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**By-Laws of
NCCC PA. EAST REGION, INC.**
Adopted 1/21/89
(Revised 05/21/20011)

PREAMBLE

This document is intended to formally codify the traditions, rules and operating procedures of the NCCC PA. EAST REGION as incorporated in Pennsylvania so that its actions may be conducted in a uniform manner from year to year. Any procedures described herein shall not be in conflict with the By-Laws, Standing Rules Policies and Procedures, and/or Competition Sanction Program Handbook of the National Council of Corvette Clubs (NCCC).

ARTICLE I

The name of this organization shall from this time forward be known as the NCCC PA. EAST REGION, INC. commonly referred to a "NCCC East Region" and herein referred to as the REGION. The REGION shall be operated under the guidelines of the National Council of Corvette Clubs, Inc. (NCCC) By-Laws, Standing Rules Policies and Procedures, and/or Competition Sanction Program Handbook. In addition, the REGION By-Laws and Standing Rules Policies and Procedures will apply to the REGION's clubs, their members, and REGION Members-at-Large.

ARTICLE II

Object

In order to promote interest in Corvette automobile ownership and operation and to that end to collect, receive, learn, disseminate, and publish information relative thereto and further establish an organized effort to encourage others to participate in the ownership and enjoyment connected with the use of said automobile and to that end to hold meetings, affairs, rendezvous, and other gatherings, public or private, in furtherance of said purpose. The REGION, chartered as a non-profit organization that is non-discriminating to race, color, creed, or sex, hereby adopts these By-Laws as hereinafter set forth.

ARTICLE III

Membership

SECTION 1. Individual membership shall comply with the NCCC By-Laws Article III, Sections 1 through 6.

SECTION 2. A club's membership in the REGION shall coincide with boundaries set forth by NCCC in the current Competition Sanction Program Handbook.

ARTICLE IV

Board of Governors

SECTION 1. Definition

The business and affairs of the REGION shall be managed by its Board of Governors. Each recognized Club shall elect or appoint one individual member to serve as the Club Governor. Governors of each club in the REGION shall collectively constitute the Board of Governors for the REGION. Each Governor shall have one (1) vote at all meetings of the Regional Board of Governors.

SECTION 2. Meetings

Regular meetings of the Board of Governors shall be held (periodically) at a time and place announced by the Regional Executive (RE). Special meetings of the Board of Governors may be called by the RE upon written request. Written notification of regular or special meetings stating the time, place, and purpose thereof shall be sent to each Governor by the Secretary of the REGION at least 15 days prior to the date of such meeting, with an agenda to accompany the notice. Notification may be by any communications media in which receipt of the communications is verifiable. The Secretary shall also post a publically accessible notice of the meeting date, time, and place. These meetings shall be open to any NCCC person, but only the Governor or his/her authorized representative may vote.

SECTION 3. Attendance

Each club must be represented by the Governor at a majority of the regularly scheduled meetings of the Region each year. Should a Governor not be able to attend a meeting, he/she must assign an authorized representative or submit a proxy by prior notification to the Secretary of the REGION by any communications media in which receipt of the communications is verifiable. The representative must be a Member of the Club represented and will have the same voice and rights as the Governor. Alternatively, the Governor may notify the Secretary in writing authorizing the Regional Executive to represent him/her by proxy.

SECTION 4. Quorum

Fifty-one percent (51%) of the then duly elected Governors present in person, or club representatives or proxies shall constitute a quorum for the transaction of business. Actions taken at a meeting without a quorum present or without a meeting being called shall be submitted to the Board of Governors in writing for approval. If a majority of the Board of Governors consent in writing, by any communication media in which receipt of the communications is verifiable, to any action taken at a meeting without a quorum present or without a meeting being called, such action shall be a valid regional action as though it had been duly authorized at a meeting of the Board of Governors.

SECTION 5. Governor Duties

The duties of the Governors, in addition to those listed in the NCCC By-Laws and Competition Sanction Program Handbook, shall include:

