

BYLAWS
of the
CORVETTES OF THE BAY, INC.

ARTICLE 1
NAME AND PURPOSE

Section 1.01. Name.

The name of the organization is “CORVETTES OF THE BAY, INC.”, a Wisconsin non-stock corporation.

Section 1.02. Purpose.

The purpose of the Corporation is:

- To create a climate for meeting fellow Corvette owners;
- To help give full enjoyment out of owning and driving the Corvette sports car through over the road motor caravans and attending automotive related events;
- To provide and regulate events and exhibitions for Corvette enthusiasts;
- To encourage careful and skillful driving on public highways;
- To provide opportunities for dialogue and intermingling of people with common interest;
- To encourage understanding and cooperation among the members of the club; and
- To work together in meaningful and relevant events.

ARTICLE II
ADDRESS

Section 2.01. Address

The mailing address of the principal office is:

P.O. Box 13122
Green Bay, WI 54307

Section 2.02. Change of Address

The mailing address can be changed by a majority vote of the Board of Directors. The Board of Directors shall be responsible any such change is done in accordance with all Federal and State of Wisconsin laws.

ARTICLE III OFFICE AND AGENT

Section 3.01 Office and Agent .

The Corporation shall continuously maintain in the State of Wisconsin a registered office and agent. A change of registered office or registered agent may be accomplished by following the guidelines provided in Chapter 181 of the Wisconsin Statutes pertaining to non-stock corporations. If the Corporation is unable to find an individual within its membership to act as registered agent, the Board of Directors may appoint outside counsel.

ARTICLE IV MEMBERS

Section 4.01. Classes.

There are three classes of members: Individual, Joint and Honorary. Individual membership is defined as one person at one address. Joint membership is defined as two people with the same mailing address. Any original founding member of the Corporation who still participates in Corporation functions or attends monthly meetings one or more times a year, and who is not an Individual Member or Joint Member is eligible for Honorary membership status.

Section 4.02 Qualifications.

Membership may be granted, by the Board of Directors, to any individual over the age of 21 that supports the mission and purposes of the organization, is eligible for membership within the requirements set forth on the written application form, pays the annual dues as set by the Board of Directors and is an owner of any year or model of Corvette. Any individual over the age of 21 not owning, but having access to driving a Corvette, or intending to purchase a Corvette in the next year, is eligible for membership if approved by a majority vote of the Board of Directors.

Section 4.03. Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board of Directors, may expel a member for any reason, and may, by a majority vote of Board members present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or who shall be in default in the payment of dues.

Section 4.04. Resignation.

Any member may resign (such resignation being accomplished by any one of the individuals comprising a Joint Member submitting written resignation on behalf of the Joint Member) by filing a written resignation with the Secretary, however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 4.05. Dues.

Initial membership dues shall be established by the Board of Directors. Any proposed change in dues must be accompanied by supporting documentation for cause and include evidence of nondiscrimination against any class of membership. Notice of such change shall be published in at least one monthly newsletter prior to the annual meeting of the members. If approved by a simple majority of members voting the dues shall become effective the following fiscal year. Annual dues are payable on or before the first Tuesday in January. Membership will automatically lapse for non-payment of dues. Dues or any portion thereof, are nonrefundable for any reason. New members who join the Club and pay their dues on or after October 1st will be considered current for the following fiscal year.

Section 4.06. Additional Assessments.

Additional assessments to cover the costs of parties, events and unusual expenses will be made as deemed necessary by a simple majority vote of members at a regular members' meeting.

Section 4.07. Monthly Meetings.

Regular monthly members' meetings shall be held on the first Tuesday of each month at 7:00 p.m.

Section 4.08 Annual Meeting.

There shall be an annual members' meeting to be held the first Tuesday in December to discuss any business as lawfully may come before the membership.

Section 4.09. Membership Voting.

