shall be acceptable.

Section 2. Annual Meeting

The Annual Meeting of ARCC shall be held in the month of October each year. Club officers for the upcoming biennium will be elected if needed. The meeting schedule for the upcoming year will be set along with any other business on the monthly meeting agenda.

Section 3. Special Meetings

Special Meetings may be called at any time by the President with the concurrence of at least one other officer. The President will be responsible for notifying the membership of special meetings by e-mail or by telephone or US mail for those without e-mail.

Section 4. Participation, Attendance, and Quorum

The Secretary or designated substitute will ensure that attendance is recorded at all meetings and made part of the minutes of said meeting. Any club meeting at which official business is conducted shall require a quorum of at least three officers and two additional members for a total of five members. Such members must be physically present at the meeting. However, in those cases where the Executive Board determines that it is not in the membership's interests to hold an in-person meeting, the Executive Board may, by majority vote, elect to allow Club business to be conducted via telephone or video conference. In case emergency action is required as determined by the President or Vice President, the quorum may be obtained through telephone contact or cyber conferencing. Any such action shall be documented in the minutes of the meeting and shall be reported by the Secretary at the next Regular Meeting. All meetings shall be conducted in accordance with Roberts Rules of Order.

Section 5. Minutes of the Meetings

The Secretary or designated substitute shall record the minutes of each meeting and present same at the next meeting for modification and correction if necessary.

Section 6. Voting

Only active members are eligible to vote on club issues. Voting shall be by show of hand or secret ballot. The method shall be determined by the presiding officer. Majority vote shall rule. Proxy voting will not be allowed. Members must be present to vote, except in those situations described in Section 4 above. The President shall refrain from voting except to break a tie vote.

ARTICLE V — PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claims against ARCC or the officers shall look only to the funds and property of ARCC for payment. The officers and members of ARCC shall not be personally liable for payment of any contract, debt, damage or decree, or any other monies that may become due or payable by ARCC.

ARTICLE VI — OTHER MATTERS

Section 1. Fiscal Year

The fiscal year of the club shall begin on the first day of March each year and shall terminate on the last day of February.

Section 2. Records

The records of the club shall include Official Minutes of any meetings, financial records including bank statements, copies of canceled checks, Treasurer's reports, insurance policies, club scrapbooks, photos, videos and inventories of club property. Any club officer shall, upon termination of his/her office, deliver said records to the President or other officer of the club within 30 days of such termination.

Section 3. Club Property

Any merchandise purchased with club funds or donated to the club shall become the property of ARCC. In the event that ARCC should dissolve, club property shall be sold to the highest bidder and the proceeds of the sale as well as the monies still remaining in the club treasury shall be donated to charities chosen by the active membership.

Section 4. Tax Status

ARCC is a tax-exempt organization under the Internal Revenue Code, however it is not a charitable organization under IRS Code Section 501(c)(3). Therefore, any donations made to ARCC are not tax deductible for Federal Income Tax Purposes.

ARTICLE VII — INDEMNIFICATION AND INSURANCE

The corporation shall, to the full extent of its powers to do so provided by law including without limitation Section 714 of Title 13-B, M.R.S..A., indemnify any and all present and former members, Directors, officers, employees and agents of the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been members, Directors, officers, employees or agents of the corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other by-law, agreement or otherwise.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise against any liability asserted against that person and incurred by that person in any

such capacity, or arising out of that person's status as such, whether or not the corporation would have the power to indemnify that person against such liability under this section.

Any amendment, modification or repeal of this section shall not deny, diminish, or otherwise limit the rights of any person to indemnification or advance hereunder with respect to any action, suit or proceeding arising out of any conduct, act or omission occurring or allegedly occurring at any time prior to the date of such amendment, modification or repeal.

ARTICLE VIII — AMENDMENTS TO THE BY-LAWS

The Executive Board or any five (5) active members in good standing may, by written proposal submitted to the Secretary, propose an amendment to the By-laws. Upon such proposal, all active members shall be notified and sent a copy of the proposed change for a vote by the active members at a subsequent Regular Meeting.