



By-laws of the  
Texas Corvette Association  
Founded 1979

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**Texas Corvette Association  
Founded 1979  
By-laws**

**Article I – Club Identity**

The term “Club Identity” refers to the name, purpose, colors, and logo of the Club. The Club is organized as a 501(c)(7) non-profit social club.

**Section I – Name**

The name of the club shall be the Texas Corvette Association (TCA), hereby after in this document referred to as the Club.

**Section II – Purpose**

The primary purpose of the Club shall be the promotion of Corvette enthusiasm, planned road trips (tours), social gatherings, support of local charities, and the National Corvette Museum. The Club also promotes driving safety on public roads and highways and such other lawful purposes as are necessary to conduct the Club business.

**Section III – Club Colors**

The Club colors shall be RED, WHITE, and BLUE.

**Section IV – Club Logo**

The Club logo, current or heritage, is available for members' use. The Board of Directors must approve any commercial use of the logo.

**Section V – Change to Club Identity**

The Board of Directors shall call for a vote, by all eligible members, for any changes to the club's identity. Changes to the club's identity will only be adopted if the majority of the submitted votes concur with the change. If options are given then the option with the highest number of votes passes.

**Article II – Membership**

Membership in the Club shall be limited to Corvette owners and enthusiasts. The Club will not discriminate based on race, color, religion (creed), gender, gender identity, age, national origin, disability, marital status, or sexual orientation in any of its activities or operations.

**Section I – Classes of Membership**

**Sec. 1.1 - PAID memberships**

a. **Active Couple:** Any two people having paid annual dues, as a couple, may participate in all activities of the Club and stand for office in the elections of the Club. They are entitled to one vote each.

b. **Active Single:** Any person having paid annual dues, as a single, may participate in all activities of the Club and stand for office in the elections of the Club. They are entitled to a single vote.

c. **Associate:** Any individual who is rarely able to attend meetings and functions, or any individual the Board of Directors deems appropriate. This type of member will have neither the right to vote nor the ability to hold office in the Club.

d. Inactive: Any individual or couple who has not paid their annual dues. Their status will be reactivated to Active once they are no longer in arrears.

**Sec. 1.2 – NON-PAID memberships**

a. Sponsor: Any individual or organization, which donates to the Club monies or services-in-kind in an amount exceeding \$1000 per calendar year. A suitable statement in the publications of the Club shall recognize their contribution to the Club's general fund. Said sponsors are not entitled to a vote in the Club.

b. Honorary: Recognizes non-active persons/organizations who have contributed outstanding service to the Club. These honorary entities are not entitled to a vote in the Club.

**Section II – Member Acceptance or Expulsion**

Any candidate for membership can be denied acceptance or any member can be suspended by a majority vote of the Club after a majority of the officers determine the action is warranted as a result of discredit to the club or its members.

**Section III – Resignation**

Any Active member may resign by directing a letter of resignation to the Club Secretary. Resignation shall be effective upon receipt of this letter.

**Article III – Finances**

**Section I – Fiscal Year**

The fiscal year for the Club shall be June 1 to May 31.

**Section II – Dues**

Membership dues are used to pay the operating expenses of the Club. At the end of each fiscal year any cash in excess of a reserve balance is donated to the National Corvette Museum and local charities nominated by the Club membership and approved by the Board of Directors.

Sec. 2.1 Membership dues for each category of membership will be determined by the Board of Directors and shall be due **on the anniversary of their join date**. New members are encouraged to purchase name badges at an additional fee.

Sec. 2.2 There will be a thirty (30) day grace period for payment of membership dues. The Board of Directors is empowered to provide members with an incentive to pay their dues on time.

Sec. 2.3 Any active member who does not pay their dues within the sixty (60) day payment period will be placed on inactive status and will not be reinstated to active status until full payment has been received.

## Section III – Expenditures

Sec. 3.1 – The Club will provide necessary funds for general operational expenses such as office supplies, website maintenance, etc.

Sec. 3.2 – Expenditures above \$200 require approval by the President and/or the Treasurer.

## Article IV – Governing Bodies

### Section I – Officers

Sec. 1.1 Composition: Elected officers of the TCA shall consist of: President, Vice-President, Secretary, Treasurer, and ten (10) Officers-at-Large (OALs) who represent their Club constituents. These elected officers sit on the Board of Directors and have equal voting privileges. The term of office for these officers is one (1) year.

