

NCRS NEW ENGLAND CHAPTER

Constitution and By-Laws

Approved by the Membership February 15, 2021

NCRS NEW ENGLAND CHAPTER

CONSTITUTION

Name and Objectives

ARTICLE I

SECTION I

The name of the Chapter shall be NCRS New England Chapter executed for the purpose of forming a Maine Corporation. The principal office of the Chapter is located at One Canal Plaza, PO Box 426, Portland, ME 04112.

SECTION II

The objectives of the Chapter shall be to promote interest, ownership and appreciation of Corvette automobiles and to provide an opportunity for interested persons to discuss the ownership of and restoration of Corvette automobiles.

SECTION III

The Chapter shall be conducted as an organization under Chapter 501 C (7) of the Internal Revenue Service Code. No part of any profits or remainder or residue from dues or donations to the Chapter shall inure to the benefit of any member or individual.

SECTION IV

The Members of the Chapter shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I

SECTION I -- MEMBERSHIP

Membership in the Chapter shall be limited to NCRS National Members in good standing and the payment of annual dues to the New England Chapter, as required.

SECTION II -- DUES

Annual dues shall be payable as of January 1st of each year. If a new Member's payment is

dated and received after September 1st of any year, the membership extends through December 31st of the following year. This applies to new memberships only.

The dues structure and amount shall be evaluated and set annually by the Board of Directors, no later than October 15th of the preceding year.

SECTION III -- PRIVILEGES

Members in good standing are entitled to all Chapter privileges.

SECTION IV -- RESIGNATION

Any Member may resign at any time. However, there will be no prorating and/or refund of dues paid to the Chapter.

SECTION V -- REQUESTED RESIGNATION OF A MEMBER & TERMINATION OF A MEMBERSHIP FOR CAUSE

In the best interest of the Chapter, the Board of Directors may ask a Member to resign for reasons determined by a majority of the Board of Directors. Such resignation shall be at the sole option of the Member.

In the event that a majority of the Board of Directors votes to terminate the membership of a Member for cause, the Board of Directors must adhere to the rules established for *Termination of Membership for Cause* in the then-current version of the *NCRS Chapter Guidelines and Operations Manual*.

SECTION VI -- REGISTERED AGENT

The Registered Agent shall be appointed by the Chairperson, from time to time, as necessary.

ARTICLE II

SECTION I -- ANNUAL MEETING

An Annual Meeting of the membership shall be held during the first calendar quarter of each calendar year for the purpose of electing Officers, receiving a Treasurer's report, adopting a budget for the following year and transacting any such business as may be brought forward at the meeting. Regular quarterly Board meetings may be held as announced by the Board of Directors in the Chapter newsletter or through special mailings, including e-mail. A Board of Directors' meeting shall be held during the last quarter of any calendar year in preparation for the Annual Meeting, in the first quarter of the following year.

SECTION II -- SPECIAL MEETINGS

In addition to any provisions of the By Laws, Special Meetings of the Membership may be called by the Chairperson, or by a majority of the Board of Directors.

SECTION III -- NOTICE OF MEETINGS

Notice of Meetings; stating the date, location and time of the meeting of the Members shall be given by the Secretary and mailed/e-mailed to each member, and posted on the Chapter web site not less than two (2) weeks prior to such meeting.

SECTION IV -- QUORUM

At any meeting, thirty- (30%) percent of the Membership shall constitute a quorum. No motion may be voted without a quorum present.

SECTION V -- VOTING

There shall be one (1) vote per Member. Voting may be conducted by mail ballot if

agreed upon by a majority of the Board of Directors.

There must be a response by at least fifty percent plus one (1) vote of the Membership before a mail ballot vote can be considered binding.

Under no circumstances may a person whose dues are unpaid be entitled to vote at any Chapter meeting. Only those Members whose dues are paid-up may vote at a Chapter meeting.

The Board of Directors may, in case of emergency, vote on behalf of the Chapter Members with a majority of the Directors required to transact any business for the Chapter. In case of such vote, the reasons for and actions of the Board shall be communicated to the Membership within five business days of such vote.

SECTION VI – CONDUCT POLICY

Any action by an NCRS New England Chapter member deemed unbecoming or in any way damaging to the image or the good name of NCRS shall be subject to a Board of Directors review and appropriate action may be taken.

An NCRS New England member who use physical force, inappropriate behavior, language or gestures will be asked to immediately leave the event premises by a Board of Directors member or the event sponsor. The member will be subject to disciplinary action after review of the incident by the Board of Directors and as voted by a majority of the Board of Directors members.

