

BY-LAWS
OF
VINTAGE CHEVROLET CLUB OF AMERICA, INC.
(A Mutual Benefit Corporation)

PURPOSE

The purpose of the Corporation shall be to promote the interest to the public in the preservation and restoration of all Chevrolet/GMC vehicles.* The Corporation shall be noncommercial and nonprofit, and shall not discriminate on the basis of sex, race, creed and national origin.

*Reference: Motion 07-14 March 2008
Motion 13-10 BOD Meeting 2014

ARTICLE I

BUSINESS OFFICE

Section 1. **PRINCIPAL OFFICE.** The principal office of the Corporation for its transaction of business is located in Tucson Arizona at the address of:

Vintage Chevrolet Club of America, Inc.
P.O. Box 41238
Tucson, AZ 85717

Reference: Motion 08-09 March 2009
BOD Meeting March/April 2017

Section 2. **CHANGE OF ADDRESS.** The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another. Any such change shall be noted by the Secretary of the Corporation to the State of California as specified in 6210 d of the California Corporation Code.

Reference: Motion 08-10 March 2009

Section 3. **MISSION STATEMENT.** The Mission of the VCCA states: The Vintage Chevrolet Club of America is a non-profit organization dedicated to the preservation, restoration and enjoyment of all Chevrolet/GMC built vehicles. Our primary focus is to restore and preserve Chevrolet/GMC vehicles to their original condition as delivered from the factory or dealership as stated in each monthly issue in the "Generator & Distributor" club magazine. To support the additional interests of our members, the VCCA has created the Touring Program, and the CDPC Chevrolet Driver Participation Class, all with well established guidelines. Chapters are invited to participate in Regional, Area or National events at the request of the Event Chairperson but are not eligible for VCCA National awards.

Reference: Motion 13-10 BOD Meeting 2014
Electronic BOD vote Motion 14-09a 12/15/14

ARTICLE II

MEMBERS

Section 1. CLASSIFICATION AND QUALIFICATION OF MEMBERS. The Corporation may have classes * of memberships as determined by the Board of Directors:

- a) CHARTER MEMBERS. Charter Members of the Corporation shall be only the original twelve (12) persons who founded the Corporation. Each Charter Member shall be entitled to one (1) vote.
- b) LIFE MEMBERS. Present Life/Joint members of the Corporation shall be maintained. Life Memberships may be granted to natural persons by the Board of Directors. Membership is non-transferable and non-refundable. Voting opportunities will be the same as the Family Membership. No member may apply for a Life Membership.
- c) FAMILY MEMBERS. Family members of the Corporation shall only be natural persons who apply for membership in the Corporation and comply with the requirements of Family Membership established from time to time by the Board of Directors. Family Membership shall include up to two adult members of the household and any children under the age of nineteen (19) years. The named adult members shall be entitled to voting privileges for a maximum of two voting members.
- d) HONORARY MEMBERS. Honorary Members of the Corporation shall be only natural persons who are elected by the Board of Directors and comply with the requirements of Honorary Membership established from time to time by the Board of Directors. Honorary Members shall not be entitled to vote.
- e) ASSOCIATE MEMBERS. Associate Members of the Corporation shall be only natural persons who apply for membership in the Corporation, are at least eighteen (18) years of age. Associate Members shall enjoy all privileges of membership afforded the other member classes, except they will not be entitled to receive printed copies of the 'Generator and Distributor', the monthly publication of the VCCA. Associate Members will be entitled to a lower dues structure as established by the Board of Directors.*

**(Reference: BOD Meeting 3/28-30/14, per Motions 14-02 & 14-03)
Motion 17-01 11/12/17*

Any subsidiary of the Corporation shall not be admitted to membership of the Corporation.

No natural person may hold more than one (1) membership, and no fractional memberships may be held, provided, however, that a person may hold membership in one

(1) or more classes of membership.
Section 2. ELIGIBILITY FOR MEMBERSHIP. Any natural person over the age of eighteen (18) years is eligible to be a member of the Corporation.

Section 3. ADMISSION TO MEMBERSHIP. Any natural person qualified for membership under Section 1 of this Article II of these By-Laws and eligible for membership under Section 2 of this Article II of these By-Laws, shall be admitted to membership only on the approval of the Membership Services* of an application submitted by such persons in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the first annual or life dues, as the case may be, as specified in Section 5 of this Article II of these By-Laws.

*Reference: Motion 10-01 January 2010

Section 4. APPLICATION FEE. There shall be no fee for making application for membership in the Corporation.

