



Metro Corvette Club of Mississippi

Bylaws

| Rev. 2 | January 7, 2024
Approved by the Board 1/24/2024

SECTION 1: ORGANIZATION NAME

The name of this organization shall be Metro Corvette Club of Mississippi, hereinafter known as MCCM. Registered fictitious names are: Metro Corvette Club, Metro Corvette Club of Jackson and The Metro Corvette Club of Mississippi.

SECTION 1.2: Principal Office Location

The principal office Of MCCM shall be located at 405 Briarwood Drive, Suite 105A, Jackson, Mississippi 39206. The Board of Directors may change the location of the principal office with membership approval.

MCCM agrees to operate their principal office in the rental space leased under Primary member Tyrone Monroe.

Section 1.3: Structure

This shall be a social club that is non-sanctioned, non-profit and controlled by members of MCCM who have the right to control and govern the activities through its duty elected officers.

Section 1.4: Prohibition of Inurement

The Metro Corvette Club of Mississippi is an 501(c)(3) organization. The use of any income or assets of MCCM to directly or indirectly unduly benefit an individual or other person that has a close relationship with the organization or is able to exercise significant control over the organization is prohibited.

Any use of MCCM assets to support, fund, or otherwise invest in a member's business; the assignment of rights to intellectual property developed by or for MCCM and/or funded, in whole or in part, with organizational assets; and any compensation arrangements with added considerations are strictly prohibited.

Section 1.5: Property Owned by or Donated to MCCM

MCCM shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds or property held by it unless restricted by law or any similar restriction.

Section 1.6: MCCM Fiscal Year

The fiscal year of MCCM shall be from January 1st to December 31st.

Section 1.7: Official Books and Records

MCCM shall keep correct and complete books, records and copies of minutes. These records shall be stored at the principal office.

SECTION 2: MISSION STATEMENT

Mission of The Metro Corvette Club of Mississippi

The mission of the Metro Corvette Club of Mississippi is guided by the passion and desire to be an example of change, provide change, and magnify our abilities to change the lives of others through our selfless acts of giving back and building bridges. Since 2018 MCCM has continued to promote an environment of trust and goodwill while encouraging our members and others to share in our passion. The club is actively involved in our community.

SECTION 3: MEMBERSHIP

Members shall be limited to owners or operators of Chevrolet Corvette motor sports vehicles and/or their spouses or corvette enthusiasts.

SECTION 3.1: Definition.

- A. Primary
- B Spouse
- C. Senior Lifetime
- D. Enthusiast

SECTION 3.2: Official Membership.

An applicant becomes an official member of the organization when the following condition is met, except as otherwise provided in these Bylaws. Completed and signed application, dues received, and applicant's information is entered into the membership database by the club that the applicant is joining. Potential members may attend up to two (2) meetings and/or events in order to familiarize themselves with the Club.

SECTION 4: CLASSIFICATION OF MEMBERS

Members shall be classified as follows:

SECTION 4.1: Primary Members.

Upon receipt by the Club, Executive board or VP of Membership and with approval of the application, payment of the required initiation fees and dues, and the information entered into the membership database the applicant shall become a Primary member. Every member must comply with the requirements set forth in Section 1 to be eligible to continue as a Primary member of this organization.

SECTION 4.2: Spouse

The spouse of any Primary member and whose mailing address is the same as the Primary, may apply for membership. Upon receipt by the Club and with approval of the application, payment of the required dues, and the information entered into the membership database, the applicant shall become a Spouse

member. Such members shall be entitled to all privileges of Primary membership. A Primary member may only have one spouse member at a time.

SECTION 4.3: Senior Lifetime Membership

Upon receipt by the Club, Executive board or VP of Membership and with approval of the application, payment of the required initiation fees and dues of no less than 1 year the applicant shall become a Senior member with a Lifetime Membership at age 70. Every member must comply with the requirements set forth in Section 1 to be eligible to continue as a Senior member.

