

BY-LAWS OF
HEART OF AMERICA CORVAIR OWNERS' ASSOCIATION, INC.

ARTICLE I

SECTION 1 NAME

The name of the Club shall be the: Heart Of America Corvair Owners' Association, Inc.

SECTION 2 PURPOSE

The general purposes of the Club are to have fun with planned trips, events and social activities for members of the Club, to provide and regulate events and exhibitions for Corvair owners, and to encourage careful and skilled driving on public streets and highways.

SECTION 3 PERIOD OF OPERATION

The period of operation for the Heart Of America Corvair Owners' Association, Inc. is on an annual basis. An annual year is a period of one ear commencing January 1 and ending December 31 of each year of operation. The annual year will be the period of operation for financial reports and statements, the period of membership for members and the term of office for officers of the corporation.

ARTICLE II

SECTION 1 APPLICATIONS FOR MEMBERSHIP

Membership in the Heart Of America Corvair Owners' Association, Inc., shall be restricted to persons at least sixteen years of age, own a Corvair, or a Corvair powered automobile, or a Corvair body powered by other powertrain, or be the principal driver of a Corvair, or Corvair powered automobile, or a Corvair body powered by other powertrain, owned by a parent, legal guardian or some other person acceptable to the Board Of Directors.

To be accepted into and remain a member in good standing in the Club, an applicant must be willing to regularly attend the monthly club meetings and attend, work and participate in the various other Club activities or be subject to suspension or expulsion.

Candidates for active membership must be sponsored by an active member in the Club. The application for membership must contain the name, address and the telephone number of the candidate, his/her sponsors, which after receipt by the Membership Chairman be referred to the Board Of Directors.

The Board Of Directors may at their discretion, establish a Membership Committee or other administrative or investigative body for the purpose of investigating and making recommendations to the Board Of Directors of the acceptability of any or all candidates for membership. Any such committee or administrative body shall be appointed by the Board Of Directors only.

All such proceedings of the Board Of Directors, its members, or any such membership committee acting under their authority, shall be privileged and confidential.

SECTION 2 CLASSES OF MEMBERSHIP

Membership shall be in four classes: Active, Associate, Honorary and Student.

- (A) Active: Any duly accepted member or spouse as provided in Section 1 of this article and Having paid such annual dues and fees as required.

- (B) Associate: Any member of an Active Member's immediate family, except spouse, living with the Active Member. This classification will include mother, father, brothers, sisters and children of Active Members. Associate Members shall have all the rights and privileges of Active Members except the right to vote and hold office. Any member of an Active Member's family that owns a Corvair other than the Active Member's Corvair will be required to join the Club as an Active Member.
- (C) Honorary: Any person who has commended himself to Club esteem may be elected by a majority vote of the members. An Honorary Member shall have all the rights and privileges of active members except the right to vote or hold office.
- (D) Student: Student membership is available to all students for the period May 15 to September 15. The dues are one half active dues. The student membership includes all rights of Active Members during the above period plus the right to run the invitational (if qualified during the four month period) and attend the Christmas party. This does not include the full membership package.

SECTION 3 SUSPENSION AND EXPULSION

Membership privileges shall automatically be suspended for non-payment of dues at the end of sixty (60) days after being billed for the current year's dues. Any member suspended from the Club membership because of non-payment of dues can be reinstated by paying the annual dues for that fiscal year. A member reinstated by paying annual dues will not be required to pay any other fees, but regained privileges shall not be retroactive.

