

NCRS BY-LAWS

Amended and Restated By-Laws

January 10, 2022



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AMENDED AND RESTATED BY-LAWS

N.C.R.S., INC. the

NATIONAL CORVETTE RESTORERS SOCIETY

ARTICLE I - DEFINITIONS & ABBREVIATIONS

1.1 In these By-laws, the following definitions are used:

- (a) "National Convention" means (i) the annual largest Board-sponsored show (with associated programs and events), (ii) and Annual Membership Meeting.
- (b) "Convention Chairman" and "Convention Committee" mean, respectively, the person or related group approved by the Board who plan and supervise the conduct of the National Convention in each year.
- (c) "Member" means each Person who is a member of the Club as provided by Articles VIII, IX and X.
- (d) "Person" means an individual, business, firm or other form of business entity of any nature whatsoever.
- (e) "Emblem" means the words, letters, and graphical representations adopted by the Board, from time to time, to serve as the identifying trademark or trademarks of the Club.
- (f) "Board Members" means the Members who are elected by the Regions, as provided in Article XIV each of whom shall serve for a term of three (3) years unless earlier removed and until his/her successor is duly elected.
- (g) "Region" means the nine geographical divisions of the Club as provided in Article XIII.
- (h) "Chapter" means each Chapter of NCRS established and operating in accordance with the provisions of Article XV.
- (i) "IRS Section" means a section of the Internal Revenue Code of 1986, as it currently exists and any corresponding provisions of any statute subsequently enacted in place thereof and the applicable Treasury Regulations promulgated there under.

National Corvette Restorers Society

- (j) "Chapter Manual" means the NCRS Chapter Guidelines and Operations Manual as it currently exists and as it may be modified and amended in the future by the Board, from time to time.
- (k) "NCRS Library" means the technical reference library which is a repository for all technical data (books, blueprints, photographs, slides, technical bulletins and items of a similar nature) pertaining to the history of the Chevrolet Corvette automobile.
- (l) "Driveline" means The Driveline Newsletter published by the Club as provided in Article VI and VII.
- (m) "NCRS PAP" means NCRS Policies, Accounting and Procedures Manual, as currently established and all amendments, modifications and additions as adopted by the Board, from time to time, as provided in Article XVIII.
- (n) "TCR" means The Corvette Restorer published by the Club as provided in Article VI and VII.
- (o) "Judging Guide" means each model year NCRS Technical Information Manual and Judging Guide as established, from time to time, and all modifications, amendments and additions as provided in Article XX.
- (p) "NCRS Items" means promotional items such as decals, license plate frames, car badges, books, and other items authorized for sale by the Board to Members.
- (q) "National Office" means the Financial Office currently situated in Penn Valley, California. The National Office shall be the depository for all records of the Club, its publications and judging. There shall be stored at the National Office, subject to periodic culling and destruction as established, from time to time, by the Board, all records generated by all Officers, Managers, Employees, Regional Representatives, and Committees in connection with the activity of the Club. All records are the sole and exclusive property of NCRS, and no person may duplicate or retain copies of any records in any medium whatsoever except in accordance with procedures established by NCRS.

1.2 In these By-laws, the following abbreviations are used:

- (a) "NCRS" and "Club" mean "National Corvette Restorers Society".
- (b) "Board" means the Board of Directors of the Club.
- (c) "VP" means the Vice-President.
- (d) "Treasurer" means the Financial Officer.
- (e) "Manager" means any person who holds any of the managerial positions described in paragraph 5.1.

1.3 In numbering these By-laws, for example, Section 3 of Article XVI can read "paragraph 16.3".

1.4 All masculine designations such as "he", "his", "him", and "chairman" shall also include female equivalents. All singular designations shall include the plural and vice versa.

1.5 Regional Director and/or Regional Representative shall have the same meaning and be used interchangeably.

ARTICLE II - NAME

2.1 The name of the corporation is NCRS, Inc., also known as National Corvette Restorers Society.

2.2 No Person may use the name of the Club, its Emblem or logos (if any) without prior written permission from the Board, except that a Member in good standing may display either the name or Emblem in order to so identify himself.

2.3 Chapter stationery or other display of the Emblem or logos, (if any) is subject to Board approval.

2.4 The Board will not grant to any Person, the right to use the name of the Club, Emblem or logos (if any) if such use may result in personal or financial gain to such Person.

ARTICLE III - PURPOSE, OWNERSHIP AND ASSETS

3.1 The Club shall be both fraternal and educational so as to serve as a medium for the exchange of ideas, information, and automotive parts and accessories between Members and admirers of the Chevrolet Corvette Automobile within model-years 1953 through 2002, or later model years as approved by the Board, to aid the Members' effort to preserve and restore the vehicles in their original, as manufactured condition, and to encourage the preservation and study of printed technical and historical material.

3.2 The assets of the Club shall be owned, and its powers shall be exercised exclusively for educational purposes within the meaning of IRS section 501(c)7.

3.3 The Club shall be non-commercial (except that commercial activities are permitted to the extent allowed by law are related to the exempt purpose of the Club), non-discriminatory, non-sectarian, non-partisan and non-profit.

3.4 NCRS shall have an Emblem and such logos as selected by the Board.

3.5 The Emblem and logos (when appropriate) shall be used on all forms of written communication, displays and advertising originating from the Club. The Club may license the use of the Emblem and/or logos by Chapters and by Persons who do business with the Club.

3.6 NCRS shall have a seal inscribed with its name.

3.7 All Persons extending credit to, contracting with, or having any claims against the Club, shall look only to the assets of the Club for payment of any such contract, claim, debt, judgment, damage, decree or cause of action or any money that may in any way become due and payable from the Club. The Club shall indemnify and hold the Officers and Board Members harmless from such claim.

ARTICLE IV - BOARD OF DIRECTORS AND BOARD MEETINGS

4.1 NCRS shall be governed by a Board who shall set broad policy and have authority to act in all matters concerning the Club, subject to the law and to the provisions of these By-laws.