Section 5. DUES. The annual dues payable to the Corporation by membership shall be in such amounts as shall be determined from time to time by resolution of the Board of Directors. Annual dues shall be payable for the first year on admission to membership and annually thereafter on the anniversary date of such membership. A member, on learning of the amount of annual dues determined by the Board of Directors, may avoid liability for such annual dues by promptly resigning from membership, except where the member, by contract or otherwise is liable for the annual dues.

*Reference: Policy 4.1.5, 4.1.6, 4.1.7, 4.1.8 Deleted effective August 1, 2014
BOD Meeting 3/28-30/14 per Motion 14-01

Section 6. ASSESSMENTS. Memberships shall be non-assessable.

Section 7. NUMBER OF MEMBERS. There shall be no limit on the number of members the Corporation may admit.

Section 8. MEMBERSHIP BOOK. The Corporation shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 9 of this Article II of these By-Laws.

Section 9. INSPECTION RIGHTS OF MEMBERS.

- a) DEMAND. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the California Corporation Code, and unless the Corporation provides a reasonable alternative as permitted by Section 9(c) of this Article II of these By-Laws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:
- 1) Inspect and copy the record of all the members' names addresses and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
 - 2) Obtain from the Membership Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the recent records date for which it has been compiled or as of the date of demand. The demands shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- b) MEMBERS PERMITTED TO EXERCISE RIGHTS OF INSPECTION. The rights of inspection set forth in Section 9(a) of this Article II of these By-Laws, may be exercised by the following:
- 1) Any member, for a purpose reasonably related to such person's interest as a member; and
 - 2) The authorized number of members for a purpose reasonably related to the member's interest as members.
- c) ALTERNATIVE METHOD OF ACHIEVING PURPOSE. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 9(a) of this Article II of these By-Laws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demands without providing access to or a copy of the membership list. An alternative method which is reasonable and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 9(a) of this Article II of these By-Laws, shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made by the pursuant to Section 9(a) of this Article II of these By-Laws.

- Section 10. **CERTIFICATES OF MEMBERSHIP.** The Corporation shall not issue membership certificates; however, the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the facilities or services of the Corporation.
- Section 11. **NON-LIABILITY OF MEMBERS.** A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.
- Section 12. **TERMINATION OF MEMBERSHIP.**
- a) **CAUSES.** The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
 - 1) The voluntary resignation of a member with notice as prescribed in Section 12(b) of this Article II of these By-Laws;
 - 2) Where a membership is issued for a period of time, the expiration of such period of time;
 - 3) The death of a member;
 - 4) The non-payment of dues, subject to the limitations set forth in Section 12(c) of this Article II of these By-Laws.
 - b) **RESIGNATION BY GIVING NOTICE.** The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the Membership Secretary of the Corporation personally or deposited in the United States mail, first-class mail, postage prepaid.
 - c) **NON-PAYMENT OF DUES.** The membership of any member who fails to pay dues when due and within sixty (60) days thereafter shall automatically terminate at the end of such sixty (60) day period.
 - d) **EXPULSION, SUSPENSION, OR TERMINATION.** A member may be expelled or suspended and a membership and any and all membership rights may be terminated upon the good faith determination of the Board of Directors, or a committee designated by the Board of Directors to make such determination that the member has failed in a material or substantial degree to act in the best interests of the Corporation or be dedicated to its purposes, provided such member was given both fifteen (15) days prior written notice of the expulsion, suspension, or termination stating the reasons thereafter and a timely opportunity to be heard on the matter of the expulsion, suspension, or termination stating the reasons therefore and a timely opportunity to be heard on the matter of the expulsion, suspension, or termination. The notice shall be given personally to such member or sent by first-class mail to the last address of such member as shown on the records of the Corporation.

The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the expulsion, suspension, or termination. The hearing shall be conducted at the principal office of the Corporation by the Board of Directors or committee of the Corporation. The hearing shall be presided over by the President of the or committee chairman, who shall perform the following duties:

- 1) Read the charges against the subject member;
 - 2) Require that the charges be verified by the testimony of the person or persons making them;
 - 3) Hear any other witness against the subject member;
 - 4) Allow the subject member to cross-examine each witness following the testimony of that witness;
 - 5) Allow the subject member to make a statement in his or her own behalf;
 - 6) Allow the subject member to call witnesses in his or her own behalf and;
 - 7) Allow the members of the Board of Directors or Committees to question the witnesses after they have been questioned by the subject member. The Board of Directors or Committee shall conduct the hearing in good faith and in a fair and reasonable manner. The Board of Directors or Committee (subject to review by the Board of Directors) shall have the exclusive power and authority to decide that the proposed expulsion, suspension, or termination not take place.
- e) EFFECT OF TERMINATION. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member for any obligation for charges incurred, services or benefits actually rendered, dues or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

