

AMENDED AND RESTATED  
BY-LAWS OF  
ILLINOIS CHAPTER, NATIONAL  
CORVETTE RESTORERS  
SOCIETY

("Corporation" – Illinois Secretary of State File #54518811)  
[Revised, Adopted and Effective: March 24, 2020]

**ARTICLE I**

Members

SECTION 1. Qualifications. All individuals who are members in good standing of the National Corvette Restorers Society, a not-for-profit corporation, incorporated in the State of Michigan ("NCRS National"), shall automatically be admitted to membership in the Corporation upon payment of membership dues to this Corporation (such individuals, "Members") without discrimination on the basis of race, color, creed, religion, or national origin. Members must support the purposes of NCRS National and the Corporation, and are not required to own Corvette automobiles.

SECTION 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

SECTION 3. Termination of Membership. A Member's membership in the Corporation shall terminate upon their resignation, or if the Member is in default of the payment of their membership dues to the Corporation. A Member's membership in the Corporation shall also terminate at the end of membership period for which their dues payment applies if the Member ceases to be a member in good standing of NCRS National, and will not be eligible for renewal unless their membership in NCRS National is restored to be in good standing.

SECTION 4. Expulsion From Membership. The expulsion of membership policy for IL NCRS will parallel the policy of the NCRS National By-Laws (Article 10.4, as of February 2020): A quorum (in this case defined as a majority of the Officers) of the Officers, by a two thirds (2/3) majority of those voting, may permanently expel any Member ("Expelled Member") for any of the following reasons that are found to be injurious to the Club: (a) the member's indictment for a felony (b) the member's inability (with or without reasonable accommodation) or failure to carry out, or neglect or misconduct in the

performance of, the member's duties imposed by these Bylaws, the NCRS Policy and Accounting Procedures or the provisions contained within the Club's current and future editions of the Club's Corvette Judging Reference Manual, or fails to carry out with reasonable diligence the authorized directives of the Officers, or any officer, employee or authorized agent of the IL NCRS; (c) the member's moral turpitude including any act of dishonesty, fraud, deceit, misrepresentation, or deliberate violence, acts concerning matters of personal morality, anything done knowingly contrary to justice, honesty, principle, or good morals; an act of baseness, vileness, or depravity in the private and social duties which a member owes to others or society in general; (d) failure to comply with applicable laws with respect to the conduct of the Club's purposes; (e) theft, fraud or embezzlement; (f) addiction to an illegal drug or controlled substance; (g) conduct or involvement in a commercial or social situation that brings, or may bring, the member into public disrespect, tends to offend the community or any group thereof, or embarrasses or reflects unfavorably on the Club's reputation; (h) a member's unauthorized use of the Club's intellectual property including all tradenames or trademarks, including the initials "IL NCRS" or any IL NCRS logos, used in the member's direct or indirect commercial or for-profit purposes, (i) or any other egregious act that the Officers deems to be significantly detrimental to the Corvette hobby or NCRS judging of Corvettes.

If the Officers duly determine that a member shall be expelled, the Officers shall notify the Expelled Member in writing of the factual basis for the expulsion. The Officers' decision shall be mailed by United States mail, postage prepaid to the Expelled Member's last known mailing address ("Notice of Expulsion"). Expulsion will be effective as of the date the written Notice of Expulsion is duly placed in the United States mail. The written Notice of Expulsion shall advise the Expelled Member of his or her right to personally appear (not by agent, attorney or other representative) for a hearing before the Officers during the first available regularly scheduled Officers Meeting after the Notice of Expulsion has been mailed to the Expelled Member. The Expelled Member shall be given no less than thirty (30) days advance written notice prior to the hearing date before the Officers. The Expelled Member shall have the right to present whatever reliable statements, evidence, affidavits, or other information tending to support the Expelled Member's defense to the Officers' decision to expel the Expelled Member. In lieu of appearing in person before the Officers, the Expelled Member may submit a written statement to the Officers to be read and discussed during the first available regularly scheduled Officers meeting. Such

statement may include additional reliable statements, evidence, affidavits, or other information tending to support the Expelled Member's defense to the Officers' decision to expel the Expelled Member. A quorum (in this case defined as a majority of the Officers) of the Officers may, by a two-thirds (2/3) majority of those voting, reverse the Expelled Member's expulsion or elect to convert the expulsion to a suspension.