ARTICLE III

SECTION I -- BOARD OF DIRECTORS

The Board of Directors is defined by the Officers, as shown in Section II, below. The Board of Directors shall be responsible for the management of the affairs of the Chapter.

SECTION II -- OFFICERS

The following Officers shall be elected by the Membership at large at the Annual Meeting

pursuant to Article II, Section I:

Chairperson

Vice Chairperson

Secretary

Treasurer

Membership Chairperson

The following Officers shall be appointed by a majority vote of the elected Officers of the Board of Directors:

Judging Chairperson

Activities Chairperson

The elected and appointed Officers shall serve two (2) year staggered terms. The Chairperson, Secretary, and Membership Chairperson shall be elected to two (2) year terms at Annual Meetings held in even numbered years. The Vice Chairperson and Treasurer shall be elected to two (2) year terms at Annual Meetings held in odd numbered years. The Activities Chairperson shall be appointed to a two (2) year term at Annual Meetings held in even numbered years. The Judging Chairperson shall be appointed to a two (2) year term at Annual Meetings held in odd numbered years.

No elected Officer shall be eligible to serve more than four (4) consecutive years in one office, unless such Member delivers to the Board a nomination document signed by eight (8) Members of the Chapter whose dues are paid-up. Such nomination document will be invalid if delivered to the Board less than seven (7) days before the Annual Meeting. The term limit and written nomination document requirements shall be waived for any Elected Office where no other Member is nominated to run for that Office, and the nomination of the then-serving Office Holder receives a second from another Member.

SECTION IIA -- NOMINATIONS

Except for the procedures defined above for Members who wish to serve more than four (4) consecutive years in one Office, nominations for any elected Office may be made at the Annual Meeting by attending Members whose chapter dues are in good standing. The nominated Member must have his/her dues in good standing. All nominations must receive a second from another Member, whose dues are in good standing, in order to be valid.

SECTION III -- APPOINTED CHAIRPERSONS

The following Chairperson positions shall be appointed by the Board of Directors, each for a one (1) year term:

Publications Chairperson

Internet Communications Chairperson

Assistant Judging Chairperson

SECTION IV -- VACANCY

In the event that any of the Officers or Appointed Chairpersons shall resign or become unable to fulfill the duties of his/her office before the end of his/her elected or appointed term, the Board of Directors shall appoint a Member to fill the vacancy of said term.

ARTICLE IV

SECTION IA -- DUTIES OF THE CHAIRPERSON

The Chairperson shall preside at all meetings of the Members and the Board of Directors and shall perform the duties of this office. He/she may call Special Meetings of Members under the provisions of ARTICLE II. He/she shall be the chief executive of the Chapter. The Chairperson shall provide any and all necessary documents and information to the Vice Chairperson to allow the Vice Chairperson to perform the duties of the Chairperson,

if necessary.

SECTION IB -- APPOINTMENT OF COMMITTEES

The Chairperson shall appoint such committees as he/she finds desirable from time to time and shall outline the duties and responsibilities as appropriate.

SECTION IC – APPOINTMENT OF CO-CHAIRPERSON

The Chapter Chairperson may appoint a Co-chairperson to a specific area of responsibility. Each Co-chairperson shall have responsibilities as agreed between the Co-chairpersons in that specific area of responsibility. Each Co-chairperson shall have voting authority of one half votes when a vote is requested.

At such time a vote is requested and only one of the Co-chairpersons is in attendance then the attending Co-chairperson shall have one vote.

When a Chairperson is elected by the Membership or appointed by the Chapter Chairperson one Chairperson shall be nominated and elected by the Membership or appointed. The incumbent Co-chairperson may be re-appointed by the Chapter Chairperson or a new Co-Chairperson or no Co-Chairperson may be selected by the Chapter Chairperson.

SECTION II -- DUTIES OF THE VICE CHAIRPERSON

In the absence of the Chairperson (including inability to serve or resignation), the Vice Chairperson will perform the duties generally undertaken by the Chairperson. In addition, he/she will serve as Chairperson of the Activities Committee, Public Relations Committee, and perform meeting planning tasks as required.

SECTION III -- DUTIES OF THE SECRETARY

The Secretary (or his/her designate) shall attend all meetings of the Members and Board of Directors and shall record all minutes and votes for this purpose. He/she shall

give all notices of meetings of the Members required by the laws of the State of Maine or by these By Laws. In addition, he/she shall perform all duties incident of this office which is required by applicable law and by majority votes of the Membership or Board of Directors. He/she shall maintain custody of the Chapter records. If the Secretary is absent from any of the referenced meetings, a substitute shall be appointed by the Presiding Officer. The Secretary will notify the NCRS National Business Manager of all Chapter-initiated events and activities.