Section 13 INSURANCE. Each member must maintain individual policies of insurance covering such member's liability and property damage for such member's vehicles. The Corporation shall not be responsible for any acts or actions of the members or for damage to member's vehicles, whether during activities or events sponsored by the Corporation or otherwise.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. PLACE. Meetings of members shall be held at the principal office of the Corporation or at such location within or out of the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2. REGULAR MEETINGS. The members shall meet annually during the first (1st) quarter of the year, or on such other date and at such other time as may be designated by the Board of Directors. If the date for the annual meeting is designated by the Board of Directors, such date shall not be more than fifteen (15) months after the date of the preceding annual meeting. Each annual meeting shall be held for the purpose of transacting such proper business as may come before the meeting; including the election of Directors for such terms as are fixed in Section 4 of Article IV of these By-Laws, if this has not been done by written ballot.

If the election of Directors shall not occur at such meetings of the members, or without a written ballot pursuant to Section 2 of this Article III of these By-Laws, the Board shall or 5% or more of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as is reasonably possible after the adjournment of the regular meeting. If the special meeting is held on the next day, and the next day falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Section 3. SPECIAL MEETINGS. Special meetings of members shall be called by the Board of Directors or the President of the Corporation and held at such place as fixed in Section 1 of this Article III of these By-Laws, for regular meetings of members or at such times and places within or out of the State of California as may be ordered by resolution of the Board of Directors or by five percent (5%) or more of the members of the Corporation may call special meetings for any lawful purpose.

(a) There shall be no less than one annual meeting per calendar year, of the Board of Directors. This meeting shall have a mandatory printed agenda, thirty (30) days prior to the meeting of the Board of Directors, at which time any changes or direction in Corporation policy will be addressed. All other business will be conducted as usual.

Section 4. NOTICE OF MEETINGS. Written notice of every meeting of the members shall be either personally delivered or printed in any publication of the Corporation and mailed by United States mail, postage prepaid, not less than twenty (20) nor more than ninety (90) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereafter.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of

notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. The Secretary of the Corporation, for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of the members, notice that a meeting will be held at the time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or twenty (20) days after the request is received.

No meeting of members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice of voting, a notice of the adjourned meeting shall be given to each member of records who, on the record date for notice of the meeting, is entitled to vote at the meeting.

- Section 5. **CONTENTS OF NOTICE.** The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.
- Section 6. **WAIVERS, CONSENTS, AND APPROVAL.** The transactions of any meeting of membership, however called and notice, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, but not present in person or by proxy, signs a written waiver or notice, a consent to the holding of the waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- Section 7. **QUORUM.** A quorum of any meeting of members shall consist of five (5) percent of the voting power, represented in person or by proxy. For purposes of this Section 7 of this Article III of these By-Laws, "voting power" means the determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.
- Section 8. **LOSS OF QUORUM.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.
- Section 9. **ADJOURNMENT FOR LACK OF QUORUM.** In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 8 of this Article III of these By-Laws.

Section 10. VOTING OF MEMBERSHIP.

- a) ENTITLEMENT. Each Charter Member, Single Life Member, and Associate Member is entitled to one (1) vote on each matter submitted to a vote of the members. Joint Life Members and Active Family Members are entitled to two (2) votes as per Section 1 (c) Article II*. Honorary Members shall not be entitled to vote on any matter submitted to the vote of the members.

**(Reference: BOD Meeting 3/28-30/14, per Motions 14-02 & 14-03)*

- b) RECORD DATE OF MEMBERSHIP. The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days of the meeting.

The Board shall fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than sixty (60) days prior to such other action.

- c) CUMULATIVE VOTING. Cumulative voting shall not be authorized for the election of directors or for any other purpose.
- d) PROXY VOTING. Members entitled to vote, as set forth in Section 10(a) of this Article III of these By-Laws, shall have the right to vote either in person or by duly authorized agent and filed with the Secretary of the Corporation, as otherwise expressly provided in the Articles of Incorporation of this Corporation or in these By-Laws; provided, however, that a proxy shall not be valid after the expiration of eleven (11) months after the date thereof unless otherwise provided in the proxy. The maximum term of any proxy shall be three (3) years after the date of its execution. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto.

Section 11. ACTION WITHOUT MEETING BY WRITTEN BALLOT.