SUSPENSION AND EXPULSION OF MEMBERS OR OFFICERS FOR CAUSE:

- (A) Member: any member may be suspended for conduct detrimental to the objects or interests of the Club or with willful violation of its By-laws, Rules and Regulations. Another member may request a member be suspended by sending a written and signed communication stating the charges to the Board of Directors and will be held responsible for providing and upholding the stated charges. The Board shall consider the charges and evidence before deciding what action is necessary. If the Board decides that further action is necessary, the Secretary shall send a copy of the charges to the accused member who shall be given thirty (30) days to reply, in writing, whereupon the Board shall proceed with the action it deems proper. No member who has made a written reply to the charges make against him/her will be suspended or expelled until after a fair and impartial hearing, at which time he/she shall be entitled to be present or be represented and shall be afforded the opportunity to present evidence and to examine or cross-examine witnesses testifying under oath. If the Board, after said hearings, shall be satisfied that the charges are valid, may request the offending member to resign. If the member does not resign, the members of the Club, by a two-thirds (2/3) majority of the membership, may vote to suspend the member. No member shall be suspended for any period exceeding one year. Any member suspended by the Club may rejoin the Club one year after the date of his/her suspension. He will be required to pay only the full dues and no other fees before being reinstated to the Club. Expulsion, however, shall require the affirmative vote of all members of the membership of the Club. A member expelled for cause shall not thereafter be entitled to renew his membership in the Club.
- (B) Officers: The suspension and expulsion of officers will be covered in Article IV, Section 6 of these By-laws.

SECTION 4 RESIGNATION

Any member may resign by directing a letter of resignation to the Board of Directors. His or her resignation shall be effective upon receipt of resignation. Dues are not refundable. If any former member wishes to rejoin the Club after a period of time following his or her resignation, the former member will

have to follow the same procedures set forth in Article II, Section 1 of these By-laws. He or she will have to pay all fees and dues set forth in Article II, Section 6 of these By-laws.

Any officer may resign his office without losing membership.

SECTION 5 INDEBTEDNESS

Any member becoming indebted to the Club for debts other than dues and becoming more than sixty (60) days delinquent in such indebtedness shall be notified by the Treasurer and said member shall then have ten (10) days from that date in which to pay said indebtedness and failing to do so, shall be suspended from the Club as outlined in Article II, Section 3A of these By-laws. Any member suspended for such indebtedness shall forfeit any dues and fees, to cover such indebtedness.

SECTION 6 DUES

Membership dues and annual dues are as follows:

- (A) Membership Dues: A new member shall pay the annual dues of \$15.00 when joining the Club during the calendar year. A new member joining after September 1 will be considered a paid member from the date he joined until December 31 of the following year. Student member dues are \$5.00 for the period May 15 – September 15.
- (B) Annual Dues: Each active member shall be assessed \$15.00 for annual dues, payable in advance and due on January 1 of each year. Honorary members are not required to pay dues and student dues are as in (A) above.
- (C) A relative living with a member and driving the member's Corvair may become an Active Member by payment of half (1/2) the regular membership dues the first year.

The dues set forth in this section shall remain as stated until the Membership Board proposes new fees and dues. The changes in the dues and fees proposed by the Membership Board shall be sent in writing to the Board of Directors for approval. If the changes are approved by the Board of Directors, the proposal will be brought to the general meeting of membership where a majority vote of the membership will be needed to make the changes valid. When the changes in the dues and fees have been set and validated by the membership, the Secretary shall then amend this section of the By-laws to include the changes in the fees and dues. The revised section of the By-laws shall then be published and sent to the members of the club.

ARTICLE III

SECTION 1 MONTHLY MEETING

Regular monthly meetings shall be held on the second Tuesday of each month. The time and place of the monthly meeting shall be set by the Board of Directors.

The order of business at the monthly meetings of membership shall be as follows:

- (A) The meeting shall be called to order.
- (B) The reading of the minutes of the last monthly meeting.
- (C) The Treasurers report.
- (D) Introduction of new members and guests.
- (E) Trophy presentation (if any) by the Event Chairman or assistant.
- (F) The committee Chairman's report.
- (G) Old business.
- (H) New business.

SECTION 2 ANNUAL MEETING

The annual meeting of the Club for installation of officers and members of the Board of Directors, annual awards and for the transaction of such other business as may properly come before the meeting shall be held on the second Tuesday in December, or such other time as the membership may determine. Notice of each meeting shall be sent to each member (active) not more than thirty days nor less than ten days prior to such meeting, setting forth the date, hour and place of such meeting.