- A. Turn in signed and witnessed proxies for all NCCC National Governor meetings, as required by NCCC Bylaws, prior to the January National meeting.)**
- B. Attend or appoint a representative to attend regularly scheduled Regional meetings.**
- C. Ensure punctual processing of all Club Membership renewals and payment of all Regional and National Dues from his/her club in accordance with guidelines and schedules established by the NCCC VP Membership.**
- D. Ensure the Club follows the Competition Sanction Program Handbook on notices, sanction requests, results, classes, and above all, safety.**
- E. Ensure the Club prepares, maintains, and submits all paperwork required by the Competition Sanction Program Handbook to REGION at specified times.**
- F. Present summary of National and Regional meetings at regularly scheduled club meetings.**
- G. Promote membership in NCCC and ensure membership applications are correctly completed and submitted to the Regional Membership Director.**
- H. Communicate with Regional and National officers on any problems or questions that may arise.**
- I. Familiarize his/her self with these By-Laws, the REGION Standing Rules, and NCCC rules, regulations, and procedures.**
- J. Keep Regional and National officers informed of any changes in club officers and changes in names and addresses, including electronic communication "Email address," of members so that they will continue to receive all correspondence.**

ARTICLE V Dues and Finance

SECTION 1. Dues

The Region does not require Clubs to pay dues. Annual NCCC member dues are as established by NCCC. REGION NCCC members shall pay NCCC dues through their Club Governor. Members-at-Large shall pay dues through the REGION RMD. Annual renewal dues shall be due as prescribed by NCCC By-Laws.

SECTION 2. Annual Assessments

This Board of Governors can levy an assessment anytime during the year that will be due by the next regional meeting. This Board of Governors may also determine the need for additional assessments, which shall be due and payable with annual member renewals. NCCC lifetime members are exempt from any individual member based assessments.

SECTION 3. Default

When any member club shall be in default in the payment of assessments, the RCD shall withhold NCCC club and individual points, suspend previously approved sanctions and hold sanctioned or non sanctioned requests until the club's obligations under these By-Laws have been met.

SECTION 4. Fiscal Year

The fiscal year of the REGION will be the calendar year.

SECTION 5. New Club Membership

New clubs joining the REGION are subject to REGION assessments upon becoming a recognized ER club in good standing.

SECTION 6. Compensation

No Governor, Regional Officer, or Appointed Officer shall receive any compensation from the REGION for services, except for reimbursement of out-of-pocket expenses as are approved by a majority of the Board of Governors.

SECTION 7. Reimbursement of Expenses

The RE, RCD, and RMD shall be entitled to reimbursement by the Regional Treasury for expenses incurred in the attendance of any regularly scheduled NCCC Board of Governors meeting with the exception of the annual (Convention) meeting. Reimbursement payments shall be defined in the ER Standing Rules Policies and Procedures and adjusted as required and approved by ER Governor's vote. The ER Standing Rules Policies and Procedures shall also establish the guidelines relating ER reimbursement payments to those made by National and individual ER clubs

SECTION 8. Corporate Liability

All persons, corporations, partnerships, groups or associations extending credit to, contracting with, or having any claim against the REGION or officers thereof, shall look only to the funds and property of the REGION for the payment of any judgment, contract, claim, payable to them from the REGION or its officers and, unless specifically otherwise provided by law, the officers shall not in any manner be personally liable therefore.

SECTION 9. Liability for Debts of Recognized Clubs

The REGION shall not incur nor be responsible for any debt, damage, judgment, contract, claim or decree or liabilities of any kind or nature, incurred or sustained by any recognized club or other approved local organization, club or association of any persons acting in such capacity, unless said local group has obtained prior approval in writing signed by a majority of the Board of Governors of the REGION.

SECTION 10. Indemnification of Officers

"The Board of Governors may indemnify and reimburse from funds of the Corporation, each governor, agent or officer of the Corporation and their heirs, executors, administrators, and assigns for any judgment against them and for expenses necessarily incurred by them in connection with the defense or reasonable settlement of any such action, suit or proceeding to which they are a party by reason of any authorized conduct in such capacity. Further, the Corporation may indemnify any such governor, agent, or officer of the Corporation for any act or acts which the Corporation could lawfully indemnify any such governor, agent or officer under the provisions of the Pennsylvania law.

SECTION 11. Financial Audits

This Board of Governors can order an audit of the financial records of the REGION at any time. The audit may be an informal review of an audit committee established by the Board of Governors and composed of members of the REGION or, if so ordered, a formal audit by a CPA. In addition, a biennial audit of the financial records of the Region shall be conducted.

ARTICLE VI Regional Officers

SECTION 1. Regional Officers

The officers of Executive Board of the REGION shall be the Regional Executive (RE), Regional Competition Director (RCD), Regional Membership Director (RMD), the Regional Secretary, and the Regional Treasurer. The RE shall be the chief executive officer of the REGION. In the absence or disability of the Regional Executive, the Regional Competition Director shall perform the duties of the Regional Executive. In the absence or disability of the Regional Executive and the Regional Competition Director, the Regional Membership Director may perform the duties of the Regional Executive.

