

North Shore Corvettes of Massachusetts. Inc.

By Laws Version 4.3 / November 2, 2015

Table of Contents

Article 1 NSCM

- Section 1 Purpose 4
- Section 2 Club Name 4
- Section 3 NSCM Inc Emblem / Logo 4
- Section 4 NSCM Governing Body 4
- Section 5 NSCM, Inc 5
- Section 6 NSCM Mailing Address 5
- Section 7 Fiscal Year 5
- Section 8 Club Motto 5
- Section 9 Alcohol and It's Use 5
- Section 10 Club Attire 6

Article 2 Publications

- Section 1 Newsletter "The Red Line" 6
- Section 2 Website 6

Article 3 Membership

- Section 1 Membership 6
- Section 2 New Members 7
- Section 3 Renewal Membership 7
- Section 4 Member Conduct 7

Article 4 Voting

Section 1 Voting Rights 8

Section 2 Absentee Votes 8

Article 5 Officers / Executive Members of the Club

Section 1 Officers 8

Section 2 Terms of Office 9

Section 3 Selection of Officers 9

Article 6 Duties of Officers

Section 1 President 9

Section 2 Vice President 10

Section 3 Secretary 10

Section 4 Treasurer 10

Section 5 Newsletter Editor / Webmaster 11

Section 6 Director of Cruise Nights & Shows 11

Section 7 Director of Membership / Membership Committee 11

Article 7 Non Executive E-Board Positions

Section 1 Positions 12

Article 8 Non Executive E-Board Duties

Section 1 National Corvette Museum Ambassador 12

Section 2 Sun Shine Committee 12

Section 4 Media Coordinator 12

Section 5 Club Historian 12

Article 9 Vacancies of E-Board and Non E-Board Positions

Section 1 Resignation / Expulsion / Replacement of E-Board Members 13

Section 2 Resignations / Expulsion / Replacement of Non E-Board Positions 13

Article 10 Executive E-Board Meetings 13

Article 11 Monthly Membership Meetings (Club Meetings) 13

Article 12 Membership Annual Meeting 13

Article 13 Club Liabilities 14

Article 14 Financial Obligations

Section 1 Minimum Balance of Club 14

Section 2 Payment and Expenditures of E-Board Members 14

Section 3 Miscellaneous Expenses 14

Section 4 Donations 14

Article 15 Club Records 15

Article 16 Club Property 15

Article 17 Business Best Practices 15

Article 18 By Laws 16

Article 19 Dissolution

Section 1 Dissolution 16

Section 2 Dissolution by Membership Vote 16

Section 3 NSCM Assets 16

Section 4 Dissolution Requirements by State and Federal Offices 17

Section 5 Voluntary Dissolution by Membership Vote 17

Article 1 / Section 1 Purpose

- A. NSCM Inc was created by devoted enthusiastic Corvette owners to promote enthusiasm, camaraderie and love of the only true American Sports Car.
- B. The club will host or participate in social and civic activities in which all members and significant others are encouraged to participate.
- C. This will be accomplished by events such as holding “weekly cruise nights”, “cruise dinners”, “cruises with other Corvette clubs including their cruise nights”, various other car shows in our area, or other types of Corvette Shows in addition to cruise night, and other related social activities as organized by the E-Board or membership.
- D. Our purpose is “To Have Fun!”

Article 1 / Section 2 Club Name

- A. Our club name is North Shore Corvettes of Massachusetts, Incorporated or otherwise referred to as “NSCM, Inc.” or “NSCM”.
- B. As in all clubs or organizations a name is used to reference or distinguish it from other clubs
- C. Any member wishing to use the club name must request written permission from the E-Board in writing.
- D. Any member or non-member who uses the NSCM name or logo without prior written permission from the E-Board may be subject to disciplinary action up to and including expulsion or legal action.

Article 1 / Section 3 NSCM Inc Emblem / Logo

- A. NSCM Inc has adopted the steering wheel encircled by the club name encircled around it, as its official emblem/logo, as depicted in the graphic below:
- B. Our logo is to be used on letterheads, business cards, club shirts and various other official club items
- C. Any modification to the NSCM Inc. emblem/logo requires written permission from the E-Board approval and a membership majority vote of approval.
- D. Any members’ use of the emblem/logo without the prior approval by the E-Board is subject to disciplinary action.