- a) BALLOT REQUIREMENTS. Subject to the limitations specified in Section 11(b) of these Article III of these By-Laws, any action which may be taken without a meeting provided there is satisfaction of the following ballot requirements:

- 1) The Corporation distributes a written ballot to every member entitled to vote on the matter;
- 2) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a

reasonable time within which to return the ballot to the Corporation;

3) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required and to be present at a meeting authorizing the action; and

4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

b) **LIMITATIONS PERTAINING TO ELECTION OF DIRECTORS.** Directors may be elected by written ballot, except that election of Director by written ballot shall not be permitted where the Directors are elected by cumulative voting pursuant to Section 7615 of the California Corporation Code.

c) **SOLICITATION OF BALLOTS.** Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 4 of this Article III of these By-Laws, and of voting by written ballot set forth in the Section 11 (d) of this Article III of these By-Laws. All such solicitations shall indicate the number of responses needed to meet the quorum requirements and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

d) **VOTING BY WRITTEN BALLOT.** The form of written ballot distributed to ten (10) or more membership shall afford opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

e) **REVOCATION OF BALLOT.** A written ballot may not be revoked.

Section 12. CONDUCT OF MEETINGS.

a) **CHAIRMAN.** The President of the Corporation or, in his or her absence, the Vice President, or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

- b) SECRETARY OF MEETINGS. The Secretary of the Corporation shall act as the Secretary of all meetings of members; provided that in his or her absence, the Chairman of the meeting of members shall appoint another person to act as Secretary of the meeting.
- c) RULES OF ORDER. Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these By-Laws, the Articles of Incorporation of this Corporation, or the law.

Section 13. INSPECTORS OF ELECTION.

- a) APPOINTMENT. In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of member of member's proxy must, appoint* inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

*Reference: Motion 10-03 January 2010

- b) DUTIES. The inspectors of election shall perform the following duties:
 - 1) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
 - 2) Receive vote, ballots, or consents;
 - 3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
 - 4) Count and tabulate all votes and consents;
 - 5) Determine when the polls shall close;
 - 6) Determine the results; and
 - 7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The inspector of election shall perform their duties impartially, in good faith,

to the best of their ability, and as expeditiously as practical.

- c) **VOTE OF INSPECTORS.** If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.
- d) **REPORT AND CERTIFICATE.** On request of the Chairman or any member of member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors of election shall be prima facie evident of the facts stated therein.

ARTICLE IV

DIRECTORS

Section 1. POWER. Subject to the provisions of the California Corporation Code and any limitations in the Articles of Incorporation of these By-Laws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. NUMBER. The corporation shall have twelve (12) Area Directors, representing geographical areas, as designated by the full Board of Directors.*

*Reference: Motion 10-22 June 2010

Section 3. QUALIFICATIONS. The Directors of the Corporation shall be members of the Corporation and shall have been members of the Corporation in "good standing" for three (3) consecutive years to be eligible to run. In the case of the Active Family Members, the Active Family Membership, or in accordance with Article II Section (d) (1), Directors shall not also be officers of Regions.

a) Candidates for the position of National Board Director must possess a computer and have at least basic knowledge in operating a computer in basic communications.*

*Reference: Motion 07-15 March 2008

b) No person who provides direct or implied contract or vender services to the Corporation, either individually or through a business, shall be eligible for National Board membership or National committee chairmanship.*

*Reference: Motion 07-16 March 2008

Section 4. TERM OF OFFICE. Each Director shall hold office for a term of three (3) years or until such Director's successor is qualified and elected under Section 3 of this Article IV of these By-Laws, such Director shall hold office until his or her successor is elected or appointed or his or her removal from office. The transition of office after a regular election shall be that the outgoing Director leaves office and the newly elected Director assumes office at the beginning Call to Order of the next scheduled annual Board meeting.*

*Reference: **Electronic BOD vote Motion 14-10 12/15/14**

a) Area Directors are elected on a three year rotational basis by Area as follows:
Year #1: Pacific Southwest #1, Middle West North #4, Central #7A,
Atlantic Northeast #11 **

Year #2: Pacific Central #2, Middle West Central #5, Central #7B,
Atlantic North Central #8 **
Year #3: Pacific Northwest #3, Middle West South #6, Southeast #9,
Atlantic Central #10 **

- b) Directors may serve on the Board of Directors for a maximum of three consecutive terms. A member may again be a candidate for a Board position after a two year break.*

*Reference: National Board 2005

**Motion 12-01 March 2012

Section 5. **NOMINATION.** Any person qualified to be a Director in Section 3 of this Article IV of these By-Laws, may be nominated by the nomination method authorized by the Board or by any other method authorized by law. The date for close of nominations for the Board shall be not less than fifty (50) nor more than one hundred twenty (120) days, as determined by the resolution of the Board of Directors, before the day the Directors are to be elected. A nomination for the Board may not be made after the date set for close of nominations.