Except as set forth in these Bylaws, all matters before the members shall be decided by majority vote, including the election of Directors. Each Individual Member, each Honorary and each Joint Member, whether apprised of 2 or more people, shall have one vote at all regular, special and annual meetings of the members.

Section 4.10. Membership Roster.

A roster will be made available to all members and may include information such as name, address and telephone number as well as information pertaining to the color, year and model of Corvette owned. The intent of the roster is to provide interaction and awareness among members in addition to assisting those who organize trips, events and activities. Any member who does not respect the privacy of fellow members and uses the contact information for personal or business gain, including providing the roster to individuals or unaffiliated entities will be expelled.

Section 4.11. Privileges.

Active paid members are entitled to all organizational privileges including, but not limited to, the right to vote at any membership meeting, receipt of the “Vette Venture” monthly newsletter, discounts on parts and accessories offered by businesses, the right to participate in all social functions and driving events. Individual and Honorary members shall have the right to be accompanied by a guest at all events and activities.

Section 4.12. Annual Elections.

The Officers and Board of Directors shall be elected from the membership at the annual meeting of the members.

Section 4.13. Nominations.

A nominating committee appointed by the President at the September members’ meeting shall seek interested and qualified individuals willing to serve as Officers and Directors. The committee shall report its nominations at the October monthly members’ meeting. Additional nominations may be made by any member of the Corporation at the October members’ meeting provided prior consent of the nominee has been secured. A ballot listing all nominations shall be included in the October monthly newsletter.

Section 4.14. Voting.

Each member present shall have one vote and shall be entitled to vote on all matters brought before the meeting. If members cannot attend the annual members' meeting, they may exercise their voting rights by mailing the ballot included in the October monthly newsletter to the Corporation's post office box. Mailed ballots must be received at least twenty-four (24) hours prior to the commencement of the annual members' meeting. The Board of Directors may maintain a policy for recognition of other medium for voting, including, but not limited to email, text messaging, facsimile transmission and telephone message.

Section 4.15. Election Committee.

The Board of Directors shall appoint a committee responsible for oversight of election activity.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 Authority of Directors.

The Board of Directors is the policy-making body responsible for the business and affairs of the Corporation and may exercise all the powers and authority granted by law in conjunction with the Articles of Incorporation and these Bylaws.

Section 5.02. Number, Selection and Tenure.

The Board of Directors shall consist of seven (7) members who include the Club Officers (President, Vice President, Secretary and Treasurer), the immediate past President of the Corporation and two individuals elected by and from the membership at large. If the past President is already a member of the Board of Directors due to his or her position as a current Officer of the Corporation, or is no longer an active member, then the third Director position will be filled by election of a member at large. Directors elected from the membership at large will serve for a one year term and may seek reappointment for a term not to exceed three (3) consecutive years. After one year off, an individual may seek reelection to the Board of Directors. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie, the President shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 5.03. Resignation.

Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 5.04. Regular Meetings.

The Board of Directors shall hold regular meetings in March, June, September and December.

Notification of the date, time and place of regular meetings shall be posted in the monthly newsletter received prior to the meeting. The December meeting shall be the Annual Board of Directors meeting during which the upcoming fiscal year budget is reviewed.

Section 5.05. Special Meetings.

Special meetings shall be held at such dates, times and places as the Board of Directors shall determine.

Section 5.06. Notice.

Meetings may be called by the President or at the request of any two (2) directors by notice emailed, mailed or telephoned to each of the Board members not less than forty-eight (48) hours before such meeting.

Section 5.07. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum at all regular, annual and special meetings of the Board of Directors.

Section 5.08. Participation in Meeting by Conference Telephone.

Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear and speak to one another.

Section 5.09. Board of Directors Voting.

Except as set forth in these Bylaws, all matters before the Board of Directors shall be decided by majority vote.

Section 5.10. Committees.

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board comprised of at least two (2) persons which except for an Executive Committee may include non-Board members. The Board of Directors may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of the Corporation.

