

Bylaws Of The Rocky Mountain CORSA Corvair Club

ARTICLE I. – ORGANIZATION

SECTION 1. Name: The name of the Club is the Rocky Mountain CORSA Corvair Club, Inc., herein called the "RMC", or the "Club".

SECTION 2. Club Affiliation: Rocky Mountain CORSA Corvair Club is a chartered chapter (#802) of the Corvair Society of America (COSA) and is registered as a Nonprofit Corporation with the State of Colorado under ID #19871263551 [COSA SOCIETY OF AMERICA (ROCKY MOUNTAIN CHAPTER)]

SECTION 3. Emblem: The Club emblem shall be:



SECTION 4. Website: <http://www.rockymountaincorsa.org>

SECTION 5. Newsletter/Communication: Formal communications with the membership will be by means of the monthly Club newsletter entitled *The Denvair News*.

ARTICLE II - PURPOSE

The purpose of the RMC is to encourage the preservation, restoration, and enjoyment of all Corvair cars, trucks, and related vehicles.

ARTICLE III - MEMBERSHIP

SECTION 1. Classes of Membership: Any person of good character having an interest in Corvairs is eligible for recommendation for membership. A person need not own a Corvair in order to qualify as a member. Transfer of membership is not approved.

- A. **Active Membership:** Membership, as the word is used herein, shall be limited to those persons who have paid their dues in accordance with Section 3, below. The active membership shall include the primary member, his/her spouse/partner, and immediate family members of their household less than 18 years of age.
- B. **Lifetime Membership:** Any person who has commended him/herself to Club esteem may be provided a lifetime membership when nominated by a member of the Club and approved by 2/3 majority of the members present. Lifetime members shall have dues waived, shall receive a subscription to the newsletter, shall have the right to vote, but shall not hold office.

SECTION 2. Eligibility of Membership: As a supporting, incorporated chapter of the Corvair Society of America (COSA), RMC members are encouraged to join COSA, but are not required to be members of the national organization to be eligible for membership in the RMC.

SECTION 3. Dues: The annual dues shall be determined by the Board of Directors, and reviewed each year. Dues shall be paid by the member and collected by the Treasurer, for a period of one year, each January.

To maintain member status, one must pay annual dues in accordance with the Standing Rules and General Policies.

SECTION 4. Code of Conduct: Any problem which involved the RMC should be brought to the attention of the President of the RMC.

Misuse of the RMC website, Facebook page, RMC List email distribution, Club emblem, or branding will not be tolerated, and may result in termination of membership privileges.

The Club membership roster will be provided to members, and that information is not to be distributed outside of our membership. Club members may use the Club roster for personal and Club related purposes only.

SECTION 5. Termination: Any member may be considered for termination by a majority vote of the Officers of the RMC, for any action determined not to be in the best interest of the RMC.

The Board of Directors shall have the authority to refuse or revoke membership for just cause, based on an approved recommendation by the Officers of the RMC. Dues and fees are non-refundable to terminated members.

SECTION 6. Resignation: Any member may resign by submitting a letter of resignation to any member of the RMC Board of Directors. His/her resignation is effective upon receipt. Dues and fees are non-refundable.

ARTICLE IV - OFFICERS

SECTION 1. Officers: The elected Officers of the RMC shall be: President, Vice President, Secretary, and Treasurer.

A member elected to the position of President or Vice President shall hold that position for no more than three consecutive one-year terms.

Any Officer can be removed from office by a majority vote of the membership, when it is in the best interest of the Club.

Any Officer can resign by giving notice to all Officers.

SECTION 2. Election: A call for volunteers to serve as Officers and board members will be announced at the October meeting. Nominations for Officers and board members shall be submitted and accepted to the ballot during the November meeting.

Only members shall be entitled to submit a nomination. No person shall be a candidate for an office, or Board position, unless they have been a member of the RMC for at least one year. This requirement can be waived by the Board. Only members over the age of 18 years of age shall be entitled to volunteer for a position, or submit a nomination.

Officers will be elected by majority vote of the members present at the December meeting, and will take office on January 1. If there are only two candidates on the ballot, and there is a tie in the voting, the winner will be decided by a coin toss. If no nominations are received for an office, or Board position, the Board of Directors may select a candidate to fill the position.