- a) The Board of Directors shall have the option of selecting a person to fill a vacant office on the Board either from the list of unsuccessful candidates or by direct appointment. The method used should provide the best qualified candidate.
- b) The Board members, officers, and any specifically designated officers, shall be allowed to campaign for an office of the Vintage Chevrolet Club of America.*

*Reference: Motion 10-16 March 2010

- c) All applications for election must be approved by the nominating committee.

Section 6. **ELECTION.** The Directors shall be elected at each annual meeting as prescribed by Section 2 of Article III of these By-Laws, or by written ballot as authorized by Section 2 of Article III of these By-Laws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Section 7. **MEETINGS.**

- a) **CALL OF MEETING.** Meeting of the Board may be called by the President or Vice President or the Secretary or any two (2) Directors.
- b) **PLACE OF MEETING.** All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1 of Article I of these By-Laws, or as changed from time to time as provided in Section 2 of Article I of these By-Laws, time by resolution of the Board of Directors.

- c) **TIME OF REGULAR MEETINGS.** Regular meetings of the Board shall be held, without call or notice, at the principal office of the Corporation or at such other place as determined by resolution of the Board of Directors, immediately following each annual meeting of the members of the Corporation as set forth in Section 2 of Article III of these By-Laws, and on the first Wednesday of each month at 7:30 p.m. or on such other date and at such other time as the Board of Directors may, from time to time, fix for each regular meeting by resolution.
- d) **SPECIAL MEETINGS.** Special Meetings of the Board may be called by the President, or Vice President or the Secretary or any two (2) Directors. Special Meetings shall be held on four (4) days prior written notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally or by telephone or telegraph. Notice of the Special Meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Such Special Meetings may be held by the Board utilizing telephonic, teleconferencing, video-conferencing, or other electronic means that may become available, and do not require the physical presence of the Board members to transact the Board's business in such a Special Meeting.
- e) **QUORUM.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- f) **TRANSACTIONS OF BOARD.** Except as otherwise provided in the Articles of Incorporation, in these By-Laws, or by law, every act or decision done or made by majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.
- g) **CONDUCT OF MEETINGS.** The President or, in his or her absence, the Vice President, or in his or her absence, any Director selected by the Directors present shall preside at the meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can be heard by one another. Such participation shall constitute personal presence at the meeting.

h) ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who are not present at the time of adjournment.

Section 8. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting by utilizing telephonic, teleconferencing, videoconferencing or other electronic means that may become available.*

*Reference Motion 07-13 March 2008

Section 9. REMOVAL OF DIRECTORS.

a) REMOVAL FOR CAUSE. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- 1) The Director has been declared of unsound mind by a final order of the court;
- 2) The Director has been convicted of a felony;
- 3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the California Corporation Code on Directors who perform functions with respect to assets held in charitable trust; or
- 4) The Director has failed to attend three (3) consecutive meetings of the Board and the Board has not excused any of such absences, which excused absence may only be given as the result of disability, severe illness, family emergency, or other similar extenuating circumstances.

b) REMOVAL WITHOUT CAUSE. Any or all of the Directors may be removed with cause, if where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the California Corporation Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the California Corporation Code.

Section 10. RESIGNATION OF DIRECTOR. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 11. VACANCIES ON THE BOARD.

- a) CAUSES. Vacancies on the Board of Directors shall exist on the death, resignation, removal of any Director, whenever the number of Directors authorized is increased, and on the failure of the members in any election to elect the full number of Directors authorized.
- b) FILLING VACANCIES BY DIRECTORS. Except for a vacancy created by the removal of a Director pursuant to the Section 9 of this Article IV of these By-Laws, vacancies on the Board of Directors will be filled by the Executive Committee who will appoint a replacement until the next regular election of the general membership.*

*Reference: Motion 10-02 January 2010

- c) FILLING VACANCIES BY MEMBERS. Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the California Corporation Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE V

COMMITTEES

Section 1. **COMMITTEES OF DIRECTORS.** The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one (1) or more committees (including an Executive Committee), each consisting of two (2) or more Directors, to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by a majority vote of the Directors then in office. The Board of Directors may appoint one (1) or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board of Directors, except with respect to:

- a) The approval of any action which, under the California Corporation Code, also requires approval of the members or approval of a majority of all members;
- b) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- d) The amendment or repeal of By-Laws or the adoption of new By-Laws;
- e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repeal able;
- f) The appointment of any other committees of the Board of Directors or the members of these committees;
- g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- h) With respect to any assets held in charitable trust. The approval of any self-dealing dealing transaction except as provided in Section 5233 (d) (3) of the California Corporation Code.