Section 5.11. Reimbursement.

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior Board of Directors approval.

Section 5.12. Representation of Members Interests.

Any decision made by the Board of Directors shall represent the interests of a majority of the Corporation's members unless otherwise required by law or for the procurement of any applicable liability insurance coverage.

Section 5.13. Annual Budget.

The Board of Directors shall prepare a budget to be discussed with and approved by members at the annual meeting. The budget shall include expected sources of income, expenditures and allocations for Corvette related events and activities. Modifications to the budget can be voted on by the members to reflect changes in income, membership interest or unique opportunities.

Section 5.14. Privacy Policy.

The Board of Directors shall maintain a privacy policy indicating what information is collected, how it is used and how it is protected.

ARTICLE VI AUTHORITY AND DUTIES OF OFFICERS

Section 6.01. Officers.

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 6.02. Election and Term of Office.

The officers of the Corporation shall be elected at the annual meeting of the members. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 6.03. Resignation.

Resignations are effective upon receipt by the Secretary of the Board of Directors of a written notification.

Section 6.04. President.

The President shall be a director of the corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. The President shall preside at all meetings of the general membership. The President shall be responsible for the care and custody of all corporate property, and shall maintain an up-to-date record of all corporate property, which shall include the name of any temporary custody thereof. The President shall be a member of all committees. The President shall sign all membership applications. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President until the next regularly scheduled meeting.

Section 6.05. Vice President.

The Vice President shall be a director of the Corporation and will preside at all meetings of the Board of Directors in the absence of or request of the President. The Vice President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 6.06. Secretary.

The Secretary will be a director of the Corporation and shall keep the minutes of all regular, special and annual meetings of the Board of Directors and the members in the Corporation's books proper for that purpose, a copy of the Corporation's Articles of Incorporation, Bylaws and membership roster. The Secretary shall present the minutes of each previous meeting to the membership or the Board of Directors, as the case may be, for approval. The Secretary shall perform other such duties as occasionally may be assigned by the Board of Directors.

Section 6.07. Treasurer.

The Treasurer shall be a director of the Corporation and shall give a report on the financial status of the Corporation including details of expenditures and sources of income at all monthly meetings, and if so required, at other meetings of the Board of Directors. The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, debts and obligations belonging to the Corporation. The Treasurer shall make all payment of the Corporations debts upon approval of the President or the Board of Directors. All contracts, checks, drafts, notes or other orders for payment of money shall be signed in the name of the Corporation by the Treasurer. No obligation, debt or other liability shall be incurred by the Treasurer for an activity or event which has not been approved by the Members, with the exception of an allowable expenditure of an amount determined by the Board of Directors for items necessary for the operation of the Corporation. The funds, books and vouchers controlled by the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the term of office, the Treasurer shall deliver over to a successor all books, monies and other properties, or in the absence of a Treasure-Elect, to the President.

**ARTICLE VII
INDEMNIFICATION**

Every member of the Board of Directors and all officers may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors or officer in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of the Board of Directors or officer, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board or officer is entitled.

ARTICLE VIII ADVISORY BOARDS AND COMMITTEES

Section 8.01. Establishment.

The Board of Directors may establish one or more Advisory Boards or Committees.

Section 8.02. Size, Duration and Responsibilities.

The size, duration and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE IX FINANCIAL ADMINISTRATION

Section 9.01. Fiscal Year.

The fiscal year of the Corporation shall be January 1 to December 31.

Section 9.02. Checks.

All checks shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.

Section 9.03. Deposits and Accounts.

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders of the Corporation may be endorsed, assigned and delivered on behalf of the Corporation by the President or Treasurer.

Section 9.04. Investments.

The funds of the Corporation may be retained in cash or insured money market funds.

Section 9.05. Insurance.

The Corporation shall always have general liability insurance coverage. The Corporation shall provide additional types of insurance coverage if approved by a majority vote of the Board of Directors.