SECTION IV -- DUTIES OF THE TREASURER

The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, maintain custody of all monies, debts and obligations belonging to the Chapter. He/she shall receive all monies of the Chapter and deposit same in the Chapter accounts. He/she shall make all payments of the Chapter debts. All contracts, checks, drafts, notes or other orders for payment of money shall be signed in the name of the Chapter by the Treasurer and countersigned by the Chairperson if the disbursement/payment exceeds \$500.00. The Treasurer shall provide a financial report regarding the status of the Chapter account(s) at all Chapter and Board of Directors meetings. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors.

SECTION V -- DUTIES OF THE MEMBERSHIP CHAIRPERSON

The Membership Chairperson shall keep an up to date roll of all Chapter Members and be responsible for the Chapter Membership Directory. He/she shall be responsible for the collection of Chapter dues. He/she shall be responsible for the distribution, collection and processing of membership applications to prospective Members. He/she shall be the Chapter liaison with the National NCRS Membership Officer to verify that Chapter Members are in good standing. The Membership Chairperson shall provide all new members with a welcome packet and provide timely communication to new members of Chapter activities and events. The Membership Chairperson Shall:

1. Initiate the annual Membership renewal process starting October 1 of each year via written or electronic communications. A follow up communication to the Membership in November and December of the same year.

2. Take a proactive role in accessing member expiration dates in NCRS National and the chapter. Monthly, notify the Members whose membership is to expire in NCRS National and the chapter within 60 days with a renewal notice.

SECTION VI -- DUTIES OF THE JUDGING CHAIRPERSON

The Judging Chairperson shall coordinate the judging of Corvettes pursuant to the NCRS Judging Reference Manual(s). He/she shall appoint Judging Teams and a Team Leader for each class of Corvette being judged. He/she will ensure that any business relationships between judges, owners, and/or judged cars are addressed. He/she will not permit business dealings to occur during judging events. Should the Judging Chairperson be unable to perform his or her duties of Judging Chairperson, the Assistant Judging Chairperson will assume those duties as required.

SECTION VII – DUTIES OF THE ACTIVITIES CHAIRPERSON

The Activities Chairperson will be responsible for proposing and planning of chapter events. He/she will recommend the type, the date, and the location for each event, and will assist the event host with planning the event as necessary.

SECTION VIII -- DUTIES OF THE PUBLICATIONS CHAIRPERSON

The Publications Chairperson shall prepare, publish and distribute the Chapter's newsletter to all Members, all other NCRS Chapters, and to all NCRS National personnel listed on page 2 of each Corvette Restorer magazine. He/she shall be responsible for maintaining a complete set of past newsletters and all publications of the Chapter. He/she shall maintain and have custody of the Chapter scrapbook. He/she shall assist the Vice Chairperson in all aspects of Public Relations information about the Chapter and work in harmony with the Internet Chairperson.

SECTION IX – DUTIES OF THE INTERNET COMMUNICATIONS CHAIRPERSON

The Internet Communications Chairperson shall maintain the Chapter Internet Site and

provide electronic communication to the Chapter members and other interested parties. He/she shall have the authority to add and delete items from the Site as he/she deems fit. He/she shall work in harmony with the Publications Chairperson.

SECTION X – DUTIES OF THE ASSISTANT JUDGING CHAIRPERSON

The Assistant Judging Chairperson will be responsible for assisting the Judging Chairperson, as directed, with all the duties required of the Judging Chairperson position. He/she will perform the duties of the Judging Chairperson, should that person be unable to do so.

ARTICLE V

SECTION I -- ACTIVITIES

All activities of the Chapter shall be in accordance with NCRS requirements and Chapter guidelines.

ARTICLE VI

SECTION I -- AMENDMENTS TO THE BY-LAWS

The Board of Directors of the Chapter, or any ten active members in good standing, by written proposals submitted to the Secretary, may propose an amendment to the By-Laws. Upon such proposal being made, a copy thereof shall be included in the notice of the next meeting of the Members. If two-thirds (2/3) of the Members present and qualified to vote, vote in favor of the proposal at the meeting, the proposed amendment shall thereby be approved and adopted.

ARTICLE VII

SECTION I -- DISSOLUTION

Upon dissolution of the Chapter, disposition of the Chapter's assets shall be determined by the Board of Directors.