SECTION 4.4: Enthusiast Member

This membership is available to anyone who is a Corvette Enthusiast. Any requests for such status shall be directed to the Membership Chairperson. Enthusiast members need not comply with the Corvette ownership or recognized club membership requirements set forth in Section 1 of this article. All other provisions of Section 1 of the article shall apply. An Enthusiast member shall be entitled to all of the privileges of Primary members except the right to hold office. Upon approval of the application, payment of the required dues, and the information entered into the membership database the applicant shall become an Enthusiast member

SECTION 5: APPLICATION

All requests for membership shall be by written application. Membership Director who will determine that each applicant complies with the membership requirements.

SECTION 5.1: Transfer of Membership.

Membership in the organization is not transferable or assignable.

SECTION 5.2: Suspension, Expulsion

A. General Offenses. Any member may be expelled from the Club for behavior that would discredit or cause embarrassment to the Club or its membership. Any individual member who shall violate any of the provisions of the By-Laws, rules, regulations, or edicts of the organization which have been properly approved, who shall be guilty of unbecoming conduct, or who shall be found to be in violation of sportsmanlike attitudes fostered by the organization, shall be guilty of an offense against the organization and shall be subject to fine, reprimand, suspension or expulsion.

B. Preferring Charges. Any individual member may prefer charges against another member specifying the particular acts complained of and may be filed by any member in good standing and must be submitted in writing to any Board Member. A meeting must be held to allow the offending member to state his/her case. The Club shall then vote to decide the disposition of the case. The President shall act as judge and the majority shall rule. Voting shall be a secret ballot.

SECTION 5.3: Resignation of Membership or Office

Any member may officially withdraw his/her membership by submitting a written request of resignation. He/she relinquishes any and all rights, titles or claims to any assets owned by MCCM.

Any member requesting to take a leave from membership must adhere to the same rules governing the resignation of membership.

Any member requesting to take a leave from office must relinquish any and all rights, titles or claims to the organization and shall step down from his/or role on the board.

SECTION 5.4: Member Voting Rights

Each member that pays dues shall be allowed one (1) vote each as appropriate.

SECTION 5.5: Fees and Dues

All members shall pay an annual renewal fee as specified by the Executive Board and approved by the membership. If during the renewal period a member is transitioning from a sold vehicle to an active search for a replacement, the club will grant the member a 90-day grace period before transitioning to an Enthusiast member.

Executive board members must maintain ownership of a Corvette automobile. Members shall be given a two (3) month grace period to transition or must become an Enthusiast member without holding office.

SECTION 5.6: Delinquency

All fees are due on or before March 1 of each year. In order to receive a membership discount, members must pay their annual membership in full by the 3rd meeting of the year. All fees are due on or before the November meeting to remain active.

SECTION 6: BOARD OF DIRECTORS (GOVERNING BODY)

The governing body of this Club shall consist of a Board of Directors composed of seven (7) officers. This group shall include but not be limited to, President, Vice President, 5 members with experience in various aspects of organizational management. Each member shall have one (1) vote, with at least 5 Officers present for purposes of a quorum.

SECTION 6.1: Duties of Board of Directors (BOD)

This governing body shall manage and control the organization subject to the will of the membership. The Board of Directors is the governing body of this organization. Votes by members biennially at the August club meeting will be taken for the election of the Board; in addition, votes by the general membership of the Club at regular meetings may be taken to register approval

or disapproval of proposals made by the Board of Directors and offered to the membership for such vote. The Board of Directors shall consider other motions from the floor passed by the membership, at a regular club meeting, as strong recommendations.

SECTION 6.2: Board of Directors Vacancies

Vacancies in any office shall be filled by vote of the membership at the next regular meeting. Such appointments will serve the duration of the original term.

SECTION 6.3: Executive Board (elected officers)

The Executive Board is composed of all elected officers. Each officer is encouraged to maintain a good to excellent attendance record at all Club events during the 2 years in which he or she holds office. Enthusiast members cannot hold office as Executive Board officers.

SECTION 6.4: Duties of Executive Board

The elected officers of this Club shall be President, Vice-President, Sergeant at Arms, Secretary, Treasurer and Assistant Treasurer and shall be known collectively as the Executive Board. All monetary approvals up to \$500.00 by the board must be approved and signed by two thirds of the board.