4.2 The Board shall consist of nine elected Regional Representatives, each of whom is elected for a three-year term. Each year three of the nine Regional Representatives are subject to re-election. Representatives are not subject to term limits.

4.3 The President and Secretary of NCRS are respectively the Chairman and Secretary of the Board.

4.4 A Board member may resign at any time by notifying the President or Secretary in writing.

4.45 If a Board member is either unable or unwilling to perform the duties of their position, they may be removed for cause with a 2/3 majority vote of the Board only after the Board member has been informed of the charges against them in writing by the President, and after an appropriate hearing before the Board.

4.5 Any two members of the Board may co-author a motion to be voted on by the Board.

4.6 The President is a full voting member of the board.

4.7 The Board shall hold an annual meeting each year at a time and place designated by the Board. The purposes of this meeting are to announce the election of Board members, elect or appoint Officers, Managers and employees, and conduct any formal business needing to be addressed by the Board. All Board members, officers, managers, and employees are required to attend and/or remotely participate in this meeting. Requests for annual meeting attendance exemption may be permitted and should be forwarded to the President for review and approval. In addition to the annual Board meeting, a regularly second scheduled meeting of the Board shall be held during the week of the annual National Convention. Additional meetings of the Board may be scheduled as needed to deal with Club matters. All Board meetings, with the exception of Executive Session meetings, are open to active Club members.

4.8 Only Board members, persons holding valid proxies, or persons authorized in advance by the Board may officially speak at Board Meetings. Proxy votes are allowed for Board Meetings only if the Member voting the proxy presents the proxy to the Secretary at the beginning of the meeting. A Director may not hold more than two proxies. No proxy votes are allowed on voting with regards to suspension, termination, probation, or reinstatement of a Member or Chapter or for the removal of a Board member, Officer, Manager, or salaried employee.

4.9 An emergency Board Meeting or special Board Meeting may be called (a) by the President with concurrence of three Board members or (b) by a 2/3 majority of the Board members. This meeting may be expedited by use of teleconferencing or other electronic means.

4.10 Board members attending the annual Board meeting shall be reimbursed reasonable travel and room expenses incurred. Travel and room expenses eligible for reimbursement are "additional expenses" required to attend the Board meeting. Reasonable travel expenses equal the airfare/mileage (whichever is lowest), approved rental car expenses and hotel/room charges (not to exceed the host hotel charges).

4.11 Attendance of 2/3 or more of active Board Members shall constitute a quorum for the Board. Unless specified otherwise in these By-laws, Board approval of any matter shall normally require a majority vote of those Board members present.

4.12 All Board Members in attendance at the National Convention shall attend the Annual Membership Meeting.

ARTICLE V - OFFICERS, MANAGERS, COORDINATORS AND EDITORS

5.1 There shall be four Officers of the Club, a President, a Vice-President, a Financial Officer, and a Secretary, mentioned in descending order of rank; seven managerial positions, a Business Manager, a Judging Chairman, a Membership Services Manager, a Merchandise Sales & Inventory Manager, an Activities Chairman, a Corvette Restorer Editor and a Driveline Editor hired by the Board and reconfirmed by the Board at each annual Board Meeting. Both Editors report to the Publications Committee as provided in paragraph 7.1. All Officers and Managerial Personnel shall (a) carry out Board policy, (b) perform the duties of each respective office as described in these By-laws and/or as established by contract with the Board, and (c) uphold and administer these By-laws.

5.2 The President shall be elected by the Directors, with his/her initial term being two-years and each succeeding term thereafter one-year. The Financial Officer shall be elected by the Directors, for a one- year term. These elections shall be at the Annual Board Meeting with the term to begin immediately at the time of election. Other Officers and Managers shall be appointed by the President to serve one year terms; if the person to be appointed to be such Officer or Manager is not a member of the Board, such appointment must be approved by a 2/3 vote of the Board.

5.3 Officers, Managers and Editors may be paid, but any compensation shall be recommended by the President and authorized by the Board. Any Officer, Manager or Editor may resign by giving at least 30 days prior written notice to the President. Any Officer, Manager or Editor whose membership either lapses or is terminated by the Board thereby forfeits his position, as of the date of lapse or termination.

5.4 The Board may remove any Officer, Manager, or Editor for cause. Cause includes failure to exercise or perform the duties of the office or position as specified by these By-laws, NCRS PAP or other Board-defined policy. Removal action shall be taken only after the Officer, Manager, or Editor has been informed of the charges and has had the opportunity to personally

(not by agent, attorney or other representative) present a response before a meeting of the Board.

5.5 The Board, or the President with the concurrence of the Board, may establish other offices, positions or committees, and may appoint or hire persons to fill them.

5.6 Any vacancy in Officers, Managers, or Editors shall be filled by appointment by the President for the remainder of the term, with the exception of a vacancy in the office of President, which will be automatically filled by the Vice-President, as stated in 6.2d. This appointment to the office of President shall be for the remainder of the current term. Any person appointed must be an active member.

5.7 There are no term limits on Officers.

ARTICLE VI - DUTIES OF OFFICERS, MANAGERS, AND EDITORS

6.1 The President shall be a member of the Board and shall be elected from the membership of the Board. He shall (a) be the principal Executive Officer of the Club, (b) supervise and control the affairs of the Club; (c) preside at all meetings of the Board or membership, (d) may sign, with the Secretary or other appropriate Officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, (e) shall issue guidance to the other Officers pertaining to "public relations" relative to NCRS activities, (f) shall prepare a President's page for each issue of TCR for the purpose of keeping all members informed of major activities, trends, and developments of the organization, and (g) perform all other duties normally incident to the office of President. The President may elect to serve on any committee as an additional member of such committee as described in these By-laws.