Article 1 / Section 4 NSCM Governing Body

- A. The governing body of NSCM will be the elected officers, otherwise known as the Executive-Board or the E-Board.

Article 1 / Section 5 NSCM, Inc.

- A. NSCM, Inc became a corporation on July 19, 1979, is registered with the Commonwealth of Massachusetts as a Non Profit Corporation and shall continue this annual practice as long as NSCM remains incorporated.
- B. We conduct ourselves as a not for profit organization and the E-Board and non E-Board positions consists of all volunteers.
- C. An annual fee is paid to the Commonwealth of Massachusetts to maintain this non-profit incorporation status.
- D. NSCM and Officers are obligated to follow the Laws set forth by the Commonwealth of Massachusetts and to adhere to all corporate practices established therein by the Commonwealth of Massachusetts for such a non-profit corporation.
- E. NSCM, Inc will use these By Laws for all aspects of its operation. The E-Board and the membership shall abide by the By Laws as set forth in this document.
- F. The Annual Meeting of NSCM, Inc is now and will remain designated as being the December Monthly Membership Meeting of each year.

Article 1 / Section 6 Mailing Address

- A. NSCM's Mailing Address for all club business:

North Shore Corvettes of Mass
P.O. Box 520142
Winthrop, MA 02152

Article 1 / Section 7 Fiscal Year

- A. The fiscal year shall be the same as the calendar year, January 1st to December 31st.

Article 1 / Section 8 Club Motto

- A. The Club Motto is "Save the Wave".

Article 1 / Section 9 Alcohol and Its Use

- A. NSCM Inc. will not purchase, or distribute alcohol at any of its events during the year.
- B. NSCM, the E-Board or its members shall not be responsible or liable for any member using an alcoholic beverage or beverages before or during any NSCM Club Event or Function,
- C. We support the "No Drinking and Driving" laws and as promoted by M.A.D.D. (Mothers Against Drunk Driving).

Article 1 / Section 11 Club Attire

A. Cruise Night Shirt will be determined by the E-Board and must be an approved vote by the membership at a monthly meeting

Article 2 Publications

Article 2 / Section 1 Newsletter “The Red Line”

- A. The official publication of the club will be a monthly newsletter, “The Red Line”.
- B. The Newsletter will be prepared and forwarded to the membership and the Webmaster by the Newsletter Editor of the Club by the 1st of every month.
- C. The Newsletter will be posted on the NSCM Inc. website

Article 2 / Section 2 Website

- A. NSCM website address is www.northshorecorvettes.com
- B. The club shall maintain an active and up to date and as practical website containing various information on the Club Officers, Corvette Information and upcoming events.
- C. NSCM also will continue to own; the following website domains:
 - a. www.northshorecorvettes.com
 - b. www.northshorecorvettes.org
 - c. www.northshorecorvettes.net

Article 3 Membership

Article 3 / Section 1 Membership

- A. Membership shall be open to anyone and their significant other.
- B. All new and renewing members must agree to the terms of the NSCM Code of Conduct (Article 3/ Section 4) by signature on the annual renewal or new member application form.

Article 3 / Section 2 New Members

- A. Prospective members may join the club upon completion of the application form with payment of dues submitted by US Mail or directly to an E-Board member.
- B. Singles, Couples or significant others (both names first and last) need to be listed on the membership application.
- C. New members joining the club shall pay as follows:
 - a. New member single or dual membership with 1 or 2 vote(s) for \$ 75.00
 - b. A new membership accepted on or after September 1st will apply to the following year's dues as well as the remainder of the current year.
 - c. First time new members only will receive a "NSCM New Member Welcome Package" per the Membership Director. Any member who allows his or her membership to lapse for any period of time and rejoins the NSCM will not receive a "NSCM New Member Welcome Package".