SECTION 6.5.1: Board Meetings

- A majority of the Executive Board must be present to constitute a quorum for the Executive Board meeting.
- The Executive Board shall meet at the discretion of the President or a majority of the board.
- The Executive board shall meet no less than quarterly.
- The Executive board shall meet upon the request of any five (4) members.
- The Executive board shall give notice of a meeting to all elected officers no less than 48 hours prior to such a meeting.

SECTION 6.5.2: MCCM Member Meetings

This organization is a non-profit and no part of earnings shall benefit individual members. Metro Corvette Club of Mississippi shall not engage in regular business of any kind ordinarily considered to be for profit. Meetings shall be held on monthly on the 1st Sunday of the month. MCCM Executive Board are required to attend sixty (60%) percent of scheduled meetings.

MCCM members who are unable to attend meetings, shall notify the Secretary either in writing, via mail, via telephone, or other electronic means.

It is necessary that a quorum of the membership be present at regularly scheduled meetings in order to conduct business. In the event that a quorum is not present at a meeting or in the absence of a meeting, a quorum of the

Executive Committee can vote on all membership, financial (maximum of \$500.00) and administrative matters in their place.

Meetings of MCCM may be conducted in a hybrid format combining a meeting in person with those attending and participating remotely via secure electronic means

The membership will be notified by the President or Secretary of any cancellation of a regularly scheduled meeting either in writing, via mail, via telephone, or other electronic means.

The general order of business of this Club for each and every meeting shall be as follows based on Robert's Rules of Order

- 1). Call to order / Silent or spoken prayer / Pledge of allegiance.
- 2). Report of the last meeting, including a reading of the Minutes.
- 3). Report of the last meeting, including a reading of the Minutes (unless disposed of on motion).
- 4). Old Business.
- 5). New Business
6. Good of the order
- 7). Adjournment.

SECTION 6.6: Election and Tenure

The officers shall be elected by the membership attending the December meeting biennially and shall have tenure of two years. The officers shall be nominated from the floor during the October and November meetings and elected by secret ballot in the December meeting. A majority vote shall be necessary to elect.

When there is only one nominee for an office, he/she may be elected by a voice vote. All officers shall take office as of January 1 of the next year unless the office becomes vacant immediately following the election.

SECTION 6.7: Eligibility

Any Primary member or spousal member of the Club shall be eligible for election to any office provided he/she is a member of the Club in good standing under the restrictions set forth in the By-Laws.

SECTION 6.8: Vacancies of Office

If any office shall become vacant, the Board of Directors shall appoint a replacement to hold that position until the next regular election. The member thus elected shall immediately assume his/her duties and shall hold office until the next regular election.

SECTION 6.9: Duties of Executive Board Officers

The President shall:

- Preside at all meetings of the Club and Executive Board.
- Call special meetings at his/her discretion, subject to prior notice to the members.
- Appoint all appointed officers and committees not otherwise provided for.
- Make provisions for the discharge pro tempore of necessary duties of absent members.
- See that the regulations of the Club are enforced.
- Carry out assignments and instructions given to him/her by vote of the Club.
- Write official correspondence of the Club, answer official letters and inquiries to the Club, not otherwise provided for, and keep a file of correspondence.
- Perform such other duties as customarily pertaining to the office of President.

The Vice-President shall:

- In the absence of the President, have all powers and prerogatives of the President.
- Select and order club apparel and maintain records of all member orders.

Duties of Sergeant at Arms shall:

- Help maintain an orderly, dignified, and effective club meeting, one that will make the right kind of impression on club members, visitors, and guests.
- Ensure all bylaws and traditions are respected by everyone. During meetings, it is the responsibility of this person to make certain parliamentary procedures are followed, and to call to order as well as adjourn all meetings.
- The largest supporter of the organization where he or she will always provide motivation and enthusiasm to members and new guests.
- Must follow the parliamentary guidance by Roberts Rules of Order.
- Responsible for ensuring that all elections managed according to these bylaws.

