

BY-LAWS
of
PRAIRIE CAPITAL CORVAIR ASSOCIATION

effective: November 14, 2009 Addendum A added

ARTICLE I: GENERAL INFORMATION

SECTION 1: NAME

The name of the club shall be Prairie Capital Corvair Association (PCCA), hereafter also referred to as the “Club”. It is affiliated with the Corvair Society of America (CORSA), which is an international club.

SECTION 2: PURPOSE

This shall be an organization with the purpose of maintaining and promoting the Chevrolet Corvair automobile through Club sponsored activities. The Club shall encourage individual membership in CORSA and participation in CORSA events.

SECTION 3: MEETINGS

General Membership Meetings:

General Membership Meetings shall be held every month at a designated location and date as specified 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.

Board Of Director Meetings:

Board Of Director, hereafter referred to as BOARD, meetings shall be held once each quarter, ideally on the same day as the General Membership Meetings of January, April, July, and October. Other BOARD meetings may be held at any time and 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.

For BOARD meetings a quorum requires 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.

ARTICLE II: MEMBERSHIP

SECTION 1: ELIGIBILITY AND PRIVILEGES

Membership shall be open to Corvair owners, persons interested in Corvairs, 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. They may also hold office, display Club identification, and shall receive all Club publications. A Club membership card shall be issued to members each year.

SECTION 2: TYPES OF MEMBERSHIPS and DUES

Family Membership:

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. Membership identification shall be issued to both members. Annual dues for family membership shall be \$18.00.

Single membership:

A 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. Annual dues for single membership shall be \$15.00.

SECTION 3: PAYMENT OF DUES

For active members, dues are assessed annually, payable by the first scheduled Club meeting each March. Renewal notices will be in the Club newsletters of January and December. Membership dues for new members shall be paid at joining. New members joining March 1 through August 31 shall pay the full amount. New members joining September 1 through February 28 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, which is Prairie Capital Corvair 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 any Club officer. This action shall be granted providing any indebtedness to the Club has been paid. 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 June meeting of the Club will be considered a resignation. The member(s) name(s) shall be removed from the Club's membership list. Those name(s) will be noted in the July Club newsletter, which will be the last newsletter received by those named.

A member may be expelled from the Club for non-payment of assessments (other than membership dues) or for conduct unbecoming to the Club. 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 the next regularly scheduled General Membership Meeting. The General Membership shall be notified of pending expulsion hearing by Club newsletter. Determination to expel can be by a unanimous decision of the BOARD or by a two-thirds (2/3) vote of Club membership present at the hearing for expulsion.

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: Membership and Publicity Chair, Newsletter editor, and Historian and Club Inventory.

SECTION 2: DUTIES

The duties incumbent upon each officer are:

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.

- 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.

- Also refer to Article VII: Financial Matters in these by-laws.

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.

- Issue membership cards as appropriate.

- Prepare a membership list for distribution to Club general membership at least

annually.

- Notify CORSA of upcoming Club sponsored events and other local events that may

be of interest to CORSA or other Corvair clubs.

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 members as needed, with a return date agreed to.

COMMON DUTY OF ALL OFFICERS:

The COMMON DUTIES OF ALL OFFICERS on November 14, 2009, was changed. The new paragraph, as adopted at that time, will be found at the end of these by-laws as ADDENDUM - A

In the event a Club member or anyone in the immediate family of a Club member should die, the Club will make a \$25 donation to the organization or fund designated by the bereaved member or his/her family. 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 of these by-laws. 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.

The BOARD shall approve all Club programs and scheduling of events. 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 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 and are not otherwise elected 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 Club President 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
- 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 only one elected term in office. Upon expiration of his/her 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.

All Club members are permitted to attend BOARD meetings, but will have no voice unless invited to speak, and will have no vote on motions before the BOARD.

The Club Secretary should attend BOARD meetings as scribe. The topics discussed and decisions made at BOARD meetings will be presented at the next Club meeting and reported in the next official Club newsletter.

In the event that urgent BOARD business must be conducted at any time, 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 (or acting 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. After approval the new BOARD member will be announced at the next scheduled Club meeting. Any BOARD members so appointed will serve only the un-expired term of office, but 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

Committees shall be formed from Club members to plan and carry out special activities needed by the Club. Inclusion in a committee shall be voluntary with the exception that the President may appoint one Club officer to the committee

Committee meeting guidelines are found in Article I.3 of these by-laws.

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.

ARTICLE VI: NOMINATIONS and ELECTIONS

SECTION 1: NOMINATIONS

Each year the President shall establish a Nominating Committee which will prepare a slate of nominees. This slate shall be presented at the October General Membership Meeting. 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.

Being nominated and holding any Club office or BOARD position is totally voluntary.

SECTION 2: CLUB NOTICE AND BALLOT DISTRIBUTION

A list of nominations will appear in the first Club newsletter published following the October meeting. This will be the November newsletter and every attempt will be made to publish this issue quickly after the October 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 will complete their ballots and mail them to the location noted, to arrive by the date of the November General Membership Meeting, as noted on the ballots.

At or prior to the November Club meeting Club officers shall tabulate the ballots returned. The new officers and BOARD members will be announced at the November 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: GENERAL

The job description for the Treasurer covers normal and routine duties. However, there are other items relating to Club finances that are noted in this article.

SECTION 2: 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.

SECTION 3: 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 4: AUDITS

AN annual audit of the Club's books shall be required after the closing of the December General Membership Meeting (or Christmas Banquet) and prior to the January General Membership Meeting. The audit shall be conducted by an independent party, 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.

SECTION 5: 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. In addition 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.

SECTION 6: FISCAL YEAR

The fiscal year for the Club shall be January 1 to December 31.

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

Every other year a committee will be formed 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.

SECTION 2: AS-NEEDED CHANGES

Alterations or amendments that cannot or should not wait for the bi-annual review may be presented to the Club President in writing. The President will bring the suggestion before the BOARD, in a special meeting if required. Three at-large BOARD members must approve the suggested change(s). If not, then the suggested change is disallowed. If approved by the BOARD the suggested change proceeds to the General Membership as described in Section 3 of this article.

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.

SECTION 3: ADOPTION / REJECTION PROCEDURE

All proposed changes to the Club by-laws, whether as a result of the bi-annual review or an as-needed proposal, will be delivered in written form at a General Membership Meeting as prominently noted in the Club newsletter. After any general discussion on the merits of the proposed change(s), and minor wording additions/deletions have been generally agreed to, a vote will be taken. A two-thirds (2/3) majority of members PRESENT will be required for the proposed change(s), as amended and agreed to during the above noted discussion, to be adopted. In the case of all the suggestions of the review committee being rejected, the by-laws in effect up to that time will remain in effect

ADDENDUM - A

ARTICLE III, SECTION 2, COMMON DUTIES 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.

Addendum - A was adopted on November 14, 2009

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