Article 3 / Section 3 Renewal Membership

- A. The renewal form will be mailed to all current NSCM Members no later than December 1st of the fiscal year.
- B. Renewal Payment will be due no later than January 31st of the fiscal year.
- C. There will be a twenty eight day grace period (February 1st to February 28th) during which there will be a late fee of \$10.00 for the member to remain an active member.
- D. Renewal payments not received by January 31st or without the \$10.00 late fee surcharge by Feb 28th will be dropped from the NSCM roster. If the member chooses to renew after January 31st and not pay the late fee they will be considered a new member and will be required to pay the new member fee in such a case the "NSCM New Member Welcome Package" will not be received by the renewing member.
- E. Renewal membership fees are as follows:
 - a. Renewal member single for \$55.00 or dual membership with 1-2 vote(s) for
 - b. \$60.00

Article 3 / Section 4 Member Conduct

- A. Any action by a member deemed unbecoming or in any way damaging to the image or the good name of NSCM shall be subject to E-Board review and appropriate action may be taken.
- B. Members who use unnecessary physical force, inappropriate behavior, language or gestures will be asked to leave the premises immediately and be subject to disciplinary action as recommended by the E-Board and voted on by the Membership.
- C. Any member or officer of the club who is found to have misappropriated funds will be terminated from the NSCM's Membership.

Article 4 Voting

Article 4 / Section 1 Voting Rights

- A. All paid members are entitled to one (1) vote as indicated from the membership fee schedule.
- B. Only individuals that have been verified as a voting member from the Treasurer's Roster will receive a ballot.
- C. Only members present at a meeting that have been verified to having voting rights will be allowed to vote.

Article 4 / Section 2 Absentee Votes

- A. An Absentee Ballot must be requested in writing and submitted by U.S. Mail to membership director by "date" Email request will not be allowed.
- B. Only individuals who have been verified as voting members from the treasurer's roster will receive an absentee ballot which must be returned to the membership director before the election. Absentee Ballots will be allowed in election of officers only.

Article 5 Officers / Executive E-Board Members of the Club

The elected officers of the club shall comprise the Executive E-Board. The Executive E-Board shall have the responsibility and authority to act on all activities of NSCM.

Article 5 / Section 1 Officers

- A. The Offices of NSCM shall comprise the Executive-Board or otherwise referred to as the E-Board.
- B. The Officers are as follows:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Director of Cruise Nights and Shows
 - f. Director of Membership
 - g. Webmaster/Newsletter Editor

Article 5 / Section 2 Terms of Office

- A. The term of the elected officers shall be two (2) years starting January 1st following the election and running through December 31st of the second year.
- B. Members holding office will be limited to two (2) consecutive terms in that position. After two (2) terms in the same office, they may run and be elected to a different office, which will then carry the same two (2) consecutive term limit. This term limit can be over-ridden by a majority vote of the membership at the nominations club meeting(s), thereby allowing the incumbent to run for an additional 2-year term. This is to eliminate “no candidate” or uncontested elections

Article 5 / Section 3 Selection of Officers

- A. Any Member seeking to hold an elected or non-elected E-Board position must be a member in good standing for 1 year prior to being nominated.
- B. Under Massachusetts State Laws of Inc. the Secretary must be a Massachusetts resident.
- C. Nominations for officers will be taken at the October Monthly Meeting. The Nominee must be present to accept the nomination
- D. There shall be no nominations accepted after the November general monthly meeting Officers shall be elected by a majority vote of the attending members at the December Monthly Membership Meeting.
- E. If a candidate for any office runs unopposed; the Secretary will cast one (1) vote for the office in question.
- F. All officers will assume their duties effective January 1st

Comment [AL1]: Remove this line from by laws

Article 6 Duties of the Officers

Article 6 / Section 1 President

- A. The club President shall be the Chief Executive Officer.
- B. He or she shall preside at all:
 - a. Club functions
 - b. Meetings
- C. Call special meetings whenever deemed necessary.
- D. Handle all correspondence.
- E. Is a voting member of the E-Board

Article 6 / Section 2 Vice President

- A. Shall possess all the powers of the President in the event of the President's absence. Shall assume the office of President should the office be vacated during the 2 year term
- B. Be accountable for all club property.
- C. Will be responsible for getting Club Sponsorship if the Membership approves.
- D. Is a voting member of the E-Board