Section 2. **OTHER COMMITTEES.** The requirements of Section 1 of this Article V of these By-Laws, shall not apply to any committee which does not exercise the authority of the Board of Directors.

The President of the Corporation shall create Standing Committees, appoint committee Chairman and approve committee members, as he or she shall feel necessary to enhance the operation of the Corporation as prescribed by Section 6, Article VI, of the By-Laws.

The President may dissolve a committee at any time. A sitting National Board member must be a member of each Standing Committee. All committee members must be a member of the Corporation. The President at each annual National Board meeting will review all Standing Committees.*

*Reference Motion 07-17 March 2008

Section 3. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these By-Laws, relating to meetings and actions of the Board of Directors, with such changes therein as are necessary to substitute the committee and its members for the Board of Directors and its members except that:

- a) The time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee;
- b) Special meetings of committees may also be called by resolution of the Board of Directors;
- c) Notice of special meetings of committees shall also be given to all alternate members who shall have the right to attend all meetings of the committee.

The Board of Directors may adopt rules for the government of any committee not inconsistent with the provision of these By-Laws.

ARTICLE VI

OFFICERS

Section 1. NUMBER AND TITLES. The officers of the Corporation shall be a President, and Vice President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments.

Section 2. ELECTION. The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Officers shall be eligible for re-election without limitation on the number of terms they may serve. The President, Vice President, Secretary and Treasurer shall be elected from members of the Board of Directors. Other officers need not be members of the Corporation. Each officer shall hold office until the next annual meeting of the Board of Directors as prescribed by Section 7(c) of Article IV of these By-Laws, and until each such officers successor is elected and qualifies. The President and Secretary shall be elected in alternate years from the Vice President and Treasurer. At the pleasure of the Board, an officer may be elected for a one year term to accommodate circumstances that might arise to fill the necessary positions.*

Reference: Motion 10-04 January 2010

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint or may confer upon any officer or officers of the Corporation the power to appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the vote of three-fourths (3/4's) of the Board of Directors then in office, or, except in case of any officer chosen by the Board of Directors, by any officer upon who such power of removal may be conferred by the Board of Directors.

Any officer may resign (without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party) at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of any resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal or any other cause shall be filled in the manner prescribed in these By-Laws for regular election or appointment to such office.

Section 6. PRESIDENT AND CHIEF EXECUTIVE OFFICER. Subject to the control of the Board of Directors, the President shall be the Chief Executive Officer of the Corporation and shall have general supervision, direction and control of the business and the officers of the Corporation. Unless otherwise provided in the Articles of Incorporation or these

By-Laws, the President shall be the Chief Operating Officer and General Manager of the Corporation. He or she shall preside at all meetings of the members and at all meetings of the Board of Directors. He or she shall be ex-officio a member of all of the Standing Committees, if any, of the Board of Directors. He or she shall have the general power and duties of management usually vested in the office of President of a Corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-Laws. Subject to such limitations as may be imposed by the Board of Directors, any powers or duties vested in the President may be delegated by him or her to such subordinates as he or she may choose.

Section 7. VICE-PRESIDENT. In the absence or disability of the President, the Vice President shall perform all of the duties of the President and when so acting shall have all of the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, these By-Laws, or the President.

Section 8. SECRETARY. The Secretary shall keep, or cause to be kept, at the principal executive office or at such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors and members with the time and place of holding, where regular or special and, if special, how authorized, the notice given, the names of those present at Directors' meetings or committee meetings, the number of members present or represented at Members meeting and the proceeding thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by these By-Laws or by law to be given, and he or she shall keep the seal of the Corporation, if the Corporation shall adopt one, in safe custody and he or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these By-Laws.

Section 9. TREASURER AND CHIEF FINANCIAL OFFICER. The Treasurer shall be the Chief Financial Officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts or disbursements. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designed by the Board of Directors and shall have the authority to execute and affix the endorsement of the Corporation upon any negotiable instrument for the purpose of making any such deposit. He or she shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

Section 10. ASSISTANTS. If an assistant officer to any officer shall be appointed, such assistant officer may exercise any of the powers of his or her superior officer, as provided in these By-Laws or as authorized by the Board of Directors, and shall perform such other duties as are imposed upon him or her by these By-Laws or the Board of Directors.

