

BYLAWS
of the
CACTUS CORVAIR CLUB, INC.

ARTICLE I

OFFICES AND CORPORATE SEAL

1. PRINCIPAL OFFICE. In addition to its known place of business, which shall be the office of its statutory agent, the corporation shall maintain a principal office in Maricopa County, Arizona.
2. OTHER OFFICES. The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the board of directors, and the business of the corporation may be transacted at such other offices with the same effect as the conducted at the principle office.
3. CORPORATE SEAL. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but nevertheless if in any instance a corporate seal be used, the same shall be, at the pleasure of the officer affixing the same, a circle having on the circumference thereof CACTUS CORVAIR CLUB, INC., and in the center "Incorporated 1978".

ARTICLE II

MEMBERSHIP

1. GENERAL. Membership in the club shall be granted to those in agreement with its objectives. Ownership of the marquee cars is encouraged, but is not, however, a condition for membership. There shall be no provision made restricting membership due to race, creed, color, sex or age. Any person can be a guest at Cactus Corvair Club meetings three times only- at which time that person will be required to either join Cactus Corvair Club or is denied membership will not be permitted at any business meeting and all future events sponsored by Cactus Corvair Club.
2. CLASSIFICATION. Membership shall be limited to that person of legal age intered in the aims and purposes of the Club. They shall have full memberhip privileges on the chapter level including voting and holding office. Family: a family membership shall be limited to those persons of legal age intered in the aims and purposes fo the Club. They shall have full membership privileges on the chapter level including voting and holding offices. Thsi membership shall also include minor children until the age of 18. These minors shall have full membership privileges on teh chapter level, excluding voting and holding office. Honorary: an honorary member is a person upon which the board of directors confers complimentary membership for outstanding service to the Club. Honorary members shall not vote or hold office. They shall not be required to pay dues.

3. CHARTER MEMBERS. Charter members of the CACTUS CORVAIR CLUB, INC., shall be those individuals on the membership rolls as of the time the articles of incorporation are filed, however, chapter members of the CACTUS CORVAIR CLUB are those whose dues were paid as of Dec. 4, 1963.

4. APPLICATIONS. Membership applications shall be required of all applicants and must receive approval by two-thirds vote of the board of directors.

5. VOTES. Membership listed on the Club books as paid and bearing current membership cards are entitled to vote.

6. ADDRESS. It shall be the responsibility of each member to notify the Treasurer or member of the board of any address or telephone change.

ARTICLE III

MEETINGS

1. NUMBER. The club shall have at least 10 (10) regular scheduled meetings per year for the membership at large.

2. ANNUAL MEETINGS. Annual meetings of the membership shall be held on the first Wednesday in November, if not a legal holiday, then on the next secular day following, or at such other date and time as shall be designated from time to time by the board of directors, and stated in a notice of the meeting. At the annual meeting, the membership shall elect a board of directors, as defined in Article IV, Sec. 1, of the Bylaws, and transact such other business as may be properly brought before the meeting.

3. NOTICE OF ANNUAL MEETING. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each member of record entitled to vote at such meeting prior to but not more than fifty days before the date of the meeting. A prepaid mailing and/or email of the club newsletter with notice of the meeting to the membership shall suffice for such notification.

4. REGULAR MEETINGS. The ten (10) meetings shall be held on the first Wednesday of the month. Special meetings shall be held as directed by the President, unless otherwise ordered by the Board of Directors or the membership. Notice of such special meetings shall be given to members by mail and/or email and/or telephone.

5. QUORUM AND MAJORITY REQUIRED. A quorum shall consist of the voting members present at a regular meeting or special meeting as defined in Article III, Sec. 4 of these Bylaws. When a quorum is present at any meeting, the vote of the whole of the majority voting power present, shall decide any question brought before such meeting, unless the question is one upon

which, by express provisions of law, the Articles of Incorporation, or by Article IX of these Bylaws, a different vote is required, in which case such express provision shall govern and control a decision of such question.