Article 6 / Section 3 Secretary

- A. Keep a written report of all E-Board Meetings and distribute to E-Board Members
- B. Shall keep the minutes of all Monthly Membership meetings and forward a copy to the Newsletter Editor to publish in the next newsletter.
- C. Is a voting member of the E-Board

Article 6 / Section 4 Treasurer

- A. Shall receive all monies on behalf of the club and pay all bills properly submitted and authorized for payment in a prompt and proper manner.
- B. Must keep accurate records of all transactions and report same at all monthly meetings.
- C. The Treasurer's Monthly Meeting Report must be read and submitted to the Secretary at the close of each Monthly Membership Meeting.
- D. The Treasurer's Monthly Meeting Report must NOT BE SUBMITTED for publication in the Monthly Newsletter.
- E. Must keep accurate and orderly records of all transactions and report same when requested by the presiding officer.
- F. Relinquish all records to the next elected treasurer in a timely manner.
- G. Must give access to the records the presiding President in the absence of the Treasurer.
- H. In the event the office of the Treasurer changes during the year, the books shall be audited.
- I. Any expenditure of \$350 or more will need the Membership's majority approval prior to purchase/s (i.e. Budget for Cruise Night, or Party, etc.)
- J. Expenditures under \$350 will need the E-Board's majority approval prior to purchase/s.
- K. All items purchased must be approved by a majority E-Board vote in order to be reimbursed. The Treasurer will be notified of the approval for reimbursement.
- L. Is a voting member of the E-Board

Article 6 / Section 5 Newsletter Editor /Webmaster

The Newsletter Editor /Webmaster is an elected position. If the Webmaster not a member of the NSCM and an outside person or company is hired by the E-Board, they can be compensated for their work, as approved by the E-Board.

- A. Publish the newsletter into an Adobe Reader File & Website Software
- B. Post the Monthly Newsletter on the Website from the Newsletter Editor
- C. Provide informative and helpful information for members through constant updates on other websites, businesses of interest to Corvette owners by links or other methods
- D. Post pictures of events or awards when received from members or E-Board as far as practical
- E. Ensure the website, domain names, and annual fees for web hosting of the site are kept current
- F. Provide the President and Treasurer with e-mail no later than 30 days prior to the fees becoming due so these fees may be paid in a timely manner.
- G. Insure no profanity or pornography is inserted into any portion of the website
- H. Is a voting member of the E-Board

Article 6 /Section 6 Director of Cruise Nights & Shows

- A. Establish and submit an estimated budget in March to the E-Board and Membership for a Vote.
- B. Establish a Cruise Night Location with Vendor
- C. Responsible for relationship with Cruise Night Vendor
- D. Design and order the Cruise Night Dash Plaque each year & distribution of Cruise Night Dash Plaques.
- E. Dash Plaques must be approved by the E-Board.
- F. Set up of Cruise Night Table, Music, Cones, Posters, Signage (Club Property)
- G. Breakdown and storage of Cruise Night property
- H. Make all announcements at Cruise Night or designate an individual to be responsible
- I. Is a voting member of the E-Board

Article 6 / Section 7 Director of Membership & Membership Committee

- A. Responsible for greeting new and potential new members at cruise night and other events.
- B. Greeting and introduction of new members to the membership and E-Board at the same venues as above.
- C. Responsible for distribution of applications during the year and at cruise night.
- D. Provide to the Treasurer, Secretary, and Newsletter Editor within 7 days the names, addresses, email information and all other information on any new members, along with the new members dues payment to the treasurer.
- E. Chairs the Membership Committee and updates the E-Board of all new membership applications on monthly basis.
- F. Is a voting member of the E board

Article 7 Non- E-Board Positions

Article 7 / Section 1 Positions

1. National Corvette Museum Ambassador
2. Sunshine Committee
3. Media Coordinator
4. Club Historian

Article 8 Duties of Non-E-Board Positions

Article 8 / Section 1 National Corvette Museum Ambassador (NCM)

- A. Not an E-Board Position
- B. Must meet NCM requirements for Ambassador.
- C. Must submit a monthly article to the Newsletter Editor for publication in the Redline Newsletter.
- D. Information should address the membership at each monthly membership meeting with information.