**ARTICLE X
BOOKS AND RECORDS**

The Articles of Incorporation, original copy of these Bylaws, copies of the Wisconsin Nonstock Corporation Annual Report, current membership roster and any other documents as required by law shall be kept at the office of the Corporation. The President shall be responsible for the custody of all minutes of the Board of Directors, all minutes of the monthly meetings, a copy of the Articles of Incorporation, a copy of these Bylaws, insurance policies and current membership roster. The Secretary shall have a copy of these Bylaws available for review by the membership as well as maintain a current membership roster.

**ARTICLE XI
NEWSLETTER****Section 11.01. Name.**

The monthly newsletter shall be named "Vette Ventures."

Section 11.02. Editor.

The Board of Directors shall appoint a newsletter editor from volunteers within the membership. If there are no volunteers the Secretary of the Corporation shall be responsible for the monthly publication.

Section 11.02. Delivery.

All classes of members shall be entitled to have the monthly newsletter delivered to their address on file through the U.S. Postal Service. Members may opt out of postal delivery and give consent to receive the newsletter via email.

Section 11.03. Advertising.

All members shall be entitled to place an advertisement in the monthly newsletter at no cost. The Board of Directors shall be responsible for maintaining a policy regarding advertisement.

Section 11.04. Sponsorship.

The Board of Directors will establish a minimum value for contribution of services or monetary support for which businesses may be recognized as a sponsor of Corvettes of the Bay. The Board of Directors shall be responsible for compliance with IRS regulations distinguishing acknowledgement of sponsors and advertising.

**ARTICLE XII
DONATIONS****Section 12.01. Donation of Funds.**

The Corporation may contribute up to ten (10) percent of the prior fiscal year end cash balance to a 501(c) (3) nonprofit Corvette affiliated organization consistent with the purpose stated in the Articles of Incorporation so long as such contribution is allowable by a 501(c) (7) organization. Any donation should meet the current minimum required to receive a donor substantiation letter.

Section 12.02. Charitable Contributions.

The Corporation may organize fundraising events for contribution to 501(c)(3) nonprofit organizations that are not Corvette related if the charitable recipient has been disclosed to all members prior to the initiation of any such activity.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters not specifically covered by these Bylaws.

**ARTICLE XIV
AMENDMENT TO THE BYLAWS**

An amendment to the Bylaws may be proposed by submitting a written proposal to the Secretary, signed by any ten members of the Corporation in good standing at any regular monthly meeting of the members. The proposal should include the Article number to be amended, requested changes

and a summary of what the benefit would be for the Corporation. Within thirty days the Board of Directors shall review the proposal to determine if such an amendment is in compliance with State and Federal laws pertaining to nonprofit organizations. If the Board of Directors determines there is no liability to the organization from such a change, it will be presented to the members at the next regular meeting of the members and opened for discussion. The proposed change will be published in that month's newsletter for all members to review. The proposal will then be voted on at the next regular meeting of the members. (Two months from initial presentation of the proposal to the Secretary.) If two thirds of all members of the Corporation vote in favor of the amendment it will be considered approved and adopted. If a two thirds majority of members is not expected to be present at the regular monthly meeting of the members during which the vote is to be taken, a motion can be made to print ballots in the newsletter containing the proposal. Any process or procedure allowing for a ballot vote and not a vote conducted at a meeting of the members, shall be printed on such ballots in form and substance approved by the Board of Directors. The Secretary will file the change with any State or Federal authority requiring notification of such change, if necessary.

An amendment required for the organization to remain in compliance with state, federal or local requirements can be approved by a two-thirds vote of the Board of Directors. The issue will be discussed with members at a regular monthly meeting of the members.

ARTICLE XV CONSTRUCTION AND TERM

If there is any conflict between these Bylaws and the Articles of Incorporation, the provisions of the Article of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws shall be unaffected by such holding.

ARTICLE XVI DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.