

Phantom Vettes, Inc.

By-Laws

10 January 2023

Preamble - Phantom Vettes Inc., is dedicated to the preservation of the Chevrolet Corvette, the ideals of Corvette ownership and camaraderie. The club will promote and maintain interest in the Chevrolet Corvette Clubs through events sponsored by the Phantom Vettes or other Corvette clubs.

Mission Statement - To educate the public and club members of the benefits of Corvette ownership and operation of the vehicle. To educate by disseminating information verbally or written to members of the Chevrolet Corvette family regarding traffic safety and to inspire others to contribute to their community through volunteer services and raising funds for other worthy not-for-profit charitable organizations.

Articles

Article I - Membership

Section 1 Members – Prospective members are required to apply for and be accepted as members in the Phantom Vettes Inc. Any person accepted for club membership is entitled to hold office and vote on all club functions. Applicants will complete a written application and submit either in person or mail to Phantom Vettes Inc.

a. Primary Members must own a Chevrolet Corvette at the time of membership application and/or renewal, and must be at least 18 years of age. In the event a primary member disposes of his corvette, then they (he or she) will have until the next renewal period, as a grace period in which to acquire another corvette. Prospective Primary members are subject to review by and voted upon by the general membership.

b. Secondary Members are those persons associated with a primary member. Secondary members must be related to the primary member (i.e., Spouse, companion, brother, sister, father, mother, niece, nephew, cousin, son, daughter, grandchild, other). Prospective secondary members are subject to review and voted upon by the general membership.

c. Associate Members are limited to any one not currently owning a Corvette, but are interested in the Corvette hobby and must be sponsored by an active member of the club. Active members may sponsor more than one associate member. Prospective associated members are subject to review and voted upon by the general membership. Associate members may not hold office or vote on any issue brought before the club.

Section 2 Dues

a. All members must pay their annual dues to remain active members. The dues are payable to the Treasurer by January 31 of each year.

Section 3 Privileges

- a. Active members are entitled to all Club privileges and benefits the club has to offer.
- b. Associate members are entitled to all club privileges as outlined in the by-laws with noted exceptions.

Article II - Meetings

- a. Board Meetings - Board meetings will be held at least once a year with the club officers prior to the October club meeting. This meeting is chaired by the senior board member. The board meetings are open to all voting members as observers only. Notices will be emailed out 7 days in advance. The meeting will include planning of the upcoming yearly events for presentation to the club membership at the October meeting for membership approval.
- b. Monthly Meetings - The club will meet monthly (except December) to discuss club business and forth coming events. Monthly meetings may be attended by any club member. The site will be determined by the membership at the prior month's meeting.

Article III - Board of Directors, Officers, and Representatives

Section 1 Board of Directors

- a. Board of Directors - There will be three directors on the board. The chairman will be the most senior member who will preside over the board's activities for the year. In the absence of the president or vice president the board will conduct the meetings and any other appropriate business. Board members may not enter into any contract or agreement on behalf of the club.

Section 2 Officers

- a. President. The president is the chief operating officer of the club. The president will preside over meetings and club activities. The President is responsible for the meeting agendas with input from the membership. The president may delegate any powers to other officers as deemed necessary. The president will abide by the rulings of the board of directors and the majority decisions of the membership. The president may not enter into any contract or agreement on behalf of the club without the consent of the board of directors and a majority vote by the membership at a regularly scheduled meeting.
- b. Vice President. The Vice-President will assume the command in the event the President is not able to discharge his duties. The vice president will assist the president as necessary and abide by the rulings of the board of directors and the majority decisions of the membership. The vice president may not enter into any contract or agreement on behalf of the club without the consent of the board of directors and a majority vote by the membership at a regularly scheduled meeting.
- c. Treasurer. The Treasurer will record and maintain an accurate record of all financial records of the club. The Treasurer will ensure that all deposits are made at least weekly. The Treasurer will coordinate with the other officers regarding membership dues paid/received. Treasurer will report to the general membership each meeting and make the books available to the general membership. An audit of the financial records will be done annually along with the tax filings as deemed necessary. Will file any forms necessary with the state and federal governments. Will document all receipts and expenditures for the club. All expenditures over \$100.00 will be voted on by the membership. Emergency expenditures up to \$500.00 can be approved by a special meeting of the board of directors, and presented at the next scheduled meeting for membership approval.

d. Secretary. The Secretary will attend all meetings of the club including Monthly, Annual, or special sessions and record and keep minutes of all meeting discussions. The secretary will keep a log of all votes taken both written and oral. The Secretary will maintain a record of all club activities including general meeting notices, activities/eventsof the club, newsletters, and documents of the club. The secretary will send monthly meeting minutes to the president for review prior to membership distribution. The secretary will coordinate with selected restaurant for the following months club meeting.

e. Sergeant at Arms. The Sergeant at Arms shall assist in preserving order at all meetings and social affairs of the club.