Each officer will serve for one year, or until his/her successor is elected, except for the office of Vice President which will act as President in the event of the incapacitation or resignation of the President.

SECTION 3. Duties of the Officers:

A. President:

- 1) Shall be the principle executive Officer and shall preside over all meetings of the members, and of the Board of Directors, and shall perform the duties usually charged to such office.
- 2) Shall be responsible for notifying the Board of Directors of the date, time and place of Board meetings.
- 3) Shall verify all votes, either through a show of hands or ballot, as correct and accurate, and that the votes cast were Club members authorized to cast a ballot.
- 4) Shall be responsible for representing the RMC in any external affair, unless that responsibility has been duly delegated.
- 5) Has the authority to appoint such committees and chairpersons as he/she deems necessary and will outline the specific duties and responsibilities. All findings and proposals from a committee, to the general membership, must have been approved by a majority of the entire committee.
- 6) Shall appoint a Membership Chair, Activities Chair, Newsletter Editor, Webmaster, and Auditor.
- 7) Shall act as equipment custodian for all RMC Club property (banners, merchandise, etc.).
- 8) Shall be authorized to write checks on the Club checking account and use the Club debit card.
- 9) Shall, as a member of the voting body, have exactly the same rights and privileges as all other members have, including the right to make motions, to speak in debate, and to vote on all questions. In voting on Board matters, the President's vote will break a tie vote.
- 10) Shall serve as Back-Up Administrator and Moderator of the CORSA supported, secure email distribution list, "RMC List".

B. Vice President (VP):

- 1) Shall act for the President in his/her absence.
- 2) Shall coordinate with the Activities Chair to ensure that the proper "Request for Certificate of Insurance" has been made to CORSA, within the stated time frames, and that scheduling is arranged for each applicable event.

- 3) Shall have responsibility for quality control and accuracy of the RMC web site content.
- 4) Shall proofread the final draft Denvair News newsletter, prior to publication by the Newsletter Editor.

C. Secretary:

- 1) Shall keep the minutes of the membership and board meetings.
- 2) Shall provide the minutes of meetings to the President and VP for review and concurrence.
- 3) Shall submit reviewed minutes to the Newsletter Editor for publication in the next newsletter.
- 4) Shall conduct the official correspondence of the Club and be responsible for checking the Club's P.O. Box before each regular meeting.
- 5) Shall be responsible for maintaining the most current approved, and ratified copy of the Club Bylaws, in both electronic and hard copy formats.

D. Treasurer:

- 1) Shall be responsible for conducting all financial affairs of the Club.
- 2) Shall provide a report at all membership meetings on the financial condition of the Club.
Shall make a year-end financial report to the Club, at its February meeting
- 3) Shall be authorized to write checks on the Club checking account and use the Club debit card.
- 4) Shall collect and account for all moneys paid to the Club, whether for membership dues, advertising, or otherwise.
- 5) Shall file with the Executive Secretary of CORSA, by March 1st of each calendar year, a Chapter membership roster, a list of Chapter Officers, name and address of the primary RMC CORSA contact person, a current website address, and time and location of meetings.
- 6) Shall pay the annual CORSA Chapter Administrative Fee, as determined by the CORSA Board.
- 7) Shall file the Periodic Report for the RMC with the Colorado Secretary of State, prior to January 31st of each year. This will be accomplished on-line through the Secretary of State's website.

ARTICLE V - APPOINTED CHAIRPERSONS

SECTION 1. Duties of the Chairpersons:

A. Membership Chair:

- 1) Shall serve as the single point of contact for all RMC membership issues.
- 2) Shall be a "champion" for the Club, attending Club and local public car related events where prospective members can be solicited.
- 3) Shall own the content and distribution of the Club's Membership Application, ensuring the most current version is always available on the Club's website.
- 4) Shall be responsible for the sponsorship of prospective members, and that prospective members have full knowledge of membership requirements and responsibilities.
- 5) Shall ensure that prospective members are made aware of upcoming events and activities.
- 6) Shall own the vendor relationship for acquiring Club name badges, negotiating the best possible cost associations for the Club.