#### Sec. 1.2 Duties:

**President:** The President shall preside at all meetings of the members and of the Board of Directors and shall perform all the duties pertaining to this office. The President may call special meetings of members under the provisions of Article VI, Section III. The President shall be the Executive of the Club. The President will also perform the duties of the Treasurer in the absence of that officer. The President shall continue as a member of the Board of Directors as Immediate-Past President for one (1) year after completion of his/her term or as long as the next president continues as president.

**Vice-President:** In the absence of the President or in the case of the death, resignation or inability to act, the Vice-President shall perform the duties pertaining to the office of President. The Vice-President will act as the Activities Chairperson. He/she will maintain the event calendar, car shows, etc. and distribute to the membership of the Club. This officer may designate an activities co-chair to assist with these duties.

**Secretary:** The Secretary shall attend all meetings of the members and the Board of Directors and shall record all minutes in a book kept for this purpose. The Secretary shall maintain and have custody of the Club's records. In the absence of the Secretary from any of the said meetings, a Secretary pro tempore shall be chosen by the presiding officer.

**Treasurer:** The Treasurer shall, subject to such conditions and restrictions as may be imposed by the Board of Directors, have custody of all financial records of the Club and shall deposit any monies into the Club accounts. The Treasurer shall make all payments of Club debts based on the approval of the Board of Directors. All contracts, checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Club by any of the following officers: Treasurer and President. The Treasurer, without the specific approval of the Board of Directors, shall incur no obligation, debt, nor other liability. The Treasurer shall give a report on the financial status and activity of the Club at the Board of Directors meetings and monthly General Membership meetings. The Treasurer will provide the necessary accounting information to the CPA for annual tax preparation. The Treasurer will maintain all books and financial records of the Club and make same available as requested by the Board of Directors for review. The Treasurer shall prepare the annual budget for review and approval by the Board of Directors.

**Officers-at-Large:** The Officers-at-Large (OALs) shall be responsible for notifying members assigned under his/her jurisdiction of all Club events. The OALs are expected to attend the

Board of Directors meetings as active participants. The OALs shall represent the members of the Club at these meetings. Each OAL will plan a minimum of one Club activity during their tenure. OALs will maintain regular contact with the members under their jurisdiction in order to encourage participation in Club activities and continued Active membership status in the Club.

## **Section II – Board of Directors**

**Sec. 2.1 Voting members:** The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, the Immediate-Past President, and ten (10) Officers-at-Large. For the purposes of voting on issues by the Board of Directors, a quorum is defined as a 2/3 majority of the members.

**Sec. 2.2 Non-voting members:** the Membership Coordinator and the Webmaster.

**Sec. 2.3 Duties:** It is the responsibility of the Board of Directors to ensure that the purpose, activities, and goals of the Club are carried out as specified in the Club By-laws. The Board of Directors shall actively participate in the overall planning process, implementation, and monitoring of Club activities. The Board of Directors should clearly articulate the Club's mission and accomplishments to the public and garner support from the community.

**Sec. 2.4 Goals:** Goals are defined as an immediate need to improve the functioning of the Club, for example, increasing membership, improving the website. It is the responsibility of the Board of Directors to annually review the operation of the Club and establish any goals deemed appropriate towards improvement.

**Sec. 2.5 Status:** All members of the Board of Directors and all OALs must keep current on their membership dues in order to maintain an Active status. Failure to do so will result in the Officer/OAL being removed from Club membership.

## **Article V – Standing Committees**

### **Section I – Appointments**

The President shall appoint individuals to serve as Chairs of the following standing committees:

- **Membership Coordinator** – maintains the active and inactive membership rolls of the Club. Collects new member and renewal fees and passes them on to the Treasurer.
- **Sponsor Chairperson** – actively pursues sponsorship support from business and individual entities in the community.
- **Haberdashery Manager** – maintains the information on the website leading members to the companies that carry our logos in their files.
- **Webmaster** – maintains the Club website and posts updates as they are received from the Officers and/or members.
- **Safety Ambassador** – presents a short item of interest regarding safety awareness, vehicle recalls, etc. at each general monthly meeting.
- **Car Show Chairperson** – develops a leadership team to plan and execute the Annual Open Car Show.
- **National Corvette Museum Ambassador** – acts as a liaison between the NCM and the Club.

- **Technology and Data Management Chairperson** – maintains and manages the computer equipment of the Club.
- **Club Historian** – maintains the historical records of the Club.