6.2 The Vice-President, a member of the Board, in the absence of the President or in the event of the President's inability or refusal to act, shall perform
(a) the duties of the President, and when so acting, shall have all powers of and be subject to all restrictions upon the President,
(b) such other duties as, from time to time, may be assigned by the President or by the Board,
(c) be Chairman of the By-laws Committee and
(d) The Vice President shall automatically be appointed to the position of President when the position is vacated by the sitting President for the remainder of the previous President's term.

6.3 The Financial Officer must be a Professional Accountant, preferably either a member or an employee of a public accounting firm and may not be a member of the Board. He or his designate shall be responsible for the general financial management of the Club and its funds, receiving and accounting for all monies and other assets belonging to the Club not otherwise provided for herein. The Financial Officer shall (i) submit financial reports as required by the NCRS PAP to the Club at stated periods, (ii) sign financial records of the Club, (iii) sign tax returns and reports, (iv) present financial reports at each Board meeting, (v) create, maintain, update and revise NCRS PAP, (vi) make all bank deposits, all disbursements as approved by the President and/or the Board, (vii) prepare or cause to have prepared all financial statements,

financial reports, tax reports and returns, (viii) make financial recommendations to the President, Activities Manager, Membership Services Manager, and the Board, (x) make a periodic review of the Club's financial statements, (xi) present an annual budget at the annual meeting of the Board, (xii) make a periodic review of each Chapter's financial statement, (xiii) exercise such other duties as from time to time pertain to the office of the Treasurer, and is authorized to work closely with the Membership Services Manager and the Activities Manager (ix) perform such other duties as, from time to time, may be assigned by the President or by the Board.

6.4 The Secretary shall (a) keep the minutes of the Board meetings (b) see that all notices are duly given in accordance with these By-laws or as required by law, (c) be custodian of the current Club minutes; all documents, and, (d) in general perform all duties as from time to time may be assigned by the President or by the Board.

6.5 The Business Manager shall be responsible for the general business operations of the Club including supervision of all employees and managers. The Business Manager will chair the Business Management Committee which will include the President and Financial Officer.

6.6 The Judging Chairman is responsible for judging coordination, dissemination of accurate judging information to Chapter and Regional event Judging Chairpersons, recruiting of National Team Leaders and National meet judges, maintenance of the Judging and Tabulation recognition program, Corvette Technical Information Manuals and Judging Guides, and the maintenance of the Judging Matrix System.

6.7 The Membership Services Manager shall

- (a) keep an accurate up-to-date list of Members to be used for the purpose of mailing of official Club publications and publishing a membership roster at the direction of the Board,
- (b) be responsible for the collection of club membership fees and the forwarding of same to the Financial Officer,
- (c) be responsible for the dissemination of new member packets,
- (d) be responsible for the renewal of existing Members,
- (e) be responsible for the surveying of non-renewed Members,
- (f) be responsible for acquiring and maintaining an inventory of NCRS Items to promote NCRS,
- (g) see Membership Services Manager job description for additional detail.

6.8 The Merchandise Sales & Inventory Manager shall

- (a) be responsible for investigating, acquiring, and maintaining an inventory of NCRS Items that promote the NCRS;
- (b) maintain a good working relationship with current and future NCRS suppliers to provide NCRS with quality, cost-efficient products;
- (c) collect funds from the sale of NCRS Items and forward all funds on a regular basis to the NCRS Financial Officer along with an accurate itemized accounting of each category of items sold;
- (d) oversee occasional sales of NCRS Items by Chapters and active members;
- (e) see Merchandise Sales & Inventory Manager job description for additional detail.

6.9 The Activities Manager is responsible for the planning and execution of both the National Convention and the National Road Tour as designated by the Board. He/she may select or appoint as many volunteer assistants as he/she deems necessary and may secure Chapter participation as required. He/she shall recommend sites and dates for Regional and National Events, and with Board approval, implement plans for successful events, and be a consultant in aiding and assuring the success of Regional events, Chapter meets, or road tours.

6.10 The Regional Directors shall be the Managers presiding over all general business dealings with Chapters. The Regional Directors shall be responsible (a) for preparing and maintaining a list of all Chapters affiliated with NCRS, including Chapter name, mailing address, and current Chairman/President and Officers, and (b) for keeping all NCRS Chapters informed regarding changes and updates to NCRS PAP. The Chapter list shall be printed annually, in the summer issue of TCR or Driveline and shall become the official list of recognized NCRS Chapters as of the date of printing. Chartering dates and numbers shall be retained as a part of the official chartering records by the Regional Director.

6.11 The Editors are responsible for the publication of the quarterly magazine, TCR, and the bi-monthly Newsletter, Driveline as provided in Article VII. The publications will be laid out, edited and printed under the direct supervision of the Editors, whose responsibility includes (a) soliciting original material, (b) editing and verifying, (c) assembling suitable reprint material and seeking of permission when necessary, (d) including his/her own original material relating to the Club in any of its many facets, and (e) managing publication cost structure and mailing expense. The Editors shall apply the highest standards of journalism in verifying all material to be published by NCRS. The Editor's compensation and fringe benefits shall be determined by the Board. The Editors should, in all spoken and printed word, reflect the best interest of the Club and reflect Board policy as interpreted or conveyed to him by either the President or the Publications Committee.

ARTICLE VII - NCRS PUBLICATIONS

7.1 All Publications are subject to the direction and control of a three person Publications Committee, comprised of the Financial Officer and two (2) Board Members, designated by the President. The expiration of the two Board Members' terms shall be in alternating years. The Publications Committee shall supervise the activities of the Editors and all publications on a continuing basis within the guidelines established by these By-laws and policy as determined, from time to time, by the Board.

