

By-Laws

Of

Grand Strand Corvettes Inc.

A Non-Profit Corporation

Article I

Name and Location of Office

The Name of the corporation is Grand Strand Corvettes Inc. (the Corporation). The principal office of the Corporation in the State of South Carolina shall be located in Murrells Inlet, S.C.

The mailing address is Post Office Box 163, Murrells Inlet, S.C. 29576.

Article II

Objectives and Dedication

The Corporation is organized and shall operate as an exempt charitable and educational organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation. The Corporation is incorporated under the laws of the State of South Carolina specifically for the purpose of promoting the safe use and enjoyment of Corvettes and fostering fellowship with its membership and shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

(a) Administering for charitable purposes, funds and property donated to the corporation;

(b) Distributing property for such purposes in accordance with the terms of gifts, bequests or devices to the corporation not inconsistent with its purpose, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

(c) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, educational or religious organizations that are described in 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under 501 (a);

(d) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need, and;

(e) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

The primary charities of the Corporation will be the National Corvette Museum, Children Charities and Charities supporting our Men and Women in Uniform. Nominations for a Children's charity and a Charity for our Men and Women in Uniform may be made by the officers, directors and members. Nominations are to be made in writing to the Board of Directors and will be voted on at each January

meeting.

Article III Membership

The Corporation (Club) will have voting and non voting members.

A prospective Member must be 21 years of age or older and own a Corvette in drivable condition. The prospective member is encouraged to attend Club meetings and events, prior to submitting his/her application for membership. All Officers and Directors must approve the application for membership. Membership will not be determined on the basis of race, color, sexual ordination, religious preference or national origin. All new members are encouraged to become a member of the National Corvette Museum. Membership information will be used for the sole purpose of the members and is not to be shared, published or sold to outside persons for any reason. New members will be given a copy of the Constitution and By-Laws at the time they are approved for membership.

Individual Membership: One adult, (one vote), who has met the membership qualification above.

Family Membership: Two adults, (two votes), family is defined as husband and wife, partners or significant others, that reside in the same household and one of which, has met the membership qualifications above.

Honorary Member: Honorary members do not pay dues. They do not vote.

This Honor is bestowed on an individual, who is a past president, founding member, board of directors or member of the club, for their contributions to the Club. This honor can also be bestowed on members of other clubs and organizations for contributions they have made to our Club, community, country, charity, and mankind. Nominations may be submitted by any member and must be approved by the Board of Directors. Honorary members are reviewed and approved annually.

Dues and Fees:

Membership dues and fees are due and payable on January 1st of each year. A grace period is extended until January 31st. Club privileges will be rescinded and they will be considered new members if they rejoin the Club after January 31st. **New Member:** (one person): \$40.00 (\$25.00 Dues plus \$15.00 initiation fee)

Family Membership: (two people): \$60.00 (\$35.00 Dues plus \$25.00 initiation fee)

Renewal: Individual \$25.00; Family \$35.00

Honorary Member: No dues or fees.

Resignation of Membership: Members may resign their membership at any time in the club by submitting a letter or e-mail to the Secretary. The resignation shall be effective upon receipt of the letter or e-mail. Any Club property, which the member has in their possession, at the time of resignation must be returned to the Club. There will be no refund of dues, fees or any other payment for activities by the Club.

Reason for Suspension or Expulsion: infractions of Club rules, Just Cause or being in the best interest of the Club as determined by the Founding Members.

For:

1. Non payment of dues and fees. Membership suspended automatically.
2. Infraction of the By-Laws.
3. Misappropriations of Club funds, property.
4. Any person or persons, whose behavior reflects negatively or causes harm

to the reputation of the club and / or its members.

Before such action can come to a Vote, the member must be notified of the Infraction and afforded the opportunity to defend him/her self, in person or in writing.

Article IV Board of Directors

Founding Members: Founding Members will be the initial Officers and Directors of the Corporation.

Board of Directors: The Board of Directors will include the Officers and Directors of the Corporation.

Vacancies: A vacancy on the Board of Directors will be filled by the Board of Directors.