ARTICLE IV

DIRECTORS

1. BOARD. The governing body of this Club shall consist of a Board of Directors with one (1) Director for every (10) membership; at the time of the annual nominations for the Board, but, not less than (7) members unless the club membership falls to less than 30 members. Membership will elect the President, Vice President, Secretary and Treasurer at the Annual October Meeting.
2. MEETINGS. The president shall call at least one board of directors meeting each ninety (90) days. Should he fail to do this, a meeting can be called by any three (3) members of the board of directors. Sixty (60) percent of this board of directors shall constitute a quorum. All matters presented to the board of directors shall be decided by a majority of the directors present and voting, except as required by other provisions of these Bylaws.
3. VACANCIES. A vacancy or vacancies shall be deemed in case of death, resignation, or removal of any director. Vacancies occurring during the course of any given year shall be filled by special election at the succeeding regular meeting of the membership, and the director(s) so elected shall hold office until the expiration of the term of office of the director(s) whom they are elected to succeed.
4. RECALL. Any member of the board of directors is subject to recall by a majority vote of the membership. Upon such recall, the position on the Board shall immediately become vacant and shall be filled as provided in Sec. 3 of Article IV.
5. ABSENCES. Any member of the board of directors who shall absent himself from two (2) successive Board meetings shall be subject to recall by a majority of the remaining board of directors. Such a recall shall be deemed a vacancy and shall be filled as provided in Sec. 3 Article IV.
6. POWERS. Subject to any limitations in the Articles of Incorporation, all Club powers shall be exercised by the board of directors. Without prejudice to such general powers, it is hereby expressly declared to the Directors shall have the following specific powers; to wit:
 - a. To conduct, manage and control the affairs and business of the Club, and to make such rules and regulations therefore, not inconsistent with the Bylaws or with the Articles of Incorporation, as they may deem best.
 - b. To change the principal office of the Club from one location to another within the same county, and to designate any place within or without the State of Arizona for the holding of any of the Directors meetings.

c. To prescribe the course of procedure to be followed by the membership in the course of any event sponsored by the Club.

d. To grant complimentary Honorary membership to such distinguished persons rendering outstanding service in the furtherance of the purpose of the Club as, in the sole discretion of the Board, may be deserving such Honorary membership.

e. To keep a complete record, showing in detail, the condition of the affairs of the club and to present a full statement of such at the regular meeting.

f. To appoint and remove all agents and employees of the Club, at their discretion and on approval of the members.

g. To select one or more banks to act as depository of the funds of the Club; all checks must have the signatures of two of the following: president, vice-president, treasurer.

7. TERM OF OFFICE. The term of office for all Directors shall be for one year commencing in November.

ARTICLE V

OFFICERS

1. DESIGNATION OF TITLES. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. The board of directors may also choose a Chairman of the Board, additional vice-president, and one or more assistant secretaries and assistant treasurers. Any number of offices except for the offices of President and Secretary may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide.

2. PRESIDENT. The President shall be the chief executive officer of the Club and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and affairs of the Club, including appointment of committees, and signer of Club checks with the treasurer. President shall be ex officio, a member of all standing committees, and shall have the general powers and duties of the management usually vested in the office of the President of a club and shall have such other powers and duties as may be prescribed by the board of directors or by the Articles of Incorporation and Bylaws.

3. VICE-PRESIDENT. The Vice-President, in the absence or disability of the president, shall perform all of the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions of, the president. The Vice-President shall act as the Club's Event Director and as such shall be in charge of the schedule of events and shall work in the advisory capacity with the Eventmaster and all club events. The Vice-President shall have such powers and perform such other duties, from time to time, as may be prescribed by the board of directors or by the Articles of Incorporation and Bylaws.

4. SECRETARY. The Secretary shall attend all meetings of the board of directors and all regular membership meetings and any special meetings as provided for and in these Bylaws, and shall keep at such place as to the board of directors may order, a book of minutes of all such meetings with the time, place or holding and the proceedings thereof. The Secretary shall keep a record of attendance of the members of the board of directors at all board meetings; a register of guests who attend regular meetings and their addresses, and shall handle all club correspondence. The Secretary shall have such other powers and perform such other duties from time to time, as may be prescribed by the board of directors or by the Articles of Incorporation and Bylaws.

5. TREASURER. The Treasurer shall maintain all club records not specifically designated to the secretary, and shall keep adequate records of income and disbursements of the club funds. These records are open, however, to inspection by any member at any reasonable time. The Treasurer shall be bonded at club expense when the sum in the club accounts exceeds Seventy Five hundred (\$7,500.00) Dollars for three (3) consecutive months. The Treasurer shall have such other powers and perform such other duties from time to time, as may be prescribed by the board of directors or by the Articles of Incorporation and Bylaws.