7.2 The content of TCR will be in the best interest of the Club with emphasis on technical material, but with suitable balance to cover news of the Club, its Chapters, and its Members as is deemed appropriate. Chapter coverage shall be handled in an equitable manner with all active Chapters receiving comparable printed coverage. Driveline is published to keep members current and informed on a variety of National, Regional and Chapter activities, as well as national news affecting the Club segment of the hobby. In addition, it will provide space at no cost within established Board approved guidelines for Members to seek or sell Corvettes and

related parts or services. It will also, as space permits, publish paid space advertising, at the discretion of the Editor, and in harmony with Board policies.

7.3 Every effort should be made to publish TCR and Driveline on a punctual schedule with mailing by the fifteenth working day of the month due: January, March, July and September for TCR and January, March, May, July, September and November for Driveline, so that via second class (TCR) or third class (Driveline) bulk mail, all members receive each magazine by the end of that month.

7.4 In addition to regular publications, the Editors should be prepared to assist, as directed by the Publications Committee, in all other printed matter created by or used by the Club, including, but not limited to, Judging Guides, judging forms, instruction or procedure manuals, awards, certificates, publicity and membership recruiting material.

7.5 All printed material and material submitted for printing, but not printed, are the exclusive property of NCRS. The Editors for the sole benefit of NCRS shall copyright all printed material.

7.6 The Editors will review articles written by persons for a potential personal interest or gain. The Publications Committee will review articles written by the Editor. This review process will enable the Club to have the highest degree of care and attention for such articles with efforts toward independence and documentation.

ARTICLE VIII - MEMBERSHIP - GENERAL

8.1 NCRS shall accept membership for Persons throughout the world who support the purposes of the Club without discrimination on the basis of race, color, creed, religion, or national origin, nor restricted to owners of Corvette automobiles and who submit a membership application accompanied by dues in U.S. funds (or proper equivalent).

8.2 Membership in NCRS is not transferable or assignable to anyone except the remainder of a paid membership to the surviving spouse in the event of the death of a paid Member.

8.3 The Board may, from time to time, (a) determine or adjust the amount of annual dues which will cover a twelve-month period beginning with receipt of dues, or (b) establish dues for more than a twelve-month period. Payment of dues shall be on the anniversary month of the member as determined by the Board. Notification of annual dues may be by use of mailing label, by separate letter, or by other notice.

8.4 When membership information is properly entered on an application form and accompanied by payment of one-year dues in advance, the Member is admitted and issued a Club number by the Membership Services Manager upon receipt of the application. The name, address, date, and number of each Member shall be entered on the records of the Club.

8.5 Upon admission and so long as dues are paid currently and a Member has not been suspended or expelled, each Member is entitled to any and all services, publications, and benefits provided by NCRS to its Members. If any publication date is delayed beyond the

expiration of any Member's paid dues period that publication will be sent as if it had been published punctually.

8.6 Any member initiating litigation toward the organization shall automatically be expelled from NCRS membership except in such instances where a member suffers injury as a result of an intentional or negligent act and there have been legitimate injuries and there is a legitimate claim for compensation. This expulsion shall include the primary member, the spouse, and their heirs. If the litigation is pursued the expulsion shall be permanent with no rights to reinstatement. There will be no hearing before the Board in these cases. If the litigation is dropped, the individual may request in writing an appearance before the Board of Directors regarding reinstatement in the organization. In such cases the member will be expected to make financial restitution to the organization in the amount equivalent to the expenses the organization incurred in preparing the defense against the litigation.

8.7 The National NCRS number can only be transferred to the surviving spouse in the event of the death of a member.

ARTICLE IX - CLASSES OF MEMBERSHIP

9.1 Active Members are Persons who have paid current dues. Active Members are entitled to receive (a) all Club publications, TCR and Driveline, (b) notices of Club activities, and (c) shall each have one vote for Regional Representative within their region at the election. Any active member may be called upon or be appointed to serve in some capacity in NCRS positions.

9.2 Associate Members are the spouse and children, grandchildren, and great-grandchildren (under 23 years of age) of an Active Member. Associate Members may participate in Club functions along with Active Members without additional dues, but shall not have voting privileges nor receive additional copies of publications. An Associate Member may become an Active Member by application and paying membership dues.

9.3 Honorary Members are persons so designated by the Board who have made significant contribution to the Club in any way, to Corvette history, or to the automotive hobby. Honorary Members are entitled to receive all Club publications and participate in all Club functions, but shall not have any voting rights, nor pay dues.

ARTICLE X - TERMINATION OF MEMBERSHIP

10.1 When any Member is in default in the payment of dues ("Defaulting Member"), the Defaulting Member's membership shall be automatically terminated. Membership may be reactivated by payment of the Defaulting Member's unpaid dues. The Defaulting Member's membership number may be reissued, or a new membership number may be assigned to a member who re-joins the Club after his/her membership was terminated for non-payment of

dues. The assignment of the original or new membership number shall be based on the sole discretion of the Club.

10.2 Any Member may resign by filing a written resignation with the Secretary who shall make a record of the resignation and notify the Membership Services Manager. Resignation shall not relieve the resigning Member of the obligation to pay assessments or other charges theretofore accrued and unpaid, nor is a resigning Member entitled to a refund of any dues paid by the resigning member.

10.3 A quorum of the Board by a two-thirds (2/3) majority of those voting may suspend any Member whose conduct, in the Board's reasonable judgment, is (a) in conflict with the purpose of the Club, (b) may adversely affect the reputation or interests of the Club, (c) acts or fails to act in a manner contrary to any provision of these By-laws, the NCRS Policy and Accounting Procedures or the provisions contained within the Club (c) current and future editions of the Judging Reference Manual, (d) a member's unauthorized use of the Club's intellectual property including all tradenames or trademarks including the initials "NCRS" or phrase "NCRS Judge", used in the member's direct or indirect commercial or for-profit purposes, or (e) fails to carry out with reasonable diligence the authorized directives of the Board, or any officer, employee or authorized agent of the NCRS.