No expelled member shall be entitled to receive the Club's publications, chapter newsletters, be permitted to utilize the Club's electronic discussion board or archival services, and shall not be permitted to participate in any national, regional or chapter event, participate in or enjoy the use of any other Club activity or privilege, renew the Expelled Member's membership, rejoin the Club, or vote in any Club election. An Expelled Member is not entitled to a refund of dues unless the Officers elects to do so.

Except under extraordinary circumstances, an expelled member is not entitled to request a hearing for re-admission to the Club on any future date.

SECTION 5. Consequences of Involuntary Termination, Suspension, or Expulsion. Any Member whose membership has been involuntarily terminated or suspended under Section 3 or who is expelled under Section 4 of this Article I does not have voting rights and may not renew their membership in the Corporation, except upon the Secretary's receipt of the written request from such Member, and by two-thirds (2/3) majority vote of all Officers, to reinstate such Member, provided he or she meets the terms the Officers deems appropriate. No such involuntarily terminated, suspended, or expelled Member can be present at any Corporation activity, without the prior permission of the Officers. Any involuntarily terminated, suspended, or expelled Member is not entitled to a refund of dues or fees and is not relieved of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid, unless the Officers elects to do so in its discretion.

SECTION 6. Resignation. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. A resigning Member is not entitled to any refund of Member dues. The acceptance of a Member's resignation shall not be necessary to make it effective.

SECTION 7. Address. Each Member shall at all times maintain their correct contact information with the Membership Chairman.

SECTION 8. Membership Certificates. No membership certificates of the Corporation shall be required.

SECTION 9. Benefits. Members in good standing whose dues and fees are paid in full are entitled to any services, publications, and benefits provided by the Corporation to Members.

SECTION 10. Voting.

A. Rights and Process. Members in good standing have the right to vote on the election of Officers and run for elected Officer positions. Such elections shall only be conducted without a meeting by mail, email, or other electronic means. Election shall be by a simple majority of those Members casting votes, provided that the number of Members casting votes would constitute a quorum if such action had been taken at a meeting (see Section 11E). A ballot must be delivered to all Members entitled to vote, and voting must remain open for not less than five (5) days from the date the ballot is delivered. The voting rights of Members shall only apply to the election of selected Officer positions (per Article III, Section 1A), except as stated in Sections 11.A. and 11.B. below of this Article.

B. Elections and Nominating Committee. An Elections and Nominating Committee shall be appointed annually by the Board of Directors. It shall consist of two (2) or more persons who are Directors, Officers (provided that they are not running for office in that election), or general members. The Elections and Nominating Committee shall solicit nominations for all Officer positions up for election from all the Members in good standing and present the names of all interested candidates to the Board of Directors and the Officers. An election ballot, electronic or written, including brief candidate biographies (where available), in a form approved by the Board of Directors listing all such interested candidates desiring to be elected, will then be delivered to all Members in good standing by the Elections and Nominating Committee pursuant to Section 10.A. above. Members in good standing may vote for candidates and return their election ballots in accordance with reasonable instructions accompanying the election ballot. Following the closing of voting, the Elections and Nominating Committee shall tabulate all votes, and report the results of the election to the Board of Directors and Officers. The Chairman shall then report such election results to the Members, the Board of Directors, and the Officers (in the case of an election for Chairman, the current/outgoing Chairman would report the election results).

SECTION 11. Meetings.

A. Annual Meeting. An annual meeting of the Members shall take place in the month of February on the date and time, and at the location in the state of Illinois, designated by the Chairman or the Board of Directors of the Corporation. Any vote taken by Members at any such meeting shall be advisory only, and shall not be binding or have any legal effect.

B. Regular and Special Meetings. A regular or special meeting of Members may be called by the Chairman, the Board of Directors, or by a petition signed by twenty-five percent (25%) of the Members in good standing. Such meeting shall occur on the date and time, and at the location in the state of Illinois designated by the Chairman or the Board of Directors of the Corporation calling the meeting, or by such petition. Any vote taken by Members at any such meeting shall be advisory only, and shall not be binding or have any legal effect.