ARTICLE VI

ELECTION OF DIRECTORS

1. NOMINATING COMMITTEE. The president shall appoint a Nominating Committee at the regular meeting prior to the October meeting. The Committee is to place in nomination at the October meeting.

2. NOMINATIONS. Nominations for the board members shall be held on the First Wednesday in October. Nominations from the floor are in order. Nominations are closed when this meeting is adjourned. A complete list of all nominees shall be published in the club newsletter and mailed and/or emailed to all voting members prior to the election.

3. ELECTION. The election shall be held at the annual meeting on the first Wednesday in November, or at such other times as the annual meeting is held. Election of office requires a majority of the votes cast for that office. Members shall vote for the same number of Directors as there are vacancies available for Director Positions.

4. ASSUMPTION OF DUTIES. The new Directors shall take office on December 1 and may be officially installed at the annual dinner.

ARTICLE VII

DUES AND FEES

1. MEMBERSHIP DUES. The annual membership dues and initiation fees for the same shall be determined from time to time by two-thirds vote of the board of directors. All dues and fees will be paid in full to the Treasurer at the time application is made to the Membership Chairperson.
2. DELINQUENT DUES. A member becomes delinquent when his dues are two (2) months past due. When delinquent, he cannot vote or hold office.
3. ASSESSMENTS. The membership shall not be subject to assessments of any type.
4. EVENT FEES. Fees charged at club events shall be determined by the board of directors on the recommendation of the Event Chairperson. For any event, the minimum fee shall be \$2.50. An Event Chairperson may, if he feels that the event is capable of sustaining itself financially, petition the Board for waiver or reduction of the entry fee. Said waiver shall be granted by not less than a two-third approval vote of the Board.

ARTICLE VIII

PROXIES

1. PROXIES. Voting by proxy is prohibited.
2. ABSENTEE BALLOTS. Absentee ballots shall be accepted when signed and submitted to an officer or director prior to the election, or a form approved by the board.

ARTICLE IX

AMENDMENTS

1. AMENDMENTS. The Bylaws shall be amended or repealed as follows:
 1. Printing and mailing the proposed change to the membership prior to voting, and;
 2. presentation of the change to the membership at the next regular meeting, and;
 3. approval by two-thirds of the voting members present at a meeting noticed for the purpose of altering the Bylaws.

ARTICLE X

DISOLUTION

1. PROCEDURE. The Club is a non-profit corporation and may be dissolved only in accordance with the provisions of the law applicable. It is the intent of the organization to adequately take care of all its debts and obligations and distribute remaining assets, if any, to another non-profit educational or charitable organization as determined by the existing Board of Directors at the time of dissolution.

ARTICLE XI

TERMINOLOGY

1. CONTEXT. Whenever the context of these Bylaws so require, words in the masculine gender include the feminine and neuter; the singular includes the plural, and the plural, and the singular.

ARTICLE XII

EVENTS

1. EVENTMASTER. The Eventmaster may be appointed by the Board or the President. The Eventmaster, for each club event, be it open or closed, shall give a brief summary and be able to answer pertinent questions concerning his event at the first Board meeting both prior and subsequent to the event. The Vice-President shall be responsible for informing each eventmaster of the time and place of the Board meeting.

ARTICLE XIII

PARLIAMENTARY PROCEDURE

1. AUTHORITY. Robert's Rules of Order, Revised shall be used to decide all questions of parliamentary procedure.

ARTICLE XIV

EMBLEM, CLUB TRADE NAME AND AFFILIATION

1. NAME AND DESIGNS. The club emblem shall be as illustrated below.

2. CLUB AFFILIATION. The non-incorporated club was a Charter Chapter of the National Corvair Society of America, also known as CORSA. This club and its members may conform to applicable requirements of CORSA Chapters, where not inconsistent with the Bylaws.

ARTICLE XV

POWER AND HOLD PROPERTY

1. The corporation shall hold only so much real property as is reasonably necessary for the objects of the corporation, however, the corporation may hold, for ten (10) years, any real property acquired in the payment of a debt by foreclosure or otherwise, or by gift or demise, and real estate exchange therefore.

President

ATTEST

Secretary

Date _____