SECTION 2. Elections

The Board of Governors shall elect one individual member from their region to each Regional officer position. No person can hold more than one Regional office at any one point in time. The election shall take place biennially at the last regularly scheduled Regional meeting of the calendar year beginning in 2011 and on alternating years thereafter. Nominations shall take place biennially, and shall close at the Regional meeting immediately prior to the last regularly scheduled meeting. The Regional Secretary or an appropriately designated person will prepare ballots and distribute them to each Governor of clubs in good standing at least 21 days prior to the last regularly scheduled Regional meeting. The Governor will then return the ballot to the Regional Secretary or appropriately designated person on or before the last scheduled meeting. Ballots may be distributed and returned by any communications media in which receipt of the communications is verifiable. Each club shall thusly have one vote, and the individual member receiving the greatest number of votes shall serve as the REGION's officer. Announcement of the officers will be made at the last regularly scheduled Regional meeting. In the case of a tie, those Governors in attendance at this meeting will break the tie.

SECTION 3. Term of Office

The officers elected in Section 2 will take office on January 1st of the year following the elections and hold that office for two years or until a successor has been duly elected per Section 2 or until death, resignation, or removal in the manner hereinafter provided.

SECTION 4. Removal

Any regional officer can be removed as provided for in the NCCC By-Laws or by a majority vote of the Board of Governors, subject to appeal by the aggrieved officer to the Board of Governors. In the event of appeal, the Board of Governors shall make the final disposition regarding removal from office.

SECTION 5. Vacancies

A vacancy in any elected office because of death, resignation, removal, disqualification, or otherwise may be filled by the Regional Board of Governors, for the unexpired portion of the term at the next regularly scheduled meeting. Nominations shall be submitted to the Regional Secretary or an appropriately designated person at least 21 days prior to the next regularly scheduled meeting. The RS or designated person shall contact nominees prior to the meeting to confirm his/her acceptance of nomination by any communications media in which receipt of the communications is verifiable. The individual member receiving the greatest number of votes (one vote per club in good standing) shall serve the remainder of the term.

SECTION 6. Duties of Officers

Regional officers are responsible for all related duties of their term in office whether they occur during the term or not. In addition to the responsibilities as set forth in the NCCC By-Laws, duties of the offices include:

REGIONAL EXECUTIVE

The RE shall be the organizational head of the REGION. He/she will call and preside at all Regional meetings and take care of the general business of running the REGION in the manner determined by the Board of Governors. Business matters that have been moved to be laid on the table until the next Regional meeting shall be ordered by the RE to be recorded in the minutes of the meeting for consideration at the next Regional meeting and distributed to all Governors. The RE shall oversee arrangements for Regional awards for the competition year over which he/she presided. The RE will also deal with all matters concerning NCCC as outlined in the NCCC Constitution.

REGIONAL COMPETITION DIRECTOR

The RCD is a member of the NCCC Competition Committee, chaired by the Vice President of Competition of NCCC. He/she will authorize all NCCC sanctioned activities in the REGION. Prior to each competition year, the RCD will inform, as per NCCC rules, the procedures for the sanctioning, holding, and reporting of results of regional competition events. Event flyers and results are handled through the RCD for tabulation of competition points earned by members of the REGION. All competition related grievances are filed with the RCD. Other and more specific duties not in conflict with the duties outlined in this section, are listed in the NCCC Competition Sanction Program Handbook. For each regularly scheduled Regional meeting the RCD shall publish a statement to all Governors including upcoming events in all Regions, point standings, and any other items of interest. He/she will also be responsible for acquiring and presenting awards for the year in which he/she presided. In the event that he/she cannot fulfill the obligation of acquiring the awards, this duty will be passed to the RE of the year following the competition year. In the absence of the RE, the RCD shall perform the duties of the RE.

REGIONAL MEMBERSHIP DIRECTOR

The RMD is a member of the NCCC Membership Committee, chaired by the Vice President of Membership of NCCC. He/she shall provide information and answer correspondence from members and non-members relating to NCCC membership. For each regularly scheduled Regional meeting the RMD shall keep a listing of all clubs and their members, make available the membership count and publish a statement to all Governors including club and individual membership items of interest. The RMD shall monitor collection of any Regional assessments payments. The RMD shall inform the RE and RCD of clubs that are in default for member dues for appropriate action. In the absence of the RE and RCD, the RMD shall perform the duties of one or all offices.