If the Board duly determines that a member shall be suspended ("Suspended Member"), the Board shall notify the Suspended Member in writing of the factual basis for the suspension, and the duration and commencement date of such suspension. The Board's decision shall be mailed by United States mail, postage prepaid to the Suspended Member's last known mailing address ("Notice of Suspension"). Suspension will be effective as of the date the written Notice of Suspension is duly placed in the United States mail. The written Notice of Suspension shall advise the Suspended Member of his or her right to personally appear (not by agent, attorney or other representative) for a hearing before the Board of Directors during the first available regularly scheduled Board Meeting after the Notice of Suspension has been mailed to the Suspended Member. The Suspended Member shall be given no less than thirty (30) days advance written notice prior to the hearing date before the Board. The Suspended Member shall have the right to present whatever reliable statements, evidence, affidavits, or other information tending to support the Suspended Member's defense to the Board's decision to suspend the Suspended Member. In lieu of appearing in person before the Board, the Suspended Member may submit a written statement to the Board to be read and discussed during the first available regularly scheduled Board meeting. Such statement may include additional reliable statements, evidence, affidavits, or other information tending to support the Suspended Member's defense to the Board's decision to suspend the Suspended Member. A quorum of the Board may, by a two-thirds (2/3) majority of those voting, reverse or amend the Suspended Member's suspension provided the Suspended Member meets the terms that the Board deems appropriate for such reinstatement or amended suspension. The Suspended Member will be notified by mail of the final decision of the Board.

Subject to the Board's discretion as to which of the following privileges are suspended, any member whose membership is under suspension may not (a) be entitled to receive the Club's publications or chapter newsletters, (b) be permitted to utilize the Club's electronic discussion

board or archival services, (c) be permitted to participate in any national, regional or chapter event, (d) be entitled to register a car for any NCRS judging event, (e) renew the Suspended Member's membership, (f) rejoin the Club, (g) vote in any Club election, or (h) enjoy the use or benefit of any other Club privilege. A suspended Member is not entitled to a refund of dues unless the Board elects to do so.

10.4 A quorum of the Board, 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 By-laws, 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 Board, or any officer, employee or authorized agent of the 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 "NCRS" or phrase "NCRS Judge", used in the member's direct or indirect commercial or for-profit purposes, (i) or any other egregious act that the Board deems to be significantly detrimental to the Corvette hobby or NCRS judging of Corvettes.

If the Board duly determines that a member shall be expelled, the Board shall notify the Expelled Member in writing of the factual basis for the expulsion. The Board's 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 Board during the first available regularly scheduled Board 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 Board. 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 Board's decision to expel the Expelled Member. In lieu of appearing in person before the Board, the Expelled Member may submit a written statement to the Board to be read and discussed during the first available regularly scheduled Board meeting. Such statement may include additional reliable statements, evidence, affidavits, or other information tending to support the Expelled Member's defense to the Board's decision to expel the Expelled

Member. A quorum of the Board 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 Board 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.

ARTICLE XI - ALL MEETINGS - GENERAL INFORMATION AND RULES

11.1 ROBERTS RULES OF ORDER shall be the parliamentary authority regarding all Board and Membership meetings. Prior to the commencement of any meeting the Chairman of the meeting shall designate the person who shall serve as the parliamentarian for each such meeting.

11.2 The "Order of Business" of any meeting shall be as follows:

- a) Registration of those present.
- b) Presentation of any proxies.
- c) Call to order by the presiding Officer.
- d) Reading of the minutes of the previous meeting by the Secretary or his designate, and their approval.
- e) Election of Officers.
- f) Election of Managers.
- g) Treasurer's report.
- h) Committee reports.
- i) Old business.
- j) New business.
- k) Unfinished business.
- l) Comments by Officers or others.
- m) Adjournment.

11.3 During all meetings, Board or Membership, a majority vote of those present (including proxy votes during Board meetings) shall prevail unless otherwise provided in these By-laws

ARTICLE XII - MEMBERSHIP MEETINGS

12.1 The Annual Membership Meeting shall be held between June 1 and August 31 each year at a time and place designated as part of the NCRS National Convention. The date, time, and place of this meeting shall be published in the Convention Schedule of Events as presented in the Driveline. The purpose of the Annual Membership Meeting is to introduce the newly elected

Officers and Board Members and to transact any other business that may come before the Annual Membership Meeting.

12.2 The Annual Membership Meeting must not be in conflict with any other event or function of the National Convention. Any business may properly come before the Annual Membership Meeting, whether or not it was included in a proposed agenda. Only Active Members may speak and vote at the Annual Membership Meeting, unless the Active Members present vote to hear others. No proxy votes are allowed during any Membership Meeting.

ARTICLE XIII - REGIONS

13.1 In order to encourage more meaningful events with larger attendance resulting in more Corvettes being shown, the Club shall be apportioned into nine geographic Regions, as follows:

- (a) Region I - Connecticut, Maine, Vermont, New Hampshire, New York, Massachusetts, Rhode Island, New Brunswick
- (b) Region II - Ohio, Michigan, Ontario, Quebec
- (c) Region III - Pennsylvania, Virginia, West Virginia, Maryland & D.C., New Jersey, Delaware
- (d) Region IV - South Carolina, Florida, Georgia, Alabama, Mississippi, Tennessee, Kentucky, North Carolina
- (e) Region V - North Dakota, South Dakota, Minnesota, Iowa, Wisconsin, Illinois, Indiana and Manitoba
- (f) Region VI - Utah, Wyoming, Colorado, New Mexico and Nebraska
- (g) Region VII - Kansas, Oklahoma, Texas, Missouri, Arkansas and Louisiana
- (h) Region VIII - Washington, Oregon, Idaho, Montana, Alaska, British Columbia, Alberta and Saskatchewan
- (i) Region IX - California, Hawaii, Arizona and Nevada
- (j) All areas outside the Fifty (50) United States and Canada shall be represented by the Vice-President of NCRS.

These regional boundaries are based upon geographical areas. If at any future date the Board feels it appropriate, these boundaries may be altered.