Order of business at the Annual Meeting in December:

- (A) Installation of new officers and directors.
- (B) Annual awards.
- (C) Business.
- (D) Annual program, party, etc.

SECTION 3 SPECIAL MEETINGS

Special meetings of the Club may be called at any time by the President, or in his absence, by the Vice President, or the Secretary upon the written request of not less than twenty-five per cent of the membership in good standing. Ten days notice of any special meeting shall be given to all active members and the notice shall state the object of such special meeting.

SECTION 4 NOTICE OF MEETING

Notice of meetings, stating the place, day, hour and purpose of any meeting of the members, including special meetings, shall be given by the Secretary and sent not less than ten days before such meeting to each member.

SECTION 5 QUORUM

One third of the active members shall constitute a quorum at any meeting of the Club.

SECTION 6 VOTING

All action except the election of officers and amendments to the By-laws shall be by majority of those present and qualified to vote. All members in good standing will be considered as qualified voters on all action brought before the membership for vote. Voting by proxy or absentee ballot shall not be allowed on matters of a regular nature at monthly meetings except with the approval of a majority of the officers in accordance with the rules they prescribe and with notice to all members. Proxy or absentee ballots may be used as provided for in the Sections covering the election of officers and the amendments to the By-laws.

ARTICLE IV

SECTION 1 NUMBER OF OFFICERS AND TERMS OF OFFICE

The elected officers of the Club shall be a President, Vice-president, Secretary, and Treasurer. Terms of office of all officers shall be for one year only. A person may serve in any one office for one or more terms, but no officer shall serve more than two consecutive terms in any one office.

SECTION 2 PRESIDENT

The president shall be the chief executive officer of the Club. The duties and responsibilities are as follows:

- (A) The President shall direct the proceedings of all monthly meetings and the annual meeting.
- (B) The President shall be the Chairman of the Board of Directors and will preside over all Board meetings.

- (C) The President shall be responsible for the public relations and cooperation of the Club with other clubs in the area and with the Council Of Sports Car Clubs.
- (D) The President may designate any person or persons for committees or other duties not covered by these By-laws.
- (E) The President shall be responsible for the cooperation of all committees within the Club. He may attend any or all committee meetings he so desires to fulfill this responsibility.
- (F) The President shall act as judge in any hearings held by the Club in action concerning charges against members under Article II, Section 3A of these By-laws. He may not set as judge if the membership feels his judgement might be biased. Then the membership may designate by vote who will replace the President in this capacity.

SECTION 3 VICE PRESIDENT

The Vice-president, in the absence of the President, shall preside over all meetings of the Club and the Board of Directors. He shall familiarize himself with the duties of the President and affairs of the Club and shall, upon the direction of the President, attend such committee meetings and perform such administrative duties as the President shall direct. The Vice-president shall be a member of the Board of Directors.

SECTION 4 SECRETARY

The Secretary shall keep a complete record of all proceedings and all correspondence of the Club in book form and shall bring these records to all meetings. He/she shall send notice by mail to members of the Club, as may be required. He/she shall keep an up to date roll of all Club members. He/she shall give all notices of meetings as required by these By-laws. In addition, he/she shall prepare the year's first roster and arrange for printing and mailing by April 1st, including the roster of new officers. He/she shall have custody of the minute book, historical records and other official possessions of the organization. The Secretary shall be a member of the Board of Directors and serve as Secretary of the Board when needed.

SECTION 5 TREASURER

The Treasurer shall have custody of all monies, debts, and obligations belonging to the Club. He or she shall receive all monies of the Club and deposit same in the Club Account within 30 days of receipt. He shall make all payments of the Club debts upon approval of the President. All contracts, checks, drafts, notes or other orders for payment of money shall be signed in the name of the Club by the Treasurer or signed by the President. The Treasurer shall give a report on the financial status of the Club at the monthly meetings and the annual meetings and make financial books available at those times and at other times when requested by an active member. The financial books shall be audited a minimum of once each fiscal year at a time to be determined by the Board of Directors and a copy of such audit shall be available to all members. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the President and a receipt presented for all monies paid out. After completion of the received annual audit the Treasurer shall prepare and publish an annual financial statement to be given to each member at the first meeting of the calendar year. The Treasurer shall give the Secretary monthly information as to paid members so that an up to date membership list can be maintained. The Treasurer shall be a member of the Board of Directors.