REGIONAL SECRETARY

The RS is a Regional officer only with no direct authorization from, nor, connection with NCCC. Duties shall include the taking of minutes at all Regional Meetings and the transmittal of copies of those minutes to each club Governor in the REGION. Transmittal may be by any communications

media in which receipt of the communications is verifiable. The RS shall maintain copies of the minutes of all meetings and all other region correspondence to be turned over to subsequent RS's and for reference at any and all meetings. In addition, the RS shall assist other regional officers with their correspondence when needed and perform such other duties as may be prescribed by the RE or the Board of Governors.

REGIONAL TREASURER

The RT is a Regional officer only. He/she will handle all monies of the REGION, maintain accounts and disburse funds as directed by the officers of the REGION and the Board of Governors. For each regularly scheduled Regional meeting the RT shall publish a statement to all Governors of the financial status of the REGION, along with any other financial items of interest. He/she will also be responsible for the filing of any forms related to the finances of the REGION or to the Secretary of the State under the statement of incorporation. The RT shall inform the RE and RCD of clubs that are in default for assessments for appropriate action.

SECTION 7. Appointed Officers

A. Officers. Additional ER Officer positions may be appointed by the RE, with the concurrence of the other Regional Officers, and the approval of the Board of Governors, with no restrictions as to length of term. An elected Officer may not hold an appointed position, and an appointed officer may hold only one appointed position concurrently. These appointments will be reaffirmed at the first scheduled meeting of each calendar year. Such appointed officer positions shall be defined in the ER Standing Rules Policies and Procedures.

B. Duties. The duties and powers of the appointed officer positions of the REGION shall be defined in the ER Standing Rules Policies and Procedures with the concurrence of the Board of Governors.

ARTICLE VII Committees

SECTION 1. Committees

The executive Board of the REGION shall, at any time, appoint such committees as deemed as necessary. All appointed committees shall be under the oversight of or chaired by a Region Officer and report regularly to the Board of Governors. Any active NCCC member of the REGION is eligible for appointment to a committee. Appointed committees extending past the end of the calendar year shall be reaffirmed annually at the first Region meeting of the following year.

SECTION 2. Committee Quorum

The members of the Committee present and voting shall constitute a quorum for the transaction of business.

ARTICLE VIII Regional Events

SECTION 1. Club-Sponsored Sanctioned Events

REGION clubs may sponsor sanctioned events, as provided for in the NCCC Sanctioned Competition Program. Proceeds from the club-sponsored ER Sanctioned events remain with the Region club with the understanding that distribution of those event proceeds is the sole responsibility of the Region club subject to the provisions of the ER Standing Rules Policies and Procedures.

SECTION 2. Region-Sponsored Sanctioned Events

The REGION may sponsor sanctioned events, as provided for in the NCCC Sanctioned Competition Program, with the approval of the Board of Governors. Proceeds from REGION-sponsored events are to go to the REGION's treasury.

SECTION 3. Club-Sponsored Non-Sanctioned Events

REGION clubs may sponsor non-sanctioned events, as provided for in the NCCC Sanctioned Competition Program. Proceeds from the club-sponsored non-sanctioned events remain with the Region club with the understanding that distribution of those event proceeds is the sole responsibility of the Region club subject to the provisions of the ER Standing Rules Policies and Procedures.

ARTICLE IX

Amendments

SECTION 1. These By-Laws may be amended, repealed, or altered in whole or in part, by the Board of Governors. All motions to amend these By-Laws shall first be submitted to the Regional Officers. The amendments presented by the Officers shall be read at the Regional Governors meeting and ordered, by the RE, to be recorded in the minutes of the meeting and distributed to all Governors. A second reading shall be made at the next regular meeting before the Board of Governors may vote thereon. A two-thirds vote of the Board of Governors, including authorized club representatives and valid proxies, at the time the vote is taken shall be necessary to pass any such motion for amendment.

SECTION 2. Advance Notice

Each member of the Board of Governors shall be advised of the proposed amendment, in the published minutes of the previous meeting at which the proposed amendment was introduced in advance of the meeting at which such vote shall take place.

ARTICLE XI Dissolution

SECTION 1. Property

If, for any reason, this Corporation is disbanded or dissolved, any property held in the Corporation name, shall be liquidated and turned into cash in accordance with the decision made by the then active Board of Governors. After all Corporation liabilities have been paid, the remaining cash shall be donated to a non-profit charitable organization chosen by the active members of the organization.

SECTION 2. Dissolution

Dissolution of the Corporation shall be made in accordance with all applicable Federal and State laws.