MIAMI VALLEY CHAPTER OF NATIONAL CORVETTE RESTORERS SOCIETY, INCORPORATED

BY-LAWS

ARTICLE I

SECTION I - NAME

The name of the organization shall be the Miami Valley Chapter of NCRS Inc., a not for profit Organization incorporated in the state of Ohio.

SECTION 2 - PURPOSE

The purpose of the chapter shall be the enjoyment, preservation and promotion to the general public of the Corvette automobile.

ARTICLE II

SECTION I - MEMBERSHIP

Membership in the Chapter shall be restricted to NCRS Inc. members.

SECTION 2 - NCRS INC. MEMBERSHIP

Any member in good standing as provided in Section 1 of this article and having paid such annual Miami Valley Chapter dues and fees as required shall immediately become a member.

SECTION 3 - DUES AND FEES

Annual dues shall be a minimum of $20.00 and shall be due and payable before Feb. 1 of each year. The fees and dues shall be taken under consideration and set for the following year by the Board of Directors at the annual meeting.

SECTION 4 - PRIVILEGES

Members are entitled to all chapter privileges.

SECTION 5 - EXPLUSION

Any member may be suspended or placed on probation for specific cause, without prejudice, by the majority of the Board of Directors as being in the best interests of the Chapter. However, before such action is taken, the member shall have the opportunity to submit in writing or plead in person his/her position on any charge at a hearing as established by the Board of Directors. The member shall be notified of the charge and the hearing date, which is to be at least two weeks prior to the date of expulsion.

SECTION 6 - RESIGNATION

Any member may resign by submitting a resignation in writing to the Chairman but dues will not be refunded. A resigning member relinquishes all rights and privileges of the Chapter. A former member who wishes to rejoin can do so by meeting requirements as stated in Section 1 and 3 herein.

ARTICLE III

SECTION 1 - ANNUAL MEETING

The annual meeting of the members shall be held during the month of November, as designated by the Board of Directors each year for the election and installation of officers, reports of officers and committees and other such lawful business. Regular meetings or events shall be held throughout the year, as announced by the Board of Directors.

SECTION 2 - SPECIAL MEETINGS

In addition to any provisions of the law, special meetings of the members may be called by the Chairman or by a majority of the Board of Directors.

SECTION 3 - NOTICE OF MEETINGS

Notice of special meetings, stating the place, date and hour of the meeting of the members, shall be given by the Secretary and communicated not less than two weeks before such meetings to each member.

SECTION 4 - QUOROM AND VOTING

Each paid membership in good standing is allowed to vote. At Board of Directors Meetings, each member of the Board of Directors is allowed one vote. At the annual stated meeting of the members, one third of the members shall constitute a quorum and may be reconvened from time to time until a quorum is present. If a quorum is present, unless provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a meeting of the members, the subsequent withdrawal of members so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not effect the validity of any action taken at the meeting and/or adjournment thereof.

SECTION 5 - ELECTIONS

Elections shall be conducted every year and be accomplished by written ballot. Absentee voting shall be allowed and must be submitted to the Chapter Secretary at least one (1) day before the date of the election. There shall be one vote per membership.

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ARTICLE IV

SECTION 1 - BOARD OF DIRECTORS

The Board is defined as the Officers. The immediate past Officers, Chairman, Secretary, and Treasurer shall stay on the Board as advisors for a period of 90 days after their term has expired with no voting rights.

SECTION 2 - OFFICERS AND COMMITTEE CHAIRMAN

ELECTED OFFICERS:

The elected officers shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, Judging Chairman, Newsletter Chairman and Membership Chairman. They are elected from the membership at large.

SECTION 3 - VACANCY

In the event that any of the officers resign or become unable to hold office before the end of the elected term, the Chairman shall recommend a member to fill the vacancy of said term. With Board approval, this person will fill the remaining term of office.

SECTION 4 - TERM OF OFFICE

Each officer shall be elected for a term of one (1) year to be served commencing January 1. No more than three (3) consecutive terms in any one office may be served unless waived by the Board of Directors.