C. Notice of Meetings. Notice of each Member meeting stating the place, day, and hour of the meeting, and in the case of special or annual meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting by or at the direction of the Chairman, Secretary, Board of Directors, or the Members calling the meeting to each Member in good standing. Notice may be waived in writing (written paper document, email or text message) by the Member entitled to such notice whether before or after the time stated therein, and shall be deemed equivalent to giving the notice. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, unless the Member attends the meeting to object to the holding of the meeting because proper notice was not given. Notice of meetings may be delivered by mail, email, posted on the IL NCRS website, or other such reasonable means.

D. Inspectors. At any meeting of Members, the chairman of the meeting may, or upon the request of any Members shall, appoint one or more persons as inspectors for such meeting, unless an inspector or inspectors shall have been previously appointed for such meeting in the manner provided by the Bylaws of the Corporation. Such inspectors shall ascertain and report the number of votes represented at the meeting; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the Members. Each report of an inspector shall be in writing (written paper document, email or text message) and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

E. Quorum. Ten percent (10%) of all Members in good standing, and entitled to vote, shall constitute a quorum for the transaction of business at any meeting of Members.

F. Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors or Officers of the Corporation may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days and, for a meeting of Members, not less than five (5) days immediately preceding such meeting. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section, such determination shall apply to any adjournment thereof.

SECTION 12. Informal Action. Any action required to or which may be taken at a meeting of Members may be taken without a meeting if a consent in writing (written paper document, email or text message), setting forth the action so taken, is signed by all the Members in good standing and entitled to vote. Such written consent shall be advisory only, and shall not be binding or have any legal effect.

## **ARTICLE II**

### Board of Directors

SECTION 1. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by its Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the authority to exercise all powers necessary or convenient to affect any or all purposes for which the Corporation is organized. Such powers shall include, without limitation, the power to enter into contracts, acquire and invest monies, buy and sell property, purchase insurance, and indemnify Officers, Directors, Members, employees, and agents of the Corporation. A Director may also serve as an Officer of the Corporation.

SECTION 2. Dues and Fees. The Board of Directors shall determine from time to time the amount of, and payment time for, any dues and other fees payable to the Corporation by Members. Dues will cover one (1) or more twelve (12) month periods, as determined by the dues

payment options determined by the Board of Directors. The Corporation shall not collect dues for NCRS National membership.

SECTION 3. Number, Election and Term of Office. The number of Directors of the Corporation shall be determined by the Board of Directors, but shall not be less than three (3) nor more eight (8) Directors. Directors shall be elected by the Board of Directors to hold office indefinitely, until their successors shall have been elected and qualified or until their death, resignation or removal. Directors need not be residents of Illinois. At least three Directors must be Members in good standing of the Corporation.

SECTION 4. Resignation. Any Director may resign at any time by giving written notice to the Chairman or Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Vacancies. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors.

SECTION 6. Regular Meetings. The Board of Directors shall hold regular meetings at such place, either within or outside of Illinois, and at such times, as may be designated by resolution of the Board of Directors, without other notice than such resolution. Officers may also attend these meetings, as determined by the Board of Directors. General Members are welcome to attend these meetings. Board of Director and/or Director & Officer closed sessions may be held at these meetings. Members are not permitted to attend any closed sessions; Officers are not permitted to attend closed sessions of the Board of Directors, unless approved by the Board of Directors.

SECTION 7. Special Meetings. Special meetings of the Board of Directors (or Directors & Officers) may be held at any time on the call of the Chairman or at the request in writing (written paper document, email or text message) of any two (2) Directors. Special meetings of the Board of Directors (or Directors & Officers) may be held at such place, either within or outside of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.

SECTION 8. Notice of Meetings. Notice of each special meeting shall be mailed or emailed by or at the direction of the Chairman or Secretary to each Director (and Officer, if Officers are included) addressed to their last known address. Such notice shall be mailed or emailed at least two (2) days before the day on which the meeting is to be held. Notice may be waived in writing (written paper document, email or text message) by a Director or Officer, either before or after the meeting. Attendance of a Director or Officer at any meeting shall constitute a waiver of notice of such meeting except where the Director or Officer attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 9. Quorum, Voting, and Proxies. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business of any meeting of the Board of Directors. The act of a majority of the Directors of the whole Board of Directors will be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these By-Laws. No Director may act by proxy on any matter.