Article 8 / Section 2 Sunshine Committee

- A. Not an E-Board Position
- B. Should consist of one (1) or more club members
- C. Will be responsible for comforting members in times of grief.
- D. Will be responsible to represent NSCM on such occasions.
- E. NSCM will only reimburse the committee for mailings.
- F. Will report to the E-Board

Article 8 / Section 3 Media Coordinator

- A. Not an E-Board Position
- B. Will act as the intermediary between the E-Board and all forms of media communication such as newspapers, magazines, cable channels, TV channels, radio stations, fund raisers, etc.

Article 8 / Section 4 NSCM Club Historian

- A. Not an E-Board Position
- B. Responsible to keep a running journal of events and changes within the club throughout the year
- C. The Journal will be kept by the Club Historian but will remain the property of NSCM,

Article 9 Vacancies of E-Board and Non E-Board Positions

Article 9 / Section 1 Resignations/Expulsions/Replacements of E-Board Members

- A. In the event of any of the above, the E-Board will convene, choose and appoint a replacement, based on qualifications, from within the membership and will be subject to the majority vote of the membership.

Article 9 / Section 2 Resignation / Expulsion / Replacement of Non E-Board Positions

- A. In the event of any of the above, the E-Board will convene, choose and appoint a replacement, based on Qualifications, from within the membership and will be subject to the majority vote of the membership.

Article 10 E-Board Meetings

- A. All E-Board members are required to attend.
- B. E-Board members will not be compensated for any of their time or money spent attending meetings.
- C. E Board Members shall be required to pay membership dues during their term in office.

Article 11 Monthly Membership Meetings (Club Meetings)

- A. The Club will make every attempt to hold one (1) Monthly Membership / Business Meeting each month.
- B. The Membership Meeting will take place at the Elk's Hall, Wakefield, MA unless the Membership has been advised otherwise.
- C. The Membership Meeting is the third (3rd) Thursday of each month unless the Membership has been advised otherwise.
- D. Membership Meetings will start at 7:30 PM unless otherwise seasonally changed by majority vote of the Membership.
- E. The Monthly Membership Meeting will be held in a professional and courteous manner allowing members to air their thoughts and opinions in an open forum in an orderly manner.
- F. All Monthly Meeting time changes should be determined and announced to the Membership by Newsletter and website posting as close to 30 days in advance as practical.
- G. To attend monthly meeting you must be a member in good standing or be an invited guest of a member in good standing to attend a monthly meeting.

Article 12 Membership Annual Meeting

The last membership meeting of each year (the 3rd Thursday of December or alternate date chosen by the E-Board) will be considered the “Annual Meeting” as required by Massachusetts State law.

Article 13 Club Liabilities

- A. No Member or Members shall obligate NSCM in any manner without prior approval of a majority vote of the E-Board.
- B. No Member or Former Members may falsely represent themselves as an officer or member for their purpose of gaining favor, privilege or benefit in the name of NSCM subject to disciplinary action.

Article 14 Financial Obligations

Article 14 / Section 1 Minimum Balance of Club

There will be a minimum balance of \$1,000.00 in money in the Treasury at any one time.

Article 14 / Section 2 Payment and Expenditures of E-Board Members.

- A. The only exception would be an out of pocket expense, accompanied by a receipt, which has been approved by a majority vote of the E-Board.

Article 14 / Section 3 Miscellaneous Expenses

- A. Only expenses approved by the entire E-Board will be reimbursed for the operation of NSCM.
- B. All expenses must be preapproved by the majority of the E-Board before any expenditure/s is made.
- C. It will not be at the discretion of any member or E-Board Member to assume that the club will pay for any expenses incurred for any reason without prior approval.

Article 14 / Section 4 Donations

- A. There will be no more than \$1000 allocated to any one (1) charity in any calendar year.
- B. There will be a maximum of two (2) charitable donations given in one fiscal year
- C. The E-Board will give the Membership the list of charities submitted to be voted at the October Membership Meeting.

Article 15 Club Records

- A. All NSCM Club records relating to club income, expenses, club minutes, newsletters or correspondences shall be held for a minimum of 10 years (per the Commonwealth of Massachusetts) before the oldest year is destroyed by the E-Board
- B. Retention of records will start with the calendar year of 2005, and disposal of records, being ten (10) years old, will start in the year 2015 etc. etc. etc.
- C. All NSCM Club Records are to be entrusted to the then current E-Board. Each E-Board Member will be responsible for their records/report.