#### **Section II – Special Committees**

The President shall appoint such other committee chairpersons as the President finds necessary from time to time and shall outline the duties and responsibilities of such committees. Chairpersons may select committee members as needed or appropriate. All reports or action taken by a committee must be voted on by a majority of the entire committee.

### **Article VI – Club Meetings**

#### **Section I – General Membership**

Regular monthly meetings will convene on a day, and at a time and location to be determined by the Board of Directors. Notice of such meetings and locations will be published through the Club website.

#### **Section II – Board of Directors**

The Board of Directors will convene at least once each quarter at the call of the President.

#### **Section III – Special Meetings**

Special meetings of the members shall be convened by the President or by a majority of the Board of Directors. A notice of the meeting will be sent to all members by email.

### **Article VII – Voting**

#### **Section I – Nominations Committee**

The Nominations Committee shall consist of the President, the Vice-President, and the Immediate-Past President of the Club. In addition, the committee will have three (3) OALs whose names have been drawn randomly and who have agreed to serve.

There will be a Nominations Committee meeting in October for the purpose of selecting nominees for office. This committee will identify candidates for each Officer position as well as ten (10) or more Officers-at-Large. The ballot will reflect all nominees who have agreed to be a candidate for office.

Any Active member may recommend another Active member or themselves by submitting the name to the Nominations Committee prior to the November general membership meeting.

#### **Section II – Election of Officers and OALs**

Election of Officers and OALs shall occur by electronic survey, in November. Members in good standing, shall vote for one candidate of their choice for each position. Each member is eligible to vote even though they share an email address as long as they are logged in to their unique TCA password. To the extent that there are more than ten (10) OALs nominated, the members may vote only for ten (10) OAL positions.

### **Section III – Ballots**

**Sec. 3.1 – Distribution:** The president will distribute the ballot to all members in good standing via a survey on our website.

**Sec. 3.2 – Vote outcome:** the results will be presented at the December general membership meeting.

### **Section IV – Waiver of Elections**

In the event the number of officer nominations is an exact match to the roster of elected positions (e.g., one nomination each for President, Vice-President, Treasurer and Secretary, and 10 Officers at Large), the President may then recommend the election process be waived. The President would ask the Active members at the November General Membership meeting to install the nominations via acclamation. If a majority of the Active members at the November General Meeting agrees, the formal election would be waived. The nominated individuals would then assume their new roles at the first General Membership meeting in January.

## **Article VIII – Amendments to the By-laws**

### **Section I – Proposals to Amend By-laws**

The Board of Directors of the Club, or any ten (10) Active members in good standing, may propose an amendment to the By-laws. This proposal will then go to the Board of Directors for consideration. If a two-thirds majority of the Board of Directors decides the proposal warrants being brought before the membership for a vote, the members will be notified when and how a vote will be taken. If a majority of the voting members, present at a regularly scheduled General Membership meeting, vote in favor of the proposal, the amendment shall thereby be approved and adopted.

## **Article IX – Club Liability**

**Section I** - All persons or corporations extending credit to, contracting with, or having claim against the Texas Corvette Association or its Board of Directors, shall look only to the funds and property of the Club for payment of any such contract or claims for payment of any debt, damage, judgment or decree or any other money that may otherwise become due and payable to them. The members of the Club, past, present, and future – shall therefore not be personally liable.

**Section II** - The Club will maintain a Directors and Officers liability policy that will be renewed annually.

**Section III** - The registered agent for service shall be the sitting President or the Treasurer of the Club.

**Section IV** - Alcoholic beverages will not be supplied by the Club. Consumption of alcoholic beverages is the personal responsibility of each individual member.



## Article X – Asset Distribution upon Dissolution of the Club

Upon dissolution of the Texas Corvette Association, and after all debts are paid, cash, merchandise, and any other items belonging to the club will be donated to 501(c)(3) charities as determined by the Board of Directors.

In Witness hereof, the undersigned Officers of Texas Corvette Association have here unto set our signatures effective this 24<sup>th</sup> day of MAY, 2022.

  
\_\_\_\_\_  
Bill Weber, President

  
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Linda Specht, Vice-President

  
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Bob Unfried, Treasurer

  
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Greg Temple, Secretary

Revised August 2009  
Revised January 2016  
Revised March 2018  
Revised January 2022

January 2022 Revisions: Article III, sec. 2.1, 2.2; Article V, sec. 1;  
Article VI, sec. 1.1; Article VII, sec. 3.1, 3.2