ARTICLE VII

CORPORATE RECORDS, REPORTS AND SEAL

- Section 1. **KEEPING RECORDS.** The Corporation shall keep adequate and correct records of accounts and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its membership giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.
- Section 2. **INSPECTION BY DIRECTORS.** Every Director shall have the absolute right to inspect at any reasonable time all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. Any inspection by a Director may be made in person or by an agent or attorney and right of inspection includes the right to copy and make extracts of documents.
- Section 3. **ANNUAL REPORT.** The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to the California Corporation Code Section 8321 (a). Except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain the appropriate detail of the following:
- a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
 - b) A statement of the place where the names and addresses of the current members are located;
 - c) Any information concerning certain transactions and indemnification's required by California Corporation Code Section 8322

The annual report shall be accompanied by any report thereon of independent accounts, or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared with audit from the books and records of the Corporation.

- Section 4. **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION**
The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in California Corporation Code Sections 8322 (d) and (e), if such transaction or indemnification's took place. Such annual statement shall be affixed to and sent with the annual report described in Section 3 of this Article VII of these By-Laws.

Section 5. CORPORATE SEAL. The Board of Directors shall adopt a corporate seal which shall consist of two (2) concentric circles and words and number "THE VINTAGE CHEVROLET CLUB OF AMERICA, INC., California Incorporated April 3, 1962". The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VIII

AREAS AND REGIONS

Section 1. AREAS. The geographical territory covered by the Corporation shall be divided into twelve (12) Areas. The boundaries of such Areas shall be determined and may be changed from time to time by the Board of Directors. Areas shall include such Regions as are within its boundaries and members who are not members of Regions.

Section 2. AREA DIRECTORS. Area Directors shall be elected as prescribed in Section 6 of Article IV of these By-Laws, or by written ballot as authorized in Section 11 of Article III of these By-Laws. Each Area Director shall hold office for a term of three (3) years or until such Director's successor is qualified and elected. The Area Directors will be elected to represent the Areas as identified in Section 4(a) of Article IV.

- a) Area Directors shall perform those duties recommended by the President and approved by the Board of Directors. Area Directors representing a geographical area, shall be responsible for the coordination of all VCCA Region activities within their area.
- b) A Director may not be removed from office before the expiration of his or her term through a change in the boundaries of the geographical area such Director represents.
- c) Vacancies in the office of an Area Director may be filled by an appointment made by the Executive Committee until the next regular election of the general membership.*

*Reference: Motion 10-02 January 2010

- d) Board of Directors members representing a geographical area (Area Directors) must reside in the geographical area they represent, and be elected only by the members residing within that geographical area.

Section 3. REGIONS. Members may, from time to time, organize Regions pursuant to the provisions of this Article VIII of these By-Laws. Regions may either be unincorporated or incorporated associations consisting of members of the Corporation. Incorporated Regions must adhere to the following:

- a) File their incorporation By-Laws with the VCCA National Board.
- b) Be responsible for filing Federal, State and Local Taxes and/or any other documents.

It is emphasized there is no requirement for Regions to incorporate; incorporation is at the discretion of the Region.

Section 4. REGION CHARTER. The Board of Directors may from time to time grant Region Charter to those Regions which meet the requirements of this Article VIII of these By- Laws and such other requirements therefore as established from time to time by the Board of Directors. Application for a Region Charter must be made by at least six (6)* members of the Corporation and must be on a form approved by the Board of Directors. Region Charters shall not generally be granted when the applicant's activities, events, members, or territory conflicts with those of a previously chartered Region.

*Reference Motion 05-20 February 2006

Section 5. REGION HANDBOOK. The Board of Directors may from time to time approve a Region Handbook which may contain rules and regulations governing the organization and operation of Regions.

Section 6. REGION REGULATIONS. Each Region may adopt Region Regulations which are not in conflict with these By-Laws or the Region Handbook, if any, to govern its affairs.

Section 7. REGION MEMBERS. The members of a Region must be members of the Corporation.

Section 8. REGION OFFICERS. Each Region shall have a Region Director, Region Assistant Director, Region Secretary and Region Treasurer, and such other officers as the members of the Region may elect. Such officers shall be elected by Region members as prescribed in the By-Laws of the Region prior to the National Board of Directors meeting annually.

Section 9. REGION CHARTER FEE. The Board of Directors may from time to time determine a fee to be paid by Regions for Application for and renewal of Region Charters.