Committees: Each Director will have a committee. Committees are comprised of the membership.

Compensation and Reimbursement: No Founding Member or Member shall be compensated for their services when carrying out any Corporation business. Authorized expenditures must be submitted with appropriate receipts and presented to the Treasurer for reimbursement.

Tenure and Number: Each Officer or Director shall hold office for an indefinite time period, as determined by the officer or director. There will be fourteen (14) Officers and Directors.

Officers and Directors Duties:

Officers:

President: The President shall be the chief executive officer of the Corporation. The President , unless some other person is specifically authorized by vote of the Board of Directors, shall sign, or delegate to other officers of the Corporation the power to sign, all agreements, and modifications of agreements, leases and contracts of the Corporation. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate. The President shall be an ex-officio member of all committees and shall preside at all meetings of the Board of Directors. The President shall maintain and develop relationships with sponsors, General Motors, the National Corvette Museum and other clubs. In his absence, the Vice President will assume the duties of President.

Vice President: Except as specially limited by vote of the Board of directors, the Vice President shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the power to sign all agreements, modifications of agreements, contracts of the Corporation during the absence of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors shall designate..

Secretary: The Secretary shall keep accurate minutes of all meetings of the Board of Directors, and shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of directors shall designate. In the absence of the Secretary at any meeting the Vice President shall perform such duties thereat.

Treasurer: The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers and documents of the Corporation and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to such office. The Treasurer shall deposit all funds of the Corporation in such bank or banks as the Board of Directors shall designate. The Treasurer may endorse for deposit or collection all checks to the Corporation or to its order, may accept drafts on behalf of the Corporation. The Treasurer shall keep accurate books of account of the Corporation's transactions which shall be the property of the

Corporation and shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer shall keep all records in a safe and secure place. Record retention is required for seven (7) years.

Officers and Directors Duties:

Directors:

Membership Director: The Membership Director is responsible for soliciting new members, processing membership applications, ordering member name badges, providing membership ID cards and providing a copy of the Constitution and By-Laws to new members. He / she is also responsible for providing to the membership an updated roster at least quarterly.

Activities Director: The Activities Director shall be responsible for planning, organizing and overseeing events sponsored by the Club. The Activities Director will prepare and distribute sign up sheets at regular meetings for members that would like to attend car shows, charity events, cruise ins, etc. The Activities Director will be responsible for keeping members informed as to the time and places to meet, via e-mail, for events so that members may caravan together, if they wish.

Web Master: The Web Master shall have working computer knowledge and be familiar with Internet protocol. The Web Master shall maintain the Grand Strand Corvettes web site.

Marketing / Public Relations Director: The Marketing / Public Relations Director shall be responsible for the overall promotion of the Club. He / She will use newspapers, web sites, and television and radio stations in promoting the Club. He / She will also communicate with other clubs and coordinate joint activities, along with the Activities Director.

Director at Large: The Director at Large shall act as a representative of the members; he / she shall be their voice at all board of directors meetings.

GSCorvette Newsletter Editor: The Editor shall be responsible for publishing a monthly news letter of club activities , upcoming events and /or any other information that would be valuable to the members, i.e., birthdays, anniversaries, etc. via the club web site or e-mail to the members.

Car Show Chairman: The Car Show Committee shall be comprised of a Chairperson and members. Committees will be assigned by the Chairperson. The Car Show Chairperson will be responsible for planning and implementing, with help from committees, all car shows sponsored by the club.

NCM Ambassador: The mission and duties of the NCM Ambassador are to provide Grand Strand Corvettes and its members a two way communication link to the National Corvette Museum.

Article V Meetings

Regular Meetings: Regular business meetings will be held on the second Sunday of each month. Should the date be a holiday or the meeting place unavailable, an alternate date will be set and the membership notified. Monthly reports will be given by the Officers and minutes of each meeting will be kept.

Founding Members: Founding Members meetings may be called by any Founding Member. There must be a majority of Founding Members present in order to conduct business. Any member may attend this meeting, but may not participate.