The Secretary shall:

- Keep minutes and proceedings of all regular and special meetings.

- Keep all records and reports and documents of the Club except those specifically assigned to the custody of others.
- Read, at each regular meeting, the minutes of the preceding general and Executive Board meeting unless the attending membership votes to accept the minutes of the general meeting as recorded in the Club newsletter.
- Authenticate all records by his or her signature.

The Treasurer shall:

- Accept all fees, dues and donations.
- Render an account each month, or more often if required, of all receipts and expenditures.
- Have the authority to postpone any Club purchase if said purchase is greater than the balance of the treasury.
- Pay all bills of the Club after payment is authorized by the Executive Board.
- Be responsible for the annual reports of the Club according to IRS regulations and the laws of the State of Mississippi. Prepare an annual budget of the club's activities for the current year, to be presented and approved by the members at their regular general meeting held in February.
- All checks, drafts, notes or other forms of payment shall be signed by the Treasurer and countersigned by the Assistant Treasurer or Sergeant at Arms. Two signatures cannot be from the same household concerning any financial orders of business.
- Responsible for reporting the financial status to the members at MCCM meetings.
- Must obtain full Executive board approval and membership approval for any expenses all expenses. Must receive 2/3 Board of Directors approval before making banking account changes.
- Financial reports must follow Roberts Rules of Order guidance.
- Submit the books annually for an audit by an auditing committee or outside consultant selected by the executive board at least two (2) weeks before the meeting at which new officers assume duties.

The Assistant Treasurer shall:

- In the absence of the Treasurer or in the event of the Treasurer's inability to act, perform the duties and exercise the powers of the Treasurer.

- Shall perform such other duties and have such other powers as the Board may from time to time prescribe.

SECTION 7: APPOINTED MEMBERS

The Executive Board is empowered to appoint a Community Outreach Coordinator, Road Captain, Social Media Coordinator, Webmaster, and any other appointed officer or committee as may be appropriate. These members are not members of the Executive Board.

SECTION 8: QUORUM

SECTION 8.1: Executive Board and Board of Directors Meeting Quorum

A quorum for the Executive Board and Board of Directors meetings shall consist of a majority of the elected officers.

SECTION 8.2: General Meeting Quorum

A quorum for a general meeting shall consist of 2/3 of the total number of members. Should a quorum not be established, no decisions should be made. Members should be notified at the last meeting of the meeting and any special business to be discussed or notified in writing at least forty (40) days; but not less than one (1) week prior to the meeting.

SECTION 9: MEETING TIME AND LOCATION

SECTION 9.1: Time and Place

At least one general meeting shall be held each month from January to November, at a place and hour to be determined by the Club, except in case of emergency.

SECTION 9.2: Special Meetings

Special meetings may be called by the President or majority of the Executive Board.

SECTION 9.3: Proxy and Absentee Voting

Unless otherwise specified in these bylaws, proxy and absentee voting shall be allowed only for meetings concerning the election of board members (6.6), suspension or expulsion of members (5.2), dissolution of MCCM (11) or any other decisions deemed necessary by the BOD.

Proxy Designation Forms and Absentee Ballots will be made available at least two weeks prior to a business meeting requiring a vote and submitted to the Secretary before the start of the meeting. Active members shall be allowed to cast an absentee ballot in advance of a meeting.

SECTION 10: AMENDMENT to BY-LAWS

The By-laws may be amended by 2/3 of membership vote of the active members present at any regular or special meeting provided notice has been given to each member at least thirty (30) days in advance. The Secretary shall notify all members that are not present at the meeting that an arranged date has been set for amendments to the By-laws.

SECTION 11: ARTICLE OF DISSOLUTIONS

The decision and approval to dissolve Metro Corvette Club of Mississippi must be approved by a two-thirds (2/3) vote of eligible voting members of MCCM present at a meeting called to specifically consider such action. This meeting requires a written notice to be issued to all members a minimum of 60 days prior to the election in accordance with the provisions of these bylaws. If MCCM at its own option ceases to exist, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to a charitable organization that has had a longstanding relationship with MCCM for at least 2 years.