SECTION 6 REMOVAL OF OFFICERS

Any officer may be removed from office for any of the following reasons:

- (A) Failure to attend any four (4) consecutive meetings or activities of the organization. These shall include regular monthly meetings, special meetings, activities and meetings of the Board of Directors where required.
- (B) Willful neglect of office, failure to carry out the duties and responsibilities assigned to said officers, or willful violation of the By-laws, rules, and regulations of this organization.

Removal shall be by the Board of Directors and the Board of Directors shall in the event of the determination or liability of any officer to removal under the provisions of these By-laws, notify the officer subject thereto of the basis for the removal proceedings and an opportunity shall be provided said officer for a fair and impartial hearing before the Board of Directors. At such hearing, such officers shall be entitled to be present or to be represented and to present evidence in his/her behalf and to examine and cross examine witnesses testifying under oath. Removal from office shall be effected by an affirmative vote of two-thirds of all the Board of Directors elected and serving. Any officer removed from office for any of the causes set forth above shall have the right to appeal to the general membership at the next regular meeting. Said officer shall, however, stand suspended from office until his appeal is determined by a majority vote of the membership present at said meeting. Any officer suspended or expelled from membership as provided in Section 3 of Article II of these By-laws shall automatically be removed from office without the necessity of further proceedings.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1 DUTIES

Supervision of the affairs and the interests of the Club shall be vested in the Board of Directors. The Board of Directors shall consist of all Club officers, the last outgoing President and three elected members. The Board of Directors shall review regularly the acts of each of the elected Club officers and shall consider all official business presented to it. Its general duties shall be to maintain an active supervision of the affairs of the Club and to assist, cooperate with and guide the officers of the organization in the performance of their duties. All duties not specifically provided in these By-laws to any officer or committee shall be reserved to the Board of Directors.

SECTION 2 MEETINGS

The Board of Directors shall meet monthly prior to the regular monthly meeting held on the second Tuesday of each month, such time and place as may be determined by the Chairman of the Board who shall be the President. The President may call special meetings of the Board of Directors at any time, and a special meeting may be called upon the written request of any two (2) members of the Board. At least two (2) days notice by mail or one (1) day notice by telephone of such meeting must be given to the members of the Board, and the notice must state the object of such special meeting. A majority of the Board of Directors shall constitute a quorum for the conduct of business, other than expulsion and suspension of members, removal of officers or removal of Directors, which are specifically provided for in these By-laws.

SECTION 3 TERMS OF OFFICE

Three Directors shall be elected to serve for a period of one (1) year. No Director shall be elected for more than 2 consecutive terms, except by a unanimous vote by the entire membership.

All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, shall be filled by a special election called by the Board of Directors. Members of the Board of Directors thus elected shall hold office until the next annual meeting and election by the membership and shall be eligible for election by the membership for a full year term.

SECTION 4 REMOVAL FROM OFFICE

Any Director may be removed from office for any of the following reasons:

- (A) Any member of the Board of Directors who shall be absent from three (3) consecutive meetings shall be deemed to have resigned as a member of the Board of Directors and shall cease to be a member thereof.

- (B) Willful neglect of office, failure to carry out the duties and responsibilities assigned to said Director, or willful violation of these By-laws, rules and regulations of this organization.

Removal shall be by the Board of Directors and the Board of Directors shall, in the event of the determination of the liability of any Director to removal under the provisions of these By-laws, notify the Director and subject thereto of the basis for removal proceedings, and an opportunity shall be provided said Director for a hearing before the Board of Directors. At such hearing, said Director shall be entitled to be present or to be represented and to present evidence in his behalf and to examine and cross examine witnesses testifying under oath. Removal from office shall be effected by an affirmative vote of two thirds of all the Board of Directors elected and serving.

