

**BYLAWS  
OF  
CRUISIN' CORVETTES OF TALLAHASSEE, INC.  
A Florida Not-For-Profit Corporation**

**ARTICLE 1. OFFICES**

The Principle office of the Corporation shall be in the State of Florida. The Corporation shall designate a registered office and a registered agent in accordance with Florida law and shall maintain it continuously.

**ARTICLE 2. MEMBERS**

1. QUALIFICATIONS: Membership is completely voluntary and is open to all persons over the age of eighteen years who either own, drive or have an interest in the CORVETTE automobile manufactured by General Motors Corporation and for those persons who enjoy the association of other like minded individuals.
2. MANNER OF ADMISSION: Any person may become a member of the Corporation by submitting the Application for Membership and payment of the annual dues in the amount prescribed herein or from time to time amended by vote of the membership. All Members are voting Members.
3. REMOVAL: Any Member may be removed from the membership roster upon the failure of the Member to pay the annual dues or for conduct which, in the opinion of the Board of Directors, is detrimental to the stated purpose and goals of the Corporation.

**ARTICLE 3. BOARD OF DIRECTORS**

1. GENERAL POWERS: Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not For Profit Corporation Act, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.
2. NUMBER, QUALIFICATION, ELECTION AND TENURE: The number of Directors shall be the number of Directors elected from time to time in accordance with the Articles of Incorporation, but shall never be less than three. The Directors shall be elected by the Members at the annual meeting of Members, and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

**ARTICLE 4. OFFICERS**

1. OFFICERS: The Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. A failure to elect a President, Vice-President, Secretary or Treasurer shall not affect the existence of the Corporation.
2. ELECTION AND TERM OF OFFICE: The Officers of the Corporation shall be elected annually by the Members at the annual meeting of the Members. Each Officer shall hold office until his/her successor shall have been duly elected and qualified; or until he/she resigns or shall have been removed in the manner herein provided.
3. REMOVAL: Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of those Members in attendance at a regularly scheduled meeting or at a special meeting called for such action. Any vacancy so created may be filled at any time by the vote of a majority of the Members in attendance at any regularly scheduled meeting or at a special meeting called for such action.

4. POWERS AND DUTIES: The President or Vice-President shall preside at all meeting of the Board of Directors or meeting of the Members. The officers shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by the Bylaws, or as may be assigned to them from time to time by the Board of Directors.
5. COMPENSATION: No Officer shall be compensated for performance of his/her duties as such officer. The Corporation may reimburse any Officer or Member for any expenditure made by such officer or Member on behalf of the Corporation.

#### **ARTICLE 5. MEETINGS OF MEMBERS**

1. ANNUAL MEETING: There shall be an annual meeting of the Members for the purpose of electing the Officers and electing the Directors to serve for the next succeeding calendar year and to transact such other matters as may properly come before the Members. The annual meeting shall be held on the first Thursday in the month of December of each year at a time and place to be determined by the Board of Directors. Notice of such meeting shall be given as prescribed herein.
2. REGULAR MONTHLY MEETING: The corporation shall schedule a regular meeting monthly meeting at a time and place to be determined by the Board of Directors and communicated to the Members.
3. NOTICE OF MEETINGS: Notice of the meetings shall be deemed communicated when such time and place is posted on the Internet Web Site being maintained by the corporation, posted in the corporation's monthly news letter or communicated orally to the Members by an Officer, Director or other Member.
4. MEMBER QUORUM AND VOTING: At any annual, regular or special meeting of the Members which has been properly noticed, all Members attending such meeting, whether in person or by proxy, shall constitute a quorum without regard to the number of Members so present. An affirmative (or negative) vote of a majority by Members so present shall constitute an act of the membership.

#### **ARTICLE 6. MEETINGS OF BOARD OF DIRECTORS**

1. ANNUAL MEETING: The Board of Directors shall hold its annual meeting at the same place and immediately following each annual meeting of the Members, for the purpose of transacting any business as may come before the meeting.
2. REGULAR MEETINGS: Regular meetings of the Board of Directors may be held without notice and at such time and place as shall be determined by the Board of Directors. A special meeting of the Board of Directors may be called at any time by the President or by any Director.
3. ACTION WITHOUT MEETING: Any action of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken signed by all of the Directors, is filed in the minutes of the corporation. Such consent shall have the same effect as a unanimous vote.
4. QUORUM AND VOTING: A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.
5. REMOVAL: At any meeting of the Members, whether called for that purpose or not, any Director may be removed from office, with or without cause, by vote of a majority of Members present at such meeting. Any vacancy so created may be filled by a vote of a majority of Members present at such meeting.

## **ARTICLE 7. MEMBERSHIP CERTIFICATES**

1. **CERTIFICATES:** If approved by the Members, a membership certificate shall be created and shall be issued to each Member and shall be signed by the President or Vice-President and the Secretary. Each certificate shall state the following: (a) the name of the person to whom it is issued; (b) the name of the corporation; (c) that the corporation is a not-for-profit corporation organized under the laws of the State of Florida; and (d) that the membership certificate does not convey any rights or privileges, but is issued only for the purpose of identification.
2. **MEMBERSHIP LIST:** The Corporation shall maintain a list of current Members by name, address, telephone number, and e-mail address and shall publish such list from time to time, either by hard copy or by posting on the Internet Web Site maintained by the Corporation.

## **ARTICLE 8. BOOKS, RECORDS AND REPORTS**

1. **ANNUAL FINANCIAL REPORTS:** The corporation shall prepare and submit to the Members an annual financial report. The annual report shall include a balance sheet as of the close of the fiscal year of the corporation and a revenue and disbursement statement for the year ending on such closing date. The financial report shall be prepared in conformity with generally accepted accounting principles applied on a consistent basis and shall be kept for a period of six years in the registered office the corporation.
2. **RIGHT OF INSPECTION:** Any Member shall have the right, for any proper purpose and at any reasonable time, to examine and make copies from the relevant books and records of accounts and of the minutes of the Corporation.

## **ARTICLE 9. AMENDMENTS**

The Bylaws of the corporation may be altered or amended by a majority vote of the Members at any annual, regular or special meeting of the Members.

## **ARTICLE 10. NONPROFIT OPERATION**

The corporation will not issue shares of stock. No dividends will be paid to any Member. No part of the income or assets of the corporation will be distributed to its Members, Officers or Directors without full consideration. No Member of the corporation has any vested right, interest or privilege in or to the assets, property, functions, or activities of the corporation. Upon final liquidation of the corporation, all remaining assets, after paying all liabilities, shall be transferred to the NATIONAL CORVETTE MUSEUM, Bowling Green, Kentucky.

## **ARTICLE 11. INDEMNIFICATION**

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

## **ARTICLE 12. FISCAL YEAR**

The fiscal year of the corporation shall be the same as the taxable year of the corporation for federal income tax purposes.