- 7) Shall be responsible for ordering RMC name badges for all new members within 10 days of application approval, and replacement badges for all current members, as needed.
- 8) Shall send all new members a "Welcome to the Club" email within five days of receipt of a new member application approval.
- 9) Shall serve as Administrator and Moderator of the CORSA supported, secure email distribution list, "RMC List", backed-up by the Club President.
- 10) Shall maintain an accurate and up-to-date roster of all Club members, based on current dues paid. This roster will also serve as the Club's official Membership Roster, and, at a minimum, will include:
 - a. The member's name.
 - b. The spouse's/partner's name, and included family members (if applicable).
 - c. The member's primary mailing address (Google verified).
 - d. The member's primary contact number.
 - e. The member's primary email address.
- 11) Shall distribute a copy of the official Membership Roster to all members during the March business meeting, and, as requested throughout the year.

B. Activities Chair:

- 1) Shall be responsible for planning, scheduling, coordinating, and communicating Club sponsored activities of the RMC.
- 2) Shall coordinate with CORSA and RMC VP to ensure that the proper liability insurance verifications have been made for each applicable event (Request for Certificate of Insurance).
- 3) Shall coordinate with the President to ensure meeting agenda provides time to accommodate activities or entertainment planned for the Club's general membership meetings.
- 4) Shall provide to the Newsletter Editor and Webmaster, updates to the Club's Activities, on a monthly basis for publication in the newsletter and on the Club website.

C. Newsletter Editor:

- 1) Shall be responsible for the monthly publication and distribution of "The Denvair News", both electronically (email) and USPS (mailing). Official distribution of "The Denvair News" will be limited to current members in good standing, the Secretary of CORSA (per CORSA Chapter Plan guidelines), and the RMC Webmaster, for immediate posting on the Club's website.
- 2) Shall take pictures at meetings and events for use in the newsletter.
- 3) Shall publish the newsletter at least four times per calendar year.
- 4) The Editor does not have to be a member of the Club.

D. Webmaster:

- 1) Shall maintain accurate and up-to-date Officer contact information on the Club's website.
- 2) Shall post an accurate and up-to-date calendar of events on the website to publicize monthly business meetings and Club activities.
- 3) Shall post a copy of the most recent Club newsletter for prospective members to review.
- 4) Shall maintain a historical index of previous newsletters for at least the past three running calendar years.
- 5) Shall take pictures at meetings and events for use on the website and social media, as needed.

- 6) Shall update the website landing/home page with new Club events, as needed.

E. Auditor:

- 1) Shall audit the financial books in January and report to the membership during the February meeting on said audit.
- 2) Shall not concurrently hold an elected office or Board of Directors position.

ARTICLE VI - MEETINGS

SECTION 1. Regular Meetings: The business of this Club shall be conducted at regular monthly meetings of the membership.

Regular monthly meetings of RMC will be held at a time and location, as determined by the President.

SECTION 2. Voting: Each member, as defined in Article III, Section 1a, over the age of 18, shall have one vote on any question, including election of Officers or the amendment of these bylaws.

All actions will be "show of hand" vote, unless a roll call or secret ballot is requested. General business of the Club shall be decided by majority vote of the membership present.

A vote by proxy, or absentee ballot, will be allowed if delivered to a member of the Board, by a member, prior to the meeting.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1. Board Composition: Board of Directors shall consist of the elected Officers (President, Vice President, Secretary, Treasurer), the immediate past President, and one Member-At-Large from the general membership. The Member-At-Large shall be elected in accordance with Article IV, Section 2.

The Board of Directors of the Club shall have general management and control of the affairs of the Club, and shall faithfully perform the duties of their office.

SECTION 2. Board Meetings: The Meetings of the Board of Directors may be called by the President, or any two other members of the Board, after giving reasonable prior notice to all Board members. A quorum for the meetings of the Board of Directors will be three and majority vote will prevail. In the event of a tie vote, the President's vote, or the Vice-President's vote in absence of the President, shall be the deciding vote.

SECTION 3. Duties of the Board of Directors:

A. Board Members:

- 1) Shall attend Board Meetings.
- 2) Shall maintain the RMC bylaws.
- 3) Shall collect recommendations from Club members regarding "RMC Standing Rules and General Policies" for discussion at Board Meetings.
- 4) Shall approve or reject RMC Club major expenditures in excess of one hundred dollars.