Section 3 Representatives

a. Web Master - web master is a voluntary position. The web master will ensure the web site is current and up-to-date. Inputs to the web site will be based on direction of the President or Board of Directors. The web master may assign other members to assist in uploading data to the site.

b. Facebook Moderator – The Facebook moderator is a voluntary position. The Facebook moderator will ensure the Facebook page is updated with social media updates that promote the club and attract interest and participation to future club events and the promotion of the Corvette as the main theme to include all aspects of the American Dream Machine and its history, past, present and future. Promotion should be in collaboration with the Web Master and complement effective social media communication around the club's annual event calendar with emphasis on maintaining a positive image of the Phantom Vettes Inc. club, its membership to Corvette enthusiasts and the community.

Additionally, the Facebook moderator is responsible for taking photos at events and those contributed by the membership to be use on its Facebook page whereby members have access to the photo collection via a Google Photo account link. The moderator also responds to inquiries and posts messages relating to major holidays focused around the Corvette theme to the extent possible and in good taste. Overall purpose of Facebook is to promote the Corvette theme and garner interaction between car enthusiast and interest in the Corvette and club membership and participation.

Section 4 Term limits

a. Board Members will serve a maximum concurrent term of three years with one board members term expiring each year. This allows the continuity of the board with one new member each year. Board Members must wait at least one year before again being nominated and re-elected to the board. Board members will be nominated in October and elected in November of each year by the general membership. If a position is not filled or becomes vacant a member appointment will be nominated by the president and approved by the membership. The term is January 1 through December 31.

b. Officers will serve a term of one year with nominations in October and elections in November. The term is January 1 through December 31. There are no consecutive term limits.

Article IV - Club Activities

Section 1 Voting

a. Only active members may vote.

b. Quorum - A quorum vote is at least seventy-five percent is set as the number of voting members who are present at the meeting.

c. Business Voting - At least 75% of membership present. A quorum is set as the number of voting members who are present at the meeting. May be conducted either verbally or show of hands.

d. Amendments / revisions - at least 75% of membership present A quorum is set as the number of voting members who are present at the meeting. Proper notification must be issued. Votes must be on a written ballot.

e. Notification - Proper notification is notifying all members of proposed changes one month in advance of the regular monthly meeting. Notification may be done on the web site or through the mail (postal service or email). An agenda for the next club meeting should be delivered to the membership no later than one week before the meeting.

f. Absentee ballot - A written absentee ballot may only be used for matters pertaining to the club's by-laws. Email your vote to the President with a copy to the Board of Directors. The email should contain the item being voted on and your vote – YES (APPROVE) : NO (REJECT) ; or ABSTAIN. The email must have the name of the member, and received no later than seven calendar days after the vote. The absentee vote will be counted with the in person votes.

Article V – Amendments / Revisions & Ratifications

All Articles and the club's Mission Statement may be modified in accordance with the rules of the by-laws as written here-in.

Section 1 Amendments / Revisions - Amendments are changes to the by-laws and are not replacements of the original wording of the by-laws. An Amendment will be footnoted in the original by-law rule or regulation. Revisions are changes to the by-laws that replace the original wording.

Section 2 Ratifications (Approvals) Ratifications (approvals) must be voted on using a written ballot.

Article VI - Procedural Manual

Section 1 Conduct - Members will conduct themselves in a professional manner at all times. Your conduct is a reflection of yourself and the club so please handle yourself accordingly.

a. Suggestions & Criticisms' All suggestions and Criticisms should be brought to the board in written form. Then they will be placed on the agenda and introduced to the members at the next meeting. Any discussions at the time will be tabled until the board has had time to review it.