13.2 Each Region shall elect one person who will serve as Regional Representative and member of the Board. The Secretary of NCRS shall serve as the administrator of the election. A notice of election and a request that nominations be forwarded to the Secretary for open positions shall be published in the May/June and July/August issues of the Driveline with nominations closing on August 10th. Term of office shall be three years coinciding with the calendar year. Each year three of the nine Regional Representatives shall be subject to reelection. There are no term limits for Regional Representatives. Nominations may be made by any Active Member in good standing within the Region of the nominee. Each nominee must have the signatures of 10 active members which shall be submitted to the NCRS Secretary along with his application for nomination no later than August 10th. Each nomination shall also be accompanied by a signed statement indicating that the nominee is willing and has the time to serve the Region and Club if elected. Upon receiving the nomination, and if requested by the nominee, the Membership

Service Manager will forward a mailing list of all Active Members in the Region to the nominee. If no nominations are received from a Region, Board representation from that Region shall be appointed by the President and approved by the Board.

13.3 The Secretary shall prepare the ballot to be made available to the membership both in hardcopy and online.

The hardcopy version is to be printed on the back cover of the September/October Driveline. Only ballots that are legibly signed by a verifiable resident of the Region will be tabulated and counted. Ballots shall be returned to the Secretary and tabulated. Copied or facsimile ballots will be counted. The membership # must be included.

The online version is to be accessible only through the 'members only' section of the NCRS website requiring a member to first register for access. The online version will be available October 1. Online votes will be held in a secured database and tabulated by the Secretary at the close of the election.

A member may use either method to vote but not both and may vote for a Regional Representative of his or her Region only. The cut-off date for both methods of voting will be October 31. The combined results of hardcopy and online votes will be published in the next available Driveline. All Active Members shall have the right to vote for Regional Representative, whether or not they have Chapter affiliation within that Region.

ARTICLE XIV - REGIONAL REPRESENTATIVE

14.1 The Regional Representatives may be named to committees, offering advice to the Chapter Officers, taking part in Chapter meetings, keeping current with Club activities, and being responsible for the direction of NCRS. A Regional Representative shall also recommend for charter, any prospective Chapter that meets qualifications for recognition.

14.2 Each Regional Representative shall be an Active Member, a resident within the Region he serves, and must be willing to accept the responsibilities and duties of the position, if elected.

14.3 In the event of a vacancy within thirty (30) days of the occurrence of the vacancy, the President with Board approval shall appoint an Active Member from within the Region to act as Regional Representative until the next scheduled election.

14.4 In the event a Regional Director or employee becomes incapacitated, the President, with Board approval, may replace individual as per procedures outlined and established in these NCRS Amended and Restated By-laws.

ARTICLE XV - CHAPTERS

15.1 A group of 25 or more NCRS Members can apply for recognition and charter as a Chapter of NCRS. At least 25 of these members must reside in the same general geographic area as the proposed new Chapter. Chapter requests shall be made on the Chapter Application Form

obtainable from the Regional Representative. A Chapter will be granted a Chapter Charter only after a one-year probationary period and after meeting and demonstrating observance of the Chapter Manual. Chapter Charters are for one-year periods and will be renewed on an annual basis providing the Chapter has observed the provisions of the Chapter Manual.

15.2 Funds raised at Chapter events, or Chapter participation in outside events, must flow to either the Chapter or NCRS as specified in these By-laws.

15.3 The granting of a Charter to a Chapter does not authorize the Chapter or any Member of the Chapter to act as agent or agents of NCRS or to create any obligations binding upon NCRS or to issue any statements or publication in the name of NCRS or purporting to emanate from NCRS.

15.4 Any group requesting a charter as a Chapter must submit an acceptable set of by-laws governing its operation, which shall include the following:

- (a) The Chapter agrees to conform to the provisions of the By-laws of NCRS, which take precedence in the event of any conflict, and that the Chapter will abide by decisions of the NCRS Board and follow the directions of the Chapter Manual.
- (b) The Chapter has all responsibility, financial and otherwise, for all activities it conducts and NCRS shall not be responsible for any debts or other obligations incurred by the Chapter.
- (c) Only Active Members of NCRS will be accepted as members of the Chapter and every Active Member shall be entitled to participate in all Chapter events.
- (d) The Chapter will levy its own dues and have its own publication.
- (e) The Chapter will keep accurate books and records of accounts on the calendar year (January 1 - December 31) basis.
- (f) The Chapter will elect its Officers and positions to serve on a calendar year basis. It is suggested that no Officer serve more than three one-year terms.
- (g) The Chapter will use ROBERTS RULES OF ORDER as its parliamentary authority and will use NCRS Order of Business for its business meeting, as stated in these By-laws. NCRS reserves the right to establish a uniform set of Chapter By-laws (the "Chapter By-laws"). When the Chapter By-laws have been adopted by NCRS, each Chapter must replace its By-laws with the Chapter By-laws within twelve (12) months. Failure to so adopt the Chapter By-laws shall result in revocation of the Chapter Charter. When Chapter By-laws are adopted, no Chapter may amend the Chapter By-laws without the prior written consent of NCRS.

15.5 Each Chapter must notify the Regional Representative of any changes in its by-laws. Each Chapter must submit a complete copy of its by-laws when requested to do so by the Board, which copy shall be permanently on file in the National Office. The first two sentences of this Paragraph shall no longer be applicable twelve (12) months after adoption of Chapter By-laws

as provided in paragraph 15.5. Each Chapter must submit whatever information and (or) records requested by the Board within the time limit requested by the Board.

15.6 A Chapter shall serve a specific Geographic Area, such as a portion of a state, whole state, or several states, with only one Chapter per specific Geographic Area. A Chapter may not have a Geographic Area larger than the area it can realistically be expected to serve. Each Chapter is part of a designated Region.