SECTION 10. Informal Action. Any action required to or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (written paper document, email or text message), setting forth the action so taken, is signed by a majority of the Directors.

SECTION 11. Removal. Any Director of the Corporation may be removed with or without cause by the vote of a majority of all the members of the Board of Directors.

### **ARTICLE III**

#### Officers

##### SECTION 1. Designation, Election and Term of Office.

A. The officers of the Corporation (each, an “Officer”) shall be Members in good standing, and shall consist of the following:

- a. Chairman,
- b. Vice Chairman
- c. Secretary
- d. Membership Chairman
- e. Treasurer
- f. Judging Chairman



- g. Assistant Judging Chairman
- h. Technical Chairman
- i. Assistant Technical Chairman
- j. Activities Chairman
- k. Assistant Activities Chairman
- l. Website Coordinator
- m. Newsletter Editor
- n. Historian

and such other Officer and/or assistant Officer positions as the Board of Directors may authorize. The offices of Chairman, Vice Chairman, Secretary and Membership Chairman shall be elected by the Members, to hold office for two years. Unless circumstances warrant otherwise (due to removal of an officer/member or any other reason for a vacancy), the Chairman and Membership Chairman will be elected in even years, and the Vice Chairman and Secretary will be elected in odd years. These four elected Officer positions will vote and appoint the following Officer positions, to serve indefinite terms: Treasurer, Judging Chairman, Technical Chairman, Activities Chairman, Website Coordinator, Historian and Newsletter Chairman. A quorum of the four elected Officers for this vote shall be a majority of the four elected Officers. If there is a tie-vote of the elected Officers for this vote, the Board of Directors will vote to decide the outcome. When newly elected Officers are in place, the elected Officers may review the appointed Officers and have a new appointment vote where appropriate. The Judging Chairman will appoint the Assistant Judging Chairman (subject to approval by the elected Officers). Similarly, the Technical Chairman will appoint the Assistant Technical Chairman, and the Activities Chairman will appoint the Assistant Activities Chairman (subject to approval by the elected Officers). Any two (2) or more offices may be held by the same person. In the case of a person holding multiple Officer positions, they would have one collective vote for any voting that pertained to those positions. A person can concurrently hold a Director and Officer Position(s). In this case, that person would have one vote as a Director, and one vote as an Officer.

B. Each elected Officer shall hold office for their two-year term or until his or her successor have been duly elected and qualified, or until their death, resignation or removal. The appointed Assistant Officer positions shall serve for the period of time that their appointee Officer serves. The Assistant Officers may serve after their appointed Officer leaves their position (until such time that the appointed Officer position is no longer vacant), with the approval of the Chairman, Vice Chairman, Secretary and Membership Chairman. A potential schedule for the

election cycle for open officer positions is shown below. This schedule may be altered to better serve the Corporation, as directed by a vote of the majority of Officers.

Nominations from Members:	June and July
Member Voting:	August
Announce Winners:	by September 15
New Elected Officers in Effect:	October 1
Elected Officers Appoint Appointed Officers:	by October 30
Appointee Officers Appoint Assistant Officers:	by November 15
<i>(Elected Officers would serve October 1 – September 30)</i>	

SECTION 2. General Powers and Duties of Officers. The Officers will be responsible for the management and the day-to-day operations of the Corporation. The specific duties of each Officer position are listed here:

a. The Chairman. The Chairman shall be Chief Executive Officer of the Corporation and shall have general and active management of the business of the Corporation. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall execute contracts approved by the Board of Directors. The Chairman shall see that the Officers of the Corporation properly perform their duties and shall from time to time report to the Board of Directors concerning the operations and management of the Corporation. The Chairman may also give notice of Board of Directors meetings. The Chairman shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

b. The Vice Chairman. The Vice Chairman shall have all the powers and perform all the duties of the Chairman in the absence or incapacity of the Chairman. The Vice Chairman shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

c. The Secretary. The Secretary shall act as secretary of the Board of Directors, and may give notice of Board of Directors meetings. In addition, the Secretary shall be the custodian of the seal of the Corporation (if any). The Secretary also has responsibility for collection, compilation, and submission of documents for the NCRS Chapter Awards Program to the proper representative of the National NCRS. The Secretary shall also perform such other duties as may