ARTICLE IX

GENERAL CORPORATE MATTERS

- Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money or notes or other evidences of indebtedness shall be issued or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.
- Section 2. CORPORATE CONTRACTS, ETC., HOW EXECUTED. The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers or agent or agents in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.
- Section 3. FISCAL YEAR. The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.
- Section 4. JOB DESCRIPTIONS. All major positions within the Corporation will have a detailed written job description subject to the provisions of Articles IV and VI of these By-Laws. This is particularly imperative for the positions that receive payment for their services. This includes as a minimum, Editor, Publisher, Member Services** and Webmaster.*
*Reference Motion 06-19 March 2007
**Motion 08-22 March 2009
- Section 5. GENERATOR & DISTRIBUTOR CONTENT. “All content depicted in the Generator and Distributor (“G&D”) Magazine shall be the responsibility of the Board of Directors and that all such content depicted in the G&D shall be reflective of and consistent with the VCCA’s stated Purpose and Mission Statement as set forth in the VCCA Bylaws.”

The President may appoint the G&D Committee or another committee to oversee the editorial content of the G&D, but such delegation of editorial oversight shall not abdicate the board of directors of its responsibility for the content of the G&D and the provisions of such content as set forth in the VCCA Bylaws.

The board of directors shall facilitate the creation of a “Content Guidelines” document for use by the G&D editor and G&D Committee (or other such committee appointed by the president to oversee the editorial oversight of the G&D) which shall provide guidance so that all content published in the G&D is consistent with the G&D Content Provisions as set forth in the VCCA Bylaws.

Reference electronic BOD vote Motion 14-10 12/15/14

ARTICLE X

AMENDMENTS

- Section 1. AMENDMENTS BY MEMBERS. New By-Laws may be adopted or these By-Laws may be amended or replaced by the vote or written consent of ten (10) percent of the members.
- Section 2. AMENDMENTS BY DIRECTORS. Subject to the rights of the members as provided for in Section 1 of this Article X of these By-Laws, to adopt, amend, or repeal By-Laws. By-Laws may be adopted, amended or repealed by a vote of two-thirds (2/3's) of the Board of Directors then in office.
- Section 3. RECORD OF AMENDMENTS. Whenever an amendment or new By-Laws is adopted, it shall be copied in the original By-Laws in the appropriate place. If any By-Laws are repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or the date the written consent was effective shall be stated in the original By-Laws.

ARTICLE XI

BY-LAWS

Section 1. CHANGES. The By-Laws may be altered, repealed and new By-Laws adopted by a two-thirds (2/3's) majority vote of the entire Board of Directors at any regular meeting, special meeting or electronic voting. At a regular meeting or special meeting there must be at least a five (5) day advance written notice before a By-Laws vote can be taken. In the case of electronic voting, voting will be taken after the conclusion of the thirty (30) day discussion period by the Board.*

*Reference Motion 07-13 March 2008

a) Recently adopted amendments or changes in the By-Laws must have a trial period of at least one hundred twenty (120) days before changes can be made or repealed.

CERTIFICATION OF BY-LAWS UPDATES

I, the undersigned , do hereby certify:

- (1) That I am the duly appointed By-Laws Chairperson of The Vintage Chevrolet Club of America, Inc., a California nonprofit mutual benefit Corporation; and
- (2) That the foregoing By-Laws, comprising of twenty-three (23) pages, constitute the revised By-Laws of such Corporation as of April 22, 2006.

Dennis P. Oestreich

I, the undersigned, do hereby certify:

- (1) That I am the duly appointed By-Laws Chairperson of The Vintage Chevrolet Club America, Inc., a California nonprofit mutual benefit Corporation; and
- (2) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of December 31, 2009.
- (3) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of December 31, 2010.
- (4) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of December 31, 2011.
- (5) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of December 31, 2012.

Kenneth K. Farley

I, the undersigned, do hereby certify:

- (1) That I am the duly appointed By-Laws Chairperson of The Vintage Chevrolet Club America, Inc., a California nonprofit mutual benefit Corporation; and
- (2) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of February 28, 2013.

James A. Martoza

I, the undersigned, do hereby certify:

- (1) That I am the duly appointed By-Laws Chairperson of The Vintage Chevrolet Club America, Inc., a California nonprofit mutual benefit Corporation; and
- (2) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of December 31, 2013.
- (3) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of October 31, 2014.
- (4) That the foregoing By-Laws, comprising of twenty-nine (29) pages, constitute the revised By-Laws of such Corporation as of October 31, 2015

Franklin L. Gage

I, the undersigned, do hereby certify:

- (1) That I am the duly appointed By-Laws Chairperson of The Vintage Chevrolet Club America, Inc., a California nonprofit mutual benefit Corporation; and
- (2) That the foregoing By-Laws, comprising of thirty (30) pages, constitute the revised By-Laws of such Corporation as of July 22, 2018.

Roger A. James