Article 16 Club Property

- A. Property and items purchased or otherwise acquired by the NSCM will become the sole property of the club and its members. This includes tables, chairs, raffle equipment, ropes, two way radios, extension cord, banners and signs, Club won Trophies or any other equipment or possessions NSCM uses at public events, club functions, cruises, trips or any other purposes.
- B. These items shall remain the property if the NSCM and stored in a dry and lockable storage unit. Exceptions to this storage location may be valuable or expensive items such as audio, video or any electronic equipment, which may require a more secure storage.
- C. Anyone wishing to use any of NSCM's property must obtain permission from the E-Board and return such borrowed items to the original place of storage in the same condition it was given to the individual, and returned in a reasonable period of time.
- D. An inventory can be conducted at any time.
- E. An inventory may be requested and conducted at intervals convenient to parties.

Article 17 Best Business Practices

- A. "Best Business Practices" will be put in place when an E-Board Member resigns or no longer holds their position/their term of office.
- B. "Best Business Practices" are to be looked at as considered:
 - a. Having the E-Board Member return all club records, club stationary, and club property in their possession.
 - b. Changing the lock on the NSCM Shed or Mail Box.
 - c. An audit will be performed on the checking account / books, ~~of~~ and NSCM merchandise items.
 - d. Turning over all NSCM passwords, codes and business contact information.

Article 18 By Laws

- A. If there are to be any amendments or additions to the NSCM By Laws they may be change at any time without notice by a majority of attending members at a monthly meeting
- B. A 2/3 majority vote of the present members at a regularly scheduled meeting will be required to effect any changes/modifications or additions to these guidelines.

Article 19 Dissolution

Article 19 / Section 1 Dissolution

- A. This article should be not even contemplated until it becomes evident that NSCM is in such dire straits and its survival is beyond any chance of survival financially, legally or other unforeseen difficulties which may have been encountered. It is for those reasons only that this section is presented.

Article 19 / Section 2 Dissolution by Membership Vote

- A. Dissolution of NSCM, as determined necessary by the executive E-Board, requires a majority vote of the executive E-Board for presentation to the membership at the next scheduled meeting. The proposed action must also be posted on the Website and included in the next scheduled News-letter. Only after meeting all the above-stated pre-requisites shall the matter be voted at the next scheduled meeting. This is expected to occur approximately 60 days from the Executive-Board vote for Dissolution. Dissolution of NSCM will require a 2/3 majority vote of the membership of record. Failing to meet these criteria, NSCM will continue to exist as per these By-Laws.

Article 19 / Section 3 NSCM Assets

- A. Should NSCM disband or dissolve, the property of NSCM will be disposed of in accordance with the majority vote of the Membership present at a monthly meeting. Otherwise, all assets will be donated to other car clubs within the local area. This will avoid any monies from being collected and having to be accounted for.

Article 19 / Section 4 Dissolution Requirements by Government Agencies

- A. If NSCM decides to dissolve or disband the E-Board will ensure all requirements and obligations with the Commonwealth of Massachusetts and the Federal Government are complied with. All proper dissolution forms must be completed and submitted with final dues or taxes paid, all vendors, sponsors and members must be notified, all property disposed as written in these By Laws (Article 19 / Section 3 NSCM Assets), all debts paid as best as possible.
- B. In the event any funds remain in the treasury they will be donated to a charity selected by the Membership by a majority vote.
- C. Any property with NSCM's logo will be destroyed or distributed to the Membership as memorabilia.

Article 19 / Section 5 Voluntary Dissolution by Membership Vote

- A. Dissolution of NSCM is of a voluntary nature, a majority vote of two thirds (2/3rds) of the entire Membership will be required to dissolve NSCM. If these criteria are not met then NSCM will continue to exist as is provided in these guidelines.

Finally, to ensure this never comes to fruition and is ever remotely considered, it is hereby commanded that each and every member has FUN and ENJOYS their Corvette and the Friendships created though NSCM.

Long Live North Shore Corvettes of Massachusetts, Inc.

Above all else we are to "Save the Wave"