Any Director, or the President, subject to removal from office, or to suspension or expulsion, shall not have the right of vote in the consideration of the removal proceedings brought against him/her. In the event of the removal of the President under the provisions of these By-laws, said removal shall automatically terminate his/her tenure as a member of the Board of Directors.

ARTICLE VI

SECTION 1 NOMINATING COMMITTEE

By September of each year a Nominating Committee to consist of five (5) members of the Club, who are not members of the Board of Directors or Officers thereof, shall be appointed. Two (2) members of the Committee shall be appointed by the President and two (2) members shall be appointed by the Board of Directors. The four members so appointed shall appoint a fifth member. The Chairmanship shall be determined by a majority vote of the members of the committee. At the November meeting, the Committee Chairman shall advise the membership of its nominations of the candidates for Officers and Directors. The Committee may, at its discretion, nominate one or more club members to be candidates for each office. Other nominations may be made from the floor at this time. All nominations made shall be put into the form of a ballot by the Chairman and mailed to all members of the Club with voting power not less than 20 days before the annual meeting and not later than December 1st. However, in the event there is only one candidate for each officer position and board position no mailing will occur and voting will be by voice assent by those members eligible to vote at the November meeting. No person shall be eligible for nomination of officer or Director unless he has been a member for at least one year and indicates to the Nominating Committee or to the Secretary that he/she is a willing candidate for office and is agreeable to serve in said office if elected. No member may run for, be elected to, or hold more than one office concurrently.

ARTICLE VII

SECTION 1 ELECTION OF OFFICERS AND DIRECTORS

All voting for election of Officers and Directors who shall have been nominated shall be by written ballot and distributed as set forth in Article IV, Section 1 above. However, if there is only one candidate for each officer position and board position a written ballot will not be distributed. Instead a voice vote will be held at the November meeting as described in Article VI, Section 1. In the event there is more than one candidate for a board or officer position voting will be by written ballot. All completed ballots shall be delivered to the Nominating Committee Chairman prior to the December meeting and no ballot received after December 1st shall be considered. The Nominating Committee will count all ballots and advise the President prior to the annual meeting of all officers and Directors who have been elected. All ballots will be brought to the annual meeting in the event a recount is demanded. Any ties will necessitate a second ballot to be taken at the annual meeting for the undecided office(s).

ARTICLE VIII

SECTION 1 COMMENCEMENT OF TERM OF OFFICE

All officers and members of the Board of Directors elected to office shall commence their term at the beginning of the fiscal year. The Board of Directors together with all officers elected, shall attend a mandatory meeting of the Board of Directors and officers which shall be held at the regular Board of Directors monthly meeting, at which time necessary committees and procedures for the forth coming year shall be considered and acted upon by the officers and directors in attendance.

ARTICLE IX

SECTION 1 PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against the Club, shall look only to the funds of the Club for payment of any such contract or claim or for payment of any debt, damage, judgement , or decree, or any other money that may otherwise become due or payable to them from the organization, so that the members of the Club, present, past or future, shall not be liable personally therefore.

ARTICLE X

SECTION 1 NON-OWNER CORVAIR MEMBER

Any member who ceases to be the owner of a Corvair, Corvair powered automobile or a Corvair body powered by other powertrain shall immediately lose his voting privilege in the Club. If such member is an officer, or director of the Club, his position shall immediately be declared vacant, and the remaining members of the Board of Directors shall appoint another member in his place, subject to the approval of the membership.

This shall not prevent above mentioned non-owners from retaining non-voting membership in the Club for the remainder of the year in which their dues are paid, at which time membership will not be renewed unless said member can comply with Section II, Section 1 of these By-laws.

ARTICLE XI

AMMENDMENTS

These By-laws may be amended by an affirmative vote of two-thirds of the active members of the organization voting in person or by proxy at that regular or special meeting of the Club, provided notice of such amendments and the nature thereof shall be made available to the members of the Club by the Secretary thirty (30) days prior to such meeting at which the amendment or amendments are presented for consideration.