SECTION 5 - REMOVAL OF OFFICERS

Any officer may be removed from office at any time for specific cause on the affirmative vote of the majority of The Board of Directors whenever, in its judgment, the best interests of the Chapter will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of the officer shall not of itself create contract rights.

ARTICLE V

SECTION 1 - DUTIES OF THE CHAIRMAN

The Chairman shall preside at all meetings of the members and The Board of Directors and shall perform the duties pertaining to the office. The Chairman may call special meetings of members under the provisions of Article III and shall be the Chief Executive of the Chapter. The Chairman shall be responsible for coordinating chapter activities. The Chairman shall keep reports of the Secretary and Treasurer.

SECTION 2 - DUTIES OF THE VICE CHAIRMAN

In the absence of, resignation of, or inability to act of the Chairman, the Vice-Chairman will perform the duties usually pertaining to the Chairman. The Vice-Chairman shall handle public relations for The Chapter and assist appointed Chairman.

SECTION 3 - DUTIES OF THE SECRETARY

The Secretary shall attend all meetings of the members and directors and shall record all minutes and votes in a book for this purpose. The Secretary shall give all notices of meetings of the members as required by Law or these by-laws and shall perform all duties incident to this office required by Law or

by the majority vote of The Board of Directors. In the absence of the Secretary from any of the said meetings, the presiding officers shall choose a Secretary Pro-Tempore.

SECTION 4 - DUTIES OF THE TREASURER

The Treasurer shall, subject to such conditions and restrictions as may be made by The Board of Directors, have custody of all monies, debts, and obligations belonging to the Chapter. The Treasurer shall receive all monies of the Chapter and deposit it in the Chapter account and shall make all payments of the Chapter debts upon approval of the Officers. The Treasurer shall give a report on the financial status of the Chapter at the Annual Meeting, monthly meetings and at any other meetings of The Board of Directors. No obligations, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors.

SECTION 5 - DUTIES OF THE JUDGING CHAIRMAN

The Judging Chairman must manage the judging at the annual meet. The Judging Chairman must recruit and train judges including conducting a judging school. Judging supplies must be inventoried and maintained.

SECTION 6 - DUTIES OF NEWSLETTER CHAIRMAN

The Newsletter Chairman will communicate to the Chapter's general by e-mail notices and/or regular newsletters detailing calendar of events and meeting schedules.

SECTION 7 - DUTIES OF THE MEMBERSHIP CHAIRMAN

The Membership Chairman shall maintain and update membership rosters and mailing/emailing lists. This will be coordinated with the Secretary, Treasurer and Newsletter Chairman for yearly dues notices, which the Newsletter Chairman will mail/email to the membership.

ARTICLE VI

SECTION 1 - APPOINTMENT OF COMMITTEES

The Chairman shall appoint such committees as he finds desirable from time to time and shall outline the duties and responsibilities of such committees.

SECTION 2 - ACTIVITIES

The activities of The Chapter shall be in accordance with NCRS Inc. guidelines.

ARTICLE VII

SECTION 1 - ELECTION OF OFFICERS

The Board will post a list of volunteers for future Board Officer positions and create a slate of candidates before October 1 each election year. Nominations will also be accepted from the floor at the election. The election will be held at The Annual Meeting in November. The Chairman will announce the results and the new officers will begin their term on January 1 of the succeeding year.

ARTICLE VIII

SECTION 1 - PERSONAL LIABILITY

All persons of corporations extending credit to contracting with or having any claim against

The Chapter or the Board of Directors, shall look only to the funds and property of the Chapter for payment of any such contract or claim or for payment of any debt, damage, judgment or decree, or any other money that may otherwise become due or payable to them from the Chapter or the Board of Directors, past, present or future, shall not be liable personally therefore, except that Section 1 is in Addition to subordinate to Ohio statutes.

ARTICLE IX

SECTION 1 - 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 and/or Treasurer 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 (2/3rds) of the members present and qualified to vote, vote in favor of the proposal at the meeting, the proposal amendment shall thereby be approved and adopted.

ARTICLE X

SECTION 1 - DISSOLUTION

Upon dissolution of The Chapter, assets will be liquidated, outstanding bills paid and any remaining money will be donated to The National Corvette Museum of Bowling Green, Kentucky.