Board of Directors: Board of Directors meetings may be called by any Board Member. There must be a majority of Board Members present in order to conduct business. Any member may attend this

meeting, but may not participate.

Notice: Notice of any meeting, except Regular Meetings, shall be given a least two (2) days prior notice, via email or regular mail. The meeting purpose shall be included in the notice. A Founding Member and or Board of Directors meeting shall consist of a majority of the entire Board of Directors. Participation may be in person or by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Quorum: A Quorum shall consist of a majority of the membership present. They must be in good standing.

Article VI Committees

Each Officer or Director will have a committee. These committees are necessary and desirable for the proper administration and operation of the Corporation. Volunteers from the membership are asked to serve on these committees. Each committee will have a chairperson.

Article VII Fiscal Year

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

Article VIII Voting

Any member in good standing, with dues and fees paid is eligible to vote on any Club matter. Each member in good standing is allowed one vote. Voting by “proxy” is not allowed. Voting by “absentee ballot” is allowed if, the member is working out of town or medically unable to attend the meeting and his or her ballot is signed and returned to the Secretary prior to the vote.

Article IX Corporation Property

All Club logos and insignia are the sole property of the Corporation. Changes to the Club logo or insignia must be approved by ALL Founding Members. Members who resign, are suspended or expelled from the Club may keep all articles of clothing bearing the Club logos and insignia. Any Members that have Corporation property in their possession at the time of resignation, suspension or expulsion must return same to the Corporation...

Article X Contracts, Checks, Deposits, Agreements, Partnerships, Sponsorships

No contracts, agreements, partnerships or sponsorships shall be entered into by any founding member, officer, director, present, past or future without the full approval of the Board of Directors.

No contract, agreement, partnership or sponsorship will be for more than twelve months, unless it is the renewal of a lease, insurance policy or the like, that was previously approved, with no material changes.

All checks, over \$100 (one hundred dollars) for the payment of money issued in the name of the Corporation shall be signed by two (2) Officers of the Corporation and in such manner as shall time to time be determined by resolution of the Board of Directors.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article XI Corporate Seal

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Corporation.

Article XII Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer or convey all of the remaining assets of the Corporation to one or more non-profit domestic or foreign corporations, or non-profit organizations as shall then be exempt organizations within the meaning of Section 501 (c)(3) of the Code.

Article XIII Notices

Section 1: Notice: Whenever written notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any officer or director, such notice may be given by mail, addressed to such officer or director, at such person's address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given three (3) days after the time when the same shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery.

Section 2: Waiver of Notice: Whenever any notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any officer or director, a waiver thereof in writing, signed, by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article XIV Indemnification of Officers and Directors

Section 1: Power to Indemnify in Actions, Suites or Proceedings: The Corporation shall indemnify a person who was or is a party or is threatened, pending or completed action, suit or proceedings,

whether civil, criminal, administrative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an officer or director of the Corporation, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings to the extent provided by the provisions of the State of South Carolina Non-Profit Corporation Act, as such act shall be amended from time to time.

Section 2: Insurance: The Corporation may purchase and maintain insurance on behalf of any person who is or was an officer or director of the Corporation, against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article XIII.

**Article XV
Amendments**

These By-Laws may be altered, amended or replaced or repealed, in whole or in part, or new By-Laws may be adopted by the board of directors of the Corporation, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of the board of directors. All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire board of directors then in office at a duly noticed regular meeting of the board of directors. The By-Laws will be reviewed annually and updated or changed as necessary.

**Article XVI
Founding Members**

Lee Ritchey

Carol Ritchey

Pat Hicks

Darlene Hicks

David Smith

Linda Smith

Jay Ferrill

Claire Ferrill

Bill Shipley

Dianne Shipley

Dick Mahany

Pam Mahany

ADOPTED as of this _____ day of _____, 2010

Grand Strand Corvettes, Inc.

Its President

Attest:

Its Secretary

Certificate of Secretary

The undersigned Secretary of the Grand Strand Corvettes, Inc. hereby attests that the foregoing By-Laws represent a true and correct copy of the By-Laws adopted by the Board of Directors of the Corporation at a duly noticed meeting.

Secretary