be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

d. The Membership Chairman. The Membership Chairman shall maintain and keep current the roster of Members of the Corporation, and shall collect and remit to the Treasurer all Member dues for deposit in the Corporation's accounts. The Membership Chairman shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

e. The Treasurer. The Treasurer shall keep full and correct account of all receipts and disbursements of the Corporation, shall maintain all accounting and banking records, and shall deposit all monies in the name of the Corporation in financial institutions designated by the Board of Directors. The Treasurer shall disburse the Corporation's funds as may be ordered by the Board of Directors and/or Officers, taking proper vouchers for such disbursements, and shall render to the Chairman and the Board of Directors, upon their request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer will provide financial reporting as needed by the Corporation. The Treasurer shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

f, g. The Judging Chairman and Assistant Judging Chairman ("Judging Chairman"). The Judging Chairman shall maintain and obtain up-to-date copies as necessary of NCRS National Corvette judging manuals and judging supplies such as Flight award ribbons, appoint judges, and supervise judging of Corvettes. The Judging Chairman shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

h, i. The Technical Chairman and Assistant Technical Chairman ("Technical Chairman"). The Technical Chairman shall arrange for and conduct seminars regarding the history, preservation, and restoration of Corvette automobiles. The Technical Chairman shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

j. k. The Activities Chairman and Assistant Activities Chairman (“Activities Chairman”). The Activities Chairman shall organize, facilitate, and manage Corporation events including the Annual Meeting, except for events that other Members organize and manage with the consent of the Board of Directors. The Activities Chairman shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

l. The Website Coordinator. The Website Coordinator shall be responsible for the design, hosting, maintenance, and updating of any website of the Corporation. The Website Coordinator shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

m. The Newsletter Editor. The Newsletter Editor shall be responsible for the composition, editing, printing, and mailing of the Corporation’s newsletter, and for procurement of advertising for it. The Newsletter Editor shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

n. The Historian. The Historian shall collect and maintain the historical archives of the Corporation which shall include photographs, documents, newsletters, and other memorabilia of the Corporation, and make them available in whole or in part upon request to the Board of Directors, Officers, and Members for review and display. The Historian shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors or Officers, as required by National NCRS, and per the requirements of the NCRS Chapter Awards Program.

SECTION 3. Resignation. Any Officer may resign at any time by giving written (written paper document, email or text message) notice to the Chairman or Secretary of the Corporation (in the case of the Chairman or Secretary resignation, notice shall be given to any Director). Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies. Any vacancy occurring in the elected Officers of the Corporation shall be filled by a vote of the Board of Directors. Each Officer selected to fill the

elected Officer vacancy position by the Board of Directors shall hold office for the unexpired term of their predecessor in office. Any vacancy in any appointed Officer position shall be filled by the same appointment process as defined in Section 1A of this Article.

SECTION 5. Regular Meetings, Special Meetings and Notice of Meetings. Refer to Article II, Sections 6, 7 and 8, respectively. This Section for Officers shall follow the same By-Laws as for the Board of Directors respective Sections.

SECTION 6. Quorum, Voting, and Proxies. A quorum at meetings of Officers shall be defined as those Officers present (either in person, by telephone or other electronic real-time means, and those Officers who have submitted a proxy). A proxy shall be defined as a written (written paper document, email or text message) authorization by one Officer to designate a different Officer to vote on their behalf, either for all matters in the meeting, or for a specific matter(s). The act of a majority of the Officers present at a meeting of the Officers shall be the act of the Officers unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these By-Laws. If there is a tie-vote in any vote of the Officers, the Board of Directors will vote to decide the outcome (see Article II, Section 9 for Board of Directors voting by-laws). The Board of Directors will not vote on any matters related to management or day-to-day operations of the Corporation (unless in the case of tie-votes of the Officers, and as outlined in Article II), although they can serve in an advisory role to and participate in discussions of the Officers. In circumstances where management decisions of the Corporation need to be made outside of a meeting of the Officers, the Chairman may contact Officers for a vote by mail, telephone or email. In this case, a majority of the Officers shall constitute a quorum.

SECTION 7. Informal Action. Any action required to or which may be taken at a meeting of the Officers may be taken without a meeting if a consent in writing (written paper document, email or text message), setting forth the action so taken, is signed by a majority of the Officers.