- 5) Shall review and approve or reject issues requiring a vote of the members.
- 6) Shall review and approve or reject donation requests to/from charitable organizations.

ARTICLE VIII - PERSONAL LIABILITY

SECTION 1. Policy: The name of Rocky Mountain CORSA Corvair Club, or any subdivision thereof, shall not be associated with any commercial enterprise for business and no member will participate in the promotion of any commercial enterprise in a manner implying sponsorship of, or by, Rocky Mountain CORSA Corvair Club.

ARTICLE IX - DISSOLUTION

SECTION 1. Dissolution: If for any reason this Corporation is disbanded or dissolved, any property held in the corporate name shall be liquidated and turned into cash in accordance with the decision made by the then members. After all Corporation liabilities have been paid, the remaining cash shall be donated to the Club charity that has been designated for that year or. If there is no charity, the cash shall be divided among the paid members. Dissolution of the Corporation shall be made in accordance with all applicable Federal and State of Colorado laws.

ARTICLE X - AMENDMENTS TO THE BYLAWS

SECTION 1. Amendments: Any member in good standing may propose an amendment to the bylaws by submitting it in writing to at least one member of the Board of Directors. Such proposals will be included in the notice of the next meeting of the Board.

Changes or amendments to these bylaws may be made by the Board of Directors of the RMC, with approval of the membership. Normally this shall be done by two readings or distribution of the bylaws to the membership (email or USPS), and a vote then taken at a general membership meeting.

All actions regarding amendments to the bylaws will be governed by a two-thirds (2/3) majority of the membership present at a general membership meeting.

It is the intent of the RMC to review and update these bylaws, if necessary, every three (3) years.

These bylaws were approved by the general membership on: November xx, 2018

RMC STANDING RULES

The bylaws state who we are and what we do. The Standing Rules state how we want to operate, and can be changed by a majority vote of the Board of Directors.

FINANCIAL POLICY

A. Dues: Dues shall be assessed as follows:

- 1) **RMC Membership:** \$25.00 per year, payable each year during the month of January for the current year. New members joining after July 1 will pay one-half (1/2) the annual dues for that year. If any member does not pay his/her year's dues by the end of February, the Club shall remove their name from the official Club roster, and the individual will need to reapply for membership in the Club.
- 2) **CORSA Chapter Administrative Fee:** Under the CORSA Chapter plan (approved: 6/29/18); A Chapter administrative fee shall be imposed annually upon all CORSA Chapters. The amount of the administrative fee will be set by a majority vote of the CORSA Board of Directors. This fee will be paid, by the RMC, to the CORSA Treasurer, by the end of January, each year.

B. Fees: Fees shall be assessed as follows:

- 1) **Name badges:** \$0 will be assessed for each new member 18 yrs of age or older. An \$8 fee will be charged for each family member badge under 18 yrs of age, and for all duplicate and/or replacement badges.
- 2) **Newsletter subscription:** Newsletter subscription cost for members receiving electronic email copies shall be free. Those members receiving hard copies of the newsletter via USPS (having no email address) shall have a \$12 per year "administrative fee" added to their annual dues, to offset the cost of printing and mailing the newsletter, to be paid to the RMC Treasurer at the same time as they pay their dues.
- 3) **Special Events:** Entrance and/or participation fees will vary based on vendor and location.
- 4) **Advertising:** See "Advertising" section below.

ADVERTISING

Requests to advertise in the Club's newsletter or on the Club's website, shall be approved by a majority vote of the Board of Directors.

A. Business Advertising: Advertising business services of non-members will be; Business card sized ads = \$2.50 per month, 1/4 page = \$5.00, 1/2 page = \$7.50, Full page = \$10.00. To simplify accounting, business advertisers will be asked to pay in advance for either six or twelve months advertising. Electronic copies of ads may be sent directly to the Club President via email. All checks for advertisements should be made out to "RMC" and mailed to RMC, c/o RMC Treasurer, 3240 Billings St., Aurora, CO 80011-2231.