Section 2 Awards - All awards will be distributed at the event. Any Phantom Vettes' awards will be distributed at the next available general membership meeting. Annual awards will be distributed at the Holiday Banquet.

Section 3 Club rules

- a. Website - Purpose of the Web site is to keep the membership informed about events occurring in the region. The Web master will ensure the web site is operational and submit any invoices for the operation of the website to the treasurer for payment. Club will maintain and post information relating to Club Sponsors on the Website
- b. Legal documents will require the signatures of all necessary officers as required and or called for. Any and all debit cards and checkbooks will be in the possession of the treasurer.
- c. Members are encouraged to have a Phantom Vettes Inc., emblem on a window on their corvette.
- d. All donations for Charities will have a written receipt for the donation made. Donation receipts to the Club will have a receipt and a thank you letter/note to the donor. Donations to the Club must be made by check. Donations will be detailed in the monthly financial report prepared by the Treasurer. No donations by the Club will be made to any organization that is not a Tax-Exempt Charity or a Non-Profit Organization.
- e. Holiday Party will be held in January of each year.
- f. Gross income to the club may not exceed \$10,000 in any calendar year.
- g. Member reimbursement must have a receipt for any reimbursable item. No receipt no reimbursement.
- h. The Club, because it is incorporated and listed as a 501(c)7, is not tax exempt. Therefore, all purchases by the club will include sales tax paid at the time of purchase.
- i. Club will be incorporated and have all documents filed with the state and federal governments on time.
- j. Event proceeds disbursement - Disbursement of donations to Charities must be made prior to the end of the calendar year.

Section 5 Reimbursement

- a. Officers and Members must have expenditures approved by the membership prior to the expenditure. The only exception is to the President who can make expenditures not to exceed \$100.00 without prior approval. Receipts for all expenditures must be provided to the membership for approval prior to reimbursement being made.

Section 6 Impeachments & Disbarments Any member has the right to bring charges against any other member. A valid reason for disbarment or impeachment must be provided and the Board of Directors will issue a decision on whether to bring the charge to the general membership for a vote. Any member may appeal the decision to the Board of Directors. However, if they conclude with the same conclusion as the general membership then the verdict is final.

Section 7 Expulsion/Suspension - Members may be terminated for infractions of club rules, false information on membership application, convictions of DUI, and/or actions that would be detrimental to the club, i.e., reckless driving at a club event, or public display causing embarrassment to the club.

Section 8 Resignation - Any member or Officer may resign from the club or club duties by providing a written resignation to the Board of Directors, who will notify the Officers.

Section 9 Sponsors - The Club will attempt to get a sponsorship by one the area Chevrolet Dealerships. Club will attempt to get other companies to sponsor club activities.

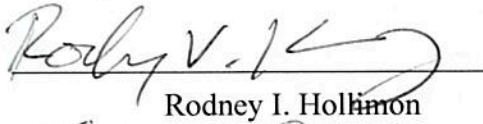
Ratification of Phantom Vettes Inc., By-Laws by vote of the membership on January 10, 2023.

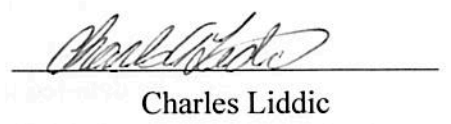

Patrick Frances

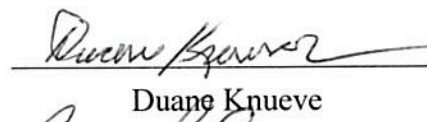

Bruce Crawford

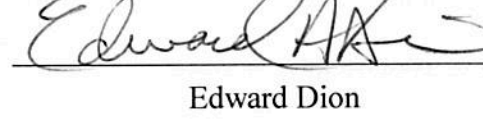

Robert Simpson

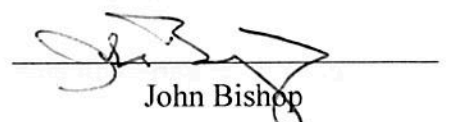

Henry L. Braun

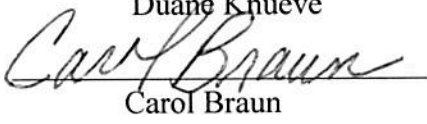

Rodney I. Hollimon


Charles Liddie


Duane Knueve


Edward Dion


John Bishop


Carol Braun