15.7 Each Chapter will cooperate with its Regional Representative in scheduling meets/events so as to avoid conflicting dates with other Chapters in the Region or with the National Events.

15.8 Each Chapter President will represent his Chapter within the Region and will report to the Regional Representative.

15.9 Chapter meets shall follow the guidelines set forth in Chapter Guidelines & Operation Manual.

ARTICLE XVI - CHAPTERS - PROBATION AND TERMINATION

16.1 Any Chapter may be placed on probation status or have its charter revoked by a 2/3 vote of the Board for:

- (a) failure to conform to the purpose for which NCRS was organized
- (b) for conduct which may adversely affect the reputation or interests of NCRS
- (c) failure to follow the Chapter Manual, or
- (d) to submit information and/or records requested by the Board within the time limit set by the Board (i.e., Chapter annual report).

16.2 Chapter revocation can be taken only after the Chapter has been informed of the charges and been given an opportunity to personally appear at a hearing or submit a written statement before a meeting of the Board.

16.3 Upon the Secretary's receipt of the written request of a Chapter under probation, or termination, the Board may by a 2/3 vote, reinstate such Chapter subject to compliance with such terms as the Board deems appropriate.

16.4 Any Chapter may dissolve and disband by a 2/3 majority vote of all its Active Members. Notice of a Chapter dissolution and disbandment must be given in writing to the Regional Director within 30 days of dissolution.

16.5 Revocation, forfeiture, dissolution or disbandment of a Chapter shall not affect any Member's rights as a member of NCRS.

ARTICLE XVII - FINANCIAL POLICY

17.1 The Board may authorize any officers or agents of the Club, in addition to the Officers so authorized by these By-laws, to enter into any contract or execute and deliver any instruments in

the name of and on behalf of the Club. Such Amended and Restated By-laws as of July 20, 2018 authority may be general or confined to specific instances. No Officer, agent, Member or employee shall have the authority to make any contract or agreement binding on the Club or to render the Club liable for any purpose or amount of money except as provided by these By-laws.

17.2 The Financial Officer shall issue and maintain the NCRS PAP which shall serve as a financial guide for all Directors, Officers, Chapters, Regions and employees. The NCRS PAP, and all revisions, from time to time, must be Board approved.

17.3 Each Chapter must adopt the NCRS PAP and accordingly conduct its financial matters.

17.4 The Board shall authorize a checking account for the Membership Services Manager and for any other person who has responsibility for disbursing monies. Each account must be operated in strict conformity with the provision in the NCRS PAP.

17.5 The Board shall establish a monetary reserve and maintain the reserve at an amount of money sufficient to produce and publish the current issue of TCR as well as a final Collector Edition. The final Collector Edition shall be completed and mailed to the membership within 120 days of a Board resolution of liquidation. Any remaining monies after the publication and mailing of the final Collector Edition shall be included with the Club's assets and distributed as provided in these By-laws.

17.6 In no case will TCR give space to advertising or other commercial effort, except for NCRS Items sold to Members either to promote NCRS or as a service to Members.

17.7 The Board may accept, on behalf of the Club any gift, bequest or honorarium.

17.8 The Financial Officer, or a Board designated Member, shall reimburse Officers and Managers for reasonable out-of-pocket expenses (such as postage, phone calls, etc.) incurred in conducting NCRS business as provided in the detailed guidelines contained in the NCRS PAP.

ARTICLE XVIII - RECORDS, BOOKS, AND NCRS LIBRARY/ARCHIVES

18.1 NCRS shall keep correct and complete books and records of accounts and shall also keep minutes of the proceeding of its Board and Membership Meetings and shall keep at the National Office a record giving the names, addresses, and numbers of the Members entitled to vote.

18.2 All books and records of NCRS may be inspected by any Member, or his agent or attorney, for any appropriate purpose at any reasonable time upon giving of at least 48 hours advance notice.

18.3 All books and records of NCRS over two years old shall be kept at the National Office.

18.4 NCRS shall have and continuously maintain, in the State of Incorporation, a Registered Agent consistent with the laws of said state.

18.5 Under the primary supervision of the Archives Committee, the NCRS Foundation, Inc (Foundation) Library/Archives shall be established and maintained. All contents of and contributions to the Library/Archives are the sole property of the Foundation. Contributions by Members and outside organizations to the Foundation Library/Archives are to be solicited. Materials which fall within the definition of the Foundation Library/Archives which are, have been, or will be acquired by past, present and future Directors, Officers, Managers and employees, which acquisition was influenced by affiliation with NCRS, are automatically the property of the Foundation and part of the Foundation Library/Archives.

18.6 Under the supervision of the Archives Committee, a complete inventory list of the Foundation's Library/Archives will be maintained at the Archives Committee Chairpersons Office and the AACA Library in Hershey, PA Office, copies of which shall be readily available to all Members and Chapters. From either Office, Members or Chapters may obtain copies at a reasonable per page duplication charge in reasonable quantities of those materials for the purposes of supporting research and for technical programs and presentation at Chapter meetings. No original materials of any nature whatsoever may be removed from the Foundation's Library/Archives.

18.7 The three-person Library/Archives Committee shall be comprised of the Financial Officer and two (2) other members designated by the President. The initial term for one member shall be 2 years and for the other member shall be for 3 years. All terms after the initial term shall be for a 3-year period. The Archive Director will be an ex officio member of the committee. The Library/Archives Committee shall be responsible for all Library/Archives storage, procurement and record keeping.

18.8 All judging records are the property of NCRS and shall be stored subject to the supervision of the Judging Chairman.

ARTICLE XIX - POLICY, GENERAL

19.1 In the event NCRS is liquidated, the properties of NCRS shall be presented to a non-profit club or association organized and operating exclusively for an exempt purpose as provided by IRS section 501(c)3 or IRS section 501(c)7.