B. Classified Ads: Simple classified ads for Cars or Parts For Sale, or Wanted, are free to RMC members, limited to 25 words, and may include a photo.

Non-members will be charged \$5.00 per month. For larger ads, please see "Business Advertising" above for appropriate pricing. Electronic copies of ads may be sent directly to the Club President via email. All checks for advertisements should be made out to "RMC" and mailed to RMC, c/o RMC Treasurer, 3240 Billings St., Aurora, CO 80011-2231.

GIFT EXPENDITURES

- A.** The Secretary shall be allocated up to \$75 for purchasing a card and/or gift for current Club members who have had a serious hospital stay or a death in their immediate family (i.e., mother, father, sibling, spouse or child). Receipts for all purchases shall be submitted to the Treasurer.
- B.** The Secretary shall be allocated up to \$10.00 to purchase and send a card to a significant past/present Club member who has had a serious illness. Receipts for all purchases shall be submitted to the Treasurer.

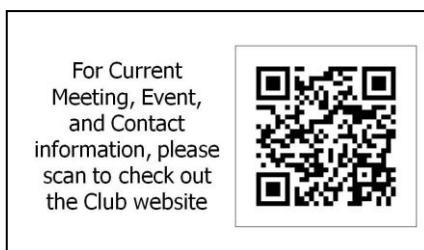
PUBLICATIONS AND BRANDING POLICY

- A. Newsletter Publication:** Composition, structure, and content of the newsletter are the responsibility of the Editor. Articles to be published in the newsletter must be submitted to the Newsletter Editor no later than the 15th of the month, prior to the month in which it should be published.
- B. Newsletter Distribution:** Receipt of the monthly newsletter is a privilege of membership, and will be distributed in accordance with Article V, Section 1.C. of the bylaws. Distribution of the newsletter, both electronically and in hard copy, is the responsibility of the Newsletter Editor. The newsletter will be emailed to all members via the RMC List secure email distribution list only. The newsletter will be mailed via USPS to all members without a valid email address. The initial electronic distribution (email) will include Chapters@corvair.org in the copy field. Receipts for all printing and postage costs shall be submitted to the Treasurer.
- C. Minimum Content Requirements:** The Denvair News, at a minimum, shall include the following information:
 - 1) Minutes of recent meeting activity and discussion, as provided by the Secretary.
 - 2) A three-month rolling calendar of upcoming events, with details as necessary for the membership's planning purposes.
 - 3) A roster of the Officers, Board of Directors, and appointed Chairpersons, along with phone and email contact information for the President and Vice President.
 - 4) List of new members with bio, and picture, if possible.
 - 5) Additional content as directed by the President or VP.
- D. Use of the RMC Club Emblem:** Any use of the Club's emblem, as pictured in Article I, Section 3, without prior, formal approval by the Board is not authorized. Violators of this policy will be subject to the provisions of Article III, Section 4, Code of Conduct. Use of the Club's emblem or RMC branding is currently authorized for the following purposes:
 - 1) **Merchandise** - The highest quality resolution color image should be used for any merchandise (banners, shirts, cups, badges, etc.).

- 2) **Social Media** (Facebook, Pinterest, etc.) - At a minimum, the Club emblem, in full color will be displayed on the main landing page of any Club sanctioned social media platform.
- 3) **Website** - At a minimum, the Club emblem, in full color, will be displayed on each web page/tab.
- 4) **Newsletter** - At a minimum, the Club emblem, in full color, will be displayed on the front cover of the newsletter.
- 5) **Business Cards** - There will be only one, Board approved, business card used to represent the Club. The current business card in use by the Club is:



(Front)



(Back)

The minimum content on the card will be:

- a. The Club's mailing address (front)
- b. The Club emblem, in full color (front)
- c. The Club's website address (front)
- d. Quick Response (QR) code directing the user to the club's website (rear)

CLUB CHARITY

The Club shall seek out opportunities of engagement with the local community. Club supported charity shall be to local not-for-profit organizations. Any charity donation requests must be made to the Board of Directors prior to going before the business meeting. The Board will make its recommendation at the following business meeting, to be voted on by members present. If approved, the donation will be made to the charity, by way of a check written from the Club's treasury.

These Standing Rules were approved by the Board of Directors on November xx, 2018