SECTION 8. Removal. Any elected Officer of the Corporation may be removed with or without cause by the vote of a majority of the whole Board of Directors. Any appointed officer may be removed with or without cause by the vote of a majority of the elected Officers

## **ARTICLE IV**

## Committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may appoint such committees with such power as are permitted by the General Not For Profit Corporation Act of 1986 of the State of Illinois as it may be in effect from time to time (the “Act”).

## **ARTICLE V**

### Corporation Activities

SECTION 1. General. The Corporation shall have four (4) or more events per year. Corporation events shall be consistent with the goals and principles of NCRS National and the Corporation.

SECTION 2. Scheduling. At no time shall there be Corporation events that are scheduled concurrently with NCRS National or NCRS Regional scheduled events. At no time shall the Corporation schedule a judging meet within two (2) weeks before or after a NCRS National convention.

SECTION 3. Activity Types. Corporation events shall fall into the following categories: judging meets, judging schools, road tours, technical seminars, swap meets, social events, membership meetings, Corporation Board of Directors and/or Officer meetings or other such activities as voted by the Officers or Board of Directors.

SECTION 4. Judging Meets. The Corporation must use and follow NCRS National Judging Manuals at Corporation judging meets.

SECTION 5. Annual Meeting. Each year at such time and place as determined by resolution of the Board of Directors the Corporation shall hold a meeting to further the educational and social purposes of the Corporation which shall be open to Members, and to members of NCRS National who are not Members of the Corporation.

SECTION 6. Hold Harmless Clauses. Participants in Corporation judging events and road tours must sign hold harmless clauses. Corporation event registration forms containing hold harmless clauses signed by event participants must be retained for at least seven (7) years.

## **ARTICLE VI**

### Miscellaneous Provisions

SECTION 1. Indemnification of Directors, Officers, Employees and Agents. The Corporation may indemnify each person who is or was a Director, Officer, employee, or agent of the Corporation, and each person who serves or served at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, subject to and as permitted by the Act. Any such indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that such indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth by the Act.

SECTION 2. Insurance.

A. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Article VI, Section I above, subject to and as permitted by the Act.

B. The Corporation shall verify the personal liability insurance coverage for all Corvettes entered into Corporation judging meets for the purpose of being judged, and the personal liability insurance of Members participating in Corporation road tours. Such insurance shall have limits that comply with NCRS National guidelines.

C. The Corporation shall notify NCRS National of Corporation judging and road tour event details prior to these events to ensure that the insurance available through NCRS National at no cost to the Corporation covers such events.

SECTION 3. Corporate Seal. Upon resolution of the Board of Directors, the Corporation shall obtain a seal which shall be circular in form, and bear the name of the Corporation and the word "ILLINOIS" in the marginal circle and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

SECTION 4. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in financial institutions designated by the Board of Directors.

SECTION 5. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 6. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year.

SECTION 7. Geographic Area. The geographic area served by the Corporation is the State of Illinois.

SECTION 8. Logo. The logo of NCRS National shall be incorporated into the logo of the Corporation.

SECTION 9. Newsletter. The Corporation should endeavor to produce a newsletter at least four (4) times per year. The newsletter may contain advertising, and shall serve as a means of communication between the Corporation and the Members for the announcement of meets, events, news, and other matters. The costs (if any) of printing and maintaining the newsletter along with advertising revenues shall be incorporated into the dues structure of the Corporation.

SECTION 10. Report. The Corporation shall file an annual report that updates the Corporation's Regional Representative regarding Corporation activities. The report shall be filed electronically in accordance with the requirements of NCRS National.

## **ARTICLE VII**

### Amendments

These By-Laws may be altered, amended or repealed, and new and other By-Laws may be made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors in office. These Bylaws shall not be amended or changed in any way that could reduce, nullify or change the nonprofit status of the Corporation.

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The Board of Directors of the ILLINOIS CHAPTER, NATIONAL CORVETTE RESTORERS SOCIETY hereby adopts the foregoing By-Laws on this 24<sup>th</sup> day of March, 2020.

Director – Bill Braun

Director – Robert Kleckauskas

Director – Ed Wodniakowski

Director – Michael Piecyk

Director – Gary Bosselman