ARTICLE XX - JUDGING

20.1 The Judging Chairman shall be the final authority in resolving any judging conflict arising during or subsequent to any NCRS event and shall maintain centralized files containing meet results and other judging data. At all National Conventions, Regional Events, and Chapter Meets, judging must follow the procedures outlined in the Judging Reference Manual.

20.2 The Judging Chairman shall appoint one or more Judging Teams headed by a Judging Team Leader as required to support the creation, maintenance and updating of a series of

Technical Information Manual and Judging Guides designating specific areas to be judged for each particular model year pertinent to the model years of the vehicles deemed eligible for judging under NCRS rules.

ARTICLE XXI - NATIONAL CONVENTION AND ROAD TOUR

21.1 There shall be one National Convention and one National Road Tour each calendar year, (the "National Events"). The National Road Tour ends at the National Convention. The National Events may be held at any location within the continental United States or Canada. The National Events shall be Board sponsored and be under the direct supervision, planning, and responsibility of the Activities Manager.

21.2 The Activities Manager and the sponsoring Chapter or Chapters shall conduct National Events for the benefit of Members only, in a professional manner and in keeping with the aims and goals of the Club.

21.3 There shall be no Chapter event or Regional Event scheduled that would conflict with or be within two weeks prior to or following the National Events.

21.4 The National Convention shall be held at a site and date chosen by the Board.

21.5 Convention Proposals (a) Any Chapter(s) desiring to cosponsor a National Convention must make a preliminary proposal to the Board at least three years in advance of the Convention date. The proposal shall (i) identify the chosen site and (ii) explain the facilities available and (iii) proposed event budget. The Board will notify all applicants of the selection of co-sponsor(s) after its review of all proposals. (b) In developing the proposals, the proposing Chapter(s) must work closely with the Activities Manager. The proposals to be made to the Board shall be screened in advance by the Activities Manager and presentation to the Board may only be made with his/her approval.

21.6 There shall be no event at a National Convention scheduled to conflict with Annual Membership Meetings.

21.7 There shall be no events scheduled at any NCRS Convention that exclude any Members present.

21.8 The Convention Chairperson as approved by the Board is authorized to raise funds by registration, banquet ticket sales, vendor fees, side- trip fees, etc., to provide necessary money to conduct the National Convention. All fees shall be approved in advance, by the Financial Officer. After the Convention, but no later than December 31 in the year in which the National Convention was held, a full financial accounting in accordance with NCRS PAP will be prepared by the Financial Officer and submitted to the Board.

ARTICLE XXII - REGIONAL EVENTS

National Corvette Restorers Society

22.1 The Board encourages a Chapter or group of Chapters to hold Regional Events at locations within the six general geographic areas of the United States. These general areas are: Northeastern, Southeastern, North Central, South Central, Northwest and Southwest United States.

22.2 Any Chapter or group of Chapters desiring to conduct a Regional Event shall present its plans, dates and details to the Activities Chairman, as requested, prior to the Board Meeting and in cases of conflict, the Board's decision shall prevail. The Board shall have the right to exercise guidance and, if necessary, control measures to assure that such Regional Events are conducted in strict compliance with these By-laws, the National Convention Guidelines with Regional Addendum, prevailing rules, and standards pertaining to judging and general Board policy.

22.3 The Board shall in no way participate in either the profit or the loss from any Regional Event but has the right to exercise guidance in overseeing the planning for each Regional Event so as to anticipate financial success.

22.4 There shall be no events scheduled at any Regional Event that exclude any Members present.

22.5 Team Leaders and the Advanced Judging School Instructor will not be required to pay registration fees for Regional Meets and National Convention effective Jan. 2010. (Advanced Judging School Instructor added January 2011).

22.6 Guest registration fee for NCRS Events is valid for non-NCRS members only. Registration form is to include the words "Guest (Non-NCRS members only)". NCRS members cannot be the guest of another NCRS member. NCRS members who wish to attend an NCRS event must register.

ARTICLE XXIII - GENERAL

23.1 NCRS shall, with Board approval, maintain a General Liability Insurance Policy, Property Damage and General Casualty Insurance Policy and Directors/Officers Errors and Omissions Insurance Policy to protect the Club and its Officers, Managers, Board Members, and Members in event of any loss or injury arising out of any sanctioned NCRS activity held at National, Regional and Chapter level.

23.2 NCRS shall, with Board approval, maintain a Worker's Compensation insurance policy or contribution to a state fund, if applicable, to protect its employees.

23.3 NCRS shall indemnify its Officers, Managers, and Board Members for any damages arising from their duties performed for the Club when those persons perform their duties in good faith, in a lawful way and within the scope of authority.

ARTICLE XXIV – BY-LAWS

National Corvette Restorers Society

24.1 Amendments to these By-laws may be proposed by any member of the Board or by any 20 Active Members.

24.2 These By-laws shall not be amended or changed in any way that could reduce, nullify or change the non-profit status of NCRS.

24.3 Proposed amendments must be submitted in writing to the President. The President shall submit the proposed amendments to the Board for a vote within 15 months of the date of receipt.

24.4 Any proposed amendment may be (a) referred to a By-laws and Rules Committee appointed by the President for its study and recommendation to the Board, and (b) may be submitted to an attorney by the By-laws and Rules Committee to assure that the Club non-profit status will not be adversely affected.

24.5 The Board must vote on any proposed By-laws amendment submitted to it by (a) written mail ballot, (b) by oral or written ballot at the Annual Meeting, (c) or any special Board meeting. All mail ballots must be returned to the Secretary. Any proposed amendment must receive a 2/3 majority vote of the entire Board in order to pass.

24.6 The By-laws have been completely amended and restated by action taken by the Board at its Annual Meeting held on July 20, 2018 and or effective as of such date. Any subsequent amendment shall be effective as of the date specified in TCR or Driveline.

24.7 If any portion, section or Article of these By-laws is found to be unconstitutional or ruled null and void, the remaining sections and Articles of the By-laws remain in effect.

The End